

AMENDED
ARTICLES OF INCORPORATION
OF
YAKUTAT REGIONAL AQUACULTURE ASSOCIATION, INC

PO Box 93

Yakutat, AK 99689-93

THESE ARTICLES OF INCORPORATION are entered into by the undersigned incorporators, whom are citizens of the United States, for the purpose of forming a Corporation pursuant to the provisions of the Alaska Non-Profit Corporation Act, AS 10.20.005 and AS 10.20.151 and in accordance with the following do hereby certify:

ARTICLE I - NAME

The name of the corporation shall be, pursuant to AS 10.20.021, and is YAKUTAT REGIONAL AQUACULTURE ASSOCIATION, INC.

ARTICLE II – DURATION

The corporation shall have a period of duration which shall be perpetual, pursuant to AS 10.20.011 (1).

ARTICLE III – PURPOSE

The principal purposes for which the corporation is formed are as follows:

- 3.1 To engage in aquaculture in Yakutat region which includes all land and water within an area that has as its western boundary the longitude of Cape Suckling (144° W. long.), and as its southern boundary a line extending seaward from the western tip of Cape Fairweather at 58 ° 47.89' N. lat., 137 ° 56.68' W. long., to the intersection with the seaward limit of the three-nautical-mile territorial sea at 58 ° 45.91' N. lat.,

- 138 ° 01.53' W. long., and the outside 3 miles waters associated with ADFG Fishing Districts 189-50, 189-40 & 189-30; and
- 3.2 To augment the State of Alaska common property fisheries in the Yakutat region that contribute to subsistence, sport, commercial, personal use and other Alaskan fisheries through the rehabilitation of the State of Alaska salmon fisheries by artificial means; to conduct and promote scientific studies on fisheries and fisheries research; to build self-perpetuating runs of salmon, to sell salmon, salmon eggs and other fishery products as allowed under Alaska law. To engage generally in marketing and any other lawful activities educational, scientific, civic, professional, commercial, administrative, and regulatory which may concern or affect the fisheries in Alaska; and
 - 3.3 To do everything and anything reasonably necessary, proper, or advisable, to operate and conduct aquaculture activities for purposes that are beneficial to the public interests, specifically, but not limited to, lessening the burdens of government; and
 - 3.4 To seek, receive, and maintain funds, property, and services, and to apply them, or the income therefrom, to the above stated purposes; and to carry on, encourage, and aid activities in furtherance of the above stated purposes; and
 - 3.5 To conduct these activities and achieve these objects without pecuniary profit to the members; and
 - 3.6 To do everything and anything reasonably necessary, proper, advisable or convenient for the accomplishment of the purposes of the above set forth, and to do all other things incidental to them, or connected with them that are not forbidden by the Alaska Non-profit Corporations Act; and
 - 3.7 This corporation is organized exclusively for charitable, religious, educational, and scientific 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 provision of any future United States Internal Revenue Law). Under no circumstances shall the corporation undertake any activities permissible for corporations which qualify exempt under said section or law.

ARTICLE IV – POWERS

The following powers are to be construed in limitation of the powers which the corporation may have under present or future laws of the United States, including the Internal Revenue Code and Laws of the State of Alaska, including the Alaska Non-Profit Corporation Act as

amended, and the powers hereinafter specified shall be limited or restricted by reference to, or inference from, these Articles of Incorporation, and such provisions shall be construed to limit the corporation from carrying on any business or exercising any power, or doing an act which a corporation in the State of Alaska may, at the time lawfully carry on, exercise, or do, in the State of Alaska or in any other state, territory or country.

- 4.1 To such extent as a nonprofit corporation organized under the Laws of the State of Alaska may now or hereafter lawfully do, to do each and everything necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any one or more of the powers herein enumerated, or designed directly or indirectly, and in order to promote the interests of the Corporation and to enhance the value of its properties; and all powers, rights and privileges which a corporation now or hereafter organized under the Laws of the State of Alaska, or under any act amendatory thereof, supplemental thereto, or substituted therefore may do.
- 4.2 To adopt, apply for, obtain, register, purchase, lease or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, protect, hold, use, own, exercise, develop, manufacture under, operate, and introduce, and to sell and grant licenses or other rights in respect of, assign or otherwise dispose of, or in any manner deal with and contract with reference to, any trademarks, trade names, patents, patent rights, patents pending, concessions, franchises, designs, copyrights, and distinctive marks and rights analogous thereto, and inventions, improvements, processes, recipes, formulas, and the like, including, but not limited to, such thereof as may be covered by, used in connection with, or secured or received under, letters patent of the United States of America or elsewhere, and any or all rights connected therewith or appertaining thereto.
- 4.3 To acquire by purchase, exchange, lease, bequest, or otherwise, to import, manufacture, produce, to hold, own, use, manage, improve, alter, develop and to grant a security interest in, pledge, sell, export, assign, transfer, lease, exchange, or otherwise dispose of or deal in or with, goods, commodities, wares, machinery, supplies, merchandise, and all other personal property of every kind and description, tangible or intangible, where so ever situate, and any and all rights, interests, or privileges therein.
- 4.4 To acquire by purchase, exchange, lease, devise, or otherwise, and to hold, own maintain, manage, improve, develop, and operate, and to sell, transfer, convey, lease, mortgage, exchange, or otherwise dispose of or deal in or with, real property, wheresoever situate, and any and all rights, interests, or privileges therein; and to erect, construct, make improve, and operate, or to aid or subscribe toward the erection, construction, making, improvement, or operation of, offices, warehouses, plants, mills, stores, laboratories, studios, workshops, buildings, and equipment, machinery, apparatus, and other facilities of every kind and description.

