

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

CERTIFICATE
OF
INCORPORATION
Nonprofit Corporation

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

INTERHEMISPHERIC BERING STRAIT TUNNEL & RAIL GROUP

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

ACCORDINGLY, the undersigned, as Commissioner of Community and Economic Development, and by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation and attaches hereto the original copy of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I execute this certificate and
affix the Great Seal of the State of Alaska on
SEPTEMBER 26, 2002.


Deborah B. Sedwick
Commissioner of Community
and Economic Development

1/20/2017 10:00 AM
C:\Users\B\Documents\Bering Strait Tunnel & Rail Group\Bering Strait Tunnel & Rail Group.docx

**ARTICLES OF INCORPORATION
OF
INTERHEMISPHERIC BERING STRAIT TUNNEL & RAIL GROUP**

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being natural persons of lawful age, do hereby associate and unite ourselves together for the purpose of forming a nonprofit corporation, within the meaning of AS 10.20.005 et. seq., and other applicable laws of the State of Alaska, and for that purpose adopt the following Articles of Incorporation.

**ARTICLE I
Name**

The name of the corporation is Interhemispheric Bering Strait Tunnel & Rail Group.

**ARTICLE II
Duration**

The duration of the corporation shall be perpetual.

**ARTICLE III
Purposes & Powers**

The corporation is hereby organized for the following purposes and with the following powers:

To operate as a not-for-profit corporation within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986 as amended, 26, U.S. Code;

To develop a worldwide consortium of persons, organizations, companies and other business and governmental entities seeking to promote the construction of a tunnel connecting the North American and Asian continents at the Bering Strait;

To promote the development of a rail network connecting the North American and Eurasian continents with a view to facilitating trade and tourism;

To promote the occupation and use of the railroad right-of-way with transporting and communication utilities such as, but not limited to, oil lines, gas

lines, conductors of high voltage electricity along with all apparatus necessary or convenient for such use, fiber optic cable, etc.;

To promote the development of sources to be used by such transporting and communications utilities;

To accept subventions from other persons or from any unit of government, or to make capital contributions to other not-for-profit corporations or government units.

To engage in any other activities which are permitted under the Alaska Nonprofit Corporation Act or Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended, 26 U.S. Code.

The corporation shall have in furtherance of the aforesaid purposes all of the powers conferred upon corporations organized pursuant to the provisions of the Alaska Nonprofit Corporation Act.

ARTICLE IV

Membership

The corporation shall be organized upon a nonstock, certificate of membership basis. Such memberships shall be non-redeemable, non-transferable and non-dividend bearing. There shall be two classes of members as follows:

Class I: Members of the Board of Directors, which shall have all of the voting power of the corporation.

Class II: All other members except the Board of Directors. Class II members shall have no voting power in running the affairs of the corporation.

Except as may otherwise be provided in these Articles of Incorporation, the manner of election or appointment of the directors of the corporation shall be prescribed by the Bylaws of the corporation.

Any qualifications and any rights which are not otherwise conferred upon the membership by the provisions of these Articles of Incorporation shall be prescribed by the provisions of the Bylaws of the corporation, so long as not in conflict with these articles.

ARTICLE V
Registered Agent and Office

The address of the initial registered office of the corporation is 255 E. Fireweed Lane, Suite 104, Anchorage, Alaska 99503; and the name of the corporation's initial registered agent at the aforesaid address is Joseph R. Henri.

ARTICLE VI
Initial Directors

The number of directors constituting the initial board of directors shall be eight (8), but may be increased via bylaw amendment to no more than fifteen (15) or decreased to no less than three (3). The names and addresses of the persons who shall serve as initial directors until their successors be determined and qualify are:

<u>Name</u>	<u>Address</u>
George Koumal	2001 N. Evelyn. Tucson, AZ 85715
Dr. Victor Razbegin	Council for Study of Productive Forces GSP-7, Vavilov Str. 7, SOPS 1178822 Moscow, RUSSIA
Joseph R. Henri	9921 Near Point Dr. Anchorage, AK 99507
Craig Burroughs	BXB Corporation 151 N. Michigan Ave. Suite 2706 Chicago, IL 60601
Prof. Dr. Alexander Granberg	Council for Study of Productive Forces Russian Academy of Sciences GSP 7, Vavilov St., 7. SOPS 117822 Moscow, RUSSIA
Jim Stimpfle	PO Box 729 Nome, AK 99762
Hon. Jeannette James	PO Box 56622 North Pole, AK 99705
Scott Robart	827 W. 20 th Avenue Anchorage, AK 99503

ARTICLE VII
Executive Committee

An Executive Committee composed of those directors of the corporation serving as corporate officers is created and empowered to govern the corporation, on behalf of the Board of Directors including the adoption and/or amendment of the Bylaws. The executive committee may determine, from time to time, what matters shall be for the consideration and determination of the full Board of Directors. Membership in the Board of Directors, and the terms of Directors, shall be determined by the Executive Committee.

ARTICLE VIII
Officers

The officers of the corporation shall be chosen by the Executive Committee, from the membership of the Board of Directors. The names, addresses and offices of those who shall serve as the initial officers of the Corporation until their successors be determined and qualify are as follows:

President/Chairman of the Board of Directors	George Koumal 2001 N. Evelyn. Tucson, AZ 85715
Vice-President	Dr. Victor Razbegin Council for Study of Productive Forces GSP-7, Vavilov Str. 7, SOPS Moscow 1178822 RUSSIA
Secretary	Joseph R. Henri 9921 Near Point Dr. Anchorage, AK 99507
Treasurer	Craig Burroughs BXB Corporation 151 N. Michigan Ave. Ste 2706 Chicago, IL 60601

ARTICLE IX
Liquidation

In the event of liquidation, dissolution or winding up of the business and affairs of the corporation, whether voluntary or involuntary or by operation of law, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all assets exclusively for the purposes of the corporation in such manner as the Board of Directors shall determine. Any

assets not so distributed shall be disposed of exclusively to such corporations or organizations as are organized and operated solely for nonprofit purposes.

