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* *Pro Hac Vice* Motions Forthcoming

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MONTANA

HELENA DIVISION

CHAMBER OF COMMERCE OF THE UNITED STATES OF AMERICA, MONTANA CHAMBER OF COMMERCE, BILLINGS CHAMBER OF COMMERCE, and KALISPELL CHAMBER OF COMMERCE,

Plaintiffs,

v.

AUSTIN KNUDSEN, in his official capacity as Attorney General of Montana, and CHRISTI JACOBSEN, in her official capacity as Montana Secretary of State,

Defendants.

CIVIL NO. _____

COMPLAINT FOR DECLARATORY AND INJUNCTIVE RELIEF

INTRODUCTION

Plaintiffs Chamber of Commerce of the United States of America, Montana Chamber of Commerce, Billings Chamber of Commerce, and Kalispell Chamber of Commerce, by and through undersigned counsel, bring this suit against Defendants Austin Knudsen and Christi Jacobsen in their official capacities. In support thereof, Plaintiffs state as follows:

1. On November 3, 2026, Montana enacted Initiative No. 194 ("I-194"), a categorical ban on political speech by corporations and other organizations. *See generally* The Montana Plan Act, Initiative No. 194, *available at* https://tinyurl.com/bddfucss. Montana rests its ban on the false premise that the First Amendment to the United States Constitution has no application to a State's "authority to define, limit, revise, or withdraw the powers and privileges it confers" on "an artificial person." § 2(2).

2. That theory is foreclosed by binding Supreme Court precedent. "The First Amendment's protection of free speech has its 'fullest and most urgent application precisely to the conduct of campaigns for political office.'" *NRSC v. FEC*, 609 U.S. 908, 917 (2026) (quoting *FEC v. Cruz*, 596 U.S. 289, 302 (2022)). Speech about elections, candidates, political parties, and ballot questions is thus "core political speech" for which First Amendment protection is "at its zenith." *See*

Buckley v. Am. Const. L. Found., Inc., 525 U.S. 182, 183 (1999). Yet I-194 forbids this very speech.

3. In *Citizens United v. FEC*, 558 U.S. 310 (2010), the Supreme Court squarely held "that First Amendment protection extends to corporations." *Id.* at 342. The Court expressly "rejected the argument that political speech of corporations or other associations should be treated differently under the First Amendment simply because such associations are not 'natural persons.'" *Id.* at 343.

4. Nor was *Citizens United* an outlier. The Supreme Court there cited over twenty of its prior decisions extending First Amendment protection to corporations, demonstrating that the Court has long rejected the "extreme position"—advanced by Montana here—"that corporations, as creatures of the State, have only those rights granted them by the State." *First Nat'l Bank of Boston v. Bellotti*, 435 U.S. 765, 778 n.14 (1978).

5. Indeed, this is not Montana's first attempt to evade the Supreme Court's crystal-clear holdings and restrict speech by artificial entities. Fifteen years ago, Montana prohibited corporations from making expenditures to support or oppose a candidate or political party. The Supreme Court summarily rejected that effort, explaining that "the holding of *Citizens United* applies to the Montana state law." *See Am. Tradition P'ship, Inc. v. Bullock*, 567 U.S. 516, 516–17 (2012) (per curiam). And when Montana's voters tried to ban corporate expenditures on ballot issues, the

Ninth Circuit struck that law too. *Mont. Chamber of Com. v. Argenbright*, 226 F.3d 1049, 1057–58 (9th Cir. 2000). Montana's latest effort is just as misguided as its previous ones.

6. Plaintiffs therefore bring this action to prevent Montana public officials from enforcing I-194.

PARTIES

7. Plaintiff Chamber of Commerce of the United States of America ("the U.S. Chamber") is the world's largest business organization. As the nation's leading advocate for business, the U.S. Chamber represents companies and professional organizations of every size, in every industry sector, and from every region of the country. An important function of the U.S. Chamber is to represent the interests of its members in matters before state and federal legislatures, executive officials, and courts. To that end, the U.S. Chamber regularly litigates on behalf of itself and its members on issues of concern to the nation's business community. The U.S. Chamber is a 501(c)(6) nonprofit organization headquartered in Washington, D.C. and incorporated under the laws of the District of Columbia. The U.S. Chamber has members that expend resources to engage in political expression—and intend to continue doing so in the future. Because I-194 will imminently make that activity illegal, these members are adversely affected by the law.

8. Plaintiff Montana Chamber of Commerce ("the Montana Chamber") is the leading business advocate in the State of Montana. It is comprised of more than 2,000 member companies of every size, in every industry, and across all communities in Montana. The Montana Chamber seeks to create and sustain an optimal business climate, business prosperity, and a strong Montana economy. To do so, it engages in advocacy and, where necessary, litigation to advance positions that promote success for Montana businesses. The Montana Chamber of Commerce is a non-profit organization organized under the laws of Montana and headquartered in Helena, Montana. The Montana Chamber and its members expend resources to engage in political expression—and intend to continue doing so in the future. Because I-194 will imminently make that activity illegal, the Montana Chamber and its members are adversely affected by the law.

9. Plaintiff Billings Chamber of Commerce ("the Billings Chamber") is a business organization that represents the interests of businesses in the Billings region. It works to improve the business climate by advocating for policies that will benefit the Billings businesses community. To do so, it engages in advocacy and, where necessary, litigation to advance positions that promote success for its members. The Billings Chamber is a non-profit organization organized under the laws of Montana and headquartered in Billings, Montana. The Billings Chamber expends resources to engage in political expression—and intends to continue doing

so in the future. Because I-194 will imminently make that activity illegal, the Billings Chamber is adversely affected by the law.

10. Plaintiff Kalispell Chamber of Commerce ("the Kalispell Chamber") is a business organization that represents the interests of businesses in Kalispell and the greater Flathead Valley. The Kalispell Chamber works to improve the regional business climate by advocating for policies at both the state and local levels that will benefit its members and the broader community, as well as before the courts. To do so, it engages in advocacy and, where necessary, litigation to advance positions that promote success for its members. The Kalispell Chamber is a non-profit organization organized under the laws of Montana and headquartered in Kalispell, Montana. The Kalispell Chamber expends resources to engage in political expression—and intends to continue doing so in the future. Because I-194 will imminently make that activity illegal, the Kalispell Chamber is adversely affected by the law.

11. Defendant Austin Knudsen is the Montana Attorney General, and the claims in this Complaint are asserted against Defendant Knudsen in his official capacity. The Montana Attorney General has the authority to impose penalties and bring enforcement actions under I-194. § 8(2).

