



State of Alaska  
Division of Corporations, Business and Professional Licensing  
**CORPORATIONS SECTION**  
PO Box 110806  
Juneau, AK 99811-0806  
Phone: (907) 465-2550  
Fax: (907) 465-2974  
Website: [www.commerce.state.ak.us/occ](http://www.commerce.state.ak.us/occ)

## **ARTICLES OF INCORPORATION**

### **Domestic Business Corporation**

#### **INSTRUCTIONS:**

*(Please retain for your records)*

If you need assistance in completing your filing, it is advised that you seek legal counsel.

#### **ARTICLE 1: Name of Corporation**

The name of the corporation. A corporate name must contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of these words. **The corporate name may not contain a word or phrase that indicates or implies that the corporation is organized for a purpose other than the purpose contained in its articles of incorporation.** A corporate name must be distinguishable upon the record. To search the availability of the legal name of the corporation in the State of Alaska go to the Corporations section at <http://www.commerce.state.ak.us/occ> and Search Corporations Database.

#### **ARTICLE 2: The Purpose of the Corporation**

May include "any lawful".

#### **ARTICLE 3: Registered Agent**

The Registered Agent of the corporation must have an address in Alaska. If the registered office mailing address is a post office box, the physical address of the registered office must be listed. A corporation shall continuously maintain in this state a registered agent and a registered office. The registered office may be the same as the place of business of the corporation. The registered agent may be either an individual resident of this state whose business office is the same as the registered office, or a domestic or foreign corporation authorized to transact business in this state whose business office is the same as the registered office. A corporation may not act as its own Registered Agent. A limited liability company cannot be a registered agent.

#### **ARTICLE 4: Alien Affiliate**

Defined in AS 10.06.990 as:

Affiliate: a person that directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, a corporation subject to this chapter.

Alien:

1. An individual who is not a citizen or national of the United States, or who is not lawfully admitted to the United States for permanent residence, or paroled into the United States under the Immigration and Nationality Act (8 U.S.C. 1101 - 1525, as amended);
2. A person, other than an individual, that was not created or organized under the laws of the United States or of a state, or whose principal place of business is not located in any state; or
3. A person, other than an individual, that was created or organized under the laws of the United States or of a state, or whose principal place of business is located in a state, and that is controlled by a person described in (1) or (2) of this paragraph;

#### **ARTICLE 5: Authorized Shares**

All For-Profit business corporations must provide the number of authorized shares. Zero (0) is not an acceptable number. If there is more than one class or series of authorized shares please provide this information.

## ADDITIONAL ARTICLES:

1. Any of the following provisions, that are not effective unless expressly provided in the articles:
  - a. A provision granting, with or without limitations, the power to levy assessments upon the shares or class of shares;
  - b. A provision removing from shareholders preemptive rights to subscribe to any or all issues of shares or securities;
  - c. Special qualifications of persons who may be shareholders;
  - d. A provision limiting the duration of the corporation's existence to a specified date;
  - e. A provision restricting or eliminating the power of the board or of the outstanding shares to adopt, amend, or repeal provisions of the bylaws as provided in AS 10.06.228;
  - f. A provision requiring, for any corporate action except as provided in AS 10.06.460 and AS 10.06.605, the vote of a larger proportion or of all of the shares of a class or series, or the vote or quorum for taking action of a larger proportion or of all of the directors, than is otherwise required by this chapter;
  - g. A provision limiting or restricting the business in which the corporation may engage or the powers that the corporation may exercise or both;
  - h. A provision conferring upon the holder of an evidence of indebtedness, issued or to be issued by the corporation, the right to vote in the election of directors and on any other matters on which shareholders may vote;
  - i. A provision conferring on shareholders the right to determine the consideration for which shares shall be issued;
  - j. A provision requiring the approval of the shareholders or the approval of the outstanding shares for a corporate action, even though not otherwise required by this chapter;
  - k. A provision that one or more classes or series of shares are redeemable as provided in AS 10.06.325;
  - l. Duties, privileges, and liabilities of directors upon delegates under AS 10.06.450;
  - m. A provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director; the articles of incorporation may not eliminate or limit the liability of a director for (i) a breach of a director's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) willful or negligent conduct involved in the payment of dividends or the repurchase of stock from other than lawfully available funds; or (iv) a transaction from which the director derives an improper personal benefit; the provisions of this paragraph do not eliminate or limit the liability of a director for an act or omission that occurs before the effective date of the articles of incorporation or of an amendment to the articles of incorporation authorized by this paragraph;
2. Reasonable restrictions upon the right to transfer or hypothecate shares of a class or series, but a restriction is not binding on shares issued before the adoption of the restriction unless the holders of those shares voted in favor of the restriction;
3. The names and addresses of the persons appointed to act as initial directors;
4. Any other provision not in conflict with this chapter for the management of the business and for the conduct of the affairs of the corporation, including any provision that is required or permitted by this chapter to be stated in the bylaws.

