

SECRETARY OF STATE

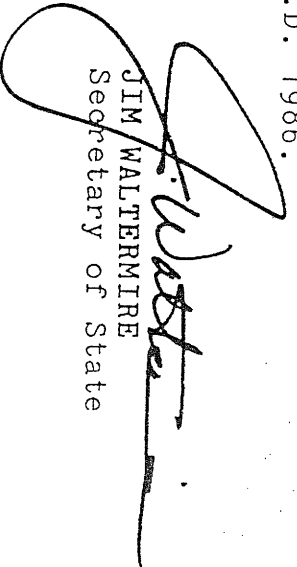
STATE OF MONTANA

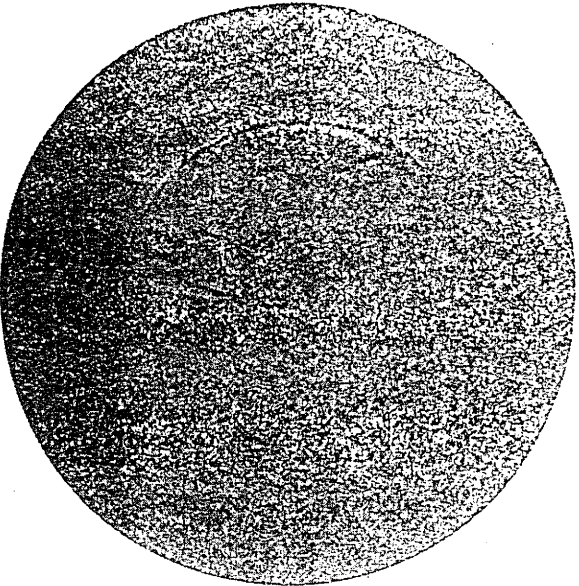
RESTATED CERTIFICATE OF INCORPORATION

I, JIM WALTERMIRE, Secretary of State of the State of Montana, do hereby certify that the Restated Articles of Incorporation of THE MAUREEN AND MIKE MANSFIELD FOUNDATION, a Montana corporation, and Statement on Adoption thereon duly executed pursuant to the provisions of Section 35-2-210, Montana Code Annotated, have been received in my office and conform to law.

NOW, THEREFORE, I, JIM WALTERMIRE, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Restated Certificate of Incorporation to THE MAUREEN AND MIKE MANSFIELD FOUNDATION, a Montana corporation, and attach hereto a copy of the Restated Articles of Incorporation and the Statement on Adoption thereon.

IN WITNESS WHEREOF, I
have hereunto set my hand and
affixed the Great Seal of the
State of Montana, at Helena,
the Capital, this October 9,
A.D. 1986.


JIM WALTERMIRE
Secretary of State



301278

STATE OF MONTANA

FILED

RESTATE

OCT - 9 1986

JIM WALTERMIRE
SECRETARY OF STATE

Jim Waltermire
James G. [unclear]
12

ARTICLES OF INCORPORATION
OF
MAUREEN AND MIKE MANSFIELD FOUNDATION

Pursuant to section 35-2-210, Montana Code Annotated, the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following restated Articles of Incorporation to supersede the heretofore existing Articles of Incorporation and amendments thereto.

ARTICLE I

The name of the Corporation is THE MAUREEN AND MIKE MANSFIELD FOUNDATION.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which the Corporation is organized are to enhance the ideals of Maureen and Mike Mansfield by fostering (1) U.S.-Asian/Pacific Relations, (2) education in public affairs and ethics, and (3) Asian studies.

To conduct these activities, the Mansfield Foundation is authorized to:

- (a) accumulate and provide a fund, or funds, to be invested and reinvested, and to use the income and principal thereof to foster, encourage, and develop educational facilities;
- (b) accumulate and provide a fund, or funds, to be invested and reinvested, and to use the income and principal thereof for the granting of scholarships, establishing educational programs, and establishing research projects;
- (c) to carry on, encourage, and develop activities of such a nature and character as to publicize the activities and educational programs of the Mansfield Foundation;

- (d) to receive and distribute gifts and charities and/or carry out the obligations of any trust imposed by will or deed of trust or otherwise, where the trust created is for any charitable purpose;
- (e) do each and everything necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated, or which shall at any time appear expedient for the protection, enjoyment, and benefit of members or the property of the Corporation;
- (f) distribute funds raised by the Mansfield Foundation for the administration and programs established to accomplish the purposes enumerated herein.

ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as it now exists or may hereafter be amended.

ARTICLE V

Upon dissolution of the Corporation, all assets of the Corporation, after all debts and obligations have been satisfied, shall be distributed solely to organizations established to accomplish the purposes of the Foundation if those organizations qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as it now exists or may hereafter be amended.

If organizations do not exist at the time of distribution which qualify under Section 501(c)(3), then, distribution shall be to such organization or organizations as the Board of Directors may designate and which shall be organized and operated exclusively for charitable, educational, religious, or scientific purposes and at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 as it now exists or may hereafter be amended.

ARTICLE VI

The address of the registered office of the Corporation is the Power Block Building, Suite 4-F, Helena, Montana 59601, and the name of its initial registered agent at such address is Mona Jamison.

ARTICLE VII

The foregoing restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as theretofore amended, and the same have been duly adopted as required by law.

Executed by the undersigned

on October 8, 1986, at Helena, Montana

By: [Signature],
(President)

Attest

[Signature]
(Acting Secretary)

[Notarized]

On this the 8th day of October, 1986, before me, the undersigned Notary Public, personally appeared Ted Schwinden, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed it.

Witness my hand and official seal:

[Signature]
Notary Public for the
State of Montana
Residing in Helena, MT
My commission expires
11-7-87