4.5 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same be not inconsistent with the Laws of the State of Alaska.

4.6 All decisions by the Board of Directors regarding the reproduction, hatching, planting, or raising of any specie or species of fish, or the location of any hatchery or hatchery facility shall be made in such a manner as to provide or plan for the beneficial needs of the respective user groups.

ARTICLE V – NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the 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 Third hereof. 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 VI – OFFICE

The corporation's office is to be located in the Borough of Yakutat, Alaska.

ARTICLE VII – COMMENCEMENT OF BUSINESS

The Corporation may commence business, without consideration of the value of at least \$1,000.00 having been received as capital, pursuant to AS 10.20.161, and upon the issuance of a Certificate of Incorporation as a non-profit corporation.

ARTICLE VIII – DISSOLUTION

- 8.1 The corporation may be dissolved upon a 2/3 vote of the Board of Directors at a regular or special meeting called for such purpose.
- 8.2 Upon the 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: Dispose of all assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX – AMENDMENTS

The corporation reserves the right to amend, alter, or repeal any provision contained in these Articles of Incorporation by a two-thirds majority vote of the Board of Directors or in the manner now or hereafter prescribed by the law of the State of Alaska.

ARTICLE X – REGISTERED ADDRESS AND AGENT

The initial registered office of the corporation shall be at Juneau, Alaska, with a mailing address of 9369 North Douglas Hwy, Juneau, AK 99801, and the name of its initial registered agent at that address is Kathryn L Hansen pursuant to AS 10.20.026.

ARTICLE XI – DIRECTORS

The business of the corporation shall be managed by its Board of Directors, each of whom shall be at least 19 years of age. The Board of Directors shall be chosen from the membership of the corporation which consists of: all commercial fishing limited entry permit holders for the region, local subsistence fishermen, sport fishermen, and seafood processors, local native corporation members, local community government members and other local interested parties.

- 11.1 The number of directors constituting the entire board shall not be less than seven (7), or more than twenty-five (25), and subject to such minimum, may be increased or decreased from time to time, up to a maximum of twenty-five (25) members in a manner not prohibited by law.
- 11.2 The number and makeup of the Board of Directors shall be fixed by the bylaws as pursuant to AS 10.20.086 except the Board of Directors shall consist of a minimum of fifty-one percent (51%) bona fide commercial salmon fishermen (set gillnet, hand troll and power troll) who participated in the salmon fishery in the Yakutat region.
- 11.3 The names and addresses of the persons who are to serve as directors until the first annual meeting, and who shall adopt the initial By-Laws of the corporation pursuant to AS. 10.20.056 are set forth pursuant to the requirement of AS.10.20.091, and are as follows:
- | | | |
|-----------------|------------|-------------------|
| Larry Bemis | PO Box 192 | Yakutat, AK 99689 |
| Wayne Gray | PO Box 474 | Yakutat, AK 99689 |
| Jonathan Pavlik | PO Box 293 | Yakutat, AK 99689 |
| Herb Holcomb | PO Box 114 | Yakutat, AK 99689 |
| Sam L. Demmert | PO Box 369 | Yakutat, AK 99689 |
| Gary Klushkan | PO Box 45 | Yakutat, AK 99689 |
- 11.4 The composition of the Board of Directors, as of the first annual meeting, and as of successive annual meetings, shall be determined as is provided in the By-Laws of the Corporation.

ARTICLE XII – INCORPORATORS

The incorporators are all natural persons over the age of 19 years, and they shall call the organization meeting of the directors by giving at least five (5) days' notice of the meeting by mail or in person to each director named, and they have the following names and addresses:

Larry Bemis

PO Box 192

Yakutat, AK 99689

Wayne Gray

PO Box 474

Yakutat, AK 99689

Jonathan Pavlik

PO Box 293

Yakutat, AK 99689

Herb Holcomb

PO Box 114

Yakutat, AK 99689

Sam L. Demmert

PO Box 369

Yakutat, AK 99689

Gary Klushkan

PO Box 45

Yakutat, AK 99689

Signed by the incorporators after adoption at a meeting on the 17th day of February, 2011 at 7:35 pm.

STATEMENT OF NONPROFIT CLASSIFICATION CODE (NPSIC)

The NSIC which most clearly describe the initial activities of the corporation are:

Primary: 112511 Finfish Farming & Fish Hatcheries

Amended Section XI on 8/4/11

Amended Section III on 10/6/12