

**SENATE BILL NO. 205**

**IN THE LEGISLATURE OF THE STATE OF ALASKA**

**SEVENTEENTH LEGISLATURE - FIRST SESSION**

**BY THE SENATE RULES COMMITTEE BY REQUEST OF THE LEGISLATIVE COUNCIL FOR THE CODE REVISION COMMISSION**

**Introduced: 3/15/91**  
**Referred: L&C and Judiciary**

**A BILL**

**FOR AN ACT ENTITLED**

1 "An Act revising the nonprofit corporations code and the religious corporations code;  
 2 amending Alaska Rules of Civil Procedure 3, 4, 8, 17, 19, 23.1, 24, 79, and 82, Alaska  
 3 Rule of Evidence 803, and Alaska Rules of Appellate Procedure 602 and 609; and  
 4 providing for an effective date."

5 **BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF ALASKA:**

6 \* **Section 1.** AS 10 is amended by adding a new chapter to read:

7 **CHAPTER 21. ALASKA NONPROFIT CORPORATION CODE.**

8 **ARTICLE 1. CORPORATE PURPOSES AND POWERS.**

9 **Sec. 10.21.005. PURPOSES.** A domestic corporation may be organized under this  
 10 chapter for any lawful purpose except for the purposes of banking and insurance. A trade union  
 11 or other labor organization may be organized under this chapter, but a cooperative corporation,  
 12 religious corporation, or electric or telephone cooperative may not be organized under this  
 13 chapter.

14 **Sec. 10.21.010. GENERAL POWERS.** (a) Subject to the limitations in its articles, the

1 provisions of this chapter, and other applicable law, a domestic corporation has all the powers  
2 of a natural person to carry out its business activities, including, without limitation, the power  
3 to

4 (1) have perpetual succession by its corporate name;

5 (2) sue and be sued in its corporate name;

6 (3) adopt a corporate seal and alter it, and use it by having it or a facsimile of  
7 it impressed, affixed, or reproduced;

8 (4) buy, take, receive, lease, or otherwise acquire, own, hold, improve, use, and  
9 otherwise deal in real or personal property or an interest in the property, wherever situated;

10 (5) sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise  
11 dispose of all or a part of its property and assets;

12 (6) make contracts and incur liabilities, borrow money at reasonable rates of  
13 interest as the corporation determines, issue notes, bonds, and other obligations, and secure its  
14 obligations by mortgage or pledge of all or any of its property, franchise, and income;

15 (7) lend money at reasonable rates of interest as the corporation determines for  
16 its corporate purposes, invest and reinvest its funds, and take and hold real and personal property  
17 as security for the payment of money loaned or invested;

18 (8) conduct affairs, carry on operations, and have offices and exercise the powers  
19 granted by this chapter in a state or in a foreign country;

20 (9) elect or appoint officers and agents of the corporation and define their duties  
21 and fix their compensation;

22 (10) make and alter bylaws not inconsistent with its articles of incorporation or  
23 with the laws of the state, for the administration and regulation of the affairs of the corporation;

24 (11) to the extent provided in the articles of incorporation, donate for the public  
25 welfare or for charitable, scientific, or educational purposes, and in time of war, donate in aid  
26 of war activities;

27 (12) pay pensions and establish pension plans, pension trusts and other incentive  
28 plans for its directors, officers, and employees;

29 (13) cease its corporate activities and surrender its corporate franchise;

30 (14) act as a trustee under a trust incidental to the principal affairs of the  
31 corporation, and receive, hold, administer, exchange, and expend money and property subject to

1 the trust;

2 (15) issue memberships and levy dues, assessments, and admission fees;

3 (16) subject to the provisions of this chapter, carry on business at a profit and  
4 apply the profit to activities in which the corporation may lawfully engage;

5 (17) have and exercise all powers necessary or convenient to carry out the  
6 purposes for which the corporation was organized.

7 (b) As used in (a)(6) of this section a rate of interest is unreasonable if it is more than  
8 a rate 15 percentage points above the annual rate charged member banks for advances by the 12th  
9 Federal Reserve District that prevailed on the 25th day of the month preceding the  
10 commencement of the calendar quarter during which the loan is made.

11 (c) As used in (a)(7) of this section a rate of interest is unreasonable if it is less than the  
12 annual rate charged member banks for advances by the 12th Federal Reserve District that  
13 prevailed on the 25th day of the month preceding the calendar quarter during which the loan is  
14 made.

15 Sec. 10.21.015. DEFENSE OF ULTRA VIRES. (a) An act of a domestic corporation  
16 or a transfer of real or personal property to or by a domestic corporation, otherwise lawful, is not  
17 invalid because the corporation was without capacity or power to do the act or to make or receive  
18 the transfer.

19 (b) Notwithstanding (a) of this section, lack of capacity or power may be asserted

20 (1) in an action by a member against the corporation to enjoin the doing of an  
21 act or the transfer of real or personal property by or to the corporation; if the unauthorized act  
22 or transfer sought to be enjoined is being, or is to be, performed or made under a contract to  
23 which the corporation is a party, the court may, if all of the parties to the contract are parties to  
24 the action, set aside and enjoin the performance of the contract, and in so doing may allow to  
25 the corporation or to the other parties to the contract compensation as may be equitable for the  
26 loss or damage sustained by any of the parties from the action of the court in setting aside and  
27 enjoining the performance of the contract, except that anticipated profits to be derived from the  
28 contract may not be awarded by the court as a loss or damage sustained;

29 (2) in an action by or in the right of the corporation to obtain a judgment in its  
30 favor against an incumbent or former officer or director of the corporation for loss or damage  
31 due to that individual's unauthorized act;

1 (3) in an action or special proceeding by the commissioner to annul or dissolve  
2 the corporation or to enjoin it from the performance of unauthorized acts.

3 (c) This section also applies to contracts and conveyances made by foreign corporations  
4 in this state and to conveyances by foreign corporations of real property situated in this state.

5 Sec. 10.21.020. LIMITATIONS UPON AUTHORITY OF CORPORATE AGENTS. (a)  
6 A limitation on the powers of the members, officers, or directors, or on the manner or exercise  
7 of their powers, contained in or implied by the articles, bylaws, or action of the board, or by  
8 AS 10.21.550 - 10.21.713 may not be asserted as between the corporation or a member and a  
9 third person, except in a proceeding

10 (1) by a member or the state to enjoin the doing or continuance of unauthorized  
11 business by the corporation, its officers, or its directors in cases where third parties have not  
12 acquired rights under AS 10.21.030;

13 (2) to dissolve the corporation; or

14 (3) by the corporation or by a member suing in a representative suit against the  
15 officers or directors of the corporation for violation of the member's, officer's, or director's duty.

16 (b) This section also applies to contracts, undertakings, and conveyances made by foreign  
17 corporations in this state and to conveyances by foreign corporations of real property situated in  
18 this state.

19 Sec. 10.21.030. CONTRACTS OR CONVEYANCES BINDING DOMESTIC AND  
20 FOREIGN CORPORATIONS. (a) A contract or conveyance made in the name of the  
21 corporation that is authorized or ratified by the board, or is done within the scope of the  
22 authority, actual or apparent, conferred by the board, or by delegates authorized under  
23 AS 10.21.110(1)(J), or within the agency powers of the officers executing it, except as the  
24 board's authority is limited by law, binds the corporation, and the corporation acquires rights  
25 under the contract, whether the contract is executed or wholly or in part executory.

26 (b) This section also applies to contracts and conveyances made by foreign corporations  
27 in this state and to conveyances by foreign corporations of real property situated in this state.

## 28 ARTICLE 2. NAME AND SERVICE OF PROCESS.

29 Sec. 10.21.050. CORPORATE NAME. (a) Unless a domestic corporation is expressly  
30 formed exclusively for charitable purposes a corporate name shall contain the word "corporation",  
31 "incorporated" or "limited", or an abbreviation of one of those words. The corporate name may

1 not contain a word or phrase that indicates or implies that the corporation is organized for a  
2 purpose other than the purpose contained in its articles. The corporate name may not be the  
3 same as, or deceptively similar to, the name of a domestic corporation existing under the laws  
4 of this state or a foreign corporation authorized to conduct affairs in this state, or a name that has  
5 been reserved or registered as provided in this title.

6 (b) A corporate name may not contain the word "city," "borough," or "village" or  
7 otherwise imply that the corporation is a municipality. The name of a city, borough, or village  
8 may be used in the corporate name.

9 (c) A person may not adopt a name that contains the word "corporation," "incorporated,"  
10 or "limited," or an abbreviation of one of these words, unless the person has been issued a  
11 certificate of incorporation, or, in the case of a foreign corporation, a certificate of authority, by  
12 the commissioner.

13 (d) The corporate name may not contain the following words or phrases or an  
14 abbreviation or derivative of them: acceptance, annuity, assurance, bank, bond, casualty,  
15 cooperative, endowment, fidelity, finance, fire fighter, guarantee, indemnity, insurance,  
16 investment, loan, mortgage, savings, police, trooper, surety, title, trust, underwriter.

17 Sec. 10.21.053. CORPORATE NAME; EXCEPTIONS. (a) The provisions of  
18 AS 10.21.050 and 10.21.768 do not

19 (1) prevent a corporation with which another corporation is merged, or that is  
20 formed by the consolidation of one or more other corporations from having the same name as  
21 one of the existing corporations if at the time the existing corporation was authorized or existing  
22 under a statute of this state;

23 (2) prevent a foreign corporation from being authorized under a name that is  
24 similar to the name of a corporation existing or authorized under a statute of this state, if the  
25 commissioner finds, upon proof by affidavit or otherwise, that

26 (A) a difference between the names exists in the terms or abbreviations  
27 indicating corporate character or otherwise;

28 (B) the applicant has conducted activities as a corporation under the name  
29 for not less than 10 consecutive years immediately prior to the date of its application;

30 (C) the activities to be conducted in this state are not the same as or  
31 similar to the business or activities conducted by the corporation with whose name it may

1 conflict;

2 (D) the public is not likely to be confused or deceived; and

3 (E) the applicant agrees in its application for authority to use with its  
4 corporate name, in this state, and to be placed immediately under or following the name,  
5 the words "a ...(name of jurisdiction of incorporation) corporation".

6 (b) In this section, except as otherwise provided, "corporation" includes both  
7 domestic and foreign corporations.

8 Sec. 10.21.055. RESERVATION OF CORPORATE NAME. The exclusive right to the  
9 use of a corporate name may be reserved by a

10 (1) person intending to organize a domestic corporation under this chapter;

11 (2) domestic corporation intending to change its name;

12 (3) foreign corporation intending to apply for a certificate of authority to conduct  
13 affairs in this state;

14 (4) foreign corporation authorized to conduct affairs in this state and intending  
15 to change its name;

16 (5) person intending to organize a foreign corporation and to have it apply for a  
17 certificate of authority to conduct affairs in this state.

18 Sec. 10.21.058. APPLICATION TO RESERVE CORPORATE NAME. Reservation of  
19 a corporate name is made by filing an application with the commissioner. If the commissioner  
20 finds that the name is available for corporate use, and not a reserved or registered business name  
21 as set out in AS 10.35, the commissioner shall reserve it for the exclusive use of the applicant  
22 for a period of 120 days.

23 Sec. 10.21.060. TRANSFER OF RESERVED NAME. The holder of a reserved  
24 corporate name may transfer the right to the exclusive use of the corporate name to another  
25 person by filing with the commissioner a notice of transfer signed by the holder and specifying  
26 the name and address of the transferee.

27 Sec. 10.21.063. FOREIGN CORPORATIONS: REGISTRATION OF CORPORATE  
28 NAME. A corporation organized and existing under the laws of any state may register its  
29 corporate name if the name is not the same as, or deceptively similar to, the name of a domestic  
30 corporation, the name of a foreign corporation authorized to conduct affairs in this state, or a  
31 corporate name reserved or registered under AS 10.35.

1           **Sec. 10.21.065. USE OF SAME OR DECEPTIVELY SIMILAR NAME.** Incorporation,  
2 obtaining a certificate of authority by a foreign corporation, or registration of a corporate name  
3 gives the exclusive right to the use of the name. The person who has incorporated, received a  
4 certificate of authority, or registered a corporate name under this chapter may enjoin the use of  
5 the same name or a deceptively similar name and has a cause of action for damages against a  
6 person who uses the same name or deceptively similar name.

7           **Sec. 10.21.068. PROCEDURE FOR REGISTRATION OF CORPORATE NAME.**  
8 Registration of a corporate name is made by filing with the commissioner

9                   (1) an application for registration executed by an officer of the corporation setting  
10 out the name of the corporation, the state under the laws of which it is incorporated, the date of  
11 incorporation, a statement that it is conducting affairs, and a brief statement of its corporate  
12 purposes; and

13                   (2) a certificate from an official of the state where the corporation is organized  
14 who has custody of the records pertaining to corporations stating that the corporation is in good  
15 standing under the laws of that state or territory.

16           **Sec. 10.21.070. FEE FOR AND DURATION OF REGISTERED NAME.** (a) The fee  
17 for registration of a corporate name shall be established by the department by regulation.

18                   (b) The registration is effective until the close of the calendar year in which the  
19 application for registration is filed unless terminated earlier by involuntary dissolution in  
20 accordance with AS 10.21.550 - 10.21.713.

21           **Sec. 10.21.073. RENEWAL OF REGISTERED NAME.** A foreign corporation that has  
22 registered its corporate name may renew the registration each year by (1) filing an application  
23 for renewal setting out the facts required in an original application for registration; (2) filing a  
24 certificate of good standing required for an original registration; and (3) paying a fee established  
25 by the department by regulation. An application for renewal shall be filed between October 1  
26 and December 31 in each year. The renewal extends the registration for the following calendar  
27 year.

28           **Sec. 10.21.075. REGISTERED OFFICE AND REGISTERED AGENT.** A domestic  
29 corporation shall continuously maintain in this state a registered agent and a registered office.  
30 The registered office may be the same as the principal office of the corporation. The registered  
31 agent may be either an individual resident of this state whose business office is the same as the

1 registered office, or a domestic or foreign corporation authorized to conduct affairs in this state  
2 whose principal office is the same as the registered office.

3 Sec. 10.21.080. FILING LIST OF REGISTERED CORPORATIONS WITH SUPERIOR  
4 COURT. The commissioner shall file a list of the name of each domestic and authorized foreign  
5 corporation, and the name and address of the registered agent of each domestic and authorized  
6 foreign corporation, with the superior court of each judicial district. The commissioner shall  
7 provide a weekly update of the list indicating additions, deletions, and changes by mechanical  
8 or electronic means that can be reduced to legible written copy. The commissioner shall make  
9 the list and weekly updates available to the public for a fee established by the department by  
10 regulation. The commissioner shall publish an updated compilation of the entire list at least once  
11 each year.

12 Sec. 10.21.083. CHANGE OF REGISTERED OFFICE; CHANGE OR RESIGNATION  
13 OF REGISTERED AGENT. (a) A corporation may change its registered office or its registered  
14 agent, or both, by filing with the commissioner a verified statement setting out

15 (1) the name of the corporation;

16 (2) the address of its registered office;

17 (3) the address of the proposed registered office if the address of its registered  
18 office is to be changed;

19 (4) the name of its registered agent;

20 (5) the name of its successor registered agent, if its registered agent is to be  
21 changed; and

22 (6) a statement that the change is authorized by resolution adopted by its board  
23 of directors.

24 (b) The commissioner shall file the verified statement if the statement complies with this  
25 chapter. The change becomes effective when the statement is filed.

26 (c) A registered agent may resign by filing a written notice, executed in duplicate, with  
27 the commissioner. The written notice of resignation shall set out the latest address of the  
28 principal office of the corporation and the names, addresses, and titles of the most recent officers  
29 of the corporation known to the agent. The commissioner shall immediately mail a copy of the  
30 notice to the corporation at its principal office. The resignation becomes effective 30 days after  
31 the filing of the written notice, or upon the appointment of a new agent by the corporation,

1 whichever is sooner.

2           **Sec. 10.21.088. SERVICE OF PROCESS ON CORPORATION.** (a) The registered agent  
3 of a domestic corporation is an agent upon whom process, notice, or demand required or  
4 permitted by law to be served upon the corporation may be served.

5           (b) If a domestic corporation fails to appoint or maintain a registered agent in the state,  
6 or its registered agent cannot, with reasonable diligence, be found at the registered office, the  
7 commissioner is an agent of the corporation upon whom the process, notice or demand may be  
8 served. A person may serve the commissioner under this subsection by

9                   (1) serving on the commissioner or the director of the division of banking,  
10 securities and corporations in the department a copy of the process, notice, or demand, with any  
11 papers required by law to be delivered in connection with the service, and a fee established by  
12 the department by regulation;

13                   (2) sending to the corporation being served, by registered mail, a notice that  
14 service has been made on the commissioner under this subsection and a copy of the process,  
15 notice or demand and accompanying papers; notice to the corporation shall be sent to

16                           (A) the last registered office of the corporation as shown by the records  
17 on file in the office of the commissioner;

18                           (B) an address, the use of which the person initiating the proceedings  
19 knows or, on the basis of reasonable inquiry, has reason to believe is most likely to result  
20 in actual notice; and

21                   (3) filing with the appropriate court or other body, as part of the return of service,  
22 the return receipt of mailing and an affidavit of the person initiating the proceedings that this  
23 section has been complied with.

24           (c) The department shall keep a record of processes, notices, and demands served upon  
25 the commissioner under this section.

26           (d) This section does not limit or affect the right to serve process, notice, or demand  
27 upon a corporation in any other manner permitted by law.

### 28                   **ARTICLE 3. FORMATION OF CORPORATIONS.**

29           **Sec. 10.21.100. INCORPORATORS.** Three or more natural persons at least 18 years of  
30 age may act as incorporators of a domestic corporation by signing, verifying, and delivering in  
31 duplicate to the commissioner articles of incorporation for the corporation.

1           **Sec. 10.21.105. ARTICLES OF INCORPORATION.** (a) The articles of incorporation  
2 must set out

3           (1) the name of the corporation;

4           (2) the purpose or purposes for which the corporation is organized, which may  
5 be stated to be, or to include, the conduct of any or all lawful affairs for which corporations may  
6 be incorporated under this chapter;

7           (3) the address of its initial registered office in this state, and the name of its  
8 initial registered agent at that address;

9           (4) the name and address of each incorporator;

10          (5) a statement either that:

11           (A) "This corporation is a nonprofit mutual benefit corporation, is not  
12 expressly formed for a public or charitable purpose, and will not, or is not reasonably  
13 expected to, derive in excess of 10 percent of its annual income from donations as defined  
14 in AS 10.21.990 and will have voting members."; or

15           (B) "This corporation is a nonprofit public benefit corporation formed for  
16 the following charitable or public purposes. . . .";

17          (6) the name and address of each alien affiliate (AS 10.21.990) or a statement that  
18 there are no alien affiliates.

19          (b) It is not necessary to set out in the articles of incorporation the corporate powers  
20 enumerated in this chapter.

21          (c) A provision of the articles of incorporation that is inconsistent with a bylaw is  
22 controlling, notwithstanding the bylaw.

23          (d) A change in the number of directors made by amendment to the bylaws is controlling  
24 unless the articles of incorporation provide that a change in the number of directors may be made  
25 only by amendment to the articles.

26           **Sec. 10.21.110. ARTICLES OF INCORPORATION: OPTIONAL PROVISIONS.** The  
27 articles of incorporation may set out

28           (1) any of the following provisions, that are not effective unless expressly  
29 provided in the articles:

30           (A) a provision stating special qualifications of persons who may be  
31 members;

1 (B) a provision limiting the duration of the corporation's existence to a  
2 specified date;

3 (C) a provision requiring, for any or all corporate actions except as  
4 provided in AS 10.21.375, 10.21.553, and 10.21.633, the vote of a larger proportion or  
5 of all of the members, or of a class, or the vote or quorum for taking action of a larger  
6 proportion or of all of the directors, than is otherwise required by this chapter;

7 (D) a provision fixing a quorum of members other than a majority of the  
8 members entitled to vote but in no event less than 10 percent of the members entitled  
9 to vote at a meeting;

10 (E) a provision limiting or restricting the affairs in which the corporation  
11 may engage or the powers that the corporation may exercise or both;

12 (F) a provision creating two or more classes of members, and specifying  
13 the rights, privileges, restrictions, and conditions attaching to each class;

14 (G) a provision allowing a member or a group or class of members to  
15 have more or less than one vote, or no vote, in any, or all, elections or other matters  
16 presented to the members for vote;

17 (H) a provision conferring upon members the right to determine the  
18 consideration for which memberships may be issued;

19 (I) a provision requiring the approval of the members (AS 10.21.990(7))  
20 or approval of a majority of all members (AS 10.21.990(4)) for any corporate action, even  
21 though not otherwise required by this chapter;

22 (J) a provision that confers or imposes the powers, duties, privileges, and  
23 liabilities of directors under AS 10.21.350 upon delegates;

24 (K) a provision that the notice regarding the annual report to members  
25 required by AS 10.21.310 may not include a postage prepaid form for use by the member  
26 in making a written request;

27 (L) a provision that there will be a charge for sending the annual report  
28 to a member making a request under AS 10.21.310;

29 (2) the names and addresses of the persons appointed to act as initial directors;

30 (3) any other provision, not in conflict with law, for the regulation of internal  
31 affairs and for the conduct of the affairs of the corporation, including any provision that is

1 required or permitted by this chapter to be stated in the bylaws.

2           Sec. 10.21.112.   PROVISIONS CONSIDERED TO BE IN ARTICLES OF  
3 INCORPORATION BY OPERATION OF LAW. (a) The articles of incorporation of every  
4 nonprofit corporation that is a private foundation are considered to contain provisions prohibiting  
5 the corporation from

6                   (1) engaging in an act of self-dealing that would give rise to liability for tax  
7 imposed by 26 U.S.C. 4941(a) (Internal Revenue Code);

8                   (2) retaining excess business holdings that would give rise to liability for the tax  
9 imposed by 26 U.S.C. 4943(a) (Internal Revenue Code);

10                  (3) making an investment that would jeopardize the carrying out of any of its  
11 exempt purposes, within the meaning of 26 U.S.C. 4944 (Internal Revenue Code), so as to give  
12 rise to liability for the tax imposed by 26 U.S.C. 4944(a) (Internal Revenue Code); and

13                  (4) making taxable expenditures that would give rise to liability imposed by 26  
14 U.S.C. 4945(a) (Internal Revenue Code).

15           (b) The articles of incorporation of every nonprofit corporation that is a private  
16 foundation are considered to contain a provision requiring the corporation to distribute, for the  
17 purposes specified in its articles of incorporation, for each taxable year, amounts at least  
18 sufficient to avoid liability for the tax imposed by 26 U.S.C. 4942(a) (Internal Revenue Code).

19           (c) A nonprofit corporation may at any time amend its articles of incorporation or other  
20 instrument governing the corporation, by any amendment process open to it under this chapter,  
21 to provide that some or all provisions of (a) and (b) of this section do not apply to the  
22 corporation.

23           (d) In this section, a reference to a section of the Internal Revenue Code includes the  
24 section as later amended.

25           (e) In this section,

26                   (1) "excess business holdings" has the meaning given in 26 U.S.C. 4943(c)  
27 (Internal Revenue Code);

28                   (2) "private foundation" has the meaning given in 26 U.S.C. 509 (Internal  
29 Revenue Code);

30                   (3) "self-dealing" has the meaning given in 26 U.S.C. 4941(d) (Internal Revenue  
31 Code);

1 (4) "taxable expenditures" has the meaning given in 26 U.S.C. 4945(d) (Internal  
2 Revenue Code).

3 Sec. 10.21.115. FILING OF ARTICLES OF INCORPORATION. Duplicate originals  
4 of the articles of incorporation shall be delivered to the commissioner for processing under  
5 AS 10.21.905 and for issuance of a certificate of incorporation.

6 Sec. 10.21.117. DISCLOSURE OF CORPORATE PURPOSE. A person presenting  
7 articles of incorporation under AS 10.21.115 shall deliver, with the articles, a separate statement  
8 of the codes, from the identification codes established under AS 10.06.870, which most closely  
9 describe the activities in which the corporation will initially engage.

10 Sec. 10.21.120. EFFECT OF ISSUANCE OF CERTIFICATE OF INCORPORATION.  
11 The corporate existence begins upon the issuance of the certificate of incorporation. The  
12 certificate of incorporation is conclusive evidence that all conditions precedent required to be  
13 performed by the incorporators have been satisfied and that the corporation has been  
14 incorporated. Issuance of the certificate does not affect the right of the state to bring a  
15 proceeding to cancel or revoke the certificate of incorporation or for involuntary dissolution of  
16 the corporation. The doctrines of de jure compliance, de facto corporations, and corporations by  
17 estoppel are abolished.

18 Sec. 10.21.125. ASSUMPTION OF PURPORTED POWERS OF NONEXISTENT  
19 CORPORATION: LIABILITY. Persons who assume to act as a corporation for which no  
20 certificate of incorporation has been issued under AS 10.21.120 are jointly and severally liable  
21 for debts and liabilities incurred or arising as a result of that action.

22 Sec. 10.21.130. ORGANIZATIONAL MEETING. After the issuance of a certificate of  
23 incorporation an organizational meeting of either the incorporators or the board of directors  
24 named in the articles of incorporation shall be held, either inside or outside the state, at the call  
25 of the majority of the incorporators or directors named in the articles of incorporation, for the  
26 purposes of adopting bylaws, electing directors if none have been named in the articles, electing  
27 officers and transacting other business as may come before the meeting. Those calling the  
28 meeting shall give at least 20 days' notice of the meeting by mail to each incorporator or director  
29 named. The notice must state the time and place of the meeting.

30 Sec. 10.21.135. POWER OF INCORPORATORS BEFORE ELECTION OF  
31 DIRECTORS. If initial directors are not named in the articles, the incorporator or incorporators

1 may do whatever is necessary and proper to perfect the organization of the corporation until the  
2 directors are elected, including the adoption and amendment of bylaws of the corporation and the  
3 election of directors.

4 Sec. 10.21.140. **BYLAWS: ADOPTION, AMENDMENT, OR REPEAL.** Bylaws may  
5 be adopted, amended, or repealed either by approval of a majority of all members  
6 (AS 10.21.990(4)) or by approval of the board (AS 10.21.990(6)), except as provided in  
7 AS 10.21.145. In the case of mutual benefit corporations the articles may restrict or eliminate  
8 the power of the board to adopt, amend, or repeal bylaws.

9 Sec. 10.21.145. **BYLAWS: NUMBER OF DIRECTORS AND OTHER CONTENT.** (a)  
10 Unless a provision is contained in the articles the bylaws shall state the number of directors of  
11 the corporation or that the number of directors may not be less than a stated number or more than  
12 a stated number, with the exact number of the directors to be fixed, within the limits specified,  
13 by approval of the board or the members (AS 10.21.990(6) - (7)) in the manner provided in the  
14 bylaws. The stated maximum number of directors may not be greater than two times the stated  
15 minimum number minus one and the minimum number of directors may not be less than three.  
16 If the articles provide for the number of directors, the number of directors may only be changed  
17 by an amendment to the articles.

18 (b) In the case of a domestic corporation having members with voting rights, a bylaw  
19 specifying or changing a fixed number of directors or the maximum or minimum number of  
20 directors or changing from a fixed to a variable board or, vice versa may only be adopted by  
21 approval of a majority of all members (AS 10.21.990(4)).

22 (c) Notwithstanding (b) of this section, a bylaw or amendment of the articles reducing  
23 the fixed or minimum number of directors to a number less than five may not be adopted if the  
24 number of votes cast against its adoption at a meeting or the number of members not consenting  
25 in the case of action by written consent are more than 1/6th of the members entitled to vote.

26 (d) Unless a provision is contained in the articles, the bylaws of a domestic corporation  
27 with 5,000 or more members shall set a date for the close of the nominations for the board as  
28 provided in AS 10.21.245.

29 (e) The bylaws may contain any provision, not in conflict with law or the articles, for  
30 the regulation of the internal affairs and for the conduct of the affairs of the corporation,  
31 including but not limited to

- 1 (1) a provision referred to in AS 10.21.110(2) and 10.21.110(3);
- 2 (2) the time, place, and manner of calling, conducting, and giving notice of
- 3 meetings of members, directors, and committees;
- 4 (3) the manner of execution, revocation, and use of proxies;
- 5 (4) the qualifications, duties, and compensation of directors; the time of their
- 6 annual election; and the requirements of a quorum for directors and committee meetings;
- 7 (5) the appointment and authority of committees of the board;
- 8 (6) the appointment, duties, compensation, and tenure of officers;
- 9 (7) the mode of determination of membership in the corporation; and
- 10 (8) the making of annual reports and financial statements to the members.

11 **Sec. 10.21.150. BYLAWS TO BE KEPT AT OFFICE; INSPECTION BY MEMBERS.**

12 Each corporation shall keep at its principal executive office in this state or, if its principal  
13 executive office is not in this state, at its principal office in this state, the original or a copy of  
14 its bylaws with amendments to date, which shall be open to inspection by the members at all  
15 reasonable times during office hours. If the principal executive office of the corporation is  
16 outside this state and the corporation has no principal office in this state, it shall, upon a written  
17 request of a member, furnish to that member a copy of the bylaws with amendments to date.

18 **ARTICLE 4. CORPORATE FINANCE.**

19 **Sec. 10.21.155. DUES, ASSESSMENTS, OR FEES AUTHORIZED.** (a) A domestic  
20 corporation may levy dues, assessments, or fees on its members as provided in its articles or  
21 bylaws. A member, upon learning of the levy, may avoid liability for dues, assessments, or fees  
22 by promptly resigning from membership, unless the member is, by contract or otherwise, liable  
23 for the payment of the dues, assessment, or fee. A provision of the articles or bylaws authorizing  
24 dues, assessments, or fees does not alone create liability of a member for the payment of the  
25 dues, assessment, or fee.

26 (b) Dues, assessments, or fees levied as provided in this section shall be uniform for all  
27 members except that a corporation having two or more classes of members need only levy dues,  
28 assessments, or fees that are uniform as to all members of each class.

29 **Sec. 10.21.160. BONDS; LIMITATIONS ON ISSUANCE.** (a) A domestic corporation  
30 may not issue bonds except for money or other property, tangible or intangible, or labor or  
31 services actually received by or performed for the corporation or for its benefit.

1 (b) The holder of bonds issued or to be issued by the corporation may inspect the  
2 corporate books and records.

3 Sec. 10.21.165. LIMITATION ON ACCESS TO NONDEBT CAPITAL. A domestic  
4 corporation may not issue stock or capital certificates, or enter into similar agreements that  
5 provide the corporation with access to capital without a fixed obligation to repay the source.

6 Sec. 10.21.170. INCOME FROM CORPORATE ACTIVITIES. (a) If the lawful  
7 activities of a domestic corporation involve the charging of fees or prices for its services or  
8 products the corporation has the right to receive this income and, in so doing, may make an  
9 incidental profit.

10 (b) All incidental profits described in (a) of this section shall be applied to the  
11 maintenance, expansion, or operation of the lawful activities of the corporation, and may not be  
12 divided or distributed in any manner among the members, directors, or officers of the corporation.

13 Sec. 10.21.175. RESTRICTION ON ACCUMULATION OF SURPLUS CURRENT  
14 ASSETS. (a) Notwithstanding another provision of this chapter or of law, a domestic  
15 corporation may not accumulate from any source current assets in excess of its current liabilities  
16 and a reasonable reserve for planning.

17 (b) Current assets are presumed to be in excess of the amount permitted under (a) of this  
18 section if they exceed 50 percent of the larger of either the corporate expenditures in the  
19 preceding year or the average corporate expenditures for the five immediately preceding years.

20 (c) A violation of this section is ultra vires corporate activity with the consequences  
21 provided under AS 10.21.015(b).

22 (d) In this section,

23 (1) "current assets" means cash, inventory, and receivables from any source, and  
24 includes the yield on investment in assets or obligations unrelated to the purpose of the  
25 corporation stated in the articles;

26 (2) "current liabilities" means

27 (A) in the case of a public benefit corporation (AS 10.21.990) those  
28 recurrent and anticipated expenses in furtherance of the purpose or purposes stated in the  
29 corporate articles;

30 (B) in the case of a mutual benefit corporation (AS 10.21.990) those  
31 recurrent and anticipated expenses in furtherance of the purpose or purposes stated in the

1 corporate articles or by board resolution.

2 Sec. 10.21.180. DISTRIBUTION TO MEMBERS PROHIBITED. (a) A domestic  
3 corporation may not make a distribution to members (AS 10.21.990).

4 (b) If allowed by its articles or bylaws, a mutual benefit corporation may provide services  
5 or goods to members for no charge or at a charge that the board determines is appropriate.

6 (c) In this section, "distribution to members" means the distribution by a corporation to  
7 its members of gains, profits, dividends, or anything sufficient to constitute consideration for a  
8 contract by the corporation to its members.

9 Sec. 10.21.185. DONATED ASSETS HELD IN CHARITABLE TRUST. (a) A donation  
10 (AS 10.21.990) received by a domestic corporation shall be held in charitable trust.

11 (b) In the absence of a written agreement between a donor and a public benefit  
12 corporation defining the terms of the charitable trust,

13 (1) acceptance of an unsolicited donation by the corporation implies as a term of  
14 the trust that the donation will be applied to the public or charitable purposes stated in the articles  
15 of the corporation at the time of the donation or as amended in conformity with AS 10.21.453(b)  
16 and will not be used for another purpose;

17 (2) acceptance of a solicited donation by the corporation implies as a term of the  
18 trust that the donation will be applied to the purpose or purposes stated in the solicitation and  
19 will not be used for another purpose.

20 (c) In the absence of a written agreement between a donor and a mutual benefit  
21 corporation defining the terms of the charitable trust,

22 (1) acceptance of an unsolicited donation by the corporation implies as a term of  
23 the trust that the donation will be used for the purposes stated in the articles of the corporation  
24 at the time of the donation or as amended in conformity with AS 10.21.453(b) and will not be  
25 used for another purpose;

26 (2) acceptance of a solicited donation by the corporation implies as a term of the  
27 trust that the donation will be used for the purpose stated in the solicitation and will not be used  
28 for another purpose.

29 (d) A donation received by a foreign corporation from a source in this state shall be held  
30 in charitable trust. In the absence of a written agreement between a donor and a foreign  
31 corporation defining the terms of the charitable trust, acceptance of a donation by the corporation

1 implies as a term of the trust that the donation will be used for the purposes stated in the  
2 solicitation and in the articles of the corporation at the time of solicitation and will not be used  
3 for another purpose.

4 **Sec. 10.21.190. ACTION TO REMEDY BREACH OF CHARITABLE TRUST.** (a)  
5 Notwithstanding AS 10.21.015, the following may bring an action to enjoin, correct, obtain  
6 damages for, or otherwise remedy a breach of a charitable trust established under AS 10.21.185:

7 (1) the corporation or a member in the name of the corporation as provided in this  
8 chapter;

9 (2) an officer of the corporation;

10 (3) a director of the corporation;

11 (4) a donor or a person with a reversionary, contractual, or other property interest  
12 in the assets subject to the charitable trust; or

13 (5) the commissioner, or a person designated by the commissioner.

14 (b) The plaintiff shall give notice to the commissioner of an action under (a) of this  
15 section and the commissioner may intervene in that action.

16 (c) A plaintiff under this section who succeeds on the merits is entitled to reasonable  
17 attorney fees and costs of litigation including costs incurred in discovery.

18 (d) The rights and remedies prescribed by this section are cumulative and in addition to  
19 other rights or remedies available to a donor against a donee corporation or officer, director, or  
20 member of a donee corporation.

21 **Sec. 10.21.193. DISPOSITION OF ASSETS IN REGULAR COURSE OF ACTIVITIES;**  
22 **MORTGAGE OR PLEDGE OF ASSETS.** (a) The sale, lease, exchange, or other disposition  
23 of all, or substantially all, of the property and assets of a domestic corporation in the usual and  
24 regular course of its activities, and the mortgage or pledge of property and assets, whether or not  
25 in the usual and regular course of its activities, may be made on terms and conditions and for  
26 consideration as approved by a majority of the entire board (AS 10.21.990(5)) and approved by  
27 the members (AS 10.21.990(7)).

28 (b) This section and the other provisions of this chapter do not authorize a sale, lease,  
29 exchange, or disposition prohibited by another law, including the law of trusts, charitable trusts,  
30 and contracts, or prohibited by the articles or bylaws.

31 **Sec. 10.21.195. DISPOSITION OF ALL OR SUBSTANTIALLY ALL ASSETS NOT**

1 IN REGULAR COURSE OF ACTIVITIES. (a) A sale, lease, exchange or other disposition of  
2 all, or substantially all, of the assets of a domestic corporation other than in the regular course  
3 of its activities may be made in the following manner:

4 (1) if there are members entitled to vote on the disposition, the board shall adopt  
5 a resolution recommending the sale, lease, exchange or other disposition; the resolution shall state  
6 the terms and conditions of the proposed transaction, including the consideration to be received  
7 by the corporation, the eventual disposition to be made of the consideration, and a statement  
8 indicating whether the dissolution of the corporation is or is not contemplated; the resolution shall  
9 be submitted to a vote at an annual or special meeting of members entitled to vote on the  
10 resolution; written notice of the meeting shall be given to each member and bond holder, whether  
11 or not entitled to vote, not less than 20 days before the meeting in the manner provided in this  
12 chapter for the giving of notice of meetings of members; the notice must state that the purpose,  
13 or one of the purposes of the meeting, is to consider a proposed sale, lease, exchange, or other  
14 disposition of the assets of the corporation, and in the case of a mutual benefit corporation, the  
15 notice must include a copy of AS 10.21.530 and 10.21.533 concerning the rights of a dissenting  
16 member;

17 (2) a mutual benefit corporation shall take a vote of the members at a meeting  
18 properly noticed under this section on a sale, lease, exchange, or other disposition recommended  
19 by the board; the transaction is approved if the recommendation of the board receives the  
20 affirmative vote of at least two-thirds of all the members entitled to vote on the recommendation,  
21 unless a class of members is entitled to vote as a class, in which case the transaction is approved  
22 if it receives the affirmative vote of at least two-thirds of all members of that class and of the  
23 total number of members entitled to vote; members may alter the terms of a proposed sale, lease,  
24 exchange or other disposition and may authorize the board to modify the terms and conditions  
25 by a vote sufficient to approve the transaction; a sale, lease, exchange, or other disposition, as  
26 modified by the members, is approved when those terms have been adopted by a majority of the  
27 board;

28 (3) a public benefit corporation or a foreign corporation shall take a vote of the  
29 members at a meeting properly noticed under this section, on the recommended sale, lease,  
30 exchange, or other disposition recommended by the board; the transaction is approved if the  
31 recommendation of the board receives the approval of the members (AS 10.21.990(7)), unless

1 a class of members is entitled to vote as a class, in which case the transaction is approved if it  
2 is approved by both the members of the class and the members of the corporation; the members  
3 may alter the terms of a proposed sale, lease, exchange, or other disposition and may authorize  
4 the board to modify the terms and conditions by a vote sufficient to approve the transaction; a  
5 sale, lease, exchange, or other disposition, as modified by the members, is approved when those  
6 terms have been adopted by a majority of the board;

7 (4) if there are no members entitled to vote on a disposition of corporate assets,  
8 under this section, a sale, lease, exchange, or other disposition may be authorized by the vote of  
9 at least two-thirds of the entire board (AS 10.21.990); notwithstanding this paragraph, if there  
10 are 21 or more directors, the vote of a majority of the entire board is sufficient to authorize a  
11 disposition of corporate assets.

12 (b) If a corporation is, or would be if formed under this chapter, a public benefit  
13 corporation, a sale, lease, exchange, or other disposition shall be approved by the commissioner  
14 as provided in AS 10.21.198. If the corporation is or would be if formed under this chapter, a  
15 mutual benefit corporation, and it holds assets in charitable trust, it shall give written notice to  
16 the commissioner not less than 30 days before a sale, lease, exchange, or other disposition under  
17 this section unless the commissioner has given the corporation a written waiver of this notice  
18 requirement as to the particular transaction.

19 (c) After authorization and, when required, approval of the commissioner, the board in  
20 its discretion may abandon a sale, lease, exchange, or other disposition of assets subject to the  
21 rights of third parties under any contract, without further action or approval.

22 (d) The provisions of this section apply to a foreign corporation to the extent that it

23 (1) holds assets in charitable trust under AS 10.21.185; or

24 (2) holds an interest in real property situated in this state.

25 Sec. 10.21.198. PETITION FOR APPROVAL BY COMMISSIONER. (a) A domestic  
26 or foreign corporation required by law to obtain the approval of the commissioner to sell, lease,  
27 exchange, or otherwise dispose of all or substantially all of its assets, shall submit a verified  
28 petition to the commissioner that must set out

29 (1) the name of the corporation and the law under which it was incorporated;

30 (2) the names of the directors and principal officers of the corporation and their  
31 places of residence;

- 1 (3) the activities of the corporation;
- 2 (4) a description, of the assets to be sold, leased, exchanged, or otherwise  
3 disposed of, which may be contained in a schedule attached to the petition; a statement of the  
4 face value of those assets; and the amount of the corporation's debts and liabilities, including the  
5 manner by which they are secured;
- 6 (5) the consideration to be received by the corporation and the proposed  
7 disposition of that consideration, together with a statement that the dissolution of the corporation  
8 is or is not contemplated;
- 9 (6) a concise statement of the reasons why the purposes of the corporation, or the  
10 interests of its members will be promoted by the sale, lease, exchange, or other section  
11 disposition of the assets of the corporation;
- 12 (7) a statement that the sale, lease, exchange or disposition of corporate assets,  
13 has been recommended or authorized by vote of the directors at a meeting duly called and held,  
14 as shown in a schedule annexed to the petition setting out a copy of the resolution granting the  
15 authority, including the results of the vote on the resolution;
- 16 (8) if the consent of the members of the corporation is required by law a  
17 statement that the consent is given, as shown in a schedule attached to the petition setting out  
18 a copy of the consent, adopted at a meeting of members duly called and held, with a statement  
19 of the vote on the consent; and
- 20 (9) a request for approval to sell, lease, exchange, or otherwise dispose of all or  
21 substantially all, of the assets of the corporation as set out in the petition.
- 22 (b) The commissioner may, in the exercise of discretion, order that the notice of the  
23 petition be given personally or by mail to any person interested in the petition, as member,  
24 officer, or creditor of the corporation. The notice shall state that written consent or objections  
25 to the petition will be received by the commissioner until a specified date that may not be less  
26 than 30 days from the date of the notice. An interested person, whether or not formally notified,  
27 may file written comments or objections to the petition. Comments shall be considered by the  
28 commissioner if they are filed within the time permitted under the notice, or if notice has not  
29 been given by the commissioner, within 30 days from the presentation of the petition to the com-  
30 missioner.
- 31 (c) If the corporation is insolvent (AS 10.21.990) or if its assets are insufficient to

1 liquidate its debts and liabilities in full, the approval of the commissioner shall not be given  
2 unless all the creditors of the corporation have been served, personally or by mail, with a notice  
3 of the proposed distribution, and have been given the period for comment or objection permitted  
4 under (b) of this section.

5 (d) If the commissioner determines that the purposes of the corporation or the interests  
6 of the members will be reasonably served, the commissioner may authorize the sale, lease,  
7 exchange, or other disposition of all or substantially all of the assets of the corporation, as  
8 described in the petition, for the consideration and on the terms the commissioner prescribes.  
9 The commissioner's order shall direct the disposition of the consideration to be received by the  
10 corporation.

11 (e) A party aggrieved by an order of the commissioner under (d) of this section may  
12 appeal the order to the superior court. Judicial review of an order issued under (d) of this section  
13 is limited to the issue of whether or not the order is an abuse of discretion.

#### 14 ARTICLE 5. MEMBERS.

15 Sec. 10.21.200. MEMBERS; ADMISSION OF MEMBERS; CORPORATIONS  
16 WITHOUT MEMBERS. (a) A domestic corporation may admit persons to membership as  
17 provided in its articles or bylaws, or may provide in its articles or bylaws that it will not have  
18 members (AS 10.21.990). In the absence of a provision in its articles or bylaws providing for  
19 members, a domestic corporation may not have members.

20 (b) In the case of a domestic corporation having no members

21 (1) an action that would otherwise require approval by a majority of all members  
22 (AS 10.21.990(4)) or approval by the members (AS 10.21.990(7)) requires only approval of the  
23 board (AS 10.21.990(6)), notwithstanding a provision of the articles, bylaws, or this chapter,

24 (2) rights that would otherwise vest in the members vest in the directors.

25 (c) In this chapter, a domestic corporation having no members includes a domestic  
26 corporation in which the directors are the only members.

27 Sec. 10.21.203. MEMBERSHIP: CONSIDERATION. (a) Subject to the articles or  
28 bylaws, a membership may be issued by a domestic corporation for no consideration or for a  
29 consideration as determined by the board.

30 (b) Except as provided in (d) of this section and subject to AS 10.21.165, a membership  
31 issued as provided in this section is a fully paid membership and is not liable for any further call,

1 and the member is not liable for further payment for the membership.

2 (c) In the absence of fraud in the transaction, the judgment of the directors as to the  
3 value of the consideration for a membership is conclusive.

4 (d) A domestic corporation may issue all or part of its memberships as partly paid and  
5 subject to call for the remainder of the consideration to be paid for the membership.

6 Sec. 10.21.205. MULTIPLE AND FRACTIONAL MEMBERSHIP: HOMEOWNERS'  
7 ASSOCIATIONS. (a) Except as provided in this section a person may not hold a fractional  
8 membership or more than one membership.

9 (b) Two or more persons may have an indivisible interest in a single membership if  
10 authorized by the articles or bylaws subject to AS 10.21.278.

11 (c) A person may hold membership in more than one class if the articles or bylaws  
12 provide for classes of membership and permit a person to be a member of more than one class.

13 (d) In the case of membership in a homeowners' association, the articles or bylaws may  
14 permit a person who owns an interest or who has a right of exclusive occupancy in more than  
15 one lot, parcel, area, apartment, or unit to hold a separate membership in the homeowners'  
16 association for each lot, parcel, area, apartment, or unit.

17 Sec. 10.21.208. MUTUAL BENEFIT CORPORATIONS; MEMBERSHIP  
18 CERTIFICATES; IDENTITY CARDS; TRANSFER AND CANCELLATION. (a) Except as  
19 provided in AS 10.21.203(d), a mutual benefit corporation may issue membership certificates and  
20 identity cards or similar devices to members that serve to identify members qualifying to use  
21 facilities or services of the corporation.

22 (b) A membership certificate issued by a mutual benefit corporation must state on the  
23 certificate

24 (1) that the corporation is a nonprofit mutual benefit corporation that may not  
25 make distributions to its members except upon dissolution, or, if the articles provide, that it may  
26 not make a distribution to its members;

27 (2) that restrictions on the transferability of membership, if any, are on file with  
28 the secretary of the corporation and are open for inspection by a member on the same basis as  
29 the records of the corporation; and

30 (3) if applicable, that the membership has been issued as partly paid and is subject  
31 to call for the remainder of the consideration.

1 (c) If a membership certificate of a mutual benefit corporation is transferable only with  
2 consent of the corporation, or if there are no membership certificates, then notwithstanding (b)(2)  
3 of this section the corporation may, or if there are no membership certificates the corporation  
4 shall, give notice to a transferee, within a reasonable time after the corporation is first notified  
5 of the proposed transfer and before the membership is transferred on the books and records of  
6 the corporation, of the information that would otherwise be provided under (b)(2) of this section.

7 (d) If the articles or bylaws of a mutual benefit corporation are amended so that a  
8 statement required by (b) of this section is no longer accurate, then the board shall cancel the  
9 outstanding certificates and issue new certificates conforming to the article or bylaw amendments.

10 (e) If new membership certificates are issued under (d) of this section, the board shall  
11 order holders of outstanding certificates to surrender and exchange them for new certificates  
12 within a reasonable time fixed by the board. The board may further provide that the holder of  
13 a certificate that the board has ordered to be surrendered is not entitled to exercise a right of  
14 membership until the certificate is surrendered and exchanged. The rights of a member may be  
15 suspended only after notice of the order is given to the holder of the certificate and only until  
16 the certificate is exchanged. The duty to surrender an outstanding certificate may also be  
17 enforced by civil action.

18 **Sec. 10.21.210. ISSUANCE OF NEW MEMBERSHIP CERTIFICATE FOR LOST,**  
19 **STOLEN, OR DESTROYED CERTIFICATE.** (a) A mutual benefit corporation may issue a  
20 new membership certificate in place of a certificate that is lost, stolen, or destroyed. The  
21 corporation may require the owner of the lost, stolen, or destroyed certificate or the owner's legal  
22 representative to give the corporation a bond or other adequate security sufficient to indemnify  
23 the corporation against a claim that may be made against the corporation because of the loss,  
24 theft, or destruction of a certificate or the issuance of a new certificate.

25 (b) If a mutual benefit corporation refuses to issue a new membership certificate in place  
26 of a certificate alleged to have been lost, stolen, or destroyed, the owner of the lost, stolen, or  
27 destroyed certificate may bring an action in the superior court for an order requiring the  
28 corporation to issue a new certificate.

