

AMENDED AND RESTATED BYLAWS

OF

CALISTA CORPORATION

Adopted, Amended, and Restated effective October 22, 2014.

ARTICLE I.

SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of shareholders shall be held on such date and at such time as may be determined from time to time by the Board of Directors, for the purpose of electing directors by a majority vote. Any business properly brought before the meeting may be transacted at an annual meeting, except as otherwise provided by law or by these bylaws.

Section 2. Special Meetings. Special meetings of the shareholders may be called at any time by the Board of Directors or by the Chairman of the Board or by the President of the Corporation and shall be called by the President or Secretary upon written request of the holders of at least not less than one-tenth of all the shares entitled to vote at the meeting. Only such business shall be transacted at a special meeting as shall be stated in the notice of such meeting.

Section 3. Place of Meeting. All meetings of the shareholders shall be held at such place as the Board of Directors may designate, provided however, that the annual meeting shall be held in the community of Bethel at least once every five (5) years and in the community of Anchorage at least once every seven (7) years.

Section 4. Notice of Meetings.

a) **Required Notice.** The Secretary shall cause written or printed notice of the day, hour, and place of each meeting of the shareholders to be delivered either personally, by mail, or by electronic transmission as provided below, to each shareholder of record entitled to vote at such meeting at least twenty (20) days and not more than sixty (60) days before the meeting, or as otherwise prescribed by law. If the meeting is a special meeting, the notice shall include the purpose of the meeting.

(1) If the notice is mailed, it shall be mailed, postage prepaid, to the shareholder's mailing address as it appears on the stock transfer books of the Corporation as of the date of record, or, his or her new address if the shareholder has filed a written request with the Secretary of the Corporation that notice be mailed to a different address.

(2) Notice under this section may be given by electronic transmission if the shareholder authorizes delivery by electronic transmission. Authorization must be in the

form of a writing signed by the shareholder or an electronic transmission that sets out or is submitted with information demonstrating that the shareholder authorized the electronic transmission. An affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given by a form of electronic transmission shall be prima facie evidence of the facts stated in the affidavit.

b) **Waiver Thereof.** Whenever notice is required to be given to any shareholder under any provision of the Alaska Corporations Code, as amended from time to time, or the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the shareholder entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a shareholder at a meeting shall constitute a waiver of notice of such meeting, except when the shareholder attends the meeting for the express purpose of objecting, at the beginning of the meeting, 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 shareholders need be specified in any written waiver of the notice.

c) **Adjourned Meetings.** If a meeting is adjourned, it shall end for all purposes unless the Chairman states on adjournment a time and place for it to be reconvened. No notice of any reconvened meeting of the shareholders need be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and provided a new record date is not set for the reconvened meeting.

Section 5. Quorum. The holders of a majority of the shares entitled to vote, represented at a meeting of the shareholders, in person or by proxy, shall constitute a quorum, except as otherwise required 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, in person or by timely filed proxy, and entitled to vote on the subject matter shall be the act of the shareholders, unless otherwise required by law. If a quorum initially shall not be present nor represented at any meeting of the shareholders, those shareholders present in person or represented by proxy and entitled to vote, shall have the power to adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum shall be present or represented. At such reconvened meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, provided however, that any action taken other than adjournment must be approved by at least a majority of shares required to constitute a quorum, unless approval by a greater number of shares is required by the Articles of Incorporation or law.

