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State of Alaska, DCCED

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**ARTICLES OF INCORPORATION
OF
AGDC GAS AGGREGATOR CO.**

SEP 28 2015

Anchorage
Division of Corporations, Business
and Professional Licensing

CC 5000-22

The undersigned, acting as the incorporators under the provisions of the Alaska Nonprofit Corporation Act (AS 10.20), adopt the following Articles of Incorporation for the Corporation:

**ARTICLE I
NAME**

The name of this Corporation is AGDC GAS AGGREGATOR CO.

**ARTICLE II
DURATION**

The Corporation's duration will be perpetual.

**ARTICLE III
PUBLIC CORPORATION**

(a) The Corporation shall be a corporation incorporated under the Alaska Nonprofit Corporation Act (AS 10.20) and provisions of AS 31.25, as amended through ch. 14, SLA 2014 (collectively, "Enabling Statutes"). As such, the Corporation shall be a public corporation and government instrumentality of, but having a legal existence independent and separate from, the State of Alaska. The Corporation shall be a subsidiary of, but separate and apart from, the Alaska Gasline Development Corporation ("Sole Member"), a public corporation and government instrumentality of, but having legal existence independent of and separate from, the State of Alaska.

(b) The Corporation will have only one class of voting members consisting solely of the Sole Member. Except as otherwise stated in these articles, member rights will be set forth in the Corporation's Bylaws.

**ARTICLE IV
PURPOSE, POWERS**

(a) The Corporation is formed for the purpose of acquiring natural gas from the North Slope, and natural gas from other regions of the state, including the state's outer continental shelf,



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and making that natural gas available to markets in the state, including the delivery of natural gas, including propane and other hydrocarbons associated with natural gas other than oil, to coastal communities in the state, or any other purpose identified in AS 31.25.120 as amended from time to time, all at the direction of the Sole Member. The Corporation will accomplish this purpose through powers set forth in (b) of this Article IV.

(b) The Corporation shall have the power to borrow money and issue bonds as evidence of that borrowing, and, as granted by the Sole Member under AS 31.25, shall have all the powers of a corporation formed under AS 10.20, as amended from time to time, to the extent not in conflict with AS 31.25, and shall have the powers and authorities as set forth in these articles, generally, and all powers as possessed by the Sole Member through AS 31.25, as amended from time to time.

ARTICLE V DIRECTORS

(a) The number of directors constituting the initial board of directors of the Corporation shall be the same as the Sole Member's board of directors. The board will consist of the same directors as the Sole Member's board of directors. Any person who serves as the designee of any director on the Sole Member's board of directors shall also be the designee of such director for purposes of the Corporation's board of directors. The term of a director shall be the same term as the director's term on the Sole Member's board of directors.

(b) In the event an individual serving as a director no longer serves as a director on Sole Member's Board of Directors, that director position on the Corporation's board of directors shall immediately become vacant and shall be filled with the individual replacing that director on the Sole Member's board of directors.

(c) The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

John Burns
PO Box 83594
100 Cushman St, Ste. 311
Fairbanks, AK 99701

Dave Cruz
3852 North Clark-Wolverine Rd.
Palmer, AK 99645

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Commissioner Heidi Drygas
1016 West 6th Avenue, Ste. 401
Anchorage, AK 99501

PO Box 111149
Juneau, AK 99811
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Commissioner Chris Hladick
PO Box 110800
Juneau, AK 99811

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Hugh Short
Pt. Capital
188 W. North Lights Blvd., Ste. 920
Anchorage, AK 99503

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Rick Halford
PO Box 771209
Eagle River, AK 99577

Joey Merrick
2501 Commercial Dr.
Anchorage, AK 99501

These initial directors shall serve for the first term of the Corporation's board of directors, subject to the terms of this Article V.

(d) When voting on whether the Corporation will take an action as set forth in these articles, each director shall owe his or her primary fiduciary duty and obligation to the Corporation, including, without limitation, the Corporation's creditors, and not to the Sole Member. The Sole Member shall be deemed to have consented to this statement by virtue of approval of the establishment of the Corporation.

ARTICLE VI NOT FOR PROFIT

(a) All income and earnings of the Corporation shall be used exclusively for its corporate purposes, subject to the Corporation's responsibilities under its obligations, including but not limited to, the Obligations.

