

State of Alaska



Department of Commerce and Economic Development

Certificate

The undersigned, as Commissioner of Commerce and Economic Development, of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of ASSOCIATION OF VILLAGE COUNCIL PRESIDENTS

duly signed and verified pursuant to the provisions of the Alaska Nonprofit Corporation Act, have been received in this office and are found to conform to law.

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

ASSOCIATION OF VILLAGE COUNCIL PRESIDENTS

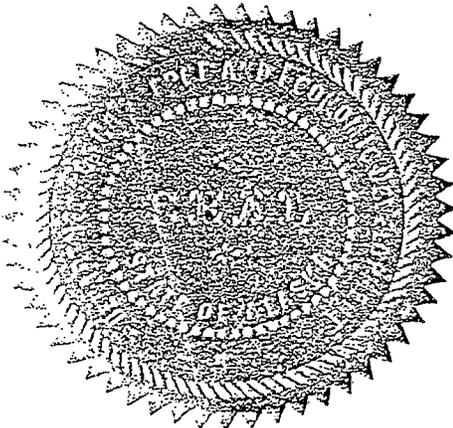
and attaches hereto a duplicate original of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Juneau, the Capital, this

2nd day of May A.D. 1977

A handwritten signature in cursive script, appearing to read "H. Phillip Hubbard".

H. PHILLIP HUBBARD
COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT



ARTICLES OF INCORPORATION

MAY 2 1977

OF

DEPARTMENT OF COMMERCE
& ECONOMIC DEVELOPMENT ASSOCIATION OF VILLAGE COUNCIL PRESIDENTS

We, the undersigned, natural persons over the age of nineteen (19) years, acting as incorporators of a corporation under the Alaska Nonprofit Corporation Act, execute and adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME. The name of the corporation shall be ASSOCIATION OF VILLAGE COUNCIL PRESIDENTS.

ARTICLE II

DURATION. The period of existence of this corporation shall be perpetual.

ARTICLE III

PURPOSES. The purposes for which the corporation is formed are:

- a. To promote the common good and the general social welfare of the residents in the Bethel-AVCP region by establishing and maintaining services, programs and/or projects relating to housing, employment, environmental matters and health services, and by further acting to represent villages within said region when appropriate;

provided however, that the services, programs and/or projects need not be limited to the said region.

b. To obtain from any governmental or nongovernmental source, whether federal, state, regional or local, equipment, services, funds or other benefits for the purposes of carrying out any services, programs or projects set forth herein.

c. It is understood that any or all of the purposes of this corporation, including those listed under section (a) and (b) above shall be exclusively for the promotion of social welfare, the net earnings of which are devoted exclusively to charitable and/or educational purposes within the meaning of section 501(c)(4) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

d. No part of the net earnings of this 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 this Article.

e. The operations and affairs of the corporation shall be conducted so as to have maximum participation

of persons of various races, national origins, and economic and social backgrounds and without discrimination because of race, color, creed, national origin, religion or status in life.

f. The corporation shall not directly or indirectly participate in, or intervene in, political campaigns 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 by a corporation exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

POWERS. This corporation shall have power to purchase or otherwise to acquire, own, hold, use, lease, sell, exchange, assign, transfer, mortgage, pledge, or to otherwise hold and dispose of and otherwise deal in and with real and personal property of every class, description and nature as the purposes of the corporation may require, and the corporation shall, through its Board of Directors, have authority to do all other things necessary or desirable to carry out the purposes for which this corporation is formed, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance

of the purposes of the corporation as may be exercised by an organization exempt from Federal income tax under section 501 (c) (4) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V

PLACE OF OPERATION. The operations of the corporation are to be conducted principally within the State of Alaska.

ARTICLE VI

REGISTERED OFFICE AND AGENT. The address of the registered office of the corporation shall be P.O. Box 219,

Bethel, Alaska, 99559. Carl J. Jack
shall be the registered agent.

ARTICLE VII

MEMBERSHIP. The corporation shall set forth in the By-Laws the provisions relating to membership, including the class or classes of membership, the manner of election or appointment and the qualifications and rights of the members.

ARTICLE VIII

BOARD OF DIRECTORS. The initial Board of Directors of this corporation shall consist of 54 persons so specified below, who shall serve until their successors are chosen and qualified.

