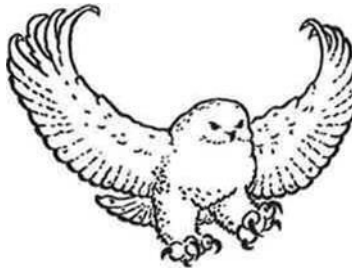


**1. Bylaws
of
Ukpeaġvik Iñupiat Corporation**



**UKPEAĠVIK
IÑUPIAT
CORPORATION**

Article I: Shareholders

Section 1.1. Annual Meetings

The annual meeting of the shareholders shall be held between the first day of May and the last day of July of each year, unless the Board of Directors sets some other time, for the purpose of electing directors. Any business properly brought before the meeting may be transacted at an annual meeting, except as otherwise provided by law or Bylaws.

Section 1.2. Special Meetings

Special meetings of the shareholders for any purpose or purposes unless otherwise prescribed by statutes or by the Articles of Incorporation may be called at any time by the holders of not less than 10% (ten percent) of all the shares entitled to be voted at such meeting or by the Board of Directors, Chairman of the Board, or the President. Only such business shall be transacted at a special meeting as may be stated or indicated in the notice of such meeting.

Section 1.3. Place

All meetings of the shareholders for the election of directors shall be held in Barrow, Alaska or at such other place as the Board of Directors may designate, including by remote communication as allowed by Alaska Law. Meetings of shareholders for any other purposes may be held at any place within the Arctic Slope region of Alaska as shall be stated in the notice of the meeting, or at such other place as the Board of Directors may designate, including by remote communication as allowed by Alaska Law.

Section 1.4. Notice

Written or printed notice stating the place, day and hour of each meeting of the shareholders and, in the case of a special meeting, the purpose or purposes for which such meeting is called, shall be delivered not less than twenty (20) nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each shareholder of record entitled to vote at such meeting.

Section 1.5. Quorum

The holders of a majority of the shares entitled to vote, represented at a meeting of shareholders in person or by proxy, shall constitute a quorum, except as otherwise provided 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. If a quorum is not present, the shareholders present may adjourn the meeting to another date, place or time. Unless otherwise required by law, no notice of adjournment, other than the announcement at the adjourned meeting, need be given.

Section 1.6. Voting Of Shares, Registration & Proxies

At any meeting of the shareholders, every shareholder having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such shareholder, or his authorized attorney in fact, and bearing a date not more than eleven (11) months prior to said meeting. In order to vote in person, a shareholder must also register to vote at the annual meeting. Each registered voter shall be counted for quorum purposes and shall be treated as present at the annual meeting except as otherwise provided by these Bylaws. Persons who do not register in person may not vote at the annual meeting except by proxy.

All undirected proxies solicited and received by the Corporation, which do not contain contrary instructions or specifically designate an individual proxy holder, shall be divided and voted as equally as possible among all of the candidates for the Board of Directors. An individual proxy holder must register in person in order to vote the proxy or proxies granted to him or her. Proxies granted to the Board of Directors shall be voted and counted regardless of the number of directors who attend the meeting in person or who register to vote in person. No proxy shall be voted at any meeting of the shareholders of the Corporation unless such proxy shall have been placed on file

with the Secretary of the Corporation for verification by 5:00 p.m., Alaska time, on the day prior to the date of the meeting set out in the notice of the meeting. Proxies shall be submitted to the Corporation prior to the deadline by U.S. mail, facsimile, or electronic transmission.

All proxies and in-person ballots shall be counted so as to give effect to the intent of the shareholder. In cases where proxies or ballots are over voted or otherwise marked in a manner such that the intent of the shareholder cannot be reasonably determined, the proxy or ballot may be counted for quorum or other non-voting purposes so long as it is otherwise legally sufficient.

Except as to the election of directors, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to vote at a meeting of shareholders. For election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he or she has a right to vote, or to cumulate his vote by giving one candidate as many votes as the number of such directors multiplied by the number of shares he or she is entitled to vote, or by distributing such votes on the same principle among any number of candidates.

Section 1.7. Presiding Officers

The Chairman of the Board, or in the Chairman's absence, a Vice Chairman, shall preside at, and the Secretary, or in the Secretary's absence, an 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 an Assistant Secretary, their duties shall be performed by persons appointed at the meeting.

