

AMENDED ARTICLES OF INCORPORATION  
OF  
FAIRBANKS NATIVE ASSOCIATION, INCOPORATED

THIS IS TO CERTIFY, that the undersigned, natural person over the age of twenty-one (21) years of age and residents of the State of Alaska, do hereby associate themselves into a non-profit Corporation under and by virtue of laws of the State of Alaska:

ARTICLE I

Name: The name of the Corporation is the Fairbanks Native Association, Inc.

ARTICLE II

Purpose: The object and purpose for which the said Corporation is formed shall be to promote the spirituality, identity, unity, and physical and mental health of all Native people by providing quality programs and information to support personal, family, and community growth.

ARTICLE III

Period of Duration: The duration of said Corporation shall be perpetual.

ARTICLE IV

Place of Business: The Corporation shall be located, and its principal business transacted, at the City of Fairbanks, Fourth Judicial District, State of Alaska.

ARTICLE V

Powers: The Corporation shall have the powers set forth by the Alaska Non-profit Corporation Act (AS 10.20).

## ARTICLE VI

Amount of Liability: The highest amount of indebtedness or liability to which the Corporation may be subject shall be the sum of Five Million (\$5,000,000.00) dollars.

## ARTICLE VII

Membership: Those persons eligible for full membership in the Corporation shall be descendants of the American Indian and Eskimo of North America.

- (a) Native Members - must be  $\frac{1}{4}$  or more Indian, Eskimo, Aleut, or American Indian and shall be over eighteen (18) years of age.
- (b) Associate Members - as set forth in the by-laws.

## ARTICLE VIII

Board of Directors: The Initial Board of Directors of the Corporation shall be seven (7) in number, and the persons so to serve until their successors are elected and qualified are: Vernon F. Miller, Agnes Griffith, Winnie Atwood, David Chanar, Shirley A. Butler, Sharon McConnel, and Lillian N. Preston.

Thereafter: The Board shall consist of nine (9) Native members elected by the General Membership.

## ARTICLE IX

Board Officers: The Officers of the Board shall consist of a President, Vice-president, Secretary and Treasurer, each of which shall be elected for one (1) year term by the Board of Directors. The qualification, term of office, and method of election or appointment of the Board of Directors shall be set forth in the By-laws.

## ARTICLE X

Board Responsibilities: The Board shall have the responsibility as a policy making body with the duties.

## ARTICLE XI

Obligation: The Corporation is not organized for the pecuniary profit of its directors, officers or members, nor may it issue stock or distribute dividends, and in no part of its income shall inure to the benefit of any director, officer, or member, but any balance of the money or assets remaining after the full payment of corporate obligations of all or any kind shall be devoted solely to fulfill the non-profit purpose of the Corporation.

## ARTICLE XII

Indemnification: Any person who is, or shall be, or shall have been an officer or board member of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonable incurred by or imposed upon him or her in connection with resulting from any action, suit, or proceeding to which he or she be made a party by reason of his or her being or having been an officer or board of director of the Corporation or of any subsidiary affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated by reason of willful misconduct or negligence in the performance of his or his duty as an officer or board of director. Costs and expenses of action, which the article provides indemnification, shall include, among other things, attorney's fees, damages, and reasonable amounts paid in settlement.

## ARTICLE XIII

By-laws: The Corporation shall adopt by-laws for the conduct of its affairs consistent with these articles of incorporation and the laws of the State of Alaska pertaining to non-profit corporations, and the laws and the Constitution of the United States.

## ARTICLE XIV

Amendments: These Articles of Incorporation may be amended at a regular meeting of the members of the Corporation, called for that purpose, by a vote of two-thirds (2/3) of the members present or represented at the meeting. However, no amendment or the Articles of Incorporation shall be made at a regular or special meeting unless notice is published in two newspapers of general circulation in the Fairbanks area at least thirty (30) days before the meeting, stating that it is proposed that the Articles be amended at the meeting. Amendments approved shall be duly recorded and attached here-to by the Secretary.

## ARTICLE XV

Organized: This Corporation is organized exclusively for Charitable, and educational purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE XVI

Exemption: Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE XVII

Dissolution: Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has been established its tax exempt status under Section 105(c)(3) of Internal Revenue Code.

## ARTICLE XVIII

Non-profit: This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.