

State of Alaska
Department of Community and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
INCORPORATION
Business Corporation

The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, hereby certifies that Articles of Incorporation of

RURAL ALASKA FUEL SERVICES, INC.

have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Community and Economic Development, and by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation and attaches hereto the original copy of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I execute this certificate and
affix the Great Seal of the State of Alaska on
SEPTEMBER 12, 2003.

Edgar Blatchford

Edgar Blatchford
Commissioner

SEP 12 2003

ARTICLES OF INCORPORATION

Department of Community
And Economic Development

The undersigned persons of the age of 19 years or more, in order to form a nonprofit corporation under the Alaska Nonprofit Corporation Act, Chapter 20 of Title 10 of the Alaska Statutes, hereby execute the following Articles of Incorporation.

**ARTICLE I
CORPORATION NAME**

The name of the Corporation shall be the:

Rural Alaska Fuel Services, Inc.

**ARTICLE II
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to provide services to owners of bulk fuel storage plants that are constructed, owned and operated for the benefit of the general public and to carry on any activity for the purposes above stated, either directly or indirectly, or as agent, for or with other persons, firms or corporations, and generally to do any and all further and other things which may be necessary or incidental to the purposes above stated, and subject to acting within the scope of these charitable purposes, to engage in and carry on any lawful purpose or purposes which non-profit corporations are empowered to conduct.

**ARTICLE IV
AUTHORITY**

The Corporation is formed pursuant to Title 10, Chapter 20 of the Alaska Statutes, governing nonprofit corporations. In accordance with these Statutes, the Corporation shall undertake such lawful acts as are reasonably necessary to carry out its purpose.

ARTICLE V
MEMBERSHIP

The authorized number and qualifications of Members, voting and other rights of members, including member assessments and fees, shall be as set forth in the Bylaws.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be directed by the Board of Directors, except as provided in these Articles.

Section 2. The names and addresses of the persons who shall serve as Directors until their successors shall be elected and qualified are as follows:

Director Name	Business Address
Meera Kohler	4831 Eagle Street, Anchorage AK 99503
Brian Crockett	General Delivery, Brevig Mission AK 99785
W. B. Schoephoester	1429 St. Gotthard Avenue, Anchorage AK 99508

Section 3. The initial Board of Directors shall meet within sixty (60) days of the date of incorporation to elect a Secretary, adopt Bylaws, and set the date of the first regular meeting of the Board of Directors.

Section 4. The number of Directors shall be not less than three (3) nor more than nine (9).

Section 5. All matters pertaining to the selection and operation of the Board of Directors shall be set out in the Bylaws.

ARTICLE VII
LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Alaska Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors, a Director of the corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary

duty as a Director. Any amendment to or repeal of this Article VIII shall not adversely affect any right or protection of a Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE VIII
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors or officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its Directors or officers for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

ARTICLE IX
LIMITS ON ACTIVITIES OF THE CORPORATION

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) any political campaign on behalf of 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)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE X
DISSOLUTION

Section 1. The Corporation may be dissolved only upon the affirmative vote of the members as set forth in the Bylaws.

Section 2. Upon the vote of dissolution, the assets of the Corporation shall be distributed in accordance with the provisions of Alaska Statute 10.20.295 and with a Plan of Distribution, where such a plan is not inconsistent with State law. The Plan of Distribution shall be approved by a majority vote of the Board of Directors.

ARTICLE XI
AMENDMENTS

Amendments to the Articles of Incorporation shall require the affirmative vote of at least two-thirds of the members of the Board of Directors.

ARTICLE XII
INCORPORATION

The names and addresses of each incorporator is as follows:

Incorporator Name	Business Address
Meera Kohler	4831 Eagle Street, Anchorage AK 99503
Jeffrey B. Staser	333 M Street, Anchorage AK 99501
W. B. Schoephoester	1429 St. Gotthard Avenue, Anchorage AK 99508

ARTICLE XIII
OFFICE AND AGENT

The initial registered agent of the Corporation is JIM BUTLER and the address of the initial registered office is 125 N. Willow St., Kenai, AK 99611

In witness whereof, we have subscribed our names this 12 day of September, 2003

Meera Kohler

MEERA KOHLER, Incorporator

Jeff Staser

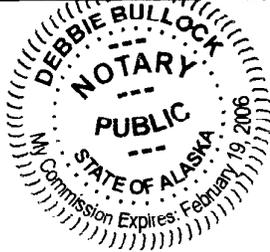
JEFF STASER, Incorporator

W. B. Schoephoester

W. B. SCHOEPHOESTER, Incorporator

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

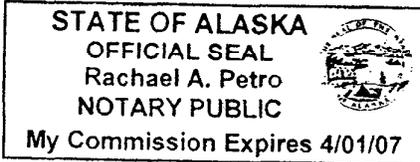
The foregoing instrument was acknowledged before me this 8th day of September, 2003, by Meva Kohler.



Debbie Bullock
NOTARY PUBLIC FOR ALASKA
My Commission Expires: 2/19/2006

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

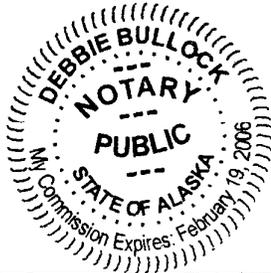
The foregoing instrument was acknowledged before me this 12th day of September, 2003, by Jeff Staser.



Rachael A. Petro
NOTARY PUBLIC FOR ALASKA
My Commission Expires: 4/01/07

STATE OF ALASKA)
)ss.
THIRD JUDICIAL DISTRICT)

The foregoing instrument was acknowledged before me this 8th day of September, 2003, by W.B. Schaeffer.



Debbie Bullock
NOTARY PUBLIC FOR ALASKA
My Commission Expires: 2/19/2006