Section 6. Voting Rights.

a) **Closing of Stock Transfer Books and Fixing of Record Date.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period not exceeding seventy

(70) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least twenty (20) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record book for any such determination of shareholders, such date in any case to be not more than sixty (60) days and, in case of a meeting of shareholders, not less than twenty (20) days prior to the date on which the particular action, requiring such 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 shareholders, or for the determination of shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this subsection, such determination shall apply to any adjournment of such meeting of shareholders.

b) **Minors**. Shares held of record by a custodian for a minor who is a Native or Descendant of a Native, as such terms are defined in the Alaska Native Claims Settlement Act, as amended (43 U.S.C. 1601, *et seq.*), may be voted by the custodian designated on the books and the records of the Corporation until the named minor reaches the age of eighteen (18) and submits proof of age in a form acceptable to the Secretary of the Corporation. Thereafter, the Secretary shall cause an appropriate notice to be placed on the records of the Corporation and the named minor, who is a Native or Descendant of a Native, as such terms are defined in the Alaska Native Claims Settlement Act, as amended (43 U.S.C. 1601, *et seq.*), may vote the shares whether or not a new share certificate is issued. In the event both the custodian and the named minor seek to vote the shares, the vote of the named minor shall be the vote recorded if the Election Inspectors obtain acceptable proof of the age of the named minor prior to the shareholders' vote.

c) **Voting Shareholders**. Except as provided in this subsection (c) of this Section 6, only Natives or Descendants of Natives, as such terms are defined by the Alaska Claims Settlement Act, as amended (43 U.S.C. 1601, *et seq.*), may vote shares held in the Corporation. The Board of Directors or its designee shall determine which shareholders of the Corporation are Natives or Descendants of Natives and therefore entitled to vote. A person who is not a Native or a Descendant of a Native may vote at any shareholders' meeting if he or she votes as custodian for a shareholder who is Native or a Descendant of a Native. The Corporation shall look to the Native status of the beneficial owner of the stock to determine voting rights.

d) **Voting**. Subject to the provisions of subsection (c) of this Section 6, or as otherwise provided in the Articles of Incorporation or by law, each share of the Corporation entitled to vote shall be entitled to one vote, in person or by proxy, upon each outstanding matter submitted to a vote at a meeting of shareholders. All matters shall be decided by a majority of the shares represented, by person or timely filed proxy, unless the vote of a greater number of shares or voting by classes is expressly required by the Alaska Corporations Code, as amended from time to time, the Articles of Incorporation, or these Bylaws, at a duly organized meeting at which a quorum shall have been established.

e) **Election of Directors.** At an election for directors, every shareholder entitled to vote may vote, in person or by timely filed proxy, the number of shares owned by him or her for as many persons as there are directors to be elected, or may cumulate his or her votes by giving one candidate votes equal to the number of directors multiplied by the number of his or her shares, or by distributing these votes on the same principle among any number of candidates. The directors shall be elected by a plurality of the votes cast in the election. There shall be no board nominated or “management slate” nominees designated by the Board of Directors. All votes of a shareholder in a proxy solicited by the Board of Directors that are not voted by the shareholder for a specific nominee shall be divided as equally as possible among all of the nominees for election to the Board of Directors listed in the proxy, provided that the nominee has not withdrawn from the election.

Section 7. Proxies. A shareholder may vote either in person or by timely filed proxy executed by the shareholder or an authorized attorney-in-fact in writing, or by electronic transmission; provided, however, that no proxy is valid after eleven (11) months from the date of its execution. A proxy timely submitted by electronic transmission is deemed to be a timely filed proxy executed in writing. Any such proxy, whether solicited by management, the Board of Directors, or any other party, must comply with 3 AAC 08.305 through 3 AAC 08.365 of the Alaska Regulations or any amendment thereof. A signed proxy may be revoked at any time before the actual voting thereof, by a timely filed proxy bearing a later date, or by a writing delivered or transmitted to the Corporation stating that the proxy is revoked, or by the shareholder's attendance at a shareholders' meeting and voting in person his or her shares. A timely filed proxy or revocation is one which is filed with the Election Inspectors by 5 p.m., Alaska Standard Time, on a date reasonably established by the Board of Directors and specified in the proxy statement or notice of the meeting sent to all shareholders, but in no event shall such deadline be greater than ninety-six (96) hours before the time scheduled for the shareholders' meeting. In the event the Board of Directors does not establish a deadline for filing of proxies and revocations, then such deadline shall be forty-eight (48) hours before the time scheduled for the shareholders' meeting. In the event a meeting is adjourned, new proxies may be solicited and shall be voted at such adjourned meeting if filed with the Election Inspectors at least forty-eight (48) hours prior to the time scheduled for the reconvened meeting.

