



Department of State.

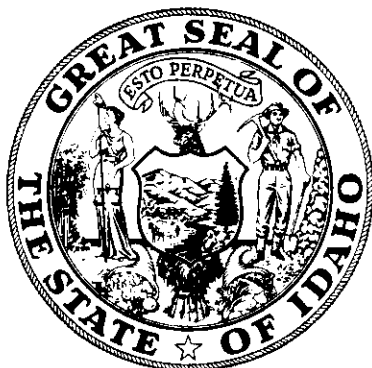
**CERTIFICATE OF AUTHORITY
OF**

ARCTIC SLOPE REGIONAL CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ARCTIC SLOPE REGIONAL CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ARCTIC SLOPE REGIONAL CORPORATION to transact business in this State under the name ARCTIC SLOPE REGIONAL CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated October 8, 19 80.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is ARCTIC SLOPE REGIONAL CORPORATION
2. *The name which it shall use in Idaho is ARCTIC SLOPE REGIONAL CORPORATION
3. It is incorporated under the laws of Alaska
4. The date of its incorporation is June 22, 1972 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is P.O. Box 129 Barrow, Alaska 99723
6. The address of its proposed registered office in Idaho is JAY Friedky, and the name of its proposed registered agent in Idaho at that address is 340 E 2nd N. Mt. Home, Id 83647
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: ELECTRICAL CONSTRUCTION AND MAINTENANCE
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
(SEE ATTACHED)		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000,000</u>	<u>A. Common</u>	<u>\$.01</u>
<u>500,000</u>	<u>B Common</u>	<u>\$.01</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
353,200	A - Common	\$.01
20,000	B - Common	\$.01

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated _____, 19 ____.

By Edward E. Hapson
Its _____ President
and Jessie Kaleak
Its _____ Secretary

STATE OF Alaska)
COUNTY OF NSB)ss:

I, Hazel S. Adams, a notary public, do hereby certify that on this 19th day of August, 19 80, personally appeared before me Edward E. Hapson and Jessie Kaleak, who being by me first duly sworn, declared that he is the President & Secretary of Gracie Slope Regional Corporation.

that he signed the foregoing document as President & Secretary of the corporation and that the statements therein contained are true.

Hazel S. Adams
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

DIRECTORY

Anchorage Office

The Anchorage office of the Arctic Slope Regional Corporation provides an important central contact point for all stockholders, subsidiaries, and business associates. Its central Alaskan location provides the necessary liaison between our home base in Barrow and the many businesses, stockholders, attorneys, accountants, and consultants located in



both Anchorage and the rest of the United States.

The staff of the Anchorage office consists of Director, Mr. Everett W. Bunes, a 29 year Alaskan businessman and former commissioner of the Alaska Department of Economic Development; Assistant Corporate Secretary, former Barrow resident, Mrs. Flossie Chrestman; and Expediter for corporate activities, Al Smith.

Anchorage Office, ASRC
313 E Street, Suite 1
Anchorage, Alaska 99501

Telephone (907) 225-1552
Telex (225) 443-450
Cable (225) 443-450

Board of Directors

President: Edward E. Hopson, Sr. (At-Large)
1st Vice President: Jacob Adams (At-Large)
2nd Vice President: John Oktollik, Sr. (Pt. Hope)
3rd Vice President: Eddie Bodfish (Wainwright)
Treasurer: Oliver Leavitt (Barrow)
Directors: Pat Hugo (Anaktuvuk Pass)
Walter Akpik, Sr. (Atkasook)
Charles Edwardsen, Jr. (At-Large)
George Ahmaggak (Barrow)
Martha Aiken (Barrow)
Lloyd Ahvakana (Barrow)
James Stotts (Barrow)
Herman Rexford (Kaktovik)
David Brower, Sr. (Nulqsut)
Donald Neakok (Point Lay)

Executive Committee

President: Edward Hopson, Sr.
1st Vice President: Jacob Adams
2nd Vice President: John Oktollik, Sr.
3rd Vice President: Eddie Bodfish
Treasurer: Oliver Leavitt
Director: Lloyd Ahvakana
Director: David Brower, Sr.
Director: James Stotts
Director: George Ahmaggak

Executive Staff

Executive Vice President: Lawrence A. Dinneen
Director of Fiscal Affairs: John Lewis
Office Manager: Louise Wood
Secretary: Estella Hopson