ARTICLE X

Incorporators

The names and addresses of the incorporators, each of whom is at least of the age of 19 years, are as follows:

<u>Name</u>	<u>Address</u>
Nancy A. Burgess	3213 Glenn-Don Circle Anchorage, AK 99504
Joseph R. Henri	9921 Near Point Drive Anchorage, AK 99507
Steve R. Smirnoff	3581 Kachemak Circle Anchorage, AK 99515

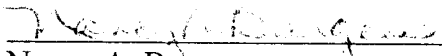
ARTICLE XI

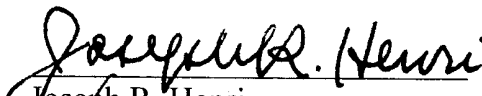
Personal Liability

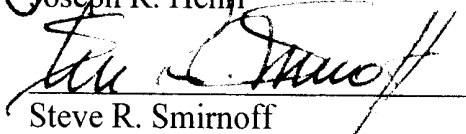
Pursuant to AS.10.20.151(d), there is hereby eliminated the personal liability of a director to the corporation for monetary damages for the breach of fiduciary duty as a director, PROVIDED, HOWEVER, a director's personal liability is not eliminated for:

- (1) a breach of a director's duty of loyalty to the corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or
- (3) a transaction from which the director derives an improper personal benefit.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Anchorage, Alaska, on this 24th day of September, 2002.


Nancy A. Burgess


Joseph R. Henri


Steve R. Smirnoff

JOSEPH R. HENRI
ATTORNEY AT LAW
P. O. BOX 100357
ANCHORAGE, ALASKA 99510-0357

(9921 NEAR POINT DRIVE)
(907) 338-0880 TEL
(907) 279-4785 FAX

25 September 2002

Corporations Office
Dept. of Community & Economic Dev.
PO Box 110807
Juneau, Alaska 99811-0807

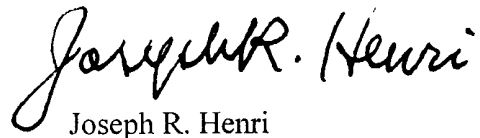
Dear Sir or Madam:

Enclosed are duplicate originals of Articles of Organization for the **Interhemispheric Bering Strait Tunnel & Rail Group** a non-profit organization. Per the current fee schedule our check in the amount of \$50.00 is enclosed. Kindly advise if there is anything else that is needed. We would appreciate the Commissioner's Certificate of Organization.

The SIC number for the non-profit organization envisioned in the articles is **8641, Civic, Social, and Fraternal Associations.**

Thank you very much.

Sincerely yours,


Joseph R. Henri

2004

NON PROFIT BIENNIAL REPORT

For the period ending June 30, 2004

Due July 2, 2004

Alaska File Number:

77677 D

INTERHEMISPHERIC BERING STRAIT TUNNEL &
RAIL GROUP255 EAST FIREWEED LANE STE 104
ANCHORAGE AK 99503

Name and Mailing Address of Registered Agent

JOSEPH R HENRI
INTERHEMISPHERIC BERING STRAIT TUNNEL & RAIL
GROUP
255 EAST FIREWEED LANE STE 104
ANCHORAGE AK 99503

Physical Address of Agent if Mailing Address is a PO Box or Mail Stop

Please note that this report may not be filed for record if the required information is not provided. All non-profit corporations must list a president, vice president, secretary, treasurer and at least three directors.

Title	Name	Mailing Address	City, State Zip	☒ if Director
President	George Koumal	2001 N. Evelyn	Tucson, AZ 85715	✓
Vice President	Dr. Victor Razbegin	GSP-7, Vavilov Str 7 SOPS	Moscow, Russia 117822	✓
Secretary	Joseph R. Henri	9921 Near Point Dr.	Anchorage, AK 99507	✓
Treasurer	Craig Burroughs	151 N. Michigan Ste 2706	Chicago, IL 60601	✓
Director	Prof. Dr. A. Granberg	GSP-7, Vavilov Str 7, SOPS	Moscow, Russia 117822	✓
Director	Jim Stimpfle	Po Box 729	Nome, AK 99762	✓
Director	Hon. Jeannette James	3068 Badger Rd.	North Pole, AK 99705	✓

If necessary, attach a list of additional directors on a separate 8 1/2" X 11" sheet of paper.

This report is public information. Please do not list confidential information such as date of birth or Social Security Numbers.

Note: The registered agent information and the name of the entity cannot be changed using this form. You can request the necessary form to change the information by calling 907-465-2530 or visit our website at www.corporations.alaska.gov

State of Domicile	ALASKA
Description of Business Activities of the Corporation in Alaska	PROMOTE THE CONSTRUCTION OF A TUNNEL CONNECTING NORTH AMERICA AND ASIAN CONTINENTS

4 June 2004 Joseph R. Henri
Date Signature

Secretary
Title

This report must be received with the fee of \$15. If postmarked after August 1, 2004 submit the report with the fee of \$20.00.

Mail the completed report and the applicable fees to: State of Alaska
Corporation Section
PO Box 110808
Juneau, AK 99811-0808

Revised 02-23-2004 alh

RECEIVED

JUN 07 2004

DEPARTMENT OF COMMUNITY
AND ECONOMIC DEVELOPMENT
CORPORATIONS SECTION