

NOTICE: This is a sample preview of an Incorporation package. This preview IS NOT the package for your State, but is presented here as a general sample of what this package contains. The forms you receive will be for your State.

INCORPORATION PACKET: BUSINESS CORPORATION STATE OF ALASKA

Electronic Version

This packet contains guidelines, forms and instructions for incorporating a business in the State of Alaska.

Steps to Incorporate

Step 1: It is recommended that you reserve a corporate name in order to assure that your Articles of Incorporation are not rejected because the name you have selected is not available.

You may skip this step and go to Step 2, but if the corporate name you have selected is not available, the Articles of Incorporation will be rejected and returned to you.

SEE FORM 1 - APPLICATION FOR RESERVATION OF NAME

General Instructions:

- This form must be typed or printed in dark, legible print.
- 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.
- The corporate name may not contain the word "city", "borough", or "village" or otherwise imply that the corporation is a municipality. The name of a city, borough, or village may be used in the corporate name.
- A corporate name must be distinguishable on the records of the department from the name of any other organized entity and from a reserved or registered name.

Specific Instructions:

- Check the blank "New" for reservation of corporate name
- Type or print the name you want to reserve. Circle "Business."
- Type or print the name of the person reserving the name.
- Provide the mailing address of the applicant.
- In general terms, provide the nature of the business the corporation will engage in.
- The applicant should sign the application and provide his/her title.
- File the original and one copy of the application.
- The filing fee is \$25.00.
- Expedited service is available for an extra \$150.00.
- The reservation is valid for a **nonrenewable** 120 day period.

Mail or deliver the original and one copy of your **APPLICATION FOR RESERVATION OF NAME** along with the \$25.00 filing fee (Make check payable to Alaska Division of Banking, Securities, and Corporations) to:

MAILING ADDRESS:

Alaska Division of Banking, Securities, and Corporations
PO Box 10808
Juneau, Alaska 99811-0808

PHYSICAL ADDRESS (USPS will NOT deliver to the physical address - for delivery purposes only)

Alaska Division of Banking, Securities, and Corporations
150 Third Street, Suite 119
Juneau, Alaska 99801

Telephone: 907-465-2530
FAX: 907-465-2549

Step 2: **SEE FORM 2 – ARTICLES OF INCORPORATION**

INSTRUCTIONS FOR COMPLETING ARTICLES OF INCORPORATION:

- The Articles of Incorporation form must be typed or printed clearly in black ink.
- You must file the original and one exact copy of the Articles of Incorporation.
- **ARTICLE I:** Provide the corporate name you have reserved.
- **ARTICLE II:** The purpose for which the corporation is organized may be stated as "Any lawful business allowed by the Alaska Corporations Code." You may state a more specific purpose. *[You will also file a separate form - the Standard Industrial Code(s) (SIC), which is provided in this package - and*

you will state on that form a business classification which most closely describes the business activities of the corporation.]

- **ARTICLE III:** Provide the number of shares the corporation will be authorized to issue. This package provides only for the issuance of "common" stock. You will have to determine the number of shares the corporation will **be authorized to** issue and the par value, if any, of those shares.
- **ARTICLE IV:** Provide the name and physical address of the Registered Agent for the Corporation. Also provide the mailing address for the registered agent if it is different from the physical address [If it is the same, mark this section "N/A"] NOTE: 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.
- **ARTICLE V:** The name and address of each alien affiliate is: (If none, please indicate "N/A." "ALIEN" means (A) 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); (B) 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 (C) 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 (A) or (B) of this paragraph.
- **SIGNATURE:** PRINT then name of Incorporator(s) and have the Incorporator(s) sign the Articles of Incorporation. Be sure that the date is included.
- **FILING FEE:** The filing fee is \$250. Allow a minimum of two weeks for processing.
- **EXPEDITED SERVICE:** You may get expedited service for an additional \$150.00.

SEE FORM 2A – STATEMENT OF STANDARD INDUSTRIAL CODE (SIC):

Review the list of Business Classifications Codes and determine which most clearly describes the initial activities of the corporation. Not that there are primary, secondary, and "other" classifications if more than one code applies to the business of the corporation. Attach the **STATEMENT OF STANDARD INDUSTRIAL CODE (SIC)** to the **ARTICLES OF INCORPORATION** and file both forms at the same time.

Step 3: Mail or deliver the original and one copy of the **ARTICLES OF INCORPORATION**, and the original and one copy of the **STATEMENT OF**

STANDARD INDUSTRIAL CODE (SIC), along with the \$250.00 filing fee, plus any applicable expedite fee, (Make check payable to Alaska Division of Banking, Securities, and Corporations.) to:

MAILING ADDRESS:

Alaska Division of Banking, Securities, and Corporations
PO Box 10808
Juneau, Alaska 99811-0808

PHYSICAL ADDRESS (USPS will NOT deliver to the physical address - for delivery purposes only)

Alaska Division of Banking, Securities, and Corporations
150 Third Street, Suite 119
Juneau, Alaska 99801

Telephone: 907-465-2530
FAX: 907-465-2549

A cover letter to send with ARTICLES OF INCORPORATION and the STATEMENT OF STANDARD INDUSTRIAL CODE (SIC) is included in this packet.

SEE FORM 3 - TRANSMITTAL LETTER

Step 4: Upon return of the Articles of Incorporation, conduct an Initial meeting at which time directors and officers are elected, by-laws are adopted, and other action is taken.