Section 1.8. List Of Shareholders

At least twenty (20) days before each meeting of shareholders, the officer or agent having charge of the share transfer book for shares 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 of and number of shares held by each. The list shall be kept on file at the registered office of the Corporation and shall be subject to inspection by a shareholder at any time during the usual business hours for a period of twenty (20) days prior to the meeting. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of shareholders during the meeting or made available for the meeting on an electronic network reasonably accessible to shareholders.

Section 1.9. Selection Of Inspectors For Shareholder Meetings

Approximately thirty (30) days prior to the first day of shareholder registration, the Board of Directors shall appoint one or more inspectors to act at the meeting or at any adjournment thereof. If inspectors are not so appointed, the Chairman or Vice Chairman or their designee 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, the Chairman, Vice Chairman or their designee. Each inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of their ability.

Section 1.10. Duties Of Inspectors For Shareholder Meetings

The inspectors shall determine the number of shares outstanding, the voting power of each, and the number of shares represented at the meeting. The inspectors shall determine the existence of a quorum and the validity and effect of proxies; shall receive votes, ballots or consents; shall hear and determine all challenges and questions arising in connection with the right to vote; shall count and tabulate all votes, ballots and consents; shall certify the results; and shall 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, 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. The inspectors may refer any matter about which they are doubtful to the Board of Directors for review and final determination.

Section 1.11. Shareholder Proposals

(a) If an eligible shareholder notifies the Corporation of the shareholder's intention to present a proposal for action at a forthcoming meeting of the shareholders and complies with the provisions set forth below, the Corporation shall set forth the proposal in the proxy statement, identify it on the proxy form, and provide a means by which shareholders may vote with respect to the proposal.

(b) To be an eligible shareholder, the proponent of the proposal must, as of the date of the notice of proposal, and thereafter through the date of the meeting, be a record or beneficial owner of voting stock in the Corporation.

(c) A proposal to be presented at an annual meeting must actually be received by the Corporation at its principal executive offices no later than the deadline set for applications of candidates to the Board of Directors.

(d) An eligible shareholder may submit a maximum of one proposal. If the shareholder desires to submit a supporting statement, the statement must be submitted at the same time as the proposal. The proposal and supporting statements shall not exceed 500 words in the aggregate. If the proponent fails to comply with any of the limitations noted above, or if the proposal is in need of clarification, the proponent shall be provided an opportunity, within fourteen (14) calendar days following notice from the Corporation, to make any necessary changes to the proposal.

(e) The Board of Directors may reject any shareholder proposal and omit it from the Corporation's proxy statement and proxy form under any of the following circumstances.

- (1) If the proposal would, if implemented, require the Corporation to violate any laws.
- (2) If the proposal relates to enforcement of a personal claim or is to redress a personal grievance, or if it is designed to result in a personal benefit to the proponent or to further personal interest which benefit or interest is not shared with the other shareholders at large.
- (3) If the proposal is a matter that is not significantly related to the Corporation's business or affairs.
- (4) If the proposal relates to any campaign for election to any corporate or public office.
- (5) If the proposal deals with a matter that is beyond the Corporation's power to effectuate.

(f) If the Board of Directors opposes any proposal, the Corporation shall include in its proxy statement the proposal and supporting statement of the proponent. The proxy statement may also include the name and address of the proponent. If the Corporation intends to include a statement in opposition to a proposal, it shall, not later than ten (10) calendar days prior to the proposed date of mailing of the proxy statements forward to the proponent a copy of the statement in opposition to the proposal.

(g) Unless the shareholder proposal sets out an action that the shareholders are empowered to take under law, the Articles of Incorporation and these Bylaws, shareholder proposals, if adopted, shall be deemed recommendations to management and shall not be binding on the Corporation.

Article II: Board Of Directors

Section 2.1. General Powers

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, subject to any restrictions imposed by law, the Articles of Incorporation, and these Bylaws.

Section 2.2. Number & Tenure

The Board of Directors shall consist of nine (9) members, divided into three (3) classes of three (3) members each. At the 1988 annual meeting of shareholders, three (3) directors receiving the greatest number of votes shall be elected to positions expiring at the third annual meeting of shareholders after their election and one (1) director shall be elected to a position expiring at the second annual meeting after their election. At the 1989 annual meeting, the three (3) directors receiving the highest number of votes shall be elected to positions expiring at the third annual meeting after their election and two (2) directors shall be elected to positions expiring at the first annual meeting after their election. In each case, each director shall continue to serve until their successors are elected and qualified. Beginning with the 1990 annual meeting of shareholders, and each annual meeting thereafter, only one class of three directors shall be elected for three (3) year terms until their successors are elected and qualified.