Anchorage Office

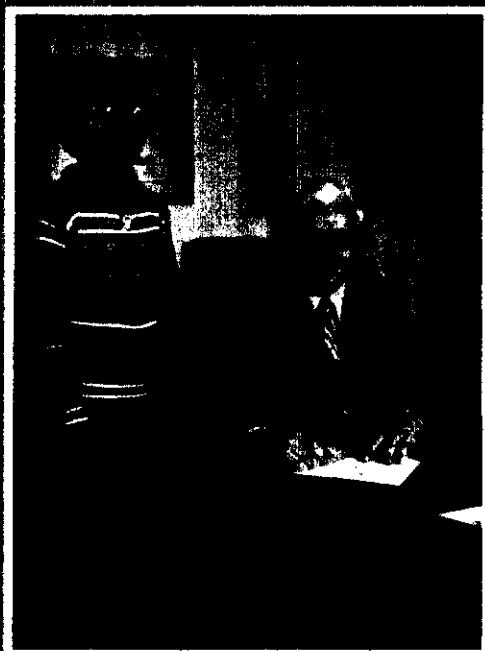
Director: Everett W. Bunes
Assistant Corporate Secretary: Flossie Chrestman
Expeditor: Al Smith

Land Department

1st Vice President: Jacob Adams
Admin. Assistant: Bill Thomas
Admin. Assistant: Donald Long
Admin. Asst./Secty.: Annie Leavitt
Land Specialist: Wesley Aiken

Administration

Executive Secretary: Jessie Kaleak
Assistant Corporate Secretary: Emma Booth
Personnel Manager: Noreen Leavitt
Receptionist: Ruth Adams
Bookkeeping Clerk: Mabel Adams
General Office Clerk: Sharon Nayakik
Inventory Service: Margie Fischer

Anchorage Office

Executive Committee

Executive Staff

Anchorage Office

Land Department

Administration

State of Alaska

Department of Commerce & Economic Development

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1980
SECRETARY OF

CERTIFICATE OF COMPLIANCE

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, and custodian of corporation records for said State, hereby certifies that

ARCTIC SLOPE REGIONAL CORPORATION

did, on the 22ND day of JUNE, 1972, file in this office its Articles of Incorporation, as a corporation organized under the laws of the State of Alaska;

I FURTHER CERTIFY that said corporation has filed all corporate annual reports due at this time, and has paid all corporate taxes and fees due and payable at this time.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed my official seal, at Juneau, the Capital, this
3RD day of OCTOBER A.D. 19 80

Rev. 1/76
08-155

CHARLES W. WEBER
Charles W. Weber
COMMISSIONER OF COMMERCE
& ECONOMIC DEVELOPMENT

CERTIFICATE OF INCORPORATION

The undersigned, as Commissioner of Commerce of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of **ARCTIC SLOPE REGIONAL CORPORATION** duly signed and verified pursuant to the provisions of the Alaska Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Commissioner of Commerce, and by virtue of the authority vested in him by law hereby issues this Certificate of Incorporation of

ARCTIC SLOPE REGIONAL CORPORATION

and attaches hereto a duplicate original of the Articles of Incorporation.

IN TESTIMONY WHEREOF I have hereunto set my hand
and affixed my official seal at Juneau the Capital, this
22nd day of June A.D. 19 72

KENNETH W. EADON
COMMISSIONER OF COMMERCE

FILED
DEPARTMENT OF
STATE OF ALASKA

JUN 22 1972

ARTICLES OF INCORPORATION
OF
ARCTIC SLOPE REGIONAL CORPORATION

Pursuant to the provisions of the Alaska Business Corporation Act as set forth in Title 10, Chapter 05 of the Alaska Statutes, and for the purpose of forming a regional corporation pursuant to the provisions of the "Alaska Native Claims Settlement Act" (herein called the "Act"), Public Law 92-203, 85 Stat. 688 of the Laws of the United States, we, the undersigned, each being natural persons who are Alaska Natives at least nineteen years of age, and each having been named as an incorporator by the Arctic Slope Native Association pursuant to the provisions of section 7(d) of the Act for the purpose of forming a corporation to conduct business for profit which shall be eligible for the benefits of the Act, do hereby make and subscribe the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:
ARCTIC SLOPE REGIONAL CORPORATION.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purposes for which this corporation is organized are as follows:

...the maximum authorized by Alaska law
...including the assumption and payment of organizational
expenses incurred by the regional association, a village or a
Native group, to the maximum authorized by Alaska law.