29 **Sec. 10.21.213. PERSONS ADMITTED TO MEMBERSHIP; EXCEPTION OF**  
30 **SUBSIDIARIES.** (a) Except as provided in (b) of this section, or in its articles or bylaws, a  
31 corporation may admit any person to membership.

1 (b) A corporation may not admit a subsidiary (AS 10.21.990) of the corporation to  
2 membership.

3 Sec. 10.21.215. TRANSFER OF MEMBERSHIPS: MUTUAL BENEFIT  
4 CORPORATIONS. (a) In the case of a mutual benefit corporation, unless the articles or bylaws  
5 provide otherwise and subject to AS 10.21.268

6 (1) a member may not transfer a membership or right arising from the  
7 membership; and

8 (2) all rights as a member of the corporation cease upon the member's death or  
9 dissolution of the corporation.

10 (b) Notwithstanding (a)(2) of this section, the articles or bylaws may provide for, or may  
11 authorize the board to provide for, the transfer of memberships, or of memberships within a class  
12 or classes, with or without restriction or limitation, including transfer upon the death, dissolution,  
13 merger, or reorganization of a member.

14 (c) If transfer rights have been provided, a restriction of those rights is not binding with  
15 respect to memberships issued prior to the adoption of the restriction, unless the holders of those  
16 memberships voted in favor of the restriction.

17 Sec. 10.21.218. TRANSFER OF MEMBERSHIPS: PUBLIC BENEFIT  
18 CORPORATIONS. Subject to AS 10.21.265, in the case of a public benefit corporation

19 (1) a member may not transfer a membership or any right arising from the  
20 membership; and

21 (2) all rights as a member of the corporation cease upon the member's death or  
22 dissolution of the corporation.

23 Sec. 10.21.220. EQUALITY OF MEMBERSHIPS. Except as provided by the articles  
24 or bylaws, all memberships have the same rights, privileges, preferences, restrictions, and  
25 conditions.

26 Sec. 10.21.225. BENEFITTING, SERVING, AND ASSISTING NONMEMBERS. A  
27 domestic corporation may benefit, serve, or assist for consideration, if any, as determined by the  
28 board or as provided by the articles or bylaws, a person who is not a member as that term is  
29 defined for this chapter.

30 Sec. 10.21.228. RESIGNATION OR EXPIRATION OF MEMBERSHIP. (a) A member  
31 may resign from membership at any time. The articles or bylaws may require reasonable notice

1 before a resignation is effective.

2 (b) Notwithstanding (a) of this section, a resigning member is liable for charges incurred,  
3 services or benefits actually rendered and unpaid, dues, assessments, or fees.

4 (c) A membership issued for a period of time expires when the period of time has  
5 elapsed unless the membership is renewed.

6 **Sec. 10.21.230. EXPULSION, SUSPENSION, OR TERMINATION.** (a) A member may  
7 not be expelled or suspended, and a membership may not be terminated or suspended, except as  
8 provided in this section. An expulsion, termination, or suspension not in accord with this section  
9 is void and without effect.

10 (b) An expulsion, suspension, or termination shall be done in good faith and in a fair and  
11 reasonable manner. A procedure not conforming to (c) of this section may be fair and reasonable  
12 when the full circumstances of the suspension, termination, or expulsion are considered. The  
13 burden of proof of the reasonableness of a procedure not conforming to (c) of this section is on  
14 the corporation.

15 (c) A suspension, termination, or expulsion procedure is fair and reasonable if

16 (1) the provisions of the procedure have been set out in the articles or bylaws, or  
17 copies of the provisions are sent upon request to a member as required by the articles or bylaws;

18 (2) the procedure provides for the giving of 30 days' notice to the member before  
19 the expulsion, suspension, or termination, and notice of the reasons for the expulsion, suspension,  
20 or termination; and

21 (3) the procedure provides an opportunity for the member to respond, orally or  
22 in writing, not less than 10 days before the effective date of the expulsion, suspension, or  
23 termination before a person or body authorized to decide that the proposed expulsion,  
24 termination, or suspension not take place.

25 (d) Notice required under this section may be given by any method reasonably calculated  
26 to provide actual notice. Notice given by mail shall be given by first-class or registered mail sent  
27 to the last address of the member shown on the corporation's records.

28 (e) An action challenging an expulsion, suspension, or termination of membership,  
29 including a claim alleging defective notice, must be commenced within one year after the date  
30 of the expulsion, suspension, or termination. In the event the action is successful the court may  
31 order the relief, including reinstatement, that it finds equitable under the circumstances. A vote

1 of the members entitled to vote or of the board may not be set aside because a person was at the  
2 time of the vote wrongfully excluded by virtue of the challenged expulsion, suspension, or  
3 termination, unless the court finds that the wrongful expulsion, suspension, or termination was  
4 in bad faith and for the purpose, and with the effect, of wrongfully excluding the member from  
5 the vote or from the meeting at which the vote took place, in order to affect the outcome of the  
6 vote.

7 (f) This section governs only the procedures for expulsion, suspension, or termination of  
8 a member and not the substantive grounds. An expulsion, suspension, or termination based on  
9 substantive grounds that violate contractual or other rights of a member or are otherwise unlawful  
10 is not made valid by compliance with this section.

11 Sec. 10.21.233. MEETINGS OF MEMBERS. (a) Meetings of members shall be held  
12 at a place inside or outside this state as provided by the bylaws. If the bylaws make no  
13 provision, meetings shall be held at the registered office of the corporation.

14 (b) Regular meetings of members of a public benefit corporation shall be held on a date,  
15 at a time, and with the frequency provided by the bylaws, but not less often than once every third  
16 year. If the bylaws make no provision, annual meetings shall be held. Directors shall be elected  
17 at a regular meeting of the members unless they are chosen in some other manner authorized by  
18 law. Any other proper business may be transacted at a regular meeting.

19 (c) A regular meeting of the members of a mutual benefit corporation shall be held  
20 annually. In a year in which directors are elected, the election shall be held at the regular  
21 meeting of the members unless they are chosen in some other manner authorized by law. Any  
22 other proper business may be transacted at the regular meeting.

23 (d) If a domestic corporation with members fails to hold a regular meeting for a period  
24 of 60 days after the date designated for the meeting, or, if no date has been designated, for a  
25 period of 15 months after the formation of the corporation or after its last regular meeting as  
26 required by (b) or (c) of this section, or if the corporation fails to hold a written ballot for a  
27 period of 60 days after the date designated for the written ballot, the superior court may  
28 summarily order the meeting to be held or the ballot to be conducted upon the application of a  
29 member or the commissioner after notice to the corporation giving it an opportunity to respond.

30 (e) Special meetings of the members may be called by the board, the chair of the board,  
31 the president, 10 percent of the members, or by other persons authorized in the articles or bylaws.

1           **Sec. 10.21.235. DETERMINATION OF RECORD DATE.** (a) The bylaws may provide  
2 or, in the absence of a provision, the board may fix in advance, a date as the record date for the  
3 purpose of determining the members entitled to notice of a meeting of members. The record date  
4 may not be more than 60 or less than 10 days before the date of the meeting. If a record date  
5 is not fixed, a member at the close of business on the business day preceding the day on which  
6 notice is given or, if notice is waived, at the close of business on the business day preceding the  
7 day on which the meeting is held, is entitled to notice of a meeting of members. A determination  
8 of members entitled to notice of a meeting of members applies to an adjournment of the meeting  
9 unless the board fixes a new record date for the adjourned meeting.

10           (b) The bylaws may provide or, in the absence of a provision, the board may fix in  
11 advance, a date as the record date for the purpose of determining the members entitled to vote  
12 at a meeting of members. The record date may not be more than 60 days before the date of the  
13 meeting. If a record date is not fixed, a member on the day of the meeting who is eligible to  
14 vote is entitled to vote at the meeting of members. If a record date is not fixed in the case of  
15 an adjourned meeting, a member on the day of adjournment is eligible to vote at the resumption  
16 of that meeting.

17           (c) The bylaws may provide or, in the absence of a provision, the board may fix in  
18 advance, a date as the record date for the purpose of determining the members entitled to cast  
19 written consents under AS 10.21.283. The record date may not be more than 60 days before the  
20 day on which the first written ballot is mailed or solicited. If a record date is not fixed, a  
21 member on the day the first written ballot is mailed or solicited who is otherwise eligible to vote  
22 may cast a written ballot.

23           (d) The bylaws may provide or, in the absence of a provision, the board may fix in  
24 advance, a date as the record date for the purpose of determining the members entitled to exercise  
25 a right. The record date may not be more than 60 days before that action. If a record date is  
26 not fixed, members at the close of business on the day on which the board adopts a resolution  
27 relating to that right, are entitled to exercise that right.

28           **Sec. 10.21.238. NOTICE OF MEMBERS' MEETINGS; PERMISSIBLE AGENDA.** (a)  
29 Whenever members are required or permitted to take any action at a meeting, a written notice  
30 of the meeting shall be delivered not less than 20 nor more than 50 days before the date of the  
31 meeting, either personally or by mail, by or at the direction of the president, the secretary or the

1 officer or persons calling for the meeting, to each member entitled to vote at the meeting. If  
2 mailed, the notice is considered delivered when deposited with postage prepaid in the United  
3 States mail addressed to the member at the member's address as it appears on the membership  
4 records of the corporation.

5 (b) The notice required by (a) of this section must state the place, date, and time of the  
6 meeting and

7 (1) in the case of a special meeting, the purpose for which the meeting is called,  
8 and no other business may be transacted, or

9 (2) in the case of the regular meeting, those matters that the board, at the time  
10 notice is given, intends to present for action by the members, but, except as provided in  
11 AS 10.21.263(b), any proper matter may be presented at the meeting for member action.

12 **Sec. 10.21.240. NOMINATION AND ELECTION PROCEDURES FOR THE BOARD.**

13 (a) Nomination and election procedures that are reasonable, given the nature, size, and operations  
14 of the corporation, shall be available to the members for the nomination and election of those  
15 directors elected by the members. The procedures shall be set out in the articles or bylaws.

16 (b) The procedures must include

17 (1) a reasonable means of nominating a person for election as a director;

18 (2) a reasonable opportunity for a nominee to communicate to the members the  
19 nominee's qualifications and the reasons for the nominee's candidacy;

20 (3) a reasonable opportunity for nominees to solicit votes; and

21 (4) a reasonable opportunity for members to choose among the nominees.

22 **Sec. 10.21.243. NOMINATION PROCEDURES: CORPORATIONS WITH 500 OR**  
23 **MORE MEMBERS.** Except for directors who are designated or selected under AS 10.21.355(d)  
24 or directors elected on a chapter or regional basis under AS 10.21.275, and except as provided  
25 in AS 10.21.245, a person who is qualified to be elected to the board of directors of a domestic  
26 corporation with 500 or more members may be nominated

27 (1) by a method authorized under AS 10.21.240;

28 (2) by petition delivered to an officer of the corporation signed, within 11 months  
29 preceding the next time directors will be elected, by members representing the following number  
30 of votes:

31 (A) for domestic corporations with fewer than 5,000 members, 20 percent

1 of the voting power;

2 (B) for domestic corporations with 5,000 members or more, 1/20th of one  
3 percent of the voting power, but not less than 100;

4 (3) notwithstanding (2) of this section, in domestic corporations engaged primarily  
5 in the business of retail merchandising of consumer goods, having 100,000 or more members,  
6 by petition delivered to an officer of the corporation, signed, within 11 months preceding the next  
7 time directors will be elected, by a reasonable number of members, consistent with AS 10.21.240;

8 (4) if there is a meeting to elect directors, and subject to AS 10.21.245, by a  
9 member present at the meeting in person or by proxies if proxies are permitted.

10 **Sec. 10.21.245. ELECTION OF DIRECTORS: CORPORATIONS WITH 5,000 OR**  
11 **MORE MEMBERS.** (a) The provisions of this section apply to the election of directors by  
12 members of a domestic corporation with 5,000 or more members except for an election  
13 authorized by AS 10.21.273 or 10.21.275.

14 (b) The corporation's articles or bylaws shall set a date for the close of nominations for  
15 the board. The date may not be less than 50 or more than 120 days before the day directors are  
16 to be elected. Notwithstanding AS 10.21.243(4), nominations for the board may not be made after  
17 the date set for the close of nominations.

18 (c) If more people are nominated for the board than can be elected, the election shall take  
19 place by means of procedures that allow nominees a reasonable opportunity to solicit votes and  
20 members a reasonable opportunity to choose among nominees.

21 (d) If, after the close of nominations, the number of people nominated for the board is  
22 not more than the number of directors to be elected, the corporation may declare those nominated  
23 and qualified to be elected to have been elected.

24 **Sec. 10.21.248. EQUAL ACCESS TO CORPORATE PUBLICATIONS: VOTE**  
25 **SOLICITATION IN CORPORATE PUBLICATIONS.** A domestic corporation with 500 or more  
26 members that publishes material soliciting votes for a nominee for election to the board in a  
27 publication owned or controlled by the corporation, shall make available to each of the other  
28 nominees, in the same issue of the publication, an equal amount of space, with equal prominence,  
29 to be used by these nominees for purposes reasonably related to the election.

30 **Sec. 10.21.250. MAILINGS OF ELECTION MATERIAL AT REQUEST OF**  
31 **NOMINEES; NOMINEE INSPECTION RIGHTS.** (a) Upon written request by a nominee for

1 election to the board and the payment of the reasonable costs of mailing, including postage, a  
2 domestic corporation shall within 10 business days mail to the members, or to that portion of the  
3 members that the nominee reasonably specifies, material reasonably related to the election that  
4 is furnished by the nominee.

5 (b) Notwithstanding (a) of this section, the corporation may, within five business days  
6 after the request, allow the nominee the rights as set out in AS 10.21.290.

7 Sec. 10.21.253. DUTY OF CORPORATION TO PUBLISH OR MAIL  
8 MATERIAL; INDEMNIFICATION BY NOMINEE; ACTIONS TO RELIEVE CORPORATION  
9 FROM PUBLICATION AND MAILING OBLIGATIONS. (a) Except as provided in (c) of this  
10 section, a domestic corporation may not decline to publish or mail material otherwise required  
11 to be published or mailed on behalf of a nominee under AS 10.21.200 - 10.21.323 on the basis  
12 of the content of the material.

13 (b) The corporation and its agents, officers, directors, or employees may not be held  
14 criminally liable for negligence, or otherwise liable for damages to a person on account of  
15 material that is supplied by a nominee for director and that is published or mailed as provided  
16 in AS 10.21.248 or 10.21.250. The nominee on whose behalf material was published or mailed  
17 shall indemnify and hold the corporation and its agents, officers, directors, and employees  
18 harmless from all demands, costs, reasonable legal fees and expenses, claims, damages, and  
19 causes of action arising from the material or the mailing or publication.

20 (c) Notwithstanding (a) of this section a domestic corporation or its agents, officers,  
21 directors, or employees may petition the court to relieve the corporation from its obligations  
22 under AS 10.21.248 and 10.21.250 on the ground that the material will expose the petitioner to  
23 liability.

24 Sec. 10.21.255. USE OF CORPORATE FUNDS TO SUPPORT NOMINEES  
25 PROHIBITED. Except as provided in AS 10.21.240 - 10.21.250, the corporation may not spend  
26 corporate money to support nominees for the board.

27 Sec. 10.21.258. VOTING LIST. (a) At least 20 days before each meeting of members,  
28 the officer or agent having charge of the membership records of a domestic corporation shall  
29 make a list of the members entitled to vote at the meeting or an adjournment of the meeting  
30 arranged in alphabetical order with the address of each member. The list shall be kept on file  
31 at the registered office of the corporation and is subject to inspection by a member or the

1 member's agent or attorney at any time during usual business hours for a period of 20 days  
2 before the meeting. The list shall also be produced and kept open at the time and place of the  
3 meeting and shall be subject to the inspection of a member during the meeting. The membership  
4 records are prima facie evidence as to the members entitled to examine the list or membership  
5 records or to vote at a meeting of members.

6 (b) Failure to comply with the requirements of this section does not affect the validity  
7 of the action taken at the meeting.

8 Sec. 10.21.260. LIABILITY FOR VIOLATION OF AS 10.21.258. An officer or agent  
9 having charge of the membership records who wilfully fails to prepare a list of members, keep  
10 it on file for a period of 20 days, or produce and keep it open for inspection at the meeting, as  
11 provided in AS 10.21.258 is liable for \$5,000 to a member who had made a written demand to  
12 inspect the list and, in addition, for all damages sustained by that member as a result of the  
13 officer or agent's failure to comply.

14 Sec. 10.21.263. QUORUM OF MEMBERS. (a) Unless otherwise provided in the  
15 articles of incorporation (AS 10.21.110(1)(D)), a majority of the members entitled to vote,  
16 represented in person or by proxy, constitutes a quorum at a meeting of members, but in no event  
17 may a quorum consist of less than 10 percent of the members entitled to vote at the meeting.  
18 If a quorum is present, the affirmative vote of the majority of the members represented at the  
19 meeting and entitled to vote on the subject matter is the act of the members, unless the vote of  
20 a greater number or voting by classes is required by this chapter, or the articles of incorporation  
21 (AS 10.21.110(1)(C)).

22 (b) Where the articles of incorporation authorize a corporation to conduct a meeting with  
23 a quorum of less than one-third of the voting power, the only matters that may be voted upon  
24 at a regular meeting actually attended, in person or by proxy, by less than one-third of the voting  
25 power are matters noticed under AS 10.21.238.

26 (c) Members present at a meeting at which a quorum was present may continue to  
27 transact business until adjournment, notwithstanding the withdrawal of enough members to leave  
28 less than a quorum; any action other than adjournment, must be approved by at least a majority  
29 of the number of members required to constitute a quorum.

30 Sec. 10.21.265. PROXIES: PUBLIC BENEFIT CORPORATIONS. (a) Each person  
31 entitled to vote a membership in a public benefit corporation may authorize another person to act

1 by proxy (AS 10.21.990) with respect to that membership. The right to vote by proxy may be  
2 limited or withdrawn by the articles or bylaws, as provided in (e) of this section. A proxy  
3 purporting to be executed in accordance with the provisions of this chapter is presumed valid.

4 (b) A proxy in a public benefit corporation is not valid after the expiration of 11 months  
5 from the date of the proxy unless the proxy provides otherwise. The maximum term of a proxy  
6 is three years from the date of its execution. A proxy continues in full force and effect until  
7 revoked by the person executing it. A person may revoke a proxy by a writing delivered to the  
8 corporation stating that the proxy is revoked, by a subsequent proxy executed by the person  
9 executing the prior proxy and delivered to the corporation, or by attendance at a meeting and  
10 voting in person by the person executing the proxy. The dates contained on the forms of proxy  
11 presumptively determine the order of execution, regardless of the postmark dates on the  
12 envelopes in which the proxies are mailed.

13 (c) A proxy in a public benefit corporation is not revoked by the death or incapacity of  
14 the maker or the termination of a membership as a result of death or incapacity unless, before  
15 the vote is counted, written notice of the death or incapacity is received by the corporation.

16 (d) The proxy of a member in a public benefit corporation may not be irrevocable.

17 (e) Notwithstanding (a) of this section, an amendment of the articles or bylaws repealing,  
18 restricting, creating, or expanding proxy rights in a public benefit corporation may not be adopted  
19 without approval by a majority of all the members (AS 10.21.990(4)).

20 (f) Notwithstanding any provision to the contrary, a proxy covering matters requiring a  
21 vote of the members under AS 10.21.265(e), 10.21.375, 10.21.385, 10.21.453, 10.21.513,  
22 10.21.533, or 10.21.553 is not valid as to a matter unless the proxy sets out the general nature  
23 of the matter to be voted on or, in the event of a vote under AS 10.21.355, unless the proxy lists  
24 those nominated at the time the notice of the vote is given to members.

25 Sec 10.21.268. PROXIES: MUTUAL BENEFIT CORPORATIONS. (a) Each person  
26 entitled to vote a membership in a mutual benefit corporation may authorize another person or  
27 persons to act by proxy (AS 10.21.990) with respect to that membership. The right to vote by  
28 proxy may be limited or withdrawn by the articles or bylaws, as provided in (f) of this section.  
29 A proxy purporting to be executed in accordance with the provisions of this chapter is presumed  
30 valid.

31 (b) A proxy in a mutual benefit corporation is not valid after the expiration of 11 months

1 from the date of the proxy unless the proxy provides otherwise. The maximum term of a proxy  
2 is three years from the date of its execution. A proxy continues in full force and effect until  
3 revoked by the person executing it, except as otherwise provided in this section. A person may  
4 revoke a proxy by a writing delivered to the corporation stating that the proxy is revoked, by a  
5 subsequent proxy executed by the person executing the prior proxy and presented to the meeting,  
6 or by attendance at a meeting and voting in person by the person executing the proxy. The dates  
7 contained on the forms of proxy presumptively determine the order of execution, regardless of  
8 the postmark dates on the envelopes in which the proxies are mailed.

9 (c) A proxy in a mutual benefit corporation is not revoked by the death or incapacity of  
10 the maker or the termination of a membership as a result of death or incapacity unless, before  
11 the vote is written, notice of the death or incapacity is received by the corporation.

12 (d) Unless otherwise provided in the articles or bylaws, the proxy of a member that states  
13 that it is irrevocable is irrevocable for the period specified in the proxy when it is held by the  
14 following persons or a nominee of

15 (1) a person who has purchased or who has agreed to purchase membership;

16 (2) a creditor of the corporation, a member who extended or continued credit to  
17 the corporation or a member in consideration of the proxy if the proxy states that it was given  
18 in consideration of the extension or continuation of credit and the name of the person extending  
19 or continuing the credit; or

20 (3) a person who has contracted to perform services as an employee of the  
21 corporation, if the proxy is required by the contract of employment and if the proxy states that  
22 it was given in consideration of the contract of employment, the name of the employee, and the  
23 period of employment.

24 (e) Notwithstanding a provision making a proxy in a mutual benefit corporation  
25 irrevocable, a proxy may be revoked by a transferee of a membership without knowledge of the  
26 existence of the provision unless the existence of the proxy and its irrevocability appears on the  
27 certificate representing the membership.

28 (f) Notwithstanding (a) of this section,

29 (1) an amendment of the articles or bylaws repealing, restricting, creating, or  
30 expanding proxy rights in a mutual benefit corporation may not be adopted without approval by  
31 a majority of all members; and

1 (2) an amendment of the articles or bylaws restricting or limiting the use of  
2 proxies in a mutual benefit corporation may not affect the validity of a previously issued  
3 irrevocable proxy during the term of its irrevocability, if the proxy was in compliance with the  
4 applicable provisions, if any, of the article or bylaws at the time of its issuance, and is otherwise  
5 valid under this section.

6 (g) Notwithstanding any provision to the contrary, a revocable proxy covering matters  
7 requiring a vote of the members under AS 10.21.268(f)(1), 10.21.355(a), 10.21.375, 10.21.385,  
8 10.21.453, 10.21.513, 10.21.533, or 10.21.633, is not valid as to these matters unless it sets out  
9 the general nature of the matter to be voted on.

10 Sec. 10.21.270. ONE VOTE ENTITLEMENT. Except as provided in the articles or  
11 bylaws or AS 10.21.280, each member is entitled to one vote (AS 10.21.990) on each matter  
12 submitted to a vote of the members. Single memberships in which two or more persons have  
13 an indivisible interest shall be voted as provided in AS 10.21.278.

14 Sec. 10.21.273. DELEGATES. A domestic corporation may provide in its articles or  
15 bylaws for delegates having some or all of the authority of members. If delegates are provided  
16 for, the bylaws shall set out delegate terms of office, which may not exceed three years, a  
17 reasonable method for delegate selection and removal, and a reasonable method for calling,  
18 noticing, and holding meetings of delegates. Delegates may only act personally at a meeting  
19 and may not act by proxy, written consent, or written ballot. Delegates may be given a name  
20 other than "delegates".

21 Sec. 10.21.275. VOTING BY MEMBERS OR DELEGATES ON CHAPTER OR  
22 REGIONAL BASIS AUTHORIZED. A domestic corporation may provide in its articles or  
23 bylaws for voting by its members or delegates on the basis of chapter or other organizational  
24 units, or by region or other geographic grouping.

25 Sec. 10.21.278. VOTING WHERE MEMBERSHIP CAN BE VOTED BY TWO OR  
26 MORE PERSONS. If membership stands of record in the names of two or more persons,  
27 whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and  
28 wife as community property, tenants by the entirety, or otherwise, or if two or more persons  
29 including proxy holders have the same fiduciary relationship respecting the same membership,  
30 unless the secretary of the corporation is given written notice to the contrary and is furnished  
31 with a copy of the instrument or order appointing them or creating the relationship, their acts

1 with respect to voting have the following effect:

2 (1) if only one person votes, the vote binds all the persons; or

3 (2) if more than one person votes, the vote of the majority binds all the persons.

4 Sec. 10.21.280. CUMULATIVE VOTING. (a) If the articles or bylaws authorize  
5 cumulative voting, each member entitled to vote at an election of directors may cumulate votes  
6 and give one candidate a number of votes equal to the number of directors to be elected  
7 multiplied by the number of votes to which the member is entitled, or distribute those votes  
8 among as many candidates as the member determines. An article or bylaw provision authorizing  
9 cumulative voting may not be repealed or amended if the votes cast against the repeal or  
10 amendment would be sufficient to elect one director absent the repeal or amendment. The  
11 articles or bylaws may require the vote of a greater proportion than normal of the members, or  
12 of the members of any class, for the repeal of a provision authorizing cumulative voting.

13 (b) A member is not entitled to cumulate votes for a candidate unless the name of the  
14 candidate has been placed in nomination before the voting and the member has given notice at  
15 the meeting before the voting of intention to cumulate votes. If a member has given this notice,  
16 all members may cumulate their votes for candidates in nomination.

17 (c) In an election of directors, the candidates receiving the highest number of votes are  
18 elected, subject to a lawful provision specifying election by classes.

19 (d) Elections for directors need not be by ballot unless a member demands election by  
20 ballot at the meeting before the voting begins or unless the bylaws require election by ballot.

21 Sec. 10.21.283. ACTIONS TAKEN WITHOUT MEETING: WRITTEN CONSENT;  
22 REVOCATION OF CONSENT. (a) Unless prohibited by the articles of incorporation or the  
23 bylaws and except as expressly provided in this chapter, if under this chapter members are  
24 required or permitted to take action by vote, the action may be taken without a meeting by  
25 written consents, identical in content, setting out the action taken, signed by all members entitled  
26 to vote on the action.

27 (b) A member giving a written consent, or the member's proxy holder, or a transferee  
28 of the membership or a personal representative of the member or their respective proxy holders,  
29 may only revoke the consent by a writing received by the corporation before the time that written  
30 consents of the number required to authorize the proposed action have been filed with the  
31 secretary of the corporation. The revocation is effective on receipt by the secretary of the

1 corporation.

2 Sec. 10.21.285. VOTING AGREEMENTS AND TRUSTS UNENFORCEABLE. A  
3 voting agreement or voting trust agreement entered into by a member of a domestic corporation  
4 is not enforceable.

5 Sec. 10.21.288. MUTUAL BENEFIT CORPORATIONS: MEMBERSHIP LISTS:  
6 INSPECTION RIGHTS. (a) Subject to AS 10.21.293 and 10.21.303, and unless a mutual  
7 benefit corporation provides a reasonable alternative under (c) of this section, a member or a  
8 member's agent or attorney may

9 (1) inspect and copy the record of all the names, addresses, and voting rights of  
10 the members, at reasonable times on written demand on the corporation received at least five  
11 business days before the date of inspection stating the purpose for which the inspection rights are  
12 requested;

13 (2) obtain from the secretary of the corporation, on written demand and tender  
14 of a reasonable charge, a list of the names, addresses, and voting rights of the members entitled  
15 to vote for the election of directors, as of the most recent record date for which it has been  
16 compiled or as of a date specified by the member after the date of demand; the demand must  
17 state the purpose for which the list is requested; the membership list shall be made available on  
18 or before 10 business days after the demand is received or after the date specified in the demand  
19 as the date on which the list is to be compiled, whichever is later.

20 (b) The rights under (a) of this section may be exercised by a member, for a purpose  
21 reasonably related to the interest of the person as a member. If the corporation reasonably  
22 believes that information obtained under (a) of this section will be used for another purpose, or  
23 if it provides a reasonable alternative under (c) of this section, the corporation may deny the  
24 member access to the list. In a later action brought by the member under AS 10.21.305, the  
25 court shall enforce the rights set out in (a) of this section unless the corporation proves that the  
26 member will allow use of the information for purposes unrelated to the interest of the person as  
27 a member or that an alternative method offered by the corporation reasonably achieves a proper  
28 purpose set out in the demand.

29 (c) The corporation may, within 10 business days after receiving a demand under (a) of  
30 this section, deliver to the person making the demand a written offer of an alternative method  
31 of achieving the purpose identified in the demand without providing access to or a copy of the

1 membership list. A method that reasonably and in a timely manner accomplishes a proper  
2 purpose set out in a demand made under (a) of this section is a reasonable alternative, unless  
3 within a reasonable time after acceptance of the offer the corporation fails to do those things that  
4 it offered to do. A rejection of the offer by the member must be in writing and state the reasons  
5 why the alternative method proposed by the corporation does not meet the proper purpose stated  
6 in the demand.

7 Sec. 10.21.290. PUBLIC BENEFIT CORPORATIONS: MEMBERSHIP LISTS; INSPEC-  
8 TION RIGHTS. (a) Subject to AS 10.21.293 and 10.21.303 and unless a public benefit  
9 corporation provides a reasonable alternative under (c) of this section, a member, or a member's  
10 agent or attorney may

11 (1) inspect and copy the record of all the names, addresses, and voting rights of  
12 the members, at reasonable times on written demand on the corporation received at least five  
13 business days before the date of inspection stating the purpose for which the inspection rights are  
14 requested;

15 (2) obtain from the secretary of the corporation, on written demand and tender  
16 of a reasonable charge, a list of the names, addresses, and voting rights of the members entitled  
17 to vote for the election of directors, as of the most recent record date for which it has been  
18 compiled or as of a date specified by the member after the date of demand; the demand must  
19 state the purpose for which the list is requested; the membership list shall be made available on  
20 or before 10 business days after the demand is received or after the date specified in the demand  
21 as the date on which the list is to be compiled, whichever is later.

22 (b) The rights set out under (a) of this section may be exercised by a member, for a  
23 purpose reasonably related to the interest of the person as a member. If the corporation  
24 reasonably believes that information obtained under (a) of this section will be used for another  
25 purpose, or if it provides a reasonable alternative under (c) of this section, the corporation may  
26 seek an order of the superior court allowing the corporation to refuse to grant the member access  
27 to the list. In an action brought by the corporation for an order denying access to the  
28 membership list, the court shall enforce the rights set out in (a) of this section unless the  
29 corporation proves that the member will allow use of the information for purposes unrelated to  
30 the interest of the person as a member or that an alternative method offered by the corporation  
31 reasonably achieves a proper purpose set out in the demand.

1 (c) The corporation may, within 10 business days after receiving demand under (a) of  
2 this section, deliver to the person making the demand a written offer of an alternative method  
3 of achieving the purpose identified in the demand without providing access to or a copy of the  
4 membership list. A method that reasonably and in a timely manner accomplishes a proper  
5 purpose set out in a demand made under (a) of this section is a reasonable alternative, unless the  
6 corporation fails to do those things that it offered to do. A rejection of the offer by the member  
7 must be in writing and indicate the reasons why the alternative method proposed by the  
8 corporation does not meet the proper purpose stated in the demand.

9 Sec. 10.21.293. LIMITATIONS AND RESTRICTIONS ON INSPECTION RIGHTS.

10 (a) On petition of a corporation or a member, the superior court may limit or restrict the rights  
11 set out in AS 10.21.288 and 10.21.290 if and only if the limitation or restriction is necessary to  
12 protect the rights of a member under the Constitution of the United States or the Constitution of  
13 the State of Alaska. An order issued under this section may provide for alternative mechanisms  
14 by which a person seeking to exercise rights under AS 10.21.288 or 10.21.290 may communicate  
15 with members for a purpose reasonably related to the interest of the person as a member.

16 (b) On the filing of a petition under (a) of this section, the court may, if requested by the  
17 person filing the petition, issue a temporary restraining order suspending the running of a time  
18 limit specified in AS 10.21.288 and 10.21.290 for compliance with those sections. The  
19 temporary order may be extended after notice and hearing until final adjudication of the petition,  
20 if it is equitable to extend the order and it appears that the petitioner may prevail on the merits.

21 Sec. 10.21.295. FRUSTRATION OF INSPECTION RIGHTS; POSTPONEMENT OF  
22 MEMBERS' MEETING, REMEDIES. If the proper purpose of a person making a demand  
23 under AS 10.21.288 or 10.21.290 is frustrated by (1) delay by the corporation in complying  
24 beyond the time limits specified in AS 10.21.288 and 10.21.290, (2) delay caused by the filing  
25 of a petition under AS 10.21.293 or 10.21.303, or (3) delay caused by an alternative proposed  
26 under AS 10.21.288(c) or 10.21.290(c), the person making the demand may obtain from the  
27 superior court an order postponing a meeting of the members previously noticed for a period  
28 equal to the period of the delay. A member may obtain this order in a proceeding brought by  
29 filing a verified complaint and after a hearing, notice of which shall be given to the persons and  
30 in the manner the court directs. This right of postponement is in addition to other legal or  
31 equitable remedies to which the member is entitled.

1           **Sec. 10.21.298. BOOKS AND RECORDS.** (a) A domestic corporation shall keep

2                   (1) adequate and correct books and records of account;

3                   (2) minutes of the proceedings of its members, board, and committees of the  
4 board; and

5                   (3) a record of the names and addresses of its members and the class of  
6 membership held by each.

7           (b) Minutes shall be kept in written form. The books and records of account and the  
8 record of members shall be kept in written form or in another form capable of being converted  
9 into written form within a reasonable time.

10           **Sec. 10.21.300. INSPECTION OF BOOKS, RECORDS, AND MINUTES OF**  
11 **PROCEEDINGS.** The books and records of account, minutes of proceedings of the members and  
12 the board and committees of the board, and the record of members shall be open to inspection  
13 at a reasonable time on written demand on the corporation by a member for a purpose reasonably  
14 related to the interests of the person as a member.

15           **Sec. 10.21.303. LIABILITY FOR DENIAL OF ACCESS TO BOOKS AND RECORDS.**

16 (a) An officer or agent who, or a domestic corporation that wilfully refuses to allow a member,  
17 or a member's agent or attorney, to examine and make copies from the books and records of  
18 account, minutes, or records of members of a corporation, for a proper purpose, is liable to a  
19 member suffering damage because of this refusal for \$5,000 and, in addition, all actual damages  
20 caused to the member because of the failure of the corporation to permit inspection and copying.

21           (b) It is a defense to an action for penalties under this section that the person bringing the  
22 action has, within two years before the action, improperly sold or offered for sale a list of the  
23 members of a corporation or assisted in obtaining a list of members for the purpose of sale, or  
24 has improperly used information obtained from an earlier examination of the books and records  
25 of account, minutes, or record of members of a corporation, or was not acting in good faith or  
26 for a proper purpose in making the demand.

27           (c) Nothing contained in this chapter impairs the power of a court of competent  
28 jurisdiction to compel the production of books and records of account, minutes, and record of  
29 members of a corporation.

30           (d) Notwithstanding (a) of this section, a corporate agent or officer is not liable for  
31 refusing to allow access to requested records if the court finds that an alternative proposed under

1 AS 10.21.288(c) or 10.21.290(c) would have reasonably and in timely fashion accomplished the  
2 proper purpose set out in the written demand for inspection.

3 Sec. 10.21.305. COURT ENFORCEMENT OF INSPECTION RIGHTS. (a) If the  
4 corporation refuses a lawful demand for inspection of accounting books, records, or minutes of  
5 proceedings of the corporation under this chapter, the superior court may enforce the demand or,  
6 for good cause shown, appoint one or more competent inspectors or independent accountants to  
7 audit the financial statements of the corporation kept in this state and to investigate a subsidiary  
8 corporation keeping records of the corporation in this state.

9 (b) Officers and agents of the corporation shall produce under penalty for contempt of  
10 court the books and documents in their custody or power for the inspectors or accountants  
11 appointed under (a) of this section.

12 (c) The expense of an investigation or audit under (a) of this section shall be paid by the  
13 applicant unless the court orders the expense to be paid or shared by the corporation.

14 (d) If the court finds that the failure of a corporation to comply with a proper demand  
15 for inspection under this chapter was without justification, the court may award the member  
16 reasonable costs and expenses, including reasonable attorney fees, in connection with the action  
17 or proceeding.

18 (e) In this section, "independent accountant" means a certified public accountant or a  
19 public accountant who is independent of the corporation as determined in accordance with  
20 generally accepted auditing standards and who is engaged to audit financial statements of the  
21 corporation or perform other accounting services.

22 Sec. 10.21.308. MEMBERSHIP LIST AS CORPORATE ASSET; USES PROHIBITED.

23 (a) A membership list is a corporate asset. A membership list may not be used by a person for  
24 a purpose unrelated to the interest of the person as a member without the consent of the board.  
25 Without the consent of the board a membership list may not be

26 (1) used to solicit money or property unless the money or property will be used  
27 solely to solicit the vote of members in an election to be held by their corporation;

28 (2) used for a purpose that the user does not reasonably and in good faith believe  
29 will benefit the corporation;

30 (3) used for a commercial purpose or a purpose in competition with the  
31 corporation; or

1 (4) sold to or purchased by a person.

2 (b) A person who violates the provisions of (a) of this section is liable for the damage  
3 the violation causes the corporation and shall account for and pay to the corporation any profit  
4 derived as a result of the violation. In addition, a court in its discretion may award exemplary  
5 damages for a fraudulent or malicious violation of (a) of this section.

6 (c) Nothing in this chapter limits the right of a corporation to obtain injunctive relief  
7 necessary to restrain misuse of a membership list.

8 (d) In an action or proceeding under this section, a court may award the corporation  
9 reasonable costs and expenses, including reasonable attorney fees, in connection with the action  
10 or proceeding.

11 (e) In this section, the term "membership list" means the record of all the members'  
12 names and addresses.

13 Sec. 10.21.310. ANNUAL REPORT TO MEMBERS. (a) On or before July 1 of each  
14 year, a domestic corporation and a foreign corporation authorized to conduct affairs in the state  
15 shall prepare an annual report that includes

16 (1) the name of the corporation and the state or country where it is incorporated;

17 (2) the address of the registered office of the corporation in this state, and the  
18 name of its registered agent in this state at that address, and, in the case of a foreign corporation,  
19 the address of its principal office in the state or country where it is incorporated;

20 (3) a brief statement of the purposes of the corporation in this state;

21 (4) the names and addresses of the directors and officers of the corporation;

22 (5) a statement of the number of memberships that the corporation has authority  
23 to issue, itemized by classes;

24 (6) a statement of the number of members itemized by classes;

25 (7) the name and address of each alien affiliate (AS 10.21.990), the percentage  
26 of control held by each alien affiliate, and a specific description of the nature of the relationship  
27 between the corporation and its alien affiliates, or a statement that there is no alien affiliate; in  
28 this paragraph, "percentage of control" means the percentage of the members of the entire board  
29 of directors (AS 10.21.990(18)) that a person has the power to elect or designate;

30 (8) the name and address of each person holding as of September 30 of each year  
31 the power to directly cause the election or designation of one or more members of the board;

1 (9) the gross receipts of the corporation during the reporting period from all  
2 sources;

3 (10) the amount, expressed in dollars and as a percentage of the gross receipts of  
4 the corporation, of each of the following:

5 (A) membership fees, dues, and assessments;

6 (B) donations;

7 (C) grants from governmental entities;

8 (D) sales of goods or services; and

9 (E) all other sources;

10 (11) in the case of a mutual benefit corporation, the amount, expressed in dollars  
11 and as a percentage of the total income, of the total income used or held for the following  
12 purposes:

13 (A) recurrent administrative costs;

14 (B) nonrecurrent administrative costs;

15 (C) providing services or making facilities available to members as  
16 authorized in its articles, exclusive of the administrative cost of providing these services;  
17 and

18 (D) all other expenses of the corporation;

19 (12) in the case of a public benefit corporation, the amount, expressed in dollars  
20 and as a percentage of total income, of the total income used or held for the following purposes:

21 (A) recurrent administrative costs;

22 (B) nonrecurrent administrative costs;

23 (C) public or charitable purposes as stated in its articles;

24 (D) all other expenses of the corporation;

25 (13) information required by AS 10.21.293.

26 (b) Not later than 30 days after the report has been prepared, a corporation that has  
27 voting members shall send each member a notice that the annual report is available and will be  
28 provided promptly upon written request. Unless the articles provide otherwise  
29 (AS 10.21.110(1)(K)), the notice to members must include a self-addressed, postage prepaid form  
30 that the member may sign and return effecting a written request to receive a copy of the annual  
31 report. Unless the articles provide otherwise (AS 10.21.110(1)(L)), the annual report shall be

1 sent without charge to members making written request. The secretary, or other official  
2 designated in the articles or bylaws, shall send the requested report within 20 days of the  
3 postmarked written request.

4 (c) This section does not apply to corporations that do not have

5 (1) more than 100 members at any time during the reporting period; or

6 (2) gross receipts or revenue in excess of \$10,000 during the reporting period.

7 (d) A public benefit corporation that in writing solicits contributions from 500 or more  
8 persons during the affected reporting period need not comply with (b) of this section if the  
9 corporation

10 (1) includes with written material used to solicit contributions a written statement  
11 that a copy of its most recent annual report will be mailed free of charge upon request and that  
12 a request may be sent to the corporation at the name and address set out in the statement;

13 (2) promptly mails free of charge a copy of its most recently filed annual report  
14 to a person who requests a copy of the report; and

15 (3) publishes its annual report (AS 10.21.856) not later than 30 days after  
16 preparing the report.

17 Sec. 10.21.311. PUBLICATION OF NOTICE OF ANNUAL REPORT; DUTY TO  
18 FURNISH COPIES OF THE ANNUAL REPORT. (a) Not later than 30 days after it has  
19 prepared the annual report required by AS 10.21.310, a public benefit corporation, and a  
20 corporation that, during the affected reporting period, received from donations (AS 10.21.990)  
21 more than 10 percent of its gross income, shall publish in a newspaper of general circulation  
22 notice that the report is on file with the corporation and that the corporation will furnish a copy  
23 of the report to

24 (1) any member under AS 10.21.310; and

25 (2) any other person within 50 days of receipt of a written request; a corporation  
26 required to furnish copies of an annual report under this subsection may charge the person  
27 requesting the report a fee of not more than \$5.

28 (b) In addition to observing (a) of this section, a public benefit corporation and any  
29 corporation that, during its most recent accounting period, received more than 10 percent of its  
30 gross income from donations, shall furnish to each solicitee at the time of solicitation written  
31 notice that a copy of its most recent annual report is available and will be furnished free of

1 charge upon written request.

2 (c) In (a) of this section, "general circulation" means a newspaper with a circulation large  
3 enough to reach persons affected by corporate fund-raising and program activities.

4 Sec. 10.21.313. ANNUAL STATEMENT TO MEMBERS OF INSIDER  
5 TRANSACTIONS. (a) Notwithstanding a provision of the articles of incorporation or bylaws  
6 to the contrary, a corporation shall, within 120 days of the close of its fiscal year, furnish  
7 annually to its members (AS 10.21.990) a statement of transactions or indemnifications of the  
8 kind described in (d) or (e) of this section, if any transactions or indemnifications took place.

9 (b) Except as provided in (c) of this section, a covered transaction under this section is  
10 a transaction in which the corporation, its parent, or its subsidiary (AS 10.21.990) was a party  
11 and in which either of the following had a direct or indirect material financial interest:

12 (1) a director, officer, or employee of the corporation, or its parent or subsidiary;

13 or

14 (2) a holder of a controlling interest (AS 10.21.990) in the corporation, its parent,  
15 or its subsidiary.

16 (c) The statement required under (a) of this section must describe briefly

17 (1) a covered transaction, excluding compensation of officers and directors, during  
18 the previous fiscal year involving more than \$15,000, or that was one of the number of covered  
19 transactions in which the same interested person had a direct or indirect material financial  
20 interest, if these transactions in the aggregate involved more than \$15,000;

21 (2) the name of the interested person involved in the transaction, a statement of  
22 the relationship of the person to the corporation, the nature of the relationship of the person to  
23 the corporation, the nature of the interest of the person in the transaction and, where practicable,  
24 the amount of that interest; in the case of a transaction with a partnership of which the interested  
25 person is a partner, only the interest of the partnership need be stated; in this paragraph,  
26 "interested person" means a person described in (b)(1) or (b)(2) of this section; or

27 (3) the amount and circumstances of indemnifications or advances aggregating  
28 more than \$10,000 that were authorized, obligated, or paid during the fiscal year to an officer  
29 or director of the corporation under AS 10.21.435; information concerning an indemnification  
30 approved by the members under AS 10.21.435(e)(3) need not be included in this statement.

31 (d) For the purpose of this section, a mere common directorship is not material financial

1 interest.

2 **Sec. 10.21.315. COURT ENFORCEMENT OF INFORMATION AND FINANCIAL**  
3 **STATEMENT REQUIREMENTS.** (a) The superior court shall enforce the duty of making and  
4 mailing or delivering the information and financial statements required by AS 10.21.200 -  
5 10.21.320. The superior court, for good cause shown, may extend the time for the making and  
6 mailing or delivering of that information and those financial statements.

7 (b) In an action or proceeding under this section, if the court finds that the failure of the  
8 corporation to comply with information and financial statement requirements was without  
9 justification, the court may award the person reasonable expenses, including reasonable attorney  
10 fees, in connection with the action or proceeding.

11 **Sec. 10.21.318. MEMBERS' DERIVATIVE ACTION BROUGHT IN THE RIGHT OF**  
12 **THE CORPORATION TO PROCURE A JUDGMENT IN ITS FAVOR.** (a) An action may be  
13 brought in the right of a domestic or foreign corporation to procure a judgment in its favor by  
14 a member of the corporation.

15 (b) In a derivative action, the complaint shall be verified and shall allege that plaintiff  
16 was a member at the time or during any part of the transaction of which plaintiff complains, or  
17 that plaintiff's membership devolved upon plaintiff by operation of law from a member who was  
18 a member at the time or during any part of the transaction complained of. A member who does  
19 not meet the requirements of this section may be allowed, in the discretion of the court, to  
20 maintain the action on a preliminary showing to and determination by the court that

21 (1) there is a strong prima facie case in favor of the claim asserted on behalf of  
22 the corporation;

23 (2) no other similar action has been or is likely to be instituted;

24 (3) the plaintiff acquired the membership before there was disclosure to the public  
25 or the plaintiff of the wrongdoing of which plaintiff complains;

26 (4) unless the action can be maintained the defendant may retain a gain derived  
27 from defendant's wilful breach of a fiduciary duty; and

28 (5) the requested relief will not result in unjust enrichment of the corporation or  
29 a member of the corporation.

30 (c) Unless excused on grounds that a majority of the directors is implicated in or under  
31 the direct or indirect control of a person who is implicated in the injury to the corporation, before

1 an action in the right of a domestic or foreign corporation is instituted a plaintiff who has  
2 standing under (b) of this section shall make a formal demand upon the board to secure the  
3 action the plaintiff desires.

4 (d) If a member fails to make a formal demand under (c) of this section the complaint  
5 shall state with particularity the facts establishing excuse under (c) of this section. In a motion  
6 to dismiss for failure to make demand on the board the member shall have the burden to establish  
7 excuse.

8 (e) In a case in which demand on the board is made under (c) of this section, a decision  
9 by the board that, in its business judgment, the litigation would not be in the best interest of the  
10 corporation terminates the right created by (a) of this section.

11 (f) In a case in which demand on the board is excused under (c) of this section or the  
12 decision of the board under (e) of this section is rejected by the court as inconsistent with the  
13 directors' duties of care and loyalty to the corporation, a plaintiff who has standing under (b) of  
14 this section shall have the right to commence or continue the action created by (a) of this section.  
15 Notwithstanding (c) or (e) of this section, disinterested, noninvolved directors acting as the board  
16 or a duly charged board committee may petition the court to dismiss the plaintiff's action on  
17 grounds that in their independent, informed business judgment the action is not in the best  
18 interests of the corporation. The petitioners shall have the burden of establishing to the  
19 satisfaction of the court their disinterest, independence from any direct or indirect control by  
20 defendants in the action, and the informed basis on which they have exercised their asserted  
21 business judgment. If the court is satisfied that the petitioners are disinterested, independent, and  
22 informed it shall then exercise an independent appraisal of the plaintiff's action to determine  
23 whether, considering the welfare of the corporation, its purpose or purposes, the fate of any  
24 donated assets, and relevant issues of public policy, it should dismiss the action.

25 (g) A member action otherwise in conformity with this section may not be dismissed  
26 because the alleged injury or wrong to the corporation has been ratified by the members of the  
27 corporation. A court may consider the fact of ratification by members of a mutual benefit  
28 corporation in framing an order for relief to which it considers the corporation entitled.

