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COMMITTEE REPORT

SENATE

3/10/82

FURTHER: Finance

Date: MARCH 22, 1982

Mr. President:

The Committee on JUDICIARY has had SB 845

reinstatement of certain dissolved Alaska Native Claims Settlement Act village corporations to corporate status

under consideration and (a majority of the committee) (the committee) reports it back with the following recommendations:

- do pass  do not pass
- do pass with attached amendments(s)  same title
- replace with CS for \_\_\_\_\_  new title
- and recommends \_\_\_\_\_
- AND attaches a "Letter of Intent"  New Fiscal Note
- reports it back without recommendation
- referred to the \_\_\_\_\_ Committee

MEMBERS SIGNING DO PASS

Wesley Anderson

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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\_\_\_\_\_

\_\_\_\_\_

MEMBERS HAVING OTHER RECOMMENDATIONS:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

CHAIRMAN

*DO PASS*



Official Business

# Alaska State Legislature

## Senate

### Committee on Judiciary

Pouch V  
State Capitol  
Juneau, Alaska 99811

#### MINUTES OF THE SENATE JUDICIARY COMMITTEE

OF

MARCH 22, 1982

Butrovich Committee Room, State Capitol Juneau, Alaska

#### Legislation Before Committee:

- SB 845 - "An Act to provide for reinstatement of certain dissolved Alaska Native Claims Settlement Act village corporations to corporate status."
- SB 592 - "An Act providing that the parents of delinquent minors and children in need of aid have the right to counsel in certain proceedings under AS 47.10."
- SB 473 - "An Act relating to urban renewal and development projects of municipalities; and providing for an effective date."
- HB 640 - "An Act relating to games of chance and contests of skill; and providing for an effective date."

The meeting of the Senate Judiciary Committee was called to order by Chairman Rodey at 1:35 P.M. Committee members present were: Senators Rodey, Ray, Parr, and Anderson. Senator Bennett was absent.

003 - Chairman Rodey called the meeting to order.

005 - The first item of business, SB 845, was brought before the committee.

015 - James Kohler, Department of Community and Regional Affairs, testified in favor of the bill, stating that several corporations were dissolved at no fault of their own.

209 - Mr. Kirkpatrick, Director of Banking Securities Corporations, testified stating neither support nor opposition. He only wanted to see clarification of fees due.

443 - Senator Anderson moved that the bill be passed with individual recommendations. There was no objection and the bill was passed with Senators Anderson, Parr, and Rodey signing do pass, Senator Ray signed no recommendation.

463 - Next Chairman Rodey brought HB 640 before the committee.

470 - Chairman Rodey gave the amendments made to the bill.

552 - Chairman Rodey suggested moving the bill from committee and directed staff to prepare a committee substitute to include the new amendments previously adopted by the committee. There was no objection and the committee substitute was passed with Senators Parr, Ray, and Anderson signing do pass. Senator Rodey signed no recommendation.

650 - Chairman Rodey brought SB 473 before the committee.

727 - After discussion, Senator Ray moved that the committee substitute be passed with individual recommendations. There was no objection and the bill was passed with Senators Parr, Rodey, and Anderson signing do pass. Senator Ray signed no recommendation.

730 - The last item on the agenda was SB 592.

745 - Francis Still, representing herself, testified in favor of SB 592.

780 - Senator Parr moved that on Page 1, Line 12, the following be deleted: [to transfer custody, or to appoint a person other than the parent of a child as guardian of the child,]. There was no objection.

795 - Senator Parr moved that the committee pass SB 592 with a committee substitute to be drafted to include the new amendment. There was no objection and the bill was passed with Senator Parr signing do pass. Senators Ray, Rodey, and Anderson signed no recommendation.

802 - Chairman Rodey adjourned the meeting at 2:20 P.M.

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CAROL L. BARKHO  
JAMES L. CASSIDY  
KENNETH E. KATZ  
GLEN F. QUAMEN  
PAUL J. SHOCORRANT \*\*

March 22, 1982

\* Admitted in Alaska  
\*\* Admitted in New York  
All others admitted in  
the District of Columbia

Mr. Mike Scott  
Pouch V  
Juncou, Alaska 99811

Re: Proposed Bill

Dear Mike:

Enclosed is a copy of the proposed Bill for the Reinstatement of Certain Dissolved Native Corporations Originally Organized Pursuant to the Alaska Native Claims Settlement Act.

