

**AMENDED RESTATED ARTICLES OF INCORPORATION  
OF WILLISTON JOBS AND INDUSTRIES FOUNDATION, INC.  
(Amended 12/20/2018)**

Pursuant to the provisions of Section 10-24-38 of the North Dakota Nonprofit Corporation Act, the undersigned corporation adopts the following Restated Articles of incorporation:

**ARTICLE ONE**

Name

The name of the corporation is: WESTERN REGION ECONOMIC DEVELOPMENT.

**ARTICLE TWO**

Duration

The period of its duration is perpetual.

**ARTICLE THREE**

Purpose

The purpose for which the corporation is organized is to further the economic development and growth of the Divide, McKenzie, Mountrail and Williams Counties, North Dakota and its environs to the end that additional jobs may be created and the economy of the area further stabilized and diversified.

The purposes for which the corporation is organized also include the following powers and purposes:

- (1) The corporation is organized exclusively for the promotion of the social welfare of the residents of Divide, McKenzie, Mountrail and Williams Counties and its surrounding trade area, within the meaning of the Internal Revenue Code.
- (2) The corporation shall have the power to do all things necessary to carry on and accomplish the purposes for which it is organized, including but not limited to, encouraging, by legal means, the industrial, commercial and cultural growth and development of the Divide, McKenzie, Mountrail and Williams Counties, its environs and trade territory; to encourage and assist industries and enterprises now located or which may hereafter locate in said area, including small business concerns and to otherwise be of benefit to said counties and area in increasing employment, payrolls, business volume, cultural growth and corresponding factors rather than monetary profit to the corporation. Any monetary profits or other benefits which flow to the corporation shall be merely incidental thereto and reused for the purposes herein set forth.

- (3) To enter into, make, and perform contracts of every kind and description; to borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to the amount, to draw, make, accept, endorse, and issue promissory notes, drafts, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of debt, and to secure the payment of any part thereof by mortgage upon or pledge, or assignment of the whole or any part of the property of the corporation; to lend to any person, firm or corporation, any of its funds, either with or without security; to promote and assist the growth and development of small business concerns.
- (4) To acquire, construct, convert or expand plant facilities for lease or sale; to make application for and receive loans, funds and grants from any person or persons, bank or banks, insurance company or companies, the State of North Dakota, or United States of America, or any agency or department thereof under any existing or future statutes, and to comply with any rule or regulation of any such governmental agency or department with respect thereto.
- (5) To purchase, and develop potential industrial sites, and plat, build and maintain or cause to be platted, built or maintain streets, roads and railway access thereto; to acquire by purchase, subscription or otherwise, and to vote, dispose of stocks, bonds or other securities or obligations of any corporation, firm, or business concern, and to otherwise invest and reinvest corporate funds; to acquire, accumulate, assemble and disseminate facts and information relative to area resources, raw materials, minerals, markets, man power, plant facilities; to receive gifts, make investments of funds received, and manage property owned by the corporation, and to make disbursements for the benefit of the corporation and furtherance of any of the purposes herein set forth.
- (6) This corporation shall have all the powers granted non-profit corporations under the laws of the State of North Dakota, however, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the Internal Revenue Code under which the corporation chooses to qualify for exemption, as the same now exists, or as it is amended from time to time.

This corporation shall have all powers granted by the statutes of the State of North Dakota to corporations organized under the Non-Profit Corporation Act of the State of North Dakota.

#### **ARTICLE FOUR**

##### **Nonprofit Corporation**

This corporation is not organized for pecuniary profit and shall have no capital stock.

## **ARTICLE FIVE**

### **Registered Agent**

The address of the registered office of the corporation is: Williston Economic Development, 113 4<sup>th</sup> St E, P.O. Box 1306, Williston, ND 58802-1306.

## **ARTICLE SIX**

### **Members**

The corporation shall have one or more members. Members may be individuals or corporations.

## **ARTICLE SEVEN**

### **Powers**

The corporation shall have all of the powers granted nonprofit corporations under the laws of the State of North Dakota. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organization set forth in the Internal Revenue Code under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

## **ARTICLE EIGHT**

### **Dissolution Clause and Distribution on Dissolution**

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for the promotion of social welfare as shall at the time qualify as an exempt corporation, exempt organization or organizations as set forth in the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

## **ARTICLE NINE**

### **Income and Distribution**

No part of the income of the corporation shall inure to the benefit of any director, officer of the corporation or any private individual or corporate member thereof (except for reasonable compensation for services rendered to or for the corporation affecting one or more of its purposes) , and no director, officer of the corporation or any private individual or corporation shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

## **ARTICLE TEN**

### **Prohibited Activities**

No part of the activities of the corporation shall be used to participate in, or intervene in any political campaign on behalf of any candidate for public office.

## **ARTICLE ELEVEN**

### **Directors**

The number of directors constituting the initial board of directors of the corporation is five, and the names and addresses of the persons who are to serve as initial directors are as follows:

Garvin Stevens  
1321 4th Ave. East  
Williston, ND 58801

Vern C. Neff  
P.O. Box 1526  
Williston ND 58802-1526

Curtis S. Carlson  
P.O. Box 1306  
Williston ND 58802-1306

Gary Sukut  
1603 4th Ave. East  
Williston, ND 58801

Richard Rolfstad  
337 Rose Lane  
Williston ND 58801

The Board of Directors of this corporation consists of not less than 15 nor more than 23 persons with the precise number to be determined by the Board of Directors. The Board of Directors shall include no more than 11 ex-officio members. All other members shall be elected to staggered three year terms. Members may serve up to two consecutive terms. The ex-officio members shall have voting power at all meetings.

**ARTICLE TWELVE**

**Incorporators**

The name and address of the incorporators of this corporation are as follows:

Garvin Stevens  
1321 4th Ave. East  
Williston, ND 58801

Vern C. Neff  
P.O. Box 1526  
Williston ND 58802-1526

Curtis S. Carlson  
P.O. Box 1306  
Williston ND 58802-1306

Gary Sukut  
1603 4th Ave. East  
Williston, ND 58801

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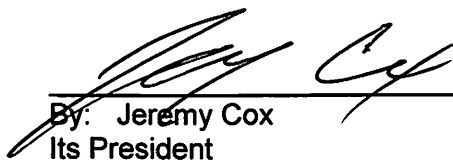
**ARTICLE THIRTEEN**

**Effect of Restated Articles**

The foregoing Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, and supersede the original Articles of Incorporation and all amendments thereto.

Dated this 20 day of December, 2018.

**WESTERN REGION ECONOMIC DEVELOPMENT**

  
\_\_\_\_\_  
By: Jeremy Cox  
Its President

  
\_\_\_\_\_  
By: Kevin Johnson  
Its Secretary/Treasurer