No holders of proxies shall be informed of the results of the direct voting totals before the report of the final election results by the Inspector of Elections.

Section 8. Officers. The Chairman, or in his or her absence, a Vice-Chairman, shall preside at, and the Secretary, or in his or her 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, his or her duties shall be performed by a person appointed at the shareholders' meeting.

Section 9. List of Shareholders. The officer or agent having charge of the stock transfer book for the stock of the Corporation shall make, at least twenty (20) days before each meeting of shareholders, 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 the number of shares held by each. For a period of twenty (20) days prior to such meeting, this list shall be kept on file at the

registered office of the Corporation and is subject to inspection by a shareholder, or agent or attorney of a shareholder, at any time during the usual business hours. The list shall also be produced and kept open at the time and place of the meeting and be subject to the inspection of a shareholder during the meeting. Failure to comply with the requirements of this paragraph does not affect the validity of the action taken at the meeting.

Section 10. Selection of Election Inspectors. The Board of Directors of the Corporation, in advance of any shareholders' meeting, shall appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at the shareholders' meeting 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 of the Corporation in advance of the meeting or at the meeting by the person presiding thereat. Any inspectors so appointed shall not be directors, officers, employees, or shareholders of the Corporation. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of the inspector at such meeting with strict impartiality and according to the best of his or her ability.

Section 11. Duties of Election Inspectors. The inspectors shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of quorum, the validity and effect of proxies, and shall receive votes or ballots, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes and ballots, determine the results, and do such other acts as are proper to conduct the election or with fairness to all shareholders. On request of the person presiding at the meeting or any shareholder entitled to vote thereat, 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. Any appeal from a determination made by the inspectors shall be made to the courts of the State of Alaska.

Section 12. Action by Shareholders Without a Meeting. Action which is required to or may be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, identical in content, setting forth the action to be taken, is signed by all of the shareholders entitled to vote.

ARTICLE II.

BOARD OF DIRECTORS

Section 1. Number and Term of Office. The business and property of the Corporation shall be managed and controlled by the Board of Directors and, subject to the restrictions imposed by law, the Articles of Incorporation, or by these Bylaws, they may exercise all the powers of the Corporation.

The Board of Directors shall consist of eleven (11) members. All directors shall be shareholders of the Corporation over the age of eighteen (18).

Each director duly elected shall hold office for a term of three (3) years for the class and the position in which he or she is elected, until his or her successor is elected and qualified or until he or she resigns or is removed.

There shall be three (3) classes of directors designated as follows: Class I, Class II, and Class III.

Those in Class I shall be designated Units 1, 2, 3, and At-large. Those in Class II shall be designated Units 4, 5, and 6. Those in Class III shall be designated Units 7, 8, 9, and 10. Candidates for directorships shall indicate in their filing for election the position for which they wish to stand. No candidate may stand for more than one position. Ballots will be cast for each position separately.

The shareholders shall elect a director for each unit and the at-large seat for a term of three (3) years. At the first annual meeting following the effective date of this Section 1, elections shall be held for the units in Class II. Thereafter, at the next annual meeting, an election shall be held for the units in Class III and at the next annual meeting, an election held for the units and At-Large seat in Class I. Each Class will cycle through director elections in the same order at each subsequent annual meeting. To be qualified to run for election for a director seat, an individual must be a Calista shareholder and hold one or more Calista shares that are associated with one of the villages listed in the unit for which the director is running for election. Any Calista shareholder may run for election as the At-Large director. A director may stand for election in only one director seat in each election.

