

AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR
GREATER YELLOWSTONE-TETON CLEAN CITIES COALITION, INC

SECRETARY OF STATE
STATE OF IDAHO

2006 AUG 14 AM 8:55

FILED EFFECTIVE

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned non-profit corporation
amends its articles of incorporation as follows:

ARTICLE I

NAME is hereby amended to read:

"The name of the corporation is the Yellowstone-Teton Clean Energy Coalition, Inc."

ARTICLE II

PURPOSE is hereby amended to read:

"This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This will be accomplished primarily through the promotion of alternative fuels and vehicles, integrated transportation systems, and related energy conservation technologies that benefit the public interest by reducing energy consumption, particularly petroleum based fuels.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described above.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code."

ARTICLE III

STREET ADDRESS AND REGISTERED AGENT is hereby amended to read:

"Basil Barna, 3040 West 33 N, Idaho Falls, ID 83402"

IDAHO SECRETARY OF STATE
08/14/2006 05:00
CK: 1236 CT: 203345 BH: 969805
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ARTICLE IV

THE BOARD OF DIRECTORS (numbering twelve) is hereby amended to read:

Barry Cantor, PO Box 587, Yellowstone National Park, WY 82190
Basil Barna, 3040 W. 33rd N., Idaho Falls, ID 83402
Bill Murdock, 311 W Main, Bozeman, MT 59715
George Erb, PO Box 316, Wilson, WY 83014-0316
Jan Brown, PO Box 7337, Bozeman, MT 59771
Julie Klein, PO Box 250, Moran, WY 83013
Kerry Klingler, PO Box 1625, Idaho Falls, ID 83415-2110
Larry Jorgenson, PO Box 3594, Jackson, WY 83001-3594
Lou Moore, 1520 E 6th Ave., Helena, MT 59620
Louis Christensen, PO Box 48, Driggs, ID 83422
Shirley Ball, S. Rt Box 206,, Nashue, MT 59248
Tim Young, PO Box 1173, Jackson, WY 83001

ARTICLE V

NAMES AND ADDRESSES OF THE INCORPORATORS (no change)

ARTICLE VI

MAILING ADDRESS OF THE INCORPORATION is hereby amended to read:

Yellowstone-Teton Clean Energy Coalition, PO Box 1954, Jackson, WY 83001

ARTICLE VII

(no change - the corporation does not have voting members)

ARTICLE VIII

DISSOLUTION is hereby amended to read:

"Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

The date of adoption of the amendment(s) was: May 25, 2006

Manner of adoption was email confirmation, finalized on July 17, 2006, of the following motion made by George Erb at the annual meeting of the corporation on May 25, 2006:

"The Executive Committee of the Greater Yellowstone-Teton Clean Cities Coalition is authorized to proceed with completion of an application for IRS 501 (c) 3 status including recommended amendments to the Articles of Incorporation and Bylaws as circulated and discussed and based upon final opportunity for comment and approval via email by the full board." The motion was seconded and carried unanimously.

Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)

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|---|-----------|
| a. The number of directors entitled to vote was: | <u>12</u> |
| b. The number of directors that voted for each amendment was: | <u>10</u> |
| c. The number of directors that voted against each amendment was: | <u>0</u> |

Dated: 7-31-06
Signature: Basil A. Barna
Typed Name: Basil Barna
Capacity: Chairperson

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.