

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HOME AND LANDOWNERS ORGANIZATION, INC.

We, the undersigned, acting on behalf of a corporation formed under the Alaska Non-Profit Corporation Act, AS 10.20, do hereby adopt the following Amended and Restated Articles of Incorporation for such corporation. Except for the designated amendments, these Amended and Restated Articles of Incorporation correctly set out without change the provisions of the articles being amended and together with the designated amendments supercede the original articles of incorporation and all amendments to the original articles. These Amended and Restated Articles of Incorporation were presented at the May 2006 annual meeting of members and adopted at the June 2006 meeting of the board of directors. A quorum was present at the meeting and that the Amended and Restated Articles were adopted by unanimous vote. The articles have been amended in their entirety to read as follows:

ARTICLE I. NAME

The name of the corporation, which was previously called AREA G HOME AND LANDOWNERS ORGANIZATION, INC., shall hereafter be called HOME AND LANDOWNERS ORGANIZATION, INC. (hereafter the "Corporation").

ARTICLE II. PERIOD OF DURATION

The duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which this corporation is organized are:

1. To inquire into matters of interest in the Anchorage community, particularly within the area of interest within the Municipality of Anchorage on the Anchorage Hillside using boundaries established in the Bylaws by the Corporation's board of directors, to bring matters of community importance to the attention of the public, to appear and testify at



public meetings on pending zoning, planning, subdivision and public works projects, and other actions of private persons or public organizations having an impact on the community life style, and in all of these activities to defend the community's unique heritage of a largely natural, pure and healthful environment.

2. To engage, without any obligation to do so, in cooperative community activities for the mutual benefit of home and land owners within the Anchorage Hillside, including community councils within such boundary.

3. To promote communication between the home and land owners within the Anchorage Hillside on one hand, and their municipal government on the other hand, in order that the people may know what their government proposes, and the government may know what the people desire.

4. To promote responsive government free of conflicts of interest.

5. To promote within the Anchorage Hillside the rural way of life in a community of low density settlement, in which the forest and water resources may be adequate to the people's needs, and the character of the community experience remain.

6. To promote public policies that favor the home and land owners, rather than the speculator; that will postpone or eliminate the need for expensive services and utilities by prevention of haphazard, inappropriate, and untimely development; and that will tend to place squarely upon the shoulders of the developer the entire cost to the community of his development.

7. To negotiate for the common interests and speak for the members on public issues.

8. To hold meetings of the members to discuss matters of common concern.

9. To meet and provide educational and scientific purposes and serve as a civic league or organization for the promotion of social welfare, education, science and good government in Anchorage, Alaska.

10. To provide any other purpose permitted non-profit corporations under the laws of Alaska and permitted to tax exempt corporations by the Internal Revenue Code.

ARTICLE IV. NONPROFIT STATUS

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization

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exempt under Section 501(c) of the Internal Revenue Code and its regulations or any other section applicable to such non-profit corporations, as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or may hereafter be amended.

ARTICLE V. FUNDS AND ASSETS

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. The highest amount of indebtedness to which this Corporation shall at any time be subject shall be Ten Thousand Dollars.

Section 3. No part of the funds or earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual and no member, director, or officer of the Corporation shall receive or benefit from any of the corporate assets on dissolution of the Corporation.

ARTICLE VI. USE OF CORPORATE FUNDS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the judicial district in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The registered agent of this Corporation is:

Bill Lamoreaux
P. O. Box 110096
Anchorage, AK 99511-0096

ARTICLE VIII. BOARD OF DIRECTORS AND OFFICERS

Section 1. The affairs of the Corporation shall be managed by a Board of Directors. Directors must be residents of Alaska and members of the Corporation.

Section 2. The number of directors shall be fixed by the Bylaws, but shall be at least ten (10) but no more than twenty (20).

Section 3. The officers of the Corporation shall be elected annually, and the officers shall consist of the President, Vice President, Secretary, and Treasurer. The duties and powers of these officers shall be defined in the Bylaws and shall be lawfully carried out in accordance with the definitions in the Bylaws. The officers shall be members of the board of directors of the Corporation.

Section 4. Other members of the board of directors shall serve terms established by the board of directors in the Bylaws.

ARTICLE IX. USE OF ROBERTS RULES OF ORDER

The most current version of Roberts Rules of Order (Revised) shall be the parliamentary authority at all meetings of the Corporation.

ARTICLE X. BYLAWS

The Board of Directors of the Corporation shall adopt and keep in effect such bylaws for the Corporation as are not inconsistent with the laws of the State of Alaska or these Articles. Any bylaw so adopted by the Board of Directors of the Corporation may be amended or repealed by a 2/3 majority vote of the members of the Board of Directors of the Corporation.

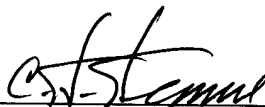
ARTICLE XI. LIABILITY OF OFFICERS AND DIRECTORS

Except as expressly provided by law, the officers and directors shall have no personal liability to the Corporation for monetary damages for the breach of fiduciary duty when acting in their official capacity as an officer or director.

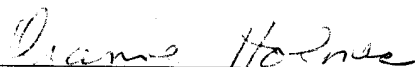
ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, add to, or repeal any provisions contained in these Articles in a manner consistent with law.

In WITNESS WHEREOF, we have hereunto set our hands this
1 day of June, 2006.



Chris Hamre, President

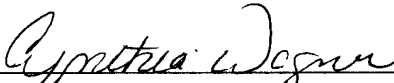


Dianne Holmes, Secretary

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that before me, the undersigned Notary Public in and for the State of Alaska, duly sworn and commissioned as such, personally appeared Chris Hamre, being by me first duly sworn, and declared that he is the person who signed the foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION as President of the Corporation, and acknowledged that the statements therein contained are true.

WITNESS MY HAND AND NOTARIAL SEAL at Anchorage, Alaska,
the 1 day of June, 2006.

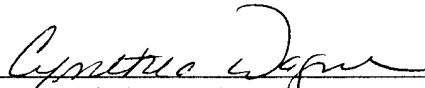


Notary Public in and for Alaska
My Commission Expires: 6-25-07

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that before me, the undersigned Notary Public in and for the State of Alaska, duly sworn and commissioned as such, personally appeared Dianne Holmes, being by me first duly sworn, and declared that she is the person who signed the foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION as President of the Corporation, and acknowledged that the statements therein contained are true.

WITNESS MY HAND AND NOTARIAL SEAL at Anchorage, Alaska,
the 1 day of June, 2006.



Notary Public in and for Alaska
My Commission Expires: 6-25-07