

State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

**CERTIFICATE OF AMENDED
AND
RESTATED ARTICLES
Nonprofit Corporation**

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that Amended and Restated Articles of Incorporation, duly signed and verified pursuant to the provisions of the Alaska Nonprofit Corporation Act, have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amended and Restated Articles to the Articles of Incorporation of

UNITED WAY OF SOUTHEAST ALASKA

and attaches hereto the original copy of the Articles of Amendment and Restated Articles.

IN TESTIMONY WHEREOF, I execute this certificate
and affix the Great Seal of the State of Alaska on

JANUARY 3, 1996.



William L. Hensley

COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

Amendment II

UNITED WAY OF SOUTHEAST ALASKA
c/o Registered Agent Heather W. Bingaman
107 Municipal Way
Juneau, AK 99801

Filed for Record
State of Alaska

JAN 03 1996

Department of Commerce
and Economic Development

**Amended and Restated
Articles of Incorporation**

Except for the designated amendment the restated articles correctly set out without change the provisions of the articles being amended; and the restated articles together with the designated amendment supersede the original articles and all amendments to the original articles.

“Amended” ARTICLE I

THE NONPROFIT CORPORATION

a. The name of this Corporation shall be United Way of Southeast Alaska, and it shall serve the communities in Southeast Alaska.

b. The Corporation is a corporation as defined in Alaska Statutes Chapter 20. Nonprofit Corporations Section 10.20.005. through Section 10.20.725. and has been granted exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954.

“Amended” ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

“Amended” ARTICLE III

PURPOSES

The purposes for which this corporation is organized are:

a. The purpose for which this Corporation is formed is to assess on a continuing basis the need for health and social service programs; to seek solutions to human problems; to assist in the development of new or the expansion of United Way member agencies; to promote preventive activities; and to 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.

d. To muster community support and commitment for the entire United Way enterprise through a systematic communications program that 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 or principal of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such direction, as the Corporation deems best for the promotion of any of these.

g. To solicit and receive contributions for member agencies

h. To do anything, whether alone or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions, that it considers necessary or proper in order to carry into effect any of these purposes.

i. To have and exercise all powers necessary or convenient to effect the purposes for which the corporation is organized.

j. This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

k. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

h. Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit funds, foundation or corporation which has established its exempt status under section 501(c)(3) of the Internal Revenue Code.

“Amended” ARTICLE IV

PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

a. The corporation will have between seven and fifteen board members. The acceptance of a new board member is contingent upon a two-thirds vote by the members of the board. At the first annual election of directors and at each annual meeting thereafter the members shall elect directors to hold office for the terms provided in the bylaws. Each director holds office for the term for which elected and until a successor is elected and qualified. The affairs of this corporation shall be managed by the board of directors. The bylaws prescribe the qualifications for directors. A vacancy occurring in the board can be filled as outlined in the bylaws. A majority of the number of directors, fixed by the bylaws, constitutes a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present is the act of the board of directors. The bylaws of this corporation define who composes the Executive Committee and the Officers and their terms of office as well as the term of each board member. The board of directors shall adopt the initial bylaws of a corporation. The power to adopt, alter, amend or repeal bylaws is vested in the board of directors. The bylaws may contain provisions for the regulations and management of the affairs for the corporation not inconsistent with law or the articles of incorporation. The right of the board members to vote may be limited, enlarged, or denied to the extent specified in the bylaws. Unless limited, enlarged, or denied, each member, regardless of class, is entitled to one vote on each matter submitted to a vote of board members. A board member who is entitled to vote may vote in person or by telephone. Meetings of board members may be held at a place, either inside or outside the state, as provided in the bylaws. An annual meeting of the board members shall be held at a time provided in the bylaws. Failure to hold the annual meeting at the designated time does not work a forfeiture or dissolution of the corporation.

b. To 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 , 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 be liable for negligence or misconduct in the performance of corporate duties; and to make any other indemnification authorized by the articles of incorporation or bylaws.

The directors, officers, employees, of the corporation are not, as such, liable on its obligations.

c. 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.

d. No part of the net earnings of this Corporation shall benefit any individual. The property of this Corporation is irrevocably dedicated to charitable purposes. Upon liquidation, dissolution or abandonment of the Corporation, after providing for debts and obligations incurred, the remaining assets will not benefit any private person but will be distributed to the member agencies.

The name of the corporation is:

UNITED WAY OF SOUTHEAST ALASKA

ARTICLE II (See part 3 of instructions)

The following amendment to the Articles of Incorporation was adopted on the 27th day of December, 19 95, by the members board of directors.

A. If adopted by the members, check one of the following:

- There are members entitled to vote on the amendment; a quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present at the meetings or represented by proxy were entitled to cast.
- There are members entitled to vote on the amendment was adopted by a consent in writing signed by all members entitled to vote, with respect to the amendment.

B. If adopted by the board of directors, check one of the following:

- There are no members and the amendment received the vote of a majority of the directors in office.
- There are no members **entitled to vote** and the amendment received the vote of a majority of the directors in office.

IN WITNESS WHEREOF, we have hereunto set our hands this 27 day of Dec., 19 95 at Juneau, Alaska

Ken Lukins
Ken Lukins, President

William J. Hagvig
William J. Hagvig, Secretary

STATE OF ALASKA)
: ss.
FIRST JUDICIAL DISTRICT)

The foregoing Amendment II of the Articles of Incorporation were acknowledged before me this 27th day December, 19 95 by Ken Lukins

Carol Meisner
Notary Public for this State of Alaska
My commission expires: 4-28-98

STATE OF ALASKA)
: ss.
FIRST JUDICIAL DISTRICT)

The foregoing Amendment II of the Articles of Incorporation were acknowledged before me this 27th day of December, 19 95 by ~~Carol~~ William J. Meisner Hagvig

Carol Meisner
Notary Public for this State of Alaska
My commission expires: 4-28-98