Yours truly,

  
William H. Timme

Enclosure.

February 1, 1982

MEMORANDUM

Re: A Bill to Provide for the Reinstatement of Certain Dissolved Native Corporations Originally Organized Pursuant to the Alaska Native Claims Settlement Act

Purpose of Proposed Legislation

The purpose of this bill is to provide a mechanism whereby certain village corporations organized under the Alaska Native Claims Settlement Act, P.L. 92-903 ("ANCSA"), which have been involuntarily dissolved under Alaska law and missed the statutory deadline for reinstatement, may nevertheless have their corporate status restored. This objective can be accomplished by an amendment to AS 10.05.005, which contains certain special statutory provisions applicable to ANCSA corporations.

Background

All ANCSA corporations are subject to the requirements of Alaska's Business Corporation Act. During the past six years over forty ANCSA village corporations have been subject to involuntary dissolution procedures for failure to comply with certain formalities of state law.

AS 10.05.519 currently provides for what is, in effect, a two-year grace period during which a dissolved corporation may have its corporate status restored upon cure of the

omission which precipitated dissolution and payment of all taxes, fees and statutory penalties. Most of the dissolved Native corporations have been reinstated under this provision. However, five corporations, all dissolved in 1975 and 1976, did not become aware of their dissolution until after the reinstatement deadline had elapsed. They are: Nondalton Native Corporation, NGTA Incorporation, Umkumiute Ltd., Swan Lake Corporation and Ayskulik, Inc.

The problems of these dissolved corporations stem essentially from the negligence of their former registered agents. State law requires that every corporation designate a registered agent for service of process, notice or demand. However, the registered agents for these five corporations failed to diligently deal with the annual corporate report and tax forms. In many instances the agents involved moved. As a result, report forms and other communications from the State to the corporation were returned to Juneau undelivered.

The Commissioner of Commerce and Economic Development is required to notify all delinquent corporation of his intent to proceed with involuntary dissolution. Because of the problem outline above, however, the corporation never received these notifications. They were thus unaware of their own delinquencies and, ultimately, of their own dissolution.

#### Necessity for the Legislation

Under Section 8(a) of ANCSA

{the Native residents of each Native Village entitled to receive lands and benefits under this Act shall organize as a business for profit or nonprofit corporation under the laws of the State before the Native Village may receive patents to lands or benefits under this Act. . . .

The involuntary dissolutions of these five corporations seriously jeopardizes their entitlement to land and benefits under ANCSA. Unless the corporations have their corporate status restored, these benefits will be forever lost. Additionally, their other obligations under ANCSA would remain unfulfilled, for a dissolved corporation cannot convey property, enter into contracts, or otherwise transact business.

As noted, each of the five village corporations has missed the two-year deadline for reinstatement provided by state law. The state Attorney General has given his opinion that ANCSA corporations are subject to the state statute governing involuntary dissolution and that the Commissioner of Commerce and Development has no discretion to extend the two-year period for reinstatement to accommodate these corporations.

The only options available to these Native villages are reincorporation, or reinstatement through special legislation. Reincorporation generally is not a viable solution. Reincorporation entails formation of a new corporation to replace the dissolved entity. It is doubtful, however, whether the new corporation would in fact succeed to the rights and obligations of its predecessor, particularly rights conferred by ANCSA, and serious legal problems could arise.

The other option, reinstatement of corporate status, is the preferred solution and is that contemplated by the Alaska Business Corporation Act. Legislation, however, is needed to extend for the five corporations the statutory deadline for seeking reinstatement.

Detailed Analysis of the Bill

The bill first provides that each of these five corporations be given until one year from the effective date of the legislation within which to seek reinstatement. This one-year grace period would allow the five corporations, which were dissolved through no real fault of their own, to regain their corporate status. The bill accomplishes its goal without providing a blanket exemption for any other ANCSA corporation which in the future neglects its statutory duties. This "one time only" deadline extension seems adequate under the circumstances. There is now a general awareness of the problems encountered by Native Village corporations in complying with formalities of state corporate law. Through the efforts of the Department of Commerce and Development and the Alaska Native Foundation, a monitoring system has been devised to identify those ANCSA corporations threatened with involuntary dissolution. This should eliminate any repetition of the problem in the future.