Units as referred to in these Bylaws means those villages and other communities identified in the Alaska Native Claims Settlement Act which are combined for purposes of administration as follows:

Class I includes the following units and corresponding villages or communities:

Unit 1	Unit 2	Unit 3	At-large
Hooper Bay	Alakanuk	Kotlik	Any shareholder
Paimiut	Sheldon Point	Chuloonawick	
Chevak	Bill Moore's	Mountain Village	
Scammon Bay	Hamilton	Pitka's Point	
	Emmonak	St. Mary's	

Class II includes the following units and corresponding villages or communities:

Unit 4	Unit 5	Unit 6
Kwethluk	Tuntutuliak	Mekoryuk
Napaskiak	Quinhagak	Chefornak
Oscarville	Goodnews Bay	Toksook Bay
Napakiak	Platinum	Umkumiut
Eek	Kwigillingok	Tununak
	Kongiganak	Nightmute
	Kipnuk	Newtok

Class III includes the following units and corresponding villages or communities:

Unit 7	Unit 8	Unit 9	Unit 10
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Lime Village
Stony River
Sleetmute
Red Devil
Crooked Creek
Georgetown
Napaimute
Chuathbaluk
Aniak
Kalskag (Upper)
Lower Kalskag

Tuluksak
Akiak
Akiachak
Atmautluak
Nunapitchuk
Kasigluk

Bethel

Andreafski
Pilot Station
Marshall
Ohagmiut
Russian Mission

Provided that proper notice has been given as required by law, any director may be removed from office without assigning any cause, by the vote of the shareholders holding a majority of the shares which are entitled to vote at an election of directors, but unless the entire Board is removed, no individual director shall be removed if the votes cast against removal would be sufficient to elect a director if voted cumulatively at an election at which the same total number of votes were cast.

Except for a vacancy created by the removal of a director, any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director. Any vacancy occurring in the Board by reason of removal of a director may be filled only by approval of the shareholders by an affirmative vote of a majority of the shares entitled to vote represented at a duly held meeting at which a quorum is present or by the written consent of shareholders. The shareholders may elect a director to fill any vacancy not filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Each candidate for the Board of Directors shall agree in writing to conform to the “Code of Business Ethics for Directors” if elected. Upon election or appointment, and at every annual meeting of shareholders thereafter, each director shall agree publicly and in writing to conform to said Code. No Director who has been removed from that position in accordance with AS 10.06.463 or its successor statute shall be eligible to be re-elected as a Director.

Section 2. Meetings of Directors. The directors may hold their meetings at such place inside or outside the state of Alaska as the Board of Directors may from time to time determine. Meetings of directors shall be conducted according to the parliamentary procedures set out in Roberts' Rules of Order, latest revision.

The directors may also validly conduct a meeting by communicating simultaneously with each other by means of conference telephones, or similar communications equipment.

Section 3. First Meeting. Each newly elected Board of Directors shall hold its first meeting for the purpose of organization and transaction of business, if a quorum of directors is present, at the next regularly scheduled quarterly meeting of the Board of Directors, and no notice of such meeting shall be necessary.

Section 4. Election of Officers. Each year at the first meeting of the Board of Directors, held next after the annual meeting of shareholders, if a quorum of directors shall be present, the Board of Directors shall elect the officers of the Corporation, provided that no person shall be allowed to serve as Chairman of the Board for more than 3 consecutive annual terms.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by the Board of Directors. Notice of such regular meetings shall not be required. A regular meeting of the Board of Directors may be called by the Chairman of the Board, the President, a Vice-President, the Secretary, or a Director.

Section 6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board, the President, a Vice-President, the Secretary, or a Director.

Section 7. Notice. The Secretary shall give notice of each special meeting upon either notice in writing sent ten (10) days before such meeting, or notice by electronic means, personal messenger, or comparable person-to-person communication given at least seventy-two (72) hours before such meeting. Notice of a meeting need not be given to a director who signs a waiver of notice, before or after the meeting, or a director who attends the meeting without protesting the lack of notice before the meeting or at its commencement. Except as may otherwise be provided herein, 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.

