

## CERTIFICATE OF INCORPORATION

The undersigned, as Commissioner of Commerce of the State of Alaska, and custodian of corporation records for said State, hereby certifies that on the twenty-eighth day of March, 1965, the

TANANA VALLEY KENNEL CLUB

Filed in this office its Articles of Incorporation as a non-profit corporation organized under the laws of the State of Alaska.

28<sup>th</sup> of March, 1966  
E. N. COURTNEY

ARTICLES OF INCORPORATION  
OF  
TANANA VALLEY KENNEL CLUB

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a non-profit corporation under the Alaska Non-profit Corporation Act, adopt the following Articles of Incorporation for such corporation, and do state as follows:

ARTICLE I

The name of this corporation shall be TANANA VALLEY KENNEL CLUB, INC.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The objects and purposes of this corporation are as follows:

- a. To further the advancement of all breeds of purebred dogs.
- b. To conduct dog shows, field trials, obedience trials, sanctioned matches, and any other event for which the club is eligible under the rules and regulations of the American Kennel Club.
- c. To do all in its power to protect and advance the interests of all breeds of purebred dogs and to encourage sportsmanship competition at any AKC approved event.

ARTICLE IV

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized solely for nonprofit purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, 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 on furtherance of the purposes set forth in the ByLaws. Upon dissolution, according to the laws of Alaska, the remaining assets, if any, of the corporation, after the payment in full of all debts and obligations of the corporation of whatever kind, and nature, shall be paid to dog related charities as directed by the remaining members.

## ARTICLE V

The principal place for transacting the business of the corporation shall be at Fairbanks, Alaska, or such other place or places as may be designated from time to time by the Board of Directors.

## ARTICLE VI

Membership in this corporation shall be open to any and all persons subscribing to the purposes of the Club, provided that complete rules for membership shall be contained in the By-Laws.

## ARTICLE VII

Not including the reimbursement of expenses, the highest amount of loans or lines of credit to which the corporation may be subject is FIFTEEN THOUSAND (\$15,000) DOLLARS.

## ARTICLE VIII

The affairs of this corporation shall be managed and controlled by a Board of Directors of not less than three nor more than twenty-five as provided in the By-Laws of the corporation.

## ARTICLE IX

The powers of this corporation are all those permitted by law to nonprofit corporations, including but not limited to the corporate powers of a nonprofit corporation as set forth in AS 10.20.011 as such section may be amended from time to time. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Alaskan State Not-For-Profit Corporation Laws, the Alaskan State Not-For-Profit Corporation Act will be controlling.

## ARTICLE X.

a. Provisions for the regulation of the internal affairs of the corporation and to implement the Articles set forth in the By-Laws.

b. The name and mailing address of the registered agent for service of process shall be maintained by the State of Alaska Corporations Database.

ARTICLE XI.

The Articles of Incorporation may be amended at a regular or special meeting of the active members of the corporation called for that purpose by a vote of two-thirds (2/3) of the active members present at the meeting. However, no amendment of the Articles of Incorporation shall be made at a regular or special meeting unless a notice is mailed (US Postal Service or by such electronic method as directed by the Board of Directors) to each member at his last address of record, at least thirty (30) days before the meeting, stating that it is proposed that the Articles be amended at the meeting.

(a) The amended Articles shall be executed and acknowledged by the officers of the corporation and shall be filed and recorded in the same place and manner as the original Articles.

(b) To consider adoption of new By-Laws, copies of which are available from the Secretary.

(c) to transact such other business as may properly come before the meeting.

There were eighteen (18) members present at the meeting held on September 6, 1972, and each of the amendments received a total of eighteen (18) yay votes and no nay votes.

DATED at Fairbanks, Alaska this 16<sup>th</sup> day of March, 1966.

EUGENE KITTLE  
CHARLOTTE B. COWELL  
RUTH I. NIEMEYER  
NELDA J. FREEMAN  
WILLIAM A. POPE, JR.  
NANCY TILBURY

STATE OF ALASKA  
FOURTH JUDICIAL DISTRICT

I, the undersigned, a Notary Public in and for the State of Alaska, duly commissioned, hereby certify that on the 16<sup>th</sup> day of March, 1966, personally appeared EUGENE KITTLE, CHARLOTTE B. COWELL, RUTH I. NIEMEYER, NELDA J. FREEMAN, WILLIAM A. POPE, JR., and NANCY TILBURY, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.

NOLAND E. HUVER  
Notary Public for the State of Alaska  
My Commission expires: 8/5/1968