

IF YOU DESIRE ADVICE IN COMPLETING YOUR ARTICLES OF INCORPORATION, WE ADVISE THAT YOU SEEK PRIVATE LEGAL COUNSEL.

The enclosed forms set out the MINIMUM statutory requirements for Articles of Incorporation.

Articles of Incorporation may contain optional provisions explained under Optional Provisions in the instruction sheet.

**INFORMATION AND INSTRUCTIONS TO FILE ARTICLES OF INCORPORATION
UNDER THE ALASKA CORPORATIONS CODE**

One or more natural persons at least 18 years of age may act as incorporators of a corporation by signing, verifying, and delivering to the Corporations Section an original and an exact copy of the Articles of Incorporation. The submitted documents must be dark, legible print and on paper which is no larger than 8-¹/₂ by 11 inches. "Computer printed material is not acceptable." The articles should contain a statement that they are being filed under the provisions of the Alaska Corporations Code (Alaska Statute (AS) 10.06).

ARTICLES OF INCORPORATION

Effective July 1, 1989, AS 10.06.208 provides that the following shall be included in the Articles of Incorporation:


1. the name of the corporation;

(The name must contain "Corporation," "Company," "Incorporated," "Limited," or an abbreviation of these words.)
2. the purpose for which the corporation is organized may be stated as any lawful business allowed by the Alaska Corporations Code, and/or a more specific purpose. In addition, the Standard Industrial Code(s) (SIC) which most closely describes the business activities of the corporation must be stated. The SIC may be determined from the attached Standard Industrial Classification Code listing;
3. if the corporation is authorized to issue only one class of shares, the total number of shares that the corporation is authorized to issue;
4. If the corporation is authorized to issue more than one class of shares, or if a class of shares is to have two or more series,
 - (A) the total number of shares of each class the corporation is authorized to issue, and the total number of shares of each series that the corporation is authorized to issue or of which the board is authorized to fix the number of shares;
 - (B) the designation of each class, the designation of each series or that the board may determine the

designation of any series;

- (C) the rights, preferences, privileges, and restrictions granted to or imposed on the respective classes or series of shares or the holders of the shares, or that the board, within any limits and restrictions stated, may determine or alter the rights, preferences, privileges, and restrictions granted to or imposed on a wholly unissued class of shares or a wholly unissued series of any class of shares, and
 - (D) if the number of shares of a series is authorized to be fixed by the board, the articles of incorporation may also authorize the board, within the limits and restrictions stated in the articles or stated in a resolution of the board originally fixing the number of shares constituting a series, to increase or decrease, but not below the number of shares of the series then outstanding, the number of shares of a series are decreased, the shares constituting the decrease shall resume the status they had before the adoption of the resolution originally fixing the number of shares of the series.
- 5. The physical address of its initial registered office and the name of its initial registered agent (a mailing address must also be given if different from the physical address);
 - 6. The name and address of each alien affiliate or a statement that there are no alien affiliates (see Definitions).

FILING FEE: The filing fee for Articles of Incorporation is \$250.00.

 **The Articles of Incorporation, statement of SIC code, filing fee, and biennial corporation**

**Corporations Section
P.O. Box 110808
Juneau, Alaska 99811-0808
Telephone: (907) 465-2530**

PLEASE ALLOW A MINIMUM OF TWO WEEKS FOR PROCESSING.

The date of incorporation will be the date the documents are received in this office in statutory compliance, unless a future date is requested.

If the documents are not in statutory compliance, they will be returned for correction. A \$5.00 reprocessing fee is due when the documents are resubmitted for filing.

Alaska Corporation Net Income Tax

Every corporation earning gross income from sources within the state, except for those corporations that are specifically exempted, must file a corporation net income tax return. A corporation may elect to file a consolidated Alaska return with its affiliates. The return must be filed and full payment must be made on or before the 15th day of the third month following the close of the tax year.

Form 04-611 is the prescribed form on which the Alaska Corporation Net Income Tax is to be reported for most corporations. However, those corporations engaged in oil and gas production or pipeline transportation must use Form 04-650. The forms may be obtained by contacting the **Alaska Department of Revenue, Audit Division, P.O. Box SA, Juneau, Alaska 99811-0400, Telephone (907) 465-2372.**

OPTIONAL PROVISIONS

Alaska Statute 10.06.219 provides that the articles of incorporation may contain the following optional provisions:

