

SIGNED AND ATTESTED TO THIS 15th DAY OF August, 1980.

Richard T. Souhrada
RICHARD T. SOUHRADA, President

Ronald E. Beck
RONALD E. BECK, Vice President

Loretta Nistler
LORETTA NISTLER, Vice President

Margaret J. Carlson
MARGARET J. CARLSON, Secretary

William J. Haring
WILLIAM J. HARING, Treasurer

Ronald A. Mull
RONALD A. MULL, Director

William S. Hart
WILLIAM S. HART, Director



Paul B. Wull
Notary Public in and for the
State of Alaska
My commission expires: 3/10/85

ARTICLE X

- (A) The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation by a two-thirds (2/3) vote at a regular or special meeting.
- (B) No amendment or repeal shall so change the objects and purposes of the corporation as set forth in these Articles of Incorporation as to permit any of the assets or net income to inure to the benefit of any private individual, officer or member of this corporation.

ARTICLE XI

- (A) The address of this corporation's initial registered office shall be P. O. Box 408, Delta Junction, Alaska 99737, and the name of this corporation's initial registered agent at such address shall be LYLE R. CARLSON.
- (B) The names and addresses of the members of the initial Board of Directors of this corporation are:

Richard T. Souhrada President	P. O. Box 28 Delta Junction, Alaska 99737
Margaret J. Carlson Secretary	P. O. Box 953 Delta Junction, Alaska 99737
William J. Haring Treasurer	Mi. 274 Richardson Hwy., S.R. 10 via Fairbanks, Alaska 99701
Ronald E. Beck	P. O. Box 294 Delta Junction, Alaska 99737
William S. Hart	P. O. Box 571 Delta Junction, Alaska 99737
Loretta Nistler	P. O. Box 952 Delta Junction, Alaska 99737
Ronald A. Mull	P. O. Box 205 Delta Junction, Alaska 99737

- (C) The foregoing ARTICLES OF INCORPORATION have been adopted as required by law of the State of Alaska.

nesses other than individuals may become sustaining members upon payment of the sustaining membership fee as prescribed in the by-laws. Sustaining members shall have no vote in the affairs of the corporation.

ARTICLE VII

The highest amount of indebtedness or liability to which this corporation shall at any time be subject is ONE HUNDRED MILLION DOLLARS (\$100,000,000.00).

ARTICLE VIII

The affairs of the corporation shall be managed by a board of directors, who shall have the power to engage such employees as they deem necessary to carry out the functions of the corporation. The number of directors of this corporation shall be seven (7), who shall serve for overlapping three (3) year terms. Directors shall be elected by the membership at the annual meeting of the corporation to be held the first Wednesday in September of each year by plurality vote of the members present and shall serve until their successors are elected and installed. Initial terms of office shall be determined by a majority of the total Board members. In the event of a vacancy on the board of directors, the remaining board members shall choose a replacement who will service until the next annual meeting of the membership. The Board of Directors shall select from among themselves the officers prescribed by the by-laws.

ARTICLE IX

Before transacting any business or acquiring any property, the persons constituting the membership of the corporation must meet and adopt by-laws. The unanimous vote of the initial Board of Directors of the corporation shall be necessary to the adoption of such by-laws.

in such manner, or to such organizations or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 502(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the State of Alaska, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

ARTICLE VI

The membership of this corporation shall be classified as follows:

- (A) CHARTER MEMBERS: Any person who agrees to abide by the by-laws of the corporation and who pays the fee specified by said by-laws, and who becomes a member prior to August 1, 1980, shall be a charter member. Charter members shall be entitled to one (1) vote per membership and no person shall hold more than one (1) membership of this class.
- (B) REGULAR MEMBERS: Any person who agrees to abide by the by-laws of the corporation and who pays the fee specified by said by-laws, shall be a regular member. Regular members shall be entitled to one (1) vote per membership and no person shall hold more than one (1) membership of this class. Charter members, as described in this article, shall not be eligible for this class of membership.
- (C) LIFE MEMBERS: Any regular or charter member may become a life member by paying the membership fee prescribed by the by-laws for life members. Each life member shall be entitled to one (1) vote and no person may hold more than one (1) life membership.
- (D) SUSTAINING MEMBERS: Organizations, corporations, partnerships or busi-

ARTICLE III

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

The principal office and place for transacting the business the corporation shall be at Delta Junction, Alaska.

