

**Articles of Incorporation  
of the  
University of Alaska Foundation**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being natural persons over nineteen years of age, have this day voluntarily associated as incorporators for the purpose of forming a nonprofit corporation under and pursuant to the Alaska Nonprofit Corporation Act, and we do hereby adopt the following Articles of Incorporation for such corporation:

I

The name of this corporation is UNIVERSITY OF ALASKA FOUNDATION.

II

The duration of the existence of this corporation shall be perpetual.

III

The object and purposes for which said corporation is formed is as follows:

A. General Purposes. To aid and assist in the development, maintenance, promotion, growth, and preservation of the University of Alaska, its faculty, students, staff, and facilities; to benefit the University of Alaska, to improve its standards and potentialities as an institution of higher learning and its usefulness in Alaska; to provide or grant scholarships, loans, and other assistance to men and women of promise; to encourage and provide funds for research, public service, and teaching; to assist in developing and increasing better and broader educational opportunities for and service to the citizens of the State of Alaska by the University of Alaska; to provide funds for the expenditure by the Regents of the University of Alaska in their discretion for University purposes such as (without limiting the generality of the foregoing) securing lecturers writers, and other persons of standing, competence, and the ability in the general fields of discovering, transmitting, and applying knowledge, wisdom, and skill; to promote the general welfare of the University of Alaska by such proper means as may seem advisable, and to operate exclusively for charitable, scientific, literary, or educational purposes, including but not limited to, receiving contributions and paying them over to or for the benefit of the University of Alaska, or to one or more organizations connected with the University of Alaska described in Section 501(c)(3), and exempt from taxation under 501(a) of the Internal Revenue Code, as now in force or hereafter amended, and, in so doing, to act without profit as trustees of educational or charitable trusts; to administer gifts, grants or loans of money or property, real or personal, whether made by or for the

benefit of public governmental bodies, local, state or national, or by or for the benefit of corporations or natural persons, and whether in the form of conventional express trusts or otherwise.

B. Ancillary Purposes. To do and engage in all lawful activities that are in furtherance of one or more of the general purposes of the corporation.

C. Statutory Powers. To have and exercise that general powers specified in AS 10.20.001, as now in force or hereafter amended, but not to exceed the powers of an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

D. Other. The foregoing clauses shall be construed as powers as well as objects and purposes and the matters expressed in each clause shall, unless herein otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and enumeration of specific objects, purposes and powers, shall not be construed to limit or restrict in any matter the meaning of general terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it may be of like nature.

IV

The following additional provisions are inserted for the regulation of the affairs of the corporation:

A. Legislative and Political Activities. No substantial part of the activities of the corporation shall consist of attempting to influence political activities. No substantial part of the activities of the corporation shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

B. Distribution of Assets Upon Dissolution. Upon dissolution of the corporation, its remaining assets, if any, shall be distributed to the University of Alaska or its successor if such successor be an exempt organization under Section 501(c)(3) of the Internal Revenue Code, and if not, to such exempt organization as the Board of Trustees shall select.

C. Prohibited Transactions. The corporation shall not engage in any of the prohibited transactions described in section 501(c) of the Internal Revenue Code, or of the Alaska Nonprofit Corporation Act, as now in force or hereafter amended.

D. Trade or Business. The corporation shall not be operated for the primary purposes of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or hereafter amended.

E. Distribution of Earnings. No part of the net earnings of the corporation shall inure to the benefit of any private individual or member within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended.

F. Compensation. No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it, except as a reasonable allowance for services actually rendered to or for the corporation.

G. Loans to Trustees and Officers. No loan shall be made by the corporation to any of its trustees or officers.

H. Public Purpose. The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or members of the corporation, or persons controlled directly or indirectly by such private interests.

I. Public Foundation. The corporation is a public foundation and shall not be operated as a private foundation as such is defined in the 1969 Tax Reform Act of the Internal Revenue Code as now in force or hereafter amended.

#### V

The Board of Trustees may from time to time provide that the corporation shall have one or more classes of members, set forth the class or classes, the manner of election or appointment and the qualification and rights of such members, and the certificates evidencing membership, if any, that the corporation may issue.

The Board of Trustees may from time to time adopt and amend Bylaws of the corporation.

#### VI

The address of the corporation's initial registered office is: 509 Third Avenue, Anchorage, Alaska 99501.

The name and address of the initial registered agent of the corporation is: Brian J. Brundin, 509 Third Avenue, Anchorage, Alaska 99501.

#### VII

The management of the affairs and concerns of this corporation is hereby vested in its Board of Trustees. The number of trustees, which shall always be at least three (3), shall be fixed by the Bylaws. The number of trustees constituting the initial Board of Trustees of this corporation is three (3), and the names and addresses of the persons who are to serve as the initial trustees are:

Brian J. Brundin  
509 Third Avenue  
Anchorage, Alaska 99501

John C. Hughes  
509 Third Avenue  
Anchorage, Alaska 99501

Richard O. Gantz  
509 Third Avenue  
Anchorage, Alaska 99501

#### VIII

To the full extent permitted by law and subject only to those limitations expressly stated in AS 10.20.151(d) and (e), no director of this corporation shall have any personal liability to the corporation for monetary damages for breach of fiduciary duty as a director. This provision shall apply in addition to, and not in substitution for, indemnification provisions contained in this corporation's Bylaws or provided by contract.

#### IX

The name and address of each incorporator is:

Brian J. Brundin  
509 Third Avenue  
Anchorage, Alaska 99501

John C. Hughes  
509 Third Avenue  
Anchorage, Alaska 99501

Richard O. Gantz  
509 Third Avenue  
Anchorage, Alaska 99501

IN WITNESS WHEREOF, we, the undersigned, being all of the original incorporators hereinabove named, have hereunto set our hands in the execution of these Articles of these Incorporation in duplicate, this 20th day of May, 1974.

Brian J. Brundin, John C. Hughes, Richard O. Gantz

# University of Alaska Foundation Articles of Incorporation Amendments

(Transcribed Printed Copy)  
(Incorporated May 22, 1974)

## **Amendment 1, August 21, 1974**

ARTICLE III(C), is amended by adding the words: "... hereafter amended, but not to exceed the powers of an exempt organization under Section 501(c)(3) of the Internal Revenue Code."

ARTICLE IV(B), is amended by adding the words: "... or its successor if such successor be an exempt organization under Section 501(c)(3) of the Internal Revenue Code, and if not, to such exempt organization as the Board of Directors shall select."

## **Amendment 2, June 21, 1982**

The amendment adopted is that wherever the words "director" or "board of directors" appears, the words "trustee" or "board of trustees," respectively, shall be substituted.

## **Amendment 3, May 22, 1991**

Add the following:

### ARTICLE VIII

To the full extent permitted by law and subject only to those limitations expressly stated in AS 10.20.151(d) and (e), no director of this corporation shall have any personal liability to the corporation for monetary damages for breach of fiduciary duty as a director. This provision shall apply in addition to, and not in substitution for, indemnification provisions contained in this corporation's Bylaws or provided by contract.

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