

**BRISTOL BAY HERITAGE LAND TRUST
RESTATED ARTICLES OF INCORPORATION
(DOMESTIC NONPROFIT CORPORATION)**

The undersigned natural persons of the age of nineteen (19) years or more, acting as incorporators of a corporation under the Alaska Nonprofit Corporations Code (AS § 10.20), adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is "BRISTOL BAY HERITAGE LAND TRUST."

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The Corporation may exercise all the powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Alaska by law may now, or hereafter, have or exercise despite any provision herein. The Corporation is organized exclusively for educational, charitable, scientific and literary 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 of 1954, as amended, and further including, but not restricted to, the following more specific purposes:

A. The preservation, protection and management of the environment, resources, and the unique culture and character of the Bristol Bay watersheds and the surrounding area in Southwest, Alaska. These resources shall include the land and the water, the plant, the aquatic and animal life thereon, and the unique scenic, natural, historic and cultural sites.

B. To engage in and promote the scientific study and education regarding such natural resources.

C. To use all properties held or controlled by the corporation and the net earnings thereof for the benefit of the general public and for charitable, educational, recreational, conservation, scientific, historical and cultural purposes.

D. To acquire by gift, devise, bequest, purchase or otherwise real and personal property, both tangible and intangible, and interests therein, with or without restriction of use, in accordance with the corporate purposes.

E. To hold for investment or in trust and to sell, lease, encumber, or dispose of any such real estate, personal property or other proper evidences of indebtedness of

any person, firm, corporation, partnership or association for the sole benefit of this Corporation and not for pecuniary profit.

Anything in these Articles of Incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under 26 U.S.C. § 501(c)(3). Except as provided or permitted under Sections 501 (h) and 4911 of the Internal Revenue Code of 1954, and the regulations thereunder, as they now exist or as they may hereafter be amended, no substantial part of the activities of this corporation shall be to carry on propaganda or otherwise attempt to influence legislation, nor shall this corporation directly or indirectly participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. (26 C.F.R. § 501(c)(3)-l(b)(3).

ARTICLE IV

This corporation has no members.

ARTICLE V

Upon the dissolution or final liquidation of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed by the Board of Directors to one or more nonprofit funds, foundations, or corporations having similar or analogous character or purposes that are organized and operated exclusively for charitable purposes and which have established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI

The initial registered office of this corporation is P.O. Box 330, Dillingham, AK 99576. The name of the initial registered agent at the registered office shall be Timothy E. Troll.

ARTICLE VII

The business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of Directors constituting the initial Board of Directors of this corporation will be seven (7). The names and addresses of those persons, each of whom shall serve as a Director until the first annual appointment of Directors, are as follows:

Frederick Hodson
P.O. Box 220248
Anchorage, AK 99522

Susan L. Flensburg
P.O. Box 174
Dillingham, AK 99576

Luki Akelkok, Sr.
P.O. Box 42
Ekwok, AK 99580

Herman Nelson
P.O. Box 5023
Koliganek, AK 99576

Ward Jones
P.O. Box 222
Dillingham, AK 99576

Tom Tilden
P.O. Box 786
Dillingham, AK 99576

Dan Dunaway
P.O. Box 1490
Dillingham, AK 99576

Thereafter, the Corporation shall be managed by a Board of Directors of not more than eleven (11) and no less than three (3) as the Bylaws of the Corporation may provide.

ARTICLE VIII

The names and addresses of this corporation's incorporators are as follows:

Frederick Hodson
P.O. Box 220248
Anchorage, AK 99522

Susan L. Flensburg
P.O. Box 174
Dillingham, AK 99576

Luki Akelkok, Sr.
P.O. Box 42
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Tom Tilden
P.O. Box 786
Dillingham, AK 99576

Dan Dunaway
P.O. Box 1490
Dillingham, AK 99576

ARTICLE IX

The Board of Directors is hereby authorized to adopt Bylaws which shall include the authority of the Board to fill vacancies on the Board.

ARTICLE X

The Corporation reserves the right to make from time to time, by vote or written assent of a majority of the members of its Board of Directors, any amendments to these Articles that may now or hereafter be authorized by law.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this _____ day of _____, 2000.

Luki Akelkok Sr.

Herman Nelson

Ward Jones

Thomas Tilden

Sue Flensburg

Dan Dunaway

Fredrick Hodson

STATE OF ALASKA)
) ss.
T'HIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on this _____ day of _____, 2000, before me the undersigned, a Notary Public in and for the duly commissioned and sworn as such, personally appeared Fredrick Hodson, Tom Tilden, Susan Flensburg, Ward Jones, Luki Akelkok, Sr. , Herman Nelson and Dan Dunaway known to me to be the persons named in and who executed the within and foregoing instrument, and he acknowledged to me that he signed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first hereinabove written.

Notary Public for the State of Alaska
My Commission Expires: _____