ARTICLE V

The duration of this corporation shall be perpetual. Should a dissolution of this corporation become necessary, then, upon the dissolution of this corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation

- (C) To borrow money, to buy, own, build, erect, construct, lease or otherwise acquire, manage, occupy, maintain and operate buildings, grandstands, pavillions, booths, stables, sheds, corrals, exhibition grounds, store rooms, office building, and business structures of all kinds and character.
- (D) To pay awards or premiums for entries in exhibits and contests, and if desirable to charge an entry fee for all entries and exhibits; provided, however, that all entries by boys' and girls' clubs and school exhibits shall be entered free of charge. The fair or fairs shall be open for entries by people of the whole State of Alaska.
- (E) To charge an admission fee of the public for entry to the fair grounds and grandstands.
- (F) To employ or contract for services necessary in carrying out the purposes of the corporation and to do business in any part of the world.
- (G) To hold meetings of the Board of Directors of the Corporation in such places within the State of Alaska, as the board of directors may from time to time determine.
- (H) To maintain, do, perform, execute, acquire, own, hold and dispose of each, all and everything incidental to or necessary, convenient or proper, to carry out or perform any of the matters, things or purposes aforesaid, and to exercise any and all rights and privileges which may be necessary, requisite, useful, convenient or proper, or which may be incidental or auxiliary to any of the purposes or objects hereinbefore expressed, or that in the judgment of the board of directors of the corporation may be necessary, requisite, useful, convenient, proper, incidental or auxiliary, to any of said purposes or objects or be deemed to tend to advance the interest of the corporation and the objects for which it is created.

ARTICLES OF INCORPORATION

OCT 1 1981

DELTANA FAIR ASSOCIATION, INC.

DEPARTMENT OF COMMERCE
& ECONOMIC DEVELOPMENT
of twenty-one

We, the undersigned, natural persons of the age (21) or more, acting as incorporators of a corporation under the Alaska Non-Profit Corporation Act, AS Sec. 10.20.010--AS 10.20.150, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be DELTANA FAIR ASSOCIATION, INC.

ARTICLE II

This corporation is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The object and purpose of this corporation are:

- (A) To engage in the business of operating and conducting an Agricultural and Industrial Fair Association, on a non-profit plan; to display and exhibit any and all kinds of livestock, poultry, industrial, agricultural, horticultural, fishing products, mining, manufacturing, arts and native arts of all kinds and character.
- (B) To buy, lease and acquire by donation, gift, grant or otherwise the deed, title and ownership in and to both real and personal property, and articles and things of every kind and character that may be deemed by said corporation convenient and proper, or that may be in any way related and incident to the carrying on of any part of the business herein provided for.

State of Alaska



Department of Commerce and Economic Development

Certificate

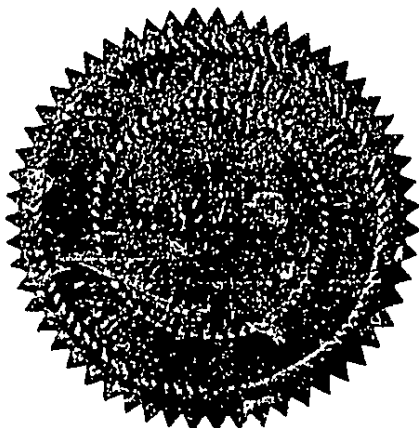
The undersigned, as Commissioner of Commerce and Economic Development, of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of DELTANA FAIR ASSOCIATION, INC.

duly signed and verified pursuant to the provisions of the Alaska Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law hereby issues this Certificate of Incorporation of

DELTANA FAIR ASSOCIATION, INC.

and attaches hereto a duplicate original of the Articles of Incorporation.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Juneau, the Capital, this

1st day of October A.D. 19 81

Charles R. Webber

CHARLES R. WEBBER
COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT