

**\*DRAFT\* ARTICLES OF INCORPORATION OF  
DESTINATION VALDEZ, INC. \*DRAFT\***

We, the undersigned, natural persons of the age of majority, acting as incorporations for the purpose of creating a non-profit corporation under the laws of the State of Alaska, AS 10.20, do hereby set forth the following stated Articles of Incorporation for said corporation.

**ARTICLE I  
Name**

The name of this corporation is and shall be Destination Valdez (hereinafter referred to as the "corporation").

**ARTICLE II  
Duration**

The duration of this corporation shall be perpetual or until this corporation is legally dissolved.

**ARTICLE III  
Purpose**

The purpose of this corporation is to promote and encourage tourism as an economic driver for the local economy that benefits residents, businesses and visitors.

**ARTICLE IV  
Regulation of Affairs**

The internal affairs of the corporation shall be governed by these articles of incorporation and the bylaws.

**Powers:** The corporation shall have all the powers outlined in AS 10.20.011. The provisions set forth in AS 10.20.153 (applicable to private foundations) shall not apply to this corporation. Notwithstanding anything herein to the contrary, the corporation shall exercise only powers aligned with exempt purposes of organizations set forth in Subsection 501(c)(6) of the Internal Revenue Code under which the corporation chooses to qualify for exemption, or any successor provision or amendment thereto.

**Dissolution:** Upon dissolution of the corporation all debts shall be paid. All remaining assets of the corporation, after payments for the debts of the organization, shall be deposited with the City of Valdez.

**Commented [ES1]:** Gustavus has this wording in their visitor organization's incorporation filing but need to check with legal on if this is sufficient/ if there are any issues with corporate tax-exempt status (501 (C)(6))

## ARTICLE V

### Membership

The corporation shall have two classes of members.

**Business Members:** The Business Members of the corporation shall be individuals representing business entities or organizations invested in the purpose of the corporation. The Bylaws may outline additional rights and duties or subclassifications and distinctions for this class of members. Business members shall nominate selections for the Board of Directors.

**Public Members:** The Public Members of the corporation shall be the members of the Valdez City Council and will retain their positions as members of the corporation until their successors on the Valdez City Council take office. The Public Members shall confirm the members of the Board of Directors for the corporation and exercise financial oversight of the corporation including approving the annual budget of the corporation.

## ARTICLE VI

### Board of Directors

The business and affairs of the corporation shall be managed by the Board of Directors which shall be composed of Business Members of the corporation. The number of directors shall be seven. The Bylaws may allow for representation from Public Membership or other advisory positions on the Board of Directors.

Directors shall be nominated by the Business Members and confirmed by a majority vote of the Public Members. The names of the initial Board of Directors follows:

**[INSERT LIST OF NAMES]**

## ARTICLE X

### Indemnification

Directors and officers and former directors and officers of the corporation shall be indemnified to the fullest extent of the law, as provided in Alaska Statute 10.20.011(14), or any successor provision or amendment thereto, against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been a director or officer of the corporation, except in relation to matters in which that person was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his/her corporate duties.

**Commented [ES2]:** This can be more or less prescriptive- it depends on how much control you want the board and bylaws to have over future board composition.

**Commented [ES3]:** Tourism Task Force preferred that the city solicit letters of interest and that Council appoint the initial board members prior to submitting articles of incorporation.

**Commented [ES4R3]:** AS 10.20.151 (a)(6) requires names of initial directors to be included

**ARTICLE XI  
Bylaws**

The Board of Directors shall adopt initial Bylaws of the corporation, and these shall be ratified by the Public Members. Thereafter, the power to alter, amend, or repeal the Bylaws shall be reserved to the Public Members. The bylaws may contain any provision for the regulation and management of the affairs of the corporation consistent with Alaska law and these Articles of Incorporation.

**Adopted this X<sup>th</sup> day of MONTH 2026**

President:

Secretary:

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