12. Defendant Christi Jacobsen is the Montana Secretary of State, and the claims in this Complaint are asserted against Defendant Jacobsen in her official

capacity. The Montana Secretary of State has the authority to adopt rules and procedures necessary to implement and enforce I-194. § 8(1).

JURISDICTION AND VENUE

13. This Court has jurisdiction pursuant to 28 U.S.C. § 1331 because this civil action arises under the Constitution and laws of the United States. This Court also has jurisdiction under 28 U.S.C. § 1343 because this civil action involves a deprivation of constitutional rights under the color of state law.

14. Plaintiffs assert claims under 42 U.S.C. § 1983 and seek all relief available thereunder, including attorney's fees and costs pursuant to 42 U.S.C. § 1988 and any other applicable provision of law.

15. Plaintiffs invoke this Court's equitable authority to enjoin unconstitutional conduct by state officers. *See Ex Parte Young*, 209 U.S. 123 (1908); *Trump v. Cook*, 609 U.S. 528, 549 n.2 (2026).

16. Plaintiffs seek declaratory and equitable relief pursuant to the Court's inherent authority and the Declaratory Judgment Act. *See* 28 U.S.C. §§ 2201, 2202.

17. Venue is proper in this District because it is the judicial district in which all Defendants reside. 28 U.S.C. § 1391(b)(1).

STANDING AND IRREPARABLE HARM

18. For organizational plaintiffs, "Article III can be satisfied in two ways." *Students for Fair Admissions, Inc. v. President & Fellows of Harvard Coll.*, 600 U.S.

181, 199 (2023). "Either the organization can claim that it suffered an injury in its own right or, alternatively, it can assert 'standing solely as the representative of its members.'" *Ibid.* (quoting *Warth v. Seldin*, 422 U.S. 490, 511 (1975)). Plaintiffs here satisfy both forms of standing.

I. THE MONTANA CHAMBER, BILLINGS CHAMBER, AND KALISPELL CHAMBER HAVE DIRECT STANDING.

19. I-194 directly burdens and restricts the First Amendment speech rights of the Montana Chamber, Billings Chamber, and Kalispell Chamber. They all regularly engage in—and intend to continue engaging in—spending for political expression that I-194 would deem prohibited "political spending power." As a result, all organizations will imminently be forced to risk state sanction or engage in "[s]elf-censorship" that "qualifies as injury-in-fact." *Imperial Sovereign Court of Mont. v. Knudsen*, 170 F.4th 820, 835 (9th Cir. 2026); *see also Chiles v. Salazar*, 607 U.S. 627, 637 n.* (2026).

20. Further, I-194 is already chilling the organizations' speech by inhibiting their ability to plan and formulate advocacy for the 2027-2028 election cycle. Indeed, the conclusion of the 2026 election cycle marked the immediate start of the 2027-2028 election cycle—planning for which is both already underway and critical for effective expression. *See, e.g.*, *Buckley v. Valeo*, 424 U.S. 1, 19 (1976) ("Speeches and rallies generally necessitate hiring a hall and publicizing the event";

"The distribution of the humblest handbill or leaflet entails printing, paper, and circulation costs").

21. These First Amendment harms are irreparable. *See Mahmoud v. Taylor*, 606 U.S. 522, 569 (2025) ("The loss of First Amendment freedoms, for even minimal periods of time, unquestionably constitutes irreparable injury." (alteration rejected)).

The Montana Chamber

22. The Montana Chamber's mission is to create and sustain an optimal business climate, business prosperity, and a strong Montana economy. In furtherance of that mission, the Montana Chamber regularly participates in political speech and expends funds to support that expression. This political speech includes the dissemination of communications that refer favorably to candidates, parties, committees, and ballot questions in Montana elections. For example, the Montana Chamber recently expended $1,000 for text messages urging Montana voters to vote for Dan Wilson for the Montana Supreme Court in the November 2026 state election.

23. The Montana Chamber also contributes financially to support the political expression of the Montana Prosperity PAC, including a $60,000 donation on October 3, 2024. The Montana Prosperity PAC is an independent political committee registered with the State of Montana and administered by the Montana Chamber. It engages in independent expenditures on political speech, not candidate

contributions or coordinated expenditures. The Montana Prosperity PAC—and its predecessor the Montana Business PAC—has used funds to support and oppose candidates, parties, committees, and ballot questions. For example, on September 10, 2024, the Montana Prosperity PAC expended $21,200 for advertisements supporting Dan Wilson and Cory Swanson for Montana Supreme Court. The Montana Prosperity PAC spent another $138,800 for additional advertisements supporting these candidates on October 24, 2024.

24. The Montana Chamber intends to continue engaging in political expression of this kind, including by spending funds in its own name and by contributing to the Montana Prosperity PAC in order to support or oppose candidates, parties, committees, and ballot questions. For example, in the 2027-2028 election cycle, the Montana Chamber currently plans to contribute funds to the Montana Prosperity PAC so that it can expend funds on municipal and school elections to support bonds and levies that align with the Montana Chamber's vision. The Montana Chamber also currently intends to advocate for the renewal of the 6-Mill Levy to support the State's university system, beginning in spring 2027.

25. The Montana Chamber will be inhibited from speaking come January 1, 2027—just a few short weeks from now. Specifically, if I-194 takes effect, the Montana Chamber will have to refrain from engaging in political speech or face the risk of costly enforcement actions that could ultimately result in the loss of its ability

to operate in Montana. If I-194 is not enjoined, the Montana Chamber will refrain from expending funds to support or oppose candidates, parties, committees, and ballot questions in order to avoid the consequences of violating the law.

26. The Montana Chamber is also incurring harm from I-194 now. The Montana Chamber is developing its budget and cannot make final decisions about contributions for the 2027–28 election cycle with the chill of I-194 hanging over it. I-194 is therefore already having immediate and severe chilling effects on the Montana Chamber.

27. The Montana Chamber cannot be made whole for these harms in the future. Public debates surrounding the 2027–28 election are already happening, but if I-194 is not enjoined, the law will force the Montana Chamber to exit those debates. For example, Montana's 6-Mill University Property Tax Levy is set to expire at the end of 2028, and the debate over whether to renew it has already begun. The Montana Chamber would like to advocate for the renewal of the 6-Mill Levy to support the State's university system. The Montana Chamber in particular intends to support this campaign in spring 2027 after the Legislature refers the levy to the voters. But because I-194 would make this advocacy illegal, the Montana Chamber cannot effectively budget and plan for this expression in which it would like to engage. The Montana Chamber is thus already being chilled from taking the

necessary steps to engage in expressive activity due to the threat of I-194's imminent effective date.