29 (h) In a derivative action instituted or maintained in the right of a domestic or foreign  
30 corporation by members totaling less than five percent of the outstanding memberships of a class  
31 of the corporation, the corporation in whose right the action is brought or the defendants may at

1 any time before final judgment move the court to require the plaintiff to give security for the  
2 reasonable expenses, including attorney fees, that may be incurred by the moving party. The  
3 amount of the security may be increased or decreased from time to time in the discretion of the  
4 court upon a showing that the security has become inadequate or excessive. The corporation or  
5 other defendants may have recourse to the security in an amount as the court may determine  
6 upon the termination of the derivative action, whether or not the court finds the derivative action  
7 was brought without reasonable cause.

8 (i) A derivative action may not be discontinued, abandoned, compromised or settled,  
9 without the approval of the court having jurisdiction of the action. If the court determines that  
10 the interests of the members or a class of members will be substantially affected by a  
11 discontinuance, abandonment, compromise, or settlement, the court, in its discretion, may direct  
12 that notice, by publication or otherwise, be given to the members or class of members whose  
13 interests will be affected. If the court directs notice to be given, it shall determine which one or  
14 more of the parties to the action shall bear the expense of giving the notice, in an amount the  
15 court determines to be reasonable in the circumstances, and the amount of the expense shall be  
16 awarded as special costs of the action.

17 (j) If the derivative action is successful, in whole or in part, or if anything is received  
18 as a result of the judgment, compromise, or settlement of an action or claim, the court may award  
19 the plaintiff reasonable expenses, including reasonable attorney fees, and shall direct the plaintiff  
20 or plaintiffs to account to the corporation for the remainder of the proceeds received by the  
21 plaintiff in excess of attorney fees and costs.

22 (k) Notwithstanding (j) of this section, the court rules regarding the award of attorney  
23 fees and costs, rather than (j) of this section, apply to a judgment rendered only for the benefit  
24 of injured members and limited to a recovery of the loss or damage sustained by them.

25 **Sec. 10.21.320. LIABILITIES OF MEMBERS.** (a) A member of a corporation is not  
26 personally liable for the debts, liabilities, or obligations of the corporation.

27 (b) A member is liable to the corporation only to the extent of the unpaid portion of the  
28 initiation fees, membership dues, or assessments that the corporation has lawfully imposed upon  
29 the member, or for other indebtedness owed by the member to the corporation.

30 (c) An action may not be brought by a creditor of the corporation under (b) of this  
31 section until

- 1 (1) a final judgment has been rendered against the corporation in favor of the  
2 creditor and execution on the judgment has been returned unsatisfied;
- 3 (2) the corporation has been adjudged bankrupt;
- 4 (3) a receiver has been appointed with power to collect debts, if the receiver, on  
5 demand of a creditor to bring suit on the debt, has refused to sue for the unpaid amount; or
- 6 (4) the corporation has been dissolved or ceased its activities leaving debts unpaid.
- 7 (d) An action under (c) of this section may not be brought more than three years after  
8 the happening of any one of the events specified in (c)(1) - (4) of this section.

9 ARTICLE 6. DIRECTORS AND OFFICERS.

10 Sec. 10.21.350. BOARD OF DIRECTORS: FUNCTIONS; DUTIES; RIGHT OF  
11 INSPECTION; FAILURE TO DISSENT. (a) All corporate powers shall be exercised by or  
12 under the authority of, and the affairs of a domestic corporation shall be managed under the  
13 direction of, a board of directors. A director need not be a resident of this state or a member of  
14 the corporation unless required by the articles or bylaws. The articles or bylaws may prescribe  
15 other qualifications for directors. The board may fix the compensation of directors unless other-  
16 wise provided in the articles.

17 (b) A director shall perform the duties as a director, including duties as a member of a  
18 committee of the board on which the director may serve, in good faith, in a manner the director  
19 reasonably believes to be in the best interests of the corporation, and with the care, including  
20 reasonable inquiry, as an ordinarily prudent person in a like position would use under similar  
21 circumstances. Except as provided in (c) of this section, a director is entitled to rely on  
22 information, opinions, reports or statements, including financial statements and other financial  
23 data, in each case prepared or presented by

24 (1) one or more officers or employees of the corporation whom the director  
25 reasonably believes to be reliable and competent in the matters presented;

26 (2) counsel, public accountants, or other persons as to matters that the director  
27 reasonably believes to be within the person's professional or expert competence; or

28 (3) a committee of the board on which the director does not serve, designated in  
29 accordance with a provision of the articles or the bylaws, as to matters within the authority of  
30 the committee if the director reasonably believes the committee to merit confidence.

31 (c) A director is not acting in good faith if the director knows, or as a reasonable person

1 ought to know, that, as to the matter in question, reliance under (b) of this section is unwarranted.

2 (d) A director has the absolute right at a reasonable time to inspect and copy all books,  
3 records, and documents of every kind and to inspect the physical properties of the corporation  
4 or a domestic or foreign subsidiary of the corporation. Inspection by a director may be made in  
5 person or by agent or attorney and the right of inspection includes the right to copy and make  
6 extracts. This subsection applies to a director of a foreign corporation having its principal  
7 executive office in this state or customarily holding meetings of its board in this state.

8 (e) A director of a domestic corporation who is present at a meeting of its board at which  
9 action on a corporate matter is taken is presumed to have assented to the action unless the dissent  
10 of the director is entered in the minutes of the meeting or unless the director files a written  
11 dissent to the action with the secretary of the meeting before adjournment or forwards a written  
12 dissent by certified mail to the secretary of the corporation within 48 hours after adjournment.  
13 The right to dissent does not apply to a director who voted in favor of the action.

14 Sec. 10.21.355. NUMBER AND ELECTION OF DIRECTORS; DESIGNATION. (a)  
15 The number of directors constituting the entire board may not be less than three. Subject to the  
16 limitation of this section, the number of directors may be fixed by the articles, the bylaws, or by  
17 the action of the board or members under the specific provisions of an article or bylaw adopted  
18 by approval of a majority of all the members (AS 10.21.990(4)). If the number of directors is  
19 not otherwise fixed the number of directors is three.

20 (b) Except as otherwise provided in AS 10.21.145 and this section, the number of  
21 directors may be increased or decreased by amendment of the articles, the bylaws, or by action  
22 of the board or the members under the specific provisions of an article or a bylaw adopted by  
23 approval of a majority of all the members (AS 10.21.990(4)). A change in the number of  
24 directors is subject to the following limitations:

25 (1) if the board is authorized by the articles or the bylaws to change the number  
26 of directors, whether by amending the bylaws or by taking action under specific provision of an  
27 article or bylaw adopted by approval of a majority of all the members, the amendment or action  
28 shall require the approval of a majority of the entire board (AS 10.21.990(5)); and

29 (2) a decrease in the number of directors may not shorten the term of an  
30 incumbent director.

31 (c) The articles may provide for the election of one or more directors by the members

1 of a class.

2 (d) Notwithstanding (b) and (c) of this section, all or a portion of the directors authorized  
3 in the articles or bylaws of a domestic corporation without members, and up to one-third of the  
4 directors authorized in the articles or bylaws of a domestic corporation with members, may hold  
5 office by virtue of designation as provided by the articles or bylaws rather than by election. A  
6 director who holds office by virtue of designation or selection under this section continues in  
7 office for the term prescribed by the articles or bylaws, or, if no term is prescribed, until the  
8 article or bylaw is amended or repealed, except as provided in AS 10.21.375(c) and (d). A bylaw  
9 provision authorized by this subsection shall be adopted or repealed by a majority of all the  
10 members (AS 10.21.990(4)) subject, if provided in the bylaws, to the consent of the person  
11 entitled to designate or select the director.

12 (e) At the first annual meeting of members of a mutual benefit corporation and at each  
13 subsequent annual meeting the members with voting rights, if any, shall elect directors to hold  
14 office until the next succeeding annual meeting, except in the case of the classification of  
15 directors as permitted by AS 10.21.365. A director, including a director elected to fill a vacancy,  
16 shall hold office until a successor has been elected and qualified.

17 (f) At the first regular meeting of members of a public benefit corporation and at each  
18 regular meeting thereafter the members with voting rights, if any, shall elect directors. A  
19 director, including a director elected to fill a vacancy, shall hold office until a successor has been  
20 elected and qualified.

21 Sec. 10.21.360. ATTACKING VALIDITY OF ELECTION. An action challenging the  
22 validity of an election, appointment, or removal of a director shall be commenced within nine  
23 months after the election, appointment, or removal. If an action challenging the validity is not  
24 commenced, in the absence of fraud, an election, appointment, or removal of a director is  
25 conclusively presumed valid after nine months if the only defect in the election, appointment, or  
26 removal is the failure to give notice as provided in this chapter or in the articles or bylaws of the  
27 corporation.

28 Sec. 10.21.365. CLASSIFICATION OF DIRECTORS. (a) If a corporation is required  
29 by AS 10.21.233(c) or another provision of this chapter or by its articles or bylaws to have  
30 annual meetings of the members the articles may provide that the directors be divided into either  
31 two or three classes, each class to be as nearly equal in number as possible, with the term of

1 office of directors of the first class to expire at the first annual meeting of members after their  
2 election, that of the second class to expire at the second annual meeting after their election and  
3 that of the third class, if any, to expire at the third annual meeting after their election. At each  
4 annual meeting after the classification, the number of directors equal to the number of the class  
5 whose term expires at the time of the meeting shall be elected to hold office until the second  
6 succeeding meeting if there are two classes, or until the third succeeding meeting if there are  
7 three classes. A classification is not effective before the first annual meeting of members.

8 (b) If cumulative voting rights have been established by the articles, an amendment of  
9 the articles that would establish or require classification of the board under (a) of this section  
10 may not be adopted when the votes cast against the amendment would be sufficient to elect a  
11 director if voted cumulatively at an election of the entire board (AS 10.21.990(18)).

12 Sec. 10.21.370. DECLARATION OF VACANCY BY BOARD. The board may declare  
13 vacant the office of a director who has been declared of unsound mind by court order or whose  
14 civil rights have been suspended.

15 Sec. 10.21.375. REMOVAL OF DIRECTORS WITHOUT CAUSE. (a) A director may  
16 be removed without reason if the removal is approved by a majority of all of the members  
17 (AS 10.21.990(4)), subject to the following:

18 (1) if cumulative voting rights have been established by the articles, a director  
19 may not be removed unless the entire board (AS 10.21.990(18)) is removed if the votes cast  
20 against removal, or not consenting in writing to the removal, would be sufficient to elect a  
21 director if voted cumulatively at an election at which the same total number of votes were cast,  
22 or, if the action is taken by written consent, if all members entitled to vote on the removal voted  
23 and the entire number of directors authorized at the time of the director's most recent election  
24 were then being elected; and

25 (2) if the articles provide that the members of a class, voting as a class, are  
26 entitled to elect one or more directors, a director so elected may be removed only by the vote  
27 of a majority of all the members of that class.

28 (b) Except as provided in this section, AS 10.21.370, 10.21.380, and 10.21.385(c), a  
29 director may not be removed before the expiration of the director's term of office.

30 (c) If a director removed under this section or under AS 10.21.370 or 10.21.380 was  
31 chosen by designation as provided by AS 10.21.355(d), then

1 (1) if a different person may be designated as provided by the governing article  
2 or bylaw provision, a new designation shall be made; or

3 (2) if the governing article or bylaw provision does not contain a provision under  
4 which a different person may be designated, the governing article or bylaw provision is  
5 considered repealed.

6 (d) If articles or bylaws provide that a person is entitled to designate a director, a director  
7 designated may only be removed under this section with the written consent of that person.

8 Sec. 10.21.380. REMOVAL OF DIRECTOR BY SUPERIOR COURT. The superior  
9 court may, at the suit of members (AS 10.21.990) totalling at least 10 percent of all the members  
10 of a class, remove from office a director for fraudulent or dishonest acts or gross abuse of  
11 authority or discretion with reference to a domestic corporation and may bar from reelection or  
12 redesignation a director removed in this manner for a period prescribed by the court. The  
13 corporation shall be made a party to this suit.

14 Sec. 10.21.385. VACANCIES AND RESIGNATION: SPECIAL MEETING OF  
15 MEMBERS. (a) Unless otherwise provided in the articles or bylaws and except for a vacancy  
16 created by the removal of a director, a vacancy (AS 10.21.990) on the board may be filled by  
17 a majority of the directors then in office, whether or not less than a quorum, or by a sole  
18 remaining director. Unless the articles or a bylaw adopted with approval of a majority of all the  
19 members provide that the board may fill a vacancy occurring on the board by reason of removal  
20 of a director, the vacancy may be filled only by approval of a majority of all of the members.

21 (b) The members with voting rights, if any, may elect a director to fill a vacancy not  
22 filled by the directors.

23 (c) If, after the filling of a vacancy by the directors, the directors then in office who have  
24 been elected by the members constitute less than a majority of the directors, members totalling  
25 10 percent or more of the members with voting rights may call a special meeting of members  
26 to elect the entire board (AS 10.21.990(18)) subject to the rights of a person to select or  
27 designate a director. The term of office of a director terminates upon the election and  
28 qualification of a successor.

29 (d) A director may resign effective upon giving written notice to the board chair, the  
30 president, the secretary, or the board of directors of the corporation, unless the notice specifies  
31 a later time for the effectiveness of the resignation. If the resignation is effective at a future

1 time, a successor may be elected to take office when the resignation becomes effective.

2 **Sec 10.21.390. EXECUTIVE AND OTHER BOARD COMMITTEES.** (a) If authorized  
3 by the articles or the bylaws, the board, by resolution approved by a majority of the entire board,  
4 may designate from among its members an executive committee and other committees of the  
5 board. Each committee, to the extent provided in the resolution or the articles or bylaws of the  
6 corporation, has the authority of the board, except that a committee may not

7 (1) approve or recommend to members actions or proposals required by this  
8 chapter to be approved by members;

9 (2) designate candidates for the office of director, for purposes of proxy  
10 solicitation or otherwise, or fill vacancies on the board or a committee of the board;

11 (3) amend the bylaws;

12 (4) approve a plan of merger not requiring approval of the members;

13 (5) fix the compensation for service on the board or on a committee of the board;

14 (6) appoint a committee of the board or a member of the committee; or

15 (7) authorize, approve, or ratify contracts or other transactions between the  
16 corporation and one or more of its directors, or between the corporation and a corporation, firm,  
17 or association in which one or more of its directors has a material financial interest.

18 (b) The designation of a committee, the delegation to the committee of authority, or  
19 action by the committee under that authority does not alone constitute compliance by a member  
20 of the board or committee in question with the responsibility to act in good faith, in a manner  
21 the director reasonably believes to be in the best interests of the corporation, and with the care,  
22 including reasonable inquiry, as an ordinarily prudent person in a like position would use under  
23 similar circumstances.

24 **Sec. 10.21.395. MEETINGS: CALL, PLACE, NOTICE, AND WAIVER.** (a) A regular  
25 or special meeting of the board or a committee of the board may be called by the board chair,  
26 the president, a vice-president, the secretary, or two directors and may be held at any place inside  
27 or outside the state.

28 (b) A regular meeting of the board or a committee designated by the board may be held  
29 without notice if the time and place of the meeting is fixed by the bylaws or a resolution of the  
30 board. A special meeting of the board or a committee designated by the board shall be held on  
31 either notice in writing sent 20 days before the meeting or notice by electronic means, personal

1 messenger, or comparable person-to-person communication given at least 72 hours before the  
2 meeting. In the case of a special meeting the notice shall include disclosure of the business to  
3 be transacted and the purpose of the meeting.

4 (c) Notice of a meeting need not be given to a director who signs a waiver of notice,  
5 whether before or after the meeting, or who attends the meeting without protesting before or at  
6 the commencement of the meeting the lack of notice.

7 Sec. 10.21.400. QUORUM OF DIRECTORS. (a) A majority of the number of directors  
8 fixed by the articles or bylaws constitutes a quorum for the transaction of business unless a  
9 greater number is required by the articles or the bylaws. The act of a majority of the directors  
10 present at a meeting at which a quorum is present is the act of the board, unless the act of a  
11 greater number is required by the articles, the bylaw, or this chapter.

12 (b) The provisions of this section apply to committees of the board and action by  
13 committees.

14 Sec. 10.21.405. INFORMAL ACTION BY DIRECTORS. (a) Unless prohibited by the  
15 articles or bylaws, the members of the board of a domestic corporation, or a committee  
16 designated by the board can validly conduct a meeting by communicating simultaneously with  
17 each other by means of conference telephones or similar communications equipment.

18 (b) Unless prohibited by the articles or bylaws, action required or permitted to be taken  
19 by the board or a committee designated by the board may be taken without a meeting on written  
20 consents, identical in content, setting out the action taken and signed by all of the members of  
21 the board or the committee. The written consents shall be filed with the minutes. The consents  
22 have the same effect as a unanimous vote.

23 Sec. 10.21.410. MUTUAL BENEFIT CORPORATIONS: DIRECTOR CONFLICTS OF  
24 INTEREST. (a) A contract or other transaction between a domestic mutual benefit corporation  
25 and a director of the corporation, or between a domestic mutual benefit corporation and a  
26 corporation, firm, or association in which a director of the mutual benefit corporation has a  
27 material financial interest, is neither void nor voidable because the director or the other  
28 corporation, firm, or association are parties or because the director is present at the meeting of  
29 the board that authorizes, approves, or ratifies the contract or transaction, if

30 (1) the material facts of the transaction and the director's interest are fully  
31 disclosed or known to the members and the contract or transaction is approved by a majority of

1 all the members (AS 10.21.990(4)) in good faith, with the interested director not being entitled  
2 to vote; or

3 (2) the material facts of the transaction and the director's interest are fully  
4 disclosed or known to the board, and the board authorizes, approves, or ratifies the contract or  
5 transaction in good faith by a sufficient vote without counting the vote of the interested director,  
6 and the person asserting the validity of the contract or transaction sustains the burden of proving  
7 that the contract or transaction was just and reasonable as to the corporation at the time it was  
8 authorized, approved, or ratified.

9 (b) A common directorship does not alone constitute a material financial interest within  
10 the meaning of this section. A director is not interested within the meaning of this section in a  
11 resolution fixing the compensation of another director as a director, officer, or employee of the  
12 corporation, notwithstanding the fact that the first director is also receiving compensation from  
13 the corporation.

14 (c) A contract or other transaction between a domestic mutual benefit corporation and  
15 a corporation or association of which a director of the mutual benefit corporation is a director  
16 is neither void nor voidable because the director is present at the meeting of the board that  
17 authorizes, approves, or ratifies the contract or transaction, if the material facts of the transaction  
18 and the director's other directorship are fully disclosed or known to the board and the board  
19 authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient  
20 without counting the vote of the common director or the contract or transaction is approved by  
21 a majority of all the members (AS 10.21.990(4)) in good faith. This subsection does not apply  
22 to contract or transactions covered by (a) of this section.

23 (d) Interested or common directors may be counted in determining the presence of a  
24 quorum at a meeting of the board that authorizes, approves, or ratifies a contract or transaction.

25 (e) Nothing contained in this section affects the prohibitions or restraints imposed by  
26 AS 45.50.

27 **Sec. 10.21.415. PUBLIC BENEFIT CORPORATIONS: SELF-DEALING; LIABILITY**  
28 **OF DIRECTOR FOR GOOD FAITH ACTS.** (a) The commissioner or, if the commissioner is  
29 joined as a party, any of the following may bring an action in the superior court for the remedies  
30 specified in (b) of this section:

31 (1) the corporation, or a member (AS 10.21.990) asserting the right in the name

1 of the corporation under AS 10.21.318;

2 (2) a director of the corporation;

3 (3) an officer of the corporation;

4 (4) a person granted relator status by the commissioner.

5 (b) If a self-dealing transaction that has not been approved as provided in (c) of this  
6 section has taken place, the court shall order an equitable and fair remedy to the corporation. The  
7 court may take into account benefits received by the corporation and whether the interested  
8 director acted in good faith and with intent to further the best interest of the corporation. The  
9 court may order the director to do any or all of the following:

10 (1) account for profits made from the transaction, and pay them to the  
11 corporation;

12 (2) pay the corporation the value of the use of corporate property used in the  
13 transaction; and

14 (3) return or replace property lost to the corporation as a result of the transaction,  
15 together with income or appreciation lost to the corporation by reason of the transaction, or  
16 account for proceeds of the sale of the property, and pay the proceeds to the corporation with  
17 interest at the legal rate, and, in addition, the court may order the director to pay exemplary  
18 damages for a fraudulent or malicious violation of this section.

19 (c) In an action brought under (a) of this section, the remedies specified in (b) of this  
20 section may not be granted if

21 (1) the commissioner, or the court in an action in which the commissioner is a  
22 party, has approved the transaction before or after it was consummated;

23 (2) the person asserting the validity of the transaction sustains the burden of  
24 proving that

25 (A) the corporation entered into the transaction for its own benefit;

26 (B) the transaction was fair and reasonable as to the corporation at the  
27 time the corporation entered into the transaction;

28 (C) before completing the transaction or a part of it the full board  
29 authorized or approved the transaction in good faith by a vote of a majority of the  
30 directors then in office, without counting the vote of the interested director, and with  
31 knowledge of the material facts concerning the transaction and the director's interest in

1 the transaction; and

2 (D) the corporation could not in fact have obtained a more advantageous  
3 arrangement with reasonable effort, or, before authorizing or approving the transaction,  
4 the board considered and in good faith determined after a reasonable investigation that  
5 the corporation could not have obtained a more advantageous arrangement with reasonable  
6 effort; or

7 (3) the person asserting the validity of the transaction sustains the burden of  
8 proving that

9 (A) a committee or person authorized by the board approved the  
10 transaction in a manner consistent with (d)(2) of this section;

11 (B) it was not practicable to obtain approval of the board  
12 (AS 10.21.990(6)) before entering into the transaction; and

13 (C) the board, after determining in good faith that the conditions of (A)  
14 and (B) of this paragraph were satisfied, ratified the transaction at its next meeting by a  
15 vote of the majority of the directors then in office without counting the vote of the  
16 interested director.

17 (d) Except as provided in (e) of this section, an action under (a) of this section shall be  
18 filed within two years after written notice setting out the material facts of the transaction and the  
19 director's interest in the transaction is filed with the commissioner or, if notice is not filed with  
20 the commissioner, 10 years after the cause of action has accrued.

21 (e) In an action for breach of an obligation of the corporation owed to an interested  
22 director, if the obligation arises from a self-dealing transaction that has not been approved as  
23 provided in (c) of this section, the court may, by way of offset only, make an order authorized  
24 under (b) of this section, notwithstanding the expiration of the applicable period specified in (d)  
25 of this section.

26 (f) Interested directors may be counted in determining the presence of a quorum at a  
27 meeting of the board that authorizes, approves, or ratifies a contract or transaction.

28 (g) The provisions of this section do not apply to the following:

29 (1) the action of the board in fixing the compensation of a director as a director  
30 or officer of the corporation;

31 (2) a transaction that is part of a public or charitable program of the corporation

1 if it

2 (A) is approved or authorized by the corporation in good faith and without  
3 unjustified favoritism; and

4 (B) results in a benefit to a director or the family of a director because  
5 they are in the class of persons intended to be benefitted by the public or charitable  
6 program; or

7 (3) a transaction of which the interested director had no actual knowledge and that  
8 does not exceed one percent of the gross receipts of the corporation for the preceding fiscal year  
9 or \$100,000, whichever is less.

10 (h) In (b) - (f) of this section, "self-dealing transaction" means a transaction to which a  
11 public benefit corporation is a party and in which a director of the corporation has a material  
12 financial interest.

13 (i) In this section, "interested director" means a director who has a material financial  
14 interest in a transaction.

15 Sec. 10.21.420. LIABILITY OF DIRECTOR. (a) In addition to other liabilities, a  
16 director is liable in the following circumstances unless the director complies with the standards  
17 provided in AS 10.21.350(b) for the performance of the duties of a director:

18 (1) a director who votes for or assents to a distribution to the corporation's  
19 members, other than during the liquidation of the corporation, is liable to the corporation, jointly  
20 and severally with the other directors voting for or assenting to the distribution, for the amount  
21 of the distribution that is paid or the value of the assets that are distributed;

22 (2) a director who votes for or assents to a distribution to the corporation's  
23 members during the liquidation of the corporation without the payment and discharge of, or  
24 making of adequate provision for, all known debts, obligations, and liabilities of the corporation  
25 is liable to the corporation, jointly and severally with the other directors voting for or assenting  
26 to the distribution, for the value of the assets that are distributed, to the extent that the debts,  
27 obligations, and liabilities of the corporation are not paid and discharged;

28 (3) a director who votes for or assents to a loan of assets of the corporation to  
29 an officer or employee contrary to the provisions of AS 10.21.435 or contrary to a restriction in  
30 the articles of incorporation, is liable to the corporation, jointly and severally with the other  
31 directors voting for or assenting to the loan, for the amount of the loan in excess of the amount

1 that could have been loaned under AS 10.21.435 or within the restriction in the articles of  
2 incorporation.

3 (b) A director against whom a claim is asserted under this section for the distribution of  
4 assets of the corporation is entitled to contribution in proportion to the amounts received by them  
5 from a member who accepted or received those assets, knowing the distribution to have been  
6 made in violation of this chapter. A director against whom a claim is asserted under this section  
7 for the extension of a loan is entitled to contribution from the person receiving the loan.

8 (c) A director against whom a claim is asserted under this section is entitled to  
9 contribution from the other directors who voted for or assented to the action on which the claim  
10 is asserted.

11 **Sec. 10.21.425. ACTION AGAINST DIRECTOR OR OFFICER FOR MISCONDUCT.**

12 (a) An action may be brought against a director or officer of a domestic corporation to procure  
13 a judgment for the following relief:

14 (1) to compel the defendant to account for official conduct in the following cases:

15 (A) the neglect of, failure to perform, or other violation of duties in the  
16 management and disposition of corporate assets; or

17 (B) the acquisition by the defendant, transfer to others, or loss or waste  
18 of corporate assets due to the neglect of or failure to perform the defendant's duties;

19 (2) to set aside an unlawful conveyance, assignment, or transfer of corporate  
20 assets, if the transferee knew or should reasonably have known of the unlawfulness of the  
21 conveyance, assignment, or transfer; or

22 (3) to enjoin a proposed unlawful conveyance, assignment, or transfer of corporate  
23 assets, where there are reasonable grounds for belief that the transfer will be made.

24 (b) An action may be brought for the relief provided in this section and in  
25 AS 10.21.420(a) by the commissioner, the corporation, or, in the right of the corporation, by any  
26 of the following:

27 (1) a director or officer of the corporation;

28 (2) a receiver, trustee in bankruptcy, or judgment creditor of the corporation; or

29 (3) a member of the corporation under AS 10.21.318.

30 **Sec. 10.21.430. OFFICERS: TENURE; RESIGNATION; AGENCY; DUTY OF CARE.**

31 (a) A domestic corporation shall have a chair of the board or president, or both, a secretary, a

1 treasurer and other officers with titles and duties as stated in the bylaws or determined by the  
2 board and as may be necessary to enable the corporation to sign instruments. The president, or  
3 if there is no president, the chair of the board, is the general manager and chief executive officer  
4 of the corporation. Two or more offices may be held by the same person, except that neither the  
5 secretary nor the treasurer may serve concurrently as the president or chair of the board.

6 (b) Except as otherwise provided in the articles or bylaws, officers shall be chosen by  
7 the board and serve at the pleasure of the board, subject to the rights, if any, of an officer under  
8 a contract of employment. An officer may resign at any time on written notice to the corporation  
9 without prejudice to the rights, if any, of the corporation under a contract to which the officer  
10 is a party.

11 (c) All officers as between themselves and the corporation have the authority and shall  
12 perform the duties in the management of the corporation as provided in the bylaws, or to the  
13 extent not provided in the bylaws, as provided by the board.

14 (d) Subject to the provisions of AS 10.21.020(c), a note, mortgage, evidence of  
15 indebtedness, contract, conveyance, or other instrument in writing and an assignment or  
16 endorsement of these instruments, executed or entered into between the corporation and another  
17 person, if signed by two individuals, one of whom is the chair of the board, president or a  
18 vice-president and the other of whom is the assistant secretary, the treasurer, or an assistant  
19 treasurer of the corporation, is not invalidated as to the corporation by any lack of authority of  
20 the signing officers in the absence of actual knowledge on the part of the other person that the  
21 signing officers had no authority to execute the instrument.

22 (e) An officer shall perform the duties of an officer in good faith and with that degree  
23 of care, including reasonable inquiry, that an ordinarily prudent person in a like position would  
24 use under similar circumstances. Except as provided in (f) of this section, an officer is entitled  
25 to rely on information, opinions, reports or statements, including financial statements and other  
26 financial data in each case prepared or presented by legal counsel or public accountants.

27 (f) An officer is not acting in good faith if the officer has knowledge concerning the  
28 matter in question that makes reliance otherwise permitted by (e) of this section unwarranted.

29 **Sec. 10.21.435. LOANS TO OR GUARANTEES FOR A DIRECTOR OR OFFICER**  
30 **PROHIBITED; ADVANCES.** (a) A domestic corporation, its parent or its subsidiary may not  
31 loan money or property to, or guarantee the obligation of, a director or officer.

1 (b) Notwithstanding (a) of this section, a domestic corporation may advance money to  
2 a director or officer of the corporation, its parent or its subsidiary for expenses reasonably  
3 anticipated to be incurred in the performance of the duties of the officer or director, if in the  
4 absence of an advance, the director or officer would be entitled to be reimbursed for the expenses  
5 by the corporation, its parent, or a subsidiary.

6 **Sec. 10.21.440. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES,**  
7 **AND AGENTS; INSURANCE.** (a) A domestic corporation may indemnify a person who was,  
8 is, or is threatened to be made a party to a completed, pending, or threatened action or  
9 proceeding, whether civil, criminal, administrative, or investigative, other than an action by or  
10 in the right of the corporation, by reason of the fact that the person is or was a director, officer,  
11 employee, or agent of the corporation. Indemnification may include reimbursement of expenses,  
12 including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably  
13 incurred in connection with the action or proceeding if the person acted in good faith and in a  
14 manner the person reasonably believed to be in or not opposed to the best interests of the  
15 corporation, and, with respect to a criminal action or proceeding, had no reasonable cause to  
16 believe the conduct was unlawful. Except as provided in (b) of this section, the termination of  
17 an action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo  
18 contendere or its equivalent, does not create a presumption that the person did not act in good  
19 faith and in a manner that the person reasonably believed to be in or not opposed to the best  
20 interests of the corporation, and, with respect to a criminal action or proceeding, had no reason-  
21 able cause to believe that the conduct was unlawful.

22 (b) Notwithstanding (a) of this section a public benefit corporation may not indemnify  
23 a person with regard to an action or proceeding arising out of the conduct of that person if

24 (1) the person was convicted of or entered a plea of nolo contendere or its  
25 equivalent to a crime based on that conduct; or

26 (2) the conduct of the person was adjudicated to have been grossly negligent by  
27 a court of competent jurisdiction.

28 (c) A domestic corporation may indemnify a person who was, or is threatened to be made  
29 a party to a completed, pending, or threatened action by or in the right of the corporation to  
30 procure a judgment in its favor by reason of the fact that the person is or was a director, officer,  
31 employee, or agent of the corporation. Indemnification may include reimbursement for expenses

1 and attorney fees actually and reasonably incurred in connection with the defense or settlement  
2 of the action if the person acted in good faith and in a manner the person reasonably believed  
3 to be in or not opposed to the best interests of the corporation. Indemnification may not be made  
4 in respect of any claim, issue or matter as to which the person has been adjudged to be liable for  
5 negligence or misconduct in the performance of duties to the corporation except to the extent that  
6 the court in which the action was brought determines upon application that, despite the  
7 adjudication of liability, in view of all the circumstances of the case the person is fairly and  
8 reasonably entitled to indemnity for expenses which the court considers proper.

9 (d) To the extent that a director, officer, employee, or agent of a domestic corporation  
10 has been successful on the merits or otherwise in defense of an action or proceeding referred to  
11 in (a) or (c) of this section, or in defense of a claim, issue, or matter in the action or proceeding,  
12 the person shall be indemnified against expenses and attorney fees actually and reasonably  
13 incurred in connection with the defense.

14 (e) Unless otherwise ordered by a court, indemnification under (a) or (c) of this section  
15 may only be made by a corporation as authorized in a specific case upon a determination that  
16 indemnification of the director, officer, employee, or agent is proper in the circumstances because  
17 that person has met the applicable standard of conduct set out in (a) or (c) of this section. The  
18 determination shall be made by

19 (1) the board by a majority vote of a quorum consisting of directors who were  
20 not parties to the action or proceeding;

21 (2) independent legal counsel in a written opinion if

22 (A) a quorum of directors under (1) of this subsection is not obtainable;

23 or

24 (B) a quorum of directors under (1) of this subsection is obtainable but  
25 a majority of disinterested directors so directs; or

26 (3) approval of a majority of all the members (AS 10.21.990(4)).

27 (f) Expenses incurred in defending a civil or criminal action or proceeding may be paid  
28 by the corporation in advance of the final disposition of the action or proceeding as authorized  
29 in the manner provided in (e) of this section on receipt of an undertaking by or on behalf of the  
30 director, officer, employee, or agent to repay the amount unless it is ultimately determined that  
31 the person is entitled to be indemnified by the corporation as authorized in this section.

1 (g) The indemnification provided by this section is not exclusive of other rights to which  
2 a person seeking indemnification may be entitled under a bylaw or a vote of members or  
3 disinterested directors, both as to action in the official capacity of the person and as to action in  
4 another capacity while holding the office, and continues as to a person who has ceased to be a  
5 director, officer, employee, or agent, and inures to the benefit of the heirs, executors, and  
6 administrators of the person.

7 (h) A domestic corporation may purchase and maintain insurance on behalf of a person  
8 who is or was a director, officer, employee, or agent of the corporation, against any liability  
9 asserted against and incurred by a person in that capacity, or arising out of that status to, and  
10 only to, the extent that the corporation would have the power to indemnify the person against the  
11 liability under the provisions of this section.

## 12 ARTICLE 7. AMENDMENTS AND CHANGES.

13 Sec. 10.21.450. AUTHORIZATION: PERMITTED AND PROHIBITED  
14 AMENDMENTS. (a) By complying with the provisions of this chapter a domestic corporation  
15 may amend its articles of incorporation from time to time and in any and as many respects as  
16 may be desired, if its articles of incorporation, as amended, contain only provisions that would  
17 be lawful to insert in original articles of incorporation filed at the time of the filing of the  
18 amendment.

19 (b) In particular, and without limitation on the general power of amendment, a domestic  
20 corporation may amend its articles of incorporation to

21 (1) change its corporate name;

22 (2) extend a limitation on its period of duration;

23 (3) change, enlarge, or diminish a limitation on its corporate purpose if the change  
24 is consistent with the status of the corporation as a public benefit or mutual benefit corporation.

25 (c) A domestic corporation may not amend its articles of incorporation to alter a  
26 statement that may appear in the original articles of the names and addresses of the first directors,  
27 or the name and address of the initial agent, except to correct an error in the statement or to  
28 delete either after the corporation has filed a notice under AS 10.21.083 or 10.21.876.

29 Sec. 10.21.453. PROCEDURE TO AMEND ARTICLES OF INCORPORATION. (a)  
30 A domestic corporation shall amend its articles of incorporation in the following manner:

31 (1) if there are no members entitled to vote, the board shall adopt a resolution

1 setting out the proposed amendment;

2 (2) subject to AS 10.21.455, if there are members entitled to vote

3 (A) written notice setting out the proposed amendment or a summary of  
4 the changes to be made by the amendment shall be given to each member entitled to vote  
5 on the amendment within the time and in the manner provided in this chapter for the  
6 giving of notice of meetings of members; if the amendment is to be considered at an  
7 annual meeting, the proposed amendment or a summary may be included in the notice of  
8 the meeting;

9 (B) an amendment shall be adopted if approved by the board  
10 (AS 10.21.990(6)) and a majority of all members (AS 10.21.990(4)); approval may be  
11 initiated by the members either before or after consideration by the board; if the board  
12 adopts a resolution setting out a proposed amendment, the board shall direct that the  
13 amendment be submitted to a vote at a meeting of the members that may be either the  
14 annual or a special meeting; if approval of a majority of all the members is obtained  
15 before action by the board, the board shall consider and either approve or reject the  
16 amendment at the next regular or special meeting.

17 (b) Notwithstanding approval under (a) of this section, if the corporation has donated  
18 assets and their disposition would be affected by the amendment, that amendment does not  
19 become effective under AS 10.21.465 or 10.21.473 unless and until the commissioner issues a  
20 written finding that the disposition or expenditures of the donated assets would be in reasonable  
21 conformity with the probable intention of the donor or donors.

22 (c) Provided that there has been conformity with the procedures set out in (a) of this  
23 section and, if necessary, a written finding by the commissioner under (b) of this section, a  
24 proposed amendment may be contained in restated articles that contain a statement that

25 (1) except for the designated amendment the restated articles correctly set out  
26 without change the provisions of the articles being amended; and

27 (2) the restated articles together with the designated amendment supersede the  
28 original articles and all amendments to the original articles.

29 **Sec. 10.21.455. CLASS VOTING ON AMENDMENTS.** (a) The members of a class  
30 may vote as a class on a proposed amendment, whether or not the members are entitled to vote  
31 on the amendment by the provisions of the articles of incorporation, if the amendment

1 (1) materially and adversely affects the rights, privileges, preferences, restrictions,  
2 or conditions of that class as to voting or dissolution, or, in the case of a mutual benefit  
3 corporation, as to transfer or redemption in a manner different than the action affects another  
4 class;

5 (2) materially and adversely affects the class as to voting or dissolution, or, in the  
6 case of a mutual benefit corporation, as to transfer or redemption by changing the rights,  
7 privileges, preferences, restrictions or conditions of another class;

8 (3) increases or decreases the number of memberships authorized in a class;

9 (4) exchanges, reclassifies, or cancels all or part of the memberships of the class;

10 or

11 (5) authorizes a new class of memberships.

12 (b) If the members of a class are entitled to vote as a class under (a) of this section, the  
13 amendment is not approved unless it receives a majority vote of the members of that class and  
14 of all the members entitled to vote on the amendment.

15 Sec. 10.21.458. GREATER VOTING REQUIREMENTS. If the articles of incorporation  
16 require the vote of a larger proportion or all of the members of a class or of a larger proportion  
17 or all the directors, than is otherwise required by this chapter, the provision in the articles  
18 requiring the greater vote may not be altered, amended, or repealed except by that greater vote  
19 unless otherwise provided in the articles.

20 Sec. 10.21.460. ARTICLES OF AMENDMENT. The articles of amendment shall be  
21 executed in duplicate by the corporation by its board chair, president, or a vice-president, and by  
22 its secretary or an assistant secretary, and verified by one of the officers signing the articles, and  
23 must set out

24 (1) the name of the corporation;

25 (2) the amendment adopted;

26 (3) the date of the approval of the amendment by the board and members, or by  
27 the board if no members are entitled to vote;

28 (4) the number of members and the number of members entitled to vote, and if  
29 the members of a class are entitled to vote as a class, the designation and number of members  
30 of each class entitled to vote;

31 (5) the number of members who voted for and against the amendment and, if the

1 members of a class are entitled to vote as a class, the number of members of each class who  
2 voted for and against the amendment, or if no members are entitled to vote, a statement to that  
3 effect.

4 Sec. 10.21.463. FILING OF ARTICLES OF AMENDMENT. Duplicate originals of the  
5 articles of amendment shall be delivered to the commissioner for processing according to  
6 AS 10.21.905 and issuance of a certificate of amendment.

7 Sec. 10.21.465. EFFECT OF CERTIFICATE OF AMENDMENT. (a) An amendment  
8 is effective upon the issuance of a certificate of amendment by the commissioner, or on a later  
9 date, not more than 30 days after the filing of the certificate with the commissioner as provided  
10 in the articles of amendment.

11 (b) An amendment may not affect an existing cause of action in favor or against the  
12 corporation, or a pending suit to which the corporation is a party, or the existing rights of a  
13 person other than a member (AS 10.21.990). If the corporate name is changed by amendment,  
14 a suit brought by or against the corporation under its former names does not abate.

15 Sec. 10.21.468. RESTATED ARTICLES OF INCORPORATION. A domestic  
16 corporation may, by resolution adopted by the board, restate its articles of incorporation as  
17 amended up to that time. Upon adoption of the resolution, restated articles shall be executed in  
18 duplicate by the corporation by its board chair, president or a vice-president and by its secretary  
19 or an assistant secretary and verified by one of the officers signing the articles, and shall set out  
20 all of the operative provisions of the articles as amended up to that time together with a statement  
21 that the restated articles correctly set out, without change, the corresponding provisions of the  
22 articles as amended up to that time and that the restated articles supersede the original articles  
23 and all amendments to them.

24 Sec. 10.21.470. FILING OF RESTATED ARTICLES OF INCORPORATION. Duplicate  
25 originals of the restated articles shall be delivered to the commissioner for processing according  
26 to AS 10.21.905 and issuance of a restated certificate of incorporation.

27 Sec. 10.21.473. EFFECT OF ISSUANCE OF RESTATED CERTIFICATE OF  
28 INCORPORATION. Upon the issuance of a restated certificate of incorporation, the restated  
29 articles become effective and supersede the original articles and all amendments.

30 Sec. 10.21.475. PUBLIC BENEFIT CORPORATIONS: PROCEDURE FOR  
31 ALTERATION OF CORPORATE STATUS. (a) A public benefit corporation (AS 10.21.990)

1 may amend its articles of incorporation to change its status to that of a mutual benefit corporation  
2 (AS 10.21.990).

3 (b) If a public benefit corporation has assets, an amendment to change its status to a  
4 mutual benefit corporation shall be approved in advance in writing by the commissioner. If a  
5 public benefit corporation does not have assets, the commissioner shall be given a copy of the  
6 amendment at least 20 days before the amendment is filed.

7 (c) Amended articles authorized by this section must include the provisions that would  
8 have been required and may include only those provisions that would have been permitted in  
9 original articles filed by a mutual benefit corporation.

10 Sec. 10.21.478. MUTUAL BENEFIT CORPORATIONS: PROCEDURE FOR  
11 ALTERATION OF CORPORATE STATUS. (a) A mutual benefit corporation (AS 10.21.990)  
12 may amend its articles of incorporation to change its status to a public benefit corporation  
13 (AS 10.21.990).

14 (b) If the corporation has members entitled to vote, an amendment to change its status  
15 to a public benefit corporation shall

16 (1) be approved by the members, and shall be approved in writing by the  
17 commissioner; or

18 (2) be approved by 100 percent of the voting power.

19 (c) Amended articles authorized by this section must include the provisions that would  
20 have been required and may include only those provisions that would have been permitted in  
21 original articles filed by a public benefit corporation.

22 Sec. 10.21.480. AMENDMENT OF ARTICLES OF INCORPORATION IN  
23 REORGANIZATION PROCEEDINGS. (a) If a plan of reorganization of a domestic corporation  
24 has been confirmed by decree or order of a court of competent jurisdiction in proceedings for the  
25 reorganization of the corporation under an applicable statute of the United States relating to  
26 reorganizations of corporations, the articles of the corporation may be amended as necessary in  
27 the manner provided in (c) of this section in order to carry out the plan and put it into effect.  
28 The articles as amended may contain provisions that might be lawfully contained in original  
29 articles at the time of making of the amendment.

30 (b) In particular, and without limitation on the general power of amendment, the articles  
31 may be amended to

- 1 (1) change the corporate name, period of duration, or corporate purposes of the  
2 corporation;
- 3 (2) repeal, alter, or amend the bylaws of the corporation;
- 4 (3) change the number of memberships or memberships of a class that the  
5 corporation has authority to issue;
- 6 (4) change the preferences, limitations, and relative rights of all or part of the  
7 memberships of the corporation, and classify, reclassify, or cancel all or part of the membership;
- 8 (5) authorize the issuance of and fix the terms of bonds, debentures, or other  
9 obligations of the corporation; and
- 10 (6) constitute or reconstitute and classify or reclassify the board of the  
11 corporation, and appoint directors and officers in place of or in addition to all or any of the  
12 directors or officers then in office.

13 (c) Articles of amendment approved by decree or order of a court shall be executed and  
14 verified in duplicate by the person the court designates or appoints for the purpose, and shall set  
15 out the name of the corporation, the amendments of the articles approved by the court, the date  
16 of the decree or order approving the articles of amendment, the title of the proceedings in which  
17 the decree or order was entered, and a statement that the decree or order was entered by a court  
18 having jurisdiction of the proceedings for the reorganization of the corporation under an  
19 applicable statute of the United States.

20 Sec. 10.21.483. FILING OF AMENDMENT OF ARTICLES IN REORGANIZATION  
21 PROCEEDINGS. Duplicate originals of the articles of amendment in reorganization proceedings  
22 shall be delivered to the commissioner for processing under AS 10.21.905 and issuance of a  
23 certificate of amendment.

24 Sec. 10.21.485. EFFECT OF ISSUANCE OF CERTIFICATE OF AMENDMENT IN  
25 REORGANIZATION PROCEEDINGS. An amendment becomes effective upon the issuance of  
26 the certificate of amendment in reorganization proceedings, and the articles are amended without  
27 action by the directors or members of the corporation with the same effect as if the amendments  
28 had been adopted by unanimous action of the directors and members of the corporation.

#### 29 ARTICLE 8. ORGANIC CHANGE.

30 Sec. 10.21.500. PUBLIC BENEFIT CORPORATION: RESTRICTION ON MERGER  
31 OR CONSOLIDATION; CONSENT OF COMMISSIONER. (a) A public benefit corporation

1 may only merge or consolidate with a domestic corporation (AS 10.21.990) or a foreign  
2 corporation (AS 10.21.990).

3 (b) Without the prior written consent of the commissioner, a public benefit corporation  
4 may only merge or consolidate with another public benefit corporation or a foreign corporation  
5 that would be a public benefit corporation if formed under this chapter.

6 (c) A copy of a proposed agreement of merger or consolidation allowed under (a) of this  
7 section shall be filed with the commissioner at least 20 days before the consummation of the  
8 merger or consolidation.

9 (d) Without the prior written consent of the commissioner, if a merger or consolidation  
10 occurs as provided under (a) of this section, each member (AS 10.21.990) of a constituent  
11 corporation may only receive or keep a membership in the surviving (AS 10.21.990) or new  
12 corporation.

13 **Sec. 10.21.503. MUTUAL BENEFIT CORPORATION: MERGER OR**  
14 **CONSOLIDATION.** A mutual benefit corporation may merge or consolidate with a foreign  
15 corporation (AS 10.21.990), or domestic corporation (AS 10.21.990). A merger or consolidation  
16 of a mutual benefit corporation with a public benefit corporation shall have the prior written  
17 consent of the commissioner.

18 **Sec. 10.21.505. PROCEDURE FOR MERGER.** A written plan of merger approved by  
19 the board (AS 10.21.990(6)) of each corporation shall be proposed setting out

20 (1) the names and places of incorporation of the corporations proposing to merge  
21 and the name of the surviving corporation (AS 10.21.990) into which they propose to merge;

22 (2) the terms and conditions of the proposed merger;

23 (3) the manner and basis, if any, of converting the memberships of each merging  
24 corporation into memberships or obligations of the surviving corporation;

25 (4) a statement of changes in the articles of incorporation or bylaws of the  
26 surviving corporation caused by the merger and whether or not the surviving corporation will be  
27 a public benefit corporation or a foreign corporation that would be a public benefit corporation  
28 if formed under this chapter; and

29 (5) other provisions of the merger considered necessary or desirable.

30 **Sec. 10.21.508. PROCEDURE FOR CONSOLIDATION.** A written plan of consolidation  
31 approved by the board (AS 10.21.990(6)) of each corporation shall be proposed setting out

1 (1) the names and places of incorporation of the corporations proposing to  
2 consolidate and the name of the new corporation into which they propose to consolidate;

3 (2) the terms and conditions of the proposed consolidation, and whether the new  
4 corporation is a public benefit, a mutual benefit corporation, or a foreign corporation;

5 (3) the manner and basis, if any, of converting the memberships of each  
6 corporation into memberships or obligations of the new corporation;

7 (4) the statements of the new corporation required to be set out in the articles of  
8 incorporation (AS 10.21.105) for corporations organized under this chapter; and

9 (5) other provisions of the consolidation considered necessary or desirable.

10 Sec. 10.21.510. NOTICE TO AND APPROVAL BY MEMBERS. (a) On approval by  
11 the board (AS 10.21.990(6)) of each corporation of a plan of merger or consolidation, each board  
12 shall, by resolution, direct that the plan be submitted at either an annual or special meeting for  
13 approval by the members (AS 10.21.990(7)) of each corporation as provided in AS 10.21.513.  
14 Written notice shall be given to each member, whether or not the member's voting rights are  
15 extinguished under the provisions of the articles of incorporation or bylaws of the corporation,  
16 at least 20 days before the meeting, in the manner provided in AS 10.21.238 for the giving of  
17 notice of meetings of members. Whether the meeting is an annual or special meeting, the notice  
18 shall state that the purpose or one of the purposes of the meeting is to consider the proposed plan  
19 of merger or consolidation. A copy or summary of the plan of merger or consolidation as well  
20 as a copy of AS 10.21.530 and 10.21.533 concerning the rights of dissenting members of mutual  
21 benefit corporations shall be included with the notice.

