

**ARTICLES OF INCORPORATION  
AND BYLAWS**

**ALASKA MUNICIPAL LEAGUE INVESTMENT POOL, INC.**

**ARTICLES OF INCORPORATION  
OF  
ALASKA MUNICIPAL LEAGUE INVESTMENT POOL, INC.**

The undersigned, acting as the incorporators under the provisions of the Alaska Nonprofit Corporations Act (AS 10.20), adopt the following Articles of Incorporation for the Corporation:

**ARTICLE I**

The name of this Corporation is ALASKA MUNICIPAL LEAGUE INVESTMENT POOL, INC.

**ARTICLE II**

The Corporation's duration will be perpetual.

**ARTICLE III**

The Corporation will have only one class of voting members consisting of public entities in Alaska defined as political subdivisions of the State of Alaska, including municipalities and their subdivisions, school districts and regional educational attendance areas. The manner of election or appointment and rights of members will be set forth in the Bylaws.

**ARTICLE IV**

The Corporation has been formed under the Alaska Nonprofit Corporations Act (AS 10.20) and the Alaska Investment Pool Act (AS 37.23.010-37.23.900) at the direction of the Alaska Municipal League as a service to its members and to other public entities. The purposes for which this Corporation is formed are investment of funds of members and such other purposes as are essential governmental services to members and as the members may approve by at least a two-thirds majority vote, all of which purposes must be permitted for nonprofit organizations whose members are public entities as set forth in Section 115 of the Internal Revenue Code of 1986, as amended.

**ARTICLE V**

The regulation of the internal affairs of the Corporation will be governed by the Bylaws of the Corporation and will be controlling in the governing of the Corporation.

**ARTICLE VI**

The address of the initial registered office for the Corporation will be Alaska Municipal League, 217 Second Street, Suite 200, Juneau, Alaska 99801. The name of the initial registered agent of the Corporation at that address will be Kent E. Swisher.

**ARTICLE VII**

The number of directors constituting the initial Board of Directors of the Corporation will be seven, and the Board of Directors may be expanded by at least a majority vote of the board as provided in the Bylaws of the Corporation; provided that the Board of Directors of the Alaska Municipal League will at all times have power to nominate, elect and otherwise appoint persons to a designated simple majority of the positions on the Board of Directors of the Corporation, and the members will at all times have power to nominate and elect persons to the other remaining designated positions on the Board of Directors of the Corporation.

The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Jerome Selby  
710 Mill Bay Road  
Kodiak, Alaska 99645

Ross Kinney  
144 North Binkley Street  
Soldotna, Alaska 99669

Ellen Braden  
632 W. 6th Avenue  
Anchorage, Alaska 99519

Willie Goodwin, Jr.  
3rd and Mission Streets  
Kotzebue, Alaska 99752

Judith A. Slajer  
809 Pioneer Road  
Fairbanks, Alaska 99701

Harold Ivanoff  
General Delivery  
Atkasuk, Alaska 99791

Kevin Ritchie  
155 S. Seward Street  
Juneau, Alaska 99801

These initial directors will serve until the first annual election of directors or until the organizational meeting of the Board of Directors of the Corporation, which ever occurs first.

The terms of office of directors may be staggered as provided in the Bylaws of the Corporation.

**ARTICLE VIII**

The names and addresses of the incorporators of the Corporation are as follows:

Willie Goodwin, Jr.  
3rd and Mission Streets  
Kotzebue, Alaska 99752

Jerome Selby  
710 Mill Bay Road  
Kodiak, Alaska 99645

Rosalee T. Walker  
1220 Glacier Ave., No. 208  
Juneau, Alaska 99801

**ARTICLE IX**

Upon the winding up and dissolution of the Corporation and disbursement of member accounts to the corresponding members of the Corporation, and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets will be distributed to those public entities who had been members at some time during the three-year period preceding the dissolution date established by the Board of Directors, in proportion to their respective contributions to the Corporation during the three-year period immediately preceding the dissolution date. In the event that any one or more of the public entities is unwilling or unable to accept such a distribution, the portion that would have gone to those Public Entities will be distributed pro rata to the members that remain at the time of dissolution of the Corporation.

**ARTICLE X**

The power to adopt, alter, amend or repeal the Bylaws is vested exclusively in the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators of the Corporation have hereunto set their hands this \_\_\_\_ day of \_\_\_\_\_, 1992.

Jerome H. Selby  
Jerome Selby  
Incorporator

STATE OF ALASKA )  
 ) ss.  
THIRD JUDICIAL DISTRICT )

BEFORE ME, the undersigned authority, personally appeared Jerome Selby, who, first by me being duly sworn, deposes and states that he is an incorporator in the foregoing ARTICLES OF INCORPORATION; that he has read the above and foregoing ARTICLES OF INCORPORATION and knows the contents therein; and that each and all of said facts and matters are true and correct to the best of his information and belief.

\_\_\_\_\_, 1992. SUBSCRIBED AND SWORN to before me this 17<sup>th</sup> day of July .

A. Buecht  
Notary Public in and for Alaska  
My Commission Expires: 9/24/95

Willie Goodwin, Jr.  
Willie Goodwin, Jr.  
Incorporator

STATE OF ALASKA )  
 ) ss.  
SECOND JUDICIAL DISTRICT )  
7<sup>th</sup> AD

BEFORE ME, the undersigned authority, personally appeared Willie Goodwin, Jr., who, first by me being duly sworn, deposes and states that he is an incorporator in the foregoing ARTICLES OF INCORPORATION; that he has read the above and foregoing ARTICLES OF INCORPORATION and knows the contents therein; and that each and all of said facts and matters are true and correct to the best of his information and belief.

\_\_\_\_\_, 1992. SUBSCRIBED AND SWORN to before me this 18<sup>th</sup> day of July .

Loren Ferguson  
Notary Public in and for Alaska  
My Commission Expires: 1-20-95

Rosalee T. Walker  
Rosalee T. Walker  
Incorporator

STATE OF ALASKA )  
 ) ss.  
FIRST JUDICIAL DISTRICT )

BEFORE ME, the undersigned authority, personally appeared Rosalee T. Walker, who, first by me being duly sworn, deposes and states that she is an incorporator in the foregoing ARTICLES OF INCORPORATION; that she has read the above and foregoing ARTICLES OF INCORPORATION and knows the contents therein; and that each and all of said facts and matters are true and correct to the best of her information and belief.

\_\_\_\_\_, 1992. SUBSCRIBED AND SWORN to before me this 27 day of July .

Patricia A. Pille  
Notary Public in and for Alaska  
My Commission Expires: 07-08-92