

**ARTICLES OF INCORPORATION
OF
ALASKA ANTHROPOLOGICAL ASSOCIATION**

The undersigned natural persons of the age of 19 years or more, acting as the incorporators of a corporation under the provisions of the Alaska Nonprofit Corporation Act (Alaska Statutes 10.20, the "Act"), hereby signs and verifies the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of the corporation shall be the Alaska Anthropological Association (hereinafter referred to as the "**Corporation**").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES AND POWERS**

The objects and purposes for which this corporation is organized are as follows:

Section 1. Formation and Purpose. To promote scientific, cultural, and educational activities and opportunities for the citizens of the State of Alaska, all to be carried on and the objectives thereof not for profit but, rather, exclusively for exempt charitable, civic, 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, all within the meaning of the Alaska Nonprofit Corporation Act and of Section 501(c)(3) of the Internal Revenue Code, as now in force or as may hereafter be amended;

Section 2. Constitution and By-Laws. All provisions of the Corporation's historical "Constitution" shall be considered as a component of its Bylaws rather than as a separate governing document. Hereafter both are referred to collectively as the "**Bylaws**" of the Corporation.

Section 3. Powers. In furtherance of the foregoing purposes and subject to such limitations and conditions as are prescribed by law or in the Corporation's Articles of Incorporation or Bylaws, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as

the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, literary or educational purposes, and engage in any lawful activity that may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

Section 3. General. In general, and subject to such limitations and conditions as are or may be prescribed by law or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers that now or hereafter are conferred by law upon a corporation organized for the purposes set forth above or are necessary or incidental to the powers so conferred or are conducive to the attainment of the Corporation's purposes.

ARTICLE IV LIMITATIONS

Section 1. Activities Consistent with Limitations of Section 501(c)(3). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities which are prohibited for (a) a corporation exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code or a successor provision thereof or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or a successor provision thereof.

Section 2. Political Activity. No substantial part of the activities of the Corporation shall be activities that, within the meaning of the Code, would constitute lobbying, the carrying on of propaganda or otherwise attempting to influence legislation. 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.

Section 3. No Inurement to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or other private person, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 4. No Self-dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code or a successor provision thereof.

Section 5. Loans. The corporation shall not lend any of its assets to any officer or director of this corporation (unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members), or guarantee to any person the payment of a loan by an officer or director of this corporation.

Section 6. Distributions to Organizations Exempt under Section 501(c)(3).

The Corporation shall itself carry on programs in furtherance of its charitable purposes, and may carry out its purposes by also making distributions to organizations that are exempt from taxation under Section 501(c)(3) of the Code and not classified as a private foundation by reason of being described in Sections 509(a)(1), 509(a)(2) or 509(a)(3) of the Code.

**ARTICLE V
MEMBERS**

The Corporation shall have members whose qualifications and classification shall be described in the Bylaws of the Corporation.

**ARTICLE VI
DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The powers and duties, number, qualifications, terms of office, manner of election, criteria for removal, time and place of meetings and powers and duties of the directors shall be prescribed in the Bylaws of the Corporation. The number of directors constituting the initial Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Director 1 Names	Physical Address	
Daniel Monteith	Dept. of Anthropology, University of Alaska Southeast 11120 Glacier Highway, Juneau, AK 99801	
Amy Steffian	Alutiiq Museum and Archaeological Repository 215 Mission Rd., Kodiak, AK 99615	
Lisa Frink	Dept. of Anthropology, Univ. of Nevada Las Vegas 4505 S. Maryland Parkway, Las Vegas, NV 89154	
Karlene Leeper	611th Civil Engineer Squadron (611 CES) 10471 20th St Ste 302 Elmendorf AFB, AK 99506	
Joan Dale	Alaska Office of History and Archaeology, DNR 550 W. 7 th Ave. Suite 1310, Anchorage, AK 99501	

**ARTICLE VII
DIRECTOR LIABILITY LIMITATIONS**

No director of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a director, unless such conduct involves (a) acts or

omissions not in good faith or that involve intentional misconduct or a knowing violation of law by the director, (b) a breach of a director's duty of loyalty to the corporation or (c) any transaction from which the director derives an improper personal benefit. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VIII INDEMNIFICATION

Section 1. Authority to Indemnify. The Corporation shall have the power and duty to indemnify, including advancing expenses to, any director, officer, employee or agent of the Corporation.

Section 2. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of disinterested directors or otherwise.

ARTICLE IX BYLAWS

Creation, alteration, amendment, or repeal of the Bylaws may be proposed by the Board of Directors for approval by membership of the Alaska Anthropological Association, so long as the proposed Bylaws are not inconsistent with the provisions of these Articles of Incorporation. Approval requires a two-thirds majority of those members who vote on the question. Proposed changes to the Bylaws shall be communicated to all members of the Association. Voting shall be by mail only.

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the Directors then in office, notwithstanding if these Articles, the Bylaws of the Corporation or applicable law permits a lesser number of directors to establish a quorum at a Board meeting; provided that Article III ("Purposes and Powers"), Article IV ("Limitations"), Article V ("Members"), Article VI ("Directors"), this Article X, and Article XII ("Dissolution"), may be amended only by the unanimous vote of the directors then in office, notwithstanding if these Articles, the Bylaws of the Corporation or applicable law permits a lesser number of directors to establish a quorum at a Board meeting.

ARTICLE XI ADDRESS OF REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be Alaska Anthropological Association, 121 West 7th Ave., Anchorage, Alaska 99501. The name of the initial registered agent of the Corporation at such address shall be Aron L. Crowell.

**ARTICLE XII
DISSOLUTION**

No member, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon the winding up or dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to one or more purposes or organizations in the State of Alaska recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or a successor provision thereof, and used exclusively to accomplish the exempt purposes for which this Corporation is organized or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE XIII
INCORPORATOR**

The name and address of each incorporator of the Corporation is as follows:

Director 1 Names	Physical Address	
Amy Steffian	Alutiiq Museum and Archaeological Repository 215 Mission Rd., Kodiak, AK 99615	
Karlene Leeper	611th Civil Engineer Squadron (611 CES) 10471 20th St Ste 302 Elmendorf AFB, AK 99506	
Joan Dale	Alaska Office of History and Archaeology, DNR 550 W. 7 th Ave. Suite 1310, Anchorage, AK 99501	

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation this ____ day of _____, 2008.

Incorporator 1

Incorporator 2

Incorporator 3

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