

Alaska Entity #: 48098D

State of Alaska
Department of Commerce, Community, and
Economic Development
Corporations, Business and Professional Licensing

**CERTIFICATE OF AMENDED AND
RESTATED ARTICLES
Nonprofit Corporation**

THE UNDERSIGNED, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that Amended and Restated Articles of Incorporation, duly signed and verified pursuant to the provisions of Alaska Statutes, have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

THE HOMER FOUNDATION

and attaches hereto the original copy of the Amended and Restated Articles of Incorporation.



IN TESTIMONY WHEREOF, I execute this certificate and affix the Great Seal of the State of Alaska on **December 10, 2007**.

Emil Notti

Emil Notti
Commissioner



Department of Commerce, Community, and Economic Development
 Division of Corporations, Business, and Professional Licensing
 Corporations Section
 PO Box 110808
 Juneau AK 99811-0808

RESTATED ARTICLES OF INCORPORATION
 Business, Professional or Non Profit Corporation

The undersigned adopts the following Restated Articles of Incorporation pursuant to the provisions of the Alaska Statutes.

1. Name of the corporation as it is currently on file with this office:
 THE HOMER FOUNDATION

2. New name of the entity if name is being amended:
 [Blank]

3. If articles are also amended, list the number of each article being amended:
 Article I (c) Principal Office
 Article VII (a)(i) Powers of Board of Trustees / variance power

4. Indicate below if the articles are Restated Articles of Incorporation or Amended and Restated Articles of Incorporation.

Restated Articles of Incorporation. The restated articles correctly set out without change, the corresponding provisions of the articles as amended up to the time of this filing. The restated articles supersede the original articles and all amendments to them. Attach a copy of the Restated Articles of Incorporation.

Date the resolution was adopted by the board: [Blank]

Amended and Restated Articles of Incorporation. Except for the designated amendments, the restated articles correctly set out without change the provisions of the articles being amended and together with the designated amendment supersede the original articles and all the amendments to the original articles. Attach a copy of the Amended and Restated Articles of Incorporation.

Business/Professional Corporations Only:
 If shares were issued:

If shares were issued:		If the class of shares are entitled to vote as a class:	
Date Amendment Adopted:		Number of Shares in Class:	
Number of Outstanding Shares:		Class Series:	
Number of Shares Entitled to Vote:		Number of Votes For Amendment:	
Number of Shares Voting For Amendment:		Number of Votes Against Amendment:	
Number of Shares Voting Against Amendment:			

If no shares were issued:
 Date the amendment to the articles of Incorporation was adopted by resolution of the Board of Directors: 10/28/2007

— State of Alaska
 Filing Changes 2 Page(s)



5. Non-Profit Corporation Only

Date Amendment Adopted: October 28, 2007

Check one of the boxes below:

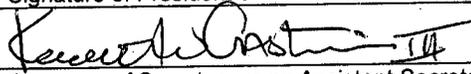
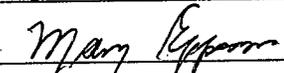
If adopted by the members of the corporation:

- 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.
- Except for the designated amendments, the restated articles correctly set out without change the provisions of the articles being amended and together with the designated amendment supersede the original articles and all the amendments to the original articles.

If adopted by the Board of Directors:

- There are no members and the amendment received the vote of a majority of the directors in office.
- There are no members entitled to vote and the amendment received the vote of a majority of the directors in office.

The Restated Articles of Incorporation must be signed by the president or vice president and by its secretary or an assistant secretary of the entity.

Signature of President or Vice President	Printed Name of President or Vice President	Date
	Kenneth W. Castner III	12/7/07
Signature of Secretary or an Assistant Secretary	Printed Name of Secretary or Assistant Secretary	Date
	Mary Epperson	11/13/07

If you have specific legal questions or concerns about this filing, you are strongly advised to consult an attorney or other professional to assist you. Mail the Restated Articles of Incorporation and the \$25.00 filing fee (in U.S. dollars) to:

State of Alaska
Corporations Section
PO Box 110808
Juneau, AK 99811

For additional information or forms please visit our web site at: www.corporations.alaska.gov

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

THE HOMER FOUNDATION

We, the undersigned, all being of the age of nineteen years or more, acting as incorporators of a corporation under the Alaska Nonprofit Corporation Act (AS 10.20), adopt the following amended and restated Articles of Incorporation for the Corporation:

ARTICLE I

Name and Address of Corporation.