28. If the Montana Chamber is forced to wait until the resolution of this lawsuit to begin speaking to support or oppose candidates, parties, committees, and ballot questions, it will already be too late, and it will have been deprived of the ability to exercise its First Amendment rights. That is an immediate, irreparable harm that demands preliminary injunctive relief.

29. Enjoining I-194 would remedy the harms to the Montana Chamber. An injunction would enable the Montana Chamber to continue spending to support or oppose candidates, parties, committees, and ballot questions that affect it in Montana. It would also enable the Montana Chamber to make financial and planning decisions now about how to support the issues that are important to it—decisions that would otherwise be put on hold, or decided adversely, because of uncertainty about its ability to speak freely.

The Billings Chamber

30. The Billings Chamber's purpose is to ensure that businesses in Billings, Montana have a voice in debates about the candidates and policies that govern them. As part of its mission, the Billings Chamber regularly speaks about local ballot issues that affect Billings businesses and the broader community. The Billings Chamber

has supported local ballot-issue campaigns by contributing money and providing staff time and other resources as in-kind contributions.

31. For example, in 2021, the Billings Chamber made direct financial expenditures to Citizens for a Safer Billings, a ballot-issue committee supporting a local public-safety mill levy campaign. The Billings Chamber also made in-kind contributions to support the campaign, which consisted of staff time and other resources that amounted to thousands of dollars.

32. In 2023, the Billings Chamber supported Play It Forward Billings, a ballot-issue committee supporting a parks-and-recreation bond measure. The Billings Chamber contributed various forms of in-kind donations to the committee, including the provision of staff, conference rooms, and other resources to support the campaign.

33. Throughout 2026, the Billings Chamber has made financial and in-kind contributions to the Safe and Secure Yellowstone County campaign, supporting a jail expansion bond and levy. The Billings Chamber initially expended $100 in cash to support the campaign.

34. The Billings Chamber also supported the campaign with multiple in-kind contributions, including hundreds of hours of staff support valued at tens of thousands of dollars. This staff work consisted of coordinating, scheduling, presenting, drafting, and performing other campaign activities for Safe and Secure

Yellowstone County; for example, in August 2026, the Billings Chamber made in-kind contributions of 139.5 hours of staff time valued at a total of $8,209.58. At other times, the Billings Chamber made smaller in-kind contributions, such as providing envelopes and stamps in order to support communications by the campaign.

35. The Billings Chamber made these past contributions to fund expression that aligned with the Billings Chamber's values and to support the success of causes that would benefit Billings businesses and the greater community. The Billings Chamber's expression is important because it ensures that businesses in the Billings region have a seat at the table when it comes to electing candidates and considering ballot questions that will directly govern these businesses or otherwise affect them.

36. The Billings Chamber made these past contributions to fund expression that aligned with the Billings Chamber's values and to support the success of causes that would benefit Billings businesses and the greater community. The Billings Chamber's expression is important because it ensures that businesses in the Billings region have a seat at the table when it comes to electing candidates and considering ballot questions that will directly govern these businesses or otherwise affect them.

37. To that end, the Billings Chamber intends to engage in similar political expression in the future, including during the 2027-2028 election cycle. The Billings Chamber intends to support or oppose candidates, parties, committees, and

initiatives by contributing money, staff time, and other resources. As one example, the Billings Chamber is already considering supporting a spring 2027 school bond.

38. The Billings Chamber will be inhibited from speaking come January 1, 2027—only a few short weeks away. Specifically, if I-194 takes effect, the Billings Chamber will have to refrain from engaging in election- or ballot-issue advocacy or face the risk of costly enforcement actions that could ultimately result in the loss of its ability to operate in Montana.

39. The Billings Chamber is also incurring harm from I-194 now. The Billings Chamber is developing its budget and cannot make final decisions about contributions for the 2027–28 election cycle with the chill of I-194 hanging over it. For example, the Billings Chamber needs to plan and budget for speech that it wants to undertake in 2027, but it is impossible to undertake those activities with the specter of I-194 hanging over the Billings Chamber. Put simply, the Billings Chamber cannot undertake the necessary activities to engage in speech when that speech has been made illegal under state law. I-194 is therefore already having immediate and severe chilling effects on the Billings Chamber.

40. The Billings Chamber cannot be made whole for these harms in the future. Public debates surrounding the 2027–28 election are already happening, but if I-194 is not enjoined, the law will force the Billings Chamber to exit those debates.

41. If the Billings Chamber is forced to wait until the resolution of this

lawsuit to begin speaking to support or oppose candidates, parties, committees, and ballot questions, it will already be too late, and it will have been deprived of its right to exercise its First Amendment rights. That is an immediate, irreparable harm that demands preliminary injunctive relief.

42. Enjoining I-194 would remedy the harms to the Billings Chamber. An injunction would enable it to continue making monetary and in-kind donations to support or oppose candidates, parties, committees, and ballot questions that affect it. It would also enable the Billings Chamber to make financial and planning decisions now about how to support the issues that are important to it—decisions that would otherwise be put on hold, or decided adversely, because of uncertainty about their ability to speak freely.

The Kalispell Chamber

43. The Kalispell Chamber represents the interests of businesses in Kalispell and the greater Flathead Valley. The Kalispell Chamber seeks to create and sustain an optimal business climate, business prosperity, and a strong state and local economy. In furtherance of that mission, the Kalispell Chamber regularly participates in political speech and expends its resources to support that expression. The Kalispell Chamber has, among other things, made financial contributions to support local school and jail levies. For example, on September 22, 2016, the Kalispell Chamber made a $5,000 campaign contribution to the Support Kalispell

Schools bond-issue committee. Likewise, in 2024, the Kalispell Chamber contributed $750 to the Kalispell Fire Association Incidental Committee to support the passage of the Kalispell Emergency Responders Levy. The Kalispell Chamber made these contributions because it believed the measures would benefit the Kalispell business community.

44. The Kalispell Chamber's expression is important because it ensures that the Kalispell and Flathead Valley business community have a voice in the elections and issues that will affect them and the economy more broadly. Without the Kalispell Chamber's voice, voters and candidates alike would be deprived of the business community's perspective.

45. The Kalispell Chamber thus intends to continue engaging in political expression of this kind, including during the 2027-2028 election cycle. Specifically, the Kalispell Chamber intends to expend funds to support or oppose candidates, committees, parties, and ballot questions.

46. The Kalispell Chamber intends to make those contributions, beginning January 1, 2027—just a few short weeks from now. Specifically, if I-194 takes effect, the Kalispell Chamber will have to refrain from engaging in political speech or face the risk of costly enforcement actions that could ultimately result in the loss of its ability to operate in Montana.