At any meeting at which every director shall be present, even though without any notice, any business may be transacted.

Section 8. Quorum. A majority of the number of 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 9. Order of Business. At meetings 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 or her 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 from among the directors present.

The Secretary of the Corporation, or in his or her absence 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 10. 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 prior to such action written consents, identical in content, setting out the action taken are signed by all the members of the Board of Directors or of such committee and such written consents are filed with the minutes of the proceedings of the Board of Directors or of such committee.

Section 11. Compensation. Directors, and members of any committee of the Board of Directors, shall be entitled to such reasonable compensation for their services as Directors and members of any such committee as shall be fixed from time to time by resolution of the Board of Directors, consistent with any sanctions imposed in accordance with the Code of Business Ethics for Directors, and shall also be entitled to reimbursement for any reasonable expenses incurred in attending such meetings.

Section 12. Executive Committee, Other Committees.

(a) The Board of Directors may by resolution passed by at least a majority of the entire Board, establish an executive committee and other committees of the Board, and in each case shall designate two or more directors to serve on the respective committees. Such executive committee, to the extent provided in such resolution or otherwise provided in these Bylaws, has authority of, and may exercise all of the authority of, the Board in the management of the Corporation, except as provided in (b) of this Section 12. Each such committee, other than the executive committee, may exercise such authority and have such duties to the extent provided in such resolution, except as provided in (b) of this Section 12. Committee members shall be nominated by the Board and elected by a majority of the entire Board.

(b) The following areas of responsibility are expressly reserved to the Board of Directors for final review and approval and shall not be delegated to any committees of the Board, except for the purpose of making recommendations to the Board:

- (1) Declaring dividends or distributions;
- (2) Approving or recommending to shareholders actions or proposals required by AS 10.06 to be approved by shareholders;
- (3) Designating candidates for the office of director, for purposes of proxy solicitation or otherwise, or filling vacancies on the board or any committee of the Board;
- (4) Amending the Bylaws;
- (5) Approving a plan or merger not requiring shareholder approval;
- (6) Capitalizing retained earnings;
- (7) Authorizing, approving, or ratifying contracts or other transactions between the Corporation and one or more of its directors, or between the Corporation and a corporation, firm, or association in which one or more of its directors has a material financial interest as defined under AS 10.06.478; or

- (8) Executing other authority of, or performing duties of, the Board, expressly excluded from committees by the Board, the Articles of Incorporation, or by these Bylaws.

(c) The designation of a committee, the delegation to the committee of authority, or action by the committee under that authority does not alone constitute compliance by a member of the Board of Directors or the committee in question with the responsibility to act in good faith, in a manner the member reasonably believes to be in the best interests of the Corporation, and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(d) The standing committees of the Board of Directors shall include the following, each with authority and duties as set forth in these Bylaws or by resolution of the Board:

- (1) Akilista Fund Committee;
- (2) Audit, Finance & Investment Committee;
- (3) Corporate Governance, Employee & Compensation Committee;
- (4) Proxy Committee; and
- (5) Shareholder Relations Committee.

Section 13. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director files a 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 certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

Section 14. Code of Business Ethics for Directors. As provided in Article II, Section 1, candidates for Directors and Directors must agree to conform to the "Code of Business Ethics for Directors" adopted by the Board of Directors on August 27, 1997, and all amendments thereto, which document is incorporated by reference as part of the Bylaws of the Corporation. Directors shall be contractually bound to Calista to comply with the Code of Business Ethics. The Board shall have the authority necessary to implement and enforce the Code of Business Ethics.

ARTICLE III.

