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State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

**CERTIFICATE
OF
AMENDMENT**

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that duplicate originals of Articles of Amendments to the Articles of Incorporation, duly signed and verified pursuant to the provisions of the Alaska Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of

COOK INLET REGIONAL CITIZENS' ADVISORY COUNCIL, INC.

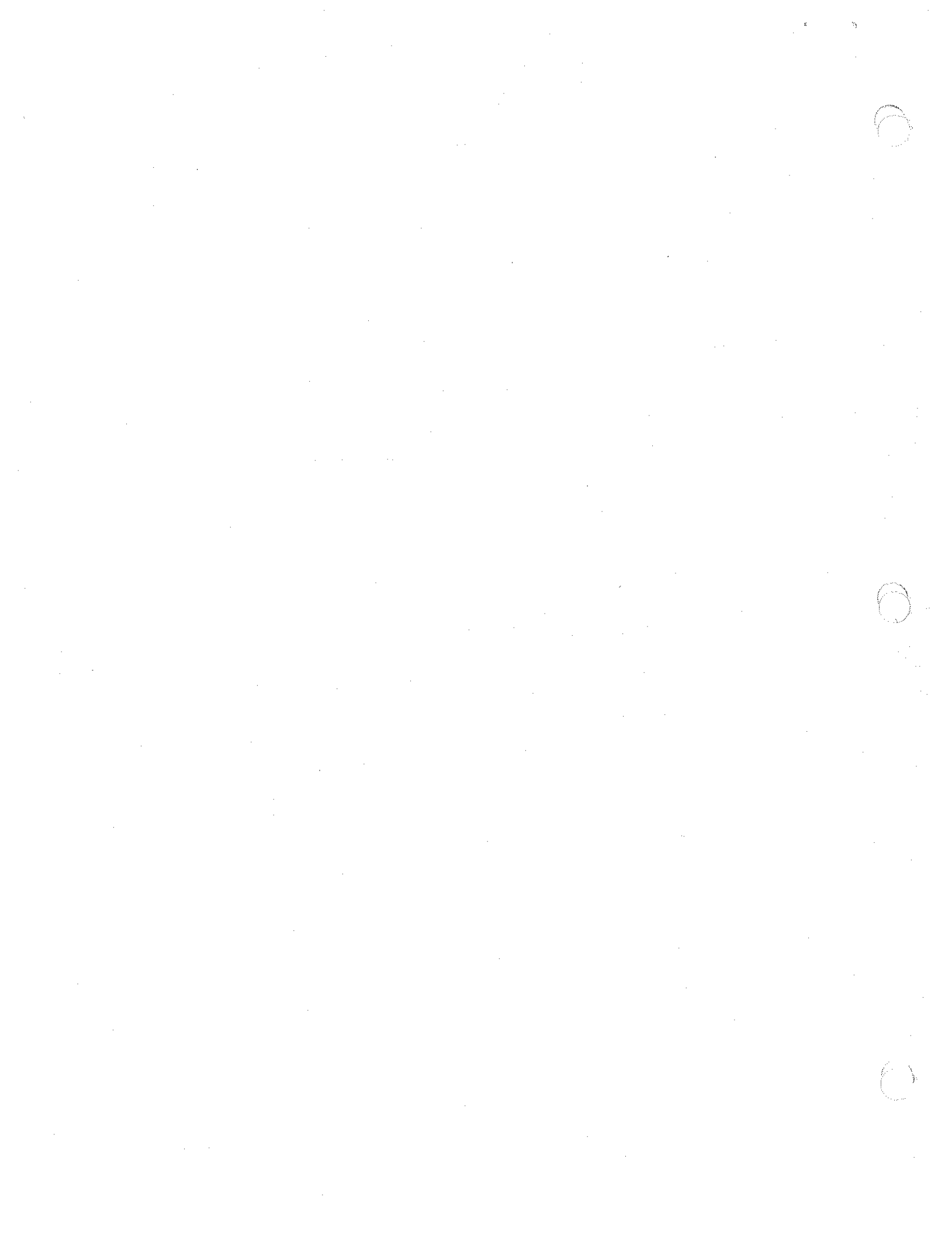
and attaches hereto a duplicate original of the Articles of Amendment.



