

## **Attachment to Articles of Incorporation for Sitka Local Foods Network, Inc.**

### **ARTICLE 3. PURPOSE(S)**

- 3.1 To facilitate and coordinate the production of locally-produced and harvested food in Sitka and Southeast Alaska for local consumption through farmers markets, animal husbandry, farming, community and commercial gardens and greenhouses, and other appropriate means;
- 3.2 To research, promote and demonstrate sustainable, renewable and locally feasible agriculture techniques that minimize the use of synthetic inputs;
- 3.3 To improve community health through Sitka Local Foods Network activities, including the development of horticultural therapy opportunities for community members;
- 3.4 To recognize that local food production can reduce and mitigate the process of climate change, and otherwise help communities to adapt to impacts associated with global warming.
- 3.5 To educate community members, Southeast Alaska residents and visitors to the region on topics related to local food production and sustainability;
- 3.6 To provide a model for sustainable economic development and appropriate technologies;
- 3.7 To pursue grants and funding for local food production research and development as appropriate to accomplish the purposes of the Sitka Local Food Network.

### **ARTICLE 4. PROVISIONS**

- 4.1 Prohibition on Activities. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation described in Section 501(c)(6) of the Code exempt from federal income tax under Section 501 of the Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c) and 2055(a) of the Code.
- 4.2 Net Income. No part of the net income or earnings of the Corporation shall, directly or indirectly, inure in whole or in part to the benefit of or be distributable to any officer, director, member, trustee or other individual having a personal or private interest in the activities of the Corporation except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III hereof.
- 4.3 Director Liability. No director of the Corporation shall be personally liable to the Corporation or for monetary damages for his or her conduct as a director, which conduct takes place on or after the date this Article becomes effective, except for acts or omissions that involve intentional misconduct or a knowing violation of law by the director or any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If, after this Article becomes effective, the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be

deemed eliminated or limited to the fullest extent permitted by the Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date this Article becomes effective.

4.4 Indemnification of Directors and Officers. To the fullest extent now or hereafter permitted by law, the Corporation shall indemnify and hold harmless each individual who is or was serving as a director or officer of the Corporation or who, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any and all liability incurred with respect to any proceeding to which the individual is or is threatened to be made a party because of such service, and shall make advances of reasonable expenses with respect to such proceeding, without regard to the limitations in AS 10.20; provided that no such indemnity shall indemnify any director from or on account of (a) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the director finally adjudged to be in violation of AS 10.20; or (c) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director or officer was not legally entitled.

4.5 Non-Exclusive Rights. To the extent permitted by law, the rights to indemnification and advance of reasonable expenses conferred in this Article shall not be exclusive of any other right which any individual may have or hereafter acquire under any statute, provision of the Bylaws, agreement, vote of shareholders or disinterested directors, or otherwise. The right to indemnification conferred in this Article shall be a contract right upon which each director or officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

4.6 Dissolution. Upon the dissolution of the Corporation, assets remaining after payment of creditors shall be distributed for one or more of the corporations exempt purposes described in Article 3, exempt purposes within the meaning of Section 501(c)(3) or 501(c)(6) of the Code, or to one or more organizations described in such section as determined by the Board of Directors.

4.7 Members. The corporation may have voting members who may, from time to time, be classified among classes as provided for in the Bylaws of the corporation.

4.8 Board of Directors. The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The number, qualifications, terms of office, method of selection or election, powers, authority, and duties of the directors of this corporation, the time, place and manner of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in or prescribed pursuant to the Bylaws of this corporation.

## ARTICLE 6. DIRECTORS

**Name: Kerry MacLane**

Mailing Address: 4262A HPR  
Sitka, AK 99835

**Name: Doug Osborne**

Mailing Address: 1801 Alder Way #B  
Sitka, AK 99835

**Name: Natalie Sattler**

Mailing Address: PO Box 6362  
Sitka, AK 99835

**Name: Linda Wilson**

Mailing Address: 3509 HPR  
Sitka, AK 99835

**Name: Tom Crane**

Mailing Address: 2511 Sawmill Creek Road  
Sitka, AK 99835

**Name: Sharon Romine**

Mailing Address: PO Box 1841  
Sitka, AK 99835

**Name: Peggy Reeve**

Mailing Address: 4014 HPR #1  
Sitka, AK 99835