

DEC 20 1995

ARTICLES OF INCORPORATION

OF THE

Department of Commerce
and Economic Development

VALDEZ MUSEUM AND HISTORICAL ARCHIVE ASSOCIATION, INC.

**ARTICLE I
CORPORATION NAME**

The name of this corporation is: **THE VALDEZ MUSEUM AND HISTORICAL ARCHIVE ASSOCIATION, INC.**

**ARTICLE II
DURATION**

The duration and existence of this corporation shall be perpetual.

**ARTICLE III
PURPOSE**

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

(A) To own, build, erect, construct, lease, maintain, manage and operate museums, archives, historic homes and sites or related facilities, or all of them, within the City of Valdez, Alaska, for the collection, preservation and interpretation of Valdez area history for purposes of heritage preservation, public education and economic development; to be carried on and the objectives thereof not for profit, but rather exclusively for charitable, scientific and educational purposes within the meaning of the Alaska Nonprofit Corporation Act and of Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or as may hereafter be amended;

(B) To carry on educational activities related to the interpreting of local and regional history or to the promotion of historical awareness and to carry on historical research related to the history of Valdez and surrounding regions;

(C) To do and engage in all lawful activities that are in furtherance of one or more of the general purposes of this corporation;

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(D) To have and exercise the general powers specified in A.S. 10.20.011, as now in force or as may hereafter be amended.

The objects and purposes of this corporation shall be construed also as powers, and the matters expressed in each of the foregoing clauses shall, unless otherwise expressly provided, be and 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 the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

**ARTICLE IV
REGULATION OF AFFAIRS**

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

(a) 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) Upon dissolution of the corporation, its remaining assets, if any, shall be distributed (1) to an Alaskan charity recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code, as now in force or afterward amended, or (2) to a local Alaska government for public purposes.

(c) The corporation shall not engage in any of the prohibited transactions described in Section 503(b) of the Internal Revenue Code or of the Alaska Nonprofit Corporation Act, as now in force or as may hereafter be amended.

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(d) The corporation shall not be operated for the primary purposes of carrying on a trade or business as defined in Section 502 or as unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or as may hereafter be amended.

(e) 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 as may hereafter be amended.

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

(g) No loans shall be made by the corporation to any of its members, directors or officers.

(h) 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.

**ARTICLE V
MEMBERSHIP**

The members of this Corporation shall be incumbent members of the Valdez City Council and will retain their positions as Members in the Corporation until their successors on the Valdez City Council take office. The City Manager and the Chairman of the Board of Directors of the Museum Corporation will serve as non-voting *ex officio* Members and will retain their positions until his/her successors are appointed.

ARTICLE VI
INITIAL MEMBERS

The number of Members of this Corporation is seven (7) and the names and addresses of the persons who are to serve as the initial Members are:

JOHN HARRIS
P O BOX 307
VALDEZ AK 99686

DAVE COBB
P O BOX 307
VALDEZ, AK 99686

LYNN CHRYSTAL
P O BOX 307
VALDEZ AK 99686

LELAND OLKJER
P O BOX 307
VALDEZ AK 99686

TIM PLUMMER
P O BOX 307
VALDEZ AK 99686

BRIAN JOHNSON
P O BOX 307
VALDEZ AK 99686

RYAN SONTAG
P O BOX 307
VALDEZ, AK 99686

CITY MANAGER [*ex officio member*]
P O BOX 307
VALDEZ, AK 99686

CHAIRMAN, Board of Directors [*ex officio member*]
Valdez Museum & Historical Archive Association
P O BOX 307
VALDEZ, AK 99686

ARTICLE VII
INCORPORATION

The names and addresses of the initial directors and incorporators are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|---------------------------------|
| John L. Harris..... | P.O. Box 307, Valdez, AK 99686 |
| Phil Hubbard..... | P. O. Box 307 Valdez, AK 99686 |
| Richard Dunkin..... | P. O. Box 307, Valdez, AK 99686 |

ARTICLE VIII
OFFICE & AGENT

The initial registered agent of the Corporation is M. Joseph Leahy and the address of the initial registered office is 217 Egan Drive, P.O. Box 8, Valdez, Alaska 99686-0008.

ARTICLE IX
BOARD OF DIRECTORS

(a) The Members shall meet within forty (40) days of the date of incorporation to elect a secretary, adopt by-laws, appoint the Initial Board of Directors and set the date of the first regular meeting of the Board of Directors. The Secretary of the Members shall record and certify the actions of the Members. The corporation shall be under the management and control of a Board of Directors.

(b) The Board of Directors shall consist of eleven (11) persons appointed by the Members of the Corporation; their terms shall be staggered as defined in the By-Laws of the Corporation.

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(c) The Executive Director of the Valdez Museum and Historical Archive shall be a non-voting *ex-officio* member of the Board of Directors.

(d) In selecting Directors, the Members shall seek to appoint persons who provide reasonable representation of the various historical, cultural, educational and economic interests of the community and who bring knowledge and skills to the board that will assist in the operations of the museum and historical archive programs.

(e) No person may be selected as a Director who is an employee of the facilities under this board's jurisdiction or an employee of any management contractor of the Board of Directors.

(f) The first meeting of the Board of Directors shall take place within 90 days of incorporation. The bylaws shall establish the date of the regular annual meeting of the Members of the Corporation.

**ARTICLE X
AMENDMENTS**

(a) Amendments to the Articles of Incorporation shall require the affirmative vote of at least four of the Members of the Corporation.

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**ARTICLE XI
BOARD MEETINGS**

Meetings of the Board of Directors and its Committees shall be open to the public unless the subject matter under discussion or consideration involves confidential or personal information about a donor or Board Member or involves claims, litigation or confidential legal communication of any type involving the Museum or the Museum Corporation.

**ARTICLE XII
DISSOLUTION**

(a) The Corporation may be dissolved in the manner set forth in the bylaws.

(b) Upon the vote of dissolution, the assets of the Corporation shall be distributed in accordance with the provisions of AS 10.20.295, and with a Plan of Distribution, where such a plan is not inconsistent with State law. The Plan of Distribution shall be approved by an affirmative vote of at least five (5) of the Members eligible to vote.