22 (b) The provisions of this section do not apply to a corporation having no members.

23 Sec 10.21.513. MANNER OF APPROVAL BY MEMBERS. (a) At each meeting for  
24 which notice is given under AS 10.21.510, a vote of the members shall be taken on the proposed  
25 plan of merger or consolidation. Each member of each corporation may vote on the proposed  
26 plan whether or not the member has voting rights under the articles of incorporation of the  
27 corporation. The plan is approved if it receives the affirmative vote of a least two-thirds of the  
28 members of each corporation. If a class of members of a corporation is entitled to vote on the  
29 plan as a class, the plan is approved if it receives the affirmative vote of at least two-thirds of  
30 the members of each class of members entitled to vote on the plan as a class and the affirmative  
31 vote of at least two thirds of the total memberships entitled to vote on the plan. A class of

1 members of a corporation is entitled to vote as a class if a plan contains a provision that, if  
2 contained in a proposed amendment to the articles of incorporation, would entitle the class of  
3 members to vote as a class.

4 (b) The provisions of this section do not apply to a corporation having no members.

5 Sec. 10.21.515. ABANDONMENT OF PLAN OF MERGER OR CONSOLIDATION.

6 After approval by the members of each corporation under AS 10.21.513, and before the filing  
7 of the articles of merger or consolidation, the merger or consolidation may be abandoned under  
8 provisions set out in the plan.

9 Sec. 10.21.518. ARTICLES OF MERGER OR CONSOLIDATION. After approval of  
10 the plan of merger or consolidation by the members under AS 10.21.513 or, if there are no  
11 members, by the board under AS 10.21.200(b)(1), articles of merger or articles of consolidation  
12 shall be executed in duplicate by each corporation by its board chair, president or a vice  
13 president, and by its secretary or an assistant secretary, and verified by one of the officers of each  
14 corporation signing the articles, and shall set out

15 (1) the plan of merger or consolidation;

16 (2) the number of memberships of each corporation outstanding, and, if the  
17 members of a class were entitled to vote as a class, the designation and number of the  
18 outstanding memberships of the class; and

19 (3) the number of members who voted for and against the plan and, if the  
20 members of a class were entitled to vote as a class, the number of members of the class who  
21 voted for and against the plan.

22 Sec. 10.21.520. FILING OF ARTICLES OF MERGER OR CONSOLIDATION.

23 Duplicate originals of the articles of merger or consolidation shall be delivered to the  
24 commissioner for processing according to AS 10.21.905 and the issuance of a certificate of  
25 merger or consolidation.

26 Sec. 10.21.523. EFFECT OF MERGER OR CONSOLIDATION. (a) A merger or con-  
27 solidation is effective upon the issuance of a certificate of merger or consolidation by the  
28 commissioner, or on a later date, not more than 30 days after the filing of the certificate with the  
29 commissioner, as provided in the plan.

30 (b) When a merger or consolidation has become effective,

31 (1) the corporations that are parties to the plan of merger or consolidation are a

1 single corporation that, in the case of a merger, is that corporation designated in the plan of  
2 merger as the surviving corporation (AS 10.21.990), and, in the case of a consolidation, is the  
3 new corporation provided for in the plan of consolidation;

4 (2) the separate existence of all corporations or parties to the plan of merger or  
5 consolidation, except the surviving or new corporation, ceases;

6 (3) a surviving or new corporation has all the rights, privileges, immunities, and  
7 powers and is subject to all the duties and liabilities of a corporation organized under this  
8 chapter;

9 (4) the surviving or new corporation possesses all the public and private rights,  
10 privileges, immunities, and franchises of each of the merging or consolidating corporations; all  
11 property real, personal, and mixed, and all debts due on whatever account, and all other choses  
12 in action, and every other interest of, belonging to, or due to each of the merged or consolidated  
13 corporations, is transferred to and vested in the corporation without further act; and the title to  
14 real estate, or an interest in real estate, vested in any of the corporations may not revert and is  
15 not in any way impaired by reason of a merger or consolidation; however, property received by  
16 a corporation by a conditional grant or similar device remains subject to the same conditions as  
17 if the merger or consolidation had not occurred;

18 (5) a surviving or new corporation is responsible and liable for all the liabilities  
19 and obligations of each of the merged or consolidated corporations; a claim existing or action or  
20 proceeding pending by or against the merged or consolidated corporations may be prosecuted as  
21 if the merger or consolidation had not taken place, or the surviving or new corporation may be  
22 substituted in its place; and the rights of creditors or any liens on any of the property of the  
23 merged or consolidated corporation are not impaired by the merger or consolidation;

24 (6) in the case of a merger, the articles of incorporation of the surviving  
25 corporation are considered to be amended to the extent that changes in its articles of  
26 incorporation are stated in the plan of merger; and, in the case of a consolidation, the statements  
27 set out (AS 10.21.105 and 10.21.110) in the articles of consolidation that are required or  
28 permitted to be set out in the articles of incorporation of corporations organized under this  
29 chapter are considered to be the original articles of incorporation of the new corporation.

30 (c) When a merger or consolidation has become effective, the memberships of the  
31 corporations party to the plan that are to be converted under the terms of the plan cease to exist,

1 and the members are entitled only to the membership or obligations into which the membership  
2 has been converted in accordance with the plan, subject to the rights of dissenting members under  
3 AS 10.21.533.

4 **Sec. 10.21.525. MERGER OR CONSOLIDATION WITH A FOREIGN**  
5 **CORPORATION.** (a) Subject to the provisions of AS 10.21.500 and 10.21.503, one or more  
6 foreign corporations may be merged or consolidated if the merger or consolidation is authorized  
7 by the law under which they are formed. In the case of a merger the surviving corporation shall  
8 be one of the constituent corporations and the surviving corporation continues to exist under the  
9 laws of the state or place of its incorporation. In the case of a consolidation, the new corporation  
10 may be either a domestic corporation formed under this chapter or a foreign corporation formed  
11 under the laws of another state.

12 (b) If the surviving or new corporation is a public benefit corporation, the merger or  
13 consolidation proceedings of that corporation and a disappearing corporation shall conform to the  
14 provisions of this chapter governing the merger of corporations. If the surviving or new  
15 corporation is a foreign corporation, the merger or consolidation proceeding may be in  
16 accordance with the laws of the state or place of incorporation of the surviving or new  
17 corporation subject to the approval of the boards and members under AS 10.21.505, 10.21.508,  
18 and 10.21.513.

19 (c) If the surviving or new corporation is a public benefit corporation, the merger or  
20 consolidation agreement and the officers' certificate of each constituent corporation shall be filed  
21 under AS 10.21.520 and after filing, subject to AS 10.21.523(a), the merger or consolidation is  
22 effective as to each corporation; a foreign disappearing corporation that is qualified for the  
23 conduct of intrastate affairs automatically surrenders its right to conduct intrastate affairs by filing  
24 a merger or consolidation agreement under this subsection.

25 (d) If the surviving or new corporation is a mutual benefit corporation, the merger or  
26 consolidation proceedings of that corporation and a domestic disappearing corporation shall  
27 conform to the provisions of this chapter and other applicable laws of this state. If the surviving  
28 or new corporation is a foreign corporation, the merger or consolidation proceeding may be in  
29 accordance with the laws of the state or place of incorporation of the surviving or new and  
30 10.21.513.

31 (e) If the surviving or new corporation is a foreign corporation, the merger or

1 consolidation becomes effective under the law of the jurisdiction in which it is organized, but is  
2 effective as to a disappearing corporation as of the time of effectiveness in the foreign  
3 jurisdiction after the filing in this state as required by this subsection. A surviving or new  
4 corporation shall file as to the domestic disappearing corporation a copy of the merger or consol-  
5 idation agreement, certificate, or other document filed by the surviving or new corporation in the  
6 state or place of its incorporation for the purpose of effecting the merger or consolidation,  
7 certified by the public officer having official custody of the original or, in lieu of a certified  
8 copy, an executed copy of the merger or consolidation agreement, certificate, or other document.  
9 A foreign disappearing corporation that is qualified for the transaction of intrastate business  
10 automatically surrenders its right to transact intrastate business by filing a merger or consolidation  
11 agreement under this subsection.

12 Sec. 10.21.530. MUTUAL BENEFIT CORPORATION: RIGHT OF MEMBERS TO  
13 DISSENT. (a) A member of a mutual benefit corporation may dissent from the following  
14 corporate actions:

- 15 (1) a plan of merger or consolidation to which the corporation is a party; or  
16 (2) a sale or exchange of all or substantially all of the property and assets of the  
17 corporation not made in the usual and regular course of its business, including a sale in  
18 dissolution, but not including a sale under an order of a court having jurisdiction.

19 (b) The rights of a member who dissents as to less than all of the memberships registered  
20 in that member's name shall be determined as if the memberships as to which the member  
21 dissents and the member's other memberships are registered in the names of different members.

22 Sec. 10.21.533. RIGHTS OF DISSENTING MEMBERS; WITHDRAWAL OF  
23 DEMAND. (a) A member electing to exercise a right of dissent shall file with the corporation,  
24 before or at the meeting of members at which the proposed corporate action is submitted to a  
25 vote, a written objection to the proposed corporate action. If the proposed corporate action is  
26 approved by the vote required under AS 10.21.513 and the member did not vote in favor of the  
27 action, the member may, within 10 days after the date on which the vote was taken, make a  
28 written demand on the corporation or, in the case of a merger or consolidation, on the surviving  
29 or new domestic or foreign corporation, for payment of the fair value of the membership. If the  
30 proposed corporate action is effected, the corporation shall pay to the dissenting member, upon  
31 tender of a resignation from membership, the fair value of the membership on the day before the

1 date on which the vote was taken approving the proposed corporate action, excluding any  
2 appreciation or depreciation in anticipation of the corporate action. A member failing to make  
3 timely demand under this section is bound by the terms of the proposed corporate action. A  
4 dissenting member making demand under this section is entitled only to payment as provided in  
5 this section and is not entitled to vote or to exercise any other rights of a member.

6 (b) A demand may not be withdrawn without the consent of the corporation. If a  
7 demand is withdrawn with consent, the proposed corporate action is abandoned or rescinded, or  
8 the members revoke the authority for the action or if, in the case of a merger, on the date of the  
9 filing of the articles of merger the surviving corporation has 100 percent control of the other  
10 domestic and foreign corporations that are parties to the merger, or if no demand or petition for  
11 the determination of fair value by a court has been made or filed within the time provided in  
12 AS 10.21.540, or if a court of competent jurisdiction determines that a member is not entitled  
13 to the relief provided by AS 10.21.540, then the right of the member to be paid the fair value  
14 of the membership ceases and status as a member is restored, without prejudice to a corporate  
15 proceeding that may have been taken during the interim. In this subsection, "100 percent control"  
16 of a corporation means the power to elect or designate all of the members of the board of  
17 directors of that corporation.

18 Sec. 10.21.535. NOTICE TO DISSENTING MEMBER. Within 10 days after a  
19 corporation takes action to which a member dissents under AS 10.21.530, the corporation or, in  
20 the case of a merger or consolidation, the surviving or new domestic or foreign corporation shall  
21 give written notice of the action to each dissenting member who has made demand under  
22 AS 10.21.533, and shall make a written offer to each dissenting member to pay for the  
23 membership a specified price considered by the corporation to be the fair value of the  
24 membership. The notice and offer shall be accompanied by a balance sheet of the corporation  
25 of which the dissenter is a member as of the latest available date but not more than 12 months  
26 before the making of the offer, and by a profit and loss statement of that corporation for the 12-  
27 month period ending on the date of the balance sheet.

28 Sec. 10.21.538. PAYMENT TO DISSENTING MEMBER AFTER AGREEMENT ON  
29 VALUE OF MEMBERSHIPS. If within 30 days after a corporation effects an organic change  
30 (AS 10.21.990) to which a member dissents under AS 10.21.530, the fair value of the  
31 memberships is agreed on between the dissenting member and the corporation, payment for the

1 memberships shall be made to the dissenting member within 90 days after the action was  
2 effected, upon surrender of the certificate representing the memberships. On payment of the  
3 agreed value the dissenting member ceases to have an interest in the memberships.

4 Sec. 10.21.540. ACTION TO DETERMINE VALUE UPON FAILURE TO AGREE.

5 (a) If within 30 days after a corporation effects an organic change (AS 10.21.990) to which a  
6 member dissents under AS 10.21.530, the member and the corporation do not agree on the value  
7 of the memberships, the corporation, within 30 days after receipt of a written demand from a  
8 dissenting member given within 60 days after the corporate action was effected, shall within 60  
9 days of the corporate action file a petition in a court of competent jurisdiction in the judicial  
10 district where the registered office of the corporation is located, requesting that the fair value of  
11 the membership be found and determined. If, in the case of a merger or consolidation, the  
12 surviving or new corporation is a foreign corporation without a registered office in this state, the  
13 petition shall be filed in the judicial district where the registered office of the domestic  
14 corporation was last located. If the corporation fails to institute a proceeding as provided in this  
15 section, a dissenting member may institute a proceeding in the name of the corporation. All  
16 dissenting members, wherever residing, shall be made parties to the proceeding as an action  
17 against their memberships quasi in rem. A copy of the petition shall be served by registered mail  
18 on each dissenting member who is a nonresident. Service on nonresidents shall also be made by  
19 publication as provided by law. The jurisdiction of the court is plenary and exclusive. All  
20 members who are parties to the proceeding are entitled to judgment against the corporation for  
21 the amount of the fair value of their memberships. The court may appoint one or more persons  
22 as appraisers to receive evidence and recommend a decision on the question of fair value of the  
23 memberships. The appraisers have the power and authority specified in the order of their  
24 appointment or as amended. The judgment is payable only on and concurrently with the tender  
25 to the corporation of a written resignation from membership by the dissenting member. On  
26 payment of the judgment, the dissenting member ceases to have an interest in the membership.

27 (b) The judgment may include an allowance for interest at a rate the court finds to be  
28 fair and equitable, from the date on which the vote was taken on the proposed corporate action  
29 to the date of payment.

30 (c) The costs and expenses of a proceeding under this section shall be determined by the  
31 court and assessed against the corporation. If the court finds that the failure of members to

1 accept the offer was arbitrary, vexatious, or not in good faith, all or any part of the costs and  
2 expenses may be apportioned and assessed against any or all of the dissenting members. The  
3 expenses shall include the reasonable compensation and expenses of the appraisers but shall  
4 exclude the fees and expenses of counsel for, and experts employed by, any party.

5 (d) Notwithstanding (c) of this section, if the fair value of the memberships as determined  
6 by the court materially exceeds the amount that the corporation offered to pay, or if no offer was  
7 made, the court in its discretion may award to a member who is party to the proceeding  
8 reasonable compensation for an expert or experts employed by the member in the proceeding.

9 **Sec. 10.21.543. TENDER OF DISSENTERS' RESIGNATION FROM MEMBERSHIP.**

10 Within 20 days after demanding payment for a membership, a member shall tender to the  
11 corporation a written resignation from membership. If the member fails to tender resignation to  
12 the corporation the corporation may terminate the member's rights under this article unless  
13 ordered otherwise by a court of competent jurisdiction. A member who has tendered a  
14 resignation from membership under this section may not transfer the membership unless the  
15 resignation is revoked with permission of the corporation.

16 **ARTICLE 9. DISSOLUTION OF PUBLIC BENEFIT CORPORATIONS.**

17 **Sec. 10.21.550. APPLICATION OF AS 10.21.550 - 10.21.628.** The provisions of  
18 AS 10.21.550 - 10.21.628 apply only to a public benefit corporation.

19 **Sec. 10.21.553. PUBLIC BENEFIT CORPORATIONS: VOLUNTARY DISSOLUTION.**

20 (a) A corporation may voluntarily elect to wind up and dissolve

21 (1) by the approval of a majority of all members (AS 10.21.990(4)); or

22 (2) by approval of the board and approval of the members (AS 10.21.990(7)).

23 (b) A corporation may elect by approval of the board (AS 10.21.990(6)) to wind up and  
24 dissolve if the corporation

25 (1) has been adjudicated bankrupt;

26 (2) has disposed of all of its assets and has not conducted activity for a period  
27 of five years immediately preceding the adoption of the resolution electing to dissolve the  
28 corporation; or

29 (3) has no members (AS 10.21.990).

30 **Sec. 10.21.555. FILING OF CERTIFICATE OF ELECTION TO WIND UP AND**  
31 **DISSOLVE.** (a) A corporation that has elected to wind up and dissolve shall file a certificate

1 evidencing the election with the commissioner.

2 (b) The certificate shall be signed and verified by at least a majority of the directors then  
3 in office or by one or more members authorized to do so by approval of a majority of all  
4 members (AS 10.21.990(4)) and must contain

5 (1) a statement that the corporation has elected to wind up and dissolve;

6 (2) a statement of the number of votes for the election if the election was made  
7 by the vote of the members alone and that the election was made by approval of a majority of  
8 all members;

9 (3) a statement of whether or not the election was made by the board and  
10 members under AS 10.21.553(a)(2);

11 (4) if the certificate is executed by a member, a statement that the person  
12 executing the certificate is authorized to execute the certificate by approval of a majority of all  
13 members;

14 (5) if the election was made by the board under AS 10.21.553(b), a statement of  
15 the circumstances showing the corporation to be within one of the categories described in  
16 AS 10.21.553(b).

17 Sec. 10.21.558. REVOCATION OF ELECTION TO WIND UP AND DISSOLVE  
18 CORPORATION; FILING OF REVOCATION CERTIFICATE; CONTENTS. (a) A voluntary  
19 election to wind up and dissolve under AS 10.21.533 may be revoked before distribution of assets

20 (1) if the election was made under AS 10.21.553(a)(1), by approval of a majority  
21 of all members (AS 10.21.990(4));

22 (2) if the election was made under AS 10.21.553(a)(2), by approval of the board  
23 (AS 10.21.990(6)) and the members (AS 10.21.990(7)); or

24 (3) if the election was made under AS 10.21.553(b), by approval of the board  
25 (AS 10.21.990(6)).

26 (b) After a revocation a certificate evidencing the revocation shall be signed, verified,  
27 and filed in the manner prescribed in AS 10.21.555.

28 (c) The certificate required by (b) of this section must contain a statement

29 (1) that the corporation has revoked its election to wind up and dissolve;

30 (2) that no assets have been distributed as a result of the election;

31 (3) of the number of votes for the revocation and that the revocation was made

1 by approval of a majority of all members if the revocation was made by a vote of the members  
2 alone;

3 (4) of whether or not the revocation was made by the board and members under  
4 AS 10.21.553(a)(2); and

5 (5) of whether or not the revocation was made by the board alone.

6 Sec. 10.21.560. COMMENCEMENT AND CONDUCT OF VOLUNTARY  
7 DISSOLUTION; POWERS AND DUTIES OF BOARD; CESSATION OF CORPORATE  
8 ACTIVITIES; NOTICE. (a) Voluntary proceedings for winding up the corporation commence  
9 with the approval required under AS 10.21.553.

10 (b) If a voluntary proceeding for winding up has commenced, the board shall continue  
11 to act as a board and has full powers to wind up and settle the corporation's affairs before and  
12 after filing of the certificate of dissolution.

13 (c) If a voluntary proceeding for winding up has commenced, the corporation shall cease  
14 to conduct its activities except to the extent necessary for beneficial winding up, to carry out the  
15 corporation's purposes, and to preserve the corporation's goodwill or going concern value  
16 pending a sale or other disposition of its assets, or both, in whole or in part. The board shall  
17 give written notice by mail of the commencement of the proceeding for voluntary winding up  
18 to all members (AS 10.21.990) of the corporation. It is unnecessary to give notice to members  
19 who voted in favor of winding up and dissolving of the corporation. Written notice shall also  
20 be given by mail to all known creditors and claimants whose addresses appear on the records of  
21 the corporation, and to the commissioner.

22 Sec. 10.21.563. JURISDICTION AND POWER OF COURT OVER VOLUNTARY  
23 WINDING UP; PROTECTION OF CREDITORS AND ASSETS. If a corporation is in the  
24 process of voluntary winding up, the superior court, upon the petition of the corporation, the  
25 commissioner, or three or more creditors of the corporation, and upon notice to the members  
26 (AS 10.21.990) and creditors as the court may order, may take jurisdiction over the voluntary  
27 winding up proceeding if it appears necessary for the protection of a party in interest or if it  
28 appears necessary to protect the purposes served by the corporation. The court, if it assumes  
29 jurisdiction, may make orders as to any and all matters concerning the winding up of the affairs  
30 of the corporation and the protection of its creditors, assets, and purposes. The provisions of  
31 AS 10.21.573 - 10.21.600 apply to court proceedings under this section.

1           **Sec. 10.21.565. CERTIFICATE OF DISSOLUTION; CONTENTS.** (a) If a corporation  
2 has been completely wound up without court proceedings, a majority of the directors then in  
3 office shall sign and verify a certificate of dissolution stating

4                   (1) that the corporation has been completely wound up;

5                   (2) that its known debts and liabilities have been paid or adequately provided for,  
6 as far as the corporation's assets permitted, or that it has incurred no known debts or liabilities;  
7 if there are known debts or liabilities as to which adequate provision for payment has been made,  
8 the name and address of the corporation, person, or governmental agency that has assumed or  
9 guaranteed the payment, or the name and address of the depository with which deposit has been  
10 made and other information as necessary to enable the creditor or other person to whom payment  
11 is to be made to appear and claim payment of the debt or liability;

12                   (3) that its known assets have been distributed to the persons entitled to the assets  
13 or that the corporation acquired no known assets;

14                   (4) that the corporation is dissolved.

15           (b) The certificate of dissolution shall be filed with the commissioner. After filing the  
16 certificate of dissolution the corporate existence ceases, except for the purpose of further winding  
17 up if needed.

18           **Sec. 10.21.568. TERMINATION OF CORPORATION ON EXPIRATION OF TERM**  
19 **OF EXISTENCE.** Except as otherwise provided by law, if the term of existence for which a  
20 corporation was organized expires without renewal or extension, the board shall terminate its  
21 activities and wind up its affairs. After the affairs of the corporation have been wound up under  
22 this section, a majority of the directors then in office shall execute and file a certificate of  
23 dissolution conforming to the requirements in AS 10.21.565.

24           **Sec. 10.21.570. PETITION FOR COURT ORDER DECLARING CORPORATION**  
25 **DULY WOUND UP AND DISSOLVED.** (a) Instead of filing a certificate of dissolution, the  
26 board may petition the superior court for an order declaring the corporation duly wound up and  
27 dissolved. The petition shall be filed in the name of the corporation.

28           (b) Upon the filing of a petition under (a) of this section, the court shall order all  
29 interested persons, including the commissioner, to show cause why an order should not be made  
30 declaring the corporation duly wound up and dissolved. Notice of the order shall be served on  
31 all creditors, claimants, and members (AS 10.21.990) in the same manner as the notice given

1 under AS 10.21.600(b). Notice shall also be served upon the commissioner.

2 (c) A person claiming to be an interested party to the winding up and dissolution as a  
3 member, creditor, or otherwise may appear in the proceeding at any time before the expiration  
4 of 30 days from the completion of publication of the order to show cause and contest the petition.  
5 The claim of a person who fails to appear within 30 days is barred.

6 (d) Thirty days after the filing of a petition under (a) of this section, the court may issue  
7 an order declaring the corporation duly wound up and dissolved. This order has the effect  
8 prescribed in AS 10.21.603 and shall be filed in the same manner as provided under  
9 AS 10.21.605.

10 Sec 10.21.573. INVOLUNTARY DISSOLUTION; COMMISSIONER  
11 AS INDISPENSABLE PARTY. (a) A complaint for involuntary dissolution of a corporation  
12 on any of the grounds specified in (b) of this section may be filed in the superior court by the  
13 following persons:

14 (1) one-half or more of the directors in office;

15 (2) a person holding or authorized in writing by persons holding not less than  
16 33-1/3 percent of the voting power exclusive of memberships held by persons who have  
17 personally participated in a transaction listed in (b)(5) of this section;

18 (3) a member if the ground for dissolution is that the period for which the  
19 corporation was formed has terminated without extension;

20 (4) a person authorized to do so in the articles;

21 (5) the commissioner.

22 (b) The grounds for involuntary dissolution are

23 (1) the corporation has abandoned its activity for more than one year;

24 (2) the corporation has an even number of directors who are equally divided and  
25 cannot agree as to the management of its affairs, so that corporate activities can no longer be  
26 conducted to the corporation's advantage or so that there is danger that corporate property will  
27 be impaired or lost or its activities impaired and the members are so divided into factions that  
28 they cannot elect a board consisting of an uneven number;

29 (3) there is internal dissension and factions of members in the corporation are so  
30 deadlocked that corporate activities can no longer be conducted to the advantage of the  
31 corporation;

1 (4) if, during a four-year period, or, if all voting power has been exercised at two  
2 consecutive meetings or in two written ballots for the election of directors during the period of  
3 those meetings or ballots, whichever period is shorter, the members have failed to elect  
4 successors to directors whose terms have expired or would have expired upon election of their  
5 successors;

6 (5) if members, other persons with a controlling interest (AS 10.21.990) in the  
7 corporation, officers, directors, or employees have

8 (A) been guilty of or have knowingly allowed persistent and pervasive  
9 fraud, mismanagement, or abuse of authority; or

10 (B) misapplied or wasted the corporation's property;

11 (6) liquidation is reasonably necessary because the corporation is failing and has  
12 continuously failed to carry out its purposes; or

13 (7) the period for which the corporation was formed has terminated without  
14 extension.

15 (c) A creditor may intervene before trial of an action under this section.

16 (d) In an action brought under (a) of this section the commissioner is an indispensable  
17 party.

18 Sec. 10.21.575. AUTHORITY OF THE COMMISSIONER TO PROCURE  
19 INVOLUNTARY DISSOLUTION; GROUNDS; NOTICE FOR CORRECTIVE ACTIONS;  
20 APPOINTMENT OF RECEIVER. (a) The commissioner may bring an action against a  
21 corporation or purported corporation in the name of the people of this state, on the commis-  
22 sioner's own information or on complaint of a private party, to procure a judgment dissolving  
23 the corporation and annulling, vacating, or forfeiting its corporate existence if

24 (1) the corporation has seriously violated a statute regulating domestic  
25 corporations or charitable organizations;

26 (2) the corporation has fraudulently abused or usurped corporate privileges or  
27 powers; or

28 (3) the corporation has violated a provision of law by an act or default that under  
29 the law is a ground for forfeiture of corporate existence.

30 (b) If the ground for involuntary dissolution is an act that the corporation has done or  
31 omitted to do that can be corrected by amendment of its articles or by other corporate action, suit

1 may not be maintained unless

2 (1) the commissioner, not less than 30 days before the commencement of suit, has  
3 given the corporation written notice of the act or omission; and

4 (2) the corporation has failed to institute proceedings to correct the act or  
5 omission within the 30-day period or after the institution of proceedings to make the required  
6 correction the corporation fails to make the amendment or take the corrective corporate action.

7 (c) In an action under this section the court may order dissolution or other relief. The  
8 court may also appoint a receiver for winding up the affairs of the corporation or may order that  
9 the corporation be wound up by its board subject to the supervision of the court.

10 (d) The commissioner shall publish one time, in a newspaper of general circulation in  
11 the state, a notice to the members of the corporation of the commencement of an action under  
12 this section.

13 Sec. 10.21.578. INVOLUNTARY DISSOLUTION BY THE COMMISSIONER;  
14 GROUNDS; PROCEDURE; REINSTATEMENT. (a) A corporation may be dissolved involun-  
15 tarily by the commissioner if

16 (1) the corporation has failed to file and, if required, publish any document or pay  
17 any fee required under this chapter as provided in AS 10.21.858;

18 (2) the corporation has failed for 30 days to appoint and maintain a registered  
19 agent in the state;

20 (3) the corporation has failed for 30 days after change of its registered office or  
21 registered agent to file in the office of the commissioner a statement of the change;

22 (4) the corporation has failed for two years to complete dissolution under a  
23 certificate of election to dissolve filed under AS 10.21.555;

24 (5) a vacancy (AS 10.21.990) in the board of the corporation is not filled within  
25 six months or the next annual meeting, whichever occurs first; or

26 (6) a misrepresentation of material facts has been made in the application, report,  
27 affidavit or other document submitted under this chapter.

28 (b) A corporation may not be dissolved under this section unless the commissioner has  
29 given the corporation at least 60 days' notice of its delinquency, omission, or noncompliance by  
30 certified mail addressed to its registered office or in care of its registered agent, board chair,  
31 president, or secretary at the last known address as shown by the records of the commissioner,

1 and the corporation has failed, within 30 days after receipt of the notice, to contest the alleged  
2 delinquency, omission, or noncompliance at a hearing before the commissioner or, having failed  
3 to request a hearing, has failed to correct the alleged delinquency, omission, or noncompliance.

4 (c) If, following a hearing, the commissioner determines a delinquency, omission, or  
5 noncompliance exists that is grounds for involuntary dissolution under this section, the  
6 corporation may appeal to the superior court by filing with the clerk a petition setting out a copy  
7 of the notice given by the commissioner under (b) of this section, together with a copy of a  
8 timely demand for a hearing by the corporation, and a copy of a statement by the commissioner  
9 of an intention to dissolve the corporation under (d) of this section. The matter shall be tried de  
10 novo by the superior court, and the court shall either sustain the commissioner or direct the  
11 commissioner to take action the court considers proper.

12 (d) If a corporation has given cause for involuntary dissolution or has failed to correct  
13 the delinquency, omission, or noncompliance as provided in this section, and there has been no  
14 order of the superior court, the commissioner shall dissolve the corporation by issuing a  
15 certificate of involuntary dissolution containing a statement that the corporation has been  
16 dissolved, the date, and the reason for which it was dissolved. The original certificate of  
17 dissolution shall be placed in the department files and a copy of it mailed to the corporation at  
18 its registered office or in care of its registered agent, president, or secretary at the last known  
19 address, as shown by the records of the commissioner. Upon the issuance of the certificate of  
20 involuntary dissolution, the existence of the corporation ceases, except as otherwise provided in  
21 this section, and its name becomes available to and may be adopted by another corporation after  
22 at least six months following the dissolution.

23 (e) A corporation dissolved under this section may be reinstated within two years from  
24 the date of the certificate of involuntary dissolution if it is established to the satisfaction of the  
25 commissioner that in fact there was no cause for the dissolution, or if the delinquency, omission,  
26 or noncompliance resulting in dissolution has been corrected and the corporation pays double the  
27 amount delinquent along with the amount the corporation would have paid had it not been  
28 dissolved during the two-year period. Reinstatement may not be authorized if the same or a  
29 deceptively similar corporate, reserved, or registered name is currently on file with the  
30 commissioner, unless the corporation being reinstated amends its articles to change its name to  
31 conform with the provisions of this chapter.

1 (f) Nothing in this section relieves a corporation reinstated under this section from  
2 penalty or forfeiture of its powers as a body corporate in a case of failure to pay subsequently  
3 accruing licensing fees imposed by a law of this state.

4 (g) An action arising out of a contract assigned by a corporation dissolved under this  
5 section may be brought in the name of the assignee. The fact of assignment and of purchase by  
6 the plaintiff shall be set out in the complaint or other process. The defendant may use any matter  
7 or defense that the defendant could have used in a suit on the claim by the corporation, had it  
8 not been dissolved under this section.

9 (h) Service of process on a corporation dissolved under this section shall be made in the  
10 same manner prescribed by law as if the corporation had not been dissolved.

11 **Sec. 10.21.580. DEADLOCK AS GROUND FOR INVOLUNTARY DISSOLUTION;**  
12 **APPOINTMENT OF PROVISIONAL DIRECTOR.** (a) If the ground for the complaint for  
13 involuntary dissolution of the corporation is a deadlock in the board as set out in  
14 AS 10.21.573(b)(2), the court may appoint a provisional director.

15 (b) A party, an attorney of a party, or a person interested in the action or related  
16 according to the common law by consanguinity or affinity within the third degree to a judge of  
17 the court appointing the provisional director, may not be appointed provisional director in the  
18 action without the written consent of the parties, including the party to be appointed, filed with  
19 the clerk. If a provisional director is appointed upon an ex parte application, the court, before  
20 making the order, shall require from the applicant an undertaking, with sufficient sureties, in an  
21 amount to be fixed by the court, to the effect that the applicant will pay to the defendant all  
22 damages sustained by reason of the appointment of the provisional director, in case the applicant  
23 has procured the appointment wrongfully, maliciously, or without sufficient cause. The court  
24 may, in its discretion, at any time after the appointment, require an additional undertaking.

25 (c) Before entering upon the duties of a director, the provisional director shall be sworn  
26 to perform those duties faithfully, and with two or more sureties, approved by the court, execute  
27 an undertaking to the state, in a sum the court or judge directs, to the effect that the provisional  
28 director will faithfully discharge the duties of provisional director and obey the orders of the  
29 court in the action.

30 **Sec. 10.21.583. APPOINTMENT OF RECEIVER; APPLICATION, HEARING AND**  
31 **NOTICE, SECURITY, QUALIFICATIONS, POWERS, COMPENSATION.** (a) If, at the time

1 of filing of a complaint for involuntary dissolution or at a later time, the court has reasonable  
2 grounds to believe that unless a receiver of the corporation is appointed the interests of the  
3 corporation or the public or charitable purpose of the corporation will suffer pending the hearing  
4 and determination of the complaint, on application of the plaintiff, and after a hearing on notice  
5 to the corporation as the court directs and on the giving of security under (b) and (c) of this  
6 section, the court may appoint a receiver to take over and manage the affairs of the corporation  
7 and to preserve its property pending the hearing and determination of the complaint for  
8 dissolution.

9 (b) A party, an attorney of a party, or a person interested in the action or related  
10 according to the common law by consanguinity or affinity within the third degree to a judge of  
11 the court appointing the receiver, may not be appointed receiver in the action without the written  
12 consent of the parties, including the party to be appointed, filed with the clerk. If a receiver is  
13 appointed upon an ex parte application, the court, before making the order, shall require from the  
14 applicant an undertaking, with sufficient sureties, in an amount to be fixed by the court, to the  
15 effect that the applicant will pay to the defendant all damages sustained by reason of the  
16 appointment of the receiver, in case the applicant has procured the appointment wrongfully,  
17 maliciously, or without sufficient cause. The court may, in its discretion, at any time after the  
18 appointment, require an additional undertaking.

19 (c) Before entering upon the duties of a receiver, the receiver shall be sworn to perform  
20 those duties faithfully, and with two or more sureties, approved by the court or judge, execute  
21 an undertaking to the state, in a sum the court or judge directs, to the effect that the receiver will  
22 faithfully discharge the duties of receiver and obey the orders of the court in the action.

23 (d) The compensation of the receiver shall be paid out of the assets of the corporation  
24 and, unless otherwise agreed, shall be fixed by the court.

25 Sec. 10.21.585. DECREE WINDING UP AND DISSOLVING CORPORATION;  
26 FURTHER JUDICIAL RELIEF. After hearing the court may decree a winding up and dissolu-  
27 tion of the corporation if cause for winding up and dissolution is shown, or with or without  
28 winding up and dissolution, may make orders and decrees and issue injunctions in the case as  
29 justice and equity may require.

30 Sec. 10.21.588. COMMENCEMENT OF INVOLUNTARY PROCEEDINGS; BOARD  
31 TO CONDUCT AFFAIRS OF CORPORATION; CESSATION OF CORPORATE ACTIVITIES.

1 (a) Involuntary proceedings for winding up a public benefit corporation commence when an  
2 order for winding up is entered under AS 10.21.585.

3 (b) If an involuntary proceeding for winding up has commenced, the board shall conduct  
4 the winding up of the affairs of the corporation, subject to the supervision of the court, unless  
5 other persons are appointed by the court to conduct the winding up. The directors or other  
6 persons may, subject to restrictions imposed by the court, exercise their powers through the  
7 executive officers of the corporation without order of court.

8 (c) If an involuntary proceeding for winding up has commenced, the corporation shall  
9 cease to conduct its activities except to the extent necessary for the beneficial winding up of the  
10 corporation and to preserve the corporation's goodwill or going concern value, pending a sale or  
11 other disposition of its assets in whole or in part. The directors shall mail written notice of the  
12 commencement of the proceeding for involuntary winding up to all members (AS 10.21.990) and  
13 all known creditors and claimants whose addresses appear on the records of the corporation,  
14 unless the order for winding up has been stayed by appeal or the proceeding or the execution of  
15 the order has been enjoined.

16 Sec. 10.21.590. JURISDICTION OF COURT IN INVOLUNTARY DISSOLUTION. If  
17 an involuntary proceeding for winding up has been commenced, the jurisdiction of the court  
18 includes:

19 (1) the determination of the validity of all claims and demands against the  
20 corporation, whether due or not yet due, contingent, unliquidated or sounding only in damages,  
21 and the barring from participation of creditors and claimants failing to make and present claims  
22 and proof as required by an order;

23 (2) the determination or compromise of all claims of every nature against the  
24 corporation or any of its property, and the determination of the amount of money or assets  
25 required to be retained to pay or provide for the payment of claims;

26 (3) the presentation and filing of intermediate and final accounts of the directors  
27 or other persons appointed to conduct the winding up and hearing, the allowance, disallowance,  
28 or settlement of the accounts and the discharge of the directors or other persons from their duties  
29 and liabilities;

30 (4) the appointment of a master to hear and determine any or all matters, with  
31 power or authority the court considers proper;

1 (5) the filling of vacancies on the board that the directors or members are unable  
2 to fill;

3 (6) the removal of a director if it appears that the director has been guilty of  
4 dishonesty, misconduct, neglect, or breach of trust in conducting the winding up or if the director  
5 is unable to act; the court may order an election to fill a vacancy caused by the removal of a  
6 director under this subsection, and may enjoin, for the time it considers proper, the reelection of  
7 the removed director; or the court, instead of ordering an election, may appoint a director to fill  
8 the vacancy caused by removal under this paragraph; a director appointed by the court under this  
9 paragraph shall serve until the next regular meeting of members or until a successor is elected  
10 or appointed;

11 (7) the staying of the prosecution of a suit, proceeding, or action against the  
12 corporation and requiring the parties to present and prove their claims in the manner required of  
13 other creditors;

14 (8) the determination of whether adequate provision has been made for payment  
15 or satisfaction of all debts and liabilities not actually paid;

16 (9) the making of orders for the withdrawal or termination of proceedings to wind  
17 up and dissolve, subject to conditions for the protection of creditors;

18 (10) the making of an order, on the allowance or settlement of the final accounts  
19 of the directors or other persons, that the corporation has been duly wound up and is dissolved;

20 (11) the making of orders for the bringing in of new parties the court considers  
21 proper for the determination of all questions and matters; and

22 (12) the disposition of assets held in charitable trust.

23 Sec. 10.21.593. POWERS AND DUTIES OF DIRECTORS AND OFFICERS IN  
24 DISSOLUTION PROCEEDING. The powers and duties of the directors, other persons appointed  
25 by the court under AS 10.21.588, and officers after commencement of a dissolution proceeding  
26 include, but are not limited to, the following acts in the name and on behalf of the corporation:

27 (1) to elect officers and employ agents and attorneys to liquidate or wind up the  
28 corporation's affairs;

29 (2) to continue to conduct the affairs of the corporation to the extent necessary  
30 for disposal or winding up;

31 (3) to carry out contracts and collect, pay, compromise, and settle debts and

1 claims for or against the corporation;

2 (4) to defend suits brought against the corporation;

3 (5) to sue, in the name of the corporation, for all sums due or owing to the  
4 corporation or to recover property of the corporation;

5 (6) to collect amounts remaining unpaid on memberships;

6 (7) to recover unlawful distributions;

7 (8) to sell at public or private sale, exchange, convey, or otherwise dispose of all  
8 or a part of the assets of the corporation for reasonable amounts as determined by the board and  
9 to execute bills of sale and deeds of conveyance in the name of the corporation;

10 (9) in general, to make contracts and do all things in the name of the corporation  
11 that are proper or convenient for the purposes of winding up, settling, and liquidating the affairs  
12 of the corporation.

13 Sec. 10.21.595. VACANCIES ON BOARD DURING WINDING UP. A vacancy  
14 (AS 10.21.990) on the board may be filled during a winding-up proceeding in the manner  
15 provided in AS 10.21.385.

16 Sec. 10.21.598. PROCEEDING TO DETERMINE IDENTITY OF DIRECTORS OR TO  
17 APPOINT DIRECTORS. If the identity of a director or the right to hold office is in doubt, or  
18 if a director is dead or unable to act, a director fails or refuses to act or the whereabouts of a  
19 director cannot be ascertained, an interested person, including the commissioner, may petition the  
20 superior court to determine the identity of the director or, if there are no directors, to appoint  
21 directors to wind up the affairs of the corporation, after hearing upon notice to the persons the  
22 court directs.

23 Sec. 10.21.600. RIGHTS OF CREDITORS AND CLAIMANTS; NOTICE;  
24 ALLOWANCE OF CLAIMS. (a) In a court-directed winding up of a corporation creditors and  
25 claimants may be barred from participation in a distribution of the general assets if they fail to  
26 make and present claims and proofs within the time the court directs. The time in which to  
27 present claims may not be less than four or more than six months after the first publication of  
28 notice to creditors unless it appears by affidavit that there are no claims, in which case the time  
29 limit may be three months. If it is shown that a claimant did not receive notice because of  
30 absence from the state or other cause, the court may allow a claim to be filed or presented at any  
31 time before distribution is completed.

1 (b) Notice to creditors in a court-directed winding up shall be published not less than  
2 once a week for three consecutive weeks in a newspaper of general circulation in the state or in  
3 a newspaper that is designated by the court. The notice shall direct creditors and claimants to  
4 make and present claims and proofs to the person, at the place and within the time specified in  
5 the notice. A copy of the notice shall be mailed to the last known address of each person shown  
6 as a creditor or claimant on the books of the corporation.

7 (c) A holder of a secured claim may prove for the whole debt in order to secure payment  
8 of a deficiency. If a secured creditor fails to present a claim the claim is barred only as to a  
9 right to claim against the general assets for a deficiency in the amount realized on the security.

10 (d) Before a distribution is made in a court-directed winding up the amount of an  
11 unmatured, contingent, or disputed claim against the corporation that has been presented and has  
12 not been disallowed, or the part of a claim to which the holder would be entitled if the claim  
13 were due, established, or absolute, shall be paid into court and remain there to be paid over to  
14 the party if the party becomes entitled to payment or, if the party fails to establish a claim, to  
15 be paid over or distributed with the other assets of the corporation to those entitled to the assets.  
16 Other provisions for the full payment of unmatured, contingent, or disputed claims, if and when  
17 established, may be made by the court. A creditor who has a claim that has been allowed but  
18 is not yet due is entitled to the present value of the claim upon distribution.

19 (e) A suit against the corporation on a claim that has been rejected shall be commenced  
20 within 30 days after written notice of rejection is given to the claimant.

21 Sec. 10.21.603. ORDER DECLARING CORPORATION DULY WOUND UP AND  
22 DISSOLVED; CESSATION OF CORPORATE EXISTENCE. (a) After the final settlement of  
23 the accounts of the directors or other persons appointed under AS 10.21.588 and the  
24 determination that the corporation's affairs are in condition for it to be dissolved, the court shall  
25 make an order declaring the corporation duly wound up and dissolved.

26 (b) An order issued under (a) of this section shall state

27 (1) that the corporation has been duly wound up and that its known debts and  
28 liabilities have been paid or adequately provided for, or that the debts and liabilities have been  
29 paid as far as the corporation's assets permit;

30 (2) if there are known debts or liabilities as to which adequate provision for  
31 payment has been made, the order shall state what provision has been made, the name and

1 address of the corporation, person, or governmental agency that has assumed or guaranteed the  
2 payment, or the name and address of the depository with which deposit has been made or other  
3 information that is necessary to enable the creditor or other person to whom payment is to be  
4 made to appear and claim payment of the debt or liability;

5 (3) that the known assets of the corporation have been distributed to the persons  
6 entitled to the assets or that the corporation acquired no assets;

7 (4) that the accounts of directors or other persons have been settled and that they  
8 are discharged from their duties and liabilities to creditors and members;

9 (5) that the corporation is dissolved.

10 (c) The court may make additional orders and grant further relief it considers proper on  
11 the evidence submitted.

12 (d) After making the order declaring the corporation dissolved, corporate existence ceases  
13 except for the purposes of further winding up if needed. The directors or other persons appointed  
14 under AS 10.21.588 are discharged from their duties and liabilities except with respect to  
15 completion of the winding up.

16 Sec. 10.21.605. FILING OF CERTIFIED ORDER, DECREE OR JUDGMENT OF  
17 DISSOLUTION. If a corporation is dissolved or its existence forfeited by order, decree, or  
18 judgment of a court, a copy of the order, decree, or judgment, certified by the clerk of court,  
19 shall be filed with the commissioner.

20 Sec. 10.21.608. DISTRIBUTION OF REMAINING CORPORATE ASSETS. (a) After  
21 determining that all of the known debts and liabilities of a corporation in the process of winding  
22 up have been paid or adequately provided for, the board shall distribute all the remaining  
23 corporate assets in the manner provided in AS 10.21.613 - 10.21.618.

24 (b) If the winding up is by court proceeding or subject to court supervision, the  
25 distribution may not be made until after the expiration of any period for the presentation of  
26 claims that has been prescribed by order of the court.

27 (c) Assets that are not subject to attachment, execution, or sale for the corporation's debts  
28 and liabilities may be distributed under AS 10.21.613 - 10.21.618 even though all debts and  
29 liabilities have not been paid or adequately provided for.

30 Sec. 10.21.610. PAYMENT OF DEBTS AND LIABILITIES. (a) The payment of a debt  
31 or liability, whether the whereabouts of the creditor is known or unknown, has been adequately

1 provided for if

2 (1) payment of the debt or liability has been assumed or guaranteed in good faith  
3 by one or more financially responsible persons or by the United States government or an agency  
4 of the United States, and the provision, including the financial responsibility of the persons, was  
5 determined in good faith and with reasonable care by the board to be adequate at the time of  
6 distribution of the assets by the board under this chapter;

7 (2) the amount of the debt or liability has been deposited with the commissioner  
8 of revenue.

9 (b) This section does not prescribe the exclusive means of making adequate provision  
10 for debts and liabilities.

11 Sec 10.21.613. RETURN, TRANSFER, OR CONVEYANCE OF ASSETS. After  
12 complying with the provisions of AS 10.21.608, if the corporation holds assets subject to a valid  
13 condition requiring return, transfer, or conveyance, and the condition has occurred or will occur  
14 by reason of the dissolution, the assets shall be returned, transferred, or conveyed in accordance  
15 with the condition.

16 Sec. 10.21.615. DISPOSITION OF ASSETS HELD FOR PUBLIC OR CHARITABLE  
17 PURPOSES. (a) Assets held in charitable trust under AS 10.21.185, or received and held by  
18 the corporation for a public or charitable purpose or that are legally required to be used for a  
19 particular purpose shall, unless disposed of under AS 10.21.613, be distributed to one or more  
20 domestic or foreign corporations or other organizations engaged in activities substantially similar  
21 to those of the dissolved corporation.

22 (b) A disposition contained in a will or other instrument, in trust or otherwise, made  
23 before or after the dissolution, to or for the benefit of a dissolved corporation inures to or for the  
24 benefit of the corporation or organization acquiring the assets of the dissolved corporation as  
25 provided in this section, and, so far as is necessary for that purpose, the corporation or  
26 organization acquiring the assets of the dissolved corporation is considered a successor to the  
27 dissolved corporation. Property received under this subsection shall be devoted by the acquiring  
28 corporation or organization to the purposes expressed by the testator or grantor.

29 Sec. 10.21.618. DISPOSAL OF CORPORATE ASSETS; DISPOSITION BY COURT  
30 ORDER. (a) Subject to the provisions of AS 10.21.608 and except as provided in AS 10.21.613  
31 and 10.21.615, all of a corporation's assets shall be disposed of on dissolution in conformity with

1 its articles or bylaws subject to complying with the provisions of a trust under which assets are  
2 held.

3 (b) The disposition required in (a) of this section shall be made by decree of the superior  
4 court in proceedings to which the commissioner is a party. The decree shall be made on the  
5 petition of the commissioner or, on 30 days' notice to the commissioner, by a person interested  
6 in the dissolution.

7 (c) Notwithstanding the provisions of (a) of this section a distribution of corporate assets  
8 may not be made to the members (AS 10.21.990), directors, officers, or employees of the  
9 corporation, or to its parent or its subsidiary (AS 10.21.990) as such.

10 Sec. 10.21.620. DISTRIBUTIONS AUTHORIZED IN MONEY, PROPERTY, OR  
11 SECURITIES; INSTALLMENTS. Subject to the provisions of a trust under which assets to be  
12 distributed are held, distribution of assets may be made either in money, property, or securities  
13 and either in periodic installments or as a whole, if this can be done fairly and ratably and in  
14 conformity with the provisions of the articles and bylaws. Distribution of assets shall be made  
15 as soon as reasonably consistent with the beneficial liquidation of the corporation.