The amendment contemplates reinstatement under the same procedures and subject to the same requirements as normally apply under AS 10.05.519: correction of the neglect or

delinquency which caused dissolution and payment of any sums delinquent, all sums which would have been paid but for dissolution, plus penalties.

The second sentence of paragraph (1) is designed to insure legislatively that the existence of these corporations will be deemed to be continuous. This provision will avoid the problem articulated earlier regarding reincorporation. It is in everyone's best interest that the identity of these corporations with the originally formed ANCSA corporations be unquestionable. This is accomplished by providing that the reinstated corporations succeed to all of the rights and obligations that would have applied if dissolution had never occurred.

Secondly, although generally under corporate law reinstatement of a forfeited corporate charter operates to validate all corporate acts back to the date of dissolution, Alaska courts have not yet addressed this specific question under current law. Because during most of the period of dissolution the five corporations were unaware of their legal status, the boards of directors continued to conduct business. Shareholders meetings were held, directors were elected, contracts were entered into and other obligations were incurred. These actions were taken in good faith. Therefore, in order to avoid unnecessary litigation over the validity of these corporate acts performed during the period of dissolution, the second sentence of paragraph (1) of the proposed bill expressly validates actions taken during this period. This provision will protect not only the corporation, but also persons who dealt with the dissolved

corporation, for the corporation will not be able to avoid its obligations on the ground that it was dissolved when the transaction occurred. The provision further operates to shield the directors and shareholders against individual liability for corporate acts carried out during the period of dissolution. Since they were acting on good faith, this is a valid legislative objective.

Paragraph (2) addresses the problem of any dissolved corporation which has reincorporated prior to the effective date of the proposed legislation. At least one of the five ANCSA villages here discussed has done this, by forming a new corporation with the same name as the dissolved corporation. This leads to the problems dealt with above, regarding whether the new corporation in fact succeeds to all the rights of the original ANCSA corporation. Paragraph (2) therefore expressly provides that the new corporation will succeed to all such rights, including the original corporation's status as an ANCSA corporation. To obtain the benefits of this provision the new entity must first meet the requirements applicable to a reinstatement.

# STATE OF ALASKA

JAY S. HAMMOND, GOVERNOR

## DEPARTMENT OF COMMERCE & ECONOMIC DEVELOPMENT

OFFICE OF THE COMMISSIONER

POUCH D  
JUNEAU, ALASKA 99811  
PHONE: 465-2500

DATE: March 17, 1982

TO: Honorable Patrick Rodey, Chairman  
Judiciary Committee  
Honorable Tim Kelly, Chairman  
Rules Committee  
Honorable Don Bennett, Co-Chairman  
Finance Committee  
Honorable M. E. Dankworth, Co-Chairman  
Finance Committee

FROM: Edward W. Eboch, <sup>ewe</sup> Deputy Commissioner  
Department of Commerce & Economic  
Development

SUBJECT: SB 845

Attached is the department's position statement and proposed amendment on SB 845.

EWE/saE/35

**DEPARTMENT OF COMMERCE & ECONOMIC DEVELOPMENT**

OFFICE OF THE COMMISSIONER

POUCH D  
JUNEAU, ALASKA 99811  
PHONE: 465-2500

POSITION PAPER

SB 845: An Act

to provide for reinstatement of certain dissolved Alaska Native Claims Settlement Act village corporations to corporate status.

The Department of Commerce and Economic Development, Division of Banking, Securities, Small Loans and Corporations, has no objection to the suggested legislation but feels that the corporations affected by SB 845 should pay the approximate fees that would have been effective had they not allowed themselves to become delinquent. The department does not propose any penalty fees as are statutorily required from other corporations that have been involuntarily dissolved.

The suggested fee is based upon the current \$100 biennial filing fee. The suggested amendments will make it comparatively easy for the affected corporations and the department to compute the amount of fees to be paid.

As now written, it is not clear how the fee structure should apply. Would the present maximum penalty for corporations dissolved less than two years apply or should there be an additional penalty for corporations dissolved in excess of two years? The present two-year penalty fees, if applied, would be substantial.

