

BYLAWS OF
AZACHOROK INCORPORATED
Approved on 20th day of May, 2017

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ARTICLE I. SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of shareholders shall, unless otherwise determined by the Board of Directors, be held between the first day of July and the last day of September of each year, as determined by the Board of Directors, for the purpose of electing directors by a plurality vote. Any business properly brought before the meeting may be transacted at an annual meeting, except as otherwise provided by law or by these Bylaws. [AS 10.06.405]

Section 2. Special Meetings. Special meetings of the shareholders may be called at any time by the Board of Directors or by the Chairman of the Board or by the President of the Corporation and shall be called by the President or Secretary upon written request of shareholders of record holding shares of stock entitling their holders to cast in the aggregate one-third of the voting power represented by the outstanding shares of stock of the Corporation. Only such business shall be transacted at a special meeting as shall be stated in the notice of such meeting. [AS 10.06.405]

Section 3. Place of Meeting. All meetings of the shareholders for the election of directors shall be so held at the principal place of business of the corporation in Mountain Village, Alaska, or at such other place within the region as the Board of Directors may designate. Meetings of shareholders for any other purposes may be held at any place within the region as shall be stated in the notice of meeting or in a duly executed waiver of notice thereof. [AS 10.06.405]

Section 4. Notice of Meetings.

a) Required Notice. The secretary shall cause notice of the day and hour, place--and in the case of a special meeting, the purpose--of each meeting of the shareholders to be mailed postage prepaid, to each shareholder of record entitled to vote at such a meeting at least twenty days and not more than sixty days prior to the meeting, at his or her mailing address as the same appears on the stock transfer books of the corporation as of the date of record. [AS 10.06.410]

b) Waiver Thereof. Whenever notice is required to be given to any shareholder under any provision of the Alaska Corporations Code or the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the shareholder entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. [AS 10.06.935]

c) Adjourned Meetings. If a meeting is adjourned, it shall end for all purposes unless the Chairman states on adjournment a time and place for it to be reconvened. No notice of any reconvened meeting of the shareholders need be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and provided a new record date is not set for the reconvened meeting.

Section 5. Quorum. The holders of at least one-third of the shares entitled to vote, represented at a meeting of the shareholders in person or by proxy, shall constitute a quorum except as otherwise required by law, the Articles of Incorporation, or these Bylaws. If a quorum is present, the affirmative vote of a majority of the shares represented at any meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless otherwise required by law. Shareholders present at any meeting, though less than a quorum, may adjourn the meeting to a future time. [AS 10.06.415]

Section 6. Voting Rights.

a) List of Shareholders. The persons entitled to receive notice of, and to vote at, any shareholders' meeting shall be determined from the records of the corporation on the date of mailing of the notice or on the date of record, which date shall not be more than sixty nor less than twenty days before such meeting and shall be fixed in advance by the Board of Directors. [AS 10.06.408, AS 10.06.410]

b) Minors. Shares held of record by a custodian for a minor may be voted by the custodian designated on the books and the records of the Corporation until the named minor reaches the age of eighteen and submits proof of age in a form acceptable to the Secretary of the corporation. Thereafter, the Secretary shall cause an appropriate notice to be placed on the records of the Corporation and the named minor may vote the shares whether or not a new share certificate is issued. In the event both the custodian and the named minor seek to vote the shares, the vote of the named minor shall be the vote recorded if the Election Inspectors obtain acceptable proof of age of the named minor prior to the shareholder's vote. [AS 10.06.420]

c) Non-Natives. A non-Native may vote at any shareholders' meeting only if he or she votes as a custodian for a Native shareholder. The Corporation shall look to the blood quantum of the beneficial owner of the stock to determine voting rights.

d) Voting. Other than the election of directors which shall be determined by a plurality vote, all matters shall be decided by a majority of the shares represented, in person or by timely filed proxy, at a duly organized meeting at which a quorum shall have been established, unless the vote of a greater number of shares or voting by classes is expressly required by the Alaska Native Claims Settlement Act, state law, Articles of Incorporation, or Bylaws.