2. To act as a regional corporation for the Arctic Slope Region as provided in said Act, and to receive for and on behalf of itself and all Natives enrolled in the Arctic Slope Region pursuant to said Act, all of the benefits and emoluments of said Act, and to exercise all rights and powers provided for in said Act so as to be eligible for all of the benefits therefrom.

3. To engage in all activities, whether economic, cultural, social or charitable, to protect and preserve the well-being of the Natives of the Arctic Slope Region, and to engage in and conduct any and all lawful activity necessary or convenient in furtherance thereof.

4. To advise and assist in the creation and management of Village Corporations within the Arctic Slope Region as authorized by the Act, and to exercise and perform all other powers and functions to which regional corporations may be or become entitled under the provisions of said Act.

5. To do all and everything necessary, suitable or proper for the accomplishment or attainment of any benefit or object herein set forth, including every act or thing necessary, incidental or pertinent to or growing out of or connected with the affairs of the corporation.

ARTICLE IV

The aggregate number of shares of stock and the type thereof which the corporation shall have authority to issue is:

1. One million shares of Class A common stock, of a par value of \$.01 per share; and
2. Five hundred thousand shares of Class B common stock, of a par value of \$.01 per share.

ARTICLE V

Class A shares shall be issued only to those Natives who are enrolled pursuant to the Act in the Arctic Slope Region of Alaska as residents of one of the Villages as defined in said Act located in the Region.

Class B shares shall be issued only to those Natives who are enrolled pursuant to the Act in the Arctic Slope Region of Alaska, but who are not residents of any of the Villages in the Region.

The relative rights of the shares of each class of stock shall be identical, except that Class B shares shall be entitled to the following dividends in addition to dividends paid to shares of both classes: Whenever funds are distributed by the corporation among the Village Corporations of the Arctic Slope Region pursuant to the Act, Class B shares shall be entitled to receive dividends the total amount of which shall bear the same ratio to the amount distributed among the Village Corporations that the number of outstanding shares of Class B stock bears

to the number of outstanding shares of Class A stock; provided that an equitable portion of such Class B dividends may be withheld by the corporation and combined with Village Corporation funds to finance projects that will benefit the Region generally.

The corporation may declare and may pay dividends in cash out of its depletion reserves relating to any business of exploiting natural resources in which it may be engaged.

ARTICLE VI

Except as provided in this Article, all stock issued in the corporation shall carry the right to vote in elections for the Board of Directors and on such other questions as properly may be presented to stockholders, and shall permit the holder to receive dividends or other distributions from the corporation.

Until December 18, 1991, no stock of this corporation, inchoate rights thereto, and any dividends paid or distributions made with respect thereto may be sold, pledged, subjected to a lien or judgment execution, assigned in present or future, or otherwise alienated, except pursuant to a court decree of separation, divorce or child support. Upon the death of any stockholder, ownership of such stock shall be transferred in accordance with his last will and testament or under the applicable laws of intestacy, except that (a) until December 18, 1991, such stock shall carry voting rights only if the holder thereof through inheritance is a Native as defined in the Act, and (b) in the event the deceased stockholder fails to dispose of his

which is still due and to make good the approximate loss of
intestacy, such stock shall revert to the corporation.

ARTICLE VII

The corporation will not commence business until considera-
tion of the value of at least One Thousand Dollars (\$1,000)
has been received for the issuance of the shares, unless
otherwise authorized by Alaska law.

ARTICLE VIII

The address of the corporation's initial registered office
is as follows:

Tulugak Building
P. O. Box 566
Barrow, Alaska 99723

The name of the corporation's registered agent at the
address is:

Joseph Upicksoun.

The name and address of each incorporator is:

Joseph Upicksoun	Barrow, Alaska
Warren Matusek	Barrow, Alaska
Edward E. Hyslop Sr.	Barrow, Alaska
Wesley Aiken	Barrow, Alaska
Lester Savulu	Barrow, Alaska.