16 Sec. 10.21.623. RECOVERY OF IMPROPER DISTRIBUTIONS. (a) If a distribution  
17 of assets has been made in the process of winding up a corporation without a court order and  
18 without prior payment or adequate provision for payment of the debts and liabilities of the  
19 corporation, the amount improperly distributed to a person may be recovered by the corporation.  
20 A person who received an improper distribution may be joined as a defendant in the same action  
21 or be brought in on the motion of another defendant.

22 (b) Suit may be brought in the name of the corporation to enforce the liability under (a)  
23 of this section against a person receiving a distribution by the commissioner or by a creditor of  
24 the corporation, whether or not the creditor has reduced the claim to judgment.

25 (c) In this section, "process of winding up" includes a proceeding under AS 10.21.553 -  
26 10.21.628 and any other distribution of assets to a person made in contemplation of termination  
27 or abandonment of the corporate business.

28 Sec. 10.21.625. EXISTENCE OF CORPORATION AFTER DISSOLUTION. (a) A  
29 corporation that is dissolved voluntarily or involuntarily continues to exist for the purpose of  
30 winding up its affairs, defending actions by or against it, enabling it to collect and discharge  
31 obligations, dispose of and convey its property, and collect and divide its assets, but not for the

1 purpose of continuing its activities except to the extent necessary for winding up.

2 (b) An action or proceeding to which a corporation is a party does not abate by the  
3 dissolution of the corporation or by reason of proceedings for winding up and dissolution. A  
4 corporation that is dissolved voluntarily or involuntarily may not commence a court action, except  
5 for a court action under AS 10.21.623.

6 (c) Assets inadvertently or otherwise omitted from the winding up continue in the  
7 dissolved corporation for the benefit of the persons entitled to the assets on dissolution of the  
8 corporation and on realization shall be distributed to the persons entitled.

9 (d) The directors of the corporation on the date of its dissolution, or as determined under  
10 AS 10.21.605, shall exercise and have the powers necessary to act under this section.

11 Sec. 10.21.628. SUITS AGAINST PERSONS TO WHOM ASSETS WERE  
12 DISTRIBUTED UPON DISSOLUTION; QUIET TITLE ACTION. (a) If a corporation has been  
13 dissolved, a person to whom assets were distributed on dissolution may be sued in the corporate  
14 name upon a cause of action against the corporation that arose before dissolution. Notice of the  
15 action shall be given to the commissioner. The commissioner may intervene in a suit brought  
16 under this section.

17 (b) Summons or other process against a dissolved corporation may be served by  
18 delivering a copy to an officer, director, or person having charge of the corporation's assets or,  
19 if no such person can be found, to an agent on whom process might be served at the time of  
20 dissolution. If it is shown by affidavit to the satisfaction of the court that none of these persons  
21 can be found with due diligence then the court may order that summons or other process be  
22 served on the dissolved corporation by personally delivering a copy, together with a copy of the  
23 order, to the commissioner. Service in this manner is complete 10 days after the delivery of  
24 process to the commissioner.

25 (c) A dissolved corporation survives and continues to exist indefinitely for the purpose  
26 of being sued in a quiet title action. A judgment rendered in a quiet title action binds every  
27 person having an interest in the corporation, to the extent of their interest. Service of summons  
28 or other process may be made as provided in (b) of this section.

29 (d) After receipt of the process under (b) of this section and the fee for filing, the  
30 commissioner shall give notice to the corporation at the last known address of the corporation  
31 or at the last known address of the last registered agent of the corporation. If those addresses

1 are not known the commissioner is not required to take any action.

2 (e) This section is procedural in nature and is not intended to determine liability.

3 **ARTICLE 10. DISSOLUTION OF MUTUAL BENEFIT CORPORATIONS.**

4 **Sec. 10.21.630. APPLICATION OF AS 10.21.630 - 10.21.710.** The provisions of  
5 AS 10.21.630 - 10.21.710 apply only to a mutual benefit corporation.

6 **Sec. 10.21.633. MUTUAL BENEFIT CORPORATIONS: VOLUNTARY**  
7 **DISSOLUTION.** (a) A corporation may voluntarily elect to wind up and dissolve by the  
8 affirmative vote of members representing at least two-thirds of its voting power.

9 (b) A corporation may elect by approval of the board to wind up and dissolve if the  
10 corporation has

11 (1) been adjudicated bankrupt; or

12 (2) disposed of all of its assets and has not conducted activity for a period of five  
13 years immediately preceding the adoption of the resolution electing to dissolve the corporation.

14 **Sec. 10.21.635. FILING OF CERTIFICATE OF ELECTION TO WIND UP AND**  
15 **DISSOLVE; CONTENTS.** (a) A corporation that has elected to wind up and dissolve shall file  
16 a certificate evidencing the election with the commissioner.

17 (b) The certificate shall be signed and verified by at least a majority of the directors then  
18 in office or by one or more members (AS 10.21.990) authorized to do so by the affirmative vote  
19 of members representing at least two-thirds of its voting power and contain

20 (1) a statement that the corporation has elected to wind up and dissolve;

21 (2) a statement of the number of votes for the election if the election was made  
22 by vote of the members alone and that the election was made by the affirmative vote of members  
23 representing at least two-thirds of its voting power;

24 (3) if the certificate is executed by a member, a statement that the person  
25 executing the certificate was authorized to execute the certificate by the affirmative vote of  
26 members representing at least two-thirds of its voting power;

27 (4) if the election was made by the board under AS 10.21.633(b), a statement of  
28 the circumstances showing the corporation to be in one of the categories described in  
29 AS 10.21.633(b).

30 **Sec. 10.21.638. REVOCATION OF ELECTION TO WIND UP AND DISSOLVE**  
31 **CORPORATION; FILING OF REVOCATION CERTIFICATE; CONTENTS.** (a) A voluntary

1 election to wind up and dissolve under AS 10.21.633 may be revoked before distribution of assets  
2 (1) if the election was made under AS 10.21.633(a), by the affirmative vote of  
3 members representing at least two-thirds of its voting power; or

4 (2) if the election was by the board under AS 10.21.633(b), by approval of the  
5 board (AS 10.21.990(6)).

6 (b) After a revocation a certificate evidencing the revocation shall be signed, verified,  
7 and filed in the same manner prescribed under AS 10.21.635.

8 (c) The certificate required by (b) of this section must contain

9 (1) a statement that the corporation has revoked its election to wind up and  
10 dissolve;

11 (2) a statement that no assets have been distributed as a result of the election;

12 (3) a statement of the number of votes for the revocation and that the revocation  
13 was made by the affirmative vote of members representing at least two thirds of its voting power,  
14 if the revocation was made by the vote of the members alone;

15 (4) a statement of whether or not the revocation was made by the board alone and  
16 reciting the circumstances permitting the board to make the revocation.

17 Sec. 10.21.640. COMMENCEMENT AND CONDUCT OF VOLUNTARY  
18 DISSOLUTION; POWERS AND DUTIES OF BOARD; CESSATION OF CORPORATE  
19 ACTIVITIES; NOTICE. (a) Voluntary proceedings for winding up the corporation commence  
20 with the approval required under AS 10.21.633.

21 (b) If a voluntary proceeding for winding up has commenced, the board shall continue  
22 to act as a board and has full powers to wind up and settle the corporation's affairs both before  
23 and after filing of the certificate of dissolution.

24 (c) If a voluntary proceeding for winding up has commenced, the corporation shall cease  
25 to conduct its activities except to the extent necessary for beneficial winding up, to carry out the  
26 corporation's purposes, and to preserve the corporation's good will or going-concern value  
27 pending a sale or other disposition of assets, or both, in whole or in part. The board shall give  
28 written notice by mail of the commencement of the proceeding for voluntary winding up to all  
29 members (AS 10.21.990) of the corporation. It is unnecessary to give notice to members who  
30 voted in favor of the winding up and dissolving of the corporation. Written notice shall also be  
31 given by mail to all known creditors and claimants whose addresses appear on the records of the

1 corporation, and to the commissioner.

2 **Sec. 10.21.643. JURISDICTION AND POWER OF COURT OVER VOLUNTARY**  
3 **WINDING UP; PROTECTION OF CREDITORS AND ASSETS.** If a corporation is in the  
4 process of voluntary winding up, the superior court, upon the petition of the corporation, the  
5 members representing 10 percent of the voting power of the corporation, the commissioner or  
6 three or more creditors, and upon notice to the members (AS 10.21.990) and creditors as the  
7 court may order, may take jurisdiction over the voluntary winding-up proceeding if it appears  
8 necessary for the protection of a party in interest, or in the case of a corporation holding assets  
9 in charitable trust, for the protection of these assets. The court, if it assumes jurisdiction, may  
10 make orders as to any and all matters concerning the winding up of the affairs of the corporation  
11 and the protection of its members, creditors, and, in the case of a corporation holding assets in  
12 charitable trust, assets. The provisions of AS 10.21.653 - 10.21.678 apply to court proceedings  
13 under this section.

14 **Sec. 10.21.645. CERTIFICATE OF DISSOLUTION; CONTENTS.** (a) If a corporation  
15 has been completely wound up without court proceedings, a majority of the directors then in  
16 office shall sign and verify a certificate of dissolution stating that

17 (1) the corporation has been completely wound up;

18 (2) its known debts and liabilities have been paid, or adequately provided for, or  
19 paid or adequately provided for as far as the corporation's assets permitted, or that it has incurred  
20 no known debts or liabilities; if there are known debts or liabilities as to which adequate  
21 provision has been made, the certificate must state what provision for payment has been made,  
22 the name and address of the corporation, person, or governmental agency that has assumed or  
23 guaranteed the payment, or the name and address of the depository with which deposit has been  
24 made and other information that is necessary to enable the creditor or other person to whom  
25 payment is to be made to appear and claim payment of the debt or liability;

26 (3) its known assets have been distributed to the person entitled to the assets or  
27 that the corporation acquired no known assets, as the case may be; and

28 (4) the corporation is dissolved.

29 (b) The certificate of dissolution shall be filed with the commissioner. After filing the  
30 certificate of dissolution, corporate existence ceases, except for the purpose of further winding  
31 up if needed.

1           **Sec. 10.21.648. TERMINATION OF CORPORATION ON EXPIRATION OF TERM**  
2 **OF EXISTENCE.** Except as otherwise provided by law, if the term of existence for which a  
3 corporation was organized expires without renewal or extension, the board shall terminate its  
4 activities and wind up its affairs. After the affairs of the corporation have been wound up under  
5 this section, a majority of the directors then in office shall execute and file a certificate  
6 conforming to the requirements in AS 10.21.648.

7           **Sec. 10.21.650. PETITION FOR COURT ORDER DECLARING CORPORATION**  
8 **DULY WOUND UP AND DISSOLVED.** (a) Instead of filing a certificate of dissolution, the  
9 board may petition the superior court for an order declaring the corporation duly wound up and  
10 dissolved. The petition shall be filed in the name of the corporation.

11           (b) Upon the filing of a petition under (a) of this section, the court shall order all  
12 interested persons, including the commissioner, to show cause why an order should not be made  
13 declaring the corporation duly wound up and dissolved. The order shall be served by notice to  
14 all creditors, claimants, and members (AS 10.21.990) in the same manner as the notice given  
15 under AS 10.21.673(b). Notice shall also be served on the commissioner.

16           (c) A person claiming to be an interested party to the winding up or dissolution as a  
17 member, creditor, or otherwise may appear in the proceeding at any time before the expiration  
18 of 30 days from the completion of publication of the order to show cause and contest the petition.  
19 The claim of a person who fails to appear shall be barred.

20           (d) Thirty days after the filing of a petition under (a) of this section, the court may issue  
21 an order declaring the corporation duly wound up and dissolved. This order has the effect  
22 prescribed in AS 10.21.683 and shall be filed as in the same manner provided in AS 10.21.685.

23           **Sec. 10.21.653. INVOLUNTARY DISSOLUTION; COMMISSIONER**  
24 **AS INDISPENSABLE PARTY.** (a) A complaint for involuntary dissolution of a corporation  
25 on any of the grounds specified in (b) of this section may be filed in the superior court by

26                   (1) one-half or more of the directors in office;

27                   (2) a person holding or authorized in writing by persons holding not less than 33-  
28 1/3 percent of the voting power exclusive of memberships held by persons who have personally  
29 participated in a transaction listed in (b)(4) of this section;

30                   (3) a member if the ground for dissolution is that the period for which the  
31 corporation was formed has terminated without extension;

1 (4) a person authorized to do so in the articles; or

2 (5) the commissioner.

3 (b) The grounds for involuntary dissolution are

4 (1) the corporation has an even number of directors who are equally divided and  
5 cannot agree as to the management of its affairs, so that the corporate activities can no longer  
6 be conducted to the corporation's advantage or so that there is danger that corporate property will  
7 be impaired or lost or its activities impaired and the members are so divided into factions that  
8 they cannot elect a board consisting of an uneven number;

9 (2) there is internal dissension and factions of members in the corporation are so  
10 deadlocked that corporate activities can no longer be conducted to the advantage of the  
11 corporation;

12 (3) if during any four-year period, or, if all voting power has been exercised at  
13 two consecutive meetings or in two written ballots for the election of directors during the period  
14 of those meetings or ballots, whichever period is shorter, the members have failed to elect  
15 successors to directors whose terms have expired or would have expired on the election of their  
16 successors;

17 (4) if members or other persons with a controlling interest (AS 10.21.990) in the  
18 corporation, the officers, or directors have

19 (A) been guilty of or have knowingly allowed persistent and pervasive  
20 fraud, mismanagement, abuse of authority, or persistent unfairness toward a member; or

21 (B) misapplied or wasted the corporation's property;

22 (5) in the case of a corporation with 35 or fewer members (AS 10.21.990),  
23 liquidation is reasonably necessary for the protection of the rights or interests of a complaining  
24 member or members; or

25 (6) the period for which the corporation was formed has terminated without  
26 extension.

27 (c) A member, creditor, or the commissioner may intervene before trial of an action  
28 under this section.

29 (d) In an action brought under (a) of this section the commissioner is an indispensable  
30 party.

31 Sec. 10.21.655. AUTHORITY OF THE COMMISSIONER TO PROCURE

1 INVOLUNTARY DISSOLUTION; GROUNDS; NOTICE FOR CORRECTIVE ACTIONS;  
2 APPOINTMENT OF RECEIVER. (a) The commissioner may bring an action against a  
3 corporation or purported corporation in the name of the people of this state, upon the  
4 commissioner's own information or upon complaint of a private party, to procure a judgment  
5 dissolving the corporation and terminating its corporate existence if the corporation has

6 (1) seriously violated a statute regulating corporations;

7 (2) has fraudulently abused or usurped corporate privileges or powers; or

8 (3) has violated a provision of law by an act or default that under the law is a  
9 ground for forfeiture of corporate existence.

10 (b) If the ground for involuntary dissolution is a matter or act that the corporation has  
11 done or omitted to do that can be corrected by amendment of its articles or by other corporate  
12 action, suit may not be maintained unless

13 (1) the commissioner, not less than 30 days before the commencement of suit, has  
14 given the corporation written notice of the act or omission; and

15 (2) the corporation fails to institute proceedings to correct the act or omission  
16 within the 30-day period or after the institution of proceedings to make the required correction  
17 the corporation fails to make the amendment or take the corrective corporate action.

18 (c) In an action under this section the court may order dissolution or other relief. The  
19 court may also appoint a receiver for winding up the affairs of the corporation or may order that  
20 the corporation be wound up by its board subject to the supervision of the court.

21 (d) The commissioner shall also publish one time in a newspaper of general circulation  
22 in the state a notice to the members of the corporation of the commencement of an action under  
23 this section.

24 Sec. 10.21.658. INVOLUNTARY DISSOLUTION BY THE COMMISSIONER;  
25 GROUNDS; PROCEDURE; REINSTATEMENT. (a) A corporation may be dissolved  
26 involuntarily by the commissioner if

27 (1) the corporation is delinquent six months in filing its biennial report or in  
28 paying a license filing fee or penalty;

29 (2) the corporation has failed for 30 days to appoint and maintain a registered  
30 agent in this state;

31 (3) the corporation has failed for 30 days after change of its registered office or

1 registered agent to file in the office of the commissioner a statement of the change;

2 (4) the corporation has failed for two years to complete dissolution under a  
3 certificate of election to dissolve filed under AS 10.21.635;

4 (5) a vacancy (AS 10.21.990) in the board of the corporation is not filled within  
5 six months or the next annual meeting, whichever occurs first;

6 (6) a misrepresentation of material fact has been made in the application, report,  
7 affidavit or other document submitted under this chapter; or

8 (7) the corporation is 90 days delinquent in filing notice of change of an officer  
9 or director as required by this chapter.

10 (b) A corporation may not be dissolved under this section unless the commissioner has  
11 given the corporation at least 60 days' notice of its delinquency, omission, or noncompliance by  
12 certified mail addressed to its registered office or in care of its registered agent, board chair,  
13 president, or secretary at the last known address as shown by the records of the commissioner,  
14 and the corporation has failed, within 30 days after receipt of the notice, to contest the alleged  
15 delinquency, omission, or noncompliance at a hearing before the commissioner or, having failed  
16 to request a hearing, has failed to correct the alleged delinquency, omission, or noncompliance.

17 (c) If, following a hearing, the commissioner determines a delinquency, omission, or  
18 noncompliance exists that provides grounds for involuntary dissolution under this section, the  
19 corporation may appeal to the superior court by filing with the clerk a petition setting out a copy  
20 of the notice given by the commissioner under (b) of this section, together with a copy of a  
21 timely demand for a hearing by the corporation, and a copy of a statement by the commissioner  
22 of an intention to dissolve the corporation under (d) of this section. The matter shall be tried de  
23 novo by the superior court, and the court shall either sustain the commissioner or direct the  
24 commissioner to take action the court considers proper.

25 (d) If a corporation has given cause for involuntary dissolution and has failed to correct  
26 the delinquency, omission, or noncompliance as provided in this section, and there has been no  
27 order of the superior court, the commissioner shall dissolve the corporation by issuing a  
28 certificate of involuntary dissolution containing a statement that the corporation has been  
29 dissolved, the date, and the reason for which it was dissolved. The original certificate of dissolu-  
30 tion shall be placed in the department files and a copy of it mailed to the corporation at its  
31 registered office or in care of its registered agent, president, or secretary at the last known

1 address, as shown by the records of the commissioner. Upon the issuance of the certificate of  
2 involuntary dissolution, the existence of the corporation ceases, except as otherwise provided in  
3 this section, and its name shall be available to and may be adopted by another corporation after  
4 at least six months following the dissolution.

5 (e) A corporation dissolved under this section may be reinstated within two years from  
6 the date of the certificate of involuntary dissolution if it is established to the satisfaction of the  
7 commissioner that in fact there was no cause for the dissolution, or if the delinquency, omission,  
8 or noncompliance resulting in dissolution has been corrected and the corporation pays double the  
9 amount delinquent along with the amount the corporation would have paid had it not been  
10 dissolved during the two-year period. Reinstatement may not be authorized if the same or a  
11 deceptively similar corporate, reserved, or registered name is currently on file with the  
12 commissioner, unless the corporation being reinstated amends its articles to change its name to  
13 conform with the provisions of this chapter.

14 (f) Nothing in this section relieves a corporation reinstated under this section from  
15 penalty or forfeiture of its powers as a body corporate in a case of failure to pay subsequently  
16 accruing licensing fees imposed by a law of this state.

17 (g) An action arising out of a contract assigned by a corporation dissolved under this  
18 section may be brought in the name of the assignee. The fact of assignment and of purchase by  
19 the plaintiff shall be set out in the complaint or other process. The defendant may use any matter  
20 or defense the defendant could have used in a suit on the claim by the corporation, had it not  
21 been dissolved under this section.

22 (h) Service of process on a corporation dissolved under this section shall be made in the  
23 same manner prescribed by law as if the corporation had not been dissolved.

24 Sec. 10.21.660. DEADLOCK AS GROUND FOR INVOLUNTARY DISSOLUTION:  
25 APPOINTMENT OF PROVISIONAL DIRECTOR. (a) If the ground for the complaint for  
26 involuntary dissolution of the corporation is a deadlock in the board as set out in  
27 AS 10.21.653(b)(1), the court may appoint a provisional director.

28 (b) A party, an attorney of a party, or a person interested in the action, or related  
29 according to the common law by consanguinity or affinity within the third degree of kindred to  
30 a judge of the court appointing the provisional director may not be appointed provisional director  
31 in the action without the written consent of the parties, including the party to be appointed, filed

1 with the clerk. If a provisional director is appointed upon an ex parte application, the court,  
2 before making the order, shall require from the applicant an undertaking with sufficient sureties,  
3 in an amount to be fixed by the court, to the effect that the applicant will pay to the defendant  
4 all damages sustained by reason of the appointment of the provisional director in case the  
5 applicant has procured the appointment wrongfully, maliciously, or without sufficient cause. The  
6 court may, in its discretion, at any time after the appointment, require an additional undertaking.

7 (c) Before entering upon the duties of a director, the provisional director shall be sworn  
8 to perform those duties faithfully, and with two or more sureties, approved by the court, execute  
9 an undertaking to the state, in an amount the court or judge directs, to the effect that the  
10 provisional director will faithfully discharge the duties of provisional director and obey the orders  
11 of the court in the action.

12 Sec. 10.21.663. APPOINTMENT OF A RECEIVER; APPLICATION, HEARING AND  
13 NOTICE, SECURITY, QUALIFICATIONS, POWERS, COMPENSATION. (a) If at the time  
14 of filing of a complaint for involuntary dissolution or at a later time, the court has reasonable  
15 grounds to believe that unless a receiver of the corporation is appointed the interests of the  
16 corporation or its members will suffer pending the hearing and determination of the complaint,  
17 upon application of the plaintiff, and after a hearing upon notice to the corporation as the court  
18 directs and upon the giving of security under (b) and (c) of this section, the court may appoint  
19 a receiver to take over and manage the affairs of the corporation and to preserve its property  
20 pending the hearing and determination of the complaint for dissolution.

21 (b) A party, an attorney of a party, or any person interested in an action or related  
22 according to the common law by consanguinity or affinity within the third degree of kindred to  
23 a judge of the court appointing the receiver, may not be appointed receiver in the action without  
24 the written consent of the parties, including the party to be appointed, filed with the clerk. If a  
25 receiver is appointed upon an ex parte application, the court, before making the order, shall  
26 require from the applicant an undertaking, with sufficient sureties, in an amount to be fixed by  
27 the court, to the effect that the applicant will pay to the defendant all damages sustained by  
28 reason of the appointment of the receiver, in case the applicant has procured the appointment  
29 wrongfully, maliciously, or without sufficient cause. The court may, in its discretion, at any time  
30 after the appointment, require an additional undertaking.

31 (c) Before entering upon the duties of a receiver, the receiver shall be sworn to perform

1 those duties faithfully, and with two or more sureties, approved by the court or judge, execute  
2 an undertaking to the state, in an amount the court or judge directs, to the effect that the receiver  
3 will faithfully discharge the duties of receiver and obey the orders of the court in the action.

4 (d) The compensation of the receiver shall be paid out of the assets of the corporation  
5 and unless otherwise agreed shall be fixed by the court.

6 Sec. 10.21.665. DECREE WINDING UP AND DISSOLVING CORPORATION:  
7 FURTHER JUDICIAL RELIEF. After hearing, the court may decree a winding up and dissolu-  
8 tion of the corporation if cause for dissolution and winding up is shown, or with or without  
9 winding up and dissolution, may make orders and decrees and issue injunctions in the case as  
10 justice and equity may require.

11 Sec. 10.21.668. COMMENCEMENT OF INVOLUNTARY PROCEEDINGS; BOARD  
12 TO CONDUCT AFFAIRS OF CORPORATION; CESSATION OF CORPORATE ACTIVITIES.

13 (a) Involuntary proceedings for winding up a mutual benefit corporation commence when an  
14 order for winding up is entered under AS 10.21.665.

15 (b) If an involuntary proceeding for winding up has commenced, the board shall conduct  
16 the winding up of the affairs of the corporation, subject to the supervision of the court, unless  
17 other persons are appointed by the court to conduct the winding up. The directors or other  
18 persons may, subject to restrictions imposed by the court, exercise their powers through the  
19 executive officers of the corporation without order of court.

20 (c) If an involuntary proceeding for winding up has commenced, the corporation shall  
21 cease to conduct its activities except to the extent necessary for the beneficial winding up of the  
22 corporation and to preserve the corporation's goodwill or going concern value, pending a sale or  
23 other disposition of its assets in whole or in part. The directors shall mail written notice of the  
24 commencement of the proceeding for involuntary winding up to all members (AS 10.21.990) and  
25 all known creditors and claimants whose addresses appear on the records of the corporation,  
26 unless the order for winding up has been stayed by appeal or the proceeding or the execution of  
27 the order has been enjoined.

28 Sec. 10.21.670. JURISDICTION OF COURT IN INVOLUNTARY DISSOLUTION. If  
29 an involuntary proceeding for winding up has been commenced, the jurisdiction of the court  
30 includes

31 (1) the determination of the validity of all claims and demands against the

1 corporation, whether due or not yet due, contingent, unliquidated or sounding only in damages,  
2 and the barring from participation of creditors and claimants failing to make and present claims  
3 and proof as required by an order;

4 (2) the determination or compromise of all claims of every nature against the  
5 corporation or its property, and the determination of the amount of money or assets required to  
6 be retained to pay or provide for the payment of claims;

7 (3) the determination of the rights of members and classes of members in and to  
8 the assets of the corporation;

9 (4) the presentation and filing of intermediate and final accounts of the directors  
10 or other persons appointed to conduct the winding up and hearing, the allowance, disallowance  
11 or settlement of the accounts, and the discharge of the directors or other persons from their duties  
12 and liabilities;

13 (5) the appointment of a master to hear and determine all matters, with the power  
14 or authority the court considers proper;

15 (6) the filling of vacancies on the board that the directors or members are unable  
16 to fill;

17 (7) the removal of a director if it appears that the director has been guilty of  
18 dishonesty, misconduct, neglect, or breach of trust in conducting the winding up or if the director  
19 is unable to act; the court may order an election to fill the vacancy caused by the removal of a  
20 director under this section, and may enjoin, for the time it considers proper, the reelection of the  
21 removed director; or the court instead of ordering an election, may appoint a director to fill the  
22 vacancy caused by removal under this paragraph; a director appointed by the court under this  
23 paragraph shall serve until the next regular meeting of members or until a successor is elected  
24 or appointed;

25 (8) the staying of the prosecution of a suit, proceeding, or action against the  
26 corporation and requiring the parties to present and prove their claims in the manner required of  
27 other creditors;

28 (9) the determination of whether adequate provision has been made for payment  
29 or satisfaction of all debts and liabilities not actually paid;

30 (10) the making of orders for the withdrawal or termination of proceedings to  
31 wind up and dissolve, subject to conditions for the protection of creditors;

1 (11) the making of an order, upon the allowance or settlement of the final  
2 accounts of the directors or other persons, that the corporation has been duly wound up and is  
3 dissolved;

4 (12) the making of orders for the bringing in of new parties the court considers  
5 proper for the determination of all questions and matters; and

6 (13) the disposition of assets held in charitable trust.

7 Sec. 10.21.673. POWERS AND DUTIES OF DIRECTORS AND OFFICERS IN  
8 DISSOLUTION PROCEEDING. The powers and duties of the directors, other persons appointed  
9 by the court under AS 10.21.668, and officers after commencement of a dissolution proceeding  
10 include, but are not limited to, the following acts in the name and on behalf of the corporation:

11 (1) to elect officers and employ agents and attorneys to liquidate or wind up the  
12 corporation's affairs;

13 (2) to continue to conduct the affairs of the corporation to the extent necessary for  
14 disposal or winding up;

15 (3) to carry out contracts and collect, pay, compromise, and settle debts and  
16 claims for or against the corporation;

17 (4) to defend suits brought against the corporation;

18 (5) to sue, in the name of the corporation, for all sums due or owing to the  
19 corporation or to recover the corporation's property;

20 (6) to collect amounts remaining unpaid on memberships;

21 (7) to recover unlawful distributions;

22 (8) to sell at public or private sale, exchange, convey, or otherwise dispose of all  
23 or a part of the assets of the corporation for reasonable amounts as determined by the board and  
24 to execute bills of sale and deeds of conveyance in the name of the corporation;

25 (9) in general, to make contracts and do all things in the name of the corporation  
26 that are proper or convenient for the purposes of winding up, settling, and liquidating the affairs  
27 of the corporation.

28 Sec. 10.21.675. VACANCIES ON BOARD DURING WINDING UP. A vacancy  
29 (AS 10.21.990) on the board may be filled during a winding-up proceeding in the manner  
30 provided in AS 10.21.385.

31 Sec. 10.21.678. PROCEEDING TO DETERMINE IDENTITY OF DIRECTORS OR TO

1 **APPOINT DIRECTORS.** If the identity of a director or the right to hold office is in doubt, if  
2 a director is dead or unable to act, if a director fails or refuses to act, or if the whereabouts of  
3 a director cannot be ascertained, an interested person, including the commissioner, may petition  
4 the superior court to determine the identity of the director or, if there are no directors, to appoint  
5 directors to wind up the affairs of the corporation, after hearing upon notice to the persons the  
6 court directs.

7 **Sec. 10.21.680. RIGHTS OF CREDITORS AND CLAIMANTS; NOTICE;**  
8 **ALLOWANCE OF CLAIMS.** (a) In a court-directed winding up of a corporation, creditors and  
9 claimants may be barred from participation in a distribution of the general assets if they fail to  
10 make and present claims and proofs within the time the court directs. The time in which to  
11 present claims may not be less than four or more than six months after the first publication of  
12 notice to creditors unless it appears by affidavit that there are no claims, in which case the time  
13 limit may be three months. If it is shown that a claimant did not receive notice because of  
14 absence from the state or other cause, the court may allow a claim to be filed or presented at any  
15 time before distribution is completed.

16 (b) Notice to creditors in a court-directed winding up shall be published not less than  
17 once a week for three consecutive weeks in a newspaper of general circulation in the state or in  
18 a newspaper designated by the court. The notice must direct creditors and claimants to make and  
19 present claims and proofs to the person, at the place and within the time specified in the notice.  
20 A copy of the notice shall be mailed to the last known address of each person shown as a  
21 creditor or claimant on the books of the corporation.

22 (c) A holder of a secured claim may prove for the whole debt in order to secure payment  
23 of a deficiency. If a secured creditor fails to present a claim, the claim shall be barred only as  
24 to a right to claim against the general assets for a deficiency in the amount realized on the  
25 security.

26 (d) Before a distribution is made in a court-directed winding up the amount of an  
27 unmatured, contingent, or disputed claim against the corporation that has been presented and has  
28 not been disallowed, or the part of a claim to which the holder would be entitled if the claim  
29 were due, established, or absolute, shall be paid into court and remain there to be paid over to  
30 the party if the party becomes entitled to payment or, if the party fails to establish a claim, to  
31 be paid over or distributed with the other assets of the corporation to those entitled to the assets.

1 Other provisions for the full payment of unmatured, contingent, or disputed claims, if and when  
2 established, may be made by the court. A creditor who has a claim that has been allowed but  
3 is not yet due is entitled to the present value of the claim upon distribution.

4 (e) A suit against the corporation on a claim that has been rejected shall be commenced  
5 within 30 days after written notice of rejection is given to the claimant.

6 Sec. 10.21.683. ORDER DECLARING CORPORATION DULY WOUND UP AND  
7 DISSOLVED; CESSATION OF CORPORATE EXISTENCE. (a) After the final settlement of  
8 the accounts of the directors or other person appointed under AS 10.21.668 and the determination  
9 that the corporation's affairs are in condition for it to be dissolved, the court shall make an order  
10 declaring the corporation duly wound up and dissolved.

11 (b) An order issued under (a) of this section shall state

12 (1) that the corporation has been duly wound up and that its known debts and  
13 liabilities have been paid or adequately provided for, or that the debts and liabilities have been  
14 paid as far as the corporation's assets permit;

15 (2) if there are known debts or liabilities for which adequate provision for  
16 payment has been made, the order shall state what provision has been made, the name and  
17 address of the corporation, person, or governmental agency that has assumed or guaranteed the  
18 payment, or the name and address of the depository with which deposit has been made or other  
19 information as is necessary to enable the creditor or other person to whom payment is to be made  
20 to appear and claim payment of the debt or liability;

21 (3) that the known assets of the corporation have been distributed to the persons  
22 entitled to the assets or that the corporation acquired no assets;

23 (4) that the accounts of directors or other persons have been settled and that they  
24 are discharged from their duties and liabilities to creditors and members;

25 (5) that the corporation is dissolved.

26 (c) The court may make additional orders and grant further relief as it considers proper  
27 on the evidence submitted.

28 (d) After making the order declaring the corporation dissolved, corporate existence ceases  
29 except for the purposes of further winding up if needed. The directors or other persons appointed  
30 under AS 10.21.668 are discharged from their duties and liabilities except with regard to  
31 completion of the winding up.

1           **Sec. 10.21.685. FILING OF CERTIFIED ORDER, DECREE OR JUDGMENT OF**  
2 **DISSOLUTION.** If a corporation is dissolved or its existence forfeited by order, decree, or  
3 judgment of a court, a copy of the order, decree, or judgment, certified by the clerk of court,  
4 shall be filed with the commissioner.

5           **Sec. 10.21.688. DISTRIBUTION OF REMAINING CORPORATE ASSETS.** (a) After  
6 determining that all of the known debts and liabilities of a corporation in the process of winding  
7 up have been paid or adequately provided for, the board shall distribute all the remaining  
8 corporate assets in the manner provided in AS 10.21.693 - 10.21.697.

9           (b) If the winding up is by court proceeding or subject to court supervision, the  
10 distribution may not be made until after the expiration of any period for the presentation of  
11 claims prescribed by order of the court.

12           (c) Any assets that are not subject to attachment, execution or sale for the corporation's  
13 debts and liabilities may be distributed under AS 10.21.693 - 10.21.697 even though all debts and  
14 liabilities have not been paid or adequately provided for.

15           **Sec. 10.21.690. PAYMENT OF DEBTS AND LIABILITIES.** (a) The payment of a debt  
16 or liability, whether the whereabouts of the creditor is known or unknown, has been adequately  
17 provided for if

18           (1) payment of the debt or liability has been assumed or guaranteed in good faith  
19 by one or more financially responsible persons or by the United States government or an agency  
20 of the United States government, and the provision, including the financial responsibility of the  
21 person, was determined in good faith and with reasonable care by the board to be adequate at the  
22 time of distribution of the assets by the board under this chapter; and

23           (2) the amount of the debt or liability has been deposited with the commissioner  
24 of revenue.

25           (b) This section does not prescribe the exclusive means of taking adequate provision for  
26 debts and liabilities.

27           **Sec. 10.21.693. RETURN, TRANSFER, OR CONVEYANCE OF ASSETS.** After  
28 complying with the provisions of AS 10.21.688, if the corporation holds assets subject to a valid  
29 condition requiring return, transfer, or conveyance, and the condition has occurred or will occur  
30 by reason of the dissolution, the assets shall be returned, transferred, or conveyed in accordance  
31 with the condition.

1           **Sec. 10.21.695. DISPOSAL OF CORPORATE ASSETS; DISPOSITION BY COURT**  
2 **ORDER.** (a) Subject to the provisions of AS 10.21.688, except as provided in AS 10.21.693,  
3 all of a corporation's assets shall be disposed of on dissolution in conformity with its articles or  
4 bylaws and complying with the provisions of a trust under which assets are held.

5           (b) Except as provided in (c) of this section, the disposition required in (a) of this section  
6 shall be made by decree of the superior court in proceedings to which the commissioner is a  
7 party. The decree shall be made on the petition of the commissioner or, on 30 days notice to the  
8 commissioner by a person interested in the dissolution.

9           (c) The disposition required in (a) of this section may be made without the decree of the  
10 superior court, subject to the rights of persons concerned in the dissolution, if the commissioner  
11 makes a written waiver of objections to the disposition.

12           (d) Notwithstanding the provisions of (a) of this section, assets held in charitable trust  
13 under AS 10.21.185 shall be disposed of under AS 10.21.615(a) as if the mutual benefit  
14 corporation were a public benefit corporation.

15           **Sec. 10.21.698. DISTRIBUTIONS.** After complying with the provisions of  
16 AS 10.21.688, and except as otherwise provided in AS 10.21.693 and 10.21.695, assets held by  
17 a corporation shall be disposed of on dissolution as follows:

18           (1) if the articles or bylaws provide the manner of disposition, the assets shall be  
19 disposed of in that manner; or

20           (2) if the articles or bylaws do not provide the manner of disposition, the assets  
21 shall be distributed among the members (AS 10.21.990) in accordance with their rights in the  
22 corporation.

23           **Sec. 10.21.700. DISTRIBUTIONS AUTHORIZED IN MONEY, PROPERTY, OR**  
24 **SECURITIES; INSTALLMENTS.** Subject to the provisions of a trust under which assets to be  
25 distributed are held, distribution of assets may be made either in money, property, or securities  
26 and either in periodic installments or as a whole, if this can be done fairly and ratably and in  
27 conformity with the provisions of the articles and bylaws and shall be made as soon as  
28 reasonably consistent with the beneficial liquidation of the corporation's assets.

29           **Sec. 10.21.703. ADOPTION OF PLAN NOT IN ACCORDANCE WITH LIQUIDATION**  
30 **RIGHTS.** (a) If a corporation in the process of winding up has more than one class of  
31 memberships outstanding, a plan of distribution of the members' ~~rights~~ obligations, or securities of

1 another corporation, domestic or foreign, or assets other than money that is not in accordance  
2 with the liquidation rights of a class under the articles or bylaws may be adopted if approved by  
3 the board (AS 10.21.990(6)) and a majority of all members (AS 10.21.990(4)) of each class.

4 (b) A plan adopted under (a) of this section may provide that the distribution is in  
5 complete or partial satisfaction of the rights of members on distribution and liquidation of the  
6 assets.

7 (c) A plan of distribution approved under (a) of this section is binding upon all members.  
8 The board shall mail notice of the adoption of the plan within 20 days after its adoption to all  
9 members having a liquidation preference under the articles or bylaws.

10 Sec. 10.21.705. RECOVERY OF IMPROPER DISTRIBUTIONS. (a) If a distribution  
11 of assets has been made in the process of winding up a corporation without a court order and  
12 without prior payment or adequate provision for payment of the debts and liabilities of the  
13 corporation, the amount improperly distributed to a person may be recovered by the corporation.  
14 A person who received an improper distribution may be joined as a defendant in the same action  
15 or be brought in on the motion of another defendant.

16 (b) Suit may be brought in the name of the corporation to enforce the liability under (a)  
17 of this section against a person receiving a distribution by the commissioner or by a creditor of  
18 that corporation, whether or not the creditor has reduced the claim to judgment.

19 (c) A member (AS 10.21.990) who satisfies a liability under this section has a right to  
20 ratable contribution from other members similarly liable. A member who has been compelled to  
21 return to the corporation more than the member's share of the amount needed to pay the debts  
22 and liabilities of the corporation may require the corporation to recover from other members  
23 similarly liable a proportion of the amounts received by them on the improper distribution, to  
24 give contribution to those held liable under this section, and to make the distribution of the assets  
25 fair and ratable, according to the rights and preferences of the memberships, after payment or  
26 adequate provision for payment of all the debts and liabilities of the corporation.

27 (d) In this section, "process of winding up" includes a proceeding under AS 10.21.633 -  
28 10.21.710 and any other distribution of assets to a person made in contemplation of termination  
29 or abandonment of the corporate business.

30 Sec. 10.21.708. EXISTENCE OF CORPORATION AFTER DISSOLUTION. (a) A  
31 corporation that is dissolved voluntarily or involuntarily continues to exist for the purpose of

1 winding up its affairs, defending actions by or against it and enabling it to collect and discharge  
2 obligations, dispose of and convey its property and collect and divide its assets, but not for the  
3 purpose of continuing its activities except to the extent necessary for the winding up.

4 (b) An action or proceeding to which a corporation is a party does not abate by the  
5 dissolution of the corporation or by reason of proceedings for winding up and dissolution. A  
6 corporation that is dissolved voluntarily or involuntarily may not commence a court action, except  
7 under AS 10.21.705.

8 (c) Assets inadvertently or otherwise omitted from the winding up continue in the  
9 dissolved corporation for the benefit of the persons entitled to the assets on dissolution of the  
10 corporation and on realization shall be distributed to the person entitled.

11 (d) The directors of the corporation on the date of its dissolution, or as determined under  
12 AS 10.21.685, shall exercise and have the powers necessary to act under this section.

13 Sec. 10.21.710. SUITS AGAINST PERSONS TO WHOM ASSETS WERE  
14 DISTRIBUTED UPON DISSOLUTION; QUIET TITLE ACTION. (a) If a corporation has been  
15 dissolved, a person to whom assets were distributed on dissolution may be sued in the corporate  
16 name on a cause of action against the corporation that arose before dissolution. Notice of the  
17 action shall be given to the commissioner. The commissioner may intervene in a suit brought  
18 under this section.

19 (b) Summons or other process against a dissolved corporation may be served by  
20 delivering a copy to an officer, director, or person having charge of the corporation's assets or,  
21 if the person cannot be found, to an agent upon whom process might be served at the time of  
22 dissolution. If it is shown by affidavit to the satisfaction of the court that none of these persons  
23 can be found with due diligence then the court may make an order that summons or other process  
24 be served upon the dissolved corporation by personally delivering a copy, together with a copy  
25 of the order, to the commissioner; service in this manner is complete on the 10th day after the  
26 delivery of process to the commissioner.

27 (c) A dissolved corporation survives and continues to exist indefinitely for the purpose  
28 of being sued in a quiet title action. A judgment rendered in a quiet title action binds every  
29 person having an interest in the corporation, to the extent of their interest. Service of summons  
30 or other process may be made as provided in (b) of this section.

31 (d) After receipt of the process under (b) of this section and the fee for filing, the

1 commissioner shall give notice to the corporation at the last known address of the corporation  
2 or at the last known address of the last registered agent of the corporation. If those addresses  
3 are not known, the commissioner is not required to take any action.

4 (e) This section is procedural in nature and is not intended to determine liability.

5 Sec. 10.21.713. SPECIAL PROVISIONS; DISSOLUTION OF OWNERS  
6 ASSOCIATIONS. (a) Notwithstanding a provision in AS 10.21.550 - 10.21.713, if there is a  
7 lot, parcel, area, apartment, or unit for which an owners association is obligated to provide  
8 management, maintenance, preservation, or control, a corporation formed for those purposes or  
9 a person acting on its behalf may not without the approval of 100 percent of the members

10 (1) transfer all or substantially all of the association's assets; or

11 (2) file a certificate of dissolution.

12 (b) A court may not enter an order declaring the owners association duly wound up and  
13 dissolved unless there is a judicial determination that the corporate purposes are no longer  
14 attainable.

15 (c) In (a) of this section, "approval of 100 percent of the members" means unanimous  
16 approval by the affirmative vote of every member of the corporation whether or not the voting  
17 rights of some or all of the members have been extinguished by the articles.

#### 18 ARTICLE 11. FOREIGN CORPORATIONS.

19 Sec. 10.21.750. APPLICABILITY TO FOREIGN CORPORATIONS. To the extent  
20 provided in this chapter, this chapter is applicable to a foreign corporation (AS 10.21.990) that  
21 is authorized to conduct or does conduct affairs in this state.

22 Sec 10.21.753. ADMISSION OF FOREIGN CORPORATION. (a) A foreign  
23 corporation may not conduct affairs in this state until it has been issued a certificate of authority  
24 from the commissioner. A foreign corporation may not be issued a certificate of authority to  
25 conduct affairs in this state that a corporation organized under this chapter is not permitted to  
26 conduct.

27 (b) A religious corporation may not be issued a certificate of authority to conduct affairs  
28 in this state under this chapter.

29 (c) A foreign corporation may not be denied a certificate of authority because the laws  
30 of the state or country under which it is organized governing its organization and internal affairs  
31 differ from the laws of this state.

1           **Sec. 10.21.758. LIABILITY TO STATE FOR CONDUCTING AFFAIRS WITHOUT**  
2 **CERTIFICATE OF AUTHORITY.** A foreign corporation that conducts affairs in this state  
3 without a certificate of authority is liable to this state for the years or portions of years during  
4 which it conducted affairs in this state without a certificate of authority, in an amount equal to  
5 all fees and corporation taxes that would have been imposed by this chapter on the corporation  
6 if it had applied for and received a certificate of authority to conduct affairs in this state as  
7 required by this chapter and filed all reports required by this chapter, plus all penalties imposed  
8 by this chapter for failure to pay the fees, plus a penalty of up to \$10,000 a year or portion of  
9 a year for each year it conducted affairs in this state without a certificate of authority. The  
10 attorney general shall bring proceedings to recover amounts due the state under this section.

11           **Sec. 10.21.760. CONDUCTING AFFAIRS WITHOUT CERTIFICATE OF AUTHORITY**  
12 **AS A BAR TO RIGHT TO SUE.** A foreign corporation conducting affairs in this state without  
13 a certificate of authority may not maintain an action, suit, or proceeding in a court of this state  
14 until it obtains a certificate of authority. A successor or assignee of a foreign corporation  
15 conducting affairs without a certificate of authority may not maintain an action, suit, or  
16 proceeding in a court of this state on a right, claim, or demand arising out of the conduct of  
17 affairs by the corporation in this state until a certificate of authority is obtained by the  
18 corporation or by a corporation that has acquired all or substantially all of its assets.

19           **Sec. 10.21.763. CONDUCTING AFFAIRS WITHOUT CERTIFICATE OF AUTHORITY**  
20 **NOT AFFECTING CONTRACTS AND RIGHT TO DEFEND ACTION.** The failure of a  
21 foreign corporation to obtain a certificate of authority to conduct affairs in this state does not  
22 impair the validity of a contract or act of the corporation, and does not prevent the corporation  
23 from defending an action, suit, or proceeding in a court of this state.

24           **Sec. 10.21.765. ACTIVITIES NOT CONSTITUTING CONDUCTING AFFAIRS IN**  
25 **THIS STATE.** The activities of a foreign corporation that are not considered to be conducting  
26 affairs in this state, for the purposes of this chapter, include

27                   (1) maintaining, defending, or settling an action, suit, or an administrative or  
28 arbitration proceeding, or the settlement of claims or disputes;

29                   (2) holding meetings of directors or members of the corporation, or carrying on  
30 other activities concerning the internal affairs of the corporation;

31                   (3) maintaining bank accounts;

1 (4) securing or collecting debts, or enforcing rights in property securing debts;  
2 (5) granting funds;  
3 (6) distributing information to members;  
4 (7) conducting an isolated transaction, completed within 30 days, not in the course  
5 of a number of repeated transactions of like nature.

6 Sec. 10.21.768. CORPORATE NAME OF FOREIGN CORPORATION. (a) Except as  
7 provided in AS 10.21.053, a certificate of authority may not be issued to a foreign corporation  
8 unless the corporate name of the corporation

9 (1) contains the word "corporation," "company," "incorporated," or "limited," or  
10 an abbreviation of one of these words, or for use in this state, adds at the end of its name one  
11 of these words or an abbreviation of one of them;

12 (2) does not contain a word or phrase that indicates or implies that it is organized  
13 for a purpose other than the purpose contained its articles or that it is authorized or empowered  
14 to conduct the business of banking or insurance;

15 (3) does not contain the word "city," "borough," or "village," or otherwise imply  
16 that the corporation is a municipality, but the name of a city, borough, or village may be used  
17 in the corporate name;

18 (4) is the same name as, or deceptively similar to, the name of a domestic  
19 corporation existing under the laws of this state or a foreign corporation authorized to conduct  
20 affairs in this state, or a name the exclusive right to which is reserved in the manner provided  
21 in this title, or the name of a corporation that has in effect a registration of its name as provided  
22 in this chapter.

23 (b) The provisions of (a)(1) of this section do not apply to a foreign corporation formed  
24 and operated exclusively for a charitable purpose.

25 Sec. 10.21.770. ASSUMED CORPORATE NAME: COMMISSIONER TO CROSS  
26 INDEX. (a) Except as provided in AS 10.21.053(b)(3), if a foreign corporation applying for a  
27 certificate of authority has a name that is impermissible under AS 10.21.768, it shall select an  
28 assumed name, acceptable under the provisions of AS 10.21.768, under which it elects to conduct  
29 affairs in this state.

30 (b) The commissioner shall maintain records that cross reference the actual and assumed  
31 names of all foreign corporations authorized to conduct affairs in this state.

1           **Sec. 10.21.773. CHANGE OF NAME BY FOREIGN CORPORATION.** If a foreign  
2 corporation authorized to conduct affairs in this state changes its name to one under which a  
3 certificate of authority would not be granted to it under this chapter, the certificate of authority  
4 of the corporation is suspended and it may not conduct affairs in this state until it has changed  
5 its name to a name available to it under the laws of this state.