If for any reason it hereafter becomes necessary to elect the entire Board at a special meeting or annual meeting of the shareholders or to otherwise reclassify the terms of the directors elected at any meeting, the candidate with the three highest votes will be members of the third class and their terms will expire at the third annual meeting after their election; the three second highest vote-getters will be members of the second class and their terms will expire at the second annual meeting after their election; and the three third highest vote-getters will be members of the first class of directors and their terms will expire at the first annual meeting of shareholders after their election. Thereafter, only one class of three (3) directors shall be elected for three (3) year terms until their successors are elected and qualified.

Section 2.3. Qualifications & Election

The directors shall be elected by the shareholders at their annual meeting each year. Each director must, at the time of their election as a director: (a) be a shareholder of the Corporation; (b) be at least 18 years of age; and (c) not be disqualified under the provisions of Section 6.6 of these Bylaws. There shall be no Board nominated or "management slate" candidates sponsored by the Corporation. However, in order to be listed on the Board's proxy and in the Board's proxy statement in connection with any annual or special meeting of the shareholders, a candidate must: (i) complete and timely submit to the Corporate Secretary an application on a form provided by the Corporation; (ii) timely submit to and pass a drug and alcohol screening test; (iii) as determined by the Board of Directors, meet the Corporation's minimum standards of ability and integrity to serve as a director of the Corporation; and (iv) timely comply with such other rules as the Board of Directors may prescribe. The names of all such candidates shall be listed on the Corporation's proxies and ballots in alphabetical order.

Section 2.4. Resignation & Removal

(a) Resignations. Any director may resign at any time by delivering written notice to the Chairman, the President, the Secretary of the Corporation, or the Board. Unless otherwise specified in the notice, the resignation is effective upon receipt. If by its terms the resignation is effective at a future time, the Board may elect a successor to fill the vacancy with the election to take effect as of the effective date of the resignation.

(b) Removals. Removal of a director with or without cause must be made in accordance with applicable state law.

Section 2.5. Vacancies

Any vacancy occurring on the Board of Directors, except one created by removal by the shareholders, may be filled by an affirmative vote of the majority of the remaining directors, whether consisting of a quorum or not. A director elected by the Board to fill a vacancy shall be elected for the unexpired term of his predecessor's office and until his successors shall be elected and qualified. A vacancy created by removal by the shareholders shall be filled by election at a special or annual meeting of the shareholders held not less than ninety (90) and not more than one hundred and twenty (120) days after the date of the meeting of which the director or directors were removed.

Section 2.6. Meetings

(a) The annual meeting of the Board of Directors shall be held as soon as practicable after the annual shareholders' meeting at the same place as the annual shareholders' meeting or at such other place within or without the State of Alaska and at such time as may be determined by the directors. No notice of the annual meeting of the Board of Directors shall be necessary.

(b) Special Board or committee meetings may be called at any place within the State of Alaska upon the call of the Chairman, the President, a Vice President, the Secretary, or a director. Notice of the time and place of each special meeting shall be given by the Corporate Secretary, an Assistant Corporate Secretary, or the person calling the meeting. Notice shall be given by personal communication, by telephone, or by electronically transmitted communication, at least 72 hours in advance of the time of the meeting. The person giving the notice shall keep a record of the manner in which notice was delivered and notice shall be effective upon any attempted delivery reasonably calculated to actually reach the director by any of the means provided. The purpose of the meeting or disclosure of the business to be transacted need not be given in the notice. Notice of any special meeting may be waived in writing (either before or after each meeting) and will be waived by any director who attends the meeting and who fails, before the meeting or at its commencement, to protest the lack of notice.

(c) Regular meetings of the Board of Directors shall be held at such place and on such day and hour as shall from time to time be fixed by resolution of the Board of Directors. No notice of regular meetings of the Board of Directors shall be necessary.

(d) At any validly called meeting of the Board of Directors, any business may be transacted, and the Board may exercise all its powers.

