

ARTICLES OF INCORPORATION
OF
UNIVERSITY OF ALASKA SOUTHEAST ALUMNI ASSOCIATION, INC.

We, the undersigned natural persons of the age of nineteen (19) or more, acting as incorporators 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 is the University of Alaska Southeast Alumni Association, Inc.

ARTICLE II

The duration of this corporation is to be perpetual unless dissolved by operation of law or otherwise.

ARTICLE III

The corporation is a nonprofit corporation. The purposes for which the corporation is organized shall be:

- A. To serve the educational and charitable needs of Alaska by supporting the University of Alaska Southeast and by providing a forum for alumni to meet and offer advice, financial assistance, and inspiration so that the University can continue to fulfill its educational mission.
- B. To operate exclusively for charitable, scientific, literary or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue

Code, or the corresponding section of any future federal tax code; and

- C. To have and to exercise general powers specified in AS 10.20.011, as now in force or afterwards amended.

ARTICLE IV

The corporation shall have members as more fully described in its bylaws.

ARTICLE V

Upon dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable, educational or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI

No part of the net earnings of the corporation shall inure to benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 III 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 in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these 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 501(c)(3) of the Internal

Revenue Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII

The name of the registered agent of this corporation is Keni Campbell, and the address of the registered agent is University of Alaska Southeast, 11120 Glacier Highway, Juneau, Alaska 99801.

ARTICLE IX

The number of directors shall be determined by the bylaws, except the number of directors

constituting the initial board of directors of the corporation is nine (9); and the names and addresses of such persons who are to serve as directors until the first annual meeting are as follows:

1. Cecilia Miller, P.O. Box 22627, Juneau, Alaska 99802
2. Eve Dillingham, 1305 Tarn Court, Juneau, Alaska 99801
3. Bob Mitchell, 8525 E. Valley Ct., Juneau, AK 99801
4. Debbie Banaszak, P.O. Box 21532, Juneau, AK 99802
5. Ellen Betit, 4473 Hillcrest Ave., Juneau, AK 99801
6. Jeremy Hansen, 1308 Eastaugh Way, Juneau, AK 99801
7. Jerry Burnett, 1815 Fritz Cove Rd., Juneau, Alaska 99801
8. Tanya Ewing, PO Box 240085, Douglas, Alaska 99824
9. Venietia Santana, PO Box 32714, Juneau, Alaska 99803

ARTICLE X

The names and addresses of the incorporators of the corporation are:

1. Cecilia Miller, P.O. Box 22627, Juneau, Alaska 99802
2. Eve Dillingham, 1305 Tarn Court, Juneau, Alaska 99801
3. Debbie Banaszak, P.O. Box 21532, Juneau, AK 99802

ARTICLE XI

All references herein to the requirements of specific provisions of the Internal Revenue Code of 1986 shall include all successor provisions of the Internal Revenue Code which contain similar or additional requirements for an organization to qualify as a public charity to which contributions will result in the maximum allowable deduction from the adjusted gross income of the contributor.

ARTICLE XII

The personal liability of the directors to the corporation for monetary damages are limited or eliminated to the fullest extent permitted by law. This provision does not eliminate the liability of a director for: a) a breach of the duty of loyalty to the corporation; b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or 3) a transaction from which the director derives an improper personal benefit.

1/20/07
Date
1/20/07
Date
1/20/07
Date

Cecilia Miller
Eve Dillingham
Laura L. Banaszak

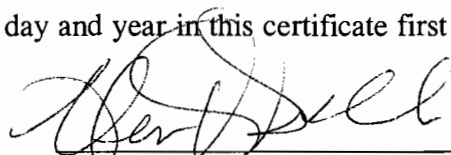
INCORPORATORS

ACKNOWLEDGEMENTS

STATE OF ALASKA)
) SS:
FIRST JUDICIAL DISTRICT)

THIS CERTIFIES that on this 20th day of January, 2007, before me, a Notary Public in and for the State of Alaska, personally appeared Cecilia Miller, to me known and known to me to be an individual named in and who executed the foregoing Articles of Incorporation and who being by me first duly sworn, declared that she signed the said Articles of Incorporation as an incorporator and that she signed the same freely and voluntarily for the purposes therein stated, and the statements therein are true.

WITNESS my hand and official seal the day and year in this certificate first above written.

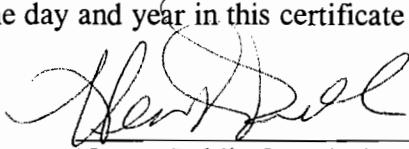

Notary Public for Alaska
my comm. expires: 5/16/08

STATE OF ALASKA)
) SS:
FIRST JUDICIAL DISTRICT)

THIS CERTIFIES that on this 20th day of January, 2007, before me, a Notary Public in and for the State of Alaska, personally appeared Eve Dillingham, to me known and known to me to be an individual named in and who executed the foregoing Articles of Incorporation and who being

by me first duly sworn, declared that she signed the said Articles of Incorporation as an incorporator and that she signed the same freely and voluntarily for the purposes therein stated, and the statements therein are true.

WITNESS my hand and official seal the day and year in this certificate first above written.



Notary Public for Alaska
my comm. expires: 5/16/08

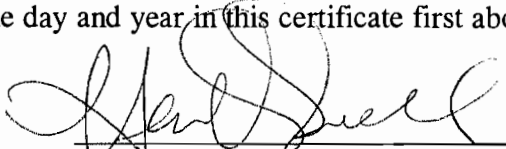
STATE OF ALASKA)

) SS:

FIRST JUDICIAL DISTRICT)

THIS CERTIFIES that on this 20th day of January, 2007, before me, a Notary Public in and for the State of Alaska, personally appeared Debbie Banaszak, to me known and known to me to be an individual named in and who executed the foregoing Articles of Incorporation and who being by me first duly sworn, declared that he signed the said Articles of Incorporation as an incorporator and that he signed the same freely and voluntarily for the purposes therein stated, and the statements therein are true.

WITNESS my hand and official seal the day and year in this certificate first above written.



Notary Public for Alaska
my comm. expires: 5/16/08