47. The Kalispell Chamber simply cannot take that risk. Even though the

Kalispell Chamber believes strongly in supporting the Montana business community, it simply cannot risk triggering an enforcement action and the serious consequences that could result.

48. Thus, unless this Court enjoins the State from enforcing I-194, the Kalispell Chamber will self-censor. That is, absent an injunction, the Kalispell Chamber will not contribute funds or anything of value to support or oppose candidates, parties, committees, and ballot questions.

49. If this Court enjoined the State from enforcing I-194, the Kalispell Chamber would proceed with its planned contributions.

50. The Kalispell Chamber is also incurring harm from I-194 now. The Kalispell Chamber has limited resources and is developing its budget for 2027, but it cannot make final decisions about contributions for the 2027–28 election cycle with the chill of I-194 hanging over it. For example, the Kalispell Chamber needs to plan and budget for speech that it wants to undertake in 2027, but it is impossible to undertake those activities given the threat of I-194 enforcement actions. Put simply, the Kalispell Chamber cannot undertake the necessary activities to engage in speech when that speech has been made illegal under state law. I-194 is therefore already having immediate and severe chilling effects on the Kalispell Chamber.

51. The Kalispell Chamber cannot be made whole for these harms in the future. Public debates surrounding the 2027–28 election are already happening, but

if I-194 is not enjoined, the law will force the Kalispell Chamber to exit those debates.

52. If the Kalispell Chamber is forced to wait until the resolution of this lawsuit to begin speaking to support or oppose candidates, parties, committees, and ballot questions, it will already be too late, and it will have been deprived of its right to exercise its First Amendment rights. That is an immediate, irreparable harm that demands preliminary injunctive relief.

53. Enjoining I-194 would remedy the harms to the Kalispell Chamber. It would enable the Kalispell Chamber to continue making monetary and in-kind donations to support or oppose candidates, parties, committees, and ballot questions that affect it and its members. It would also enable the Kalispell Chamber to make financial and planning decisions now about how to support the issues that are important to it—decisions that would otherwise be put on hold, or decided adversely, because of uncertainty about its ability to speak freely.

II. THE U.S. CHAMBER AND MONTANA CHAMBER HAVE ASSOCIATIONAL STANDING.

54. An organization has associational standing where "(a) its members would otherwise have standing to sue in their own right; (b) the interests it seeks to protect are germane to the organization's purpose; and (c) neither the claim asserted nor the relief requested requires the participation of individual members in the

lawsuit." *Students for Fair Admissions*, 600 U.S. at 199. The U.S. Chamber and Montana Chamber each have associational standing.

Member Standing

55. The U.S. Chamber and Montana Chamber have members that are directly and adversely affected by I-194 and thus would have standing to sue in their own right. These members make contributions to support advocacy for or against candidates, parties, committees, and ballot questions in Montana. If I-194 is allowed to take effect, it will prohibit these members from continuing this expressive activity beginning January 1, 2027, and it will hamper their ability to finalize decisions about contributions for the 2027-2028 election cycle. These harms are directly traceable to I-194 and would be remedied by an order enjoining the State from enforcement and declaring the law unconstitutional.

56. For example, Tri-County Implement, Inc. ("TCI") is a member of both the U.S. Chamber and the Montana Chamber. TCI is a for-profit corporation that that deals in new and used agricultural and construction equipment. TCI has for years contributed to the Montana Chamber's Montana Business PAC to support candidates, parties, committees, and ballot questions that are favorable to the Montana business community, and to oppose those that are not. TCI intends to make future contributions to the Montana Chamber's Montana Prosperity PAC—including contributions in 2027 to support advocacy in the 2027-28 election cycle.

I-194 will make it illegal for TCI to make these contributions beginning January 1, 2027. I-194 is also hindering TCI's expressive activities now, as it finalizes its 2027 operating budget and is faced with decisions about how much of its limited resources it can spend to support political messaging next year. TCI is therefore suffering a concrete and imminent injury directly traceable to I-194 and that would be redressed by an order enjoining the State from enforcement and declaring the law unconstitutional.

Germaneness and Participation

57. The interests that the U.S. Chamber and Montana Chamber seek to protect in this litigation are germane to their purposes.

58. The U.S. Chamber is the world's largest business organization. The U.S. Chamber's mission, which it has advanced for more than 100 years, is to advocate for policies designed to help businesses create jobs and grow the national economy. Core to that mission is ensuring that businesses have a seat at the table and a voice in the debate when it comes to laws that govern them and their stakeholders. Protecting the business community's right to speak is important to both ensuring hospitable conditions for free enterprise and helping elected officials understand the impact of their political choices on the business environment and the economy. As the U.S. Chamber has previously explained, "free association, free expression, and free enterprise are deeply intertwined." Br. of U.S. Chamber of

Commerce at 3, *Alaska Policy Forum v. Alaska Public Offices Commission*, S. Ct. No. 26-88 (filed Aug. 20, 2026) (alterations rejected), *available at* https://tinyurl.com/yz982d8k. Businesses "are participants not only in the literal marketplace, but also in the figurative marketplace of ideas." *Ibid.*

59. For these reasons, the U.S. Chamber has a long history of defending businesses against laws that compel or restrict speech in violation of the First Amendment.

60. For example, in September 2026, the U.S. Chamber filed suit challenging Hawaii Act 11, which purports to ban corporate political speech on Hawaii state elections and ballot initiatives. *Chamber of Com. v. Lopez*, U.S. Chamber of Com., https://tinyurl.com/4rdeab83. In 2024, it brought First Amendment challenges to California's climate-disclosure legislation, the SEC's climate disclosure rule, and the Department of Labor's H-2A employer rule. *Chamber of Com. v. Sanchez*, U.S. Chamber of Com., https://tinyurl.com/36dcftaf; *Chamber of Com. v. SEC*, U.S. Chamber of Com., https://tinyurl.com/4fpuf5ek; *Int'l Fresh Produce Ass'n v. U.S. Dept. of Labor*, 758 F. Supp. 3d 575 (S.D. Miss. 2024). In 2023, the U.S. Chamber challenged the SEC's share-repurchase rule, arguing that its requirements that companies disclose and justify repurchase activity violated the First Amendment, *Chamber of Commerce v. U.S. Securities & Exchange Comm'n*, 85 F.4th 760 (5th Cir. 2023), and it challenged the drug-price-control provisions of

the Inflation Reduction Act, arguing that they unlawfully compelled businesses to endorse the government's characterization of prices, *Dayton Area Chamber of Com. v. Becerra*, U.S. Chamber of Com., https://tinyurl.com/4sdcmvhe. In 2022, it challenged a Connecticut law restricting employers' ability to discuss "political matters" with their employees. *Conn. Bus. and Indus. Ass'n v. Bartolomeo*, U.S Chamber of Com., https://tinyurl.com/4dxsm8pk. In 2021, it challenged Maryland's tax on digital-advertising services because, among other things, the law's pass-through provision constituted an unconstitutional restriction on speech. *See, e.g.*, *Chamber of Com. of the United States of Am. v. Lierman*, 151 F.4th 530 (4th Cir. 2025). And in 2003, the U.S. Chamber was a party to the *McConnell v. FEC*, 540 U.S. 93 (2003), litigation that challenged a federal electioneering-communication ban on corporate political speech.