(b) Except as expressly provided in these articles or the Enabling Statutes, no part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any member, director, or officer of the Corporation or private person, corporation or individual, or to any other private interest.

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**ARTICLE VII
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located in the State of Alaska and may be in a facility leased from the Sole Member.

**ARTICLE VIII
REGISTERED AGENT**

The initial registered agent of the corporation will be Kenneth E. Vassar, and the address of the initial registered office for the Corporation will be c/o Alaska Gasline Development Corporation, 3201 C Street, Suite 200, Anchorage, Alaska 99503.

**ARTICLE IX
INCORPORATORS**

The names and addresses of the incorporators of the Corporation are as follows:

Kenneth E. Vassar
3201 C Street, Suite 200, Anchorage, AK 99503

Jason Iverson
3201 C Street, Suite 200, Anchorage, AK 99503

Lisa C. Lauterbur
3201 C Street, Suite 200, Anchorage, AK 99503

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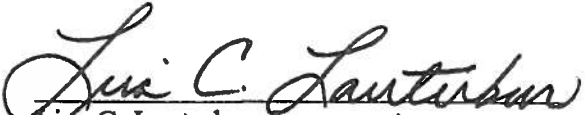
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ARTICLE X
FINAL DISTRIBUTION

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Upon the winding up and dissolution of the Corporation and after paying or adequately providing for the debts and obligations of the Corporation, including debts to holders of outstanding Obligations or other indebtedness, if any, the remaining assets will be distributed to the State of Alaska. In the event that the State of Alaska is unwilling or unable to accept such a distribution, that remaining distribution will be made to the Sole Member.

IN WITNESS WHEREOF, the undersigned incorporators of the Corporation have hereunto set their hands this 28th day of September 2015.


Lisa C. Lauterbur, Incorporator

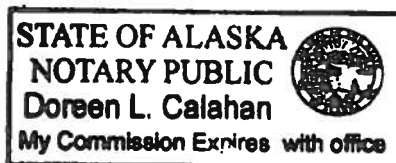

Kenneth E. Vassar, Incorporator



Jason Iverson, Incorporator

STATE OF ALASKA)
) ss:
THIRD JUDICIAL DISTRICT)

THIS CERTIFIES on this 28th day of September 2015, before me, the undersigned Notary Public in and for the State of Alaska, personally appeared Lisa C. Lauterbur, known to me and to me known to be the incorporator in the foregoing ARTICLES OF INCORPORATION; that she knows the contents of the foregoing and that each and all of said facts and matters are true and correct to the best of his information and belief.

SUBSCRIBED AND SWORN to before me this 28th day of September 2015.




Notary Public in and for Alaska
My Commission Expires: with office

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STATE OF ALASKA

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) ss:

THIRD JUDICIAL DISTRICT

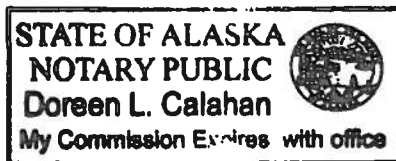
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THIS CERTIFIES on this 28th day of September 2015, before me, the undersigned Notary Public in and for the State of Alaska, personally appeared Kenneth E. Vassar, known to me and to me known to be the incorporator in the foregoing ARTICLES OF INCORPORATION; that he knows the contents of the foregoing and that each and all of said facts and matters are true and correct to the best of his information and belief.

SUBSCRIBED AND SWORN to before me this 28th day of September 2015.



Doreen L. Calahan
Notary Public in and for Alaska
My Commission Expires: with office

STATE OF ALASKA

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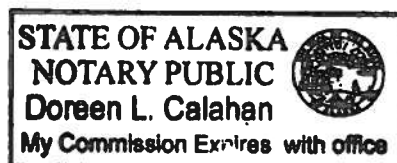
) ss:

THIRD JUDICIAL DISTRICT

)

THIS CERTIFIES on this 28th day of September 2015, before me, the undersigned Notary Public in and for the State of Alaska, personally appeared Jason Iverson, known to me and to me known to be the incorporator in the foregoing ARTICLES OF INCORPORATION; that he knows the contents of the foregoing and that each and all of said facts and matters are true and correct to the best of his information and belief.

SUBSCRIBED AND SWORN to before me this 28th day of September 2015.



Doreen L. Calahan
Notary Public in and for Alaska
My Commission Expires: with office