place and manner as the original Articles of Incorporation.

ARTICLE XIII

The private property of the members of the Chamber of Commerce shall be exempt from corporate liability except to the extent and in the manner provided by the laws of the State of Alaska.

We, the incorporators, sign our names this 10th day of May, 1991.

Karl G. Jewett, President

Karl G. Jewett

Linda M. Colrud, Recording Secretary

Linda M. Colrud

Shirley A. Hamel, Treasurer

Shirley A. Hamel

Subscribed and sworn to before me this 10th day of May, 1991.

Postmaster/Notary Public
Per USPS ASM 122.44

HEALY, AK 99743
MAY
10
1991
USPS

Louise F. Gruis Postmaster
Notary Public in and for the State of Alaska

My commission expires Healy Alaska
Postmaster 99743

ARTICLE VII

The name and address of each incorporator is:

Karl G. Jewett	P. O. Box 318	Healy, Alaska 99743
Linda M. Colrud	P. O. Box 340	Healy, Alaska 99743
Shirley A. Lamel	P. O. Box 105	Healy, Alaska 99743

ARTICLE VIII

The corporation shall be nonprofit and nonstock and no dividends or pecuniary profits shall be declared to the members thereof. However, this article shall not preclude any member from being an employee of the corporation and being compensated therefor.

ARTICLE IX

(1) Every director shall be a member of the Chamber of Commerce and if any director shall be expelled for cause of nonpayment of dues on budget subscriptions, within a reasonable time as affixed by the Board of Directors, as is set forth in the Bylaws, he shall at once cease to be a director.

(2) The Board of Directors and President may fill any vacancy occurring in its membership between annual elections by appointment of a qualified person to hold office for the remainder of the term, except that a seventy-five percent (75%) vote of all the members of the Chamber of Commerce, who are entitled to vote thereat, shall have the power at any regular meeting, or special meeting regularly called for that purpose, to remove any director or officer for cause and fill the vacancy thus created. Any vacancy occurring of a director elected by the membership shall be filled by the Board of Directors and any vacancy occurring on the Board that was an appointee of the President shall be filled by appointment of the President.

(3) Special meetings of the members of the Chamber may be called at any time by the President of the Chamber upon giving ten (10) days notice in writing to the members and, the President shall call a meeting of the Chamber at any time upon the request of fifteen (15) members of the Chamber, and in case the President neglects or refuses to call such a meeting, fifteen (15) members of the Chamber may join in a call of the Chamber, which meeting shall be the same as though called by the President. At all meetings of the Chamber each member in good standing and entitled to vote thereat, shall be entitled to one vote.

(4) Regular and annual meetings of the membership shall be held in accordance with the Bylaws of the corporation as amended from time to time.

ARTICLE X

The corporation shall be vested with the authority to borrow such sums of money as the Board of Directors may approve.

ARTICLE XI

The corporation shall have a common seal consisting of a circle, bearing on its circumference the words GREATER HEALY CHAMBER OF COMMERCE, INC., STATE OF ALASKA, and across the face the words CORPORATE SEAL, 1991.

ARTICLE XII

These Articles may be amended by a majority vote of the members in good standing, and entitled to vote thereat, in attendance at any regular meeting or any special meeting called for that purpose, provided that such proposed amendments shall have been plainly stated in the call for the meeting for which they are to be considered; and that such amended Articles of Incorporation shall be executed and acknowledged by the Board of Directors, or a majority of them, and shall be filed and recorded in the same

other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other powers not inconsistent herewith are hereby included.

ARTICLE IV

The internal affairs of the corporation shall be regulated by:

(1) The government of this corporation shall be vested in a Board of Directors, who shall be members of the corporation, and such officers and committees as the said Board of Directors may appoint in conformity with these Articles and with the Bylaws of this corporation.

(2) The said directors shall, before transacting business, meet and adopt the Bylaws of the corporation and subscribe their names thereto; after which said Bylaws shall be the laws of this corporation; subject, however, to the right of the members having voting power, at any regular meeting or at any special meeting called for such purpose, by a majority vote of all the members present at such meeting listed upon the roster of the Chamber of Commerce in good standing and entitled to vote thereat, to amend, repeal or modify such Bylaws so made and adopted by said Board of Directors.

ARTICLE V

(1) The physical address of the initial registered office of the Greater Healy Chamber of Commerce is Milepost 248.8, a quarter mile off the Parks Highway on the Healy Access Road, Healy, Alaska 99743.

(2) The mailing address of the initial registered office of the Greater Healy Chamber of Commerce is P. O. Box 437, Healy, Alaska 99743.