6           **Sec. 10.21.775. APPLICATION FOR CERTIFICATE OF AUTHORITY.** To receive a  
7 certificate of authority to conduct affairs in this state a foreign corporation shall apply in  
8 duplicate to the commissioner.

9           **Sec. 10.21.778. CONTENTS OF APPLICATION.** An application for a certificate of  
10 authority must set out

11                   (1) the name of the corporation and the assumed name, if any, or, if the name of  
12 the corporation is required by this chapter to, but does not, contain the word "corporation,"  
13 "company," "incorporated" or "limited," or an abbreviation of one of these words, the name of  
14 the corporation with the word or abbreviation that it elects to use in this state;

15                   (2) the date of incorporation and the period of duration of the incorporation;

16                   (3) the address of the principal office of the corporation in the state or country  
17 under whose laws it is incorporated;

18                   (4) the address of the proposed registered office of the corporation in this state,  
19 and the name of its proposed registered agent in this state at that address;

20                   (5) the purpose the corporation proposes to pursue in the conduct of affairs in this  
21 state;

22                   (6) the names and addresses of the directors and officers of the corporation;

23                   (7) a statement of the number of memberships that the corporation may issue,  
24 itemized by classes;

25                   (8) a statement of the number of members itemized by classes;

26                   (9) an estimate expressed in dollars of

27                           (A) the value of all property to be owned by the corporation during the  
28 following year, wherever located;

29                           (B) the value of the property of the corporation to be located in this state  
30 during the following year;

31                           (C) the gross amount of all income that will be earned by the corporation

1 during the following year; and

2 (D) the gross amount of income that will be generated by the corporation  
3 at or from offices in this state during the following year;

4 (10) additional information necessary or appropriate to enable the commissioner  
5 to determine whether the corporation is entitled to a certificate of authority and to determine and  
6 assess the fees prescribed in this chapter that are payable;

7 (11) the name and address of a person holding at least five percent of the  
8 members of the corporation, and the percentage of control held by that person; in this paragraph,  
9 "percentage of control" means the percentage of the members of the entire board of directors  
10 (AS 10.21.990(18)) that a person has the power to elect or designate.

11 **Sec. 10.21.780. FILING OF APPLICATION FOR CERTIFICATE OF AUTHORITY.**

12 The application of the corporation for a certificate of authority shall be submitted on forms  
13 prescribed and furnished by the commissioner. Duplicate originals of the application executed  
14 by the board chair, president, or vice-president, and by the secretary or assistant secretary, and  
15 verified by one of the officers signing the application, together with a verified copy of the articles  
16 and all amendments to the articles, shall be delivered to the commissioner for processing under  
17 AS 10.21.905 and issuance of a certificate of authority.

18 **Sec. 10.21.783. EFFECT OF CERTIFICATE OF AUTHORITY.** On the issuance of a  
19 certificate of authority by the commissioner, the corporation may conduct affairs in this state for  
20 the purpose set out in its application, subject, however, to the right of this state to suspend or  
21 revoke the authority as provided in this chapter.

22 **Sec. 10.21.785. AMENDED CERTIFICATE OF AUTHORITY.** (a) A foreign corpora-  
23 tion authorized to conduct affairs in this state shall obtain an amended certificate of authority if  
24 it changes its corporate name, or desires to pursue in this state other or additional purposes than  
25 those set out in its earlier application for a certificate of authority.

26 (b) The requirements as to form and content of an application for an amended certificate  
27 of authority, the manner of its execution, the filing of duplicate originals of the application with  
28 the commissioner, and the issuance of an amended certificate of authority are the same as in the  
29 case of an original application for a certificate of authority.

30 **Sec. 10.21.788. POWERS OF FOREIGN CORPORATION.** A foreign corporation that  
31 has received a certificate of authority enjoys, until a certificate of revocation or of withdrawal

1 is issued as provided in this chapter, the same, but no greater, rights and privileges as a domestic  
2 corporation organized for the purposes set out in the application under which the certificate of  
3 authority is issued and, except as otherwise provided in this chapter, is subject to the duties,  
4 restrictions, penalties and liabilities imposed on a domestic corporation of like character.

5 Sec. 10.21.790. REVOCATION OF CERTIFICATE OF AUTHORITY. A certificate of  
6 authority of a foreign corporation to conduct affairs in this state may be revoked by the  
7 commissioner if

8 (1) the corporation has failed to file and, if required, publish any document or pay  
9 a fee required under this chapter as provided in AS 10.21.578;

10 (2) the corporation fails to appoint and maintain a registered agent in this state;

11 (3) the corporation fails, after change of its registered office or registered agent,  
12 to file with the commissioner a statement of the change as required by this chapter;

13 (4) the corporation fails to file with the department an amendment to its articles  
14 of incorporation or articles of merger within the time prescribed by this chapter; or

15 (5) a misrepresentation of a material matter has been made in an application,  
16 report, affidavit, or other document submitted under this chapter.

17 Sec 10.21.793. LIMITATIONS ON REVOCATION OF CERTIFICATE OF  
18 AUTHORITY. The commissioner may not revoke a certificate of authority of a foreign corpora-  
19 tion unless

20 (1) the corporation has been given at least 60 days' notice by certified mail  
21 addressed to its registered office in this state; and

22 (2) the corporation fails before revocation to file the biennial report, pay the fees  
23 or penalties that are due, file the required statement of change of registered agent or registered  
24 office, file the articles of amendment or articles of merger, or correct the misrepresentation.

25 Sec. 10.21.795. ISSUANCE OF CERTIFICATE OF REVOCATION. Upon revoking a  
26 certificate of authority, the commissioner shall

27 (1) issue a certificate of revocation in duplicate;

28 (2) file one of the certificates in the office of the commissioner;

29 (3) mail to the corporation at its registered office in this state (AS 10.21.800) a  
30 notice of the revocation accompanied by one of the certificates.

31 Sec. 10.21.798. EFFECT OF CERTIFICATE OF REVOCATION. Upon the issuance

1 of a certificate of revocation, the authority of a corporation to conduct affairs in this state ceases.

2 Sec. 10.21.800. REGISTERED OFFICE AND REGISTERED AGENT OF A FOREIGN  
3 CORPORATION. A foreign corporation authorized to conduct affairs in this state shall have and  
4 continuously maintain in this state

5 (1) a registered office that may be, but need not be, the same as its principal  
6 office in this state; and

7 (2) a registered agent, who may be either an individual resident in this state whose  
8 office is identical to the registered office, or a domestic corporation or a foreign corporation  
9 authorized to conduct affairs in this state that has an office that is identical to the registered  
10 office.

11 Sec. 10.21.803. CHANGE OF REGISTERED OFFICE; CHANGE OR RESIGNATION  
12 OF REGISTERED AGENT OF FOREIGN CORPORATION. (a) A foreign corporation  
13 authorized to conduct affairs in this state may change its registered office or its registered agent,  
14 or both, upon filing with the commissioner a verified statement setting out

15 (1) the name of the corporation;

16 (2) the address of its registered office;

17 (3) the address of the proposed registered office if the address of its registered  
18 office is to be changed;

19 (4) the name of its registered agent;

20 (5) the name of its successor registered agent if its registered agent is to be  
21 changed; and

22 (6) a statement that the change is authorized by resolution adopted by its board  
23 of directors.

24 (b) The commissioner shall file the verified statement if the statement complies with this  
25 chapter. The change becomes effective when the statement is filed.

26 (c) A registered agent may resign by filing a written notice, executed in duplicate, with  
27 the commissioner. The written notice of resignation shall set out the latest address of the  
28 principal office of the corporation and the names, addresses, and titles of the most recent officers  
29 of the corporation known to the agent. The commissioner shall immediately mail a copy of the  
30 notice to the corporation at its principal office. The resignation becomes effective 30 days after  
31 the filing of the written notice or upon the appointment of a new agent by the corporation,

1       whichever is sooner.

2               Sec. 10.21.805. FILING OF STATEMENT OF CHANGE. A statement of change under  
3 AS 10.21.803 shall be executed and verified by the corporation by the board chair, president, or  
4 a vice-president and delivered to the commissioner. If the commissioner finds that the statement  
5 conforms to the provisions of this chapter, the commissioner shall file the statement in the office  
6 of the commissioner, and upon the filing, the change of address of the registered office, or the  
7 appointment of a new registered agent, or both, as the case may be, become effective.

8               Sec. 10.21.808. SERVICE OF PROCESS ON FOREIGN CORPORATION. The regis-  
9 tered agent appointed by a foreign corporation authorized to conduct affairs in this state is an  
10 agent of the corporation upon whom process, notice, or demand required or permitted by law to  
11 be served upon the corporation may be served.

12              Sec. 10.21.810. SERVICE ON COMMISSIONER. If a foreign corporation authorized  
13 to conduct affairs in this state, or not authorized to conduct affairs in this state but doing so, fails  
14 to appoint or maintain a registered agent in this state, or when a registered agent cannot with  
15 reasonable diligence be found at the registered office, or when the certificate of authority of a  
16 foreign corporation is suspended or revoked, the commissioner is an agent upon whom process,  
17 notice, or demand may be served. Service is made upon the commissioner as provided in  
18 AS 10.21.088(b).

19              Sec. 10.21.813. RECORDS KEPT BY COMMISSIONER. The commissioner shall keep  
20 a record of all processes, notices, or demands served upon a corporation under AS 10.21.810, and  
21 shall record the time of service and any action taken with reference to the service.

22              Sec. 10.21.815. PROCEDURE NOT EXCLUSIVE. AS 10.21.808 - 10.21.813 do not  
23 limit or affect the right to serve process, notice, or demand required or permitted by law to be  
24 served upon a corporation in any other manner.

25              Sec. 10.21.818. AMENDMENT TO ARTICLES OF INCORPORATION OF FOREIGN  
26 CORPORATION. If the articles of a foreign corporation authorized to conduct affairs in this  
27 state are amended, the foreign corporation shall, within 30 days after the amendment becomes  
28 effective, file with the commissioner a copy of the amendment authenticated by the proper officer  
29 of the state or country under whose laws it is incorporated. The filing of the amendment does  
30 not enlarge or alter the purpose that the corporation may pursue in the conduct affairs in this state  
31 under a name other than the name set out in its certificate of authority.

1           **Sec. 10.21.820. ORGANIC CHANGE OF FOREIGN CORPORATION.** If a foreign  
2 corporation authorized to conduct affairs in this state is a party to an organic change  
3 (AS 10.21.990) permitted by the laws of the state or country where it is incorporated, and the  
4 corporation is the surviving corporation, it shall, within 30 days after the change becomes  
5 effective, file with the commissioner a copy of the articles of merger, consolidation, or  
6 reorganization authenticated by the proper office of the state or country under whose laws the  
7 organic change was carried out. It is not necessary for the corporation to obtain a new or  
8 amended certificate of authority to conduct affairs in this state unless the name of the corporation  
9 is changed or unless the corporation desires to pursue in this state other or additional purposes  
10 than those that it is authorized to pursue in this state.

11           **Sec. 10.21.823. WITHDRAWAL OF FOREIGN CORPORATION.** A foreign corporation  
12 authorized to conduct affairs in this state may withdraw from this state on obtaining from the  
13 commissioner a certificate of withdrawal. To obtain a certificate of withdrawal the foreign  
14 corporation shall deliver to the commissioner an application for withdrawal.

15           **Sec. 10.21.825. CONTENTS OF APPLICATION FOR WITHDRAWAL.** An application  
16 for withdrawal must set out

- 17           (1) the name of the corporation and the state or country where it is incorporated;
- 18           (2) that the corporation is not conducting affairs in this state;
- 19           (3) that the corporation surrenders its authority to conduct affairs in this state;
- 20           (4) that the corporation revokes the authority of its registered agent in this state  
21 to accept service of process and consents that service of process in an action, suit, or proceeding  
22 based on a cause of action arising in this state during the time the corporation was authorized to  
23 conduct affairs in this state may be made on the corporation by service on the commissioner;
- 24           (5) a post office address, to which the commissioner may mail a copy of a process  
25 against the corporation that may be served on the commissioner;
- 26           (6) a statement of the number of memberships that the corporation may issue,  
27 itemized by classes, as of the date of the application;
- 28           (7) a statement of the number of members itemized by classes, as of the date of  
29 the application;
- 30           (8) additional information necessary or appropriate to enable the commissioner  
31 to determine and assess unpaid fees payable as prescribed in this chapter.

1           **Sec. 10.21.828. FORM OF APPLICATION FOR WITHDRAWAL.** An application for  
2 withdrawal shall be made on forms prescribed and furnished by the commissioner and shall be  
3 executed by the corporation by its board chair, president, or vice-president, and by its secretary  
4 or an assistant secretary, and verified by one of the officers signing the application, or, if the  
5 corporation is in the hands of a receiver or trustee, the application shall be executed and verified  
6 on behalf of the corporation by the receiver or trustee.

7           **Sec. 10.21.830. FILING OF APPLICATION FOR WITHDRAWAL.** Duplicate originals  
8 of an application for withdrawal shall be delivered to the commissioner for processing according  
9 to AS 10.21.905 and issuance of a certificate of withdrawal.

10           **Sec. 10.21.833. EFFECT OF CERTIFICATE OF WITHDRAWAL.** On the issuance of  
11 a certificate of withdrawal, the authority of a corporation to conduct affairs in this state ceases.

12                           **ARTICLE 12. REPORTS, FEES, AND PENALTIES.**

13           **Sec. 10.21.850. BIENNIAL REPORT OF DOMESTIC AND FOREIGN**  
14 **CORPORATIONS.** A domestic corporation and a foreign corporation authorized to conduct  
15 affairs in this state shall file a biennial report within the time prescribed by this chapter.

16           **Sec. 10.21.852. CONTENTS OF BIENNIAL REPORT.** A biennial report must include  
17                           (1) the name of the corporation and the state or country where it is incorporated;  
18                           (2) the address of the registered office of the corporation in this state, and the  
19 name of its registered agent in this state at that address, and, in the case of a foreign corporation,  
20 the address of its principal office in the state or country where it is incorporated;  
21                           (3) a brief statement of the purposes of the corporation in this state;  
22                           (4) the names and addresses of the directors and officers of the corporation;  
23                           (5) a statement of the number of memberships that the corporation has authority  
24 to issue, itemized by classes;  
25                           (6) a statement of the number of members itemized by classes;  
26                           (7) the name and address of each person holding as of September 30 of each year  
27 the power to directly cause the election or designation of one or more members of the board;  
28                           (8) the gross receipts of the corporation during the reporting period from all  
29 sources;  
30                           (9) the amount, expressed in dollars and as a percentage of the gross receipts of  
31 the corporation, of each of the following:

- 1 (A) membership fees, dues, and assessments;
- 2 (B) donations;
- 3 (C) grants from governmental entities;
- 4 (D) sales of goods or services; and
- 5 (E) all other sources;

6 (10) in the case of a mutual benefit corporation, the amount, expressed in dollars  
7 and as a percentage of the total income, of the total income used or held for the following  
8 purposes:

- 9 (A) recurrent administrative costs;
- 10 (B) nonrecurrent administrative costs;
- 11 (C) providing services or making facilities available to members as  
12 authorized in its articles, exclusive of the administrative cost of providing these services;  
13 and
- 14 (D) all other expenses of the corporation;

15 (11) in the case of a public benefit corporation, the amount, expressed in dollars  
16 and as a percentage of total income, of the total income used or held for the following purposes:

- 17 (A) recurrent administrative costs;
- 18 (B) nonrecurrent administrative costs;
- 19 (C) public or charitable purposes as stated in its articles;
- 20 (D) all other expenses of the corporation;

21 (12) information required by AS 10.21.293.

22 Sec. 10.21.854. FILING OF BIENNIAL REPORT. (a) A biennial report of a domestic  
23 or foreign corporation shall be filed with the department and is due before July 2 of the filing  
24 year. The biennial report is delinquent if not filed before August 1 of each year. Delinquent  
25 returns are subject to the penalty provided in AS 10.21.858.

26 (b) Proof to the satisfaction of the commissioner that on or before August 1 the report  
27 was deposited in the United States mail in a sealed envelope, properly addressed with postage  
28 prepaid, is compliance with (a) of this section.

29 (c) The commissioner shall file the report if the commissioner finds that the report  
30 conforms to the requirements of this chapter. If the commissioner finds that the report does not  
31 conform to the requirements of this chapter, the commissioner shall promptly return it to the

1 corporation for necessary corrections. If the report is corrected to conform to the requirements  
2 of this chapter and returned to the commissioner in sufficient time to be filed before October 1  
3 of the year in which it is due, the penalty provided in AS 10.21.858 for failure to file the report  
4 within the time required does not apply.

5 (d) Upon receipt of a form from the commissioner, a domestic or foreign corporation  
6 shall file a biennial report within six months after original incorporation or authorization to  
7 conduct affairs in this state.

8 Sec. 10.21.858. PENALTY FOR FAILURE TO FILE DOCUMENTS OR PAY FEES.  
9 If a domestic or foreign corporation fails to file and publish a document required by this chapter  
10 or pay a fee within the time prescribed by this chapter the commissioner shall collect a penalty  
11 of \$10 for the first month that the filing, publication, or payment is not made, and \$100 for each  
12 additional month up to a total of five months, and after six months without the filing, publication,  
13 or payment the commissioner may

14 (1) involuntarily dissolve a delinquent domestic corporation under AS 10.21.578;

15 or

16 (2) revoke the certificate of authority of a delinquent foreign corporation to  
17 conduct affairs in this state under AS 10.21.790.

18 Sec. 10.21.860. INTERROGATORIES BY COMMISSIONER; JUDICIAL  
19 PROCEEDING TO CONTEST. (a) The commissioner may propound to a domestic or foreign  
20 corporation and to an officer or director of a domestic or foreign corporation interrogatories  
21 reasonably necessary and proper to enable the commissioner to ascertain whether the corporation  
22 has complied with the provisions of this chapter.

23 (b) Interrogatories shall be propounded by the commissioner or a person designated by  
24 the commissioner to

25 (1) a domestic corporation by mailing them to the corporation's agent identified  
26 under AS 10.21.088;

27 (2) a foreign corporation by mailing them to the corporation's agent identified  
28 under AS 10.21.808;

29 (3) an individual officer or director of a domestic or foreign corporation by  
30 mailing by registered or certified mail a copy of the interrogatories addressed to the person at the  
31 person's office in this state, or, if the person has no office in this state, to the principal office of

1 the person.

2 (c) Interrogatories shall be answered within 30 days, or within the additional time fixed  
3 by the commissioner or by the superior court. Answers shall be full and complete, in writing,  
4 and under oath. If the interrogatories are directed to an individual they shall be answered by that  
5 individual, and if directed to a corporation they shall be answered by the board chair, president,  
6 vice-president, secretary, or assistant secretary of the corporation or, in the instance of a foreign  
7 corporation, the person functioning as comparable officer in accordance with the laws of the state  
8 of incorporation.

9 (d) A petition stating good cause to extend the date for answer, to modify, or set aside  
10 the interrogatories propounded by the commissioner, or to enforce compliance with AS 10.21.862  
11 may be filed in the superior court before the expiration of the 30 days fixed in this subsection  
12 for answer.

13 Sec. 10.21.862. CONFIDENTIALITY OF INFORMATION DISCLOSED BY  
14 INTERROGATORIES. Interrogatories and answers propounded and obtained under  
15 AS 10.21.860 are not open to public inspection and the commissioner may not disclose facts or  
16 information obtained from the interrogatories except as official duty requires or unless the  
17 interrogatories or answers are required for evidence in criminal proceedings or other action by  
18 the state.

19 Sec. 10.21.864. FAILURE TO ANSWER INTERROGATORIES. Unless otherwise  
20 provided by an order of court issued in response to a petition filed under AS 10.21.860(d),

21 (1) a domestic or foreign corporation and each officer or director of a domestic  
22 or foreign corporation that wilfully fails or refuses to answer truthfully and fully interrogatories  
23 propounded by the commissioner within the time prescribed by AS 10.21.860(c) is guilty of a  
24 class A misdemeanor; and

25 (2) the commissioner need not file a document to which the interrogatories relate  
26 until the interrogatories are properly answered and need not file a document to which the  
27 interrogatories relate if the answers disclose that the document does not conform to the provisions  
28 of this chapter.

29 Sec. 10.21.866. PENALTY FOR SIGNING FALSE DOCUMENT. An officer or director  
30 of a domestic or foreign corporation who signs articles, or a statement, report, application, or  
31 other document filed with the commissioner that is known to the officer or director to be false

1 in a material respect, is guilty of a class A misdemeanor.

2 Sec. 10.21.868. FEES. (a) The department shall establish by regulation, charge, and  
3 collect a fee for

4 (1) filing articles of incorporation and issuing a certificate of incorporation;

5 (2) filing an application for a certificate of authority to conduct affairs in this state  
6 and issuing a certificate of authority;

7 (3) filing articles of amendment and issuing a certificate of amendment;

8 (4) filing a statement of change of the identify or address of a registered agent;

9 (5) a foreign corporation filing a certificate of the appointment and consent of an  
10 agent residing in this state, or a certificate of revocation of the appointment of the resident agent;

11 (6) filing a document required by this chapter for the dissolution of a corporation  
12 organized under this chapter;

13 (7) filing a document not listed under (1) - (6) of this subsection;

14 (8) furnishing a certified copy of a document.

15 (b) A fee required under this chapter shall be paid in advance.

16 (c) The fees charged under this section shall be uniform, except that a lesser fee may be  
17 charged a public benefit corporation or foreign corporation that would, if formed under this  
18 chapter, be a public benefit corporation.

19 (d) The department may by regulation charge a corporation subject to this chapter a fixed  
20 fee in place of the fees specified in this chapter and for routine administrative services rendered  
21 to the corporation by the department.

22 Sec. 10.21.872. WITHDRAWAL OF FOREIGN CORPORATION: PENALTIES;  
23 FILING CERTIFICATE. A registered foreign corporation may withdraw from this state upon  
24 payment of all penalties due at the time of desired withdrawal, and by filing with the department  
25 a certificate of withdrawal, signed by its proper officers and under its corporate seal.

26 Sec. 10.21.876. PENALTIES ON FILING CERTIFICATE OF DISSOLUTION OF  
27 FOREIGN CORPORATION. If a foreign corporation desires to file a certificate of dissolution  
28 from the state of its incorporation it shall file the certificate, signed by the proper state officer,  
29 under seal, upon payment of all penalties due to this state at the time of dissolution.

30 Sec. 10.21.882. EXEMPTION FROM BIENNIAL CORPORATION TAX. A corporation  
31 organized under this chapter or a foreign corporation organized under the laws of the United

1 States, a state, or foreign country for the same purpose as those allowed under this chapter is  
2 exempt from the payment of the biennial corporation tax imposed by AS 10.06.845.

3 Sec. 10.21.894. APPEAL FROM REVOCATION OF CERTIFICATE OF AUTHORITY.

4 If the commissioner revokes a certificate of authority of a foreign corporation to conduct affairs  
5 in this state under this chapter, the foreign corporation may appeal to the superior court by filing  
6 with the clerk of the court a petition setting out a copy of its certificate of authority and a copy  
7 of the notice of revocation given by the commissioner. The matter shall be tried de novo by the  
8 superior court, and the court shall either sustain the action of the commissioner or direct the  
9 commissioner to take action the court considers proper.

10 Sec. 10.21.896. CANCELLATION OF CERTIFICATES ISSUED AND FILINGS  
11 ACCEPTED. The commissioner may within one year after a filing, and after written notice to  
12 the corporation or individual making a filing, cancel a certificate issued or filing accepted under  
13 this chapter, on any ground existing at the time of issuance or filing for which the commissioner  
14 could have originally refused to issue the certificate or accept the filing. The notice of  
15 cancellation shall state the reason for the cancellation. A corporation or individual may request  
16 a hearing within 90 days after receipt of the notice. Cancellation becomes final if the corporation  
17 or individual does not request a hearing within 90 days after receipt of notice. Notice of  
18 cancellation shall be sent by certified mail with return receipt requested. If the return receipt is  
19 not received by the department within a reasonable time and the department has made diligent  
20 inquiry as to the address of the corporation, notice may be made by publication in a newspaper  
21 of general circulation in the vicinity of the registered office of the corporation or the address of  
22 the individual who made the filing. Cancellation becomes final 60 days after publication of the  
23 notice if the person or corporation does not request a hearing.

24 Sec. 10.21.898. FORMS TO BE FURNISHED BY THE COMMISSIONER. Reports re-  
25 quired by this chapter to be filed with the department or the commissioner shall be on forms  
26 prescribed and furnished by the commissioner. Forms for other documents to be filed in the  
27 office of the department or the commissioner shall be furnished by the commissioner on request,  
28 but the use of these forms, unless required in this chapter, is not mandatory.

29 ARTICLE 13. MISCELLANEOUS PROVISIONS.

30 Sec. 10.21.905. PROCESSING OF WRITINGS FILED WITH THE COMMISSIONER.

31 If a writing delivered to the commissioner for filing conforms to law and all fees and corporation

1 taxes prescribed in this chapter have been paid, the commissioner shall

2 (1) endorse on each duplicate original the word "filed" and the date of the filing;

3 (2) file one duplicate original in the office of the commissioner;

4 (3) return a duplicate original of the writing, together with any writing issued by  
5 the commissioner attached to the original, to the corporation or its representative.

6 Sec. 10.21.910. APPEAL FROM DISAPPROVAL OF DOCUMENT. If the commis-  
7 sioner fails to approve articles of incorporation, amendment, merger, consolidation or dissolution,  
8 or any other document required by this chapter to be approved by the commissioner, the  
9 commissioner shall, within 10 days after the receipt of the document, give written notice of  
10 disapproval to the person or domestic or foreign corporation delivering the document, specifying  
11 the reasons for disapproval. The person or corporation may appeal from the disapproval to the  
12 superior court by filing with the clerk of the court a petition setting out a copy of the document  
13 sought to be filed and a copy of the written disapproval. The matter shall be tried de novo by  
14 the superior court, which shall either sustain the action of the commissioner or direct the  
15 commissioner to take action the court considers proper.

16 Sec. 10.21.915. WRITINGS; CORRECTIONS. A writing relating to a domestic or  
17 foreign corporation filed by the commissioner under this chapter may be corrected if it contains  
18 an error apparent on the face or defect in the execution of the writing including the deletion of  
19 matter not permitted to be stated in the writing. A certificate entitled Certificate of Correction  
20 of . . . (correct title of writing) shall be signed, verified, or acknowledged in the same manner  
21 as the original writing and delivered to the commissioner. The certificate shall set out the name  
22 of the corporation, the date the writing to be corrected was filed by the commissioner, the  
23 provision in the writing corrected or eliminated and, if the execution was defective, the proper  
24 execution. The filing of the certificate by the commissioner does not alter the effective time of  
25 the writing being corrected and does not affect any right or liability accrued or incurred before  
26 the filing. A corporate name may not be changed or corrected under this section.

27 Sec. 10.21.920. WRITINGS AS EVIDENCE. (a) A writing filed by the commissioner  
28 relating to a domestic or foreign corporation and containing statements of fact required or  
29 permitted by law and a certification by the commissioner of the absence of a filing shall be  
30 received in all courts, public offices, and official bodies as prima facie evidence of these facts  
31 and of the execution of the writing.

1 (b) If under the laws of a jurisdiction other than this state a writing by an officer in that  
2 jurisdiction or a copy of a writing certified or exemplified by an officer may be received as prima  
3 facie evidence of the incorporation, existence, or capacity of a foreign corporation incorporated  
4 in that jurisdiction, the writing when exemplified shall be received in all courts, public offices,  
5 and official bodies of this state, as prima facie evidence with the same force as in that  
6 jurisdiction. The writing or certified copy of the writing shall be received without being  
7 exemplified if it is certified by the secretary of state or official performing the equivalent function  
8 as to corporate records of that jurisdiction.

9 Sec. 10.21.925. CORPORATE SEAL AS EVIDENCE. The presence of a corporate seal  
10 on a writing purporting to be executed by authority of a domestic or foreign corporation shall be  
11 prima facie evidence that the writing was executed with the authority of the corporation.

12 Sec. 10.21.930. WAIVER OF NOTICE. If notice is required to be given to a member  
13 or director of a corporation under the provisions of this chapter or under the provisions of the  
14 articles or bylaws of the corporation, a waiver of the notice in writing signed by the person  
15 entitled to notice, whether before or after the time stated for notice, is equivalent to the giving  
16 of notice.

#### 17 ARTICLE 14. GENERAL PROVISIONS.

18 Sec. 10.21.950. POWERS OF COMMISSIONER. The commissioner (AS 10.21.990) has  
19 the power and authority reasonably necessary to enable the commissioner to administer this  
20 chapter efficiently and to perform the duties imposed by this chapter.

21 Sec. 10.21.953. REGULATIONS. To the extent provided by explicit reference in this  
22 chapter, the department shall adopt regulations referred to in this chapter in accordance with the  
23 Administrative Procedure Act (AS 44.62).

24 Sec. 10.21.955. APPLICATION. To the extent permitted under federal law, this chapter  
25 applies to commerce with foreign nations and among the several states and to corporations  
26 formed under federal law.

27 Sec. 10.21.958. PROVISIONS AS RESTATEMENTS AND CONTINUATIONS. If a  
28 provision of this chapter is substantially the same as a statutory provision in former AS 10.20  
29 existing on June 30, 1992, it shall be construed as a restatement and continuation, and not as a  
30 new enactment.

31 Sec. 10.21.960. CORPORATIONS ORGANIZED UNDER ALASKA NATIVE CLAIMS

1 SETTLEMENT ACT. (a) A village corporation organized under 43 U.S.C. 1601 - 1629e as  
2 amended (Alaska Native Claims Settlement Act) that elects the status of a nonprofit corporation  
3 under 43 U.S.C. 1607(a) shall be incorporated under and is subject to this chapter except

4 (1) each corporation shall issue without further consideration the number of shares  
5 of common stock that may be necessary to comply with the requirement of the Act and all stock  
6 so issued is considered fully paid and nonassessable when issued;

7 (2) unless otherwise provided in the articles of incorporation, the capital

8 (A) is deemed the consideration for the initial issuance of shares; and

9 (B) of a corporation organized under the Act includes the

10 (i) land or interests in it conveyed to the corporation by the United  
11 States under the Act, except that which is required to be conveyed under 43  
12 U.S.C. 1613(c) entered at its fair value to the corporation upon receiving the  
13 conveyance of it; and

14 (ii) money, when received under 43 U.S.C. 1605 and 43 U.S.C.  
15 1608, that is retained by the corporation and that is not immediately distributed  
16 or required to be distributed under 43 U.S.C. 1606(j).

17 (b) Payment from the money of a corporation organized under the Act that is required  
18 by the language of the Act to be distributed to shareholders or to other corporations so organized  
19 is not a distribution to its members under AS 10.21.180.

20 (c) Notwithstanding the provisions of AS 10.21.513, a plan of merger, consolidation, or  
21 exchange in which each participating corporation either (1) was organized under the Act, within  
22 the same one of the 12 regions of Alaska established under the Act, or (2) resulted from the prior  
23 merger, consolidation, or exchange of other similarly organized corporations within the same  
24 region, is approved if it receives the affirmative vote of the holders of at least a majority of the  
25 outstanding shares or members of each corporation. If a class of members of a corporation  
26 specified in this subsection is entitled to vote as a class, the plan of merger, consolidation, or  
27 exchange is approved if it receives the affirmative vote of the holders of at least a majority of  
28 the members of each class entitled to vote as a class and of the total memberships.  
29 Notwithstanding AS 10.21.530 - 10.21.543, a plan of merger, consolidation, or exchange  
30 approved under this section may not include a right of members to dissent if prohibited by the  
31 Act.

1 (d) A director or officer of a corporation organized under the Act is not personally liable  
2 to the contract creditors specified in AS 10.21.440 except as otherwise provided by law.

3 (e) Notwithstanding the provisions of AS 10.21.450 - 10.21.460, a corporation organized  
4 under the Act may amend its articles by a vote of the board of directors in order for the  
5 corporation to comply with the mandatory requirements of the Act.

6 (f) Notwithstanding the other provisions of this chapter, a corporation organized under  
7 the Act is governed by the Act to the extent the Act is inconsistent with this chapter, and the  
8 corporation may take any action, including amendment of its articles, authorized by the Act, and  
9 the action is considered to be approved and adopted if approved under the Act. An amendment  
10 approved under the Act and delivered to the commissioner under AS 10.21.463 shall be filed by  
11 the commissioner under AS 10.21.905, and a certificate of amendment shall be issued.

12 (g) Notwithstanding AS 10.21.180, the directors of the corporation organized under the  
13 Act may, from time to time, distribute to its members in partial liquidation a portion of the  
14 corporation's assets out of capital, in cash or property, except that a distribution

15 (1) may not be made at a time when the corporation is, or as a result of the  
16 distribution would be, likely to be unable to meet its liabilities as they mature;

17 (2) may not be made unless the articles of incorporation authorize the board to  
18 make the distribution or the distribution is authorized by the affirmative vote of at least two-  
19 thirds of the shareholders;

20 (3) when made, shall be identified as a distribution in partial liquidation and the  
21 amount per membership shall be disclosed to the members concurrently with the distribution.

22 (h) For the purposes of this chapter, in the Act

23 (1) "share" means a membership;

24 (2) "shareholder" means a member.

25 (i) In this section, "Act" means 43 U.S.C. 1601 - 1629e (Alaska Native Claims  
26 Settlement Act).

27 Sec. 10.21.975. RESERVATION OF POWER. The legislature reserves the right, at  
28 pleasure, to alter, amend, suspend, or repeal in whole or in part this chapter, or a certificate of  
29 incorporation or the authority to conduct affairs in this state, of a domestic or foreign corporation,  
30 whether or not existing or authorized on July 1, 1992.

31 Sec. 10.21.980. SIGNATURE. "Signature" includes a mark when the signer cannot

1 write. The signer's name shall be written near the mark by a witness who shall write the  
2 witness's own name near the signer's name. A signature by mark can be acknowledged or can  
3 serve as a signature to a sworn statement.

4 Sec. 10.21.985. RULES OF CONSTRUCTION GOVERNING. (a) Unless a provision  
5 or the context otherwise requires, the general provisions and rules of construction in this section  
6 govern this chapter.

7 (b) When, by the provisions of this chapter, a power is granted to, or a duty imposed  
8 upon, a public officer, the power may be exercised or the duty performed by a deputy of the  
9 officer or by a person authorized, under law, by the officer, unless this chapter expressly provides  
10 otherwise.

11 (c) When a notice, report, statement, or record is required or authorized by this chapter,  
12 it shall be made in writing in a manner reasonably calculated to communicate the notice, report,  
13 statement, or record to the recipient.

14 (d) A reference in this chapter to mailing means first class mail, postage prepaid, unless  
15 certified mail is specified.

16 (e) Subject to a specific accounting treatment required by a particular section of this  
17 chapter,

18 (1) references in this chapter to financial statements, balance sheets, income  
19 statements and references to assets, liabilities, income, and similar accounting items of a  
20 corporation mean financial statements or accounting items prepared or determined fairly and  
21 reasonably to present the purported matters;

22 (2) financial statements prepared or determined in accordance with generally  
23 accepted accounting principles then applicable are fair and reasonable; the fair and reasonable  
24 quality of statements and determinations prepared under other practices and principles shall be  
25 proved by the corporation;

26 (3) references in this chapter to financial statements mean, in the case of a  
27 corporation that has subsidiaries, consolidated statements of the corporation and its subsidiaries,  
28 and all references to accounting items mean items determined on a consolidated basis in  
29 accordance with consolidated financial statements.

30 (f) A reference in this chapter to the time a notice is given or sent means the time a  
31 written notice by mail is deposited in the United States mail, postage prepaid, the time any other

1 written notice is personally delivered to the recipient or is delivered to a common carrier for  
2 transmission, or actually transmitted by electronic means to the recipient by the person giving  
3 the notice, or the time oral notice is communicated in person or by electronic means to the  
4 recipient or to a person at the office of the recipient who the person giving the notice has reason  
5 to believe will promptly communicate it to the recipient.

6 (g) Since there are fundamental differences between for-profit and nonprofit corporations,  
7 it is not necessary to construe language in this chapter to have the same meaning as similar or  
8 identical language in AS 10.06.

9 Sec. 10.21.990. DEFINITIONS. In this chapter, unless the context otherwise requires,

10 (1) "acknowledged" means that a document is accompanied by a certificate of its  
11 acknowledgement as provided in AS 09.63;

12 (2) "affiliate" means a person that directly or indirectly through one or more  
13 intermediaries controls, or is controlled by, or is under common control with, a corporation  
14 subject to this chapter;

15 (3) "alien" means

16 (A) an individual who is not a citizen or national of the United States, or  
17 who is not lawfully admitted to the United States for permanent residence, or paroled into  
18 the United States under 8 U.S.C. 1101 - 1503, Immigration and Nationality Act;

19 (B) a person, other than an individual, that was not created or organized  
20 under the laws of the United States or of a state, or whose principal office is not located  
21 in a state; or

22 (C) a person, other than an individual, that was created or organized under  
23 the laws of the United States or of a state, or whose principal office is located in a state,  
24 and that is controlled by a person described in (A) or (B) of this paragraph;

25 (4) "approved by a majority of all members" or "approval of a majority of all  
26 members" means approval by an affirmative vote or written ballot of a majority of the votes  
27 entitled to be cast; this approval includes the affirmative vote of

28 (A) a majority of the outstanding memberships of each class, unit, or  
29 grouping of members entitled by the articles or the bylaws to vote as a class, unit or  
30 grouping of members on the subject matter; and

31 (B) a greater proportion, including all, of the memberships of a class, unit,

- 1 or grouping of members, if a greater proportion is required by this chapter or the articles;
- 2 (5) "approved by a majority of the entire board" or "approval of a majority of the
- 3 entire board" means approval by an affirmative vote or written ballot of a majority of the entire
- 4 board;
- 5 (6) "approved by the board" or "approval of the board" means approved or ratified
- 6 by the vote of the board or by a committee authorized to exercise the powers of the board, except
- 7 as to matters not within the competence of a committee under AS 10.21.390;
- 8 (7) "approved by the members" or "approval of the members" means approved
- 9 or ratified by the affirmative vote of a majority of the memberships entitled to vote represented
- 10 at a duly held meeting at which a quorum is present, or of a greater proportion, including all, of
- 11 the memberships of a class if a greater proportion is required by this chapter or the articles for
- 12 all or any specified member action;
- 13 (8) "articles" or "articles of incorporation" means the original or restated articles
- 14 of incorporation and all amendments and includes articles of merger;
- 15 (9) "bylaws" means a code of rules adopted for the regulation or management of
- 16 the affairs of the corporation irrespective of the name by which these rules are known;
- 17 (10) "certified mail" includes registered mail;
- 18 (11) "commissioner" means the commissioner of commerce and economic
- 19 development or a designee of the commissioner;
- 20 (12) "control" or "controlling interest" means
- 21 (A) the power to elect or designate one or more members of the board of
- 22 directors in the case of a foreign or domestic corporation having five or fewer directors;
- 23 or
- 24 (B) the power to elect or designate 20 percent or more of the members of
- 25 the board of directors in the case of a foreign or domestic corporation having more than
- 26 five directors;
- 27 (13) "corporation" means a nonprofit corporation subject to the provisions of this
- 28 chapter, but does not include a foreign corporation;
- 29 (14) "department" means the Department of Commerce and Economic
- 30 Development;
- 31 (15) "director" means a natural person who is a member of the governing board

1 of a corporation, irrespective of the title by which the person is known;

2 (16) "domestic corporation" means a nonprofit corporation subject to the  
3 provisions of this chapter, but does not include a foreign corporation;

4 (17) "donation" includes the transfer of any legal consideration if the transferor  
5 becomes entitled to a charitable tax deduction upon transfer; "donation" does not include a grant  
6 or other transfer from or by a state, federal, municipal, or other governmental agency or body;

7 (18) "entire board" means the total number of directors of a corporation if there  
8 are no vacancies;

9 (19) "filed" means filed in the office of the commissioner unless otherwise  
10 expressly provided;

11 (20) "foreign corporation" means a corporation organized under laws other than  
12 the laws of this state that would, if formed in this state, be either a mutual benefit or public  
13 benefit corporation;

14 (21) "insolvent" means the inability of a corporation to pay its debts as they  
15 become due in the regular course of business;

16 (22) "member" means a person having membership rights in a corporation under  
17 the provisions of its articles of incorporation or bylaws;

18 (23) "mutual benefit corporation" means a domestic corporation other than a  
19 public benefit corporation;

20 (24) "nonprofit corporation" means a corporation

21 (A) formed exclusively for a purpose for which a corporation may be  
22 formed under this chapter and not for pecuniary profit or financial gain; and

23 (B) no part of the assets, income, or profits of which is distributable to,  
24 or inures to the benefit of, its members, directors, or officers except to the extent  
25 permitted under this chapter;

26 (25) "organic change" means a merger, consolidation, or sale of assets other than  
27 in the regular course of business;

28 (C) that has no voting members or whose only members are its directors  
29 or officers;

30 (26) "proxy" means a written authorization signed by a member or the member's  
31 attorney-in-fact giving another person power to vote with respect to the membership of the

1 member; "signed" for the purpose of this paragraph means the placing of the member's name on  
2 the proxy by manual signature by the member or by the member's attorney-in-fact;

3 (27) "proxy holder" means the person to whom a proxy is given;

4 (28) "public benefit corporation" means a domestic corporation

5 (A) formed for a public or charitable purpose;

6 (B) that derives more than 10 percent of its annual income from donations;

7 or

8 (C) that has no voting members or whose only members are its directors

9 or officers;

10 (29) "signature" includes a mark if the person cannot write;

11 (30) "state" means any of the United States, the District of Columbia, the  
12 Commonwealth of Puerto Rico, the Northern Mariana Islands, Guam, the Virgin Islands,  
13 American Samoa, the Trust Territory of the Pacific Islands, or any other territory or possession  
14 of the United States;

15 (31) "subsidiary" of a specified corporation means a corporation in which the  
16 specified corporation holds a controlling interest;

17 (32) "surviving corporation" means a corporation into which one or more other  
18 corporations are merged;

19 (33) "vacancy" when used with respect to the board means any authorized position  
20 of director that is not then filled by a duly elected director, whether caused by death, resignation,  
21 removal, change in the authorized number of directors, or otherwise;

22 (34) "verified" means certified as true under in AS 09.63.040;

23 (35) "vote" includes authorization by written consent, subject to the provisions  
24 of AS 10.21.285 and 10.21.405(b);

25 (36) "writing" includes any form of recorded message capable of comprehension  
26 by ordinary visual means.

27 Sec. 10.21.995. SHORT TITLE. This chapter may be cited as the Alaska Nonprofit  
28 Corporations Code.

29 \* Sec. 2. AS 10 is amended by adding a new chapter to read:

30 CHAPTER 41. RELIGIOUS CORPORATIONS.

31 ARTICLE 1. CORPORATE PURPOSE AND POWERS.

1           **Sec. 10.41.005. PURPOSES FOR WHICH AUTHORIZED.** A corporation may be formed  
2 for acquiring, holding, or disposing of church or religious society property for

- 3                   (1) the benefit of religion;  
4                   (2) works of charity and education; or  
5                   (3) public worship.

6           **Sec. 10.41.010. CORPORATE POWERS.** A corporation organized under this chapter  
7 may

8                   (1) acquire by donation, gift, bequest, devise, or purchase, and hold and maintain  
9 real and personal property, and grant, sell, convey, or otherwise dispose of property as may be  
10 necessary to carry on or promote the objects of the corporation, but not for the purpose of  
11 obtaining revenue or profits from the property;

12                   (2) borrow money and give written obligations for repayment, and give mortgages  
13 or other liens upon real or personal property to secure payment of written obligations, when  
14 necessary to promote the objects of the corporation;

15                   (3) enter into contracts;

16                   (4) sue and be sued;

17                   (5) establish and maintain a cemetery subject to the provisions of AS 10.30;

18                   (6) adopt and use a common seal by which all deeds and acts of the corporation  
19 may be authenticated;

20                   (7) make and alter bylaws not inconsistent with its articles of incorporation or  
21 with the laws of the state, for the administration and regulation of the affairs of the corporation;

22                   (8) pay pensions and establish pension plans, pension trusts, and other incentive  
23 plans for its officers and employees;

24                   (9) act as a trustee under a trust incidental to the principal affairs of the corpora-  
25 tion, and receive, hold, administer, exchange, and expend money and property subject to the trust;

26                   (10) have and exercise all powers necessary or convenient to carry out the  
27 purposes for which the corporation was organized.

28           **Sec. 10.41.015. LIMITATIONS ON AUTHORITY OF CORPORATE AGENTS.** (a) A  
29 limitation on the powers of the corporation sole, trustees, members, or officers, or on the manner  
30 of exercise of their powers, contained in or implied by the articles, bylaws, or action of the  
31 trustees, members, or officers, or by AS 10.41.300 - 10.41.455 may not be asserted as between

1 the corporation or a member and a third person, except in a proceeding

2 (1) by a member or the state to enjoin the doing or continuance of unauthorized  
3 business by the corporation or its officers, or both, in cases where third parties have not acquired  
4 rights under AS 10.41.020;

5 (2) to dissolve the corporation; or

6 (3) by the corporation or by a member suing in a representative suit for violation  
7 of the duties of the corporation sole, trustee, member, or officer.

8 (b) This section also applies to contracts, undertakings, and conveyances made by foreign  
9 corporations in this state and to conveyances by foreign corporations of real property situated in  
10 this state.

11 Sec. 10.41.020. CONTRACTS OR CONVEYANCES BINDING CORPORATION. (a)

12 A contract or conveyance made in the name of the corporation that is authorized or ratified by  
13 the corporation sole, trustees, or members or is done within the scope of the authority, actual or  
14 apparent, conferred by the corporation sole, trustees, or members, or within the agency powers  
15 of the officers executing it, except as the authority is limited by law, binds the corporation, and  
16 the corporation acquires rights under the contract, whether the contract is executed or wholly or  
17 in part executory.

18 (b) This section also applies to contracts and conveyances made by foreign corporations  
19 of real property situated in this state.

20 ARTICLE 2. NAME AND SERVICE OF PROCESS.

21 Sec. 10.41.030. CORPORATE NAME. (a) Depending upon the election of organi-  
22 zational form under AS 10.41.105(a)(6), a corporation organized under this chapter shall adopt  
23 one of the following as its corporate name:

24 (1) in the case of a corporation sole the corporate name must be the same as the  
25 office within the church or religious denomination held by the incorporator and must be followed  
26 by the words "and successors, a corporation sole";

27 (2) in the case of a trustee corporation the corporate name must conclude with  
28 the words "a trustee corporation" and may include a reference to the denomination and church,  
29 temple, synagogue, or other term designating a congregation or house of worship;

30 (3) in the case of a membership corporation the corporate name must conclude  
31 with the words "a membership corporation" and may include a reference to the denomination and

1 church, temple, synagogue, or other term designating a congregation or house of worship.

2 (b) The name of the corporation may not

3 (1) contain a word or phrase that indicates or implies that it is organized for a  
4 purpose other than the purpose contained its articles or that it is authorized or empowered to  
5 conduct the business of banking or insurance;

6 (2) contain the word "city," "borough," or "village," or otherwise imply that the  
7 corporation is a municipality, but the name of a city, borough, or village may be used in the  
8 corporate name;

9 (3) be the same name as, or deceptively similar to, the name of a domestic  
10 corporation existing under the laws of this state or a foreign corporation authorized to conduct  
11 affairs in this state, or a name the exclusive right to which is reserved in the manner provided  
12 in this title.

13 Sec. 10.41.035. RESERVATION OF CORPORATE NAME. The exclusive right to the  
14 use of a corporate name may be reserved by a

15 (1) person intending to organize a domestic corporation under this chapter;

16 (2) domestic corporation intending to change its name;

17 (3) foreign corporation intending to apply for a certificate of authority to conduct  
18 affairs in this state;

19 (4) foreign corporation authorized to conduct affairs in this state and intending  
20 to change its name;

21 (5) person intending to organize a foreign corporation and to have it apply for a  
22 certificate of authority to conduct affairs in this state.

23 Sec. 10.41.040. APPLICATION TO RESERVE CORPORATE NAME. Reservation of  
24 a corporate name is made by filing an application with the commissioner. If the commissioner  
25 finds that the name is available for corporate use, and not a reserved or registered business name  
26 as set out in AS 10.35, the commissioner shall reserve it for the exclusive use of the applicant  
27 for a period of 120 days.

28 Sec. 10.41.045. TRANSFER OF RESERVED NAME. The holder of a reserved  
29 corporate name may transfer the right to the exclusive use of the corporate name to another  
30 person by filing with the commissioner a notice of transfer signed by the holder and specifying  
31 the name and address of the transferee.

1           **Sec. 10.41.050. FOREIGN CORPORATIONS: REGISTRATION OF CORPORATE**  
2 **NAME.** A corporation organized and existing under the laws of any state may register its  
3 corporate name if the name is not the same as, or deceptively similar to, the name of a domestic  
4 corporation, the name of a foreign corporation authorized to conduct affairs in this state, or a  
5 corporate name reserved or registered under AS 10.35.