SEE FORM 4 - ORGANIZATIONAL MINUTES

SEE FORM 5 - BY-LAWS

Step 5: Apply for a Federal Tax Identification Number. This is done with form SS-4. Mail to your regional IRS office.

SEE FORM IRS-SS-4 located at:

<http://www.uslegalforms.com/incorporation/irs/>

Step 6: If you elect Subchapter S status so that the corporation income and losses will pass to the shareholders, complete and file form 2553 with the Internal Revenue

Service. It is important that this form be filed timely or the corporation will have to pay the C Corporation tax rate.

SEE FORM IRS-2553

SEE FORM IRS-2553-I for instructions to complete form IRS-2553

Step 7: Open a Corporate bank account and conduct business.

Step 8: Hold an annual meeting of the directors and shareholders at least once a year to elect directors and officers for the upcoming year and to take action as needed.

SEE FORM 6 - ANNUAL MINUTES

General: For your convenience, additional forms are included such as Notice of Meeting, Waiver of Notice of Meetings and Blank Resolution forms.

Disclaimer: If you are not an attorney, you are advised to seek the advice of an attorney for all serious legal matters. The information and forms contained herein are not legal advice and are not to be construed as such. Although the information contained herein is believed to be correct, no warranty of fitness or any other warranty shall apply. All use is subject to the U.S. Legal Forms, Inc. Disclaimer and License located at <http://www.uslegalforms.com/disclaimer.htm>

FORM 1

APPLICATION FOR RESERVATION OF NAME

SAMPLE DOCUMENT

APPLICATION FOR RESERVATION/REGISTRATION OF TRADE NAME

This application is for (check one only):

New Renew

_____ **Reservation** of corporate Limited Liability Company, Limited Liability Partnership (Valid for 120 days; **Nonrenewable**)

_____ **Registration** of Business or DBA (Doing Business As) name (Valid for 5 years; Renewable)

_____ **Registration** of and Out of State Corporation, Limited Liability Company, or Limited Liability Partnership Name.
(Valid for calendar year filed; Renewable; Original certificate of good standing no older than 60 days required.)

1. The name being reserved/registered: **Business** or **DBA** (Circle one)

2. The name of the Business Owner(s) or Applicant (or corporate name if filing a DBA):

3. The mailing address of the business:

4. The nature of the company's business activities:

Signature: _____ **Title:** _____

FEE: \$25.00

SUBMIT AN ORIGINAL AND ONE COPY TO:

**STATE OF ALASKA
DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT
DIVISION OF BANKING, SECURITIES, AND CORPORATIONS
P.O. BOX 11080
JUNEAU, ALASKA 9981-0808
907-465-2530**

**NO RENEWAL NOTICE WILL BE SENT
RENEWAL PERIOD IS OCTOBER 1 THROUGH DECEMBER 31**

<u>FILE NUMBER</u>	<u>DATE RESERVED</u>	<u>EXPIRATION DATE</u>

FORM 2

ARTICLES OF INCORPORATION

SAMPLE DOCUMENT

(Please do not write in this space - for Department Use)

FILING DATE:

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) adopt the following Articles of Incorporation:

PLEASE TYPE OR PRINT CLEARLY IN BLACK INK

ARTICLE I

The name of the corporation is:

ARTICLE II

The corporation is organized for the purpose of:

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is:

NO. OF SHARES

CLASS

SERIES

PAR VALUE (Optional)

NO. OF SHARES

CLASS

SERIES

PAR VALUE (Optional)

NO. OF SHARES

CLASS

SERIES

PAR VALUE (Optional)

ARTICLE IV

1. The name of the registered agent (only one registered agent may be given):

2. The physical (street) address of the registered agent's office:

No. and Street: _____

City: _____, Alaska Zip Code: _____

3. Mailing (P.O. Box) address of the registered agent's office. If physical and mailing addresses are the same, please state "N/A."

P.O. Box _____

City: _____, Alaska Zip Code: _____

ARTICLE V

The name and address of each alien affiliate is: (If none, please indicate "N/A.")

Name: _____ Complete Resident or Business Address: _____

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 (see optional provisions in the instructions).

The PRINTED name and SIGNATURE of each incorporator:

Signed by the incorporator or incorporators this _____ day of _____, 20__.

Name

**Complete Resident or Business Address:
(Optional)**

_____	_____
_____	_____
_____	_____
_____	_____

SAMPLE DOCUMENT

FORM 2A

**STATEMENT OF
STANDARD INDUSTRIAL CODE (SIC)**

SAMPLE DOCUMENT

STATEMENT OF STANDARD INDUSTRIAL CODE (SIC)

The SIC which most clearly describe the initial activities of the corporation are:

Primary: _____ **Secondary:** _____ **Other:** _____

SAMPLE DOCUMENT

BUSINESS CLASSIFICATION CODES

AGRICULTURE, FORESTRY & FISHING

0100 Agricultural Production - Crops
0200 Agriculture Production - Livestock
0700 Agricultural Services (Inc. Animal, Livestock & Landscape Services)
0800 Forestry
0900 Fishing, Hunting & Trapping

MINING

1000 Metal Mining
1200 Coal Mining
1300 Oil & Gas Extraction
1400 Mining and Quarrying of Nonmetallic Minerals, except Fuels

CONSTRUCTION

1500 General Building Contractors
1600 Heavy Construction other than Building Construction Contractor
1700 Special Trade Construction Contractors
1800 Construction Exempt from Contractor Licensing