61. The U.S. Chamber has also consistently filed amicus briefs in challenges to state and federal laws that seek to restrict the business community's right to engage in political speech. *See, e.g.*, *Ams. for Prosperity Found. v. Bonta*, 594 U.S. 595 (2021); *Am. Tradition Partnership Inc. v. Bullock*, 567 U.S. 516 (2012); *Citizens United v. FEC*, 558 U.S. 310 (2010); *Wisconsin Right to Life, Inc. v. FEC*, 546 U.S. 410 (2006); *Republican Party of Minnesota v. White*, 536 U.S. 765 (2002); *Elections Bd. of State of Wisconsin v. Wisconsin Mfrs. & Com.*, 597 N.W.2d 721 (Wis. 1999); *FEC v. Massachusetts Citizens for Life, Inc.*, 479 U.S. 238 (1986).

62. The U.S. Chamber's interest in protecting corporate speech extends to Montana, where its members do business and have a direct stake in the public-policy debates that shape the State's business environment.

63. Montana is home to a wide range of industries—from mining, tourism, and agriculture to healthcare and technology. As a result, the U.S. Chamber's members can—and do—offer important perspectives on the candidates and policies that govern them and Montanans more broadly.

64. Protecting these companies' speech rights is therefore integral to the U.S. Chamber's mission. Indeed, that is why the U.S. Chamber filed a brief in the support of the challenge to Montana's previous misguided attempt to restrict corporate speech rights. *See* Br. of U.S. Chamber of Commerce, *Am. Tradition P'ship, Inc. v. Bullock*, 567 U.S. 516 (2012) (filed Apr. 27, 2012), *available at* https://tinyurl.com/yc54xt3x.

65. The Montana Chamber seeks to create and sustain an optimal business climate, business prosperity, and a strong Montana economy. To do so, it engages in advocacy and, where necessary, litigation to advance positions that promote success for Montana businesses. The Montana Chamber regularly litigates on behalf of its members to protect the interests and rights of Montana businesses. As part of its litigation activities, the Montana Chamber challenges laws, like I-194, that inhibit its members' First Amendment right to speak.

66. Protecting member companies from unconstitutional restrictions on their right to expression is a core component of the Montana Chamber's mission. Indeed, the Montana Chamber's fundamental purpose is to ensure that businesses have a seat at the table and a voice in the debate in Montana public policy. Laws like I-194 that deprive businesses of their right to participate in the political system directly frustrate that mission.

67. It is for this reason that the Montana Chamber participated in earlier efforts to prevent I-194 from appearing on the ballot. *See, e.g.*, Pet., *Mont. Mining Ass'n v. Knudsen*, No. OP 26-0176 (Mont. Mar. 16, 2026); Amicus Br. of the Mont. Chamber in Supp. of Resp'ts, *Transparent Election Initiative v. Knudsen*, No. OP 25-0770 (Mont. Nov. 17, 2025). The Montana Chamber has likewise challenged Montana's previous misguided attempt to restrict corporate speech rights. *See Mont. Chamber of Com. v. Argenbright*, 226 F.3d 1049 (9th Cir. 2000).

68. Finally, Plaintiffs bring only "constitutional claims" seeking "prospective injunctive relief" and declaratory relief, and so do not "require[ ] the participation of the associations' individual members in this lawsuit." *Vasquez Perdomo v. Noem*, 148 F.4th 656, 677 (9th Cir. 2025).

BACKGROUND

I. THE FIRST AMENDMENT PROTECTS SPEECH BY CORPORATIONS AND OTHER ASSOCIATIONS

69. The First Amendment, applicable to the States through the Fourteenth Amendment, provides: "Congress shall make no law . . . abridging the freedom of speech, or of the press; or the right of the people peaceably to assemble, and to petition the Government for a redress of grievances." U.S. Const. amend. I.

70. "The First Amendment embodies a profound national commitment to the principle that debate on public issues should be uninhibited, robust, and wide-open." *NRSC v. FEC*, 609 U.S. 908, 917 (2026) (cleaned up). "[A]bove all else, the First Amendment means that government has no power to restrict expression because of its message, its ideas, its subject matter, or its content." *Police Dep't of Chi. v. Mosley*, 408 U.S. 92, 95 (1972). "The First Amendment 'envisions the United States as a rich and complex place' where all enjoy the 'freedom to think as you will and to speak as you think.'" *Chiles v. Salazar*, 607 U.S. 627, 640 (2026) (quoting *303 Creative LLC v. Elenis*, 600 U.S. 570, 584, 603 (2023)).

71. "The First Amendment's protection of free speech has its fullest and most urgent application precisely to the conduct of campaigns for political office." *NRSC*, 146 S. Ct. at 2415 (cleaned up). Speech about elections, candidates, political parties, and ballot issues is thus "core political speech" for which First Amendment protection "is at its zenith." *See Buckley v. Am. Const. L. Found., Inc.*, 525 U.S. 182,

183 (1999) (cleaned up). Moreover, "[b]ecause 'virtually every means of communicating ideas in today's mass society requires the expenditure of money,' a 'restriction on the amount of money a person or group can spend on political communication during a campaign necessarily reduces the quantity of expression by restricting the number of issues discussed, the depth of their exploration, and the size of the audience reached.'" *NRSC*, 609 U.S. at 912 (quoting *Buckley v. Valeo*, 424 U.S. 1, 19 (1976)).

72. The Supreme Court has long held that First Amendment protection extends to speech by corporations and other artificial entities. As early as 1898, Justice Harlan, writing for a unanimous Court, declared it "settled" law "[t]hat corporations are persons within the meaning of" the Fourteenth Amendment. *Smyth v. Ames*, 169 U.S. 466, 523 (1898) (citing *Santa Clara Cnty. v. S. Pac. R.R. Co.*, 118 U.S. 394 (1886)). Accordingly, the Fourteenth Amendment forbids States from abridging the First Amendment rights of corporations. *See Grosjean v. Am. Press Co.*, 297 U.S. 233, 244 (1936); *Joseph Burstyn, Inc. v. Wilson*, 343 U.S. 495, 497 (1952).

