

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF THE
ALASKA GEOLOGICAL SOCIETY, INC.**

We, the undersigned, desiring to form a nonprofit corporation pursuant to the Alaska Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

Name:

The name of this corporation (hereinafter called the "Corporation") is:
The Alaska Geological Society

ARTICLE II.

Duration:

The period of its duration shall be perpetual.

ARTICLE III.

Purposes:

The purposes for which the Corporation is organized are:

- A. To unite in a common organization those engaged or interested in the professions of geology and related earth sciences in the state of Alaska.
- B. To promote interest in and understanding of geology and the related earth sciences.
- C. To formulate and maintain ethical standards for the guidance of its members in their relations with each other and with the public.
- D. To recommend and promote modes and standards of operation in scientific practices consistent with the mutual interests of the Corporation's members.

The Society is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE IV.

Scope of Activity:

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized; and to assist or aid other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the Section 501(c)(3) of the Internal Revenue Code and the Regulations issued thereunder as the same now exist or as they may be hereafter amended from time to time.

ARTICLE V.

Profit-making activities precluded:

Nothing herein contained shall be deemed to authorize the Corporation to engage in any activity or activities which will serve to facilitate the transaction of specific business by its members, or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind normally carried on for profit.

ARTICLE VI.

Distribution on the Dissolution or Liquidation:

The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or individual. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within those set forth in Article III of these Articles of Incorporation and within the intent of Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

The Alaska Geological Society is a nonprofit organization. Upon dissolution of the Society, 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 disposed of shall be disposed of by the Court of Common Pleas of the county, borough, or municipality in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes. It is recognized that no member of the Society shall have any right or interest in or to the property or assets of the Society.

ARTICLE VII.

Place of Operation:

The operations of the Corporation are to be conducted principally within the state of Alaska.

ARTICLE VIII.

Registered office and Registered Agent:

The registered office of this Corporation shall be 4200 University Drive, Anchorage, Alaska, 99508; and the registered agent at such address shall be Susan M. Karl.

ARTICLE IX.

The names and addresses of the initial Directors, until the first annual meeting of the Corporation are as follows:

John H. McKeever	2408 Telequana Drive, Anchorage
Thomas Wilson	1519 Hidden Lane, Anchorage
Thomas P. Miller	4962 Barat Circle, Anchorage
Margaret I. Irwin	426 11 th Avenue, Anchorage
Fred D. Spindle	2116 Belair Drive, Anchorage
Marvin D. Mangus	1045 East 27 th Avenue, Anchorage
Rodney A. Smith	3818 Wesleyan Drive, Anchorage
Jean Paul Chauvel	4612 Shelikof, Anchorage
Thomas R. Marshall	1569 Birchwood Street, Anchorage
William Dock Adams	3311 Wesleyan Drive, Anchorage

The names and addresses of the Directors at the Restatement and Amendment of the Articles of Incorporation of the Corporation are as follows:

Jim Clough	3354 College Rd, Fairbanks, AK 99709
Art Banet	3050 Flyway Ave. Anchorage, AK 99516
Tom Homza	7200 Northpark Dr., Anchorage, AK 99516
Tom Morahan	P.O. Box 190451, Anchorage, AK 99519
Al Hunter	12695 Bona Kim Loop, Anchorage AK 99515

Ken Helmold 4620 Southpark Bluff Dr., Anchorage, AK 99516
Diane Shellenbaum 2806 Seafarer Loop, Anchorage, AK 99516
Ted Bourneman 1125 West Balboa St., Wasilla, AK 99654
Peter Barker 6224 Air Guard Rd., Anchorage, AK 99504
Robert Gillis 3354 College Rd., Fairbanks, AK 99709
Laura Silliphant 12730 Langman Circle, Anchorage, AK 99516
Rick Levinson P.O.Box 100360, Anchorage, AK 99510

ARTICLE X.

Incorporators:

The name and address of each original incorporator is:

John H. McKeever 2408 Telequana Drive, Anchorage
Thomas P. Miller 4962 Barat Circle, Anchorage
John K. Norman 717 K Street, Anchorage

ARTICLE XI.

Original Date of Incorporation:

All of the incorporators of this Corporation are at least nineteen years of age, and all are residents of the State of Alaska.

ORIGINAL ARTICLES OF INCORPORATION SIGNED, DATED, AND NOTARIZED the 18th day of October, 1973, at Anchorage, Alaska.

John H. McKeever
Thomas P. Miller
John K. Norman

ARTICLE XII.

The Articles of Incorporation, as restated above, supercede the original Articles of Incorporation and any amendments thereto, and correctly set out the provisions of the Articles of Incorporation as amended. These Restated and Amended Articles of Incorporation have been adopted as required by law.

STATE OF ALASKA
FIRST JUDICIAL DISTRICT

I, Susan Karl, say on oath or affirm that I am the Chairman of the Bylaws Committee and am authorized in full by the Board of Directors of the Alaska Geological Society, Inc., a nonprofit corporation, to act on behalf of said Corporation; that I have read the foregoing document, and to the best of my knowledge and belief, all statements made in the document are true, correct, and complete.

Susan M. Karl

SUBSCRIBED AND SWORN to me before this ____ day of _____, 2009.
Notary Public in and for Alaska
My commission expires:_____