

**RESTATED ARTICLES OF INCORPORATION
WILLOW AREA COMMUNITY ORGANIZATION, INC.**

ARTICLE I.

We, the undersigned, being natural persons, adult persons, and bonafide residents of Alaska, de hereby associate ourselves together for the purpose of forming a non-profit corporation pursuant to Alaska Statutes, Title 10, Chapter 20, and do hereby adopt the following Articles of Incorporation.

ARTICLE II.

The name of the corporation is Willow Area Community Organization, Inc.

ARTICLE III.

The objects and purposes for which the corporation is formed are:

- a. To promote the economic, social, and cultural welfare of the Willow area by engaging in such functions, activities, operations, and projects which may or might aid, foster, or otherwise contribute to the economic, social, and cultural growth and betterment of the Willow area.
- b. To speak and act as an organized group in cooperation with, or without, as the situation may require, such organizations as Chambers of Commerce, service clubs, citizens' committees and the like.
- c. To promote, sponsor and conduct an annual winter carnival in the Willow area as one of the methods of publicizing and promoting the Willow area amount the people of neighboring communities in Alaska and to create and encourage the interests of residents of Willow area in conducting and promoting projects and endeavors for the general benefit of the area.
- d. To engage in and participate in such functions and projects as may be necessary and desirable for the raising of funds to be expended from time to time on a charitable basis or plan, or in such other manner as may be required, provided no activity shall be performed under this subdivision if the same would jeopardize or nullify the non-profit status of the organization.
- e. To purchase, receive, lease as lessee or in any other manner acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge, or otherwise dispose of any and all real and personal property or any interest therein necessary, useful or appropriate to enable the corporation to accomplish any or all of its purposes.
- f. To receive gifts and devises, to enter into any lawful contracts and incur obligations essential to the transaction of its affairs and purposes, to borrow money and issue notes, bills, bonds or other evidence of indebtedness, to receive in trust for general or specific purposes gifts and devises, all in the fulfilling of the said purposes for which the corporation was formed.
- g. To do all acts and things in business and businesses in any manner connected with the objects or purposes or powers of the corporation or necessary, incidental, convenient or auxiliary thereto, calculated directly or indirectly to promote the interests, objectives and ideals of the organization and in addition, to have and exercise the rights, powers and privileges now or hereafter belonging to or conferred upon non-profit corporations under the laws of Alaska.
- h. The foregoing statement of objects and purposes shall be construed as a statement of both purposes and powers in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to our inference from the terms and

provisions of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE IV.

This organization is organized exclusively as a non-profit corporation, and its activities shall be conducted for the aforesaid purposes in such manner that no part of its earnings will inure to the benefit of any member, director, trustee, officer or individual.

ARTICLE V.

The principal place of transacting the business of the corporation shall be Willow, Alaska.

ARTICLE VI.

This corporation shall commence immediately upon the issuance of its Certificate of Incorporation by the State of Alaska.

ARTICLE VII.

The membership of this corporation shall consist, initially, of the five incorporators hereinafter named, until such time as Bylaws are adopted; thereafter, the terms of admission to membership shall be regulated under the Bylaws of this corporation.

ARTICLE VIII.

The highest amount of indebtedness or liability to which this corporation shall be subject at any time shall be the sum of ONE MILLION DOLLARS (\$1,000,000).

ARTICLE IX.

The affairs of the corporation shall be managed by its Board of Directors, and its President, Vice President, Secretary, and Treasurer. The undersigned incorporators shall serve as the first Board of Directors until the first annual meeting of the corporation and until their successors are elected and qualified.

ARTICLE X.

The numbers of directors and their terms of office shall be specified in the Bylaws. The President, Vice President, Secretary and Treasurer shall be ex-officio directors, and shall be elected by and from the members of the corporation at such times and for such terms of office as shall be provided in the Bylaws. The offices of Secretary and Treasurer may be held by the same person.

ARTICLE XI.

The Bylaws of the corporation shall define the duties of Directors and other officers; the corporation is hereby granted authority to make a Code of Bylaws for its government, and to amend the same from time to time as provide in said Bylaws.

ARTICLE XII.

These articles of incorporation may be amended at any regular meeting of the members of the corporation or at any special meeting of the same called for that purpose, by vote of two-thirds of the members present or represented at the meeting. No amendment of the articles of incorporation shall be made at any regular meeting, and no action shall be taken at any special meeting unless a notice is mailed to each member at his last address of record at least thirty days prior to such regular or special meeting, stating that it is proposed that the articles be amended at such regular or special meeting. Such amended articles shall be executed and acknowledged by the officers in whom the management of the affairs of the corporation is vested, and shall be filed and recorded in the same place and manner as the original articles.

ARTICLE XIII.

Members of the Board of Directors may not be held personally liable for monetary damages for breach of fiduciary duty as a director, unless such liability arises from:

- a. a breach of a directors duty of loyalty to the corporation;
- b. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law, or
- c. a transaction from which the director derives an improper personal benefit.

IN WITNESS WHEREOF, we have hereunto set our hands this 29th day of April, 1965.

INCORPORATORS:

s/Frank Kos
s/Learman Hazel
s/Zoe Hazel
s/Rosalie M. White
s/Hubert Harkey

STATE OF ALASKA: ss

THIS CERTIFIES that on the 29th day of April, 1965, before me, the undersigned, a Notary Public in and for Alaska, duly commissioned and sworn as such, personally appeared Frank Kos, Leaman Hazel, Zoe Hazel, Rosalie M. White, and Hubert Harkey all known to me and to me known to be the identical persons who executed the above and foregoing ARTICLES OF INCORPORATION, and they singularly acknowledged to me the execution thereof to be their free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year hereinabove last written.

s/Ray C. White
NOTARY PUBLIC IN AND FOR ALASKA
My commission expires Oct. 3, 1966

This is to certify that the above restatement of the Articles of Incorporation of the Willow Area Community Organization contains all amendments up to and including those adopted April 5, 1993 by the annual meeting.

Bill Lorentzen
President

Ted Smith
Secretary

Transcribed for publication on www.waco-ak.org by the Communications Committee, October, 2006.