

Alaska Entity #10297958

State of Alaska
Department of Commerce, Community, and Economic Development
Corporations, Business, and Professional Licensing

Certificate of Incorporation

The undersigned, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that a duly signed and verified filing pursuant to the provisions of Alaska Statutes has been received in this office and has been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community, and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

CHUGACH ELECTRIC ASSOCIATION CHARITABLE FOUNDATION



IN TESTIMONY WHEREOF, I execute the certificate and affix the Great Seal of the State of Alaska effective **December 24, 2024**.

A handwritten signature in black ink, appearing to read "Julie Sande".

Julie Sande
Commissioner



cc 50

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**NONPROFIT
ARTICLES OF INCORPORATION
OF**

CHUGACH ELECTRIC ASSOCIATION CHARITABLE FOUNDATION

The undersigned incorporators, each being a natural person over the age of 19 years, adopt the following Articles of Incorporation for the purpose of forming a nonprofit corporation under the Alaska Nonprofit Corporation Act.

ARTICLE I

The name of the corporation is CHUGACH ELECTRIC ASSOCIATION CHARITABLE FOUNDATION.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The corporation shall have the power to do all lawful acts necessary to carry out its purpose consistent with the provisions of the Alaska Nonprofit Corporation Act and Code Section 501(c)(3). The six-digit NAICS industry grouping code which most clearly describes the initial activities of the corporation is 813211 (Grantmaking Foundations).

ARTICLE IV

The corporation will have members. The sole member shall be CHUGACH ELECTRIC ASSOCIATION, INC., an Alaska nonprofit electric cooperative corporation, for so long as it is in existence.

ARTICLE V

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Code Section 501(c)(3) and (b) by a corporation, contributions to which are deductible under Code Sections 170(c)(2), 2055(a)(2) and 2522(a)(2). No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in



(including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI

During any time that the corporation is classified as a "private foundation" as defined in Code Section 509, the corporation:

- (a) shall not engage in any act of self-dealing as defined in Code Section 4941(d);
- (b) shall distribute its income and, when necessary, amounts from principal at such time and in such manner as not to subject the corporation to the taxes on failure to distribute income imposed by Code Section 4942;
- (c) shall not retain any excess business holdings as defined in Code Section 4943(c);
- (d) shall not make any investments in such manner as to subject the corporation to the taxes on investments which jeopardize charitable purpose imposed by Code Section 4944; and
- (e) shall not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE VII

Upon dissolution or final liquidation of the corporation, after the payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organization or organizations as are then-described in Code Sections 501(c)(3) or 170(c)(2) as the board of directors shall determine.

ARTICLE VIII

The names and addresses of the initial directors of the corporation are:

Susanne Fleek-Green
5601 Electron Dr.
Anchorage, AK 99518

Jim Nordlund
5601 Electron Dr.
Anchorage, AK 99518

Dan Rogers
5601 Electron Dr.
Anchorage, AK 99518

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The incorporators have obtained the consent of all directors named to serve. All directors of the corporation other than the initial directors shall be elected at the time, in the manner and for the terms to be set forth in the corporation's bylaws.

ARTICLE IX

No director shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director for any act or omission for which such elimination of liability is not permitted under the Alaska Nonprofit Corporation Act. No amendment to the Alaska Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.

ARTICLE X

The corporation shall indemnify to the fullest extent permitted by the Alaska Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents, and fiduciaries that may be allowable under any statute, bylaw, agreement, general or specific action of the board of directors, vote of the members or other document or arrangement.

ARTICLE XI

All references in these Articles of Incorporation to sections of the Code or the Alaska Nonprofit Corporation Act shall be deemed to refer also to the corresponding provisions of any future federal tax or Alaska nonprofit corporation laws.

ARTICLE XII

The mailing address of the corporation's registered office and the name of its registered agent at that location are:

Arthur W. Miller
5601 Electron Dr.
Anchorage, AK 99518

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ARTICLE XIII

The names and addresses of the incorporators are:

Matthew Clarkson
5601 Electron Dr.
Anchorage, AK 99518

Arthur W. Miller
5601 Electron Dr.
Anchorage, AK 99518

Sherri L. Highers
5601 Electron Dr.
Anchorage, AK 99518

Allan Rudeck
5601 Electron Dr.
Anchorage, AK 99518

ARTICLE XIV

The principal place of business of the corporation is:

Chugach Electric Association Charitable Foundation
5601 Electron Dr.
Anchorage, AK 99518

The incorporators affirm that they have read the foregoing document and believe all statements made herein to be true.

DATED: 12/20/2024

Matthew Clarkson
Matthew Clarkson, Incorporator

DATED: 12/23/2024

Sherri L. Highers
Sherri L. Highers, Incorporator

DATED: 12/20/2024

Arthur W. Miller
Arthur W. Miller, Incorporator

DATED: 12/20/2024

Allan Rudeck
Allan Rudeck, Incorporator