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 Articles of Incorporation and the **\$250.00 filing fee** in U.S. dollars to:

State of Alaska  
Corporations Section  
PO Box 110806  
Juneau AK 99811-0806

## ADDITIONAL RESOURCES:

- **Alaska Corporate Net Income Tax**

Alaska Department of Revenue, Tax Division, P.O. Box 110420, Juneau, Alaska, 99811-0420, Telephone (907) 465-2320. Every corporation earning gross income from sources within the state, except for those corporations that are specifically exempted, must file a corporation net income tax return. A corporation may elect to file a consolidated Alaska return with its affiliates. The Alaska return is due 30 days after the due date of the Federal Tax Return. The tax due must be paid by the 15th day of the third month following the close of the tax year. Form 04-611 is the prescribed form on which the Alaska Corporation Net Income Tax is to be reported for most corporations. However, those corporations engaged in oil and gas production or pipeline transportation must use Form 04-650.

## INITIAL REPORT:

After you have incorporated your corporation it is your responsibility to file the Initial Report within 6 months of incorporation. For immediate posting the Initial Report may be filed online at [www.commerce.state.ak.us/occ](http://www.commerce.state.ak.us/occ).



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DO NOT STAMP ABOVE THIS BOX

**CORP**

(OFFICE USE ONLY)

## ARTICLES OF INCORPORATION

### Domestic Business Corporation

The undersigned natural person(s) of the age of 18 years or more, acting as incorporator(s) of a corporation under the Alaska Corporations Code (AS 10.06) hereby executes the following document and sets forth:

**ARTICLE 1:** Name of the Corporation: *Must contain the word "corporation", "company", "incorporated", "limited" or an abbreviation of one of these words.*

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**ARTICLE 2:** The Purpose of the Corporation: *May include "any lawful".*

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**ARTICLE 3:** Registered Agent Name and Address: *Must have a physical and mailing address in Alaska*

Name		
Mailing Address		
City	State	ZIP Code
Physical Address		
City	State	ZIP Code

**ARTICLE 4:** Name and Address of each alien affiliate. *If there are no alien affiliates, indicate by "None":*

Name		
Mailing Address		
City	State	Province
Country		

Attach additional sheet if more than one alien affiliate.

**ARTICLE 5:** Number of Authorized Shares. *Zero (0) is not acceptable:*

	<input type="checkbox"/> Common -or- <input type="checkbox"/> Preferred		
# of Authorized Shares	Class	Series	Par Value
	<input type="checkbox"/> Common -or- <input type="checkbox"/> Preferred		
# of Authorized Shares	Class	Series	Par Value

**6. ADDITIONAL ARTICLES:**

**Attach additional pages for continuation of previous article and/or additional articles. Please indicate which article you are continuing and/or insert any desired additional provisions authorized by the code by adding additional articles here.**

One or more natural persons at least 18 years of age may act as incorporators of a corporation by signing and delivering the articles of incorporation to the commissioner.

**7. The PRINTED name and SIGNATURE of each incorporator:**

Signature of Incorporator	Printed Name of Incorporator	Date
		__ / __ / __
		__ / __ / __
		__ / __ / __

**To resolve questions with this filing:** Please be aware, this form will become public information.

Contact Name	Contact Phone Number

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 pages 1 - 3 and the **\$250.00 filing fee** in U.S. dollars to:

State of Alaska  
Corporations Section  
PO Box 110806  
Juneau AK 99811-0806

**FOR IMMEDIATE PROCESSING**, file the Articles of Incorporation ONLINE at: [www.commerce.state.ak.us/occ](http://www.commerce.state.ak.us/occ)  
Online filing allows you to receive your Certificate of Incorporation that can be printed immediately from your home or office computer.

**INITIAL REPORT:** After filing your Articles of Incorporation online at [www.commerce.state.ak.us/occ](http://www.commerce.state.ak.us/occ), return to Online Filing and file the Initial report for this entity.

# DISCLOSURE OF CORPORATE PURPOSE USING THE NORTH AMERICAN INDUSTRY CLASSIFICATION SYSTEM (NAICS)

A separate Disclosure of Corporate Purpose must be attached to the Articles of Incorporation that most closely describes the activities of the corporation. The NAICS Code must not conflict with the purpose listed in the Articles of Incorporation.

A list of NAICS codes can be viewed or printed at the website below:

<http://www.commerce.state.ak.us/occ>

The **6 digit** NAICS industry grouping code which most clearly describe the initial activities of the corporation is:

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