MANUFACTURING

2000 Food & Kindred Products
2100 Tobacco Manufacturers
2200 Textile Mill Products
2300 Apparel & Other Textile Products
2400 Lumber & Wood Products, except Furniture
2500 Furniture & Fixtures
2600 Paper & Allied Products
2700 Printing & Publishing and Allied Industries
2800 Chemicals & Allied Products
2900 Petroleum Refining and Related Industries
3000 Rubber & Misc. Plastic Products
3100 Leather & Leather Products
3200 Stone, Clay, Glass & Concrete Products
3300 Primary Metal Industries
3400 Fabricated Metal Products except Machinery and Transportation Equipment

3500 Industrial/Commercial Machinery & Computer Equipment
3600 Electronic & Other Electrical Equipment & Components
 except Computer Equipment
3700 Transportation Equipment
3800 Measuring, Analyzing & Controlling Instruments,
 Photographic, Medical & Optical Goods; Watches & Clocks
3900 Misc. Manufacturing Industries

TRANSPORTATION & PUBLIC UTILITIES

4000 Railroad Transportation
4100 Local & Suburban Transit & Interurban Highway Passenger
 Transportation
4200 Motor Freight Transportation & Warehousing
4300 U.S. Postal Service
4400 Water Transportation
4500 Air Transportation
4600 Pipelines, Except Natural Gas
4700 Transportation Services
4800 Communication
4900 Electric, Gas & Sanitary Services

WHOLESALE TRADE

5000 Wholesale Trade - Durable Goods
5100 Wholesale Trade - Nondurable Goods

RETAIL TRADE

5200 Building Materials, Hardware, Garden Supply & Mobile Home
 Dealers
5300 General Merchandise Stores
5400 Food Stores
5500 Automotive Dealers & Gasoline Service Stations
5600 Apparel & Accessory Stores
5700 Home Furniture, Furnishing & Equipment Stores
5800 Eating & Drinking Places
5900 Miscellaneous Retail

FINANCE, INSURANCE & REAL ESTATE

6000 Depository Institutions
6100 Nondepository Credit Institutions
6200 Security & Commodity Brokers, Dealers Exchanges &
 Services

6300 Insurance Carriers
6400 Insurance Agents, Brokers, and Service
6500 Real Estate
6700 Holding & Others Investment Offices

SERVICES

7000 Hotels, Rooming Houses, Camps & Other Lodging Places
7200 Personal Services
7300 Business Services
7500 Auto Repair Services & Parking
7600 Misc. Repair Services
7800 Motion Pictures
7900 Amusement & Recreation Services
8000 Health Services
8100 Legal Services
8200 Educational Services
8300 Social Services
8400 Museums, Art Galleries & Botanical & Zoological Gardens
8600 Membership Organizations
8700 Engineering, Accounting, Research, Management & Related
Services
8800 Private Households (Domestic Services)
8999 Misc. Services, not elsewhere classified (Artists, Writers)

08-645 (Rev. 2/96)

MM/dgl

FORM 3

TRANSMITTAL LETTER FOR ARTICLES OF INCORPORATION AND STATEMENT OF STANDARD INDUSTRIAL CODE (SIC)

SAMPLE DOCUMENT

Return Name and Address

Alaska Division of Banking, Securities, and Corporations
P.O. Box 10808
Juneau, Alaska 99811-0808

Re: ARTICLES OF INCORPORATION and STATEMENT OF
STANDARD INDUSTRIAL CODE (SIC)

Dear Sir:

Enclosed you will find the original and one copy of both ARTICLES OF INCORPORATION and STATEMENT OF STANDARD INDUSTRIAL CODE (SIC) Also enclosed is the filing fee [and expedite fee] of \$_____.

Please file and provide a "filed" copy to me, together with any other information you commonly provide to new incorporators.

Please contact me at the above address if you require anything further.

With kindest regards, I am

Sincerely yours,

Signature

Enclosures

Check # _____ Enclosed for \$ _____

FORM 4
ORGANIZATIONAL MINUTES

SAMPLE DOCUMENT

Instructions

Form 4: Minutes for Organizational Meeting

**MINUTES OF JOINT ORGANIZATIONAL ACTIONS TAKEN
BY THE UNANIMOUS WRITTEN CONSENT OF THE
INCORPORATORS, SHAREHOLDERS AND BOARD OF DIRECTORS
OF**

Name of Corporation

IN LIEU OF THE ORGANIZATIONAL MEETING THEREOF

Name of Corporation

These Consent Minutes describe certain joint organizational actions taken by the Incorporators, Shareholders and the Board of Directors of _____, an Alaska business corporation, in lieu of an organizational meeting thereof and pursuant to the Alaska Corporations Code (Alaska Statutes, Title 10, Chapter 6), which provides that any action required or permitted to be taken at an organizational, Shareholders' or Board of Directors' meeting of an Alaska business corporation may be taken without a meeting if the action is taken by all the Shareholders entitled to vote on the action, by all Incorporators and all members of the Board and is evidenced by one or more written consents describing the action taken which are signed by all of the Shareholders entitled to vote on the action, by each Incorporator and each Director and delivered to the corporation for inclusion in the minutes or filing with the corporate records, with such consent to have the effect of a unanimous meeting vote. Such consent herein and hereto is evidenced by the signatures of the Incorporators, Shareholders and Directors of the corporation affixed hereto.