IN TESTIMONY WHEREOF, I execute this certificate and affix the Great Seal of the State of Alaska on January 15, 1993.

Paul Fuhs
COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

08-126 (Rev. 3/92)



ARTICLES OF AMENDMENT

JAN 15 1993

Department of Commerce
& Economic Development

1. Name. The name of the Corporation is Cook Inlet Regional Citizens' Advisory Council, Inc.

2. Amendments. The following amendments to the Articles of Incorporation of the Corporation were duly adopted as in the manner and on the date hereinafter set forth.

(a) Section 5.1 of Article 5 was amended to read as follows:

5.1 Classes. The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall be comprised of two classes: Voting Directors and Non-voting Directors.

5.1.1 Voting Directors. The class of Voting Directors shall be comprised of two groups: Interest Directors and Municipal Directors.

(a) Interest group. The number of Directors in the interest group shall be six. The interest group shall be comprised of persons elected by each of the following interests, with one representative elected to represent each of the following interests:

(i) Commercial fishing industry organizations, the members of which depend on the fisheries resources in the vicinity of the terminal facilities located in Cook Inlet south of the latitude at Point Possession and North of the latitude at Amatuli Island (the "Terminal Facilities");

(ii) Aquaculture associations in the vicinity of the Terminal Facilities;

(iii) Alaska Native Corporations and other Alaska Native organizations the members of which reside in the vicinity of the Terminal Facilities;

(iv) Environmental organizations the members of which reside in the vicinity of the Terminal Facilities;

(v) Recreational organizations the members of which reside in or use the vicinity of the Terminal Facilities;

(vi) The Alaska State Chamber of Commerce.

The bylaws shall establish the method for identifying the interests referred to above.

(b) Municipal Group. The number of Directors in the municipal group shall be seven. The municipal group shall be comprised of one representative selected by each of the following municipalities:

- (i) the City of Homer;
- (ii) the City of Seldovia;
- (iii) the Municipality of Anchorage;
- (iv) the City of Kenai;
- (v) the City of Kodiak;
- (vi) the Kodiak Island Borough;
- (vii) the Kenai Peninsula Borough.

5.1.2 Non-voting Directors. The number of Non-voting Directors shall be nine. The class of Non-voting Directors shall be comprised of one representative designated from time to time by each of the following agencies:

- (a) The Environmental Protection Agency;
- (b) The Coast Guard;
- (c) The National Oceanic and Atmospheric Administration;
- (d) The United States Forest Service;
- (e) The Bureau of Land Management;
- (f) The Alaska Department of Environmental Conservation;
- (g) The Alaska Department of Fish and Game;
- (h) The Alaska Department of Natural Resources;
- (i) The Division of Emergency Services, Alaska Department of Military and Veterans Affairs.

(b) Section 5.2 of Article 5 was amended to read as follows:

5.2 Term of office.

5.2.1 Initial Terms. The terms of the Voting Directors first appointed shall be as follows:

(a) Interest group. For Directors of the interest group, two shall serve for three years, two shall serve for two years, and two shall serve for one year.

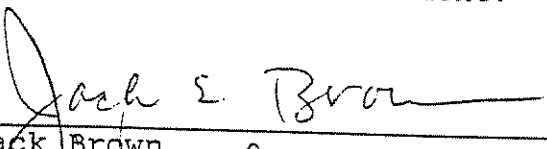
(b) Municipal Group. For Directors of the municipal group, two shall serve for three years, two shall serve for two years, and three shall serve for one year, as determined by lot drawn at the first meeting of the Board.

5.2.2 Subsequent Terms: Except as provided above, the term of each Voting Director shall be three years.

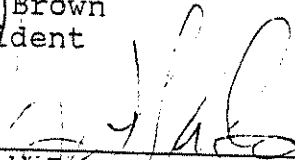
3. Members Not Eligible to Vote. At the time of the adoption of the Amendment there were no members entitled to vote.

4. Date of Adoption. The Amendment was adopted at a meeting of the Board of Directors held on September 12, 1992.

5. Vote. The Amendment received the vote of more than a majority of the Directors in office, all of the Directors of the Corporation having voted in favor of the Amendment.



