Department of Commerce, Community, and Economic Development
CORPORATIONS, BUSINESS & PROFESSIONAL LICENSING

State of Alaska / Commerce / Corporations, Business, and Professional Licensing / Search & Database Download / Corporations / Entity Details

ENTITY DETAILS

Name(s)

Type	Name
Legal Name	Great Northern Retail Stores, Inc.

Entity Type: Business Corporation

Entity #: 10073942

Status: Good Standing

AK Formed Date: 12/15/2017

Duration/Expiration: Perpetual

Home State: ALASKA

Next Biennial Report Due: 1/2/2019

Entity Mailing Address: 645 G STREET, SUITE 100-907, ANCHORAGE, AK 99501

Entity Physical Address: 425 G STREET, SUITE 515, ANCHORAGE, AK 99501

Registered Agent

Agent Name: Stephen Brashear

Registered Mailing Address: 425 G STREET, SUITE 515, ANCHORAGE, AK 99501

Registered Physical Address: 425 G STREET, SUITE 515, ANCHORAGE, AK 99501

Officials

☐Show Former

AK Entity #	Name	Titles	Owned
	Darcy Holt	Director	

AK Entity #	Name	Titles	Owned
10032664	Great Northern Cannabis, Inc.	Shareholder	100
	Jerad Brown	Director	
	Jordan Huss	Director, Vice President	
	Michael Ellenburg	Director, Secretary	
	Patrick Flynn	Treasurer	
	Stephen Brashear	Director, President	

Filed Documents

Date Filed	Type	Filing	Certificate
12/15/2017	Creation Filing	Click to View	Click to View
2/15/2018	Initial Report	Click to View	

COPYRIGHT © STATE OF ALASKA · DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT · EMAIL THE WEBMASTER

Alaska Business License # **1065429**

Alaska Department of Commerce, Community, and Economic Development
Division of Corporations, Business and Professional Licensing
P.O. Box 110806, Juneau, Alaska 99811-0806

This is to certify that

GREAT NORTHERN CANNABIS

645 G STREET ANCHORAGE AK 99501

owned by

GREAT NORTHERN RETAIL STORES, INC.

is licensed by the department to conduct business for the period

January 18, 2018 through December 31, 2019
for the following line of business:

42 - Trade

RECEIVED
JUN 21 2018
ALCOHOL MARIJUANA CONTROL OFFICE
STATE OF ALASKA

This license shall not be taken as permission to do business in the state without having complied with the other requirements of the laws of the State or of the United States.

This license must be posted in a conspicuous place at the business location.
It is not transferable or assignable.

Mike Navarre

Alaska Entity #10073942

State of Alaska
Department of Commerce, Community, and Economic Development
Corporations, Business, and Professional Licensing

Certificate of Incorporation

The undersigned, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that a duly signed and verified filing pursuant to the provisions of Alaska Statutes has been received in this office and has been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community, and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

Great Northern Retail Stores, Inc.

IN TESTIMONY WHEREOF, I execute the certificate and affix the Great Seal of the State of Alaska effective **December 15, 2017.**

Mike Navarre
Commissioner

AK Entity #: 10073942
Date Filed: 12/15/2017
State of Alaska, DCCED

THE STATE of ALASKA

Department of Commerce, Community, and Economic Development
Division of Corporations, Business, and Professional Licensing
PO Box 110806, Juneau, AK 99811-0806
(907) 465-2550 • Email: *corporations@alaska.gov*
Website: *Corporations.Alaska.gov*

FOR DIVISION USE ONLY

Articles of Incorporation

Domestic Business Corporation

Web-12/15/2017 2:25:39 PM

1 - Entity Name

Legal Name: Great Northern Retail Stores, Inc.

2 - Purpose

Retail sales of various goods and any lawful purpose

3 - NAICS Code

453998 - ALL OTHER MISCELLANEOUS STORE RETAILERS (EXCEPT TOBACCO STORES)

4 - Registered Agent

Name: Stephen Brashear
Mailing Address: 425 G Street, Suite 515, Anchorage, AK 99501
Physical Address: 425 G Street, Suite 515, Anchorage, AK 99501

5 - Entity Addresses

Mailing Address: 645 G Street, Suite 100-907, Anchorage, AK 99501
Physical Address: 425 G Street, Suite 515, Anchorage, AK 99501

6 - Shares

Complete the below stock information on record with the Department. You may not change your authorized shares with this form. An amendment is required. Fill in number of shares issued.

Class	Series	Authorized	Par Value	Amount Issued
Common		1000000	$0.00	

7 - Officials

Name	Address	% Owned	Titles
Stephen Brashear			Incorporator

Name of person completing this online application

I certify under penalty of perjury under the Uniform Electronic Transaction Act and the laws of the State of Alaska that the information provided in this application is true and correct, and further certify that by submitting this electronic filing I am contractually authorized by the Incorporator(s) listed above to act on behalf of this entity.

