

**RESTATED ARTICLES OF INCORPORATION**  
**UNITED WAY OF THE TANANA VALLEY, INC**

**ARTICLE I**

**NAME**

The name of this corporation is United Way of the Tanana Valley, Inc.

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**ARTICLE II**

**PERIOD OF DURATION**

The period of the duration of the corporation is perpetual.

**ARTICLE III**

**PURPOSES AND POWERS**

Section 1. The purposes for which this corporation is formed are as follows:

A. To assess on a continuing basis the need for human service programs and to seek solutions to human problems; to assist in the development of a new or the expansion or modification of existing human service programs; to promote preventive activities, and foster cooperation among local, state and national agencies serving the community.

B. To develop as fully as possible the financial resources, both governmental and voluntary, needed to meet the human service needs of the community and reduce the number of appeals for financial support for services.

C. To deploy United Way financial support so as to maximize the resources available to agencies for services aimed at the most urgent current needs of the community, including those supplied by organizations not now receiving United Way financing.

D. To muster community support and commitment for the entire United Way enterprise through a systematic communications program which both speaks and listens to the community.

E. To manage United Way operations effectively, and to offer assistance to agencies wishing to improve their management skills.

F. To receive by gift, grant, devise, bequest or otherwise, and from any private or public sources, personal or real property, and to hold, administer, sell, invest, reinvest, manage, use, disburse and distribute, and apply the income and/or principal of the same in accordance with the directions and interest of the donor or donors of such property, or, in the absence of such directions as the corporation may deem best from time to time, for the promotion of any or all of the foregoing purposes.

G. To do any and all things, either alone or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions, which it may deem necessary or proper in order to carry into effect any or all of the foregoing objects or purposes.

H. To have and exercise all the powers specified in the Alaska Nonprofit Corporation Act, as amended from time to time.

No substantial part of the activities of this corporation shall be for the purpose of carrying on propaganda, or otherwise attempting, to influence legislation. None of the activities of this corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of any member or any individual. The property of this corporation is irrevocably dedicated to charitable purposes

and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not insure to the benefit of any private person but will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Sections 501 (c )(3) and 509 (a)(1), (2) or (3) of the Internal Revenue Code of 1954 as amended from time to time.

#### **ARTICLE IV**

##### **NON-STOCK CORPORATION**

The corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to a member thereof.

#### **ARTICLE V**

##### **BOARD OF DIRECTORS**

The affairs of this corporation shall be under the direction of a board of directors consisting of not less than three (3) persons unless otherwise stated in the Bylaws, all of whom shall be volunteers, at least 18 years of age and residents of the State of Alaska.

#### **ARTICLE VI**

##### **MEMBERS OF CORPORATION**

The Corporation shall have members as specified in the Bylaws.

#### **ARTICLE VII**

##### **ALIEN AFFILIATES**

There are no resident or non-resident alien affiliates of this Corporation.

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## **ARTICLE VIII**

### **AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended by a 2/3 vote of the members of the Board of Directors.

## **ARTICLE IX**

### **REGISTERED AGENT**

The address of the Corporation's registered agent is PO Box 74396, Fairbanks, Alaska 99707 (815 2nd Avenue, Suite 200, Fairbanks, Alaska 99701), and the name of the registered agent at such address is Karen Lundquist.

## **ARTICLE X**

### **LIMITATION ON LIABILITY OF DIRECTORS**

Notwithstanding any other provision of the Articles of Incorporation, as amended and restated, no director of the non-profit corporation shall be liable to the non-profit corporation or to the members of the non-profit corporation for monetary damages for the breach of fiduciary duty as a director, except that a director may be liable for:

- (1) a breach of a director's duty of loyalty to the non-profit corporation or its members;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; or
- (3) willful or grossly negligent conduct which results in a revocation of the non-profit corporation's exemption from Federal income tax liability, or revocation of the deductibility of contributions to the non-profit corporation; or
- (4) a transaction from which the director derives an improper person benefit.

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**ARTICLE XI**

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**INITIAL BOARD OF DIRECTORS**

We, Don McCune, Dawson Cooper and Lois Tait, each being an adult person, bona fide residents of the Territory of Alaska and desirous of forming a corporation for a charitable purpose whose charitable business shall be in the Fairbanks area of the Territory of Alaska, do hereby make and subscribe to the Articles of Incorporation dated May 29, 1956.

These Restated Articles of Incorporation correctly set out, without change, the provisions of the Articles being restated and supersede the original Articles of Incorporation and all prior amendment thereto.

These Restated Articles of Incorporation were adopted as required by law by the members of the Corporation at a meeting of the members which took place at in Fairbanks, Alaska, on September 13, 2012.

Signed and dated at Fairbanks, Alaska this 13th day of September, 2012.

  
Lynda Sather, President

  
Sabrina Binkley, Secretary