The Incorporators, Shareholders and Directors acknowledge that it is necessary or desirable to take various organizational actions in connection with the incorporation of corporation in accordance with The Alaska Corporations Code. Therefore, the undersigned Incorporators, Shareholders and Directors, being all of the Shareholders entitled to vote on these matters, all the Incorporators and all of the members of the Board of Directors of the corporation, do hereby waive (i) notice of the time, place and purpose of, (ii) call of, and (iii) the necessity of organizational, Shareholders' and Board of Directors' meetings thereof and unanimously and severally and collectively adopt, by consent and without the necessity and formality of convening, and in lieu of such meeting thereof, the following Acts and Resolutions as being the joint organizational actions of the Incorporators, Shareholders and Board of Directors, as if in a meeting duly assembled:

Election of Directors:

Name and Address of
Directors. There must
be at least one
Director.

RESOLVED, that each of the following persons are hereby elected to serve as a member of the Board of Directors of the Corporation, and to hold said position until the next annual meeting of the Board of Directors or until the earlier of their resignation or removal, or until their respective

successors shall be duly elected and qualified:

Name

Address

Approval of Actions by Incorporator:

RESOLVED, that the actions of the Incorporator of the Corporation, which have been presented to and reviewed by each director of the Corporation, whereby the Incorporator filed the Articles of Incorporation with the Alaska Division of Banking, Securities, and Corporations and thereby incorporated the Corporation, be and they are hereby accepted, ratified and approved.

Resignation of Incorporator:

If the incorporator is not a director or shareholder, resignation is usually made.

RESOLVED, that the resignation of _____, as incorporator of _____ is hereby accepted and the Secretary is directed to make the original part of the official minutes of the Corporation.

Approval of Articles of Incorporation:

Provide date Articles of Incorporation filed

RESOLVED, that the Articles of Incorporation of the Corporation has been presented to and reviewed by each director of the Corporation, are hereby approved, such Articles of Incorporation having been filed on _____, with the Alaska Division of Banking, Securities, and Corporations and a copy of the Articles of Incorporation is hereby directed to be inserted in the minute book of the Corporation.

Approval of By-Laws:

RESOLVED, that the by-laws of the Corporation for the regulation of the business and affairs of the Corporation, which have been presented to and reviewed by each director of the Corporation, are hereby adopted and approved as the by-laws of the Corporation, and a copy of such by-laws is hereby directed to be inserted in the minute book of the Corporation and is incorporated by reference herein.

Election of Officers :

RESOLVED, that each of the following persons are hereby elected to serve as an officer of the Corporation, to hold the office or offices set forth opposite their respective names until the first annual meeting of the Board of Directors, until their earlier resignation or removal, or until their successors are duly elected and qualified:

Name Officers elected. You MUST have a President, a Secretary, and a Treasurer. The same individual may hold two or more offices, except that the same person cannot be both the President and the Secretary unless there is only one stockholder.

<u>Office</u>	<u>Name</u>
President	_____
Vice-President	_____
Secretary	_____
Treasurer	_____

Payment of Incorporation Expenses:

RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to pay all fees and expenses incident to and necessary for the incorporation and organization of the Corporation and that the officers of the Corporation are hereby authorized and directed to take and perform any and all other actions and to sign any and all documents necessary or incidental to the completion of the organization of the Corporation.

Adoption of Corporate Seal:

Optional

RESOLVED, that the seal containing the name of the Corporation, an impression of which is affixed in the margin of this consent, is hereby adopted as the corporate seal of the Corporation.

Adoption of Fiscal Year:

RESOLVED, that the fiscal year of the Corporation shall begin on January 1st and end on December 31st of each year.

Par Value can be zero or a dollar amount.

Name Shareholders, number of shares owned and consideration paid. Pay at least par value of \$1.00. All shares authorized in the Articles of Incorporation need not be issued at this time.

Adoption of Form of Common Stock Certificate:

RESOLVED, that the form of stock certificate to evidence shares of common stock of the Corporation, which has been presented to and reviewed by each director of the Corporation, is hereby adopted as the form of stock certificate for the shares of common stock of the Corporation, a specimen thereof being attached hereto and incorporated by reference herein.

Establishment of Par Value of Stock:

RESOLVED, that the par value per share of the common stock of the Corporation be, and the same is, hereby established at One and 00/100 Dollar (\$1.00).

Issuance of Common Stock:

RESOLVED, that in consideration of the payment, in cash, to or on behalf of, the Corporation of the amount of money specified below opposite her name, the sufficiency of which is hereby expressly acknowledged, the President and Secretary of the Corporation are hereby authorized and directed, upon receipt by, or by others on behalf of, the Corporation of such amount of money from the person specified below, to issue to such person a certificate or certificates representing the ownership by them of the number of shares of fully paid and non-assessable shares of One and 00/100 Dollar (\$1.00) par value per share common stock of the Corporation as is also set forth below opposite his name:

<u>Name</u>	<u>Shares</u>	<u>Consideration</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Election of "S Corporation" Status:

WHEREAS, the directors and stockholders of the Corporation have been advised of the advantages to the stockholders of the Corporation if the Corporation elects to be taxed as an "S Corporation" pursuant to Sections 1361 through 1379 of the Internal Revenue Code of 1986, as amended;

THEREFORE, BE IT RESOLVED, that the Corporation does hereby elect to be taxed as an "S Corporation" pursuant to Sections 1361 through 1379 of the Internal Revenue Code of 1986, as amended, for the current and succeeding tax years of the Corporation:

and succeeding tax years of the Corporation;

BE IT RESOLVED FURTHER, that such election be made and filed by the Corporation, together with the consents of its stockholders, within the time period specified and permitted by statute, and the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, to execute and file such election with the Internal Revenue Service and to take such other actions as may be necessary to effect such election for the current fiscal year of the Corporation.

