

NOV - 6 2002

Dept. of Community &
Economic Development

ARTICLES OF INCORPORATION
OF
LAW PROJECT FOR PSYCHIATRIC RIGHTS, INC.

ARTICLE I

The undersigned natural persons of the age of nineteen years or more, a majority of whom are citizens of the United States, acting as incorporators of a corporation under the Alaska Non-Profit Corporation Act (AS 10.20), adopt the following Articles of Incorporation.

The name of the corporation shall be Law Project for Psychiatric Rights, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The exclusive purposes for which this corporation are organized are to operate exclusively for charitable purposes, including to own and manage real property in support of legal services to protect and enforce the legal rights of people who have been or are under threat of being labeled with a psychiatric disability who can not otherwise obtain such legal services and for all other tax exempt charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

The internal affairs of the corporation shall be regulated by bylaws adopted by the board of directors.

ARTICLE V.

1. The (physical and mailing) address of the initial registered office is 406 G Street, Suite 206, Anchorage, Alaska 99501.
2. The name of the initial registered agent is Jim Gottstein.

ARTICLE VI.

1. The number of directors constituting the initial board of directors of this corporation will be three (3).

2. The names and addresses of those persons, each of whom shall serve as a director until his or her successor is elected and qualified, are as follows:

Jim Gottstein	406 G Street, Suite 206, Anchorage, AK 99501
Michele Turner	406 G Street, Suite 206, Anchorage, AK 99501
Don Roberts	264 Lilly Drive Apt. C-2, Kodiak, AK 99615

ARTICLE VII

The name and address of each incorporator is:

Jim Gottstein	406 G Street, Suite 206, Anchorage, AK 99501
Michele Turner	406 G Street, Suite 206, Anchorage, AK 99501
Martin A. Engel	5301 Windflower St. #A, Anchorage, AK 99507

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IX

To the extent the corporation may, from time to time be a Private Foundation under the Internal Revenue Code:

1) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the judicial district (or county) in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

Except with respect to:

- (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, the directors shall not be personally liable for any act or omission related to his or her service as a director and the corporation shall defend, indemnify, and hold the directors harmless therefrom to the maximum extent permitted by law.

Dated: November 5, 2002

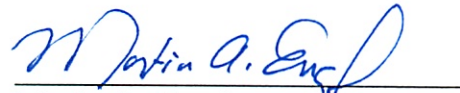


Jim Gottstein

Dated: November 5, 2002


Michele Turner

Dated: November 5, 2002


Martin A. Engel