<u>NAME</u>	<u>ADDRESS</u>
<u>Carl J. Jack</u>	<u>Maniokatchuk, Alaska</u>
<u>Edward Anderson Jr</u>	<u>Bethel, Alaska</u>
<u>William J. Anderson</u>	<u>Maniokatchuk, Alaska</u>

NAME

ADDRESS

John T. Alaska
...	Wainwright Alaska
John B. Smith	Kipruk Alaska
...	...
...	Red Land 99656
Joseph Olson	Hooper Bay Alaska
...	Platinum Alaska 99655
David Stevens Sr.	Andreasfki AK 99658
Lucas ...	Marshall AK 99585
William C. ...	Wainwright Alaska
...	Katla Alaska 99620
...	...
...	Lower ... 99655
David S.
...	Sturtevant Ak 99658
Moses Nicolai	Kwathlak Ak 99657
William
Charlie ...	Pilot Station, Ala 99656
...	Makrook Ak 99630
James D. ...	Koyuk Delta Ak. 99559
...	Ytmanu ak 99658
...	Wainwright ak 99559
...	Chofank ak 99656
...	PERMIT via Hooper Bay 99656
...	...
...	...
...	...
...	...

NAME

ADDRESS

Walter F. F.	Elm. Park 99578
Thomas M.	Elm. Park 99581
Walter F.	Elm. Park 99584
William F.	Elm. Park 99587
Henry K. E.	Kanglingak, AK 99632
John W. E.	Lim. Village, AK
Andrew E.	M. Village, AK 99632
Billy McCann	Nookak, AK 99634
Fritz L.	Alapuskak, AK 99559
Tom T. Carl	Nautak, AK 99559
Carl H. T.	Nightmute, AK 99690
Frank B.	Esosville, AK
Willie F.	Pitka's Point, AK
Norman H.	Russian Mission, AK 99657
Paul M.	Shelton's Point, AK 99666
Fritz D.	Simp. River, AK 99679
Paul J.	Toksoak River, AK 99639
Joe D.	Toksoak, AK 99679
Ed D.	Toksoak, AK 99680
Alfred A.	Toksoak, AK 99681
Joseph M.	Bill M. Beach, AK
Rosa P.	Chulsonavick, AK
Joseph M.	Hamilton, AK
Dulce M.	Nipaimut, AK

ARTICLE IX

EXECUTIVE COMMITTEE. The Board of Directors is authorized by a resolution passed by a majority of the whole Board to designate two or more of their number to constitute an Executive Committee, which Committee, may have and exercise any and all of the powers of the Board of Directors in the management of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

ARTICLE X

DISTRIBUTION ON DISSOLUTION OR LIQUIDATION. In the event of the dissolution or liquidation of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds and the balance of all money and other property received by the corporation from any sources, after the payment of all debts and obligations of the corporation, shall be distributed exclusively to an organization or organizations organized and operated exclusively for the promotion of social welfare and qualifying at the time as an exempt organization or organizations under section 501(c)(4) of the Internal Revenue Code and its Regulations or the corresponding section of any future United States Internal Revenue Law. Distribution consistent with this Article shall be made pursuant to a plan formulated and approved pursuant to the Alaska Statutes.

ARTICLE XI

AMENDMENTS. These Articles of Incorporation may be amended only in the manner provided by law, except that no amendment shall be inconsistent with the maintenance of the tax-exempt status of the corporation pursuant to section 501 (c) (4) of the Internal Revenue Code and its Regulations as they now exist or as they hereafter be amended.

ARTICLE XII

INCORPORATORS. The Incorporators of this corporation, all of whom are natural persons at least nineteen (19) years of age are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Edward Hoffman Sr</u>	<u>Box 406 Bethel Alaska</u>
<u>Lynette Hoffman</u>	<u>Box 408 Bethel Alaska</u>
<u>Carl J. J. J.</u>	<u>Bethel Alaska</u>

IN WITNESS WHEREOF, we have made, subscribed and acknowledged these Articles of Incorporation this 2nd day of February, 1977.

Lynette F. Hoffman

Maria Wickman

Robert M. Olson

STATE OF ALASKA)
) ss.
FOURTH JUDICIAL DISTRICT)

THIS CERTIFIES that before me, the undersigned, a Notary Public in and for the State of Alaska, personally appeared Edward J. Hoffman Jr., Timothy Kazanek, and Paul W. Smith, all to me known and known to me to be the individuals named in and who executed the within and foregoing Articles of Incorporation, and individually acknowledge that they signed the same freely and voluntarily for the uses and purposes therein specified.