Election to Classify Stock as "§ 1244 Stock":

Name of Corporation

WHEREAS, _____ is a "small business corporation" as defined in the Internal Revenue Code and the regulations issued thereunder; and

WHEREAS, the Directors desire to qualify the Corporation's stock as Section 1244 stock;

Name of Corporation

IT IS, THEREFORE, RESOLVED, that _____ hereby adopts a plan to have its stock classified as Section 1244 stock and offered for sale as such;

RESOLVED FURTHER, that the maximum amount to be received by this Corporation in consideration for its stock to be issued pursuant to this plan shall not exceed One Million and no/100 Dollars (\$1,000,000.00).

RESOLVED FURTHER, that the stock issued pursuant to this plan shall be issued only for money and other property, but excluding other stock or securities; and

RESOLVED FURTHER, that the officers of this Corporation shall take such action as is necessary to carry this plan into effect and especially to keep such records as are required by the Internal Revenue Service.

Authorization for Opening Bank Account:

Name corporate bank

RESOLVED, that _____, _____, Alaska, shall be the depository in which the funds of the Corporation shall be deposited.

BE IT RESOLVED FURTHER, that the appropriate officers of the Corporation shall be, and hereby are, authorized to open a bank account or accounts at said bank in the name of, and on behalf of, the Corporation, for the deposit of funds belonging to the Corporation.

*Name one or more
persons to sign checks.
If two signatures are
required on all checks
change "or" to
"and".*

BE IT RESOLVED FURTHER, that all checks drawn on such bank account or accounts shall be signed by _____ or _____.

BE IT RESOLVED FURTHER, that the Board of Directors hereby adopts the form resolution of said bank (as completed) which appears in the form which is attached hereto and incorporated by reference herein, and the appropriate officers of the Corporation are hereby authorized to certify such form resolution of said bank as having been adopted by this Corporation and to furnish copies of this resolution to the said bank upon its request.

Borrowing:

RESOLVED, that only the duly elected officers of the Corporation, acting either singularly or jointly as directed from time to time by resolution of the directors, be authorized to borrow money for, on behalf of, and in the name of the Corporation, but only pursuant to specific authorization by resolution of the Board of Directors as may from time to time be adopted.

Business Operations:

RESOLVED, that the President of the Corporation is hereby authorized and directed to hire and employ such supervisors, mechanics laborers, helpers, office personnel and other workers as he/she deems necessary for the effective operation of the Corporation's business; and

RESOLVED FURTHER, that the President of the Corporation is hereby authorized to pay all employees and workers of the Corporation such salary, wage and other compensation as he/she shall deem appropriate from time to time; and

RESOLVED FURTHER, that the President of the Corporation shall have full power and authority to conduct all aspects of day-to-day operations of the Corporation's business as he/she deems justified and appropriate.

Filing of Consent:

RESOLVED, that the Secretary of the Corporation is hereby directed to make the original of this consent part of the official minutes of the Corporation to be filed in the minute book of the Corporation.

THE UNDERSIGNED INCORPORATORS, SHAREHOLDERS AND DIRECTORS, BEING ALL THE SHAREHOLDERS ENTITLED TO VOTE ON THE MATTERS DESCRIBED ABOVE, ALL INCORPORATORS AND THE ENTIRE MEMBERSHIP OF THE BOARD OF DIRECTORS OF
DO HEREBY EXPRESSLY CONSENT TO

Name of Corporation

_____ DO HEREBY EXPRESSLY CONSENT TO
THE FOREGOING RESOLUTIONS AS BEING THE JOINT ORGANIZA-
TIONAL ACTIONS OF THE INCORPORATORS, SHAREHOLDERS AND
DIRECTORS OF SUCH CORPORATION, IN ACCORDANCE WITH THE
ALASKA CORPORATIONS CODE (ALASKA STATUTES, TITLE 10,
CHAPTER 6) AND IN LIEU OF AN ORGANIZATIONAL MEETING
THEREOF, TO BE EFFECTIVE AS OF _____.

Date of meeting

*Name and Signature of
Incorporator,
Directors and
Shareholders. Add
blanks if necessary.*

_____, Incorporator

Shareholder and Director

Shareholder and Director

ATTEST:

*Signature of Secretary
of Corporation*

Secretary

Instructions

Name of Incorporator

Name of Corporation

*Effective date of
resignation, such as
date of meeting.*

*Signature of
incorporator*

RESIGNATION OF INCORPORATOR

I, the undersigned _____, do hereby resign as
incorporator of _____, an Alaska
corporation, effective _____.

Incorporator

SAMPLE DOCUMENT

FORM 5
BY-LAWS

SAMPLE DOCUMENT

Instructions

Form 5: By-Laws

BY-LAWS

OF

Name of Corporation

ARTICLE I. NAME AND LOCATION

Name of Corporation

SECTION 1. The name of this corporation shall be

Provide address of
principal office and
registered office. These
can be the same address.

SECTION 2. The Principal office of the corporation in the State of Alaska shall be _____, Alaska and its initial registered office in the State of Alaska shall be _____, Alaska. The corporation may have such other offices, either within or without the State of Alaska as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II. SHAREHOLDERS

Name any date you
desire for annual
meeting.

