

MAR 04 2004

ARTICLES OF INCORPORATION  
FOR  
ALASKA CORRECTIONAL OFFICERS' ASSOCIATION, INC.

Department of Community  
and Economic Development

In compliance with the requirements of Alaska 10.20, the undersigned, all of whom are residents of Alaska and all of whom are at least nineteen years of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I  
CORPORATE NAME

The name of the corporation is ALASKA CORRECTIONAL OFFICERS' ASSOCIATION, INC.

ARTICLE II  
PRINCIPAL OFFICE

The principal office of Alaska Correctional Officers' Association, Inc., is located at 3900 Arctic Blvd., Suite 101, Anchorage, AK 99503.

ARTICLE III  
REGISTERED AGENT

Terry P. Draeger, whose address is 3900 Arctic Blvd., Suite 101, Anchorage, AK 99503, is hereby appointed the initial registered agent of Alaska Correctional Officers' Association, Inc., with said address being the corporation's registered office.

ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION

This corporation does not contemplate pecuniary gain or profit to the board of Directors, officers, or private individuals thereof. Said corporation is organized exclusively for the promotion of persons involved in the actions of being correctional officers. The objective of the labor organization shall be for the betterment of the conditions for those engaged in such pursuits including the development of a higher degree of efficiency in their occupations and to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Alaska by law may now, or hereafter, have or exercise despite any provision herein. The corporation shall not engage in any activities that are not allowed to be carried on by a Code Section 501(c)(5) organization.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(5) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE V  
MEMBERSHIP**

**Section 1 – Voting Membership**

Any member in good standing who is currently employed in a classification covered by a Collective Bargaining Agreement of the corporation shall be eligible for corporation voting membership if that individual: (1) is current in his/her payment of periodic dues; and, (2) has paid all initiation fees required by the board.

**Section 2 – Privileges of Membership**

Any person who satisfies the requirements of Section 1 of this article shall be entitled to enjoy the rights, privileges, benefits, and opportunities of the corporation, including, but not limited to, being a candidate for office, voting for candidates for office, corporate board members, and ratification of collective bargaining agreements.

**Section 3 – District Chapters**

There are currently thirteen (13) district chapters of the corporation. The district chapters currently existing are as follows:

<u>District No.</u>	<u>Facility</u>	<u>District No.</u>	<u>Facility</u>
1	YKCC	8	Lemon Creek CC
2	Fairbanks CC	9	Ketchikan CC
3	Palmer CC	10	Mat-Su Pre-Trial
4	Hiland Mtn CC	11	Anvil Mtn CC
5	Anchorage Jail Complex West	12	Anchorage Jail Complex East, Transportation Academy
6	Spring Creek CC	13	Pt MacKenzie Project
7	Wildwood CC/Pre-Trial		

The board of directors shall have the power to create such additional district chapters of the Alaska Correctional Officers' Association, Inc., as the board may deem proper.

**Section 4 – Termination of Membership**

Membership may be terminated in the following manner:

(a) **Resignation:** No member may resign and continue in employment status with the State of Alaska in a classification contained in the Collective Bargaining Agreement of the

corporation unless that member has satisfied the requirements necessary to achieve agency fee payor status.

(b) Termination of Employment/Bargaining Unit Transfer: A member who is terminated or transferred to a position outside the bargaining unit shall automatically be removed from active membership provided the transfer is expected to exceed thirty (30) calendar days in duration.

(c) Termination of Voting Membership: Voting membership shall terminate immediately upon termination of active membership, or upon a member's assuming agency fee payor status.

## ARTICLE VI DISSOLUTION

The corporation may be dissolved with the assent given in writing and signed by unanimous consent of all members of the Board of Directors. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the district in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VII DURATION

The corporation shall exist perpetually.

## ARTICLE VIII DIRECTORS

The number of the directors shall not be less than three (3). There shall be at least three (3) directors or more, the exact number to be fixed from time-to-time by the corporation's bylaws.

The names and addresses of the initial directors who shall serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified are as follows:

1. Danny Colang, 4423 Wood River Drive, Fairbanks AK 99709-3402
2. Vince Polk, PO Box 2181, Bethel, AK 99559-2181
3. Willard Simmons, 3909 Blessing Avenue, North Pole, AK 99705-6536
4. Dan Nowak, 3601 W 41<sup>st</sup> Ave., #A, Anchorage AK 99517-2706
5. John Mapes, HC03, Box 9577, Palmer AK 99645-9507
6. Frank McCarter, 23046 Live Alder Avenue, Chugiak AK 99567-5433
7. Larry DeBoard, PO Box 1385, Seward AK 99664-1385
8. Curtis Brown, PO Box 1643, Soldotna, AK 99669-1643
9. Pat Workman, 8477 Thunder Mountain Rd., Juneau, AK 99801

10. Carl Thompson, 2676 Forss Avenue, Ketchikan AK 99901
11. Dale Crenshaw, 2860 Bröckton Avenue, Wasilla, AK 99654-2227
12. Larry Rendon, PO Box 1641, Nome, AK 99654-2227
13. Jesse Self, 1030 Bentree Circle, Anchorage Ak 99504-1700
14. Ned Entwisle, 7411 W Indigo, Wasilla AK 99654

**ARTICLE IX  
INCORPORATORS**

The names and addresses of the incorporators are as follows:

1. Larry Rendon, PO Box 1641, Nome AK 99762
2. John Mapes, HC03, Box 9577, Palmer AK 99645
3. Jesse Self, 1030 Bentree Circle, Anchorage Ak 99504-1700

**ARTICLE X  
BREACH OF FIDUCIARY DUTY**

Individual directors of the Board shall not be personally liable to the corporation for monetary damages for a breach of fiduciary duty as a director except that said limit on liability shall not apply to:

- (1) a breach of a director's duty of loyalty to the corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or,
- (3) a transaction from which the director derives an improper personal benefit.

**ARTICLE X  
ALIEN AFFILIATION**

The corporation shall not have an affiliate who is a non-resident alien or a corporation whose place of incorporation is outside the United States of America.

**ARTICLE XI  
AMENDMENTS**

Amendment of these Articles requires a two-thirds (2/3) vote of the entire membership or a two-thirds (2/3) vote of the board of directors.

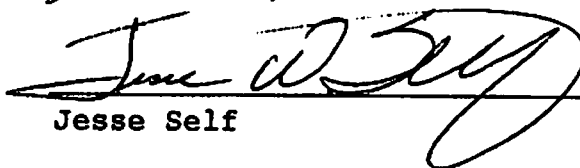
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Alaska, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this \_\_\_\_\_ day of February, 2004.



Larry Rendon



John Mapes



Jesse Self