

# State of Alaska



Department of Commerce and Economic Development

## Certificate

The undersigned, as Commissioner of Commerce and Economic Development, of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of FAIRBANKS COMMUNITY FOOD BANK SERVICE, INC.

duly signed and verified pursuant to the provisions of the Alaska NONPROFIT Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law hereby issues this Certificate of Incorporation of

FAIRBANKS COMMUNITY FOOD BANK SERVICE, INC.

and attaches hereto a duplicate original of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and  
affixed my official seal, at Juneau, the Capital, this  
20th day of May A.D. 19 82

A handwritten signature in cursive script that reads "Charles R. Webber".

CHARLES R. WEBBER  
COMMISSIONER OF COMMERCE  
AND ECONOMIC DEVELOPMENT



ARTICLES OF INCORPORATION

OF

MAY 20 1982

FAIRBANKS COMMUNITY FOOD BANK SERVICE, INC. DEPARTMENT OF COMMERCE  
& ECONOMIC DEVELOPMENT

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The undersigned, acting as incorporators of a corporation under the Alaska Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Fairbanks Community Food Bank Service, Inc.

SECOND: The duration of the existence of this corporation shall be perpetual.

THIRD: The object and purposes for which said corporation is organized are as follows:

A. The Food Bank has been established to meet the dual purpose of providing food for hungry people and effectively using surplus food that would ordinarily be discarded. The Food Bank offers a practical alternative to the incongruous problem of hunger and food waste. It also will serve as a clearinghouse, collecting unmarketable, yet still edible, food and distributing it to responsible non-profit organizations for use in their prepared meal programs. The food is distributed free of charge.

B. The Fairbanks Community Food Bank Service will also provide an emergency food program in which boxes of nutritionally balanced, first-quality food, is distributed to individuals and families in an emergency situation -- usually a three or four day supply.

FOURTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidations, are:

A. No substantial part of the activities of the corporation shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

B. The corporation shall not engage in any of the prohibited transactions described in Section 503(b) of the Internal Revenue Code, or of the Alaska Non-Profit Corporation Act, as now in force or afterwards amended.

C. The corporation shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code, as now in force or afterwards amended.

D. The corporation shall not be operated for the primary purpose of carrying on unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or afterwards amended.

E. No part of the net earnings of the corporation shall inure to the benefit of any private individual or member within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended.

F. No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it, except as to reasonable allowance for services actually rendered to or for the corporation.

G. No loans shall be made by the corporation to any of its directors or officers.

H. Upon dissolution of the corporation, its remaining assets, if any, shall be distributed to an organization described in Section 501(c)(3), and exempt from taxation under Section 501(a) of the Internal Revenue Code, as now in force or afterwards amended.

FIFTH: The name and address of the initial registered office of the corporation is P.O. Box 82061, Fairbanks, Alaska 99708 and the name of the initial registered agent at such address is Charles Young.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and address of the persons who are to serve as the initial directors are:

Charles Young	S.R. Box 40018 Fairbanks, Alaska 99701
Carol Miller	223 Slater Street Fairbanks, Alaska 99701
Doug Toelle	S. R. Box 20201-A Fairbanks, Alaska 99701

SEVENTH: The name and address of each incorporator is:

Charles Young	S.R. Box 40018 Fairbanks, Alaska 99701
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Carol Miller

223 Slater Street  
Fairbanks, Alaska 99701

Doug Toelle

S. R. Box 20201-A  
Fairbanks, Alaska 99701

DATED this 12<sup>th</sup> day of May, 1982.

Charles Young  
Charles Young

Carol Miller  
Carol Miller

Doug Toelle  
Doug Toelle

STATE OF ALASKA )  
FOURTH JUDICIAL DISTRICT ) ss.

THIS IS TO CERTIFY that on this 12<sup>th</sup> day of May, 1982, before me, the undersigned a Notary Public in and for the State of Alaska, duly commissioned and sworn as such, personally appeared CHARLES YOUNG, CAROL MILLER, and DOUG TOELLE, known to me and to me known to be the individuals named in and who executed the foregoing Articles of Incorporation, and they acknowledged to me that they signed and sealed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first hereinabove written.