Jack Brown
President



Joseph Raymond Skrha
Secretary

STATE OF ALASKA)
THIRD JUDICIAL DISTRICT) ss.
)

The undersigned, Jack Brown states that he is the President of the Corporation, and that the foregoing Articles of

Amendment are true and correct and accurately set forth the facts stated therein.

Jack E. Brown
Jack Brown

SUBSCRIBED AND SWORN to before me this 7th day of December, 1992.

Terri J. Hackey
NOTARY PUBLIC FOR ALASKA
My Commission Expires: 5/30/94



State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

**CERTIFICATE
OF
INCORPORATION**
Nonprofit Corporation

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of

COOK INLET REGIONAL CITIZENS' ADVISORY COUNCIL, INC.

have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues the Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.



08-120N (Rev. 9/88)
5841M-4

IN TESTIMONY WHEREOF, I execute this certificate
and affix the Great Seal of the State of Alaska on
DECEMBER 6, 1990.

A handwritten signature in cursive script, appearing to read "Jane Angvik".

JANE ANGVIK

COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT



DEC 05 1990

Department of Commerce and Economic Development

ARTICLES OF INCORPORATION
OF
COOK INLET REGIONAL CITIZENS' ADVISORY COUNCIL, INC.

The undersigned persons of the age of nineteen years or more, in order to form a nonprofit corporation under the Alaska Nonprofit Corporation Act, Chapter 20 of Title 10 of the Alaska Statutes, hereby execute the following Articles of Incorporation:

ARTICLE 1. NAME

The name of this corporation is Cook Inlet Regional Citizens' Advisory Council, Inc.

ARTICLE 2. DURATION

The duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSES

3.1 Purposes. The corporation is organized exclusively for charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including without limitation, the oversight, monitoring, assessing and evaluation of oil spill prevention, safety and response plans, terminal and oil tanker operations, and environmental impacts of oil tanker and oil terminal operations in Cook Inlet pursuant to the provisions of the Title V. Sec. 5002 of the Oil Pollution Act of 1990 (the "Act").

3.2 Limitations.

3.2.1 Nonprofit Status. The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any member, Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its members, Directors or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 3.2.2 hereof.

3.2.2 Distributions; Dissolution. No member, Director or officer of the corporation, nor any private individual, shall be

entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all of the liabilities of the corporation, all the remaining assets of the corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in Section 3.1 hereof, to any other organization which then qualifies for exemption under the provisions of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Superior Court of the Third Judicial District, State of Alaska, exclusively for a purpose or purposes similar to those set forth in Section 3.1 hereof, or to such organization or organizations as said Court shall determine, which are organized and operated for similar purposes.

3.2.3 Prohibited Activity.

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise except as may be permitted to Section 501(c)(3) organizations by the Code. The corporation shall not, directly or indirectly, participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities which characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code which would subject the corporation to tax under Section 4943 of the Code, from making any investments which would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

3.3 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the corporation's Bylaws, the corporation shall have the authority (a) to engage in any and all

such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in Section 3.1 hereof and (b) to exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

ARTICLE 4. BYLAWS

The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws of the corporation.

ARTICLE 5. DIRECTORS

5.1 Classes. The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall be comprised of two classes: voting members and non-voting members.

5.1.1 Voting Members. The class of voting members shall be comprised of two groups: interest members and municipal members.

(a) Interest group. The number of members in the interest group shall be six. The interest group shall be comprised of persons, each of whom shall be appointed by the Governor of the State of Alaska from a list of nominees provided by each of the following interests, with one representative appointed to represent each of the following interests:

(i) Commercial fishing industry organizations, the members of which depend on the fisheries resources in the vicinity of the terminal facilities located in Cook Inlet south of the latitude at Point Possession and North of the latitude at Amatuli Island (the "Terminal Facilities").

(ii) Aquaculture associations in the vicinity of the Terminal Facilities;

(iii) Alaska Native Corporations and other Alaska Native organizations the members of which reside in the vicinity of the Terminal Facilities;

(iv) Environmental organizations the members of which reside in the vicinity of the Terminal Facilities;

(v) Recreational organizations the members of which reside in or use the vicinity of the Terminal Facilities;

(vi) The Alaska State Chamber of Commerce.