6           **Sec. 10.41.055. USE OF SAME OR DECEPTIVELY SIMILAR NAME.** Incorporation,  
7 obtaining a certificate of authority by a foreign corporation, or registration of a corporate name  
8 gives the exclusive right to the use of the name. The person who has incorporated, received a  
9 certificate of authority, or registered a corporate name under this chapter may enjoin the use of  
10 the same name or a deceptively similar name and has a cause of action for damages against a  
11 person who uses the same name or deceptively similar name.

12           **Sec. 10.41.060. PROCEDURE FOR REGISTRATION OF CORPORATE NAME.**  
13 Registration of a corporate name is made by filing with the commissioner

14           (1) an application for registration executed by an officer of the corporation setting  
15 out the name of the corporation, the state under the laws of which it is incorporated, the date of  
16 incorporation, a statement that it is conducting affairs, and a brief statement of its corporate  
17 purposes; and

18           (2) a certificate from an official of the state where the corporation is organized  
19 who has custody of the records pertaining to corporations stating that the corporation is in good  
20 standing under the laws of that state or territory.

21           **Sec. 10.41.065. FEE FOR AND DURATION OF REGISTERED NAME.** (a) The fee  
22 for registration of a corporate name shall be established by the department by regulation.

23           (b) The registration is effective until the close of the calendar year in which the  
24 application for registration is filed unless terminated earlier by involuntary dissolution in  
25 accordance with AS 10.41.300 - 10.41.455.

26           **Sec. 10.41.070. RENEWAL OF REGISTERED NAME.** A foreign corporation that has  
27 registered its corporate name may renew the registration each year by (1) filing an application  
28 for renewal setting out the facts required in an original application for registration; (2) filing a  
29 certificate of good standing required for an original registration; and (3) paying a fee established  
30 by the department by regulation. An application for renewal shall be filed between October 1  
31 and December 31 in each year. The renewal extends the registration for the following calendar

1 year.

2           **Sec. 10.41.080. SERVICE OF PROCESS.** (a) A corporation organized under this  
3 chapter shall continuously maintain on file with the department the name and address of a person  
4 in this state designated to act as agent for the purpose of accepting service of process.

5           (b) When a corporation fails to designate an agent under (a) of this section and maintain  
6 this information on file, the commissioner is the agent upon whom process may be served.  
7 Service on the commissioner shall be made in the same manner as provided in AS 10.06.175.

8                           **ARTICLE 3. FORMATION OF CORPORATIONS.**

9           **Sec. 10.41.100. INCORPORATION; CORPORATION SOLE, TRUSTEE COR-**  
10 **PORATION, MEMBERSHIP CORPORATION.** (a) Whenever the rules or discipline of a  
11 religious denomination, religious society, or church permit or require its estate, property,  
12 temporalities, and business to be held in the name of or managed by a bishop, chief priest, or  
13 presiding elder, the bishop, chief priest, or presiding elder of the religious denomination, religious  
14 society, or church may incorporate as a corporation sole in the manner prescribed in this chapter.

15           (b) Individuals with an unincorporated church, congregation, or religious society who are  
16 at least 18 years of age and are considered as belonging to it may elect, appoint, or designate  
17 trustees and incorporate as a trustee corporation under (c) - (e) of this section.

18           (c) In order for trustees to be elected, a written notice, signed by at least five individuals,  
19 stating the time, place, and object of the meeting, must be posted at least 15 days before the  
20 meeting, at the place of worship of the society. At the time and place fixed, if at least five  
21 individuals are present, they shall, by a plurality vote, elect a chair and secretary. The chair and  
22 secretary shall together determine the qualifications of voters and receive and count the votes.  
23 The voters shall, by a plurality vote, elect at least three and not more than 15 individuals of their  
24 society as trustees, to take charge of its property and temporal affairs. Immediately after the  
25 meeting the chair and secretary shall sign and acknowledge in the presence of two subscribing  
26 witnesses articles of incorporation conforming to AS 10.41.105.

27           (d) When the constitution, rules, or usages of a church, denomination, congregation, or  
28 religious society require that trustees be appointed by a minister, presiding elder, or other  
29 officers, or by a body, the individual who appoints the trustees or the presiding officer and  
30 secretary of the body shall execute, acknowledge, and deliver to the trustees articles of  
31 incorporation conforming to AS 10.41.105.

1 (e) When the constitution, rules, and usages of a church or religious denomination declare  
2 that the ministers, elders, deacons, or other officers elected by a church or congregation according  
3 to the constitution, rules, or usages, are the trustees of the church or congregation, those  
4 designated individuals shall assemble, execute, and acknowledge articles of incorporation con-  
5 forming to AS 10.41.105.

6 (f) If a church or religious society does not wish to form as a corporation sole or a  
7 trustee corporation, at least three individuals belonging to the church or society may incorporate  
8 as a membership corporation by adopting articles of incorporation conforming to AS 10.41.105  
9 and electing the status of a membership corporation.

10 Sec. 10.41.105. ARTICLES OF INCORPORATION; MANDATORY CONTENT. (a)  
11 The articles of incorporation must set out

12 (1) the name of the corporation as provided in AS 10.41.030;

13 (2) the purpose for which the corporation is organized, that may be the conduct  
14 of any or all lawful affairs for which corporations may be incorporated under this chapter;

15 (3) the estimated value of its property at the time of executing the articles of  
16 incorporation;

17 (4) the name or title of the person or persons executing the articles;

18 (5) the address of the corporation's registered office in this state, and the name  
19 and address of the person upon whom process may be served;

20 (6) one of the following statements:

21 (A) "This corporation is a corporation sole and has elected to be so treated  
22 under the laws of the State of Alaska."; or

23 (B) "This corporation is a trustee corporation and has elected to be so  
24 treated under the laws of the State of Alaska."; or

25 (C) "This corporation is a membership corporation and has elected to be  
26 so treated under the laws of the State of Alaska."

27 (b) It is not necessary to set out in the articles of incorporation the corporate powers  
28 enumerated in this chapter.

29 (c) A provision of the articles of incorporation that is inconsistent with a bylaw is  
30 controlling, notwithstanding the bylaw.

31 Sec. 10.41.110. ARTICLES OF INCORPORATION; OPTIONAL PROVISIONS. The

1 articles of incorporation may set out

2 (1) any of the following provisions, which are not effective unless expressly  
3 provided in the articles:

4 (A) in the case of a corporation sole, trustee corporation, and membership  
5 corporation,

6 (i) a provision limiting the duration of the corporation's existence  
7 to a specified date;

8 (ii) a provision limiting or restricting the affairs in which the  
9 corporation may engage or the powers that the corporation may exercise or both;

10 (iii) a provision authorizing the corporation to merge or consolidate  
11 with a surviving or resulting corporation so long as that corporation is also governed by  
12 this chapter;

13 (B) in the case of a trustee corporation,

14 (i) the name of the religious denomination to which the corporation  
15 belongs;

16 (ii) the names and addresses of the persons appointed to act as  
17 initial trustees;

18 (iii) the terms of office, method of selection, and qualifications, if  
19 any, for future trustees;

20 (iv) a provision requiring, for a corporate action, the vote of a  
21 larger proportion of or all of the trustees than is otherwise required under AS 10.41.14-  
22 5(a);

23 (C) in the case of a membership corporation,

24 (i) the name of the religious denomination to which the corporation  
25 belongs;

26 (ii) the qualifications, if any, for members;

27 (iii) the officers, the manner of their selection, terms of office, and  
28 the functions, powers, and duties of the offices that are created for the governance of the  
29 internal affairs of the corporation;

30 (iv) a provision fixing a quorum of members other than a majority  
31 of the members entitled to vote, which may not be less than 10 percent of the members

1 entitled to vote at a meeting;

2 (v) a provision requiring, for any or all corporate actions the vote  
3 of a larger proportion or of all of the members, than is otherwise required under  
4 AS 10.41.150 or other sections of this chapter;

5 (vi) a provision allowing a member or a group or class of members  
6 to have more or less than one vote, or no vote, in any, or all, elections or other matters  
7 presented to the members for vote;

8 (2) any other provision, not in conflict with law, for the regulation of internal  
9 affairs and for the conduct of the affairs of the corporation, including any provision that is  
10 required or permitted by this chapter to be stated in the bylaws.

11 Sec. 10.41.120. FILING OF ARTICLES OF INCORPORATION. Duplicate originals  
12 of the articles of incorporation shall be delivered to the commissioner for processing under  
13 AS 10.41.600 and for issuance of a certificate of incorporation.

14 Sec. 10.41.125. DISCLOSURE OF CORPORATE PURPOSE. A person presenting  
15 articles of incorporation under AS 10.41.120 shall deliver, with the articles, a separate statement  
16 of the codes, from the identification codes established under AS 10.06.870, which most closely  
17 describe the activities in which the corporation will initially engage.

18 Sec. 10.41.130. EFFECT OF ISSUANCE OF CERTIFICATE OF INCORPORATION.  
19 The corporate existence begins upon the issuance of the certificate of incorporation. The  
20 certificate of incorporation is conclusive evidence that all conditions precedent required to be  
21 performed have been satisfied and that the corporation has been incorporated. Issuance of the  
22 certificate does not affect the right of the state to bring a proceeding to cancel or revoke the  
23 certificate of incorporation or for involuntary dissolution of the corporation. The doctrines of de  
24 jure compliance, de facto corporations, and corporations by estoppel are abolished for religious  
25 corporations.

26 Sec. 10.41.135. ASSUMPTION OF PURPORTED POWERS OF NONEXISTENT  
27 CORPORATION: LIABILITY. Persons who assume to act as a corporation for which there has  
28 been no issuance of a certificate of incorporation under AS 10.41.130 are jointly and severally  
29 liable for debts and liabilities incurred or arising as a result of that action.

30 Sec. 10.41.140. TRUSTEE CORPORATION; ORGANIZATIONAL MEETING. After  
31 the issuance of a certificate of incorporation an organizational meeting of the trustees named in

1 the articles of incorporation shall be held, at the call of the majority of the trustees named in the  
2 articles of incorporation, for the purposes of adopting bylaws, electing officers, and transacting  
3 other business as may come before the meeting. Those calling the meeting shall give at least 20  
4 days notice of the meeting by mail to each trustee named. The notice must state the time and  
5 place of the meeting.

6 Sec. 10.41.145. TRUSTEE CORPORATION; ACTION OF TRUSTEES; QUORUM;  
7 COMMITTEES. (a) A majority of the number of trustees fixed by the articles or bylaws  
8 constitutes a quorum for the transaction of business unless a greater number is required by the  
9 articles under AS 10.41.110. The act of a majority of the trustees present at a meeting at which  
10 a quorum is present is the act of the corporation, unless the act of a greater number is required  
11 by the articles under AS 10.41.110 or by this chapter.

12 (b) The provisions of this section apply to committees of the trustees and action by  
13 committees.

14 Sec. 10.41.150. MEMBERSHIP CORPORATION; ACTION BY MEMBERS; QUORUM.  
15 A majority of the members (AS 10.41.990) of a membership corporation constitutes a quorum  
16 for the transaction of business unless a greater number is required by the articles under  
17 AS 10.41.110. The act of a majority of the members present at a meeting at which a quorum is  
18 present is the act of the corporation, unless the act of a greater number is required by the articles  
19 under AS 10.41.110 or by this chapter.

20 Sec. 10.41.155. BYLAWS: ADOPTION. Bylaws may be adopted in the following  
21 manner:

22 (1) in the case of a corporation sole, by the person who executed the original  
23 articles of incorporation or by a successor in office;

24 (2) in the case of a trustee corporation, by approval of the trustees  
25 (AS 10.41.990(5));

26 (3) in the case of a membership corporation, by approval of the members  
27 (AS 10.41.990(4)).

28 Sec. 10.41.160. BYLAWS: CONTENT. The bylaws may contain any provision, not in  
29 conflict with the law or the articles (AS 10.41.105(c)), for the regulation of the internal affairs  
30 and for the conduct of the affairs of the corporation, including

31 (1) a provision referred to in AS 10.41.110(2);

1 (2) the time, place, and manner of calling, conducting, and giving notice of  
2 meetings of trustees, members, and committees;

3 (3) the creation and authority of committees of the members or trustees; and

4 (4) the manner and means of disposing or distributing assets following dissolution  
5 under AS 10.41.310(4) and 10.41.395(5).

6 ARTICLE 4. FINANCE.

7 Sec. 10.41.170. DONATED ASSETS HELD IN CHARITABLE TRUST. (a) A donation  
8 (AS 10.41.990) received by a domestic corporation, or by a foreign corporation from a source  
9 in the state, shall be held in charitable trust.

10 (b) In the absence of a written agreement between a donor and the corporation defining  
11 the terms of the charitable trust,

12 (1) acceptance of an unsolicited donation by the corporation implies as terms of  
13 the trust that the donation will be applied to the religious or charitable purposes stated in the  
14 articles of the corporation at the time of the donation or as amended in conformity with this  
15 chapter and will not be used for another purpose;

16 (2) acceptance of a solicited donation by the corporation implies as terms of the  
17 trust that the donation will be applied to the purpose or purposes stated in the solicitation and  
18 will not be used for another purpose.

19 Sec. 10.41.175. ACTION TO REMEDY BREACH OF CHARITABLE TRUST. (a) The  
20 following may bring an action to enjoin, correct, obtain damages for, or otherwise remedy a  
21 breach of a charitable trust established under AS 10.41.170:

22 (1) the corporation;

23 (2) an officer of the corporation;

24 (3) a trustee of the corporation;

25 (4) a donor or a person with a reversionary, contractual, or other property interest  
26 in the assets subject to the charitable trust; or

27 (5) the commissioner, or a person designated by the commissioner.

28 (b) The plaintiff shall give notice to the commissioner of an action under (a) of this  
29 section and the commissioner may intervene in that action.

30 (c) The rights and remedies prescribed by this section are cumulative and in addition to  
31 other rights or remedies available to a donor against a donee corporation or trustee, officer, or

1 (2) the time, place, and manner of calling, conducting, and giving notice of  
2 meetings of trustees, members, and committees;

3 (3) the creation and authority of committees of the members or trustees; and

4 (4) the manner and means of disposing or distributing assets following dissolution  
5 under AS 10.41.310(4) and 10.41.395(5).

6 ARTICLE 4. FINANCE.

7 Sec. 10.41.170. DONATED ASSETS HELD IN CHARITABLE TRUST. (a) A donation  
8 (AS 10.41.990) received by a domestic corporation, or by a foreign corporation from a source  
9 in the state, shall be held in charitable trust.

10 (b) In the absence of a written agreement between a donor and the corporation defining  
11 the terms of the charitable trust,

12 (1) acceptance of an unsolicited donation by the corporation implies as terms of  
13 the trust that the donation will be applied to the religious or charitable purposes stated in the  
14 articles of the corporation at the time of the donation or as amended in conformity with this  
15 chapter and will not be used for another purpose;

16 (2) acceptance of a solicited donation by the corporation implies as terms of the  
17 trust that the donation will be applied to the purpose or purposes stated in the solicitation and  
18 will not be used for another purpose.

19 Sec. 10.41.175. ACTION TO REMEDY BREACH OF CHARITABLE TRUST. (a) The  
20 following may bring an action to enjoin, correct, obtain damages for, or otherwise remedy a  
21 breach of a charitable trust established under AS 10.41.170:

22 (1) the corporation;

23 (2) an officer of the corporation;

24 (3) a trustee of the corporation;

25 (4) a donor or a person with a reversionary, contractual, or other property interest  
26 in the assets subject to the charitable trust; or

27 (5) the commissioner, or a person designated by the commissioner.

28 (b) The plaintiff shall give notice to the commissioner of an action under (a) of this  
29 section and the commissioner may intervene in that action.

30 (c) The rights and remedies prescribed by this section are cumulative and in addition to  
31 other rights or remedies available to a donor against a donee corporation or trustee, officer, or

1 member of a donee corporation.

2 Sec. 10.41.180. DISPOSITION OF ASSETS IN REGULAR COURSE OF ACTIVITIES;  
3 MORTGAGE OR PLEDGE OF ASSETS. (a) The sale, lease, exchange, or other disposition of  
4 all, or substantially all, the property and assets of a corporation organized under this chapter in  
5 the usual and regular course of its activities, and the mortgage or pledge of property and assets,  
6 whether or not in the usual and regular course of its activities, may be made on terms and condi-  
7 tions and for consideration as approved by

8 (1) in the case of a corporation sole, the corporation sole;

9 (2) in the case of a trustee corporation, a majority of the trustees  
10 (AS 10.41.990(5));

11 (3) in the case of a membership corporation, a majority of the members  
12 (AS 10.41.990(4)).

13 (b) This section and the other provisions of this chapter do not authorize a sale, lease,  
14 exchange, or disposition prohibited by another law, including the law of trusts, charitable trusts,  
15 and contracts, or prohibited by the articles or bylaws.

#### 16 ARTICLE 5. AMENDMENTS AND CHANGES.

17 Sec. 10.41.220. ARTICLES OF INCORPORATION: PERMITTED AND PROHIBITED  
18 AMENDMENTS. By complying with the provisions of this chapter, a corporation may amend  
19 articles from time to time and in any and as many respects as may be desired, if its articles of  
20 incorporation, as amended, contain only provisions that would be lawful to insert in original  
21 articles of incorporation filed at the time of the filing of the amendment.

22 Sec. 10.41.225. PROCEDURE TO AMEND ARTICLES OF INCORPORATION. (a)  
23 The articles may be amended or repealed in the following manner:

24 (1) in the case of a corporation sole, by the person who executed the original  
25 articles of incorporation or by a successor in office;

26 (2) in the case of a trustee corporation, unless the articles require a vote of a  
27 larger proportion or of all of the trustees under AS 10.41.110, by approval of the trustees  
28 (AS 10.41.990(5));

29 (3) in the case of a membership corporation, unless the articles require a vote of  
30 a larger proportion or of all of the members under AS 10.41.110, by approval of the members  
31 (AS 10.41.990(4)).

1 (b) The amendment or amendments shall be filed with the commissioner in the same  
2 manner as is provided for filing the original articles.

3 ARTICLE 6. ORGANIC CHANGE.

4 Sec. 10.41.230. AUTHORIZATION IN ARTICLES. If the articles of incorporation  
5 contain a provision under AS 10.41.110 authorizing the corporation to merge or consolidate, a  
6 corporation organized under this chapter may merge with or consolidate into another corporation  
7 also governed by this chapter.

8 Sec. 10.41.240. PROCEDURE FOR MERGER OR CONSOLIDATION. (a) A written  
9 plan of merger or consolidation shall be adopted

10 (1) in the case of a corporation sole, by the person who executed the original  
11 articles of incorporation or by a successor in office;

12 (2) in the case of a trustee corporation, unless the articles require a vote of a  
13 larger proportion or of all of the trustees under AS 10.41.110, by approval of the trustees  
14 (AS 10.41.990(5));

15 (3) in the case of a membership corporation, unless the articles require a vote of  
16 a larger proportion or of all of the members under AS 10.41.110, by approval of the members  
17 (AS 10.41.990(4)).

18 (b) The written plan must set out

19 (1) the names of the corporations proposing to merge or consolidate and the name  
20 of the surviving or resulting corporation;

21 (2) the terms and conditions of the proposed merger or consolidation;

22 (3) a statement of changes in the articles or incorporation or bylaws of the  
23 surviving or resulting corporation;

24 (4) if the surviving or resulting corporation is entitled to receive gifts, devises,  
25 bequests, legacies, or other transfers or assignments of money or property, real, personal, or  
26 mixed or any asset impressed with a charitable trust under AS 10.41.170, a statement that the  
27 property may not be diverted from the uses and purposes for which it was originally received by  
28 the constituent corporations or from the uses and purposes for which it was expressed and  
29 intended;

30 (5) a certification that each corporation has adopted the plan in accordance with  
31 its constitution, canon law, or other general provisions for the governance of its affairs; and

1 (6) other provisions of the merger or consolidation considered necessary and  
2 desirable.

3 Sec. 10.41.250. FILING OF ARTICLES OF MERGER OR CONSOLIDATION.  
4 Duplicate originals of the articles of merger or consolidation shall be delivered to the  
5 commissioner for processing according to AS 10.41.600 and the issuance of a certificate of  
6 merger or consolidation.

7 Sec. 10.41.270. EFFECT OF MERGER OR CONSOLIDATION. (a) A merger or con-  
8 solidation is effective upon the issuance of a certificate of merger or consolidation by the  
9 commissioner, or on a later date, not more than 30 days after the filing of the certificate with the  
10 commissioner, as provided in the plan.

11 (b) When a merger or consolidation has become effective

12 (1) the corporations that are parties to the plan of merger or consolidation are a  
13 single corporation that, in the case of a merger, is the corporation designated in the plan of  
14 merger as the surviving corporation (AS 10.41.990), and, in the case of a consolidation, is the  
15 resulting corporation (AS 10.41.990) provided for in the plan of consolidation;

16 (2) the separate existence of all corporations or parties to the plan of merger or  
17 consolidation, except the surviving or resulting corporation, ceases;

18 (3) a surviving or resulting corporation has all the rights, privileges, immunities,  
19 and powers and is subject to all the duties and liabilities of a corporation organized under this  
20 chapter;

21 (4) the surviving or resulting corporation possesses all the public and private  
22 rights, privileges, immunities, and franchises of each of the merging or consolidating  
23 corporations; all property real, personal, and mixed, and all debts due on whatever account, and  
24 all other choses in action, and every other interest of, belonging to, or due to each of the merged  
25 or consolidated corporations, is transferred to and vested in the corporation without further act;  
26 and the title to real estate, or an interest in real estate, vested in any of the corporations may not  
27 revert and is not in any way impaired by reason of a merger or consolidation, except that  
28 property received by a corporation by a conditional grant or similar device remains subject to the  
29 same conditions as if the merger or consolidation had not occurred;

30 (5) the surviving or new corporation is responsible and liable for all the liabilities  
31 and obligations of each of the merged or consolidated corporations; and a claim existing or action

1 or proceeding pending by or against the merged or consolidated corporations may be prosecuted  
2 as if the merger or consolidation had not taken place, or the surviving or new corporation may  
3 be substituted in its place; and the rights of creditors or any liens on any of the property of the  
4 merged or consolidated corporation are not impaired by the merger or consolidation;

5 (6) in the case of a merger, the articles of incorporation of the surviving  
6 corporation are considered to be amended to the extent that changes in its articles of  
7 incorporation are stated in the plan of merger, and, in the case of a consolidation, the statements  
8 set out in the articles of consolidation that are required or permitted to be set out under  
9 AS 10.41.105 - 10.41.110 in the articles of incorporation of corporations organized under this  
10 chapter are considered to be the original articles of incorporation of the new corporation.

#### 11 ARTICLE 7. DISSOLUTION.

12 Sec. 10.41.300. VOLUNTARY DISSOLUTION. A corporation organized under this  
13 chapter may elect to wind up and dissolve

14 (1) in the case of a corporation sole, by the approval of the corporation sole;

15 (2) in the case of a trustee corporation, by the approval of the trustees  
16 (AS 10.41.990(5));

17 (3) in the case of a membership corporation, by approval of the members  
18 (AS 10.41.990(4)).

19 Sec. 10.41.305. FILING OF ELECTION TO WIND UP AND DISSOLVE. (a) A  
20 corporation organized under this chapter that has elected to wind up and dissolve shall file a  
21 certificate evidencing the election with the commissioner.

22 (b) The certificate shall be signed and verified

23 (1) in the case of a corporation sole, by the corporation sole;

24 (2) in the case of a trustee corporation, by a majority of the trustees then in office;

25 (3) in the case of a membership corporation, by one or more members authorized  
26 to do so by approval of a majority of all members (AS 10.41.990(3)).

27 (c) The certificate must contain

28 (1) the name of the corporation;

29 (2) a statement that the corporation has elected to wind up and dissolve and the  
30 reason for the action;

31 (3) a statement that the dissolution has been duly authorized by the church in

1 order to administer the affairs, property, and temporalities of the corporation;

2 (4) if the election was made by the corporation sole, a statement to that effect;

3 (5) if the election was made by the trustees, a statement that it was approved by  
4 a majority of all the trustees;

5 (6) if the certificate is executed by a member, a statement that the person  
6 executing the certificate is authorized to execute the certificate by approval of a majority of all  
7 members, a statement of the number of votes for the election, and a statement that the election  
8 was made by approval of a majority of all members.

9 Sec. 10.41.310. DISTRIBUTION OF ASSETS. The assets of a corporation in the  
10 process of dissolution shall be applied and distributed in the following order:

11 (1) all liabilities and obligations of the corporation shall be paid and discharged,  
12 or adequate provision shall be made for them;

13 (2) assets held by the corporation upon condition requiring return, transfer, or  
14 conveyance shall, if the condition occurs by reason of the dissolution, be returned, transferred,  
15 or conveyed in accordance with the condition;

16 (3) assets received and held by the corporation subject to limitations permitting  
17 their use only for charitable, religious, eleemosynary, benevolent, educational, or similar  
18 purposes, or held in charitable trust under terms of AS 10.41.170, but not held upon a condition  
19 requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or  
20 conveyed to one or more corporations organized under this chapter engaged in activities  
21 substantially similar to those of the dissolving corporation, under a plan of distribution adopted  
22 as provided in this chapter;

23 (4) remaining assets shall be distributed in accordance with the provisions of the  
24 articles of incorporation or bylaws.

25 Sec. 10.41.315. REVOCATION OF ELECTION TO WIND UP AND DISSOLVE  
26 CORPORATION; FILING OF REVOCATION CERTIFICATE. (a) A voluntary election to  
27 wind up and dissolve under AS 10.41.305 may be revoked before distribution of assets

28 (1) by the corporation sole if the election was made under AS 10.41.300(1);

29 (2) by approval of a majority of all the trustees if the election was made under  
30 AS 10.41.300(2);

31 (3) by approval of a majority of all members if the election was by the members

1 under AS 10.41.300(3).

2 (b) After a revocation, a certificate evidencing the revocation shall be signed, verified,  
3 and filed in the same manner prescribed under AS 10.41.305(a) and (b).

4 (c) The certificate required by (b) of this section shall contain

5 (1) a statement that the corporation has revoked its election to wind up and  
6 dissolve;

7 (2) a statement that assets have not been distributed as a result of the election;

8 (3) in the case of a corporation sole, a statement that the election to revoke was  
9 made by the corporation sole;

10 (4) in the case of a trustee corporation, a statement that the election to revoke was  
11 made by a majority of all the trustees;

12 (5) in the case of a membership corporation, a statement that the election was  
13 made by a majority of all the members.

14 Sec. 10.41.320. COMMENCEMENT AND CONDUCT OF VOLUNTARY  
15 DISSOLUTION; CESSATION OF CORPORATE ACTIVITIES; NOTICE. (a) Voluntary  
16 proceedings for winding up the corporation commence with the approval required under  
17 AS 10.41.300.

18 (b) If a voluntary proceeding for winding up has commenced,

19 (1) in the case of a corporation sole, the corporation sole shall continue to act and  
20 has full powers to wind up and settle the corporation's affairs before and after filing of the  
21 certificate of dissolution;

22 (2) in the case of a trustee corporation, the trustees shall continue to act and have  
23 full powers to wind up and settle the corporation's affairs before and after filing of the certificate  
24 of dissolution;

25 (3) in the case of a membership corporation, the members shall continue to act  
26 and have full powers to wind up and settle the corporation's affairs before and after filing of the  
27 certificate of dissolution;

28 (c) If a voluntary proceeding for winding up has commenced, the corporation shall cease  
29 to conduct its activities except to the extent necessary for beneficial winding up, to carry out the  
30 corporation's purposes, and to protect assets held in charitable trust. Written notice of the  
31 dissolution shall be prominently posted in the place or places of customary worship, and shall

1 also be given by mail to all known creditors and claimants whose addresses appear on the records  
2 of the corporation, and to the commissioner.

3 Sec. 10.41.325. JURISDICTION AND POWER OF COURT OVER VOLUNTARY  
4 WINDING UP; PROTECTION OF CREDITORS AND ASSETS. If a corporation organized  
5 under this chapter is in the process of a voluntary winding up, the superior court, upon the  
6 petition of the corporation, the commissioner, or three or more creditors of the corporation, and  
7 upon notice to the persons and creditors that the court may order, may take jurisdiction over the  
8 voluntary winding-up proceeding if it appears necessary for the protection of a party in interest,  
9 the assets held in charitable trust, or the purposes served by the corporation. The court, if it  
10 assumes jurisdiction, may make orders as to any and all matters concerning the winding up of  
11 the affairs of the corporation and the protection of its creditors, assets, and purposes. The  
12 provisions of AS 10.41.385 - 10.41.455 apply to court proceedings under this section.

13 Sec. 10.41.330. CERTIFICATE OF DISSOLUTION; CONTENTS. (a) If a corporation  
14 organized under this chapter has been completely wound up without court proceedings, the person  
15 or persons who conducted the dissolution under AS 10.41.320(b) shall sign and verify a  
16 certificate of dissolution stating that

17 (1) the corporation has been completely wound up;

18 (2) its known debts and liabilities have been paid or adequately provided for as  
19 far as the corporation's assets permitted, or that it has incurred no known debts or liabilities; if  
20 there are known debts or liabilities as to which adequate provision for payment has been made,  
21 the certificate must state the name and address of the corporation, person, or governmental  
22 agency that has assumed or guaranteed the payment, or the name and address of the depository  
23 with which deposit has been made and other information as necessary to enable the creditor or  
24 other person to whom payment is to be made to appear and claim payment of the debt or  
25 liability;

26 (3) its known assets have been distributed in conformance with AS 10.41.310 or  
27 that the corporation has not acquired assets; and

28 (4) the corporation is dissolved.

29 (b) The certificate of dissolution shall be filed with the commissioner. After filing the  
30 certificate of dissolution the corporate existence ceases, except for the purpose of further winding  
31 up if needed.

1           **Sec. 10.41.335. TERMINATION OF CORPORATION ON EXPIRATION OF TERM**  
2 **OF EXISTENCE.** Except as otherwise provided by law, if the term of existence for which a  
3 corporation organized under this chapter expires without renewal or extension, it shall terminate  
4 its activities and wind up its affairs. After the affairs of the corporation have been wound up  
5 under this section, the person or persons who conducted the dissolution under AS 10.41.320(b)  
6 shall execute and file a certificate of dissolution conforming to the requirements in AS 10.41.330.

7           **Sec. 10.41.340. PETITION FOR COURT ORDER DECLARING CORPORATION**  
8 **DULY WOUND UP AND DISSOLVED.** (a) Instead of filing a certificate of dissolution, the  
9 person or persons who conducted the dissolution under AS 10.41.320(b) may petition the  
10 superior court for an order declaring the corporation duly wound up and dissolved. The petition  
11 shall be filed in the name of the corporation.

12           (b) Upon the filing of a petition under (a) of this section, the court shall order all  
13 interested persons, including the commissioner, to show cause why an order should not be made  
14 declaring the corporation duly wound up and dissolved. The order shall be served by notice to  
15 all creditors, claimants, and such other persons as the court shall order. Notice shall also be  
16 served upon the commissioner.

17           (c) A person claiming to be an interested party to the winding up and dissolution as a  
18 creditor, or otherwise may appear in the proceeding at any time before the expiration of 30 days  
19 from the completion of publication of the order to show cause and contest the petition. The claim  
20 of a person who fails to appear within 30 days is barred.

21           (d) Thirty days after the filing of a petition under (a) of this section, the court may issue  
22 an order declaring the corporation duly wound up and dissolved. This order has the effect  
23 prescribed in AS 10.41.435 and shall be filed in the same manner as provided under  
24 AS 10.41.440.

25           **Sec. 10.41.350. GROUNDS FOR INVOLUNTARY DISSOLUTION.** A corporation may  
26 be dissolved involuntarily by the commissioner when it is established that

27           (1) the corporation has failed to file any document or pay any fee required under  
28 this chapter as provided in AS 10.41.720(b);

29           (2) the corporation procured its articles of incorporation through fraud;

30           (3) the corporation has continued to exceed or abuse the authority conferred upon  
31 it by law;

1 (4) the corporation has continued to violate the terms of any trust or conditional  
2 gift, or the terms of AS 10.41.170;

3 (5) the corporation has failed for 30 days to appoint and maintain a registered  
4 agent in the state;

5 (6) the corporation has failed for 30 days after change of its registered agent to  
6 file in the office of the commissioner a statement of the change;

7 (7) the corporation has failed, within the time required by this chapter, to revoke  
8 or complete a plan of voluntary dissolution.

9 Sec. 10.41.355. NOTICE TO CORPORATION. When the commissioner determines that  
10 a corporation has given cause for involuntary dissolution, the commissioner shall mail to the  
11 corporation, by certified mail, at its registered office a notice, setting out the grounds for  
12 involuntary dissolution, 60 days before a certificate of dissolution is issued.

13 Sec. 10.41.360. REMOVAL OF GROUND FOR INVOLUNTARY DISSOLUTION;  
14 REINSTATEMENT. (a) A corporation dissolved under AS 10.41.350 may be reinstated within  
15 two years from the date of the certificate of involuntary dissolution if it is established to the  
16 satisfaction of the commissioner that in fact there was not a cause for the dissolution, or the  
17 delinquency, omission, or noncompliance resulting in dissolution has been corrected and the  
18 corporation pays double the fees that the corporation would have paid had it not been dissolved  
19 during the two-year period.

20 (b) An action arising out of a contract assigned by a corporation dissolved under  
21 AS 10.41.350 may be brought in the name of the assignee. The fact of assignment and of  
22 purchase by the plaintiff must be set out in the complaint or other process. The defendant may  
23 use any matter of defense that the defendant could have used in a suit on the claim by the  
24 corporation had it not been dissolved.

25 Sec. 10.41.365. JURISDICTION OF COURT TO LIQUIDATE ASSETS AND  
26 BUSINESS OF CORPORATION. The superior court may liquidate the assets and business of  
27 a corporation in the cases provided in AS 10.41.350, 10.41.370, 10.41.375, and 10.41.380.

28 Sec. 10.41.370. ACTION SEEKING LIQUIDATION. The superior court may liquidate  
29 the assets and wind up the affairs of a corporation organized under this chapter when it is  
30 established that

31 (1) the acts of those in control of the corporation are illegal, oppressive, or

1 fraudulent;

2 (2) in the case of a trustee corporation, the trustees are deadlocked in the  
3 management of the corporate affairs, the articles fail to provide machinery for resolving the  
4 deadlock, and irreparable injury to the corporation is being suffered or is threatened by reason  
5 of the deadlock;

6 (3) in the case of a membership corporation, the members are deadlocked in  
7 voting power, and have failed, over a period of six months to resolve the deadlock, and irrepara-  
8 ble injury to the corporation is being suffered or is threatened by reason of the deadlock; or

9 (4) the corporate assets are being misapplied or wasted.

10 Sec. 10.41.375. ACTION BY CREDITOR FOR LIQUIDATION. In an action by a  
11 creditor, the superior court may liquidate the assets and wind up the affairs of a corporation  
12 organized under this chapter when

13 (1) the claim of the creditor has been reduced to judgment and an execution on  
14 the judgment has been returned unsatisfied and it is established that the corporation is insolvent;  
15 or

16 (2) the corporation has admitted in writing that the claim of the creditor is due  
17 and owing and it is established that the corporation is insolvent.

18 Sec. 10.41.380. LIQUIDATION ON APPLICATION BY CORPORATION. If a  
19 corporation that has filed a statement of intent to dissolve as provided in this chapter applies to  
20 have its liquidation continued under the supervision of the court, the superior court may liquidate  
21 the assets and wind up the affairs of the corporation.

22 Sec. 10.20.385. PROCEDURE IN LIQUIDATION OF CORPORATION BY COURT. In  
23 a proceeding to liquidate the assets and business of a corporation the superior court may issue  
24 injunctions, appoint a receiver pendente lite with powers and duties as the court may direct, and  
25 take other action necessary to preserve the corporate assets wherever situated and carry on the  
26 activities of the corporation until a full hearing is held.

27 Sec. 10.41.390. APPOINTMENT OF RECEIVER. After a hearing held upon the notice  
28 that the court may direct to be given to all parties to the proceedings and to any other parties in  
29 interest designated by the court, the court may appoint a liquidating receiver with authority to  
30 collect the assets of the corporation, including amounts owing to the corporation. The liquidating  
31 receiver may, subject to the order of the court, sell, convey, and dispose of all or a part of the

1 assets of the corporation wherever situated, either at public or private sale.

2 Sec. 10.41.395. DISPOSITION OF ASSETS OR PROCEEDS. The assets of the  
3 corporation or the proceeds resulting from a sale, conveyance, or other disposition of the assets  
4 shall be applied and distributed in the following order:

5 (1) all costs and expenses of the court proceedings shall be paid;

6 (2) all liabilities and obligations of the corporation shall be paid and discharged,  
7 or adequate provision shall be made for them;

8 (3) assets held by the corporation upon condition requiring return, transfer, or  
9 conveyance shall, if the condition occurs by reason of the dissolution, be returned, transferred,  
10 or conveyed in accordance with the condition;

11 (4) assets received and held by the corporation subject to limitations permitting  
12 their use only for charitable, religious, eleemosynary, benevolent, educational, or similar  
13 purposes, or held in charitable trust under terms of AS 10.41.170, but not held upon a condition  
14 requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or  
15 conveyed to one or more corporations organized under this chapter and engaged in activities  
16 substantially similar to those of the dissolving corporation, under a plan of distribution adopted  
17 as provided in this chapter;

18 (5) any remaining assets shall be distributed in accordance with the provisions of  
19 the articles of incorporation, bylaws, or as the court may direct.

20 Sec. 10.41.400. POWERS AND DUTIES OF RECEIVER. The order appointing the  
21 liquidating receiver shall state the receiver's powers and duties. The powers and duties may be  
22 increased or diminished at any time during the liquidation proceedings.

23 Sec. 10.41.405. COMPENSATION OF RECEIVER AND ATTORNEYS. The court may  
24 allow from time to time, as expenses of the liquidation, compensation to the receiver and to  
25 attorneys in the proceeding, and direct the payment of compensation out of the assets of the  
26 corporation or the proceeds of a sale or disposition of assets.

27 Sec. 10.41.410. POWER OF RECEIVER TO SUE AND BE SUED. A receiver of a  
28 corporation appointed under this chapter may sue and defend in all courts in the receiver's own  
29 name as receiver of the corporation.

30 Sec. 10.41.415. APPOINTING COURT HAS EXCLUSIVE JURISDICTION. The court  
31 appointing the receiver has exclusive jurisdiction of the corporation and its property, wherever

1 situated.

2 Sec. 10.41.420. QUALIFICATION OF RECEIVER. (a) A party, an attorney of a party,  
3 or a person interested in the action or related according to the common law by consanguinity or  
4 affinity within the third degree of kindred to a judge of the court appointing the receiver, may  
5 not be appointed receiver in the action without the written consent of the parties, including the  
6 party to be appointed, filed with the clerk. If a receiver is appointed upon an ex parte applica-  
7 tion, the court, before making the order, shall require from the applicant an undertaking, with  
8 sufficient sureties, in an amount to be fixed by the court, to the effect that the applicant will pay  
9 to the corporation all damages sustained by reason of the appointment of the receiver, in the case  
10 the applicant has procured the appointment wrongfully, maliciously, or without sufficient cause.  
11 The court may, in its discretion, at any time after appointment, require an additional undertaking.

12 (b) Before entering upon the duties of a receiver, the receiver must be sworn to perform  
13 those duties faithfully, and with two or more sureties, approved by the court or judge, execute  
14 an undertaking to the state, in a sum the court or judge directs, to the effect that the receiver will  
15 faithfully discharge the duties of receiver and obey the order of the court in the action.

16 Sec. 10.41.425. FILING OF CLAIMS IN LIQUIDATION PROCEEDINGS. (a) In a  
17 proceeding to liquidate the assets and wind up the affairs of a corporation the court may require  
18 creditors of the corporation to file with the clerk of the court or with the receiver, in the form  
19 the court prescribes, proof under oath of their respective claims.

20 (b) If the court requires the filing of claims it shall fix a date, not less than four months  
21 from the date of the order, as the last day for the filing of claims, and shall prescribe the notice  
22 to be given to creditors and claimants of the date fixed. Before the date fixed, the court may  
23 extend the time of the filing of claims.

24 (c) A creditor who fails to file proof of a claim on or before the date fixed may be barred  
25 by order of the court from participating in the distribution of the assets of the corporation.

26 Sec. 10.41.430. DISCONTINUANCE OF LIQUIDATION PROCEEDINGS. The  
27 liquidation of the assets and winding up the affairs of a corporation may be discontinued at any  
28 time during the liquidation proceeding when it is established that cause for liquidation no longer  
29 exists. In this event, the court shall dismiss the proceeding and direct the receiver to redeliver  
30 to the corporation its remaining property and assets.

31 Sec. 10.41.435. DECREE OF INVOLUNTARY DISSOLUTION. In proceedings to

1 liquidate the assets and wind up the affairs of a corporation, when the costs and expenses of the  
2 proceeding and the debts, obligations, and liabilities of the corporation have been paid and  
3 discharged, or when the remaining property and assets are not sufficient to satisfy and discharge  
4 the costs, expenses, debts, and obligations, and all the property and assets have been applied to  
5 their payment, the court shall enter a decree dissolving the corporation. Upon entry of the decree,  
6 the existence of the corporation ceases.

7 Sec. 10.41.440. FILING OF CERTIFIED ORDER, DECREE, OR JUDGMENT OF  
8 DISSOLUTION. If a corporation is dissolved or its existence forfeited by order, decree, or  
9 judgment of a court, a copy of the order, decree, or judgment, certified by the clerk of court,  
10 shall be filed with the commissioner.

11 Sec. 10.41.445. DEPOSIT WITH COMMISSIONER OF AMOUNT DUE CREDITORS.  
12 Upon the voluntary or involuntary dissolution of a corporation, the portion of the assets  
13 distributable to a creditor who is unknown or cannot be found, or who is under disability and  
14 there is no legally competent person to receive the distributive portion, shall be reduced to cash  
15 and deposited with the commissioner and shall be paid over to the creditor or the legal  
16 representative of the creditor upon proof satisfactory to the commissioner of a right to it.

17 Sec. 10.41.447. RECOVERY OF IMPROPER DISTRIBUTIONS. (a) If a distribution  
18 of assets has been made in the process of winding up a corporation without a court order and  
19 without prior payment or adequate provision for payment of the debts and liabilities of the  
20 corporation, the amount improperly distributed to a person may be recovered by the corporation.  
21 A person who received an improper distribution may be joined as a defendant in the same action  
22 or be brought in on the motion of another defendant.

23 (b) Suit may be brought in the name of the corporation to enforce the liability under (a)  
24 of this section against a person receiving a distribution by the commissioner or by a creditor of  
25 that corporation, whether or not the creditor has reduced the claim to judgment.

26 (c) In this section, "process of winding up" includes a proceeding under AS 10.41.300 -  
27 10.41.455 and any other distribution of assets to a person made in contemplation of termination  
28 or abandonment of the corporation.

29 Sec. 10.41.450. EXISTENCE OF CORPORATION AFTER DISSOLUTION. (a) A  
30 corporation that is dissolved voluntarily or involuntarily continues to exist for the purpose of  
31 winding up its affairs, defending actions against it and enabling it to collect and discharge

1 obligations, dispose of and convey its property and collect and divide its assets, but not for the  
2 purpose of continuing its activities except to the extent necessary for the winding up.

3 (b) An action or proceeding to which a corporation is a party does not abate by the  
4 dissolution of the corporation or by reason of proceedings for winding up and dissolution. A  
5 corporation that is dissolved voluntarily or involuntarily may not commence a court action, except  
6 under AS 10.41.447.

7 (c) Assets inadvertently or otherwise omitted from the winding up continue in the  
8 dissolved corporation for the benefit of the persons entitled to the assets on dissolution of the  
9 corporation and on realization shall be distributed to the person entitled.

10 (d) The directors of the corporation on the date of its dissolution, or as determined under  
11 AS 10.41.440, shall exercise and have the powers necessary to act under this section.

12 Sec. 10.41.455. CONTINUED EXISTENCE FOR CERTAIN PURPOSES. If a dissolved  
13 corporation is the owner of real or personal property, or claims an interest in or lien upon real  
14 or personal property, the corporation through its receiver continues to exist for five years after  
15 the date of dissolution for the purpose of conveying, transferring, or releasing the real or personal  
16 property or interest in or lien upon the property. In addition, a dissolved corporation through its  
17 receiver continues to exist for the purpose of being sued in a quiet title action. The action or  
18 proceeding against the corporation may be instituted and maintained in the same manner as  
19 before the dissolution of the corporation. This section does not affect or suspend a statute of  
20 limitations applicable to a claim. For the purpose of service of process, notice, or demand within  
21 the prescribed time following dissolution, the commissioner is an agent of the dissolved corpora-  
22 tion upon whom service may be made under AS 10.41.080(b).

#### 23 ARTICLE 8. FOREIGN CORPORATIONS.

24 Sec. 10.41.500. APPLICABILITY TO FOREIGN CORPORATIONS. To the extent  
25 provided in this chapter, this chapter is applicable to a foreign corporation (AS 10.41.990) that  
26 is authorized to conduct or does conduct affairs in this state.

27 Sec 10.41.505. ADMISSION OF FOREIGN CORPORATION. A foreign corporation  
28 may not conduct affairs in this state until it has been issued a certificate of authority from the  
29 commissioner. A foreign corporation may not be issued a certificate of authority to conduct  
30 affairs in this state that a corporation organized under this chapter is not permitted to conduct.  
31 A foreign corporation may not be denied a certificate of authority because the laws of the state

1 or country under which it is organized governing its organization and internal affairs differ from  
2 the laws of this state.

3 **Sec. 10.41.510. LIABILITY TO STATE FOR CONDUCTING AFFAIRS WITHOUT**  
4 **CERTIFICATE OF AUTHORITY.** A foreign corporation that conducts affairs in this state  
5 without a certificate of authority is liable to this state for the years or portions of years during  
6 which it conducted affairs in this state without a certificate of authority, in an amount equal to  
7 all fees that would have been imposed by this chapter on the corporation if it had applied for and  
8 received a certificate of authority to conduct affairs in this state as required by this chapter and  
9 filed all reports required by this chapter, plus all penalties imposed by this chapter for failure to  
10 pay the fees, plus a penalty of up to \$10,000 a year or portion of a year for each year it  
11 conducted affairs in this state without a certificate of authority. The attorney general shall bring  
12 proceedings to recover amounts due the state under this section.

13 **Sec. 10.41.515. CONDUCTING AFFAIRS WITHOUT CERTIFICATE OF AUTHORITY**  
14 **AS A BAR TO RIGHT TO SUE.** A foreign corporation conducting affairs in this state without  
15 a certificate of authority may not maintain an action, suit, or proceeding in a court of this state  
16 until it obtains a certificate of authority. A successor or assignee of a foreign corporation  
17 conducting affairs without a certificate of authority may not maintain an action, suit, or  
18 proceeding in a court of this state on a right, claim, or demand arising out of the conduct of  
19 affairs by the corporation in this state until a certificate of authority is obtained by the  
20 corporation or by a corporation that has acquired all or substantially all of its assets.

21 **Sec. 10.41.520. CONDUCTING AFFAIRS WITHOUT CERTIFICATE OF AUTHORITY**  
22 **NOT AFFECTING CONTRACTS AND RIGHT TO DEFEND ACTION.** The failure of a  
23 foreign corporation to obtain a certificate of authority to conduct affairs in this state does not  
24 impair the validity of a contract or act of the corporation, and does not prevent the corporation  
25 from defending an action, suit, or proceeding in a court of this state.

26 **Sec. 10.41.525. ACTIVITIES NOT CONSTITUTING CONDUCTING AFFAIRS IN**  
27 **THIS STATE.** The activities of a foreign corporation that are not considered to be conducting  
28 affairs in this state, for the purposes of this chapter, include

29 (1) maintaining, defending, or settling an action, suit, or an administrative or  
30 arbitration proceeding, or the settlement of claims or disputes;

31 (2) holding meetings of the corporation, or carrying on other activities concerning

1 the internal affairs of the corporation;

2 (3) maintaining bank accounts;

3 (4) securing or collecting debts, or enforcing rights in property securing debts;

4 (5) granting funds;

5 (6) distributing information to members;

6 (7) conducting an isolated transaction, completed within 30 days, not in the course  
7 of a number of repeated transactions of like nature.

8 Sec. 10.41.530 CORPORATE NAME OF FOREIGN CORPORATION. A certificate of  
9 authority may not be issued to a foreign corporation if the corporate name of the corporation

10 (1) contains a word or phrase that indicates or implies that it is organized for a  
11 purpose other than the purpose contained its articles or that it is authorized or empowered to  
12 conduct the business of banking or insurance;

13 (2) contains the word "city," "borough," or "village," or otherwise imply that the  
14 corporation is a municipality, but the name of a city, borough, or village may be used in the  
15 corporate name;

16 (3) is the same name as, or deceptively similar to, the name of a domestic  
17 corporation existing under the laws of this state or a foreign corporation authorized to conduct  
18 affairs in this state, or a name the exclusive right to which is reserved in the manner provided  
19 in this title.