WITNESS my hand and official seal this 2nd day of March, 1977.

Alan C. Knecht
Notary Public in and for Alaska
My commission expires: 9/21/80



AVCP, INC.

Association of Village Council Presidents
P.O. Box 219 • Bethel, Alaska 99559 • Phone 543 3521

June 6, 1978

Department of Commerce & Economic
Development
Corporation Division
Pouch D
Juneau, Alaska 99811

FILED FOR RECORDS
STATE OF ALASKA

811

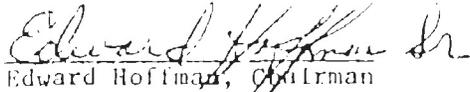
DEPARTMENT OF COMMERCE
& ECONOMIC DEVELOPMENT

Dear Sir:

I am the person who certified the amendment of the Articles of Incorporation adopted on March 10, 1978 by the Association of Village Council Presidents.

I hereby certify that at the time of the vote on the amendment to the Articles of Incorporation for the Association of Village Council Presidents on March 10, 1978 in which the quorum of the Executive Committee were present. The vote taken was

8 for and 0 against.



Edward Hoffman, Chairman
Association of Village Council Presidents
Box 219
Bethel, Alaska 99559

Attest:



Anna L. Ivan, Secretary
Association of Village Council Presidents
Box 219
Bethel, Alaska 99559

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

ASSOCIATION OF VILLAGE COUNCIL PRESIDENTS

Pursuant to the provisions of the Alaska Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Association of Village Council Presidents.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Executive Committee of the corporation on March 10 19 78, in the manner prescribed by the Alaska Non-Profit Corporation Act.

ARTICLE III

PURPOSE. The purposes for which the corporation is formed are:

- a. To promote the common good and the general social welfare of the residents in the Bethel AVCP region by establishing and maintaining services, programs and/or projects relating to housing, employment, environmental matters and health services, and by further acting to represent villages within said region when appropriate; provided however, that the services, programs and/or projects need not be limited to the said region.
- b. To obtain from any governmental or nongovernmental source, whether federal, state, regional or local, equipment, services, funds or other benefits for the purposes of carrying out any services, programs or projects set forth herein.
- c. It is understood that any or all of the purposes of this corporation, including those listed under section (a) and (b) above shall be exclusively for the promotion of social welfare, the net earnings of which are devoted exclusively to charitable and/or educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- d. No part of the net earnings of this 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 this Article.

e. The operations and affairs of the corporation shall be conducted so as to have maximum participation of persons of various races, national origins, and economic and social backgrounds and without discrimination because of race, color, creed, national origin, religion or status in life.

f. The corporation shall not directly or indirectly participate in, or intervene in, political campaigns 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 by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

POWERS. This corporation shall have power to purchase or otherwise to acquire, own, hold, use, lease, sell, exchange, assign, transfer, mortgage, pledge, or to otherwise hold and dispose of and otherwise deal in and with real and personal property of every class, description and nature as the purposes of the corporation may require, and the corporation shall, through its Board of Directors, have authority to do all other things necessary or desirable to carry out the purposes for which this corporation is formed, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the purposes of the corporation as may be exercised by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE X

DISTRIBUTION ON DISSOLUTION OR LIQUIDATION. In the event of the dissolution or liquidation of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds and the balance of all money and other property received by the corporation from any sources, after the payment of all debts and obligations of the corporation, shall be distributed exclusively to an organization or organizations organized and operated exclusively for the promotion of social welfare and qualifying at the time as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code and its Regulations or the corresponding section of any future United States Internal Revenue Law. Distribution consistent with this Article shall be made pursuant to a plan formulated and approved pursuant to the Alaska Statutes.

ARTICLE XI

AMENDMENTS. These Articles of Incorporation may be amended only in the manner provided by law, except that no amendment shall be inconsistent with the maintenance of the tax-exempt status of the corporation pursuant to section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they hereafter be amended.

Date: March 10th, 19 78

Association of Village Council Presiden
(Name of Corporation)

BY: Edward Hoffman Jr
Chairman

BY: Anna L. Leane
Secretary