

State of Alaska
Department of Community and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
COMPLIANCE

The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, and custodian of corporation records for said state, hereby certifies that

THE ALASKA COMMUNITY FOUNDATION

on **APRIL 14, 1995** filed in this office its Articles of Incorporation, as a nonprofit corporation organized under the laws of this State.

I FURTHER CERTIFY that said corporation is in good standing and has filed all biennial corporate reports due at this time and has paid all biennial corporation taxes and fees due and payable at this time.

No information is available in this office on the financial condition, business activity or practices of this corporation.

IN TESTIMONY WHEREOF, I execute this certificate and
affix the Great Seal of the State of Alaska on
August 4, 2004

Edgar Blatchford

Edgar Blatchford
Commissioner of Community
and Economic Development

State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
AMENDMENT
Nonprofit Corporation

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that Articles of Amendment to the Articles of Incorporation, duly signed and verified pursuant to the provisions of the Alaska Nonprofit Corporation Act, have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of

THE ALASKA COMMUNITY FOUNDATION

and attaches hereto the original copy of the Articles of Amendment.

IN TESTIMONY WHEREOF, I execute this certificate
and affix the Great Seal of the State of Alaska on
APRIL 3, 1998



Willis F. Kirkpatrick
Designee for the Commissioner of Commerce
and Economic Development

APR 03 1998

Department of Commerce
and Economic Development

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

FOR

THE ALASKA COMMUNITY FOUNDATION

1. Articles I, III, V, VI, VII, VIII, IX, and X of The Articles of Incorporation of The Alaska Community Foundation have been amended in their entirety. The Articles of Incorporation are restated to read as follows:

ARTICLE I

Name

The name of this corporation ("the Foundation") is The Alaska Community Foundation.

ARTICLE II

Duration

The duration of the Foundation is perpetual.

ARTICLE III

Purposes

A. The Foundation is organized exclusively for charitable, scientific, literary, and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended ("the Code"), as a community foundation to provide philanthropic leadership in and for the benefit of the State of Alaska and its communities ("the Alaska Community"). The business and objectives to be carried on and promoted by the Foundation include, but are not limited to:

1. The solicitation and receipt of assets of all kinds, including money and property, both tangible and intangible;

2. The management and administration of assets donated, bequeathed, or granted to the Foundation in such a manner as to ensure the Foundation's charitable purposes are fulfilled effectively over the long term.

3. The distribution of the Foundation's assets and income therefrom consistently with the Foundation's charitable purposes as set forth in these articles and as determined by the board of directors and, subject to paragraph B of Article VII, in accordance with the terms of gifts, bequests, or devises to the Foundation, in such a way as to maximize the Foundation's ability to respond to emerging and changing charitable needs and opportunities in the Alaska Community.

B. Notwithstanding any other provision of these articles, the Foundation will be subject to the following limitations:

1. The terms "charitable, scientific, literary, and educational purposes" are limited to the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended ("Code");

2. No part of the net earnings of the Foundation may inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except the Foundation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of charitable, scientific, literary, and educational purposes; and

3. The Foundation may not undertake any activity not permitted to be undertaken by (i) an organization exempt from federal income taxation under section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under section 170(c)(2) of the Code, and in particular, no substantial part of the activities of the Foundation may be attempting to influence legislation, or carrying on propaganda, and the Foundation may not participate or intervene in (including by way of publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate or public office.

ARTICLE IV

Powers

The Foundation will have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Alaska Nonprofit Foundation Act, as from time to time amended, and section 501(c)(3) of the Code.

ARTICLE IV

Shares of Stock and Dividends Prohibited

The Foundation may not have or issue shares of stock, and no dividend may be paid and no part of the income or profit of the Foundation may be distributed to its members (if any), directors, or officers.

ARTICLE V

Distribution of Assets On Dissolution

In the event of the dissolution of the Foundation, the board of directors of the Foundation will, after paying or making provision for the payment of all liabilities of the Foundation, dispose of all assets of the Foundation exclusively for the stated purposes of the Foundation in such manner, or to such one or more organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes, as will at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the board of directors determines. Any such assets not so disposed of will be disposed of by the Superior Court, Third Judicial District, of the State of Alaska, exclusively for those purposes or to one or more organizations described above.

ARTICLE VI

Board of Directors

A. The number of directors of the Foundation shall be that number that is fixed by the Foundation's bylaws. The board will be classified into three classes. After the initial classification, each director will serve for a term of three years and at each annual meeting, the number of directors equal to the number of the class whose term expires at the time of the meeting will be elected to hold office for a term of three years.

B. The board of directors shall have those powers necessary to manage and control the business, assets, and affairs of the Foundation. Without limiting the foregoing, the board shall have the power, to the fullest extent possible under law, to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the board's sole judgment, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the Alaska Community.

ARTICLE VII

Limitation of Director Liability

Except as otherwise provided by law, no director of the Foundation shall be personally liable to the Foundation for monetary damages for the breach of fiduciary duty as a director. The preceding sentence will not apply, however, to the extent such application would jeopardize the Foundation's status as an Alaska nonprofit corporation and a section 501(c)(3) organization.

ARTICLE VIII

Indemnification

Except as otherwise provided by law, the Foundation shall indemnify and hold harmless each director and officer of the Foundation from and against any loss, injury, expense, or damage suffered or sustained by him or her by reason of any acts, omissions, or alleged acts or omissions, arising out of his or her activities on behalf of the Foundation or in furtherance of the interest of the Foundation, including (but not limited to) any judgment, award, settlement, reasonable attorney's fees, and other costs or expenses incurred in connection with the defense of an actual or threatened action, proceeding, or claim, provided that the acts or omissions, or alleged acts or omissions, by such indemnified person on which such actual or threatened action, proceeding or claim is based are not adjudged (by a court of competent jurisdiction) to have been performed or omitted fraudulently or in bad faith or as a result of gross negligence. The preceding sentence will not apply, however, to the extent such application would jeopardize the Foundation's status as a section 501(c)(3) organization. The Foundation may obtain insurance to cover the foregoing liability.

ARTICLE IX

Amendments

A. All provisions of these articles of incorporation shall be subject to amendment, consistent with the provisions of the Alaska Nonprofit Corporation Act and section 501(c)(3) of the Code.

B. Except for the designated amendments, these restated articles correctly set out without change the provisions of the articles being amended, and the restated articles together with the designated amendments supersede the original articles and all amendments to the original articles.

C. Upon motion duly made, seconded and unanimously carried, these amended and restated articles were duly adopted by an affirmative vote of a vote of the Foundation's Board of Directors on September 11, 1997.


D. At the time of this adoption, there were no members of the Foundation.

DATED this 28th day of March, 1998.



William M. Bankston
Secretary

ATTEST:




Bonnie Mehner
President

VERIFICATION

Bonnie Mehner says on oath that she has read the foregoing document and believes all statements made in the document to be true.

SUBSCRIBED AND AFFIRMED before me at Anchorage, Alaska, on the 28th day of March, 1998.



Tuesday-Gail Smith
Notary Public in and for Alaska
My Commission Expires: 9/22/98