

Alaska Entity #: 34864D

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

**CERTIFICATE
RESTATED ARTICLES
Nonprofit Corporation**

THE UNDERSIGNED, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that 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

Santa's Senior Center Corporation, Inc.

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



IN TESTIMONY WHEREOF, I execute this certificate and affix the Great Seal of the State of Alaska on January 8, 2010.

Emil Notti

Emil Notti
Commissioner

SANTA'S SENIOR CENTER CORPORATION, INC.
An Alaska Nonprofit Corporation
RESTATED
ARTICLES OF INCORPORATION

The Board of Directors of Santa's Senior Center Corporation, Inc., acting on behalf of corporation under the Alaska Nonprofit Corporation Act, AS 10.20, adopts the following Restated Articles of Incorporation for such corporation, pursuant to AS 10.20.196.

ARTICLE I

The Corporation shall be known as Santa's Senior Center Corporation, Inc.

ARTICLE II

The period of its duration is perpetual.

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ARTICLE III

The purposes of the Corporation shall be as follows

(a) To develop and maintain an active senior citizen program in the North Pole area that creates an atmosphere, provides opportunities and encourages older adults to use their skills, develop their potential and continue their involvement in the community; to promote independent living for senior adults so as to maintain their visibility and contributions within the community.

(b) To create senior programs that will be inviting, enjoyable and will include nutrition, recreational activities, entertainment, educational, informational programs, health and welfare programs, designed to overcome the patterns of isolation and depression. These programs shall be offered to senior citizens aged fifty (50) years and older living in the North Pole area and provided at a location to be set by the Board of Directors of the Corporation and will also include lectures, discussions, art and other social opportunities.

(c) To serve as a focal point for senior services by providing transportation, outreach, information and assistance, by coordination and scheduling cooperating agency services and programs.

(d) To develop volunteer opportunities for individuals interested in any aspect of the program.

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Alaska Nonprofit Corporation Act for public and charitable purposes. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code").

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, scientific, literary or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Alaska Nonprofit Corporation Act.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in AS 10.20.011 of the Alaska Nonprofit Corporation Act, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE IV

The Corporation shall have the number of directors set forth in the By-Laws.

ARTICLE V

The Corporation shall be a membership corporation, and the membership shall be as provided for in the By-Laws.

ARTICLE VI

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in §501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

ARTICLE VII

The property of the Corporation is irrevocably dedicated to charitable, scientific, religious, literary and educational purposes meeting the requirements for exemption under §501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes meeting the requirements for exemption under §501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or any private individual. Upon the dissolution of Santa's Senior Center Corporation, Inc. the disposition of net proceeds from charitable gaming conducted under AS 05.15 will go to a permittee, other than a multiple-beneficiary permittee.

ARTICLE VIII

The board of directors may indemnify a director, officer or former director or officer of the corporation, or a person who has served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by that person in connection with the defense of any action, suit or proceeding, civil or criminal, in which that person is made a party by reason of being or having been a director or officer, except in relation to matters in which that person was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of corporate duties and

make any other indemnification authorized by the By-Laws.

ARTICLE IX

The directors of the corporation shall not be personally liable to the Corporation for monetary damages for the breach of fiduciary duty as a director. This does not eliminate or limit the liability of a director for (1) a breach of a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or (3) a transaction from which the director derives an improper personal benefit.

DATED at Fairbanks, Alaska this 16th day of December, 2009.

Lynette Bergh, President
Lynette Bergh, President

Patricia A. Thurman
Patricia A. Thurman, Secretary

VERIFICATION

We, the President and Secretary of Santa's Senior Center Corporation, Inc., hereby verify as follows:

A. The Restated Articles of Incorporation were presented to the Board of Directors on the 9th day of December, 2009 at a regular meeting of the Board and were unanimously approved by the directors in office at that meeting; and

B. The Restated Articles of Incorporation were presented to the Members at a special meeting on the 16th day of December, 2009, duly called for that purpose and for which a quorum was presented and passed by a two-thirds' vote, to wit: 22 in favor, 1 opposed;

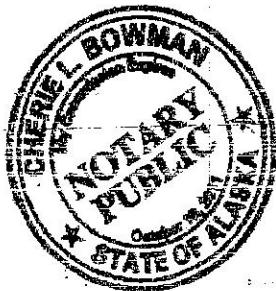
B. These Restated Articles correctly set forth the provisions of the Articles being amended and also correctly set forth the provisions of those Articles not amended.

C. This instrument supersedes the original Articles (filed for record on January 30, 1985) and the amendment to the original Articles (filed for record on August 4, 2008).

Lynette Bergh, President
Lynette Bergh, President

Patricia A. Thurman
Patricia A. Thurman, Secretary

SUBSCRIBED AND SWORN to before me this 16th day of December, 2009.



Cherie L. Bowman
Notary Public in and for Alaska
My commission expires: October 18, 2011