Name: Jason Brandeis

BYLAWS OF
GREAT NORTHERN RETAIL STORES, INC.

ARTICLE I.
OFFICES

The principal office of the corporation in the State of Alaska shall be located at 425 G St., Suite 515, Anchorage, Ak. The corporation may have such other offices within or without the State of Alaska, as the board of directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation, required by the Alaska Business Corporation Act to be maintained in the State of Alaska, may be, but need not be, identical with the principal office in the State of Alaska, and the address of the registered office may be changed from time to time by the board of directors of the corporation.

ARTICLE II.
SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of the shareholders shall be held during the month of January each year, or at such time as the shareholders shall otherwise schedule such meeting, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein or any annual meeting of the shareholders, or any adjournment or adjournments thereof, the board of directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be scheduled.

Section 2. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the board of directors, and shall be called by the president at the request of any shareholder.

Section 3. Place of Meeting. The board of directors may designate any place, either within or outside of the State of Alaska, as the place of meeting for any annual meeting or for any special meeting of the shareholders. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or outside of the State of Alaska, as the place for the holding of such meeting. Shareholders may participate by phone, video conference, or other electronic means. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten nor more than fifty days before the date of the meeting, either personally, by mail, or by electronic mail, by or at the direction of the president, or the secretary, or the

persons calling the meeting, or each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to the shareholder at his or her address as it appears on the stock transfer books of the corporation, with postage thereon prepaid. If delivered by electronic mail, a delivery receipt or, alternatively, a direct confirmation of receipt from the recipient shall confirm delivery to the electronic mail address furnished by the shareholder.

Section 5. Quorum. At all meetings of shareholders of the corporation, the presence at the commencement of such meetings in person or by proxy of shareholders holding a majority of the total number of shares of the corporation then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any shareholder after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

Section 6. Voting.

A. Any corporate action, other than the election of directors to be taken by vote of the shareholders, shall be authorized by a majority of votes cast at a meeting of shareholders by the holders of the shares entitled to vote thereon.

B. At each meeting of shareholders, each holder of record of shares of the corporation entitled to vote thereat, shall be entitled to one vote for each share registered in his/her name on the books of the corporation.

C. Each shareholder entitled to vote or to express consent or dissent without a meeting may do so by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the shareholder or by his or her attorney-in-fact duly authorized in writing. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the person executing it shall have specified therein the length of time it is to continue in force. Such instrument shall be exhibited to the secretary at the meeting and shall be filed with the records of the corporation.

D. Any resolution in writing, signed by all of the shareholders entitled to vote thereon, either in person or by verified electronic signature, shall be and constitute action by such shareholders to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of the shareholders and such resolution so signed shall be inserted in the Minute Book under its proper date.

ARTICLE III.
BOARD OF DIRECTORS

Section 1. Number, Election and Term of Office.

A. The number of the directors of the corporation shall be at least five (5).

B. Except as may otherwise be provided herein or in the articles of incorporation, the members of the board of directors of the corporation need not be shareholders, and shall be elected by a majority of the votes cast at a meeting of shareholders, by the holders of shares entitled to vote in the election.

C. Each director shall hold office until the annual meeting of the shareholders next succeeding his or her election, and until his or her successor is elected and qualified, or until his or her death, resignation or removal.

Section 2. Duties and Powers. The board of directors shall be responsible for the control and management of the affairs, property and interests of the corporation, and may exercise all powers of the corporation, except as are expressly conferred upon or reserved to the shareholders.

Section 3. Annual and Regular Meetings; Notice.

A. A regular annual meeting of the board of directors shall be held immediately following the annual meeting of the shareholders, at the place of such annual meeting of shareholders.

B. The board of directors, from time to time, may provide by resolution for the holding of other regular meetings of the board of directors, and may fix the time and place thereof.

C. Notice of any regular meeting of the board of directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the board of directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in Section 5 of this Article III, with respect to special meetings, unless such notice shall be waived in the manner set forth in Section 5.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any director. Such special meeting shall be held at the principal office of the corporation unless the shareholders of the company shall agree in writing that such meeting may be held at another place which may be either within or without the State of Alaska.

Section 5. Notice. Notice of any special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting

to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Chairperson of the board, if any and if present, shall preside. If there shall be no chairperson, or he or she shall be absent, then the president shall preside, and in his or her absence, a chairman chosen by the directors shall preside.

Section 7. Quorum and Adjournments.

A. At all meetings of the board of directors, the presence of a majority of the entire board shall be necessary and sufficient to constitute a quorum for the transaction of business.

B. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 8. Manner of Acting.