(e) Meetings of Directors, whether special or regular, may validly be conducted by communicating simultaneously by means of conference telephone or similar communications equipment in accordance with Alaska law. Any director participating in the meeting by telephone shall do so only under circumstances in which the privacy of the conduct of the meeting is assured.

Section 2.7. 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.

Section 2.8. Order Of Business, Chairman & Secretary

At meeting 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 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 among the directors present.

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

Section 2.9. 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 an identical written consent thereto is signed by all the members of the Board of Directors or such committee, and such written consent setting out the action taken is filed with the minutes of the proceedings of the Board of Directors or of such committee. The consents shall have the same effect as a unanimous vote.

Section 2.10. Compensation

Unless previously authorized at a meeting of shareholders, directors as such shall not receive any stated salary for their service, but by resolution of the Board, a fixed sum and expense of attendance, if any, may be allowed for attendance at regular or special meetings of the Board and the shareholders (including workshops, retreats or other corporate functions as determined by the Board); provided that nothing contained herein shall be construed to preclude any director from serving the Corporation in any other capacity or receiving compensation therefore, except that no more than four (4) directors at any given time may be employed by the Corporation or any of its subsidiaries.

Section 2.11. Executive Committee

The Board of Directors may, by resolution passed by a majority of the whole Board, designate two or more directors to constitute an Executive Committee. To the extent provided in such resolution, the Executive Committee may exercise all of the authority of the Board of Directors in the management of the Corporation, except where action of the Executive Committee is prohibited by statute. The Executive Committee shall act in the manner provided in such resolution.

Section 2.12. Other Committees

The Board of Directors may, by resolution passed by a majority of the entire Board, establish committees composed of two or more Directors and other persons as may be necessary and convenient to promote the efficient operation of the Board or for other purposes. The composition, responsibilities and authority of any such committee shall be specified in the resolution. Unless specifically authorized by resolution, all such committees are advisory only and may not exercise the authority of the Board of Directors.

Article III: Corporate Officers

Section 3.1. Number, Titles & Term Of Office

The officers of the Corporation (the "Corporate Officers") shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, a Chairman of the Board, and such other officers as the Board of Directors may from time to time elect or appoint.

Section 3.2. Election, Qualification, & Term Of Office

Except for the President, each of the Corporate Officers shall be elected by the Board of Directors at each annual meeting of the Board of Directors, and all shall hold office until their successor shall have been duly elected and qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter

provided. The President shall be elected by the Board of Directors to serve for a term of three (3) years, except that the President's term shall end in the event that the person holding the office of the President is not re-elected to or is removed from the Board of Directors. One person may hold more than one office, except that the President shall not hold the office of Secretary. The Chairman, the President, the Vice President, the Secretary, and the Treasurer must all be members of the Board of Directors.

Section 3.3. Removal & Resignation

Any officer or agent elected or appointed by the Board of Directors 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. An officer or agent may resign at any time upon written notice as provided for directors, which shall be effective in the same manner as provided for directors in Section 2.4 of these Bylaws. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3.4. Vacancies

A vacancy in any office may be filled for the unexpired portion of the term of the officer by a vote of a majority of the directors present at a meeting at which a quorum is in attendance and as is otherwise provided for directors in Section 2.4 of these Bylaws.

Section 3.5. Powers & Duties Of The President

The President shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall have general and executive charge, management and control of the properties, operations, and staff of the Corporation in the ordinary course of its business, with all such powers with respect to such properties, operations, and staff as may be reasonably incident to such responsibilities; the President shall attend all meetings of the shareholders and of the Board of Directors; may execute all bonds, contracts, and other obligations in the name of the Corporation; may sign all certificates for shares of capital stock of the Corporation; and may select and terminate management and staff employees.

Section 3.6. Vice Presidents

Each Vice President shall have such powers and duties as may be assigned by the Board of Directors.

Section 3.7. Treasurer

The Treasurer shall have custody of all the funds and securities of the Corporation. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors; the Treasurer may sign all receipts and vouchers for payment made to the Corporation, either alone or jointly with such other officer as is designated by the Board of Directors. Whenever required by the Board of Directors, the Treasurer shall render a statement of cash accounts; enter or cause to be entered regularly in books of the Corporation to be kept for that purpose full and accurate accounts of all monies received and paid out on account of the Corporation; perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; if required by the Board of Directors, give such bond for the faithful discharge of the Treasurer's duties in such form as the Board of Directors may require.