- (1) any of the following provisions that are not effective unless expressly provided in the articles:
 - (A) a provision granting, with or without limitations the power to levy assessments upon the shares or class of shares;
 - (B) a provision removing from shareholders preemptive rights to subscribe to any or all issues of shares or securities;
 - (C) special qualifications of persons who may be shareholders;
 - (D) a provision limiting the duration of the corporation's existence to a specified date;
 - (E) a provision restricting or eliminating the power of the board or of the outstanding shares to adopt, amend, or repeal provisions of the bylaws as provided in AS 10.06.228;
 - (F) a provision requiring, for any corporate action except as provided in AS 10.06.460 and AS 10.06.605, the vote of a larger proportion or of all of the shares of a class or series, or the vote or quorum for taking action of a larger proportion or of all the directors, than is otherwise required by this chapter;
 - (G) a provision limiting or restricting the business in which the corporation may engage or the powers that the corporation may exercise or both;
 - (H) a provision conferring upon the holder of an evidence of indebtedness, issued or to be issued by the corporation, the right to vote in the election of directors and on any other matter on which shareholders may vote;
 - (I) a provision conferring on shareholders the right to determine the consideration for which shares shall be issued;
 - (J) a provision requiring the approval of the shareholders or the approval of the outstanding shares for a corporate action, even though not otherwise required by this chapter;
 - (K) a provision that one or more classes or series of shares are redeemable as provided in AS 10.06.325;
 - (L) a provision that confers or imposes the powers, duties, privileges, and liabilities of directors upon delegates under AS 10.06.450;
- (2) reasonable restrictions upon the right to transfer or hypothecate shares of a class or series, but a restriction is not binding on shares issued before the adoption of the restriction unless the holders of those shares voted in favor of the restriction;
- (3) the names and addresses of the persons appointed to act as initial directors;
- (4) any other provision not in conflict with this chapter for the management of the business and for the conduct of the affairs of the corporation, including any provision that is required or permitted by this chapter to be stated in the bylaws;
- (5) statutes contain additional options other than those mentioned in AS 10.06.210.

DEFINITIONS

“ALIEN” means

- (A) an individual who is not a citizen or national of the United States, or who is not lawfully admitted to the United States for permanent residence, or paroled into the United States under the Immigration and Nationality Act (8 U.S.C. 1101 - 1525, as amended);
- (B) a person, other than an individual, that was not created or organized under the laws of the United States or of a state, or whose principal place of business is not located in any state; or
- (C) a person, other than an individual, that was created or organized under the laws of the United States or of a state, or whose principal place of business is located in a state, and that is controlled by a person described in (A) or (B) of this paragraph.

“VERIFIED” means that a document has been certified to be true as provided in AS 09.03.040, which is set out below:

_____ says an oath or affirms that he (or she) has read the foregoing document and believe all statements made in the document are true.

SUBSCRIBED AND SWORN before me this _____ day of _____, 19_

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SEAL

Notary Public

My Commission Expires:_____

SUBSCRIBED AND SWORN to or affirmed before me at _____

on _____.

(Please do not write in this space - for Department Use)

FILING DATE:

**ARTICLES OF INCORPORATION
(Domestic Business Corporation)**

The undersigned natural person(s) of the age of 18 years or more, acting as incorporator(s) of a corporation under the Alaska Corporations Code (AS 10.06) adopt the following Articles of Incorporation:

PLEASE TYPE OR PRINT CLEARLY IN BLACK INK

ARTICLE I (See Number 1 of Instructions)

The name of the corporation is:

ARTICLE II (See Number 2 of Instructions)

The corporation is organized for the purpose of:

ARTICLE III (See Numbers 3 and 4 of Instructions)

The aggregate number of shares which the corporation shall have authority to issue is:

NO. OF SHARES	CLASS	SERIES	PAR VALUE (Optional)
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NO. OF SHARES	CLASS	SERIES	PAR VALUE (Optional)
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NO. OF SHARES	CLASS	SERIES	PAR VALUE (Optional)
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ARTICLE IV (See Number 5 of Instructions)

- 1. The name of the registered agent (only one registered agent may be given):**

- 2. The physical (street) address of the registered agent's office:**

No. and Street:_____

City:_____, Alaska Zip Code:_____

- 3. Mailing (P.O. Box) address of the registered agent's office. If physical and mailing addresses are the same, please state "N/A."**

P.O. Box_____

City:_____, Alaska Zip Code:_____

ARTICLE V (See Number 6 of Instructions)

The name and address of each alien affiliate is: (If none, please indicate "N/A.")

Name:

Complete Resident or Business Address:

Attach additional pages for continuation of previous article and/or additional articles.
Please indicate which article you are continuing and/or insert any desired additional provisions authorized by the code by adding additional articles here (see optional provisions in the instructions).

The PRINTED name and SIGNATURE of each incorporator:

Signed by the incorporator or incorporators this _____ day of _____, 19_____.

