

ARTICLES OF INCORPORATION
FOR THE
BARROW UTILITIES, INCORPORATED
(A Cooperative)

PREAMBLE

We, the undersigned, all of whom are Native residents of Barrow and citizens of the State of Alaska, having been elected by the Native voting constituency of the City of Barrow at a General Meeting called by the City Council for the purpose of forming a nonprofit cooperative to be operated for the mutual benefit of the residents of Barrow, do hereby voluntarily associate ourselves together for the purpose of incorporating under the provisions of the "Alaska Cooperative Corporation Act" (AS 10.15.005 et seq.).

ARTICLE I

NAME, LOCATION, AND DURATION: The name of this corporation shall be Barrow Utilities, Incorporated and its principal place of business shall be in Barrow, Alaska. The mailing address of the corporation shall be Barrow Utilities, Inc., Barrow, Alaska. The duration of this corporation shall be perpetual.

ARTICLE II

NATURE OF CORPORATION: The nature of the corporation hereby incorporated is that of a cooperative corporation. The corporation shall be operated for the mutual benefit of the members and nonmembers who use its products and services.

ARTICLE III

REGISTERED AGENT: The registered agent of the corporation is Wyman Panigeo. The address of the registered agent is Barrow, Alaska.

ARTICLE IV

PURPOSES: The purposes or objectives for which, or any of which, this corporation is formed and the nature of its business are:

- (a) To purchase, acquire, store, distribute, sell, supply, and dispose of natural gas and other utility services to member and nonmember patrons

under the terms and conditions of a franchise or franchises from the City of Barrow granting the authority and powers necessary to construct, maintain and operate natural gas lines, distribution or disposal systems for other utility services along, upon, under and across publicly owned lands and public thoroughfares, including without limitation, all roads, highways, streets, alleys, bridges, and causeways.

- (b) And, in furtherance of these purposes, to assist members and patrons in the acquisition of appliances, equipment, apparatus, and fixtures necessary and proper for the use of the utility services offered by the corporation, and to assist them to prepare premises for installations, to finance, install, service, repair, and maintain the appliances, equipment, apparatus, and fixtures so utilized by patrons.
- (c) These Articles of Incorporation have been adopted and executed pursuant to the provisions of Chapter 15 of Title 10 of Alaska Statutes. This corporation may exercise any of the powers authorized by that chapter to be exercised by a cooperative.

ARTICLE V

POWERS: This corporation may exercise any and all powers presently or hereafter authorized by the "Alaska Cooperative Corporation Act." This includes, but is not limited to, the right to: purchase, hold, process, deliver, sell, and charge for gas and other utility services and provide other products and services necessary or incidental to its operations; sue and be sued; make contracts and incur liabilities; borrow money at such rates of interest and under such terms as the By-Laws may provide or the Board of Directors may determine; establish and maintain capital revolving funds, capital reserves, issue notes, bonds and other obligations, issue certificates of equity or indebtedness for credits in deferred patronage refunds or capital reserves, and secure any obligations by mortgage or pledge of all or any property or income.

ARTICLE VI

APPORTIONMENT AND DISTRIBUTION OF NET PROCEEDS OR SAVINGS OR NET LOSSES: The net proceeds or savings of this cooperative shall be apportioned, distributed and paid periodically to member and nonmember patrons alike at such times and in such reasonable manner as the By-Laws shall provide; except that the net proceeds or savings on patronage shall be apportioned and distributed in the ratio which each member or nonmember's patronage bears to the total volume of business of the cooperative during the period involved.

The net proceeds or net savings based on patronage shall, in total or in any part, be either transferred to deferred or revolving patronage accounts to be

used as operating capital by the cooperative or paid to patrons in cash as a patronage refund or dividend.

The By-Laws shall contain provisions for the apportionment and charging of net losses.

Noncumulative interest not to exceed eight percent (8%) per annum may be paid on deferred or revolving patronage accounts when, if, and as specified in the By-Laws.

ARTICLE VII

MEMBERSHIP AND VOTING: Membership shall be open to all Native residents of Barrow, Alaska, who are able and willing to use the gas or other products and services the corporation furnishes. Applicants shall be admitted to membership upon the payment of a Twenty-Five Dollar (\$25.00) membership fee, which is not refundable, and the meeting of such other conditions as may be further prescribed in the By-Laws or determined by the Board of Directors. Membership is not transferable. Each member shall have no more than one vote. Voting by proxy is prohibited, but voting by mail may be permitted on specific issues as provided in the By-Laws.

ARTICLE VIII

DISSOLUTION OR LIQUIDATION: Upon the dissolution of this corporation all debts and liabilities of the corporation shall first be paid according to their respective priorities. The liquidated value of any property or assets which remain after discharging the debts and liabilities of this corporation shall be distributed to the patrons of the firm. Holders of certificates of equity or indebtedness, or credits in any deferred or revolving patronage refunds or capital reserves, plus interest declared thereon and unpaid, shall then be paid the amount of their credits in said reserves. The remainder of such property shall be distributed among those who patronized this corporation during the five (5) years immediately preceding dissolution on the basis of their respective patronage as shown by the records of the corporation.

ARTICLE IX

BOARD OF DIRECTORS: This corporation shall be managed by a Board of Directors consisting of nine (9) members of the cooperative as prescribed in the By-Laws. Incorporating directors shall serve until their successors are duly elected and qualified as prescribed in the By-Laws.

ARTICLE X

AMENDMENTS: Amendments to these articles may be adopted under procedures conforming to the Alaska Cooperative Corporation Act, provided that during any time the corporation is indebted to the United States for a loan of revolving credit funds any amendment must have the approval of the Commissioner of Indian Affairs or his authorized representative before it shall be effective.

ARTICLE XI

INCORPORATORS: The names and addresses of the incorporating directors of this corporation are:

<u>Name</u>	<u>Office</u>	<u>P.O. Address</u>
Sam Taalak	President	Barrow, Alaska
Wyman Panigeo	Vice President	Barrow, Alaska
Bailey Aishanna	Secretary	Barrow, Alaska
Donald Nusunginya	Treasurer	Barrow, Alaska
Abe Stine	Director	Barrow, Alaska
Henry Panigeo	Director	Barrow, Alaska
Noah Itta	Director	Barrow, Alaska
Kenneth Toovak	Director	Barrow, Alaska
Alfred Hopson	Director	Barrow, Alaska
Lewis Sook	Direct.	Barrow, Alaska

In testimony whereof, we have hereunto set our hands and affixed our seals this 3rd day of June 1964.

Sam Taalak

Wyman Panigeo

Bailey Aishanna

Abe Stine

WITNESSETH:

Second Judicial District)
) ss.
State of Alaska)

The execution of the foregoing articles of incorporation was this day
duly acknowledged before me by Siv of the incorporating directors therein
named, for the purposes therein expressed.

Witness my hand and official seal this 3rd day of June 1964.

Maud O. Calvert
Notary Public
My commission expires May 18, 1966