Section 3.8. Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors and minutes of all meetings of the shareholders, in books provided for that purpose; attend to the giving and serving of all notices; may sign with the President in the name of the Corporation, all contracts of the Corporation and affix the seal of the Corporation thereto; may sign with the President all certificates for shares of the capital stock of the Corporation; may attest all resolutions and documents adopted by the Board of Directors; shall have charge of the certificate books, transfer

books and stock ledgers, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection of any director at the office of the Corporation during business hours, and he shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 3.9. Assistant Secretaries

Each Assistant Secretary shall have the usual powers and duties pertaining to that office, together with such other powers and duties as may be assigned by the President. The Assistant Secretaries shall assist the Secretary in carrying out the Secretary's duties.

Section 3.10. Chairman Of The Board

The Chairman of the Board shall preside at all meetings of the Board of Directors and shareholder meetings, except as otherwise provided by these Bylaws. The Chairman shall sign all resolutions and documents duly adopted by the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. However, the duties of the Chairman shall be prescribed in such a manner to ensure that they do not conflict with or duplicate the duties of the other officers of the Corporation.

Section 3.11. Vice Chairman Of The Board

In the absence of the Chairman of the Board, or whenever requested to do so by the Chairman of the Board, the Vice Chairman of the Board shall: (a) preside at meetings of the Board or the shareholders; (b) sign resolutions and documents duly adopted by the Board of Directors; and (c) perform such other duties as may be prescribed by the Board of Directors, provided that such other duties do not conflict with or duplicate the duties of the other officers of the Corporation.

Article IV: Indemnification Of Officers & 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 director, officer or agent of another Corporation, partnership joint venture, trust or other enterprise, shall 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 that Code be made by a vote of a quorum consisting of disinterested directors, or the written opinion of independent counsel as permitted by law, or approval of the outstanding shares. Any indemnification under this article shall not be deemed exclusive of any other rights to which those 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 persons.

The Corporation shall have the 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 as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of the Article.

Article V: Capital Stock

Section 5.1. Share Certificates

The share certificates 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 or an Assistant 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 or Assistant Secretary may be a 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.

Section 5.2. Transfer Of Shares

The shares of the 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 5.3. Closing Of Transfer Books & Fixing Record Date

(a) Closing of transfer of books. 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 proper 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 books are closed to determine shareholders entitled to notice of or to vote at a meeting of the shareholders, they shall be closed for at least twenty (20) days immediately preceding the meeting.

(b) Fixing Record Date. 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 not be more than sixty (60) days and, in the case of the 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 of 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 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 the determination of shareholders entitled to vote is made as provided in this section, the determination applies to an adjournment of the meeting of shareholders.

Section 5.4. Regulations

The Board of Directors shall have the power and authority to make all such rules and regulations as they may deem expedient and not inconsistent with the law concerning the issue, transfer and registration or the replacement of share certificates for the capital stock of the Corporation.

Article VI: Miscellaneous Provisions

Section 6.1. Fiscal Year

The fiscal year of the Corporation shall be such as the Board of Directors shall, by resolution, establish, and the fiscal year is hereby fixed as being January 1 to December 31.

Section 6.2. Seal

The seal of the Corporation shall be such as from time to time may be approved by the Board of Directors.

Section 6.3. Notice & Waiver Of Notice

Whenever notice is required to be given to a shareholder, director or officer 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 if given by depositing the same in the post office box in a sealed, postpaid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Corporation, and such notice shall be

deemed to have been given 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 herein, shall be deemed equivalent to such notice.

Section 6.4. Conflicts Of Interests

(a) A contract or other transaction between a corporation and one or more of the directors of the corporation, or between a corporation and a corporation, firm, or association in which one or more of the directors of the corporation has a material financial interest, is neither void nor voidable because the director or directors or the other corporation, firm, or association are parties or because the director or directors are present at the meeting of the board that authorizes, approves, or ratifies the contract or transaction, if the material facts as to the transaction and as to the director's interest are fully disclosed or known to the shareholders and the contract or transaction is approved by the shareholders in good faith, with the shares owned by the interested director or directors not being entitled to vote; or board, and the board authorizes, approves, or ratifies the contract or transaction in good faith by a sufficient vote without counting the vote of the interested director or directors, and the person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to the corporation at the time it was authorized, approved, or ratified.