*E.W. Eboch*

Edward W. Eboch, Deputy Commissioner

*3/19/82*

Date

*Willis F. Kirkpatrick*  
Willis F. Kirkpatrick, Director

*3/18/82*

Date



Official Business

# Alaska State Legislature

Senate

Committee on Judiciary

Pouch V  
State Capitol  
Juneau, Alaska 99811

## MEMORANDUM

DATE: March 22, 1982

TO: Senate Judiciary Committee

FROM: Kevin Bruce

RE: SB 845

The following village corporations have been involuntarily dissolved and are no longer eligible for reinstatement:

Nondalton  
Nightmute  
Unkamiut  
Swan Lake  
Ayakuloh

THE LEGISLATURE OF THE STATE OF ALASKA  
TWELFTH LEGISLATURE

FISCAL NOTE

I. REQUEST

Bill/Resolution No. SB 845 - An Act to provide for reinstatement of certain  
Title Alaska Native Claims Settlement Act Village Corps. to corporate status.  
 Requested by Rules Committee Date 3-16-82

II. FISCAL DETAIL

Agency Affected Department of Commerce & Economic Development  
 Program Category Affected Consumer Protection  
 BRU, Program, Or Subprogram(s) Affected Corporations  
 (Note: If more than one budget component is affected, separate line-item  
 amounts and funding for each component in the analysis section.)

EXPENDITURES (Thousands of Dollars)

	FY 82	FY 83	FY 84	FY 85	FY 86	FY 87
100 PERSONAL SERVICES	-0-	-0-				
200 TRAVEL	-0-	-0-				
300 CONTRACTUAL	-0-	-0-				
400 COMMODITIES	0	-0-				
500 EQUIPMENT	-0-	-0-				
600 LAND & STRUCTURES	-0-	-0-				
700 GRANTS, CLAIMS, ETC.	-0-	-0-				
TOTAL	-0-	-0-				

FUNDING (Thousands of Dollars)

	FY 82	FY 83	FY 84	FY 85	FY 86	FY 87
GENERAL FUND	-0-	-0-				
FEDERAL FUNDS	-0-	-0-				
OTHER (Specify Source)	-0-	-0-				

POSITIONS

	FY 82	FY 83	FY 84	FY 85	FY 86	FY 87
FULL TIME	-0-	-0-				
PART TIME	-0-	-0-				
TEMPORARY	-0-	-0-				

III. ANALYSIS (See Fiscal Note Preparation Instruction, Section III)

IV. DATE March 16, 1982

PREPARED BY Willie F. Kirkpatrick

AGENCY Department of Commerce & Economic Development

Original: Legislative Finance

PHONE 465-2521

cc: Budget and Management

Prime Sponsor (First Legislator Named)

33-001 (Rev. 12/81)

80-230

April 17, 1980

Mr. Julius Brecht, Director  
Division of Banking & Securities  
Department of Commerce & Economic Development  
Pouch D  
Juneau, Alaska 99811

RE: Reinstatement of Certain  
ANCSA Village Corporations

Dear Mr. Brecht:

During the past few months, the Alaska Native Foundation has been working with more than 40 ANCSA village corporations which were involuntarily dissolved for failure to file annual corporate reports and franchise taxes. Nearly all of these corporations have been reinstated because we learned of their problems within two years of dissolution; they were therefore eligible for reinstatement under A.S. 10.05.519(d). However, five corporations present special problems because they were dissolved in 1975 and 1976 and are no longer eligible for reinstatement.

Most business corporations can remedy this situation simply by reincorporating. However, Native villages which reincorporate might be challenged as ineligible for benefits under the Alaska Native Claims Settlement Act. Although the courts would almost certainly decide that these corporations are entitled to ANCSA benefits, the challenge would be a severe drain on corporate resources and could jeopardize projects requiring clear title to native land.

These problems could be avoided if the Commissioner of Commerce and Economic Development has discretion to extend the two year reinstatement period because of the circumstances causing these dissolutions and the public policy considerations involved. If the commissioner does not have this discretion, these corporations may need special legislation to prevent serious legal problems in the future. We urge you to seek an attorney general's opinion as to whether the commissioner can reinstate the five corporations dissolved in 1975 and 1976.

Mr. Julius Brecht  
April 17, 1980  
Page 2

### Public Policy Considerations

Land and other benefits are available only to villages recognized under ANCSA. No provision was made for receipt of benefits by corporations other than these original federally recognized entities. However, it is certainly not the public policy of either the state or federal government for Settlement Act benefits to be jeopardized by involuntary dissolutions.

