

ALASKA TRAVEL INDUSTRY ASSOCIATION, INCORPORATED

ARTICLES OF INCORPORATION

The undersigned persons, acting as incorporators of a corporation under the provision of the Alaska Nonprofit Corporation Act, as amended from time to time, being referred to herein as the "Act," adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be the Alaska Travel Industry Association, Incorporated (the "Association").

ARTICLE II DURATION

The duration of the Association shall be perpetual.

ARTICLE III PURPOSE

The objectives, powers and purposes for which the Association is formed are as follows:

Section 1: To do any or all of the following on a nonprofit basis for its members:

- a. To promote and facilitate nonresident travel to and throughout the State of Alaska.
- b. To provide a broad based association of individuals and companies with an interest in the visitor industry in Alaska.
- c. To encourage the increase and improvement of visitor facilities, services and attractions throughout Alaska.
- d. To plan and execute a statewide marketing campaign promoting Alaska as a visitor destination. To increase the awareness of the economic importance of the visitor industry.
- e. To develop and implement programs, beneficial to the travel supplier and consumer, which no other single industry component or organization would be expected to carry out on its own.
- f. To initiate and cooperate with local, state and federal entities in developing and implementing programs, policies and legislation that are responsive to the needs of the industry, and to intervene in

those issues and initiatives that would directly affect the facilitation and promotion of travel and within Alaska.

- g. To work cooperatively with the State on tourism development and long-range planning.
- h. To seek, receive, and maintain funds, property and services and to apply them, or the income thereof, to the above stated purposes; and to carry on, encourage, and aid the activities in furtherance of the above stated purposes.
- i. To do everything and anything reasonably necessary, proper, advisable, or convenient for the accomplishment of the purposes above set forth, and to so do all other things incidental to them or connected with them that are not forbidden by the Act, by other law, or by these Articles of Incorporation, but not to exceed, contravene, or conflict with those permissible purposes for which the Association may qualify as exempt under Section 501(c)(6) of the Internal Revenue Code, as amended.

Section 2: Notwithstanding any other provisions of these Articles of Incorporation, the Association shall not conduct or carry on any activities in connection with the foregoing purposes and objectives which are prohibitive to a corporation which is exempt under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended. The Association is a business association not organized for profit and none of the net earnings of which inures to the benefit of any private shareholder or individual.

ARTICLE IV MEMBERS, POWERS, DISSOLUTION

Section 1. The Members of this Association may be composed of all persons, corporations, partnerships, limited liability companies, or associations who pay the annual dues prescribed by the Bylaws or set by the Board of Directors.

Section 2. The Association shall have the following powers in addition to powers expressly or implicitly conferred by law:

- a. To make and enforce rules and regulations as set forth in the Bylaws and to govern itself on a state and industry wide basis;
- b. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange lease, transfer, judicial order or decree or otherwise for any of its objects and purposes any property both real and personal, of whatever kind, nature or description, and wherever situated;
- c. To own, sell and purchase assets both real and personal; to borrow funds and execute such financial transactions and/or contractual agreements that may be necessary;
- d. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Association;
- e. The Association, through its Board of Directors or their designated representatives, shall have responsibility to analyze, compile and disseminate information on international, federal, state or local laws, regulations and public issues of interest to the visitor industry and to determine and make known the views of the Alaska visitor industry relative to such matters.

Section 3. In the event of the dissolution of the Association, the assets of the Association shall be distributed in conformity with the provision of AS 10.20.295, as amended, exclusively to an Alaskan governmental agency and/or a non-profit organization and/or a charitable religious, scientific, literary or educational organization which would then qualify under the provisions of Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist, or as amended. No disposal of any assets shall be made by any court to any person or organization not so qualified as exempt under the federal law specified in this section.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The registered agent for the Association is Hartig, Rhodes, Norman, Mahoney & Edwards, P.C., whose address is 717 K Street, Anchorage, Alaska 99501.