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

(c) A contract or other transaction between a corporation and a corporation or association of which one or more directors of the corporation are directors is neither void nor voidable because the director or directors are present at the meeting of the board that authorizes, approves, or ratifies the contract or transaction, if the material facts of the transaction and the director's other directorship are fully disclosed or known to the board and the board authorizes, approves, or ratifies the contract or transaction in good faith by a sufficient vote without counting the vote of the common director or directors or the contract or transaction is approved by the shareholders in good faith. This subsection does not apply to contracts or transactions covered by (a) of this section.

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

Section 6.5. Competition With The Corporation

No member of the Board may vote on or participate in a decision of the Board with respect to any matter in which they have a competing business or competing material financial interest. In the event a Board member is uncertain whether they have such an interest, they shall disclose the nature of any possible such interest to the Board, and the Board shall decide by majority vote whether such a competing interest exists. The determination of the Board as to the existence or lack of a competing interest shall be final and conclusive proof that there is or is not such an interest.

It shall be considered cause for removal by the shareholders and for the Board of Directors to rescind any Board action if it is later determined by a majority of a quorum of the directors that a director knew they had such a competing interest and did not abstain from voting or knew that there was a possibility of such a competing interest and did not request a determination by the Board of Directors. No action taken by the Board in which a director with a competing interest has participated shall be void by virtue of that director's participation, except that any such act may be rescinded by a majority vote of a quorum of the directors if it does not impair a valid contract and is in the best interests of the Corporation to do so. In all cases, a director with such a competing interest may be counted for a quorum purposes, but may not vote in determination of the existence of the competing interest.

Section 6.6. Simultaneously Serving The Corporation And Other ANCSA Corporations Or Competing Companies Prohibited

Directors, officers, and exempt employees of the Corporation and any of its subsidiaries shall not be eligible for service or employment, and shall be terminated from office or employment, if they are or become, (a) a director, officer, or exempt employee of any other corporation organized and existing pursuant to the Alaska Native Claims Settlement Act (ANCSA), or (b) a director, officer, exempt employee, partner, or owner of more than ten percent (10%) of the equity interests in any company or business, of which more than ten percent (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. For purposes of this section, “exempt employee” means an employee who is exempt from the provisions of the Alaska Wage & Hour Act or any similar statute that succeeds it. This Section 6.6 shall become effective on April 19, 2011.

Section 6.7. Appropriation Of Corporate Opportunity

Each director has a duty of exclusive loyalty to the Corporation. Accordingly, no Board member may appropriate a corporate business opportunity for themselves unless they first tender the opportunity to the Corporation and the Board declines the opportunity by a vote of disinterested directors. If a director desires to pursue a business opportunity personally without tendering it to the Corporation, the director must first resign from the Board before taking any steps directly or indirectly to appropriate the opportunity personally. A director who sits on the board of another corporation may have competing obligations when it comes to these issues. If these obligations preclude the director from disclosing the business opportunity to both corporations, the director should seek independent legal advice and may have to resign from one or both board positions. Nothing in this Bylaw provision is intended to supersede or diminish the director’s common law duty of exclusive loyalty to the Corporation.

Article VII: Amendments

These Bylaws may be altered, amended or repealed by an affirmative vote of a majority of the outstanding shares entitled to vote, provided notice of the proposed amendments is contained in the notice of said meeting, or by the Board of Directors at any regular or special meeting, provided notice of said proposed amendment is contained in the notice of the meeting.

CERTIFICATE OF THE SECRETARY

I, Richard A. Ungarook, Sr., certify that:

(1) I am the duly elected Corporate Secretary of the Ukpeaġvik Iñupiat Corporation; and

(2) The above constitutes the Bylaws of Ukpeaġvik Iñupiat Corporation as adopted by the Board of Directors on April 30, 1973; as amended on July 1, 1974; December 11, 1974; February 5, 1975; January 8, 1978; November 15, 1980; June 17, 1987; October 16, 1987; October 25, 1988; June 27, 1989; November 1, 1989; May 13, 1996; November 30, 1996; February 10, 1997; April, 6, 1998; October 20, 2003; December 18, 2003; March 7, 2011; April 19, 2011; June 8, 2012; and December 12, 2014.

_____/s/
Richard A. Ungarook, Sr.
CORPORATE SECRETARY

_____/s/
Price E. Brower
CHAIRMAN