(3) The name of the initial registered agent at the registered office is Linda M. Colrud, recording secretary of the corporation. Her address is Mile 248.3 Parks Highway, mailing address is P. O. Box 340, Healy, Alaska 99743.

ARTICLE VI

(1) The number of directors constituting the initial Board of Directors of this corporation will be eleven (11) members, who shall be nominated and elected, or appointed in the manner prescribed in the Bylaws.

(2) The names and addresses of these persons, each of whom shall serve as a director until his or her successor is elected and qualified, are as follows:

Karl G. Jewett	P. O. Box 318	Healy, Alaska 99743
Linda M. Colrud	P. O. Box 340	Healy, Alaska 99743
Shirley A. Hamel	P. O. Box 105	Healy, Alaska 99743
Michael R. Mark	P. O. Box 15	Healy, Alaska 99743
Sandra L. Gotle	P. O. Box 126	Healy, Alaska 99743
Gerald "Jerry" Colrud	P. O. Box 340	Healy, Alaska 99743
Harold "Bud" Krause	P. O. Box 73	Denali Park, Alaska 99755
William J. Bailey	P. O. Box 358	Healy, Alaska 99743
Shawn A. Bailey	P. O. Box 358	Healy, Alaska 99743
Audrey J. Welsh	P. O. Box 242	Healy, Alaska 99743
Kay W. Durham	P. O. Box 313	Healy, Alaska 99743

(3) The officers of the Board of Directors shall be President, one or more Vice Presidents, Recording Secretary, and Treasurer.

(4) The initial Board of Directors shall serve until their successors are elected at the first annual meeting of the members of the Greater Healy Chamber of Commerce, to be held in September.

GREATER HEALY CHAMBER OF COMMERCE

ARTICLES OF INCORPORATION
(Domestic Nonprofit Corporation)

Filed for Record
State of Alaska

MAY 13 1997

Department of Commerce
and Economic Development

The undersigned natural person(s) of the age of 19 years or more, acting as incorporator(s) of a corporation under the Alaska Nonprofit Corporation Act (AS 10.20), adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation: That the name of this corporation shall be the GREATER HEALY CHAMBER OF COMMERCE, with its central headquarters located at Healy, Alaska.

ARTICLE II

The period of duration is: The time of commencement of the business of this corporation shall be immediately upon the filing of these Articles of Incorporation in the office of the Commissioner of Commerce and Economic Development, and the existence of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized are as follows:

(1) To cooperate in all matters of interest to the public and professional people of the Healy community and environs; to develop and create civic interests; to create and maintain higher standings in business dealings; to correct trade abuses; to compile and distribute information to its members for their benefits; to aid and protect its members and to do all things that are properly within the scope of such an association for the welfare of its community and members;

(2) To foster and cultivate social, educational and business relationships between the members; to broaden the interest in the pursuit of occupation and profession; to encourage among the members a closer personal acquaintance and friendly spirit of mutual cooperation; to gather, receive and disseminate such information as may seem helpful to the members; to interchange ideas in rendering mutual assistance and to present helpful vocational service to and guidance of such vocations; to purchase, lease, hold, sell, develop, mortgage, convey or otherwise acquire, or dispose of, real and personal property necessary and proper for the carrying out of the purposes of this corporation in the community of Healy and its environs and the State of Alaska as the Board of Directors may, in their discretion, deem wise;

(3) To erect, equip, and maintain public buildings and other appropriate civic buildings as the Board of Directors, in their discretion, deem wise; to publish and circulate publications of any kind and description; to invest and reinvest surplus funds in such securities and properties as the Board of Directors may, from time to time, determine; to assist in any other matters pertaining to the welfare and advancement of its members and for the attainment of the highest order of American citizens and civic ideals;

(4) To collect, arrange, qualify and display industrial, agricultural, manufacturing and other diverse resources of the community of Healy and its environs; to build or lease a community building and to suitably furnish the same for the reception and entertainment of the public and for the display of expositions;

(5) To acquire, take by gift, purchase, devise or bequest, real and personal property for the proper appropriation in the exercise of its powers; and may lease, mortgage and dispose of real and personal property, including the right to take, hold and dispose of sheres of stock in other corporations;

(6) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted, be reference to, or inference from, the terms of any

FILE NO.: 47734-0

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

CERTIFICATE
OF
INCORPORATION
Nonprofit Corporation

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of

GREATER HEALY CHAMBER OF COMMERCE

have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues the Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I execute this certificate and affix the Great Seal of the State of Alaska on May 13, 1991.

Glenn A. Olds

Glenn A. Olds
COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

08-120N (Rev. 9/88)
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Issued By: Corporations Section, P.O. Box D, Juneau, Alaska 99811, Telephone (907) 465-2530