- (a) The name of the corporation is The Homer Foundation, referred to in these articles as the "Corporation".
- (b) The existence of the Corporation will be perpetual.
- (c) The principal office of the Corporation will be at 3733 Ben Walters Lane, Suite 4, Homer, Alaska 99603.
- (d) The address of the initial registered office of the Corporation was 3665 Ben Walters Lane, Suite A, Homer, Alaska 99603-7738 and the initial registered agent at such address was Steve K. Yoshida.

ARTICLE II

Nonprofit Purpose. This Corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal

Revenue Code. No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its trustees, officers or private persons. The Corporation shall not operate any listing service for its trustees, or take steps which will serve to facilitate the transaction of specific business by its trustees or promote the private interest of any trustee engaged in any activities which would constitute a regular business of a kind ordinarily carried on for profit, 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 hereto set forth to the extent permitted under the Nonprofit Corporation Law.

ARTICLE III

Specific Purposes. The specific purpose for which the Corporation is formed, and the business and objects to be carried on and promoted by it are as follows:

- (a) To receive, invest and administer funds and other properties and to use them and the income and increment thereof for eleemosynary, charitable, educational or philanthropic purposes and for the support of other charitable bodies of like charter and purpose.
- (b) To cooperate with and aid other corporations, societies or associations organized and conducted for like purposes, to the end of promoting the mental, moral, physical and social

improvement of those who may be benefited thereby, without discrimination as to age, sex, color or religious inclination; to receive, hold, administer and disburse any monies, securities, or other property, which may be transferred to this corporation, by gift, devise, bequest or otherwise, for any of the uses or purposes above set forth and to invest, conserve, use and disburse such monies, securities, or other property, and the income derived therefrom, for the uses and purposes herein specified in accordance with the judgment and discretion of the trustees of this Foundation.

- (c) All expenditures and appropriations of funds by this Foundation shall be for use primarily within the State of Alaska. When a donor directs in his or her instrument of transfer that an expenditure or appropriation be made to an organization located outside this state and described in Section 509(a)(1), (2) or (3) of the Internal Revenue Code as now drafted or hereafter amended, such expenditure or appropriation may be made, provided that any expenditure or allocation shall be subject to the power set forth in Article VII (a)(i). No expenditure or allocation out of state shall be made if (i) contrary to law, or (ii) the allocation would impose a tax liability upon the Foundation or the donor. The Foundation will not make any expenditure or appropriation to influence legislation by propaganda or otherwise.

ARTICLE IV

Internal Affairs. The internal affairs of the Corporation shall be regulated by bylaws, to be adopted by the Board of Trustees. The Trustees shall have the powers to amend bylaws not inconsistent with the laws of the State of Alaska and these articles, which shall provide the manner in which, and the officers and agents, corporate or individual, and by whom the purposes of this corporation shall be carried out.

ARTICLE V

Scope of Activity. 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 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 107(c)(2) of the Internal Revenue Service Code of 1969 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

Trustees. The management and administration of the affairs of this corporation shall be by a Board of Trustees. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of trustees shall be such as are prescribed by the Bylaws of the Corporation.

The names and addresses of those persons, each of whom shall serve as trustee until the first annual meeting of members or until his or her successor is elected and qualified, are as follows:

1. Hazel Heath, 4361 Bayview Court, Homer, AK, 99603
2. Daisy Lee Bitter, 60385 Skyline Drive, Homer, AK 99603

3. Mary Epperson, P.O. Box 221, Homer, AK 99603
4. Tom Bodett, P.O. Box 2858, Homer, AK 99603
5. Steve K. Yoshida, 3665 Ben Walters Lane, Suite A, Homer, AK 99603

ARTICLE VII

Powers of Board of Trustees.