SECTION 1. Annual Meeting. The annual meeting of the shareholders shall be held on the second Tuesday of the month of December in each year, beginning with the year _____ at the time designated by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Alaska, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as convenient.

Year of first meeting
after organization
meeting.

SECTION 2. Special Meeting. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by resolution of the Board of Directors or by the President at the request of the holders of not less than a majority of all the outstanding shares of the corporation entitled to vote on any issue proposed to be considered at the meeting, provided said shareholders sign, date and deliver to the corporate Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Only business within the purpose or purposes described in the meeting notice required by Article II, Section 5 of these By-Laws may be conducted at a special shareholders meeting. In addition, such meeting may be held at any time without call or notice upon unanimous consent of shareholders.

SECTION 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Alaska unless otherwise prescribed by statute as the place of meeting for any annual meeting or for any special meeting of shareholders. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Alaska, unless otherwise prescribed by statute, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Alaska.

SECTION 4. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

SECTION 5. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, seventy (70) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any determination of shareholders, such date in any case to be not more than seventy (70) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

SECTION 6. Shareholders' List. After fixing a record date, the officer or agent having charge of the share ledger of the corporation shall prepare an alphabetical list of all persons entitled to notice and to represent shares at such meeting, or any adjournment thereof, and said list shall be arranged by voting

group and shall show the address of and the number of shares held by each shareholder or representative. The shareholders' list shall be available for inspection and copying during usual business hours by any shareholder beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice. Such list shall be available during the meeting and any shareholder, his agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment thereof. The original stock transfer book shall be prime facie evidence as to who are the shareholders entitled to examine such list or transfer book or to vote at any meeting of shareholders.

SECTION 7. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting in which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

SECTION 8. Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting.

SECTION 9. Voting of Shares. Subject to the provisions of Section 12 of this Article II, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders. The affirmative vote of a majority of the outstanding shares represented at a shareholders' meeting at which a quorum is present shall be the act of the shareholders of the corporation.

SECTION 10. Voting of Share by Certain Holders. Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the By-Laws of such corporation may preserve, or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Shares held by an administrator, executor, guardian or conservatory may be voted by him either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to the corporation or held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

SECTION 11. Informal Action by Shareholders. Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

SECTION 12. Cumulative Voting. Unless otherwise provided by law, at each election for Directors every shareholder entitled to vote, in person or by proxy, shall have the right to vote at such election the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of candidates.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors except as otherwise herein provided.

SECTION 2. Number, Tenure and Qualifications. The number of Directors of the corporation shall be _____ (___). Each Director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified. Directors may be re-elected. The Directors need not be a resident of this state or a shareholder.

There must be at least one Director.

SECTION 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as the annual meeting of shareholders. The Board of Directors may also provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any special meeting shall be given at least five (5) days previously thereto by notice personally given or mailed to each

Director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not thereafter vote for or assent to action taken at the meeting.

SECTION 6. Quorum. A majority of the number of Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 9. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 10. Informal Action by Board of Directors. Unless otherwise provided by law, any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

ARTICLE IV. OFFICERS

SECTION 1. Number. The officers of the corporation shall be a _____ [President, one or more Vice-Presidents and a Secretary], each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or

*Name Officers. You
MUST have a President,
a Secretary, and a
Treasurer. The same*

individual may hold two or more offices, except that the same person cannot be both the President and the Secretary unless there is only one stockholder.

appointed by the Board of Directors.

SECTION 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until he shall resign or shall have been removed in the manner hereinafter provided. The initial officers may be elected at the first meeting of the Board of Directors.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He may sign certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice-President. The Board of Directors may determine when there is a need for a Vice-President or Vice- Presidents. In the absence of the President or in event of his death, unavailability of or refusal to act, a Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. A Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

SECTION 7. Secretary. The Secretary shall: (a) keep the minutes of the shareholders and of the Board of Directors meetings in one or more books provided for the purpose; (b) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (c) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (d) keep a register of the post

office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) have general charge of the stock transfer books of the corporation; (f) have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and (g) in general perform all of the duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Secretary shall give a bond for the faithful discharge of his duties in such sum with such surety or sureties as the Board of Directors shall determine.

SECTION 8. Salaries. The salaries, compensation and other benefits, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the corporation.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI. CERTIFICATES FOR SHARES AND THEIR TRANSFER

SECTION 1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Board of Directors so to do. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issuance, shall be entered on the

stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

SECTION 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, and on surrender for cancellation of the certificate of such shares, and also, any transfer is subject to the limitations set forth in the Articles of Incorporation, reference to which is hereby made. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE VIII. DIVIDENDS

The Board of Directors may from time to time declare, and the corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

ARTICLE IX. SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "Corporate Seal."

ARTICLE X. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or Director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE XI. AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority vote of the Board of Directors at any annual Board of Directors meeting or at any special Board of Directors meeting when the proposed amendment has been set out in the notice of such meeting. These By-Laws may also be altered, amended or repealed by a majority vote of the share-

holders notwithstanding that these By-Laws may also be amended or repealed by the Board of Directors.