ARTICLE IX

The initial Board of Directors shall consist of eleven (11)
Directors, each of whom shall hold office for a term of one
year, and until his successor is elected and qualified. The
names and addresses of the persons who are to serve as the
initial Board of Directors are as follows:

Jacob Adams	Barrow, Alaska
Billy Pathotak	Wainwright, Alaska
John Oktalik	Point Hope, Alaska
Greg Tagurook	Kaktovik, Alaska
Noah Ahgook	Anaktuvuk Pass, Alaska
Joseph Upicksoun	Barrow, Alaska
Oliver Leavitt	Barrow, Alaska
Edward E. Hopsen	Barrow, Alaska
Warren Matumeak	Barrow, Alaska
Wyman Panigeo	Barrow, Alaska
Nelson Ahvakana	Barrow, Alaska

ARTICLE X

The number, terms and method of election of the members of the Board of Directors shall be fixed by the By-Laws of the corporation. The Board of Directors, all of whom, with the exception of the initial Board, shall be stockholders over the age of eighteen, shall be charged with the management of the corporation.

ARTICLE XI

All stock issued by this corporation prior to January 1, 1992, shall on that date be deemed cancelled, and shares of stock of the appropriate class shall be issued by the corporation without restrictions required by the Act to each stockholder share for share.

ARTICLE XII

Except as may otherwise be provided by the Board of Directors, no stockholder of the corporation shall have any preemptive rights to purchase, subscribe for or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable

for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE XIII

The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Alaska, except that for a period of five years from the date of filing of these Articles, these Articles may not be amended without the prior approval of the Secretary of the Interior of the United States.

ARTICLE XIV

The corporation through appropriate action by its Board is authorized to indemnify officers, directors, employees and agents, and to carry insurance on their behalf, all as is authorized by the Laws of the State of Alaska.

ARTICLE XV

Until such time as the Secretary of Interior (herein called "Secretary") has completed the enrollment of Natives to the Arctic Slope Region as specified in the Act, and until the first election of Directors thereafter, the corporation may not, without prior approval by the Secretary or his designee:

1. With respect to funds received by the corporation from the Alaska Native Fund, whether received pursuant to the Second Supplemental Appropriations Bill (HR 14582 - 92nd Congress) or

otherwise,

(a) Invest the same for any period in excess of one year from the date of investment; or

(b) Commit or authorize such funds for any purpose other than that authorized by said Supplemental Appropriations Bill or the Secretary or his designee.

2. Borrow any funds with respect to which there is outstanding and unpaid on principal at any one time in the aggregate an amount in excess of \$500,000.00 .

3. With respect to funds, extensions of credit, expenses or commitments exclusive of those described in 1. and 2. above,

(a) Incur any obligation which is due and payable beyond one year from the date of its inception; and

(b) Which in the aggregate exceeds outstanding and unpaid at any one time \$500,000.00.

ARTICLE XVI

Until such time as the Secretary of Interior has completed the enrollment of Natives to the Arctic Slope Region as specified in the Act, and until the first election of Directors thereafter, the corporation may not make any land selections under the Act without prior approval from the governing body of the Inupiat Community of the Arctic Slope, a recognized tribal government formed under the Indian Reorganization Act of 1936.

DATED at Barrow, Alaska, on this 6 day of June,

1972.

Joseph Upickson
Joseph Upickson

John C. Orsini
John C. Orsini

Edward E. Hopson
Edward E. Hopson

Wesley Aiken
Wesley Aiken

Lester Suviu
Lester Suviu

STATE OF ALASKA)
Third Judicial District) ss.

THIS IS TO CERTIFY that on the 11 day of June, 1972, at Barrow, Alaska, before me, the undersigned Notary Public in and for the State of Alaska, duly commissioned and sworn as such, personally appeared Joseph Upickson, John C. Orsini, Edward E. Hopson, Wesley Aiken, and Lester Suviu, whom I know and who, after being first duly sworn by me, severally declared that they are the persons who signed the foregoing instrument as incorporators, that they knew the contents thereof and that the same was their act.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

Notary Public in and for Alaska.
My Commission Expires: March 12, 1974

JUN 21 1972

Approved _____, pursuant to Section 7(a) of the Alaska Native Claims Settlement Act of December 18, 1971, 85 Stat. 688. Public Law 92-203.

Harmon Search
Assistant Secretary of the Interior