73. First Amendment protection for corporations recognizes that "[a] corporation is simply a form of organization used by human beings to achieve desired ends." *Burwell v. Hobby Lobby Stores, Inc.*, 573 U.S. 682, 706 (2014). "When rights, whether constitutional or statutory, are extended to corporations, the

purpose is to protect the rights of these people." *Id.* at 706–07; *see NAACP v. Alabama ex rel. Patterson*, 357 U.S. 449, 460 (1958) ("Effective advocacy of both public and private points of view, particularly controversial ones, is undeniably enhanced by group association."). "Corporations and other associations, like individuals, contribute to the discussion, debate, and dissemination of information and ideas that the First Amendment seeks to foster." *Citizens United*, 558 U.S. at 343 (cleaned up).

74. In *First National Bank of Boston v. Bellotti*, the Supreme Court considered a Massachusetts law prohibiting companies from making "contributions or expenditures" to influence the vote on ballot initiatives unless the initiative "materially affect[ed]" their business or assets. 435 U.S. 765, 767–68 (1978). The Court held that the law violates the First Amendment. *Id.* at 795. The Court expressly rejected "the proposition that speech that otherwise would be within the protection of the First Amendment loses that protection simply because its source is a corporation." *Id.* at 784. It also rejected the "extreme position" that "corporations, as creatures of the State, have only those rights granted them by the State." *Id.* at 778 n.14.

75. In *Citizens United*, the Supreme Court reaffirmed "that First Amendment protection extends to corporations." 558 U.S. at 342 (citing over twenty cases). Although the corporate form undeniably provides benefits "such as limited

liability, perpetual life, and favorable treatment of the accumulation and distribution of assets," the Court explained that "the State cannot exact as the price of those special advantages the forfeiture of First Amendment rights." *Id.* at 351. It thus held unconstitutional a federal law that "prohibit[ed] corporations and unions from using their general treasury funds to make independent expenditures for speech defined as an 'electioneering communication' or for speech expressly advocating the election or defeat of a candidate." *Id.* at 318–19.

76. The Court has since confirmed that *Citizens United* applies to the States, striking down a "Montana state law" which "provide[d] that a 'corporation may not make … an expenditure in connection with a candidate or a political committee that supports or opposes a candidate or a political party.'" *Am. Tradition P'ship, Inc. v. Bullock*, 567 U.S. 516, 516 (2012) (per curiam). The Court explained that there was "no serious doubt that" *Citizens United* controlled the analysis. *Id.* at 516–17.

77. The Court's holdings in these cases could not be clearer: The First Amendment protects corporations and other artificial entities, and neither federal nor state law may abridge those rights. Accordingly, States may not burden or prohibit speech because it arises from a corporation or condition speech rights on eschewing the corporate form.

II. MONTANA ENACTED I-194 TO CENSOR SPEECH BY CORPORATIONS AND OTHER ASSOCIATIONS

78. I-194 was passed as a statutory initiative on November 3, 2026. *See generally* I-194, *available at* https://tinyurl.com/bddfucss; *see also* Off. of the Mont. Sec'y of State, *2026 General Election Results, Ballot Questions*, https://electionresults.mt.gov/resultsSW.aspx?type=BQ&map=CTY. It will go into effect on January 1, 2027. § 14.

79. I-194 rests on the very premise that the Supreme Court's First Amendment precedents have repeatedly rejected. It declares that Montana can limit the speech rights of artificial persons because "corporations and other artificial persons are creations of statute that exist only by virtue of powers affirmatively extended by the state," § 2(1)—even though the Supreme Court has already called that position "extreme." *Bellotti*, 435 U.S. at 778 n.14.

80. The Act forbids nearly all corporations and other artificial persons, whether domestic or foreign, from exercising so-called "political spending power." §§ 4, 5. That term is defined broadly to include "the legal capacity to pay, contribute, or expend money or anything of value to support or oppose … a candidate, political party, or political committee …; or any initiative, referendum, recall, constitutional amendment, charter amendment, or other question formally certified or submitted to the electors of this state or any political subdivision of the state." § 3(4)(a). I-194 carves out from its speech prohibition "the distribution of bona fide news,

commentary, or editorial content," and speech exercised by "political committees, as provided by law." § 3(4)(b).

81. I-194 declares any exercise of "political spending power" to be "beyond the scope of authority and void." § 6. And it supersedes any law or organizational document that would grant an artificial person political spending power. §§ 9–10; *see also* § 11(2).

82. I-194's prohibitions are broader than Montana's existing campaign-finance limits. Existing Montana law prohibits corporations and unions from making a contribution to a candidate, Mont. Code Ann. § 13-35-227, and places contribution limits on other entities and individuals, Mont. Code Ann. §§ 13-37-216, 13-37-221. But Montana law contains no comparable limits for independent expenditures or spending in connection with ballot questions. I-194, by contrast, prohibits all expenditures of any sort by covered artificial entities "to support or oppose" candidates, political parties, or political committees in an election, § 3(4)(a)(i), along with any ballot questions put to the electorate, § 3(4)(a)(ii).

83. I-194 prohibits election advocacy and ballot-question advocacy for virtually every voluntary association imaginable under state law. Its broadly defines the "artificial persons" within its scope to reach every "entity whose existence, legal status, or limited liability shield is conferred by the laws of the state of Montana." § 3(1).

84. I-194 expressly applies its speech prohibition to non-Montana entities created under the laws of other jurisdictions. §§ 3(1) (defining "artificial person" to include "an entity organized or existing under the laws of another jurisdiction that is authorized to transact business, is otherwise transacting business, or holds property in Montana"), 5(2) (similar). Yet Montana's preexisting law recognizes that authorization to transact business "does not authorize this state to regulate the organization or internal affairs of a foreign corporation." Mont. Code Ann. § 35-2-824(3); *see also id.* § 35-14-1501(1)(a) ("The law of the jurisdiction of formation of a foreign corporation governs … the internal affairs of the foreign corporation.").

85. Montana enforces its political-speech censorship with drastic sanctions. Under I-194, artificial entities that engage in political speech automatically "forfeit[ ] all charter privileges as a matter of law" and "without limitation." § 7(1)–(2). These "charter privileges" are valuable. They include "any legal benefit that exists only because the state of Montana confers it on an artificial person, including limited liability, perpetual duration, succession in entity name, or any statutory limitation on personal liability." §§ 3(3); 7(2). In sum, violations of I-194 are punishable by the corporate death penalty.

86. Reinstatement of charter privileges is expressly conditioned on (a) "full disgorgement of all money or things of value expended, contributed, or transferred in the exercise of political spending power," (b) "certification of future compliance

with" I-194's speech prohibition, and (c) "satisfaction of any additional conditions the legislature or a designated state authority considers appropriate." § 7(4). Thus, a corporation can never operate in Montana again unless it agrees under duress to refrain from exercising its First Amendment right to engage in election or ballot-question advocacy.