e) Election of Directors. At an election for directors, every shareholder entitled to vote may vote, in person or by timely filed proxy, the number of shares owned by him for as many persons as there are directors to be elected, or may cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected multiplied by the number of his or her shares equals, or by distributing these votes on the same principle among any number of candidates. The directors shall be elected by a plurality of the votes cast in the election. [AS 10.06.420]

Section 7. Proxies. A shareholder entitled to vote or execute any waiver may do so either in person or by timely filed proxy, signed by the shareholder or by his or her authorized attorney in fact no more than eleven months prior to the meeting. A signed proxy may be revoked at any time prior to the actual voting thereof, by a timely filed revocation with a later date or by the shareholder's attendance at a shareholders' meeting with the intention to vote his or her shares. A timely filed proxy or revocation is one which is filed with the Election Inspectors by 5:00 p.m. on a date reasonably established by the Board of Directors and specified in the proxy statement or notice of the meeting sent to all shareholders. In the event the Board of Directors does not establish a deadline for filing of proxies and revocations, then such deadline shall be forty-eight hours prior to the time scheduled for the shareholders' meeting. In the event a meeting is adjourned because of lack of quorum or otherwise, then additional or new proxies may be solicited and shall be voted at such adjourned meeting if filed with the Election Inspectors at least forty-eight hours prior to the time scheduled for the reconvened meeting. [AS 10.06.418]

Section 8. Officers. The Chairman, or in his or her absence, a Vice-Chairman, shall preside at and the Secretary, or in his or her absence, the Assistant Secretary, shall keep the

records of each meeting of shareholders, and in the absence of either the Chairman and a Vice-Chairman or the Secretary and the Assistant Secretary, his or her duties shall be performed by some person appointed by the officer presiding over the meeting.

Section 9. List of Shareholders. As of the record date, the officer or agent having charge of the stock transfer book for the stock of the Corporation shall make a list of the shareholders entitled to vote at the meeting or an adjournment of the meeting, arranged in alphabetical order, with the address and the number of shares held by each. The list shall be available no less than twenty days before each meeting of shareholders and shall be kept on file at the registered office of the Corporation and is subject to inspection by a shareholder at any time during the usual business hours. The list shall also be produced and kept open at the time and place of the meeting and be subject to the inspection of a shareholder during the meeting. Failure to comply with the requirements of this paragraph does not affect the validity of the action taken at the meeting. [AS 10.06.413]

Section 10. Selection of Election Inspectors. The Board of Directors of the Corporation, in advance of any shareholders' meeting, shall appoint one or more inspectors to act at the meeting or an adjournment thereof. If inspectors are not so appointed, the person presiding at the shareholders' meeting shall appoint one or more inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors of the Corporation in advance of the meeting or at the meeting by the person presiding thereat. Any inspectors so appointed shall not be directors, officers, employees, or shareholders of the Corporation. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of the inspector at such meeting with strict impartiality and according to the best of his or her abilities.

Section 11. Duties of Election Inspectors. The inspector shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of quorum, the validity and effect of proxies, and shall receive votes or ballots, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes and ballots, determine the results, and do such other acts as are proper to conduct the election or vote with fairness to all shareholders. On request of the person presiding at the meeting or any shareholder entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question, or matter determined by them, and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the fact stated and of the vote certified by them. Any appeal from a determination made by the inspectors shall be made to the courts of the State of Alaska.

Section 12. Action by Shareholders without a Meeting. Action which is required to or may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all the shareholders entitled to vote. [AS 10.06.423]

ARTICLE II. BOARD OF DIRECTORS

Section 1. Number, Qualification, and Term of Office. The business and property of the corporation shall be managed and controlled by the Board of Directors; and, subject to restrictions imposed by law, the Articles of Incorporation, or by these Bylaws, they may exercise all the powers of the corporation. [AS 10.06.450]

a) The Board of Directors shall consist of seven (7) members. All directors shall meet the following qualifications:

(1) Directors must be shareholders of the corporation who have held at least 20 shares for more than a year;

(2) Directors must be over the age of eighteen (18) and have lived in Alaska for at least one year;

