

ARTICLES OF INCORPORATION
OF
WESTERN ALASKA COMMUNITY DEVELOPMENT ASSOCIATION

The undersigned, acting as incorporators of a corporation under the provisions of the Alaska Nonprofit Corporation Act (AS 10.20, hereinafter referred to as the "Act"), hereby adopt the following Articles of Incorporation.

Article I: Name

The name of the corporation is: Western Alaska Community Development Association Corporation (hereinafter referred to as the "Corporation").

Article II: Duration

The Corporation will have perpetual existence.

Article III: Purpose and Powers

1. Purpose. The primary purposes for which this Corporation is organized are as follows:

- A. Further the goals of the CDQ program as set forth in Section 305(i) of the Magnuson-Stevens Fishery Conservation and Management Act (16 U.S.C. 1855(i)).
- B. Act as the Community Development Quota Program Administrative Panel:
 - a. Administer those aspects of the CDQ program not specifically addressed in Section 305(i) of the Magnuson-Stevens Fishery Conservation and Management Act (16 U.S.C. 1855(i)); and
 - b. coordinate and facilitate activities of the entities under the CDQ Program.
- C. Act as a trade association for community development quota corporations and function in all ways permitted by law.
- D. In general, to exercise the powers of an Alaska nonprofit corporation as set forth in AS 10.20.011 as now enacted or as may hereafter be amended and to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes set forth herein or necessary or incidental to the powers conferred, or conducive to the attainment of the purposes of the Corporation, subject only to the limitations as are or may be prescribed by applicable state or federal law and these Articles of Incorporation.

2. Powers. Provisions for the regulation of the affairs of the Corporation, including provisions for the distributions of assets on dissolution or final liquidation, are as follows:

- A. The Corporation shall not engage in transactions or activities prohibited by the applicable sections of Subchapter F of the Internal Revenue Code, or the Act, as they are now in force or may afterwards be amended.
- B. The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Service as it is now in force or may afterwards be amended.
- C. No part of the net earnings of the Corporation shall inure to the benefit of any private individual, or any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it, except as reasonable compensation for services actually rendered to the Corporation.
- D. Upon dissolution of the Corporation, its remaining assets, if any, shall be distributed in accordance with the applicable sections of the Act and of Subchapter F of the Internal Revenue Code, as they are now in force or may afterwards be amended.
- E. The management of the Corporation is hereby vested in a Board of Directors. The number of Directors shall be fixed at six. The terms of the Directors and their qualifications shall be as specified in the Bylaws of the Corporation.
- F. Amendments to the Bylaws of the Corporation shall be accomplished only pursuant to a unanimous vote of all members individually adopting a resolution setting out the proposed amendment and directing that it be submitted to a vote of the Board of Directors at a meeting of the Board of Directors held not less than 60 days following adoption of the resolution. Written notice setting out the proposed amendment and a summary of the changes shall be sent to the authorized representative of each member entitled to vote in the time and manner set out in AS 10.20.066 or its successor. The proposed amendment shall be adopted upon receiving a unanimous approval all Directors then entitled to cast votes.

Article IV: Registered Office and Agent

The address of the initial registered office of the Corporation is:

711 H Street, Suite 200
Anchorage, AK 99501

The name of the initial registered agent of the Corporation at such address is:

Morgen Crow

Article V: Members

The Members of the Corporation are Aleutian Pribilof Island Community Development Association, Bristol Bay Economic Development Corporation, Central Bering Sea Fishermen’s Association, Coastal Villages Region Fund, Norton Sound Economic Development Corporation, and Yukon Delta Fisheries Development Association.

Article VI: Directors

- 1. The initial Board of Directors shall number six.
- 2. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Larry Cotter
 Aleutian Pribilof Island Community
 Development Association
 234 Gold Street
 Juneau, AK 99801

Robin Samuelsen
 Bristol Bay Economic Development
 Corporation
 P.O. Box 1464
 Dillingham, AK 99576

Phillip Lestenkof
 Central Bering Sea Fishermen’s Association
 P.O. Box 288
 St. Paul, AK 99660

Morgen Crow
 Coastal Villages Region Fund
 711 H Street, Suite 200
 Anchorage, AK 99501

Eugene Asicksik
 Norton Sound Economic Development
 Corporation
 420 L Street, Suite 310
 Anchorage, AK 99501

Billy Charles
 Yukon Delta Fisheries Development
 Association
 1016 West 6th Avenue, Suite 301
 Anchorage, AK 99501

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors will be as set forth in the Bylaws of the Corporation.

Article VII: Bylaws

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the board of directors.

Note: Indemnification is in Bylaws.

Article VIII: Incorporators

The names and addresses of the incorporators of the Corporation are as follows:

Larry Cotter
Aleutian Pribilof Island Community
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Juneau, AK 99801

Phillip Lestenkof
Central Bering Sea Fishermen's Association
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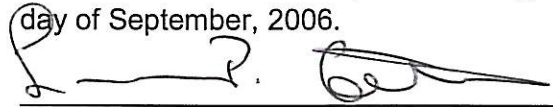
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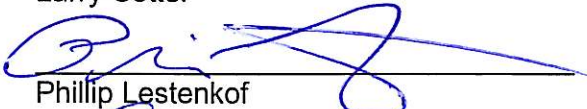
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation this 12
day of September, 2006.



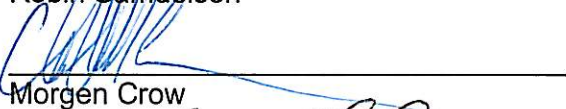
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