A. At all meetings of the board of directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he or she may hold.

B. The action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the board of directors.

Section 9. Action Without a Meeting. Any action that may be taken by the board of directors at a meeting may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed before such action by all of the directors.

Section 10. Vacancies. Any vacancy occurring in the board of directors by reason of the death, resignation, disqualification, removal (unless a vacancy created by the removal of a director by the shareholders shall be filled by the shareholders at the meeting at which the removal was effected) or inability to act of any director, or otherwise, may be filled by unanimous vote of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the board of directors for a term of office continuing only until the next election of directors by the shareholders.

Section 11. Resignation. Any director may resign at any time by giving written notice to the board of directors, the president, or the secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon

receipt thereof by the board of directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 12. Removal. Any director may be removed with or without cause at any time by the shareholders, at a special meeting of the shareholders called for that purpose, and may be removed for cause by action of the board.

Section 13. Compensation. By resolution of the board of directors, each director may be paid his or her expenses, if any, of attendance at each meeting of the board of directors, and may be paid a salary as director or a fixed sum for attendance at each meeting of the board of directors or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 14. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 15. Change of Number. The number of directors may at any time be increased or decreased. Such action shall be taken by the vote of two-thirds of the voting stock issued and outstanding, at any regular or special meeting if a notice of such meeting (or the waiver of notice signed by all shareholders entitled to vote) contains a statement of the proposed increase or decrease, and in case of any such increase, the shareholders at any general or special meeting held before the board of directors take action, shall have the power to elect such additional directors to hold office until the next annual meeting of the shareholders, and until their successors are elected and qualified.

Section 16. Committees. Standing or temporary committees may be appointed by the board of directors from time to time, and the board of directors may from time to time invest such committees with such powers as it sees fit, subject to such conditions as may be prescribed by the board, and by law. An executive committee may be appointed by resolution passed by a majority of the whole board; it shall have all the powers provided by statute, except as specially limited by the Board. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in the books kept for that purpose in the office of the corporation, and shall report the same to the board of directors at its next meeting.

ARTICLE IV.
OFFICERS

Section 1. Number. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be

elected or appointed by the board of directors. Any two or more offices may be held by the same person, except the office of president and secretary. Notwithstanding the foregoing, in the event there is only one shareholder, there need be only one officer to fulfill the functions of all of the offices of the corporation.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the board of directors shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Resignation. Any officer may resign at any time by giving written notice of such resignation to the board of directors, or to the president or the secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the board of directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer or agent may be removed by a majority vote of 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.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may at any time be filled by the board of directors for the unexpired portion of the term.

Section 6. President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the shareholders and of the board of directors. He or she may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, certificates for shares of the corporation, and deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the board of directors from time to time.

Section 7. Vice-President. In the absence of the president or in the event of his or her death or inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated at the time of their election, or in the absence of any designation, then in order of their election) shall perform

the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president, and shall perform such other duties as from time to time may be assigned to him or her by the president or by the board of directors. In addition to the above-described duties, the vice-president shall use his or her best efforts to assist the president, secretary, and treasurer.

Section 8. Secretary. The secretary shall:

A. Keep the minutes of the proceedings of the shareholders and of the board of directors in one or more books provided for that purpose;

B. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

C. Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;

D. Keep a register of the mailing address of each shareholder which shall be furnished to the secretary by such shareholder;

E. Sign with the president, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the board of directors.

F. Have general charge of the stock transfer books of the corporation; and

G. In general perform all duties as from time to time may be assigned to him or her by the president or by the board of directors. In addition to the above-described duties, the secretary shall run the day to day operations of the corporation.

Section 9. Treasurer. The treasurer shall:

A. Have charge and custody of and be responsible for all funds and securities of the corporation;

B. Receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation and in such banks, trust companies, and other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and

C. 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 or her by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

Section 10. Salaries. The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation. The salary of the officers of the corporation shall not be changed without a majority vote of the board of directors.

Section 11. Shares of Other Corporations. Whenever the corporation is the holder of shares of any other corporation, any right or power of the corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies, or other instruments) may be exercised on behalf of the corporation by the president, or such other person as the board of directors may authorize.

ARTICLE V.
STOCK CERTIFICATES

Section 1. Certificates for Shares. All certificates of stock shall be signed by the president or vice-president and the secretary or assistant secretary.

Section 2. Treasury Stock. Treasury stock shall neither vote nor participate in dividends.

Section 3. Transfer of Shares. Transfer of stock shall be made only on the books of the corporation, and the old certificate, properly endorsed, shall be surrendered and canceled before a new certificate is issued. The stock books of the corporation shall be closed against any transfers for a period of thirty (30) days before the date of payment of a dividend and for fifteen (15) days before each meeting of the shareholders.