D. Randall Emeringer  
Notary Public in and for Alaska  
My Commission Expires: 8-4-85

# State of Alaska



Department of Commerce and Economic Development

## Certificate

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that duplicate originals or Articles of Amendment to the Articles of Incorporation of FAIRBANKS COMMUNITY FOOD BANK SERVICE, INC. duly signed and verified pursuant to the provisions of the Alaska Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of

FAIRBANKS COMMUNITY FOOD BANK SERVICE, INC.

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and  
affixed my official seal, at Juneau, the Capital, this

15th day of April A.D. 1983



A handwritten signature in cursive script, appearing to read "Richard A. Lyon".

RICHARD A. LYON  
COMMISSIONER OF COMMERCE  
AND ECONOMIC DEVELOPMENT

APR 15 1983

DEPARTMENT OF COMMERCE  
& ECONOMIC DEVELOPMENTARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION  
of

FAIRBANKS COMMUNITY FOOD BANK SERVICE, INC.

Pursuant to the provision of the Alaska Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation (Alaska Statute 10.20.181):

FIRST: The name of the corporation is: Fairbanks Community Food Bank Service, Inc.

SECOND: The amendments adopted:

ARTICLE THIRD, SECTION B Amended to read: The Fairbanks Community Food Bank Service will also provide an emergency food program in which boxes of wholesome food is distributed to individuals and families in an emergency situation -- usually a three or four day supply.

ARTICLE FOURTH SECTION B Amended to read: Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or of the Alaska Non-Profit Corporation Act, as now in force or afterwards amended.

ARTICLE FOURTH SECTION H. Amended to read: Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOURTH SECTION I. Added: This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

THIRD: The above amendments and additions to the Articles of Incorporation were presented at the regular meeting of the Board of Directors January 7, 1983. A quorum was present and these were approved by unanimous vote.

Date: April 13 1983

FAIRBANKS COMMUNITY FOOD BANK SERVICE

By Doug Toelle  
Doug Toelle, Vice-President

By Carol Miller  
Carol Miller, Secretary

STATE OF ALASKA } ss.  
FOURTH JUDICIAL DISTRICT

THIS IS TO CERTIFY that on this 15 th day of April, 1983, before me, the undersigned a Notary Public in and for the State of Alaska, duly commissioned and sworn as such, personally appeared DOUG TOELLE, and CAROL MILLER, known to me and to me known to be the individuals named in and who executed the foregoing Articles of Amendment to the Articles of Incorporation, and they acknowledged to me that they signed and sealed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first hereinabove written

Bergie L. Schneider  
Notary Public in and for Alaska  
My commission expires: 4-9-84

# State of Alaska

## Department of Commerce and Economic Development

### Certificate

#### CERTIFICATE OF AMENDMENT AND RESTATED ARTICLES

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that duplicate originals of Articles of Amendment and Restated Articles to the Articles of Incorporation, duly signed and verified pursuant to the provisions of the Alaska Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment and Restated Articles to the Articles of Incorporation of

FAIRBANKS COMMUNITY FOOD BANK SERVICE, INC.

and attaches hereto a duplicate original of the Articles of Amendment and Restated Articles.



IN TESTIMONY WHEREOF, I execute this certificate and affix the Great Seal of the State of Alaska on June 5, 1989.

Larry Merculieff  
COMMISSIONER OF COMMERCE  
AND ECONOMIC DEVELOPMENT

Filed for Record  
State of Alaska

JUN 15 1989

Department of Commerce and  
Economic Development

D.W.E. 6-5-89  
AMOUNT REC'D  
H.S. CO  
514765  
RECEIPT NO.  
00903368

RESTATED ARTICLES OF INCORPORATION  
OF

FAIRBANKS COMMUNITY FOOD BANK SERVICE, INC.

1. Name. The name of this corporation shall be Fairbanks Community Food Bank Service, Inc.
  2. Period of Duration. The duration of the existence of this corporation shall be perpetual.
  3. Purpose. The purpose of this corporation is to meet the dual purpose of providing food for hungry people and to effectively use surplus food that would ordinarily be discarded.
- No part of the net earnings of the corporation shall inure to the benefit of any officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution 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 publication or distribution of statements) any political campaigns on behalf of any candidate for public office.