A corporation which is not reinstated loses its corporate identity and technically becomes a new corporation upon filing the appropriate papers and fees. Even though village corporations in this situation would essentially be continuing their old identity, it is entirely possible that in the future someone might challenge their entitlement to land and money. Native corporations have already been subject to much litigation; they are justifiably concerned about creating the potential for future litigation.

If the dissolved corporations cannot be reinstated, problems might extend beyond the entitlement to ANCSA benefits. For instance their obligations to reconvey land for municipal governments, airports, native and non-native homes and businesses, etc. may be jeopardized. Without clear title to the land, a village corporation cannot effectively convey these properties under ANCSA Section 14(c).

### Circumstances Leading to Involuntary Dissolution

In addition to the public policy considerations, there are circumstances leading to the involuntary dissolutions which merit special consideration.

When villages were first incorporated, few were ready to cope with the difficulties of maintaining profit corporations. Many trusted that their lawyers, accountants and other advisors would take care of business matters, including the preparation and filing of necessary state and federal reports. Unfortunately, that trust was often misplaced.

As with nearly all of the 43 involuntary dissolutions of ANCSA village corporations, the five dissolutions prior to 1977 can be blamed in large part on the registered agents. Many lawyers who drew up incorporation papers named themselves as registered agent. Some of these attorneys were not diligent in handling the corporate report forms mailed to them annually from Juneau. Of the remaining five dissolved corporations, two were represented by one attorney and two by another attorney.

Knowing full well that village corporation boards were not familiar with corporate affairs, these attorneys should have ensured that reports and franchise taxes were submitted. Their responsibility should not have ended when they forwarded the reports to the village for signature and mailing. Since 60 day notice letters of intent to dissolve are also mailed

Mr. Julius Brecht  
April 17, 1980  
Page 3

to registered agents, these attorneys were notified that a problem existed with the corporate status of their client corporations. (Some agents did not even notify the state corporations office when their addresses changed, so report forms were returned to Juneau undelivered.)

The attorney who was registered agent for the two villages dissolved in 1976 was also the agent for more than a dozen other dissolved corporations which have been reinstated. It is disgraceful that village corporations often pay twice for the services of their "consultants": once when the initial bill is received and again when problems arise due to the poor service.

As I mentioned to you when we spoke in Juneau, our initial idea was to seek special legislation to remedy this problem. However, the problem could be handled much more easily if the commissioner has discretion to extend the reinstatement period for these unusual circumstances. We would very much appreciate your assistance in resolving this potentially troublesome situation.

Sincerely,

Annalee McConnell  
Special Projects Coordinator  
Village Management Assistance

AMc/ijm

CNRA(?) 4727

## MEMORANDUM

State of Alaska

TO: Julius J. Brecht, Director  
Division of Banking & Securities  
Dept. of Commerce &  
Economic Development

DATE: May 5, 1980

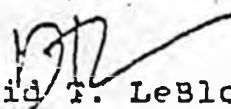
FILE NO. A66-430-80

TELEPHONE NO. 276-3550

FROM: AVRUM M. GROSS  
ATTORNEY GENERAL

SUBJECT: Dissolution of ANCSA  
Village Corporations

By:

  
David T. LeBlond  
Assistant Attorney General  
Anchorage - AGO

You have requested our opinion whether village corporations organized under Alaska law pursuant to the Alaska Native Claims Settlement Act (ANCSA) which have been involuntarily dissolved by the Department of Commerce and Economic Development, and for which the two-year statutory period for reinstatement has passed, may nonetheless be reinstated. In our opinion the answer is "no".

The Alaska Native Claims Settlement Act (P.L. 92-203; 85 Stat. 686; 43 U.S.C. 1601, et seq.) provides for the creation of village corporations. These corporations are organized under the laws of the state of Alaska.

The Native residents of each Native village entitled to receive lands and benefits under this chapter shall organize as a business for profit or nonprofit corporation under the laws of the State before the Native village may receive patent to lands or benefits under this chapter, except as otherwise provided.

43 U.S.C. § 1607(a). We understand that the village corporations with which you are concerned were organized as business for profit corporations under the Alaska Business Corporation Act, AS 10.05.