SAMPLE DOCUMENT

FORM 6

ANNUAL MINUTES

SAMPLE DOCUMENT

Form 6: Annual Minutes for Shareholders and Directors

**MINUTES OF ANNUAL ACTIONS TAKEN
BY THE UNANIMOUS WRITTEN CONSENT OF THE
SHAREHOLDERS AND BOARD OF DIRECTORS OF**

Name of Corporation

IN LIEU OF AN ANNUAL MEETING THEREOF

Name of Corporation

These Consent Minutes describe certain annual actions taken by the Shareholders and the Board of Directors of _____, an Alaska Business Corporation, in lieu of an annual meeting thereof and pursuant to the Alaska Corporations Code (Alaska Statutes, Title 10, Chapter 6) which provides that any action required or permitted to be taken at an annual Shareholders' or Board of Directors' meeting of an Alaska business corporation may be taken without a meeting if the action is taken by all the Shareholders entitled to vote on the action and all members of the Board and is evidenced by one or more written consents describing the action taken which are signed by all of the Shareholders entitled to vote on the action and each Director and delivered to the corporation for inclusion in the minutes or filing with the corporate records, with such consent to have the effect of a unanimous meeting vote. Such consent herein and hereto is evidenced by the signatures of the Shareholders and Directors of the corporation affixed hereto.

The Shareholders and Directors acknowledge that it is necessary or desirable to take various annual actions in connection with the corporation in accordance with Alaska Corporations Code. Therefore, the undersigned, Shareholders and Directors, being all of the Shareholders entitled to vote on these matters and all of the members of the Board of Directors of the corporation, do hereby waive (i) notice of the time, place and purpose of, (ii) call of, and (iii) the necessity of annual Shareholders' and Board of Directors' meetings thereof and unanimously and severally and collectively adopt, by consent and without the necessity and formality of convening, and in lieu of such meeting thereof, the following Acts and Resolutions as being the joint actions of the Shareholders and Board of Directors, as if in a meeting duly assembled:

Election of Directors:

RESOLVED, that each of the following persons are hereby elected to serve as a member of the Board of Directors of the Corporation, and to hold said position until the next annual meeting of the Board of Directors or until the earlier of their resignation or removal, or until their respective successors shall be duly elected and qualified:

Name

Address

Name and Address of
Directors. There must be
at least one Director.

Approval of Actions by Directors:

RESOLVED, that the actions of Board of Directors taken in the preceding year on behalf of the corporation be and they are hereby accepted, ratified and approved.

Election of Officers:

RESOLVED, that each of the following persons are hereby elected to serve as an officer of the Corporation, to hold the office or offices set forth opposite their respective names until the first annual meeting of the Board of Directors, until their earlier resignation or removal, or until their successors are duly elected and qualified:

*Name Officers elected.
Name Officers elected.
You MUST have a
President, a Secretary,
and a Treasurer. The
same individual may
hold two or more offices,
except that the same
person cannot be both
the President and the
Secretary unless there is
only one stockholder.*

<u>Office</u>	<u>Name</u>
President	_____
Vice-President	_____
Secretary	_____
Treasurer	_____

Payment of Expenses:

RESOLVED, that the payment of corporate expenses by the Secretary of the Corporation is hereby approved, ratified and accepted.

Filing of Consent:

RESOLVED, that the Secretary of the Corporation is hereby directed to make the original of this consent part of the official minutes of the Corporation to be filed in the minute book of the Corporation.

THE UNDERSIGNED SHAREHOLDERS AND DIRECTORS, BEING ALL THE SHAREHOLDERS ENTITLED TO VOTE ON THE MATTERS DESCRIBED ABOVE, AND ALL THE ENTIRE MEMBERSHIP OF THE BOARD OF DIRECTORS OF _____ DO HEREBY EXPRESSLY

Name of corporation

CONSENT TO THE FOREGOING RESOLUTIONS AS BEING THE JOINT
ACTIONS OF THE SHAREHOLDERS AND DIRECTORS OF SUCH ALASKA
BUSINESS IN ACCORDANCE WITH THE ALASKA CORPORATIONS CODE
(ALASKA STATUTES, TITLE 10, CHAPTER 6) AND IN LIEU OF AN ANNUAL
MEETING THEREOF, TO BE EFFECTIVE AS OF

Date of meeting

*Signatures of
shareholders and
directors*

Shareholder and Director

Shareholder and Director

Shareholder

ATTEST:

Secretary signature

Secretary

Miscellaneous Additional Forms

SAMPLE DOCUMENT

Instructions

Notice of Special Meeting of Directors

Notice of Special Meeting of Directors

OF

*Name of
Corporation*

*Name of
Corporation*

*Date of Meeting
and time*

Address of Meeting

Purpose of Meeting

Date of Notice

*Signature of
Secretary*

Pursuant to the By-Laws of the Corporation, a special meeting of the Directors of _____, an Alaska business corporation is called for the _____ day of _____, 20__, at _____ .m., to be held at the following address:

The Purpose of the meeting is to:

This Notice given on this the _____ day of _____, 20__, by the Secretary of the Corporation, by mailing a true and correct copy of this Notice to the address of each Director on the records of the Corporation at least 5 days prior to such special meeting.

Secretary

Instructions

Notice of Annual Meeting of Directors

Notice of Annual Meeting of Directors

OF

*Name of
Corporation*

*Name of
Corporation*

Pursuant to the By-Laws of the Corporation, a annual meeting of the Directors of _____, an Alaska business corporation is called for the _____ day of _____, 20____, at _____ .m., to be held at the following address:

*Date of Meeting
and time*

Address of Meeting

Purpose of Meeting

The Purpose of the meeting is to:

Date of Notice

This Notice given on this the _____ day of _____, 20____, by the Secretary of the Corporation, by mailing a true and correct copy of this Notice to the address of each Director on the records of the Corporation at least 5 days prior to such special meeting.