THOMAS E. FENTON  
A PROFESSIONAL CORPORATION  
ATTORNEY AT LAW  
501 114 AVENUE  
FAIRBANKS, AK 99701  
(907) 452-4291  
(907) 458-1430



Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

4. Members. There shall be no members.

5. Limitation of Liability. A director shall have no personal liability to the corporation for monetary damages for the breach of a fiduciary duty as a director.

6. Dissolution. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

CORRECTNESS OF RESTATEMENT

These restated articles of incorporation correctly set out the provisions of the articles of incorporation as amended, and they have been adopted as required by law and they supersede the original articles of incorporation and all amendments.

Eugene Hardy  
Eugene Hardy, President

Dorothy A. Machida  
Dorothy A. Machida, Secretary

STATE OF ALASKA,                    )  
  )SS.  
FOURTH JUDICIAL DISTRICT    )

I, Eugene Hardy, being first duly sworn, depose and state as follows:

I am the person named above; I have read the Restated Articles of Incorporation of Fairbanks Community Food Bank Service, Inc. and understand the contents thereof; I have executed it freely and voluntarily for the purposes set forth therein; and I verify the same is true of my own knowledge.

Eugene Hardy  
Eugene Hardy

SUBSCRIBED AND SWORN to before me this 25<sup>th</sup> day of May, 1989.

Billie J. Kline  
Notary Public in and for Alaska  
My commission Expires: 2-9-92

THOMAS E. FENTON  
A PROFESSIONAL CORPORATION  
ATTORNEY AT LAW  
501 11th Avenue  
FAIRBANKS, AK 99701  
(907) 452-4209  
(907) 456-1425

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

CERTIFICATE  
OF  
AMENDMENT

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation, duly signed and verified pursuant to the provisions of the Alaska Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of

FAIRBANKS COMMUNITY FOOD BANK SERVICE, INC.

and attaches hereto a duplicate original of the Articles of Amendment.



08-126 (Rev. 9/88)  
5842M

IN TESTIMONY WHEREOF, I execute this certificate  
and affix the Great Seal of the State of Alaska on  
January 29, 1991.

Glenn A. Olds  
COMMISSIONER OF COMMERCE  
AND ECONOMIC DEVELOPMENT

(Please do not write in spaces below — for department use)

Date Received	Return duplicate originals and \$15.00 fee to:	FILING DATE:
Receipt No.:		Filed for Record State of Alaska
Amount:	Dept. of Commerce and Economic Development Corporations Section P.O. Box D-CORP Juneau, Alaska 99811-0800	JAN 20 1991 Department of Commerce & Economic Development

**ARTICLES OF AMENDMENT**  
(Domestic Nonprofit Corporation)

The undersigned hereby adopts the following amendment to its Articles of Incorporation pursuant to AS 10.20.181:

**ARTICLE I (See Part 2 of Instructions)**

The name of the corporation is:

Fairbanks Community Food Bank Service, Inc.

**ARTICLE II (See Part 3 of instructions)**

The following amendment to the Articles of Incorporation was adopted on the 19th day of December, 19 90, by the  members  board of directors.

A. If adopted by the members, check one of the following:

There are members entitled to vote on the amendment; a quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present at the meetings or represented by proxy were entitled to cast.

There are members entitled to vote on the amendment, and the amendment was adopted by a consent in writing signed by all members entitled to vote, with respect to the amendment.

B. If adopted by the board of directors, check one of the following:

There are no members; and

There are no members entitled to vote; and

the amendment received the vote of a majority of the directors in office.

Resolved that Article \_\_\_\_\_ of the Articles of Incorporation be amended to read as follows:

Delete the present paragraph "4" and renumber "5" and "6", as "4" and "5".

Date: December 19, 1990

Fairbanks Community Food Bank Service, Inc.  
Name of Corporation

By: [Signature]  
President or Vice-President

By: [Signature]  
Secretary or Assistant Secretary

Subscribed and sworn to or affirmed before me this 24th day of January, 19 91

Pam K Anderson

Notary Public in and for the  
state of Alaska

My commission expires: April 11, 1993

