**ARTICLES OF INCORPORATION OF**

***(NAME OF NONPROFIT)*, INC.**

**An Alaska Non-Profit Corporation**

[AS 10.20]

Article I

The name of this domestic non-profit corporation ("Corporation" or "Foundation") is:

*(NAME OF NONPROFIT)*, INC.

Article II

The object and purposes for which the Corporation is formed are as follows:

A. The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) [26 USC §501(c)(3)] of the Internal Revenue Code ("IRC") or the corresponding provision of any future United States Internal Revenue Law.

B. To *(mission and reason organization is developed. What is it your organization does?)*.

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

D. 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. ·

E. The distribution of the Foundation's assets and income therefrom consistently with its charitable purposes as set forth in these Articles and as determined by its Board of Directors from time to time, 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 Arctic Slope Region of Alaska.

F. To exercise all powers authorized by law necessary or desirable to carry out is purposes consistent with the provision of the Alaska Nonprofit Corporations Act (AS 10.20 et seq.) as amended and section 50l(c)(3) of the IRC.

Article III

The period of duration of this corporation shall be perpetual.

Article IV

This corporation is one which does not contemplate pecuniary gain or profit and is organized solely for non-profit purposes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its, directors, trustees, officers, or any private person(s), except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of \_statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation ("Articles"), the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 50l(c)(3) of the IRC (or corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC (or corresponding provision of any future United States Internal Revenue Law).

Article V

The principal place of transacting the business of the corporation shall be at Barrow, Alaska or any other lawful place.

Article VI

A. The corporation shall be governed and managed by a Board of Directors that shall consist of no less than three (3) and no more than nine (9) persons, as determined by the Board from time to time, in accordance with the provisions of the corporation's Bylaws. The names and addresses of the members of the initial board of directors are as follows:

 Name Address

1.

2.

3.

4.

5.

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 of Directors 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 unnecessary, unreasonable, incapable of fulfillment or inconsistent with the charitable needs of the Arctic Slope Community.

C. Except as otherwise provided by law, no director, officer, or employee of the Foundation shall be personally liable to the Foundation for monetary damages, provided that the actions taken by such director, officer or employee were taken in good faith, with the exercise of reasonable care, within the duty of loyalty, and with sound business judgment under the circumstance. However, that the foregoing limitation on liability shall not apply to the extent that any director, officer, or employee's actions are found by a court or other tribunal of competent jurisdiction, to have been undertaken in bad faith, in violation of the duty of loyalty, without the exercise of reasonable care or sound business judgment, willfully, maliciously, with intent to defraud the Foundation or knowingly violate the law.

D. Except as otherwise provided by applicable law, including without limitation the IRC or Alaska law, the Foundation shall defend, indemnify and hold harmless each director, officer or employee of the Foundation, from and against any loss, injury, expense or damage suffered or sustained by him or her by reason of any actual or alleged acts, error omissions, or conduct, arising out of activities undertaken on behalf of the Foundation or in furtherance of its interests, including, but not limited to, any award, judgment, penalty, fee, settlement, reasonable actual attorney' s fees and other costs or expenses incurred in connection with such claim, action or defense; provided, however, that the foregoing shall not apply if the acts, errors, omission or conduct of such indemnified person is adjudged by a court or other tribunal of competent jurisdiction to have been performed or omitted, fraudulently, in bad faith, in knowing violation of law, in violation of the duty of loyalty to the corporation, without the exercise of reasonable business judgment, or as a result of gross negligence or willful misconduct. The Foundation may, but is not required to, obtain insurance to cover the foregoing liabilities.

Article VII

The corporation shall have no members and shall issue no shares of stock. No dividend may be paid, and no part of the income or profit of the Foundation may be distributed, to its directors or officers.

Article VIII

Provisions for the regulation of the internal affairs of the corporation and to implement the Articles shall be set forth in the Bylaws of the corporation.

Article IX

The Articles may be amended by a super-majority (67%) of the Board of Directors.

Article X

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization(s) which are organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the IRC (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article XI

The address of the initial office of the corporation is: *(address);* and its registered agent shall be *(Executive Director)*, *(Executive Director’s address)*.

Article XII

The corporation is a "public charity" which achieves broad based public financial support and is not private foundation as defined by IRC Section 509 [26 USC §509].

Therefore, the provisions of AS 10.20.153 (a) and (b) effecting every non-profit corporation that is a private foundation under the IRC, are expressly excluded in these Articles and shall not be applicable to the corporation.

Article XIII

The names and addresses of the initial incorporators of the corporation are, as follows: ·

1.

2.

3.