87. I-194 empowers the Attorney General to bring enforcement actions for "declaratory relief, injunctive relief, disgorgement, and confirmation or enforcement of forfeiture." § 8(2). I-194 further empowers the Secretary of State to "adopt rules and procedures necessary to implement and enforce [I-194], including procedures governing forfeiture, reinstatement, disgorgement, certification of compliance, notice, and the opportunity to be heard consistent with due process." § 8(1).

88. In sum, I-194 does not regulate the manner of corporate political speech. It extinguishes the power to speak on certain topics and viewpoints, enforces that content- and viewpoint-based prohibition with significant corporate penalties up to involuntary dissolution, and does so in direct defiance of binding Supreme Court precedent interpreting the First and Fourteenth Amendments.

89. I-194's purpose is no mystery. The individual who submitted the Initiative leads the Transparent Election Initiative ("TEI"), the organization behind I-194. *See* Off. of the Mont. Sec'y of State, *Proposed 2026 Ballot Issues*, https://tinyurl.com/7wtcwjf2; TEI, *About Us*, https://tinyurl.com/c3f46k2s. And

TEI has been extraordinarily candid about its goals. It seeks to stop disfavored "organizations" from using speech to "influence elections and the people who win them." TEI, *The Problem*, https://tinyurl.com/m88ufhpn.

90. The Montana Plan PAC, YES On I-194's official campaign committee, has also been forthright about I-194's aims. *See* The Mont. Plan, *Campaign Transparency*, https://tinyurl.com/539784dx ("The Montana Plan PAC is the campaign committee for the YES on I-194 campaign."). I-194's supporters disfavor speech by "trade associations, nonprofits, unions, political committees" because, in their view, these entities "push for rules that protect their bottom line." *The Montana Plan*, I-194 Explained, https://tinyurl.com/bdhfn4vp. Indeed, the Montana Plan PAC identified specific topics, such as healthcare and tax policy, on which it believes that artificial persons have taken the wrong view. *Ibid.* The campaign specifically identified Plaintiff "the Chamber of Commerce" by name as advocating the wrong position on tax policy because it pushed for "lower taxes" instead of "a fair tax system." *Ibid.*

91. The Montana Secretary of State's official Voter Information Pamphlet likewise reflected I-194's goal of suppressing disfavored speech. Proponents there claimed that artificial persons engage in political expression "with no regard for the … issues Montanans face every day" and in a manner that is insufficiently "helpful for voters trying in good faith to determine the best candidate to serve the public

good." Off. of Mont. Sec'y of State, *Montana Voter Information Pamphlet* 24, 27 (2026), https://tinyurl.com/29w7z774.

92. These express statements of purpose confirm what is obvious from the face of I-194: the law's targeted speech suppression is not an incidental byproduct of revising Montana's corporate code. Targeted speech suppression is the entire point.

FIRST CLAIM FOR RELIEF
Unconstitutional Restrictions on the Freedom of Speech
(U.S. Const., amends. I, XIV; 28 U.S.C. § 2201(a); 42 U.S.C. § 1983; and *Ex Parte Young* Equitable Cause of Action)

93. Plaintiffs allege and incorporate by reference all other paragraphs in this Complaint.

94. The First Amendment, applicable to the States through the Fourteenth Amendment, prohibits laws "abridging the freedom of speech." U.S. Const. amend. I.

95. First Amendment protection extends to corporations. *Citizens United*, 558 U.S. at 342. Corporations are themselves "persons" within the meaning of the Fourteenth Amendment. *Grosjean*, 297 U.S. at 244. They are also associations of natural persons who join together to advance shared objectives. *Hobby Lobby*, 573 U.S. at 706; *NAACP*, 357 U.S. at 460. Restrictions on the political speech of those organizations therefore burden not only the freedoms of speech and association

enjoyed by the corporation itself, but also the ability of individuals to associate for expressive purposes.

96. The U.S. Supreme Court has long rejected the "extreme position" that "corporations, as creatures of the State, have only those rights granted them by the State." *Bellotti*, 435 U.S. at 778 n.14. There is "no support in the First or Fourteenth Amendment, or in the decisions of th[e] [Supreme] Court, for the proposition that speech that otherwise would be within the protection of the First Amendment loses that protection simply because its source is a corporation." *Id.* at 784.

97. I-194 imposes content-, viewpoint-, and speaker-based restrictions on political speech in violation of the First and Fourteenth Amendments. It applies content-based restrictions because it singles out speech concerning elections, candidates, political parties, and ballot measures, and it discriminates based on speakers with disfavored viewpoints because it subjects only corporations and other artificial persons to its speech restriction. By its terms, I-194 strips those specific speakers of the ability to expend funds or anything of value "to support or oppose … a candidate, political party, or political committee in an election held in this state; or (ii) any initiative, referendum, recall, constitutional amendment, charter amendment, or other question formally certified or submitted to the electors of this state or any political subdivision of the state." §§ 3(4)(a), (4)–(6). Those activities are "core political speech" for which First Amendment protection "is 'at its zenith.'"

Buckley v. Am. Const. L. Found., 525 U.S. at 183 (ballot-issue speech); *see also FEC v. Cruz*, 596 U.S. 289, 302 (2022) (similar) (election speech). I-194 does not merely regulate that speech, or merely restrict its time, place, or manner. It categorically prohibits it.

98. I-194 reinforces its speech prohibition with extraordinary sanctions. An entity that engages in prohibited speech automatically "forfeits all charter privileges as a matter of law." § 7(1). Those privileges include "any legal benefit that exists only because the state of Montana confers it on an artificial person, including limited liability, perpetual duration, succession in entity name, or any statutory limitation on personal liability." § 3(3). The result is effectively a corporate death sentence. And resurrection comes at a price. The corporation must certify that it will never again engage in prohibited political speech and satisfy other conditions Montana "considers appropriate." § 4(b), (c).

99. I-194's discriminatory character is confirmed by its content- and viewpoint-based exemption for media entities. While the statute prohibits most corporations and other artificial persons from engaging in election and ballot-question advocacy, it expressly permits the distribution of "bona fide news, commentary, or editorial content" by media organizations. § 3(4)(b). I-194 thus permits favored corporate speakers to engage in political advocacy while prohibiting disfavored corporate speakers from doing the same. *Accord Citizens United*, 558

U.S. at 352–53 ("We have consistently rejected the proposition that the institutional press has any constitutional privilege beyond that of other speakers. … The law's exception for media corporations is … a further, separate reason for finding this law invalid." (citations omitted)).