(3) Directors shall not have been convicted of a felony offense within the past ten (10) years;

(4) Directors shall not be a director, officer, or exempt employee of another corporation organized and existing pursuant to the Alaska Native Claims Settlement Act ("ANCSA"), be a director, officer, exempt employee, partner, or owner of a more than a 10% equity interest in any company or business of which more than 10% of the revenues are derived from business activities that are in direct competition with any business or activity of the Corporation or any of its subsidiaries, nor have served within the last year as member of the tribal council or an executive level employee of the Asa'carsarmiut Tribe;

(5) Directors shall not have been involved as a party in any prior lawsuits against the Corporation or its subsidiaries;

(6) Directors shall not have been subject to a final enforcement order from the State of Alaska Division of Banking and Securities; and

(7) Directors shall not have been involuntarily terminated from employment with the Corporation within the last three years.

b) Shareholders applying for inclusion on the board solicited proxy shall comply with all election rules and procedures enacted by the Board of Directors. The board may deny any applicant access to the board solicited proxy for any reason, including, but not limited to, prior violations of securities laws, or having been removed from the board of directors of another corporation organized and existing pursuant to the Alaska Native Claims Settlement Act ("ANCSA").

c) Any director may be removed from office by a majority vote of the shareholders, with or without cause, at any meeting at which a quorum of shareholders is present provided the statutory prerequisites for such removal have been met. [AS 10.06.460]

d) Any vacancy occurring in the Board of Directors, except one created by removal, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. Each director may nominate a qualified individual to be approved by the board to fill their seat in the event of a vacancy. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. [AS 10.06.465]

Section 2. Meeting of Directors. The directors may hold their meetings at such place, inside or outside the State of Alaska, as the Board of Directors may from time to time determine. Meetings of directors shall be conducted according to the parliamentary procedures set out in Robert's Rules of Order.

The Directors may also validly conduct a meeting by communicating simultaneously with each other by means of conference telephone or similar communications equipment. [AS 10.06.475(a)]

Section 3. First Meeting. Each newly elected Board of Directors shall hold its first meeting for the purpose of organization and transaction of business, if a quorum is present, immediately after and at the same place as the annual meeting of the shareholders, and no notice of such meeting shall be necessary. [AS 10.06.470]

Section 4. Election of Officers. At the first meeting of the Board of Directors in each year at which a quorum shall be present, held next after the annual meeting of stockholders, the Board of Directors shall proceed to the election of the officers of the corporation.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time by resolution of the Board of Directors. Notice of such regular meetings shall not be required. [AS 10.06.470]

Section 6. Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the Chairman of the Board of Directors, the President, the Vice President, the Secretary, or a Director. A Special Meeting of the Board of Directors shall be held upon written notice postmarked ten (10) days before the meeting, or electronically by telephone or e-mail three (3) days before the meeting. Notice shall include the business to be transacted and the purpose of the Special Meeting, set forth with specificity. [AS 10.06.470]

Section 7. Quorum. A majority of the directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or by these Bylaws. [AS 10.06.473]

Section 8. Order of Business. At meetings of the Board of Directors; business shall be transacted in such order as from time to time the Board may determine.

At all meetings of the Board of Directors, the Chairman, or in his or her absence a Vice-Chairman, shall preside, and in the absence of the Chairman and any Vice-Chairman, a chairman shall be chosen by the Board from among the directors present.

The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the Assistant Secretary shall act as Secretary, and in the absence of both the Secretary and the Assistant Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 9. Action by Consent. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if prior to such action a written consent thereto is signed by all the members of the Board of Directors or of such committee and such written consent is filed with the minutes of proceedings of the Board of Directors or of such committee. [AS 10.06.475]

Section 10. Compensation. By resolution of the board of directors, directors may be paid a salary or fixed sum for attendance at board or committee meetings and performing their duties as directors. No such payments shall preclude any director from receiving payment for serving the corporation in another capacity. Directors shall also be entitled to reimbursement for any reasonable expenses incurred in attending such meetings.

