

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

Anchorage Weavers' Guild, Inc.
(Corporate File No. 11952D)

1. The name of the corporation is: Anchorage Weavers' Guild, Inc.
2. The Articles of Incorporation of Anchorage Weavers' Guild, Inc. (Corporate file Number 11952D) (filed for record with the State of Alaska, Division of Corporations on 5/25/1973) are hereby amended and restated in their entirety as follows:

ARTICLE I

Name

The name of the Corporation shall be "Anchorage Weavers and Spinners Guild" with its principal place of business in Anchorage, Alaska.

ARTICLE II

Membership

The membership of the corporation shall consist of individuals, domestic or foreign profit or nonprofit corporations, general or limited partnerships, associations or other entities whose background, experience or interests indicate that they will support the purposes of the corporation.

ARTICLE III

Commencement and Perpetual Existence

The time of commencement of the business of this Corporation shall be immediately upon the filing of these Articles of Incorporation in the office of the Commissioner of Community and Economic Development, Division of Corporations of the State of Alaska, and the existence of this Corporation shall be perpetual.



ARTICLE IV

Purposes, Powers and Limitations

Section 1. Purposes. The objects and purposes for which this Corporation is formed are as follows:

1.1 To provide for the educational and cultural enrichment for the community by promoting a greater interest in and appreciation for weaving, spinning, and the fiber arts in Anchorage and Alaska, and stimulating individual artists engaged in these endeavors.

1.2 To engage in any other lawful businesses or activities whatsoever which may hereafter and from time to time be authorized by the Board of Directors and which may be conducted by an organization described in Section 501(c)(3) of the Code; provided that this corporation shall not carry on any other activities not permitted by State or Federal law to be carried on by a nonprofit corporation.

Section 2. Limitations.

2.1 The Corporation shall have no capital stock and no part of its net earnings shall inure to the benefit of any director or officer of the Corporation, or any private individual.

2.2 No director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation, or upon the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the Corporation shall be distributed by the board of directors as set forth in Article VII.

2.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as may be permitted to Section 501(c)(3) organizations by the Code, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

2.4 Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or any

successor provision, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code, or any successor provision.

Section 3. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

ARTICLE V

Limitation of Directors' Liability

A director shall have no liability to the Corporation for breach of such director's fiduciary duty as a director, except for (a) conduct that constitutes a breach of the director's duty of loyalty to the Corporation; (b) acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law; or (c) a transaction from which the director derives an improper personal benefit. If the Alaska Nonprofit Corporations Code is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Alaska Nonprofit Corporations Code as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VI

Indemnification of Directors and Officers

The Corporation may indemnify a director, officer, or former director or officer of the Corporation 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 part 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 to make any other indemnification authorized by the articles of incorporation or bylaws, or resolution adopted after notice by the members entitled to vote, and to the fullest extent such indemnity may be provided pursuant to AS 10.20.011(14), as may be amended.

ARTICLE VII

Distribution of Assets Upon Dissolution or Final Liquidation

In the event the Corporation is dissolved or liquidated, its assets shall be distributed pursuant to AS 10.20.295. Insofar as said statutory provision does not provide for the full distribution of said assets, any remaining assets shall be distributed pursuant to the Bylaws of the Corporation; but no such distribution upon dissolution or final liquidation shall be made to any person or organization not at that time qualified as an exempt person or organization under Section 501(c)(3) of the Code, or under the corresponding provision of any future United States Internal Revenue law; nor shall any disposal of assets not otherwise disposed of by the Corporation be made by any court to any person or organization not so qualified as exempt under federal law.

ARTICLE VIII

Directors

Section 1. Board of Directors. The management of the Corporation will be vested in a Board of no fewer than three Directors, and such officers and committees as the Board of Directors may appoint in conformity with these Articles and with the Bylaws of the Corporation. The number, qualifications, terms of office, time and place of meetings, and powers and duties of the directors shall be prescribed in the Bylaws. The Guild membership shall elect persons to serve on the Corporation's Board of Directors.

ARTICLE IX

Bylaws; Amendment of Articles

Section 1. Bylaws. The authority to make, alter, amend or repeal Bylaws, or to adopt new Bylaws, is vested in the Guild membership, and may be exercised at any regular or special meeting of the Guild membership.

Section 2. Amendment of Articles. The Guild membership shall have the power to amend, alter, change or repeal any provisions contained in the Corporation's Articles of Incorporation. An amendment shall be adopted at a meeting of the Guild membership upon receiving the vote of a majority of the Guild members in good standing attending the regular or special membership meeting called for this purpose.

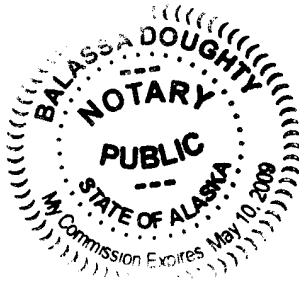
STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

Lorri Wright, being first duly sworn, on oath deposes and says that she is the secretary of the Anchorage Weavers and Spinners Guild and that she has read the within and foregoing Amended and Restated Articles of Incorporation, knows the contents thereof, and believes the same to be true.

Lorri Wright

Lorri Wright

SUBSCRIBED AND SWORN TO before me this 1 day of November, 2006.



Balassa Doughty

Notary Public in and for Alaska
My commission expires: May 10, 2009

NAICS Code

The NAICS Code for Anchorage Weavers and Spinners Guild is defined as:

813410: Civic and Social Organizations