100. Montana has no legitimate interest in suppressing political speech to equalize the relative voices of speakers. The Supreme Court has repeatedly held that "the concept that government may restrict the speech of some elements of our society in order to enhance the relative voice of others is wholly foreign to the First Amendment." *NRSC*, 609 U.S. at 921 (cleaned up). Nor may Montana dictate "the subjects about which persons may speak" or "the speakers who may address a public issue." *Bellotti*, 435 U.S. at 784–85.

101. Montana purports to justify its speech prohibition based upon its misguided view that it holds "authority to define, limit, revise, or withdraw the powers and privileges it confers" on corporations and other artificial persons without constitutional limit. § 2(2). But again, the Supreme Court has squarely and repeatedly "rejected the argument that political speech of corporations or other associations should be treated differently under the First Amendment simply because such associations are not 'natural persons.'" *Citizens United*, 558 U.S. at 343.

102. Montana's asserted rationale also fails on its own terms. I-194 restricts foreign entities that Montana did not create and whose powers Montana has no

authority to define. The law's application to those entities confirms that I-194 is a speech restriction, not a mere definition of corporate powers.

103. I-194 cannot survive First Amendment scrutiny. It imposes a complete ban rather than a contribution limit, campaign-finance disclosure requirement, or other regulation. It is overinclusive because it reaches foreign entities Montana did not create, and underinclusive because favored media corporations remain free to engage in otherwise prohibited political advocacy. Montana has identified no compelling governmental interest in banning this speech. Indeed, I-194 serves no legitimate, non-censorship governmental interest whatsoever, let alone a compelling one. And even if Montana possessed a compelling interest in regulating some corporate political activity, I-194 is not narrowly tailored to advancing any such interest.

104. I-194 therefore violates the First and Fourteenth Amendments to the United States Constitution on its face and as applied to Plaintiffs and their members.

SECOND CLAIM FOR RELIEF
Unconstitutional Conditions Restricting the Freedom of Speech
(U.S. Const., amends. I, XIV; 28 U.S.C. § 2201(a); 42 U.S.C. § 1983; and *Ex Parte Young* Equitable Cause of Action)

105. Plaintiffs allege and incorporate by reference all other paragraphs in this Complaint.

106. Montana may not condition the receipt or retention of a governmental benefit on the surrender of constitutional rights, especially rights protected by the

First Amendment. *See, e.g.*, *Agency for Int'l Dev. v. Alliance for Open Society Int'l, Inc.*, 570 U.S. 205, 214 (2013); *Perry v. Sindermann*, 408 U.S. 593, 597 (1972).

107. The corporate form offers benefits "such as limited liability, perpetual life, and favorable treatment of the accumulation and distribution of assets." *Citizens United*, 558 U.S. at 351. "It is rudimentary that the State cannot exact as the price of those special advantages the forfeiture of First Amendment rights." *Ibid.*; *see also Ams. for Prosperity Found. v. Bonta*, 594 U.S. 595, 618 (2021) (California could not condition entities' operation within that State on sacrifice of associational freedoms).

108. I-194 treats the corporate form and the authority to do business in Montana as a "conditional grant[ ] of legal status" subject to the "state's reserved authority to define, limit, revise, or withdraw" those privileges. § 2(2). I-194 then conditions those benefits on the surrender of political-speech rights. Specifically, an artificial person may receive and retain "charter privileges"—including limited liability, perpetual duration, succession in entity name, or any statutory limitation on personal liability—only if it refrains from expending funds or other resources on election activity or ballot-question activity. § 4(2) ("The absence of political spending power … is a condition of state-conferred legal status and charter privileges."); § 6(1) ("An act by an artificial person that constitutes an exercise of political spending power not extended by the state … is beyond the scope of authority and void."); § 10 ("A provision of articles of incorporation, articles of

organization, partnership agreements, operating agreements, bylaws, trust instruments, or other organizational documents purporting to grant or confer political spending power is void.").

109. I-194 enforces that unconstitutional condition by threatening entities that engage in constitutionally protected political speech with the automatic forfeiture of "all charter privileges as a matter of law." § 7(1)–(2). Entities can only reacquire those benefits if they, *inter alia*, indefinitely "agree" to comply with Montana's mandatory speech ban. *See* § 7(4)(b). And it extends those unconstitutional conditions and sanctions to foreign corporations, §§ 3(1), 5(2), which contradicts the State's own theory because Montana lacks the ability to define the powers of foreign corporations.

110. Montana may not accomplish indirectly through conditions on incorporation and authority to transact business what it could not accomplish directly through a prohibition on protected speech. *See NRA v. Vullo*, 602 U.S. 175, 190 (2024); *Perry*, 408 U.S. at 597. That is particularly so where, as here, the condition has no reasonable connection to any legitimate government interest. Because I-194 conditions the receipt and retention of governmental benefits on the surrender of rights protected by the First and Fourteenth Amendments, it violates the unconstitutional-conditions doctrine and is unconstitutional on its face and as applied to Plaintiffs and their members.

THIRD CLAIM FOR RELIEF
First Amendment Overbreadth
(U.S. Const., amends. I, XIV; 28 U.S.C. § 2201(a); 42 U.S.C. § 1983; and *Ex Parte Young* Equitable Cause of Action)

111. Plaintiffs allege and incorporate by reference all other paragraphs in this Complaint.

112. I-194 broadly prohibits all "artificial persons" from exercising "political spending power," including speech concerning candidates, political parties, political committees, initiatives, referenda, recalls, constitutional amendments, charter amendments, and other ballot measures.

113. This prohibition encompasses substantial amounts of constitutionally protected speech, including speech expressly protected by *Bellotti* and *Citizens United*.

114. Accordingly, I-194 prohibits a substantially greater amount of protected speech than could be justified under any legitimate sweep I-194 may possess and is therefore facially unconstitutional and overbroad.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs respectfully request that this Court enter judgment in their favor and against Defendants, as follows:

A. Enter a declaratory judgment against Defendants that I-194 and/or individual provisions of I-194 are unconstitutional.

B. Enter a declaratory judgment against Defendants that I-194 and/or individual provisions of I-194 are invalid and without force or effect.

C. Enter preliminary and permanent injunctive relief preventing the implementation and enforcement of I-194 and/or individual provisions of I-194.

D. Grant the foregoing relief facially and/or as applied to the Plaintiffs and their members.

E. Grant the Plaintiffs' attorney's fees, costs, and interest, under 42 U.S.C. § 1988 and all other applicable laws.

F. Grant such further and additional relief as this Court deems just and proper.

DATED: November 12, 2026.

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