Section 11. Executive and Other Board Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, create one or more standing committees,

which committees, to the extent provided in such resolution, may exercise all of the authority of the Board of Directors in the management of the corporation, except where action of the Board of Directors is required by statute. Committees shall act in the manner provided in such resolution and to the extent permitted by law. Committee appointments shall be made annually by majority vote of the Board of Directors. Each committee shall have at least two members, who serve at the pleasure of the Board of Directors. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law. [AS 10.06.468]

ARTICLE III. OFFICERS AND AGENTS

Section 1. Officers. The officers of this corporation (the "Corporate Officers") shall be a President, a Chairman, Vice-Chairman, a Secretary, an Assistant Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint.

Section 2. Term. Except for the President, each of the Corporate Officers shall be elected by the Board of Directors to serve for a term of one (1) year. The President shall be elected by the Board of Directors to serve for a term of three (3) years. One person may hold more than one office, except that the President shall not hold the office of Secretary. The Chairman, Vice-Chairman, Secretary, and the Treasurer must all be members of the Board of Directors.

Section 3. Chairman. The Chairman shall, when present, preside at all meetings of the stockholders and shall preside at meetings of the Board of Directors.

Section 4. Vice-Chairman. Except as specially limited by the Board of Directors, the Vice-Chairman shall perform the duties and have the powers of the Chairman during the absence or disability of the Chairman. He shall perform such other duties and shall have such other powers as the Board of Directors shall designate.

Section 4. Secretary. The Secretary shall issue notices of all directors' and shareholders' meetings, and shall attend and keep accurate minutes of the same. He shall have charge of all corporate books, records and papers, and shall be custodian of the corporate seal, all stock certificates and written contracts of the corporation. He shall countersign all certificates of stock of the corporation. The Assistant Secretary shall perform the duties of the Secretary in the event of his or her absence or inability to act.

Section 5. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation. He shall receive and give receipt for monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the corporation in such banks or other depositories as shall be determined by the Board of Directors and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

Section 6. President. The President shall be the chief executive officer of the corporation and shall perform such duties and exercise such authority as is necessary to carry out the programs authorized by the Board of Directors. He shall perform such other duties and have such other powers as the Board of Directors shall designate.

Section 7. Removal of Officer. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby,

but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

[AS 10.06.483]

ARTICLE IV. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer or agent of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified by this corporation to the full extent permitted under the Alaska Corporations Code, and any amendments thereto. Any determination required by said Code to be made as to the propriety of any, indemnification shall, whenever appropriate and permitted by the Code, be made by a majority vote of a quorum consisting of disinterested directors, independent legal counsel, or approval of the outstanding shares. Any indemnification under this Article shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, provisions of law or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person. [AS 10.06.490]

The corporation shall have power to the extent permitted by the Alaska Corporations Code, to purchase and maintain insurance on behalf of any person who is or was a director,

officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of the Article. [AS 10.06.490]

ARTICLE V. CAPITAL STOCK

Section 1. Certificates of Shares. The certificates of shares of the capital stock of the corporation shall be in such form as shall be approved by the Board of Directors. The certificates shall be signed by the President or a Vice-President, and also by the Secretary, and may be sealed with the seal of this corporation or a facsimile thereof. Where any such certificate is signed by a transfer agent, or registered by a registrar, the signatures of any such President or Vice-President and Secretary may be facsimile. They shall be consecutively numbered and shall be entered in the books of the corporation as they are issued and shall exhibit such information as may be required by law. In addition, all such certificates shall exhibit the following legend:

"The transfer, sale, assignment or alienation in any manner of the shares represented by this certificate, or any rights belonging thereto, are subject to certain restrictions, set forth in the Alaska Native Claims Settlement Act, Public Law 92-203, and in the Articles of Incorporation and Bylaws of the Corporation."

Any other legend permitted or required by law shall likewise be exhibited on the certificates.

[AS 10.06.350]

Section 2. Transfer of Shares. The shares of stock of the corporation shall be transferable only on the books of the corporation by the holders thereof in person or by their duly authorized attorneys or legal representatives, upon surrender and cancellation of certificates for a like number of shares.