Section 4. Loss or Destruction. In the case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof, except upon satisfactory proof to the board of directors of such loss or destruction, and upon the giving of security as required by the board of directors. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE VI.
FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December.

ARTICLE VII.
DIVIDENDS AND FINANCE

Section 1. Dividends. The board of directors may, from time to time, declare and the corporation may pay dividends on its outstanding shares in the manner, and upon the terms and conditions provided by law, and its articles of incorporation.

Section 2. Corporate Funds. The funds of the corporation shall be deposited with such bank, or trust company as the directors shall designate, and shall be withdrawn only upon the order of the officers designated by the board of directors.

ARTICLE VIII.
NOTICE REQUIREMENTS

Whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these bylaws, such notice may be delivered by electronic mail, provided there is a means of confirming delivery. A waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX.
INDEMNIFICATION

A. The corporation may indemnify a person who was, is, or is threatened to be made a party to any completed, pending, or threatened action or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, partnership, joint venture, trust, or other enterprise. Indemnification may include reimbursement of expenses, attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to a criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, provided, however, if the action or proceeding was, is, or is threatened to be by or in the right of the corporation, indemnification may not be made in respect of any claim, issue, or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, except to the extent that the court in which the action was brought determines upon application that, despite the adjudication of liability, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses which the court considers proper. The termination of an action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent does not create a presumption that the person did not meet the requisite standard of conduct set forth in this paragraph.

B. To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of an action or proceeding referred to in paragraph A of this article, or in defense of a claim, issue, or matter in the action or proceeding, he or she shall be indemnified against expenses and attorney fees actually and reasonably incurred by him or her in connection with the defense.

C. Unless otherwise ordered by a court, indemnification under paragraph A of this article may only be made by the corporation upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances

because he or she has met the requisite standard of conduct set out in paragraph A of this article. The determination shall be made:

1. by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding; or

2. by independent legal counsel in a written opinion if:

a) a quorum under subparagraph 1 of this article is not obtainable; or

b) a quorum under subparagraph 1 of this article is obtainable but a majority of disinterested directors so directs; or

3. by the shareholders.

D. Expenses incurred in defending a civil or criminal action or proceeding may be paid by the corporation in advance of the final disposition of the action or proceeding as authorized in the manner provided in paragraph C of this article upon receipt of an undertaking by or on behalf of this director, officer, employee, or agent to repay the amount if ultimately determined that he or she is not entitled to be indemnified by the corporation as authorized in this article.

E. The indemnification provided by this article is not exclusive of any other rights to which a person seeking indemnification may be entitled under an agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding the office. The right to indemnification continues as to a person who has ceased to be a director, officer, employee, or agent, and inures to the benefit of the heirs, executors, and administrators of the person.

F. The corporation may purchase and maintain insurance on behalf of a 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 or her and incurred by him or her in that capacity, or arising out of that status, whether or not the corporation has the power to indemnify him or her against the liability under the provisions of this section.

ARTICLE X.
DISSOLUTION AND DISTRIBUTION

Section 1. Approval of Dissolution. The corporation may elect to terminate its affairs and voluntarily dissolve: (i) by the vote of three-fourths of the shares entitled to vote at a special or annual shareholder meeting after notice to each shareholder stating that one of the purposes of the meeting is to consider approval of voluntary dissolution of the corporation; or (ii) upon unanimous written consent of the shareholders. The board may

dissolve the corporation upon majority vote in the event the corporation is adjudicated bankrupt.

Section 2. Procedures for Dissolution and Distribution. Upon dissolution of the corporation, the directors shall:

A. Pay or adequately provide for payment of all of the known debts and liabilities of the corporation pursuant to AS 10.06.668;

B. Direct the distribution of all the remaining corporate assets among the shareholders, proportionately in accordance with their respective rights and preferences under the shares issued and outstanding; and

C. Take such other steps as may be reasonable or beneficial to wind up the affairs of the corporation, including filing any certificates, decrees or articles respecting such dissolution with the appropriate state agency.

ARTICLE XI.
CONFLICT OF BYLAWS WITH ARTICLES OF INCORPORATION OR ALASKA STATUTES

In the event these bylaws should in any manner conflict with the articles of incorporation of the corporation or the Alaska Statutes, then the articles of incorporation of the corporation and the Alaska Statutes will govern.

ARTICLE XII.
AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the board of directors at any regular or special meeting of the board of directors.

ARTICLE XIII.
ADOPTION OF BYLAWS

These bylaws were duly amended by the board of directors of the corporation on the 13th day of February, 2018, at Anchorage, Alaska, and the same do now constitute the bylaws of the corporation.

GREAT NORTHERN RETAIL STORES, INC.
An Alaska Corporation

Dated: 02/13/2018

By: Stephen A. Brashear
Stephen Brashear, President