**ARTICLE VI
BOARD OF DIRECTORS, ANNUAL MEETING**

Section 1. The number of Directors of the Association shall be as set forth in the Bylaws of the Association.

Section 2. The initial Board of Directors shall consist of the seventeen Directors listed below, plus additional appointed Directors as provided for in the Bylaws of the Association. The names, addresses and expiration of terms, who are to serve as Directors until the first annual meeting of the members, or until his or her successor is elected and qualified, are as follows:

Ken Dole Waterfall Resort/Seaborne Aviation, P. O. Box 6440, Ketchikan, AK 99901	October 2002
Robert Englebrecht NorthStar Trekking P. O. Box 32540, Juneau, Ak 99803	October 2001
Dale Anderson Admiralty Tours 9040 Glacier Hwy., Juneau, AK 99801	October 2000
Thomas Tougas Kenai Fjords Tours P. O. Box 1889, Seward, Ak 99664	October 2002
Chris Von Imhof Alyeska Resort P. O. Box 249, Girdwood, Ak 99587	October 2001
Susan Springer Herring Bay Mercantile P. O. Box 257, Seldovia, Ak 99663	October 2000
Justin Ripley Alaska Tour and Travel P. O. Box 221011, Anchorage, Ak 99522	October 2002
Frank Rose Alaska Lodging Management P. O. Box 72478, Fairbanks, Ak 99707	October 2000
Johne Binkley Alaska Riverboat Discovery/El Dorado Gold Mine 1975 Discovery Drive, Fairbanks, AK 997909	October 2001

Brett Carlson Northern Alaska Tour Company P. O. Box 82991, Fairbanks, AK 99708	October 2002
Pam Foreman Kodiak Island CVB 100 Marine Way, Kodiak, AK 99615	October 2001
Kirk Hoessle Alaska Wildland Adventures P. O. Box 389, Girdwood, AK 99587	October 2002
Robert Dindinger Alaska Travel Adventure 9085 Glacier Highway, #301, Juneau, AK 99801	October 2001
Ann Campbell Aurora Consulting 6326 Chevigny St., #8, Anchorage, AK 99502	October 2000
Gary Odle Alaska Highway Cruises 18384 Redmond Way, Redmond, WA 98052	October 2002
Brad Walker Alaska Airlines P. O. Box 68900, Seattle, WA 98168	October 2001
Bill Pedlar Holland America Line-Westours 300 Elliott Avenue West, Seattle, WA 98119	October 2000

Section 3. The annual meeting of the Members of the Association shall be held as prescribed in the Bylaws and the date, hour and place set by the Board of Directors.

Section 4. The affairs of the Association may, in addition, be vested by the Board of Directors in such officers, committees and paid staff as the Board of Directors may appoint or hire in conformity with these Articles and the corporation Bylaws.

ARTICLE VII AMENDMENTS

These Articles of Incorporation may be altered or amended at any regular or at any special meeting of the Members of the Association called for that purpose, by a vote of a majority of the Members present and in attendance at the meeting, PROVIDED THAT notice shall be mailed to each member at the last address of record, at least thirty (30) days prior to the meeting, stating an amendment at the regular or special meeting is proposed, and further stating the general nature of such amendment.

**ARTICLE VIII
DIRECTOR LIABILITY**

No Director of the Association shall be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as Director, provided, however, that this Article shall not eliminate or limit the liability of a Director for (a) actions or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; and (b) any transaction from which the Director derived an improper personal benefit. Directors of the Association are also immune from civil liability for acts or omissions done in good faith within the scope of their authority. For the purposes of this Article, the term "Director" includes a trustee or a person who sits on the Board of the Association in an advisory or ex official capacity. The private property of the incorporators, Directors, advisors, officers, employees, and agents of this Association shall forever be exempt from the debts and liabilities of the Association.

IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation as of the 1st day of November, 1999.

Signed by three witnesses