Section 3. Closing of Transfer Books and Fixing Record Date. To determine the shareholders entitled to notice of or to vote at a meeting of shareholders or an adjournment of a meeting, or entitled to receive payment of a dividend, or in order to make a determination of shareholders for any other purpose, the Board of Directors of the corporation may close the stock transfer books for a stated period not exceeding seventy (70) days. If the stock transfer books are closed to determine shareholders entitled to notice of or to vote at a meeting of shareholders, they shall be closed for at least twenty (20) days immediately preceding the meeting. Instead of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for the determination of shareholders. This record date shall be not more than sixty (60) days and, in case of a meeting of shareholders, not less than twenty (20) days before the date on which the particular action requiring the determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice or to vote at a meeting of the shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring the dividend is adopted is, as the case may be, the record date for the determination of shareholders. When a determination of shareholders entitled to vote at a meeting of shareholders is made, the determination applies to an adjournment of the meeting. [AS 10.06.408]

Section 4. Regulations. The Board of Directors shall have power and authority to make all such rules and regulations as they may deem expedient concerning the issue, transfer and registration or the replacement of certificates for shares of the capital stock of the corporation.

ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Offices. Until the Board of Directors otherwise determines, the principal office of the corporation in Alaska shall be in Mountain Village in the state of Alaska.

Section 2. Fiscal Year. The fiscal year of the corporation shall be such as the Board of Directors shall by resolution establish.

Section 3. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. [AS 10.06.020]

Section 4. Seal. The seal of the corporation shall be such as from time to time may be approved by the Board of Directors.

Section 5. Notice and Waiver of Notice. Whenever notice is required to be given to a shareholder or director of the corporation under the provisions of these Bylaws, the Articles of Incorporation, or as required by law, said notice shall be deemed to be sufficient and to be delivered if given by depositing same in a post office box in a sealed postpaid wrapper addressed to the persons entitled thereto at the shareholder's address as it appears on the books of the corporation, and such notice shall be deemed to have been given or delivered on

the day of such mailing. A waiver of notice signed by the person or persons entitled to said notice, whether before or after the time stated for notice, shall be deemed equivalent to giving notice. [AS 10.06.410, AS 10.06.470, AS 10.06.935]

Section 6. Resignations.

a) Officers. Any officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of an officer's resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

b) Directors. A director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the board of directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. [AS 10.06.465]

Section 7. Contracts. No contract or transaction between the corporation and one or more of its directors or officers or between the corporation and another corporation, firm or association in which one or more of the corporation's directors or officers has a financial interest is void or voidable because the directors or officers or other corporation, firm, or association are parties provided:

a) that the material facts as to such directors' or officers' interest are fully disclosed or known to the board of directors, and the board authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for such purpose without counting the vote of such directors, and the contract or transaction is just and reasonable to the corporation at the time it is authorized, approved, or ratified; or

b) that material facts as to the interest of such directors or officers are fully disclosed or known to the shareholders, and the shareholders in good faith authorize, approve, or ratify such contract or transaction with the shares of the interested directors and officers not being entitled to vote.

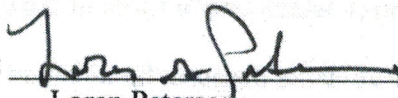
Such directors and officers may be counted in determining the presence of a quorum at a meeting of the board of directors or shareholders which authorizes, approves, or ratifies the contract or transaction. Nothing herein contained shall prevent the authorization, approval, or ratification of any such contract or transaction in any other manner permitted by law.

[AS 10.06.478]

ARTICLE VII. AMENDMENTS

These Bylaws may be altered, amended or repealed by an affirmative vote of the holders of the majority of the outstanding stock at any annual meeting, or any special meeting if notice of the proposed amendment be contained in the notice of the meeting or by the Board of Directors at any regular or special meeting, provided notice of said proposed amendment be contained in the notice of the meeting and except that any amendment regarding the number of directors must be approved by shareholders. [AS 10.06.228, AS 10.06.230]

Dated this 20th day of May, 2017.

By: 
Loren Peterson,
Chairman of the Board of Directors

Attest:


Secretary