

# **Articles of Incorporation Of Tok Community Umbrella Corporation**

The undersigned United States citizens of the age of nineteen years or more, acting as incorporators of a corporation under the Alaska Non-profit Act (AS 10.20), adopt the following Articles of Incorporation for the Corporation:

## **ARTICLE ONE: NAME**

The name of the corporation is: Tok Community Umbrella Corporation

## **ARTICLE TWO: DURATION**

The period of duration is perpetual.

## **ARTICLE THREE: PURPOSE**

Section 1. Purpose: This Corporation is organized exclusively for the promotion of social welfare as described in the Internal Code of 1954. The corporation will operate primarily to further the common good and general welfare of all the people of the community of Tok.

Section 2. Nondiscrimination: Facilities and services of the corporation shall be provided to the public without regard to race, color, creed, sex or national origin.

## **ARTICLE FOUR: BOUNDARIES**

This corporation will provide services and facilities only within the following described area:

T18N, R12E, CRM Sections 7 thru 18, Sections 21 thru 27 and Sections 34,35,36  
T18N, R11E, CRM Sections 11,12,13, & 14  
T17N, R12E, CRM Sections 1,2,11,12, &14  
T18N, R13E, CRM Sections 7, 8,16 thru 24,29,30,31  
T18N, R14E, CRM Section 19

(Amended 4/21/1988)

## **ARTICLE FIVE: MEMBERSHIP**

Section 1. Membership: Members/Directors/Officers. All residents of this community who are 18 years of age or older are eligible to be members of the corporation. The number of directors shall be five all of whom will be members of the corporation. The board of directors shall choose annually, from among themselves, persons to fill the offices of President, Vice-President, Secretary, and Treasurer. The secretary and treasure may be combined in one office. All members

of the corporations may vote for and are eligible to be directors of the corporation. The corporation shall have one class of members.

(Amended 1/15/1995)  
(Amended 4/20/2000)

Section 2. Annual Meeting: The membership shall elect a Board of Directors at the annual meeting to be held at a time and place provided in the bylaws. The membership and the Board of Directors shall be notified not less than 15 days before the date of the annual meeting. The annual meeting is open to the public.

## **ARTICLE SIX: MEETING OF THE BOARD OR DIRECTORS**

Section 1. Regular Meetings. The Board of Directors may meet regularly once a month on a date provided in the bylaws. These meetings are public meetings and shall be publicly noticed by posting the scheduled date, time and place of the meeting in at least three prominent public locations in the community.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. These meetings are public meetings and shall be publicly noticed at least 24 hours in advance by posting the date, time, place and purpose(s) of the meeting in the same three prominent public locations as in Section 1 of this Article. The Directors will be notified orally or in writing at least 24 hours in advance by the person or persons calling the meeting. The Board of Directors may not address any matter, which is not stated in the purpose of the special meeting given in the written notice.

## **ARTICLE SEVEN: INTERNAL AFFAIRS**

The internal affairs of the corporation shall be regulated by the Board of Directors, which shall exercise all powers of the corporation and shall provide for the internal regulation of the corporation in accordance with the bylaws.

## **ARTICLE EIGHT: BYLAWS**

The bylaws shall be adopted by the Board of Directors. The bylaws may be amended by a majority of the membership of the corporation. An amendment to the bylaws proposed by the Board of Directors is deemed to be ratified by the membership unless a vote on the question is defeated by a majority of the members voting.

## **ARTICLE NINE: NONPROFIT STATUS**

No corporation funds shall be used for the private benefit of or be given to its members, trustees, officers, or other private person, except that the corporation shall

Be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purpose set forth in Article Three. No substantial part of the activities of the corporation shall be carrying on of the 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 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 by a corporation exempt from Federal income tax.

#### **ARTICLE TEN: DISSOLUTION**

Section 1. In the event of dissolution of the corporation (whether voluntary or involuntary), the distribution of asset shall follow a plan adopted to AS 10.20.300. Under this plan, assets may be dispersed to nonprofit, nondiscriminatory community organizations with purpose similar to this corporation. Any asset not disposed of under a plan of dissolution shall be disposed of by the Court having jurisdiction over the corporation.

#### **ARTICLE ELEVEN: REDUCTION OF POWER**

In the event the community is now or becomes a part of an organized municipality, any powers exercised by the municipality within this community may not then be exercised by the corporation. The assets of the corporation specifically relating to such powers shall be offered for transfer or conveyance to said municipality.

#### **ARTICLE TWELVE: REGISTERED OFFICE AND AGENT**

1. The address of the initial registered office is:

Tok Community Umbrella Corporation/William E. Simmons Chairman

Box 51 Tok, Alaska 99780 (Zip Code)

2. The name of the initial registered agent at the registered office is:

William E Simmons