20 Sec. 10.41.535. ASSUMED CORPORATE NAME: COMMISSIONER TO CROSS  
21 INDEX. (a) If a foreign corporation applying for a certificate of authority has a name that is  
22 impermissible under AS 10.41.530, it shall select an assumed name, acceptable under the  
23 provisions of AS 10.41.530, under which it elects to conduct affairs in this state.

24 (b) The commissioner shall maintain records that cross reference the actual and assumed  
25 names of all foreign corporations authorized to conduct affairs in this state.

26 Sec. 10.41.540. CHANGE OF NAME BY FOREIGN CORPORATION. If a foreign  
27 corporation authorized to conduct affairs in this state changes its name to one under which a  
28 certificate of authority would not be granted to it under this chapter, the certificate of authority  
29 of the corporation is suspended and it may not conduct affairs in this state until it has changed  
30 its name to a name available to it under the laws of this state.

31 Sec. 10.41.545. APPLICATION FOR CERTIFICATE OF AUTHORITY. To receive a

1 certificate of authority to conduct affairs in this state a foreign corporation shall apply in  
2 duplicate to the commissioner.

3 Sec. 10.41.550. CONTENTS OF APPLICATION. An application for a certificate of  
4 authority must set out

5 (1) the name of the corporation and the assumed name, if any;

6 (2) the date of incorporation and the period of duration of the incorporation;

7 (3) the address of the principal office of the corporation in the state or country  
8 under whose laws it is incorporated;

9 (4) the address of the proposed registered office of the corporation in this state,  
10 and the name of its proposed registered agent in this state at that address;

11 (5) the purpose the corporation proposes to pursue in the conduct of affairs in this  
12 state;

13 (6) additional information necessary or appropriate to enable the commissioner  
14 to determine whether the corporation is entitled to a certificate of authority and to determine and  
15 assess the fees prescribed in this chapter that are payable;

16 (7) the name and address of each alien affiliate (AS 10.41.990), the percentage  
17 of control held by each alien affiliate, and a specific description of the nature of the relationship  
18 between the foreign corporation and its alien affiliates, or a statement that there are no alien  
19 affiliates;

20 (8) the name and address of a person holding at least five percent of the members  
21 of the corporation, and the percentage of control held by that person.

22 Sec. 10.41.555. FILING OF APPLICATION FOR CERTIFICATE OF AUTHORITY.

23 The application of the corporation for a certificate of authority shall be submitted on forms  
24 prescribed and furnished by the commissioner. Duplicate originals of the application executed  
25 and verified by a trustee for a trustee corporation, a member for a membership corporation, or,  
26 for a corporation sole, the individual holding the position that owns the property of the  
27 corporation sole, together with a verified copy of the articles and all amendments to the articles,  
28 shall be delivered to the commissioner for processing under AS 10.41.800 and issuance of a  
29 certificate of authority.

30 Sec. 10.41.560. EFFECT OF CERTIFICATE OF AUTHORITY. On the issuance of a  
31 certificate of authority by the commissioner, the corporation may conduct affairs in this state for

1 the purpose set out in its application, subject, however, to the right of this state to suspend or  
2 revoke the authority as provided in this chapter.

3 Sec. 10.41.565. AMENDED CERTIFICATE OF AUTHORITY. (a) A foreign corpora-  
4 tion authorized to conduct affairs in this state shall obtain an amended certificate of authority if  
5 it changes its corporate name, or desires to pursue in this state other or additional purposes than  
6 those set out in its earlier application for a certificate of authority.

7 (b) The requirements as to form and content of an application for an amended certificate  
8 of authority, the manner of its execution, the filing of duplicate originals of the application with  
9 the commissioner, and the issuance of an amended certificate of authority are the same as in the  
10 case of an original application for a certificate of authority.

11 Sec. 10.41.570. POWERS OF FOREIGN CORPORATION. A foreign corporation that  
12 has received a certificate of authority enjoys, until a certificate of revocation or of withdrawal  
13 is issued as provided in this chapter, the same, but no greater, rights and privileges as a domestic  
14 corporation organized for the purposes set out in the application under which the certificate of  
15 authority is issued and, except as otherwise provided in this chapter, is subject to the duties,  
16 restrictions, penalties and liabilities imposed on a domestic corporation of like character.

17 Sec. 10.41.575. REVOCATION OF CERTIFICATE OF AUTHORITY. A certificate of  
18 authority of a foreign corporation to conduct affairs in this state may be revoked by the  
19 commissioner if

- 20 (1) the corporation has failed to comply with a requirement of this chapter;  
21 (2) the corporation fails, after change of its registered office or registered agent,  
22 to file with the commissioner a statement of the change as required by this chapter;  
23 (3) the corporation fails to file with the department an amendment to its articles  
24 of incorporation or articles of merger within the time prescribed by this chapter; or  
25 (4) a misrepresentation of a material matter has been made in an application,  
26 report, affidavit, or other document submitted under this chapter.

27 Sec 10.41.580. LIMITATIONS ON REVOCATION OF CERTIFICATE OF AUTHORI-  
28 TY. The commissioner may not revoke a certificate of authority of a foreign corporation unless

- 29 (1) the corporation has been given at least 60 days' notice by certified mail  
30 addressed to its registered office in this state; and  
31 (2) the corporation fails before revocation to file the biennial report, pay the fees

1 or penalties that are due, file the required statement of change of registered agent or registered  
2 office, file the articles of amendment or articles of merger, or correct the misrepresentation.

3 Sec. 10.41.585. ISSUANCE OF CERTIFICATE OF REVOCATION. Upon revoking a  
4 certificate of authority, the commissioner shall

5 (1) issue a certificate of revocation in duplicate;

6 (2) file one of the certificates in the office of the commissioner;

7 (3) mail to the corporation at its registered office in this state (AS 10.41.595(1))  
8 a notice of the revocation accompanied by one of the certificates.

9 Sec. 10.41.590. EFFECT OF CERTIFICATE OF REVOCATION. Upon the issuance  
10 of a certificate of revocation, the authority of a corporation to conduct affairs in this state ceases.

11 Sec. 10.41.595. REGISTERED OFFICE AND REGISTERED AGENT OF A FOREIGN  
12 CORPORATION. A foreign corporation authorized to conduct affairs in this state shall have and  
13 continuously maintain in this state

14 (1) a registered office that may be, but need not be, the same as its principal  
15 office in this state; and

16 (2) a registered agent, who may be either an individual resident in this state whose  
17 office is identical to the registered office, or a domestic corporation or a foreign corporation  
18 authorized to conduct affairs in this state that has an office that is identical to the registered  
19 office.

20 Sec. 10.41.600. CHANGE OF REGISTERED OFFICE; CHANGE OR RESIGNATION  
21 OF REGISTERED AGENT OF FOREIGN CORPORATION. (a) A foreign corporation  
22 authorized to conduct affairs in this state may change its registered office or its registered agent,  
23 or both, upon filing with the commissioner a verified statement setting out

24 (1) the name of the corporation;

25 (2) the address of its registered office;

26 (3) the address of the proposed registered office if the address of its registered  
27 office is to be changed;

28 (4) the name of its registered agent;

29 (5) the name of its successor registered agent if its registered agent is to be  
30 changed.

31 (b) The commissioner shall file the verified statement if the statement complies with this

1 chapter. The change becomes effective when the statement is filed.

2 (c) A registered agent may resign by filing a written notice, executed in duplicate, with  
3 the commissioner. The written notice of resignation shall set out the latest address of the  
4 principal office of the corporation. The commissioner shall immediately mail a copy of the  
5 notice to the corporation at its principal office. The resignation becomes effective 30 days after  
6 the filing of the written notice or upon the appointment of a new agent by the corporation,  
7 whichever is sooner.

8 Sec. 10.41.605. SERVICE OF PROCESS ON FOREIGN CORPORATION. The regis-  
9 tered agent appointed by a foreign corporation authorized to conduct affairs in this state is an  
10 agent of the corporation upon whom process, notice, or demand required or permitted by law to  
11 be served upon the corporation may be served.

12 Sec. 10.41.610. SERVICE ON COMMISSIONER. If a foreign corporation authorized  
13 to conduct affairs in this state, or not authorized to conduct affairs in this state but doing so, fails  
14 to appoint or maintain a registered agent in this state, or when a registered agent cannot with  
15 reasonable diligence be found at the registered office, or when the certificate of authority of a  
16 foreign corporation is suspended or revoked, the commissioner is an agent upon whom process,  
17 notice, or demand may be served. Service is made upon the commissioner as provided in  
18 AS 10.06.175.

19 Sec. 10.41.615. RECORDS KEPT BY COMMISSIONER. The commissioner shall keep  
20 a record of all processes, notices, or demands served upon a corporation under AS 10.41.610, and  
21 shall record the time of service and any action taken with reference to the service.

22 Sec. 10.41.620. PROCEDURE NOT EXCLUSIVE. AS 10.41.605 - 10.41.615 do not  
23 limit or affect the right to serve process, notice, or demand required or permitted by law to be  
24 served upon a corporation in any other manner.

25 Sec. 10.41.625. AMENDMENT TO ARTICLES OF INCORPORATION OF FOREIGN  
26 CORPORATION. If the articles of a foreign corporation authorized to conduct affairs in this  
27 state are amended, the foreign corporation shall, within 30 days after the amendment becomes  
28 effective, file with the commissioner a copy of the amendment authenticated by the proper officer  
29 of the state or country under whose laws it is incorporated. The filing of the amendment does  
30 not enlarge or alter the purpose that the corporation may pursue in the conduct affairs in this state  
31 under a name other than the name set out in its certificate of authority.

1           **Sec. 10.41.630. ORGANIC CHANGE OF FOREIGN CORPORATION.** If a foreign  
2 corporation authorized to conduct affairs in this state is a party to an organic change  
3 (AS 10.21.990) permitted by the laws of the state or country where it is incorporated, and the  
4 corporation is the surviving corporation, it shall, within 30 days after the change becomes  
5 effective, file with the commissioner a copy of the articles of merger, consolidation, or  
6 reorganization authenticated by the proper office of the state or country under whose laws the  
7 organic change was carried out. It is not necessary for the corporation to obtain a new or  
8 amended certificate of authority to conduct affairs in this state unless the name of the corporation  
9 is changed or unless the corporation desires to pursue in this state other or additional purposes  
10 than those that it is authorized to pursue in this state.

11           **Sec. 10.41.635. WITHDRAWAL OF FOREIGN CORPORATION.** A foreign corporation  
12 authorized to conduct affairs in this state may withdraw from this state on obtaining from the  
13 commissioner a certificate of withdrawal. To obtain a certificate of withdrawal the foreign  
14 corporation shall deliver to the commissioner an application for withdrawal.

15           **Sec. 10.41.640. CONTENTS OF APPLICATION FOR WITHDRAWAL.** An application  
16 for withdrawal must set out

- 17           (1) the name of the corporation and the state or country where it is incorporated;
- 18           (2) that the corporation is not conducting affairs in this state;
- 19           (3) that the corporation surrenders its authority to conduct affairs in this state;
- 20           (4) that the corporation revokes the authority of its registered agent in this state  
21 to accept service of process and consents that service of process in an action, suit, or proceeding  
22 based on a cause of action arising in this state during the time the corporation was authorized to  
23 conduct affairs in this state may be made on the corporation by service on the commissioner;
- 24           (5) a post office address, to which the commissioner may mail a copy of a process  
25 against the corporation that may be served on the commissioner;
- 26           (6) additional information necessary or appropriate to enable the commissioner  
27 to determine and assess unpaid fees payable as prescribed in this chapter.

28           **Sec. 10.41.645. FORM OF APPLICATION FOR WITHDRAWAL.** An application for  
29 withdrawal shall be made on forms prescribed and furnished by the commissioner and shall be  
30 executed and verified by a trustee for a trustee corporation, a member for a membership  
31 corporation, or, for a corporation sole, the individual holding the position that owns the property

1 of the corporation sole, or, if the corporation is in the hands of a receiver or trustee, the  
2 application shall be executed and verified on behalf of the corporation by the receiver or trustee.

3 Sec. 10.41.650. FILING OF APPLICATION FOR WITHDRAWAL. Duplicate originals  
4 of an application for withdrawal shall be delivered to the commissioner for processing according  
5 to AS 10.41.800 and issuance of a certificate of withdrawal.

6 Sec. 10.41.655. EFFECT OF CERTIFICATE OF WITHDRAWAL. On the issuance of  
7 a certificate of withdrawal, the authority of a corporation to conduct affairs in this state ceases.

8 ARTICLE 9. REPORTS, FEES, AND PENALTIES.

9 Sec. 10.41.700. BIENNIAL REPORT. A domestic corporation and a foreign corporation  
10 authorized to conduct affairs in this state shall file a biennial report with the commissioner of  
11 commerce and economic development setting out

12 (1) the name of the corporation;

13 (2) the name and address of a person designated to act as agent for the purpose  
14 of accepting service of process; and

15 (3) the real and personal property assets of the corporation.

16 Sec. 10.41.710. FILING OF BIENNIAL REPORT. (a) A biennial report of a domestic  
17 or foreign corporation shall be filed with the department and is due before July 2 of the filing  
18 year. The biennial report is delinquent if not filed before August 1 of each filing year as  
19 provided in this section. Delinquent returns are subject to the penalty provided in AS 10.41.720.

20 (b) Proof to the satisfaction of the commissioner that on or before August 1 of the filing  
21 year the report was deposited in the United States mail in a sealed envelope, properly addressed  
22 with postage prepaid, is compliance with (a) of this section.

23 (c) The commissioner shall file the report if the commissioner finds that the report  
24 conforms to the requirements of this chapter. If the commissioner finds that the report does not  
25 conform to the requirements of this chapter, the commissioner shall promptly return it to the  
26 corporation for necessary corrections. If the report is corrected to conform to the requirements  
27 of this chapter and returned to the commissioner in sufficient time to be filed before October 1  
28 of the year in which it is due, the penalty provided in AS 10.41.720 for failure to file the report  
29 within the time required does not apply.

30 (d) Upon receipt of a form from the commissioner, a domestic or foreign corporation  
31 shall file a biennial report within six months after original incorporation.

1           **Sec. 10.41.720. PENALTIES.** If a corporation organized under this chapter fails to file  
2 a document required by this chapter or pay a fee within the time prescribed by this chapter the  
3 commissioner shall collect a penalty of \$10 for the first month that the document or payment is  
4 in default and \$100 for each additional month up to a total of five months, and after six months  
5 without the filing or payment the commissioner may involuntarily dissolve the delinquent  
6 corporation under AS 10.41.350(1).

7           **Sec. 10.41.725. INTERROGATORIES BY COMMISSIONER; JUDICIAL**  
8 **PROCEEDING TO CONTEST.** (a) The commissioner may propound to a domestic or foreign  
9 corporation interrogatories reasonably necessary and proper to enable the commissioner to  
10 ascertain whether the corporation has complied with the provisions of this chapter.

11           (b) Interrogatories shall be propounded by the commissioner or a person designated by  
12 the commissioner to

13                   (1) the corporation organized under this chapter by mailing them to the  
14 corporation's agent designated under AS 10.41.080 or 10.41.595;

15                   (2) an individual officer or trustee by mailing by registered mail a copy of the  
16 interrogatories addressed to the person at the person's office in this state.

17           (c) Interrogatories shall be answered within 30 days, or within the additional time fixed  
18 by the commissioner or by the superior court. Answers shall be full and complete, in writing, and  
19 under oath. If the interrogatories are directed to an individual they shall be answered by that  
20 individual, and if directed to a corporation they shall be answered by

21                   (1) in the case of a corporation sole, the corporation sole;

22                   (2) in the case of a trustee corporation, a chair of the trustees or the chief  
23 religious official;

24                   (3) in the case of a membership corporation, the chief executive officer designated  
25 in the articles of incorporation or the chief religious official.

26           (d) A petition stating good cause to extend the date for answer, to modify, or to set aside  
27 the interrogatories propounded by the commissioner, or to enforce compliance with AS 10.41.735  
28 may be filed in the superior court before the expiration of the 30 days fixed in this section for  
29 answer.

30           **Sec. 10.41.730. CONFIDENTIALITY OF INFORMATION DISCLOSED BY**  
31 **INTERROGATORIES.** Interrogatories and answers propounded and obtained under AS 10.41.725

1 are not open to public inspection and the commissioner may not disclose facts or information  
2 obtained from the interrogatories except as official duty requires or unless the interrogatories or  
3 answers are required for evidence in criminal proceedings or other action by the state.

4 Sec. 10.41.735. FAILURE TO ANSWER INTERROGATORIES. Unless otherwise  
5 provided by an order of court issued in response to a petition filed under AS 10.41.725(d),

6 (1) a domestic or foreign corporation that fails or refuses to answer truthfully and  
7 fully interrogatories propounded by the commissioner within the time prescribed by  
8 AS 10.41.725(c) is guilty of a Class A misdemeanor; and

9 (2) the commissioner need not file a document to which the interrogatories relate  
10 until the interrogatories are properly answered and need not file a document to which the  
11 interrogatories relate if the answers disclose that the document does not conform to the provisions  
12 of this chapter.

13 Sec. 10.41.740. FEES. (a) The commissioner shall establish by regulation, charge, and  
14 collect a fee for

- 15 (1) filing articles of incorporation and issuing a certificate of incorporation;  
16 (2) filing an application for a certificate of authority to conduct affairs in this state  
17 and issuing the certificate;  
18 (3) filing articles of amendment and issuing a certificate of amendment;  
19 (4) filing a statement of change of the identity or address of a registered agent;  
20 (5) a foreign corporation filing a certificate of the appointment and consent of an  
21 agent residing in this state, or a certificate of revocation of the appointment of the resident agent;  
22 (6) filing a document required by this chapter for the dissolution of a corporation  
23 organized under this chapter;  
24 (7) filing a document not listed under (1) - (6) of this subsection;  
25 (8) furnishing a certified copy of a document.

26 (b) A fee required under this chapter shall be paid in advance.

27 (c) The fees charged under this section shall be uniform.

28 (d) The department may by regulation charge a corporation subject to this chapter a fixed  
29 fee in place of the fees specified in this chapter and for routine administrative services rendered  
30 to the corporation by the department.

31 Sec. 10.41.745. CANCELLATION OF CERTIFICATES ISSUED AND FILINGS

1 ACCEPTED. The commissioner may within one year after a filing, and after written notice to  
2 the corporation or individual making a filing, cancel a certificate issued or filing accepted under  
3 this chapter, on any ground existing at the time of issuance or filing for which the commissioner  
4 could have originally refused to issue the certificate or accept the filing. The notice of  
5 cancellation shall state the reason for the cancellation. A corporation or individual may request  
6 a hearing within 90 days after receipt of the notice. Cancellation becomes final if the corporation  
7 or individual does not request a hearing within 90 days after receipt of notice. Notice of  
8 cancellation shall be sent by certified mail with return receipt requested. If the return receipt is  
9 not received by the department within a reasonable time and the department has made diligent  
10 inquiry as to the address of the corporation, notice may be made by publication in a newspaper  
11 of general circulation in the vicinity of the registered office of the corporation or the address of  
12 the individual who made the filing. Cancellation becomes final 60 days after publication of the  
13 notice if the person or corporation does not request a hearing.

14 Sec. 10.41.750. FORMS TO BE FURNISHED BY THE COMMISSIONER. Reports  
15 required by this chapter to be filed with the department or the commissioner shall be on forms  
16 prescribed and furnished by the commissioner. Forms for other documents to be filed in the  
17 office of the department or the commissioner shall be furnished by the commissioner on request,  
18 but the use of these forms, unless required in this chapter, is not mandatory.

19 ARTICLE 10. MISCELLANEOUS PROVISIONS.

20 Sec. 10.41.800. PROCESSING OF WRITINGS FILED WITH THE COMMISSIONER.  
21 If a writing delivered to the commissioner for filing conforms to law and all fees prescribed in  
22 this chapter have been paid. The commissioner shall

- 23 (1) endorse on each duplicate original the word "filed" and the date of the filing;  
24 (2) file one duplicate original in the office of the commissioner;  
25 (3) return a duplicate original of the writing, together with any writing issued by  
26 the commissioner attached to the original, to the corporation or its representative.

27 Sec. 10.41.810. APPEAL FROM DISAPPROVAL OF DOCUMENT. If the  
28 commissioner fails to approve articles of incorporation, amendment, merger, consolidation, or  
29 dissolution, or any other document required by this chapter to be approved by the commissioner,  
30 the commissioner shall, within 10 days after the receipt of the document, give written notice of  
31 disapproval to the person or corporation delivering the document, specifying the reasons for

1 disapproval. The person or corporation may appeal from the disapproval to the superior court  
2 by filing with the clerk of the court a petition setting out a copy of the document sought to be  
3 filed and a copy of the written disapproval. The matter shall be tried de novo by the superior  
4 court, which shall either sustain the action of the commissioner or direct the commissioner to  
5 take action the court considers proper.

6 Sec. 10.41.815. WRITINGS; CORRECTIONS. A writing relating to a corporation  
7 organized under this chapter filed by the commissioner may be corrected if it contains an error  
8 apparent on the face or defect in the execution of the writing including the deletion of a matter  
9 not permitted to be stated in the writing. A certificate, entitled "Certificate of Correction of . .  
10 . (correct title of writing and name of corporation)," shall be signed, verified, or acknowledged  
11 in the same manner as the original writing and shall be delivered to the commissioner. The  
12 certificate must set out the name of the corporation, the date the writing to be corrected was filed  
13 by the commissioner, the provision in the writing corrected or eliminated and, if the execution  
14 was defective, the proper execution. The filing of the certificate by the commissioner does not  
15 alter the effective time of the writing being corrected and does not affect a right or liability  
16 accrued or incurred before the filing. A corporate name may not be changed or corrected under  
17 this section.

18 Sec. 10.41.820. WRITINGS AS EVIDENCE. (a) A writing filed by the commissioner  
19 relating to a corporation organized under this chapter and containing statements of fact required  
20 or permitted by law and a certification by the commissioner of the absence of a filing shall be  
21 received in all courts, public offices, and official bodies as prima facie evidence of these facts  
22 and of the execution of the writing.

23 (b) If under the laws of a jurisdiction other than this state a writing by an officer in that  
24 jurisdiction or a copy of a writing certified or exemplified by an officer may be received as prima  
25 facie evidence of the incorporation, existence, or capacity of a foreign corporation incorporated  
26 in that jurisdiction, the writing when exemplified shall be received in all courts, public offices,  
27 and official bodies of this state, as prima facie evidence with the same force as in that  
28 jurisdiction. The writing or certified copy of the writing shall be received without being  
29 exemplified if it is certified by the secretary of state or official performing the equivalent function  
30 as to corporate records of that jurisdiction.

31 Sec. 10.41.830. CORPORATE SEAL AS EVIDENCE. The presence of a corporate seal

1 on a writing purporting to be executed by authority of a corporation organized under this chapter  
2 shall be prima facie evidence that the writing was executed with the authority of the corporation.

3 Sec. 10.41.840. **WAIVER OF NOTICE.** If notice is required to be given to a trustee,  
4 officer, or member of a corporation organized under this chapter or under the provisions of the  
5 articles or bylaws of the corporation, a waiver of the notice in writing signed by the person  
6 entitled to notice, whether before or after the time stated for notice, is equivalent to the giving  
7 of notice.

8 **ARTICLE 11. GENERAL PROVISIONS.**

9 Sec. 10.41.900. **POWERS OF COMMISSIONER.** The commissioner has the power and  
10 authority reasonably necessary to enable the commissioner to administer this chapter efficiently  
11 and to perform the duties imposed by this chapter.

12 Sec. 10.41.910. **REGULATIONS.** To the extent provided by explicit reference in this  
13 chapter, the department shall adopt regulations referred to in this chapter in accordance with the  
14 Administrative Procedure Act (AS 44.62).

15 Sec. 10.41.920. **RESERVATION OF POWER.** The legislature reserves the right, at  
16 pleasure, to alter, amend, suspend, or repeal in whole or in part this chapter, or a certificate of  
17 incorporation or the authority to conduct affairs in this state, of a domestic or foreign corporation.

18 Sec. 10.41.930. **SIGNATURE.** "Signature" includes a mark when the signer cannot  
19 write. The signer's name shall be written near the mark by a witness who shall write the  
20 witness's own name near the signer's name. A signature by mark can be acknowledged or can  
21 serve as a signature to a sworn statement.

22 Sec. 10.41.940. **RULES OF CONSTRUCTION GOVERNING.** (a) Unless a provision  
23 or the context otherwise requires, the general provisions and rules of construction in this section  
24 govern this chapter.

25 (b) When, by the provisions of this chapter, a power is granted to, or a duty imposed  
26 upon a public officer, the power may be exercised or the duty performed by a deputy of the  
27 officer or by a person authorized, under law, by the officer, unless this chapter expressly provides  
28 otherwise.

29 (c) When a notice, report, statement, or record is required or authorized by this chapter,  
30 it shall be made in writing in a manner reasonably calculated to communicate the notice, report,  
31 statement, or record to the recipient.

1 (d) A reference in this chapter to mailing means first-class mail, postage prepaid, unless  
2 certified mail is specified.

3 (e) Subject to any specific accounting treatment required by a particular section of this  
4 chapter,

5 (1) references in this chapter to financial statements, balance sheets, and  
6 references to assets, liabilities, and similar accounting items of a corporation mean financial  
7 statements or accounting items prepared or determined fairly and reasonably to present the  
8 purported matters;

9 (2) financial statements prepared or determined in accordance with generally  
10 accepted accounting principles then applicable are fair and reasonable.

11 (f) A reference in this chapter to the time a notice is given or sent means the time a  
12 written notice by mail is deposited in the United States mail, postage prepaid, the time any other  
13 written notice is personally delivered to the recipient or is delivered to a common carrier for  
14 transmission, or is actually transmitted by electronic means to the recipient by the person giving  
15 the notice, or the time a notice is communicated in person or by electronic means to the recipient  
16 or to a person at the office of the recipient who the person giving the notice has reason to believe  
17 will promptly communicate it to the recipient.

18 (g) Since there are fundamental differences between for-profit corporations, nonprofit  
19 corporations, and corporations organized under this chapter, it is not necessary to construe  
20 language in this chapter to have the same meaning as similar or identical language in AS 10.06  
21 or AS 10.21.

22 Sec. 10.41.990. DEFINITIONS. In this chapter, unless the context otherwise requires,

23 (1) "acknowledged" means that a document is accompanied by a certificate of its  
24 acknowledgement as provided in AS 09.63.010 - 09.63.130;

25 (2) "approved by all the trustees" or "approval of all of the trustees" means  
26 approval by the affirmative vote of the entire number of trustees provided in the articles or  
27 bylaws when there are no vacancies;

28 (3) "approved by a majority of all members" or "approval of a majority of all  
29 members" means approval by an affirmative vote or written ballot of a majority of the votes  
30 entitled to be cast, including the affirmative vote of

31 (A) a majority of the outstanding memberships of each class, unit, or

1 grouping of members entitled by the articles or the bylaws to vote as a class, unit, or  
2 grouping of members on the subject matter, and

3 (B) includes the affirmative vote of a greater proportion, including all of  
4 the memberships of a class, unit, or grouping of members, if a greater proportion is  
5 required by this chapter or the articles;

6 (4) "approved by the members" or "approval of the members" means approved  
7 or ratified by the affirmative vote of a majority of the memberships entitled to vote represented  
8 at a duly held meeting at which a quorum is present, unless the vote of a greater proportion,  
9 including all, of the memberships of a class if a greater proportion is required by this chapter or  
10 the articles for all or any specified member action;

11 (5) "approved by the trustees" or "approval of the trustees" means approved or  
12 ratified by the vote of the trustees of a trustee corporation or by a committee authorized to  
13 exercise the powers of the trustees, except as to matters not within the competence of the  
14 committee;

15 (6) "articles" or "articles of incorporation" means the original or restated articles  
16 of incorporation and all amendments;

17 (7) "bylaws" means a code of rules adopted for the regulation or management of  
18 the affairs of the corporation irrespective of the name by which these rules are known;

19 (8) "certified mail" includes registered mail;

20 (9) "commissioner" means the commissioner of commerce and economic  
21 development or a designee of the commissioner;

22 (10) "corporation" or "domestic corporation" means a corporation subject to the  
23 provisions of this chapter, but does not include a foreign corporation;

24 (11) "corporation sole" means a corporation formed under AS 10.41.100(a) that  
25 has conformed its articles to AS 10.41.105(a)(6)(A) and the incumbent who occupies the  
26 designation as corporation sole;

27 (12) "department" means the Department of Commerce and Economic  
28 Development;

29 (13) "donation" includes the transfer of any legal consideration if the transferor  
30 becomes entitled to a charitable tax deduction upon transfer; "donation" does not include a grant  
31 or other transfer from or by a state, federal, municipal, or other governmental agency or body;

1 (14) "filed" means filed in the office of the commissioner unless otherwise  
2 expressly provided;

3 (15) "foreign corporation" means a corporation organized under laws other than  
4 the laws of this state that would, if formed in this state, be a religious corporation under this  
5 chapter;

6 (16) "insolvent" means the inability of a corporation to pay its debts as they  
7 become due in the regular course of business;

8 (17) "member" means a person having membership rights in a membership  
9 corporation in accordance with the provisions of its articles of incorporation;

10 (18) "membership corporation" means a corporation formed under AS 10.41.100(f)  
11 that has conformed its articles to AS 10.41.105(a)(6)(C);

12 (19) "organic change" means a merger, consolidation, or sale of assets other than  
13 in the regular course of business;

14 (20) "resulting corporation" means a new corporation organized under this chapter  
15 as a result of a consolidation of two or more religious corporations;

16 (21) "state" means any of the United States, the District of Columbia, the  
17 Commonwealth of Puerto Rico, the Northern Mariana Islands, Guam, the Virgin Islands,  
18 American Samoa, the Trust Territory of the Pacific Islands, or any other territory or possession  
19 of the United States;

20 (22) "trustee" means any person elected, appointed, or designated a trustee of a  
21 trustee corporation organized under AS 10.41.100(b) - (e);

22 (23) "trustee corporation" means a corporation formed under AS 10.41.100(b)  
23 that has conformed its articles to AS 10.41.105(a)(6)(B);

24 (24) "surviving corporation" means a corporation into which one or more other  
25 corporations are merged;

26 (25) "vacancy" when used with respect to the body of trustees means any au-  
27 thorized position of trustee that is not then filled by a duly elected, appointed, or designated  
28 trustee, whether caused by death, resignation, removal, change in the authorized number of  
29 trustees, or other event;

30 (26) "verified" means certified as true under AS 09.63.040;

31 (27) "vote" includes authorization by written consent;

1                   (28) "writing" includes any form of recorded message capable of comprehension  
2           by ordinary visual means.

3   \* **Sec. 3.** AS 10.20 and AS 10.40 are repealed.

4   \* **Sec. 4.** In the following statutes, the revisor of statutes is directed to replace references to AS 10.20  
5 with references to AS 10.21: AS 04.11.240(a); AS 10.06.828, 10.06.845(c), 10.06.850; AS 10.30.055;  
6 AS 13.16.705(f); AS 16.10.380(c), 16.10.400(a), 16.10.400(e); AS 29.35.130(a); AS 44.33.135(a);  
7 AS 47.10.310(b); and AS 47.40.091.

8   \* **Sec. 5. EXERCISE OF RESERVE POWER.** It is the intent of the legislature in enacting  
9 AS 10.21.450(a) and AS 10.41.220 in secs. 1 - 2 of this Act to exercise to the fullest extent the reserve  
10 power of the state over corporations and to authorize any amendments of the articles permitted under  
11 AS 10.21.450(a) or AS 10.41.220 regardless of whether a provision contained in the amendment was  
12 permissible at the time of the original incorporation of the corporation.

13   \* **Sec. 6. GENERAL APPLICATION PROVISIONS.** (a) Except as otherwise expressly provided  
14 by this Act, AS 10.21, enacted by sec. 1 of this Act, applies on and after July 1, 1992, to

15                   (1) a corporation organized under former AS 10.20 and existing on July 1, 1992;

16                   (2) a foreign corporation that is authorized immediately before July 1, 1992, under former  
17 AS 10.20 to conduct affairs in the state;

18                   (3) a foreign corporation that conducts affairs in the state on or after July 1, 1992;

19                   (4) actions by a director, officer, or member of a corporation described in (1) - (3) of this  
20 subsection on and after July 1, 1992.

21           (b) Except as otherwise expressly provided by this Act, a section of AS 10.21., enacted by sec. 1  
22 of this Act, governing acts, contracts, or other transactions by a corporation or its directors, officers, or  
23 shareholders applies only to acts, contracts, or transactions occurring on or after July 1, 1992, and the  
24 provisions of former AS 10.20 govern acts, contracts, or transactions occurring before July 1, 1992.

25           (c) Except as otherwise expressly provided by this Act, a vote or consent by the directors or  
26 members of a corporation before July 1, 1992, under the provisions of former AS 10.20 is effective, and  
27 if a certificate or document is required to be filed in a public office of the state relating to the action,  
28 the certificate or document may be filed after July 1, 1992, under the provisions of former AS 10.20.

29           (d) Except as otherwise expressly provided by this Act, AS 10.41, enacted by sec. 2 of this Act,  
30 applies on and after July 1, 1992, to

31                   (1) a corporation organized under former AS 10.40 and existing on July 1, 1992;

1           (2) actions by an officer, body, or member of a corporation described in (1) of this  
2 subsection on and after July 1, 1992.

3           (e) Except as otherwise expressly provided by this Act, a section of AS 10.40 governing acts,  
4 contracts, or other transactions by a corporation or by an officer, body, or member of a corporation  
5 applies only to acts, contracts, or transactions occurring before July 1, 1992.

6           (f) Except as otherwise expressly provided by this Act, a vote or consent by an officer, body,  
7 or member of a corporation before July 1, 1992, under the provisions of former AS 10.40 is effective,  
8 and if a certificate or document is required to be filed in a public office of the state relating to the  
9 action, the certificate or document may be filed after July 1, 1992, in accordance with the provisions of  
10 former AS 10.40.

11          (g) If a domestic corporation organized under former AS 10.20 and existing on July 1, 1992, is  
12 formed for the purposes identified under AS 10.41.005, enacted by sec. 2 of this Act, the corporation  
13 shall on or before July 1, 1997, amend its articles to conform to AS 10.41.105 and 10.41.110 and shall  
14 be governed by AS 10.41 from the date the amended articles are filed with the Department of Commerce  
15 and Economic Development. If the corporation does not make the amendments as required by this  
16 subsection, the corporation shall be considered on and after July 1, 1997, to be a membership corporation  
17 organized under and subject to AS 10.41. In this subsection, "membership corporation" has the meaning  
18 given in AS 10.41.680.

19          (h) If a foreign corporation that is existing on July 1, 1992, and that has received a certificate  
20 of authority under former AS 10.20 is formed for the purposes identified under AS 10.41.005, enacted  
21 by sec. 2 of this Act, the corporation shall, on or before July 1, 1997, amend its certificate of authority  
22 to conform to AS 10.41.550 and shall be governed by AS 10.41 from the date the application for an  
23 amended certificate is filed with the Department of Commerce and Economic Development. If the  
24 corporation does not file the amended certificate of authority as required by this subsection, the  
25 corporation shall be considered on and after July 1, 1997, to be a membership corporation subject to  
26 AS 10.41. In this subsection, "membership corporation" has the meaning given in AS 10.41.990.

27          (i) If a corporation organized under former AS 10.40 and existing on July 1, 1992, is not formed  
28 for the purposes identified under AS 10.41.005, enacted by sec. 2 of this Act, the corporation shall on  
29 or before July 1, 1997, amend its articles to conform to AS 10.21.105 and 10.21.110 and shall be  
30 governed by AS 10.21 from the date the amended articles are filed with the Department of Commerce  
31 and Economic Development. If the corporation does not make the amendments as required by this

1 subsection, the corporation shall be considered on and after July 1, 1997, to be a public benefit  
2 corporation organized under and subject to AS 10.41. In this subsection, "public benefit corporation"  
3 has the meaning given in AS 10.21.990.

4 (j) Except as otherwise expressly provided by this Act, the provisions of AS 10.21.105 and  
5 10.21.110, enacted by sec. 1 of this Act, relating to the contents of articles of incorporation do not apply  
6 to corporations organized under former AS 10.20 and existing on July 1, 1992, unless and until an  
7 amendment of the articles is filed stating that the corporation elects to be governed by all of the  
8 provisions of AS 10.21 not otherwise applicable to it under this Act. If an amendment does not change  
9 the articles of incorporation other than conforming the statement of purposes and powers to  
10 AS 10.21.105(a)(2) or 10.21.110(1)(E), enacted by sec. 1, of this Act, or deletes references to the  
11 location of the principal office, it may be adopted by approval of the board of directors of the  
12 corporation alone; otherwise, it shall be approved as provided in AS 10.21.450 - 10.21.453, enacted by  
13 sec. 1 of this Act. This subsection may not be interpreted to mean that a corporation is not bound by  
14 its articles of incorporation existing on July 1, 1992.

15 (k) Except as otherwise expressly provided by this Act, a corporation organized under former  
16 AS 10.20 and existing on July 1, 1992, shall comply with AS 10.21.105 and 10.21.110, enacted by sec. 1  
17 of this Act, on or before July 1, 1997.

18 (l) Except as otherwise expressly provided by this Act, the provisions of AS 10.41.105 and  
19 10.41.110, enacted by sec. 2 of this Act, relating to the contents of articles of incorporation, do not apply  
20 to corporations organized under former AS 10.40 and existing on July 1, 1992, unless and until an  
21 amendment of the articles is filed stating that the corporation elects to be governed by all of the  
22 provisions of AS 10.41 not otherwise applicable to it under this Act. This subsection may not be  
23 interpreted to mean that a corporation is not bound by its articles existing on July 1, 1992.

24 (m) Except as otherwise expressly provided by this Act, a corporation organized and existing  
25 under the provisions of former AS 10.40 shall comply with AS 10.41.105 and 10.41.110, enacted by  
26 sec. 2 of this Act, on or before July 1, 1997.

27 \* **Sec. 7. APPLICABILITY TO CERTAIN CORPORATIONS WITH CLASSIFIED DIRECTORS.**

28 (a) Notwithstanding AS 10.21.355(e) and 10.21.365, if a corporation is organized under 43 U.S.C.  
29 1601 - 1629e and if the corporation's bylaws, as the bylaws exist immediately before July 1, 1992,  
30 contain a provision that complies with former AS 10.20 and provides for a board of directors consisting  
31 of three or fewer classes of directors with terms of office extending not longer than the third annual

1 meeting after the directors' election, the corporation may continue to elect directors in the classes and  
2 for the terms provided under the bylaws.

3 (b) The application of (a) of this section terminates if on or after July 1, 1992, the corporation  
4 modifies or eliminates the provisions of the corporation's bylaws on the classification and terms of office  
5 of the corporation's directors.

6 (c) Notwithstanding AS 10.21.355(e) and 10.21.365, if a corporation is not covered by (a) of this  
7 section, if the corporation is organized under former AS 10.20, and if the corporation's bylaws, as the  
8 bylaws exist immediately before July 1, 1992, contain a provision that complies with former AS 10.20  
9 and provides for a classified board of directors, the corporation may continue to elect directors in the  
10 classes and for the terms provided under the bylaws until July 1, 1997.

11 \* Sec. 8. TENURE OF OFFICERS PRESERVED. If a person holds an office under a law repealed  
12 by this Act, the person shall continue to hold the office according to its former tenure if the office is  
13 continued by this Act.

14 \* Sec. 9. INDEMNIFICATION BY A CORPORATION. AS 10.21.440, as enacted by sec. 1 of this  
15 Act, governs a proposed indemnification by a corporation after July 1, 1992, whether the events upon  
16 which the indemnification is based occurred before or after the effective date of this Act. A statement  
17 relating to indemnification contained in the articles or bylaws of a corporation on the effective date of  
18 this Act may limit the indemnification permitted by AS 10.21.440 unless the statement expressly states  
19 that indemnification is limited.

20 \* Sec. 10. EXISTING ACTIONS, LIABILITIES, PENALTIES, AND SPECIAL PROCEEDINGS.  
21 The enactment of AS 10.21 and AS 10.41 by secs. 1 - 2 of this Act does not affect a cause of action,  
22 liability, penalty, or special proceeding existing, incurred, or accrued on July 1, 1992.

23 \* Sec. 11. COURT RULES AMENDED BY AS 10.21. (a) AS 10.21.015(b)(1), enacted by sec. 1  
24 of this Act, amends Alaska Rule of Civil Procedure 19 by making all parties to a contract covered by  
25 AS 10.21.015(b)(1) indispensable parties to certain actions under AS 10.21.015(b)(1).

26 (b) AS 10.21.190(c), enacted by sec. 1 of this Act, amends

27 (1) Alaska Rule of Civil Procedure 79(b) by including all discovery costs in the costs that  
28 are to be awarded to certain successful plaintiffs;

29 (2) Alaska Rule of Civil Procedure 82 by requiring that certain successful plaintiffs be  
30 awarded reasonable attorney fees.

31 (c) AS 10.21.305(d), enacted by sec. 1 of this Act, amends Alaska Rule of Civil Procedure 82

1 by allowing the court to award reasonable attorney fees.

2 (d) AS 10.21.308(d), enacted by sec. 1 of this Act, amends Alaska Rule of Civil Procedure 82  
3 by allowing the court to award reasonable attorney fees.

4 (e) AS 10.21.315(b), enacted by sec. 1 of this Act, amends Alaska Rule of Civil Procedure 82  
5 by allowing the court to award reasonable attorney fees.

6 (f) AS 10.21.318(j), enacted by sec. 1 of this Act, amends Alaska Rule of Civil Procedure 82  
7 by

8 (1) changing the criteria for awarding attorney fees; and

9 (2) allowing the court to award reasonable attorney fees.

10 (g) AS 10.21.540, enacted by sec. 1 of this Act, amends

11 (1) Alaska Rule of Civil Procedure 3 by establishing a different criteria for determining  
12 the venue of the action allowed under AS 10.21.540;

13 (2) Alaska Rule of Civil Procedure 4 by establishing how service of process shall be  
14 made on nonresidents and requiring service by publication without satisfying the criteria established by  
15 the rule;

16 (3) Alaska Rule of Civil Procedure 19 by making all dissenting members indispensable  
17 parties to the action allowed under AS 10.21.540;

18 (4) Alaska Rule of Civil Procedure 79 by prohibiting the court from awarding the fees  
19 and expenses of experts in an action under this section;

20 (5) Alaska Rule of Civil Procedure 79 by excluding the fees and expenses of experts from  
21 the costs to be awarded, except in the circumstances covered by AS 10.21.548(d);

22 (6) Alaska Rule of Civil Procedure 82 by prohibiting the court from awarding attorney  
23 fees in an action under this section.

24 (h) AS 10.21.573, enacted by sec. 1 of this Act, amends

25 (1) Alaska Rule of Civil Procedure 19 by making the commissioner of commerce and  
26 economic development an indispensable party in an action for involuntary dissolution without the  
27 necessity of complying with the criteria in the rule.

28 (2) Alaska Rule of Civil Procedure 24 by allowing a creditor to intervene without the  
29 necessity of complying with the criteria of the rule and by removing the court's discretion to decide if  
30 the intervention is timely.

31 (i) AS 10.21.578, enacted by sec. 1 of this Act, amends

1 (1) Alaska Rule of Appellate Procedure 602 by changing what the corporation must file  
2 in order to begin an appeal from a decision under AS 10.21.578 of the commissioner of commerce and  
3 economic development;

4 (2) Alaska Rule of Appellate Procedure 609 by requiring that the appeal be tried de novo  
5 by the superior court;

6 (3) Alaska Rule of Civil Procedure 17 by allowing an assignee to bring a contract action  
7 under AS 10.21.578(g) without the necessity of satisfying the real-party-in-interest criteria of the rule;

8 (4) Alaska Rule of Civil Procedure 8 by requiring that certain information be set out in  
9 the complaint when an assignee brings a complaint under AS 10.21.578(g);

10 (5) Alaska Rule of Civil Procedure 4 by directing that service of process is to be made  
11 as the rule requires for corporations even though the corporation is dissolved.

12 (j) AS 10.21.623, enacted by sec. 1 of this Act, amends Alaska Rule of Civil Procedure 19 by  
13 allowing a person who received an improper distribution to be joined as a party without the necessity  
14 of complying with the rule's criteria for the permissive joinder of parties.

15 (k) AS 10.21.628, enacted by sec. 1 of this Act, amends

16 (1) Alaska Rule of Civil Procedure 4 by changing the rules of service for a corporation;

17 (2) Alaska Rule of Civil Procedure 24 by allowing a member, creditor, or the  
18 commissioner of commerce and economic development to intervene in an action brought under  
19 AS 10.21.628 without the necessity of complying with the criteria for intervening parties in the rule.

20 (l) AS 10.21.653, enacted by sec. 1 of this Act, amends

21 (1) Alaska Rule of Civil Procedure 19 by making the commissioner of commerce and  
22 economic development an indispensable party in an action under the section without the necessity of  
23 complying with the criteria in the rule;

24 (2) Alaska Rule of Civil Procedure 24 by allowing a member, a creditor, or the  
25 commissioner of commerce and economic development to intervene without the necessity of complying  
26 with the criteria of the rule.

27 (m) AS 10.21.658, enacted by sec. 1 of this Act, amends

28 (1) Alaska rule of Civil Procedure 4 by directing that service of process is to be made  
29 as the rule requires for corporations even though the corporation is dissolved;

30 (2) Alaska Rule of Civil Procedure 8 by requiring that certain information be set out in  
31 the complaint when an assignee brings a complaint under AS 10.21.658(g);

1 (3) Alaska Rule of Civil Procedure 17 by allowing an assignee to bring a contract action  
2 under AS 10.21.658(g) without the necessity of satisfying the real-party-in-interest criteria of the rule;

3 (4) Alaska Rule of Appellate Procedure 602 by changing what the corporation must file  
4 in order to begin an appeal from a decision under AS 10.21.658 of the commissioner of commerce and  
5 economic development;

6 (5) Alaska Rule of Appellate Procedure 609 by requiring that the appeal be tried de novo  
7 by the superior court.

8 (n) AS 10.21.705, enacted by sec. 1 of this Act, amends Alaska Rule of Civil Procedure 19 by  
9 allowing a person who received an improper distribution to be joined as a party without the necessity  
10 of complying with the rule's criteria for the permissive joinder of parties.

11 (o) AS 10.21.710, enacted by sec. 1 of this Act, amends

12 (1) Alaska Rule of Civil Procedure 4 by changing the rules of service for a corporation;

13 (2) Alaska Rule of Civil Procedure 24 by allowing the commissioner of commerce and  
14 economic development to intervene in an action brought under AS 10.21.710 without the necessity of  
15 complying with the criteria for intervening parties in the rule.

16 (p) AS 10.21.894, enacted by sec. 1 of this Act, amends

17 (1) Alaska Rule of Appellate Procedure 602 by changing what the corporation must file  
18 in order to begin an appeal from a revocation under AS 10.21.894 of the commissioner of commerce  
19 and economic development;

20 (2) Alaska Rule of Appellate Procedure 609 by requiring that the appeal be tried de novo  
21 by the superior court.

22 (q) AS 10.21.910, enacted by sec. 1, of this Act, amends

23 (1) Alaska Rule of Appellate Procedure 602 by changing what the corporation must file  
24 in order to begin an appeal from a disapproval under AS 10.21.910 of the commissioner of commerce  
25 and economic development;

26 (2) Alaska Rule of Appellate Procedure 609 by requiring that the appeal be tried de novo  
27 by the superior court.

28 (r) AS 10.21.920, enacted by sec. 1 of this Act, amends Alaska Rule of Evidence 803 by  
29 requiring the court to receive as evidence certain documents dealing with corporations.

30 \* Sec. 12. COURT RULES AMENDED BY AS 10.41. (a) AS 10.41.175, enacted by sec. 2 of this  
31 Act, amends Alaska Rule of Civil Procedure 24 by allowing the commissioner of commerce and

1 economic development to intervene in an action under AS 10.41.175 without the necessity of complying  
2 with the criteria for intervention established by the rule.

3 (b) AS 10.41.360, enacted by sec. 2 of this Act, amends

4 (1) Alaska Rule of Civil Procedure 17 by allowing an assignee to bring a contract action  
5 under AS 10.41.360(b) without the necessity of satisfying the real-party-in-interest criteria of the rule;

6 (2) Alaska Rule of Civil Procedure 8 by requiring that certain information be set out in  
7 the complaint when an assignee brings a complaint under AS 10.41.360(b)

8 (c) AS 10.41.810, enacted by sec. 2 of this Act, amends

9 (1) Alaska Rule of Appellate Procedure 602 by changing what the corporation must file  
10 in order to begin an appeal from a disapproval under AS 10.41.605 of the commissioner of commerce  
11 and economic development;

12 (2) Alaska Rule of Appellate Procedure 609 by requiring that the appeal be tried de novo  
13 by the superior court.

14 (d) AS 10.41.820, enacted by sec. 2 of this Act, amends Alaska Rule of Evidence 803 by  
15 requiring the court to receive as evidence certain documents dealing with corporations.

16 \* Sec. 13. This Act takes effect July 1, 1992.