- (a) Without in any way hereby limiting the powers of this corporation or of the Board of Trustees hereof, the Board of Trustees shall specifically have the following powers:
 - (i) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board of Trustees (without the necessity of approval of any participating trustee, custodian, or agent holding assets of this Foundation) such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the community.
 - (ii) To replace any participating trustee, agent, or custodian holding assets of this Foundation for breach of fiduciary duty under Alaska Law.
 - (iii) To replace any participating trustee, agent, or custodian holding assets of this Foundation for failure to produce over a reasonable period of time as determined by the Board of Trustees) return of net income (or appreciation when not inconsistent with the Foundation's need for current income), with due regard to safety of principal.

The Board of Trustees shall exercise such powers in the best interests of the Foundation and its exempt purposes.

(b) In applying the power described in sub-paragraph (iii) of (a) of this Article, the determination whether there is a reasonable return of net income (or appreciation when not inconsistent with this foundation's need for current income), shall be made as follows:

- (i) There shall be excluded from such determination those assets held for the active conduct of this Foundation's exempt activities, and
- (ii) Such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to unrestricted funds of the Foundation.

A "restricted fund" means a fund, any income of which has been designated by the donor of a gift or bequest as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies.

ARTICLE VIII

Compensation. No trustee of the corporation shall receive a stated salary for his or her services to the Corporation, but by resolution of the Board of Trustees, a trustee may serve the Corporation in a capacity other than that of trustee and receive compensation for the services rendered in that other capacity.

ARTICLE IX

Distribution of Dissolution or Liquidation. 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 is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE X

Amendments. The Articles of Incorporation may be amended from time to time by a resolution adopted by two-thirds vote of the Board of Directors, provided that it is not inconsistent with the laws of the State of Alaska or Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

Incorporators. The names and addresses of each incorporator of the Corporation are as follows:

1. Hazel Heath, 4361 Bayview Court, Homer, AK, 99603
2. Daisy Lee Bitter, 60385 Skyline Drive, Homer, AK 99603
3. Mary Epperson, P.O. Box 221, Homer, AK 99603
4. Tom Bodett, P.O. Box 2858, Homer, AK 99603

5. Steve K. Yoshida, 3665 Ben Walters Lane, Suite A, Homer, AK 99603.

Dated this 16th day of July, 1991.

The above amended and restated articles of incorporation were adopted at the regular meeting of the Homer Foundation held on the 28th day of October, 2007, as required by law, and supersede the original articles of incorporation and all amendments.

DATED this 28th day of October, 2007.



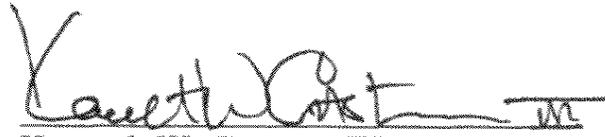
Kenneth W. Castner, III
Chairman of the Board



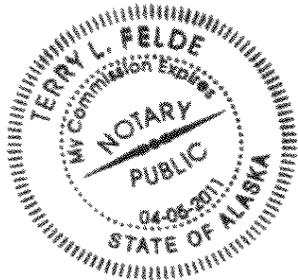
Mary Epperson
Secretary

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

Kenneth W. Castner III, being first duly sworn on oath, deposes and says: I am the Chair of the Homer Foundation; I have read the above and foregoing Articles of Amendment, know the contents thereof and the same is true to the best of my knowledge, information and belief.


Kenneth W. Castner, III
Chairman of the Board

SUBSCRIBED AND SWORN to me this 30th day of October 2007.



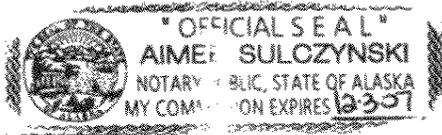

Notary Public for Alaska
My commission expires on 4-5-11

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

Mary Epperson, being first duly sworn on oath, deposes and says: I am the Secretary of the Homer Foundation; I have read the above and foregoing Articles of Amendment, know the contents thereof and the same is true to the best of my knowledge, information and belief.

Mary Epperson
Mary Epperson, Secretary

SUBSCRIBED AND SWORN to me this 31st day of Oct., 2007.



Aimee Sulozynski
Notary Public for Alaska
My commission expires on 12-3-07