The bylaws shall establish the method for identifying the interests referred to above.

(b) Municipal Group. The number of members in the municipal group shall be seven. The municipal group shall be comprised of one representative selected by each of the following municipalities:

- (i) the City of Homer;
- (ii) the City of Seldovia;
- (iii) the Municipality of Anchorage;
- (iv) the City of Kenai;
- (v) the City of Kodiak;
- (vi) the Kodiak Island Borough;
- (vii) the Kenai Peninsula Borough.

5.1.2 Non-voting Members. The number of non-voting members shall be nine. The class of non-voting members shall be comprised of one representative designated from time to time by each of the following agencies:

- (a) The Environmental Protection Agency;
- (b) The Coast Guard;
- (c) The National Oceanic and Atmospheric Administration;
- (d) The United States Forest Service;
- (e) The Bureau of Land Management;
- (f) The Alaska Department of Environmental Conservation;
- (g) The Alaska Department of Fish and Game;
- (h) The Alaska Department of Natural Resources;
- (i) The Division of Emergency Services, Alaska Department of Military and Veterans Affairs.

5.2 Term of office.

5.2.1 Initial Terms. The terms of the voting members

first appointed shall be as follows:

(a) Interest group. For members of the interest group, two shall serve for three years, two shall serve for two years, and two shall serve for one year, as determined by the Governor.

(b) Municipal Group. For members of the municipal group, two shall serve for three years, two shall serve for two years, and three shall serve for one year, as determined by lot drawn at the first meeting of the Board.

5.2.2 Subsequent Terms: Except as provided above, the term of each voting member shall be three years.

5.3 Initial Directors. The number of Directors constituting the initial Board of Directors shall be thirteen. The names and addresses of the persons who are to serve as the initial Directors are as follows:

NAME	ADDRESS	REPRESENTING
Dan Winn	P.O. Box 1272 Homer, Alaska 99603	Commercial fishing industry organizations
Tom Mears	HC 2 Box 849 Soldotna, Alaska 99669	Aquaculture Associations
John Crawford	Drawer L Seldovia, Alaska 99663	Alaska Native organizations
Larry Smith	106 West Bunnell Homer, Alaska 99603	Environmental organizations
Joe Skrha	2455 Watergate Way Kenai, Alaska 99611	Recreational organizations
Valerie Edmundson	P.O. Box 1969 Kenai, Alaska 99611	Alaska State Chamber of Commerce
Cathy Godfrey	491 E. Pioneer Ave. Homer, Alaska 99603	City of Homer
Vern McCorkle	P.O. Drawer B Seldovia, Alaska 99663	City of Seldovia

Glen Glenzer	2000 Anchorage Port Road Anchorage, Alaska 99501	Municipality of Anchorage
Jim Carter	210 Fidalgo Ave. Kenai, Alaska 99611	City of Kenai
Robert B. Brodie	P.O. Box 1397 Kodiak, Alaska 99615	City of Kodiak
Wayne Coleman	P.O. Box 1397 Kodiak, Alaska 99615	Kodiak Island Borough
Jack Brown	Box 1310 Kenai, Alaska 99611	Kenai Peninsula Borough

The initial Directors shall hold office until the first election of Directors or until their successors are elected and qualify.

5.4 Qualifications, Election. Except as herein provided, the qualifications, manner of election, place and notice of meetings, and the powers and duties of Directors shall be prescribed by the Bylaws of the corporation.

ARTICLE 6. MEMBERS

The corporation shall have members, but unless otherwise provided in the bylaws, the members shall not have voting rights. Membership classes, the manner of election or appointment of members, and the qualification and rights of each class of members shall be as established in the Bylaws of the corporation.

ARTICLE 7. REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation is 125 N. Willow, Kenai, Alaska 99611 and the name of its initial registered agent at such address is Frank Mullen.