*Signature of
Secretary*

Secretary

Instructions

Notice of Special Meeting of Shareholders

Notice of Special Meeting of Shareholders

OF

*Name of
Corporation*

*Name of
Corporation*

Pursuant to the By-Laws of the Corporation, a special meeting of the Shareholders of _____, an Alaska business corporation is called for the _____ day of _____, 20____, at _____ .m., to be held at the following address:

*Date of Meeting
and time*

Address of Meeting

Purpose of Meeting

The Purpose of the meeting is to:

Date of Notice

This Notice given on this the _____ day of _____, 20____, by the Secretary of the Corporation at the direction of the Board of Directors, by mailing a true and correct copy of this Notice to the address of each shareholder on the records of the Corporation at least 5 days prior to such special meeting.

*Signature of
Secretary*

Secretary

Instructions

Notice of Annual Meeting of Shareholders

Notice of Annual Meeting of Shareholders

OF

*Name of
Corporation*

*Name of
Corporation*

Pursuant to the By-Laws of the Corporation, an annual meeting of the Shareholders of _____, an Alaska business corporation is called for the

*Date of Meeting
and time*

_____ day of _____, 20__, at _____ .m., to be held at the following address:

Address of Meeting

The Purpose of the meeting is to conduct annual business of the corporation and:

Purpose of Meeting

Date of Notice

This Notice given on this the _____ day of _____, 20__, by the Secretary of the Corporation at the direction of the Board of Directors, by mailing a true and correct copy of this Notice to the address of each shareholder on the records of the Corporation at least 5 days prior to such special meeting.

*Signature of
Secretary*

Secretary

Instructions

Blank Resolution form for Shareholders

Resolution of the Shareholders

OF

*Name of
Corporation*

*Name of
Corporation*

Pursuant to Notice or Waiver of Notice, at a regular or special meeting of the Shareholders of _____, an Alaska business corporation, upon motion duly made and seconded, the following resolution was adopted by a majority of the shareholders, present in person or by proxy, entitled to vote thereon:

RESOLVED by the Shareholders of the Corporation as follows:

*Describe action
taken*

Dated this the _____ day of _____, 20____.

Date of Resolution

*Signature of
Shareholders*

Shareholder

Shareholder

Shareholder

Attest:

*Signature of
Secretary*

Secretary

Instructions

Blank Resolution form for Directors

Resolution of the Directors

OF

*Name of
Corporation*

*Name of
Corporation*

Pursuant to Notice or Waiver of Notice, at a regular or special meeting of the Directors of _____, an Alaska business corporation, upon motion duly made and seconded, the following resolution was adopted by a majority of the Directors present in person entitled to vote thereon:

RESOLVED by the Directors of the Corporation as follows:

*Describe action
taken*

Date of Resolution

Dated this the _____ day of _____, 20____.

*Signature of
Directors*

Director

Director

Director

*Signature of
Secretary*

Attest:

Secretary

Instructions

Waiver of Notice of Meeting by Directors

Waiver of Notice of Meeting by the Directors

OF

*Name of
Corporation*

*Name of
Corporation*

The undersigned, being all the directors of _____, an Alaska business corporation, hereby waive notice of the special or annual meeting of the directors to be held on the _____ day of _____, 2000, at _____, which meeting shall be held at the following address:

Date of Meeting

Address of Meeting

Date of Notice

Dated this the _____ day of _____, 20__.

*Signature of
Directors*

Director

Director

Director

Instructions

Waiver of Notice by Shareholders

Waiver of Notice of Meeting by the Shareholders

OF

*Name of
Corporation*

*Name of
Corporation*

The undersigned, being all the shareholders of _____, an Alaska business corporation, hereby waive notice of the special or annual meeting of the shareholders to be held on the _____ day of _____, 2000, at _____, which meeting shall be held at the following address:

Date of Meeting

Address of meeting

Date of Waiver

Dated this the _____ day of _____, 20____.

*Signatures of
shareholders*

Shareholder

Shareholder

Shareholder

Stock Transfer Ledger

SAMPLE DOCUMENT

Stock Transfer Ledger

Name and Residence Address of Stockholder	Date of Transfer	Certificate Issued	Number of Shares	Amount Paid	Subsequent Transfer	
					Show on separate line	

Accessories

U. S. Legal Forms, Inc. offers the following corporate accessories:

Corporate Seal: If you would like to order a corporate seal call U.S. Legal Forms, Inc. at (601) 825-0382. Engraved with your name: \$24.95 plus shipping, or see <http://www.uslegalbookstore.com/officeproducts/>

Corporate Books:See <http://www.uslegalbookstore.com/officeproducts/>

SAMPLE DOCUMENT

Stock Certificate

No. _____

INCORPORATED IN STATE OF ALASKA

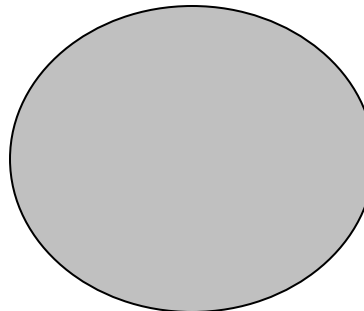
Shares: _____

Authorized Shares: _____ Par Value: \$_____

This Certificate, certifies that _____, is the true and lawful owner and holder of _____ shares of _____, a _____ Corporation. Such shares are transferable only by the holder hereof, or by an authorized attorney in fact.

This certificate is issued by the Corporation by its duly authorized officers of the Corporation on this the ____ date of _____, 20____.

President



Secretary