

AUG 31 1998

Dept. of Commerce &
Economic Development

ARTICLES OF INCORPORATION

OF

ALASKA MOUNTAIN AND WILDERNESS HUTS ASSOCIATION, INC.

(a nonprofit corporation)

We, the undersigned, being natural persons over the age of nineteen (19) years, desiring to form a nonprofit corporation pursuant to The Alaska Nonprofit Corporation Act, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be ALASKA MOUNTAIN AND WILDERNESS HUTS ASSOCIATION, INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The corporation is organized exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, to benefit people living in or visiting Alaska by encouraging and fostering the experience, study, and appreciation of wilderness, the natural environment, and the relationship of human culture to the natural environment by:

1. Building and maintaining one or more hut to hut hiking trail systems in the back country areas of Alaska;
2. Planning, organizing, and developing educational courses for remote on-site study of wilderness, the natural environment, and the relationship of human culture to the natural world;
3. Gathering and disseminating information and providing technical assistance relative to the above purposes to public and private entities;
4. Raising funds to be used for and to benefit the above-stated purposes.

ARTICLE IV

The corporation shall have all the powers and authorities to do and perform such acts as may be necessary, appropriate, reasonable, or convenient for carrying out the foregoing purposes of the corporation, and in addition, to exercise any and all powers granted to nonprofit corporations by the laws of the State of Alaska subject only to the limitations imposed by these articles, the bylaws of this corporation, and applicable laws. Notwithstanding any such powers or other provisions of these articles, this corporation shall not carry on any 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 of 1954 as amended (or the 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 Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, shareholders, if any, or any 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 in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the corporation shall be the broadcasting of propaganda, nor otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, except as otherwise provided in section 501(h) of the Internal Revenue Code of 1954.

All assets of the corporation shall be used exclusively for the civic, charitable, scientific, and educational purposes set forth in Article III hereof.

ARTICLE V

The corporation shall be prohibited from:

1. Engaging in an act of self-dealing, as defined in 26 U.S.C. §4941(d) (Internal Revenue Code of 1954), which would give rise to liability for the tax imposed by 26 U.S.C. §4941(a) (Internal Revenue Code of 1954);

2. Retaining excess business holdings, as defined in 26 U.S.C. §4943(c) (Internal Revenue Code of 1954), which would give rise to liability for the tax imposed by 26 U.S.C. §4943(a) (Internal Revenue Code of 1954);

3. Making an investment that would jeopardize the carrying out of any of its exempt purposes, within the meaning of 26 U.S.C. §4944 (Internal Revenue Code of 1954), so as to give rise to liability for the tax imposed by 26 U.S.C. §4944(a) (Internal Revenue Code of 1954); and

4. Making taxable expenditures, as defined in 26 U.S.C. §4945(d) (Internal Revenue Code of 1954), that give rise to liability for the tax imposed by 26 U.S.C. §4945(a) (Internal Revenue Code of 1954).

The corporation shall further be required to expend or distribute, for the purposes described in Article III above, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by 26 U.S.C. §4942(a) (Internal Revenue Code of 1954).

ARTICLE VI

The directors and officers of the corporation shall be immune from any personal liability to the corporation for monetary damages for the breach of a fiduciary duty except for:

1. A breach of a director's or officer's duty of loyalty to the corporation;
2. 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 or officer derives any improper personal benefit.

ARTICLE VII

The corporation shall indemnify a director, officer, or former director or officer of the corporation, or a person who has served at its request as a director or officer of another corporation in which this corporation owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by that person in connection with the defense of any action, suit, or proceeding, civil or criminal, in which that person is made a party by reason of being or having been a director or officer, except in relation to matters in which that person was adjudged in

the action, suit, or proceeding to have engaged in intentional misconduct or a knowing violation of law or corporate fiduciary duties. The Board of Directors shall implement this provision in the corporation's bylaws.

ARTICLE VIII

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, transfer all assets of the corporation to an appropriate government entity, or any other corporation, trust, community chest, fund, foundation, or other organization that at that time is qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

ARTICLE IX

No capital stock of the corporation shall be authorized.

ARTICLE X

The corporation may have members. Their number, voting rights, privileges, duties, and other entitlements shall be determined by bylaws adopted by the Board of Directors. Membership shall not be denied or abridged on the basis of any form of illegal discrimination.

ARTICLE XI

The internal affairs of the corporation shall be governed by duly adopted bylaws.

ARTICLE XII

The name and address of the registered agent shall be:

John G.R. Wolfe, Jr.
3039 Alder Circle
Anchorage, Alaska 99508-3256

ARTICLE XIII

The address of the registered office of the corporation shall be:

3039 Alder Circle
Anchorage, Alaska 99508-3256

ARTICLE XIV

These Articles of Incorporation may be amended by the Board of Directors only when and if at least ten (10) but not more than fifty (50) days prior to the meeting of the Board of Directors at which the amendment is to be considered, written notice containing the terms of the proposed amendment is mailed to all then current members of the Board of Directors, along with the notice of the date, time, and location of the meeting at which the amendments will be considered. These Articles of Incorporation may be amended only upon the affirmative vote of two-thirds of all then current members of the Board of Directors (not just those present at the meeting) taken at a duly-noticed meeting at which a quorum was present.

ARTICLE XV

The Board of Directors shall consist of not less than three (3) persons. The number, qualifications, tenure, nomination, and election of the directors shall be in accordance with Bylaws hereinafter adopted. The initial Board of Directors shall consist of the following persons who shall serve as directors until their successors are elected and qualified as provided in the Bylaws to be adopted:

John G.R. Wolfe, Jr.
3039 Alder Circle
Anchorage, Alaska 99508-3256

Anne Raup
2136 Alder Drive
Anchorage, Alaska 99508

Mark Wedekind
2136 Alder Drive
Anchorage, Alaska 99508

Dorn Van Dommelen
13351 Brant Way
Anchorage, Alaska 99515-4023