AS 10.05.519 provides that a corporation may be dissolved involuntarily by the Commissioner of the Department

of Commerce and Economic Development. 1/

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1/ AS 10.05.519 states as follows:

Involuntary dissolution. (a) A corporation may be dissolved involuntarily by the commissioner when

(1) the corporation is delinquent six months in filing its annual report or in paying a license filing fee or penalty;

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

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

(4) the corporation has failed for two years to complete dissolution pursuant to a statement of intent to dissolve; or

(5) a vacancy in the board of directors of a corporation is not filled within six months or the next annual meeting whichever occurs first.

(b) No corporation may be involuntarily dissolved unless the commissioner has given the corporation at least 60 days' notice of its delinquency or omission by certified mail addressed to its registered office or in care of one of its principal officers or directors, at the last known address of the officer or director, as shown by the records of the commissioner, and the corporation has failed to correct the neglect, omission or delinquency before involuntary dissolution.

(c) When a corporation has given cause for involuntary dissolution and has failed to correct the neglect, omission or delinquency as provided in this section, the commissioner shall dissolve the corporation by issuing a certificate of involuntary dissolution containing a statement that the corporation has been dissolved, the date, and the reason for which

1/ (con't.)

it was dissolved. The original certificate of dissolution shall be placed in the department files and a copy of it mailed to the corporation at its registered office or in care of one of its principal officers or directors, at the last known address of the officer or director, as shown by the records of the commissioner. Upon the issuance of the certificate of involuntary dissolution, the existence of the corporation shall cease, except as otherwise provided in this section, and its name shall be available to and may be adopted by another corporation no less than six months after the dissolution.

(d) A corporation dissolved by the commissioner under the provisions of this section may be reinstated by the commissioner at any time within two years from the date of the certificate of involuntary dissolution whenever it is established to the satisfaction of the commissioner that in fact there was no cause for the dissolution, or whenever the neglect or delinquency resulting in dissolution has been corrected and payment made of double the amount delinquent along with the amount the corporation would have paid had it not been dissolved during the two-year period. Reinstatement may not be authorized if the same or a deceptively similar corporate, limited partnership, reserved or registered name is currently on file with the commissioner, unless the corporation being reinstated contemporaneously amends its articles of incorporation to change its name to conform with the provisions of this chapter.

(e) Nothing in this section relieves a corporation reinstated under this section from penalty of forfeiture of its powers as a body corporate in cases of failure to pay subsequently accruing licenses and taxes imposed by a law of this state.

May 5, 1980

We understand that the commissioner has dissolved certain ANCSA village corporations under this section of the Alaska Business Corporation Act. It provides that a corporation dissolved by the commissioner may be reinstated by the commissioner at any time within two years from the date of the certificate of involuntary dissolution. We understand that many involuntarily dissolved village corporations have been reinstated, but that for certain other village corporations which were involuntarily dissolved, the two-year period for reinstatement has expired, and those corporations have not been reinstated.

The legislative history of ANCSA indicates that Congress intended to give the state jurisdiction over Native corporate affairs, except as otherwise limited in the Act. Calista Corp. v. DeYoung, 562 P.2d 338, 341 (Alaska 1977). Our review of the provisions of ANCSA does not disclose any limitation upon the application of the involuntary dissolution provisions of the Alaska Business Corporation Act to village corporations, albeit ANCSA implicitly presumes the undisturbed existence of the village corporations. In our view, neither that implicit presumption nor the specific provisions of ANCSA, for instance those forbidding the alienation of stock in the village corporations and otherwise preserving the inchoate rights of stockholders, dictate that village corporations may not be involuntarily dissolved as provided in the applicable law of the state of Alaska under which they were organized.

Inasmuch as we conclude that the involuntary dissolution provisions of the Alaska Business Corporation Act apply to village corporations organized under Alaska law pursuant to ANCSA, we necessarily conclude that the two-year statutory period for reinstatement of business corporations applies to village corporations just as it applies to other corporations generally. You have been asked to make a special exception for certain village corporations, however, and to reinstate them after the two-year period for reinstatement has passed. Our review of the Alaska Business Corporation Act and the powers and authorities of the Commissioner of the Department of Commerce and Economic Development does not reveal any basis for the reinstatement of an involuntarily dissolved business corporation after the two year statutory period for reinstatement has expired even if it is an ANCSA village corporation.