Name	Complete Resident or Business Address: (Optional)
_____	_____
_____	_____
_____	_____
_____	_____

THE SIGNATURE OF EACH INCORPORATOR MUST BE NOTARIZED.

_____ says on oath or affirms that he has read the foregoing (or attached) document and believes all statements made in the document are true.

SUBSCRIBED AND SWORN before me this _____ day of _____, 19_

Seal

Notary Public

My Commission Expires:_____

STATEMENT OF STANDARD INDUSTRIAL CODE (SIC)

The SIC which most clearly describe the initial activities of the corporation are:

Primary:_____ Secondary:_____ Other:_____

BUSINESS CLASSIFICATION CODES

AGRICULTURE, FORESTRY & FISHING

- 0100 Agricultural Production - Crops
- 0200 Agriculture Production - Livestock
- 0700 Agricultural Services (Inc. Animal, Livestock & Landscape Services)
- 0800 Forestry
- 0900 Fishing, Hunting & Trapping

MINING

- 1000 Metal Mining
- 1200 Coal Mining
- 1300 Oil & Gas Extraction
- 1400 Mining and Quarrying of Nonmetallic Minerals, except Fuels

CONSTRUCTION

- 1500 General Building Contractors
- 1600 Heavy Construction other than Building Construction Contractor
- 1700 Special Trade Construction Contractors
- 1800 Construction Exempt from Contractor Licensing

MANUFACTURING

- 2000 Food & Kindred Products
- 2100 Tobacco Manufacturers
- 2200 Textile Mill Products
- 2300 Apparel & Other Textile Products
- 2400 Lumber & Wood Products, except Furniture
- 2500 Furniture & Fixtures
- 2600 Paper & Allied Products
- 2700 Printing & Publishing and Allied Industries
- 2800 Chemicals & Allied Products
- 2900 Petroleum Refining and Related Industries
- 3000 Rubber & Misc. Plastic Products
- 3100 Leather & Leather Products
- 3200 Stone, Clay, Glass & Concrete Products
- 3300 Primary Metal Industries
- 3400 Fabricated Metal Products except Machinery and Transportation Equipment
- 3500 Industrial/Commercial Machinery & Computer Equipment
- 3600 Electronic & Other Electrical Equipment & Components except Computer Equipment
- 3700 Transportation Equipment
- 3800 Measuring, Analyzing & Controlling Instruments, Photographic, Medical & Optical Goods; Watches & Clocks
- 3900 Misc. Manufacturing Industries

TRANSPORTATION & PUBLIC UTILITIES

- 4000 Railroad Transportation
- 4100 Local & Suburban Transit & Interurban Highway Passenger Transportation
- 4200 Motor Freight Transportation & Warehousing
- 4300 U.S. Postal Service
- 4400 Water Transportation
- 4500 Air Transportation
- 4600 Pipelines, Except Natural Gas
- 4700 Transportation Services
- 4800 Communication

- 4900 Electric, Gas & Sanitary Services

WHOLESALE TRADE

- 5000 Wholesale Trade - Durable Goods
- 5100 Wholesale Trade - Nondurable Goods

RETAIL TRADE

- 5200 Building Materials, Hardware, Garden Supply & Mobile Home Dealers
- 5300 General Merchandise Stores
- 5400 Food Stores
- 5500 Automotive Dealers & Gasoline Service Stations
- 5600 Apparel & Accessory Stores
- 5700 Home Furniture, Furnishing & Equipment Stores
- 5800 Eating & Drinking Places
- 5900 Miscellaneous Retail

FINANCE, INSURANCE & REAL ESTATE

- 6000 Depository Institutions
- 6100 Nondepository Credit Institutions
- 6200 Security & Commodity Brokers, Dealers Exchanges & Services
- 6300 Insurance Carriers
- 6400 Insurance Agents, Brokers, and Service
- 6500 Real Estate
- 6700 Holding & Others Investment Offices

SERVICES

- 7000 Hotels, Rooming Houses, Camps & Other Lodging Places
- 7200 Personal Services
- 7300 Business Services
- 7500 Auto Repair Services & Parking
- 7600 Misc. Repair Services
- 7800 Motion Pictures
- 7900 Amusement & Recreation Services
- 8000 Health Services
- 8100 Legal Services
- 8200 Educational Services
- 8300 Social Services
- 8400 Museums, Art Galleries & Botanical & Zoological Gardens
- 8600 Membership Organizations
- 8700 Engineering, Accounting, Research, Management & Related Services
- 8800 Private Households (Domestic Services)
- 8999 Misc. Services, not elsewhere classified (Artists, Writers)