ARTICLE 8. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Alaska Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors, a Director of this corporation shall not be liable to this corporation for monetary damages for breach of fiduciary duty

ARTICLES OF INCORPORATION

Page 6

as a Director. Any amendment to or repeal of this Article 8 shall not adversely affect any right or protection of a Director of this corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE 9. AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal, by the affirmative vote of a two-thirds majority of the Directors in office, any of the provisions contained in these Articles of Incorporation.

ARTICLE 10. INCORPORATORS

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

James E. Carter
210 Fidalgo Ave.
Kenai, Alaska 99611

Valerie Edmundson
P.O. Box 1969
Kenai, Alaska 99611


Joseph Raymond Skrha
2455 Watergate Way
Kenai, Alaska 99611

James N. Butler III
P.O. Box 191
Kenai, Alaska 99611

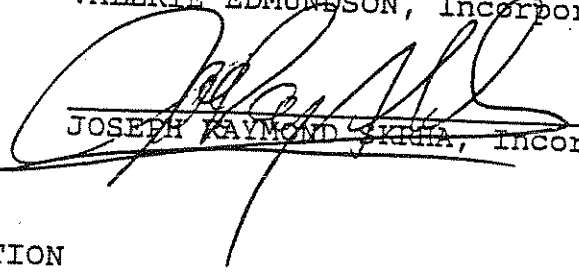
IN WITNESS WHEREOF, we have hereunto subscribed our names
this 1st day of December, 1990



JAMES E. CARTER, Incorporator



VALERIE EDMUNDSON, Incorporator



JOSEPH RAYMOND SKRHA, Incorporator

James N Butler III
JAMES N. BUTLER III, Incorporator

STATE OF ALASKA)
THIRD JUDICIAL DISTRICT) ss.

The foregoing document was acknowledged before me this 4th day of December, 1990, by JAMES E. CARTER.

Jerris L. Lockey
NOTARY PUBLIC FOR ALASKA
My Commission Expires: _____
MY COMMISSION EXPIRES 5/30/94

STATE OF ALASKA)
THIRD JUDICIAL DISTRICT) ss.

The foregoing document was acknowledged before me this 4th day of December, 1990, by VALERIE EDMUNDSON.

Linda L. Spivey
NOTARY PUBLIC FOR ALASKA
My Commission Expires: 1/25/91

STATE OF ALASKA)
THIRD JUDICIAL DISTRICT) ss.

The foregoing document was acknowledged before me this 3rd day of December, 1990, by JOSEPH RAYMOND SKRHA.

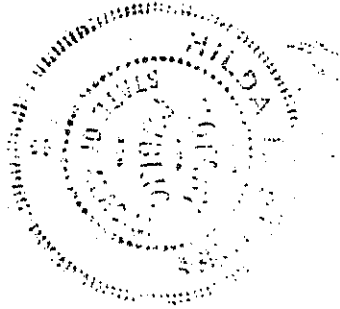
Linda L. Spivey
NOTARY PUBLIC FOR ALASKA
My Commission Expires: 1/25/91

STATE OF ALASKA

THIRD JUDICIAL DISTRICT

)
) ss.
)

The foregoing document was acknowledged before me this
1st day of December, 1990, by JAMES N. BUTLER III.



Hilda Gries
NOTARY PUBLIC FOR ALASKA
My Commission Expires: 1/25/91



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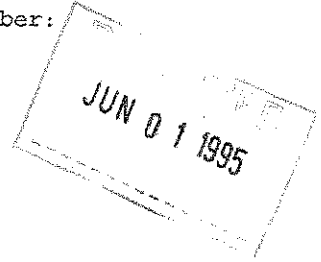
INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
2 CUPANIA CIRCLE
MONTEREY PARK, CA 91755-7406

DEPARTMENT OF THE TREASURY

Date: MAY 26 1995

COOK INLET REGIONAL CITIZENS ADVI-
SORY COUNCIL
910 HIGHLAND AVE
KENAI, AK 99611-8033

Employer Identification Number:
92-0135368
Case Number:
955124015
Contact Person:
TYRONE THOMAS
Contact Telephone Number:
(213) 894-2289
Our Letter Dated:
February 17, 1992
Addendum Applies:
No



Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,

Richard R. Orosco
District Director

Letter 1050 (DO/CG)