OFFICERS AND AGENTS

Section 1. Officers. The officers of this Corporation shall consist of the Chairman, Vice-Chairman, President, a Secretary and a Treasurer and such other officers as shall from time to time be chosen and appointed. The terms of office shall be one year. The Chairman, Vice-Chairman, Secretary and Treasurer shall be shareholders of the Corporation and shall be directors of the Corporation. Any two or more offices may be held by the same person, except that no person may simultaneously hold the offices of President and Secretary. Such other officers, or agents, as may be elected or appointed, need not be shareholders or directors of the Corporation. The officers shall be elected for one-year terms. Each officer shall hold office until

the first of the following to occur: (i) until such officer's successor shall have been duly elected or appointed and qualified; (ii) until such officer's death; (iii) until such officer resigns; or (iv) until such officer shall have been removed in the manner hereinafter provided.

Section 2. Chairman. The Chairman shall, when present, preside at all meetings of the shareholders and shall preside at meetings of the Board of Directors.

Section 3. Vice-Chairman. Except as specifically limited by the Board of Directors, the Vice-Chairman shall perform the duties and have the powers of the Chairman during the absence or disability of the Chairman. He or she shall perform such other duties and shall have such other powers as the Board of Directors shall designate.

Section 4. Secretary. The Secretary or the Secretary's designee, shall issue notices of all directors' and shareholders' meetings, and shall attend and keep accurate minutes of the same. He or she shall countersign all certificates of stock of the Corporation. Assistant Secretaries, if any, shall have the same duties and powers, and such other duties, if any, as may be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. He or she shall receive and give receipt for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks or other depositories as shall be determined by the Board of Directors and 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 Chairman or by the Board of Directors.

Section 6. President. The President shall be the Chief Executive Officer of the Corporation and shall perform such duties and exercise such authority as is necessary to carry out the programs authorized by the Board of Directors. He or she shall perform such other duties and have such other powers as the Board of Directors shall designate.

Section 7. Removal. Any officer or agent may be removed, with or without cause, by the Board of Directors whenever in its best 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. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE IV.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Subject to the limitations and conditions imposed by law, 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 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 as a director, officer, employee, 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 the Code, be made by (i) the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding; or (ii) independent legal counsel in a written opinion if a quorum under (i) is (a) not obtainable; or (b) obtainable but a majority of disinterested directors so directs; or (iii) approval of the outstanding shares. Any indemnification under this Article shall not be deemed exclusive of any other rights to which the person 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 person.

The Corporation shall have the power, to the extent permitted by the Alaska Corporations Code, as amended from time to time, to purchase and maintain insurance on behalf of any 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 any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article. The Board of Directors may, in accordance with the Disciplinary Procedures and Sanctions provided in the "Code of Business Ethics for Directors", limit or reduce indemnification provided under this Article.

ARTICLE V.

CAPITAL STOCK

Section 1. Certificates of Shares. Unless otherwise provided by the Articles of Incorporation, the Board of Directors may provide that shares of the Corporation shall not be represented by certificates, provided however, that such information as is required by law to be on certificates is otherwise provided to the shareholders in writing. Should the Board of Directors authorize the issuance of certificates, such certificates for shares 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, other than the Corporation itself or an employee of the Corporation, the signatures of any such President or Vice-President and Secretary or Assistant Secretary may be 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. In addition, all such certificates shall exhibit the following legend:

The transfer, sale, assignment or alienation in any manner of the shares represented by this certificate, or any rights belonging thereto, are subject to certain restrictions, set forth in the

Alaska Native Claims Settlement Act, Public Law 92-203, and in the Articles of Incorporation and Bylaws of the Corporation.

Any other legend permitted or required by law shall likewise be exhibited on the certificates.

Section 2. Transfer of Shares. Each transaction with respect to issuance, reissuance, renewal, transfer, cancellation, and the like, of shares, shall be recorded in the books of the Corporation. Transfer of shares of the Corporation, as provided for in the Articles of Incorporation, and as permitted by law, shall be made only on the stock transfer books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. All certificates surrendered to the Corporation for transfer shall be canceled, and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled.

Section 3. Regulations. The Board of Directors shall have the power and authority to make all such rules and regulations as they may deem expedient concerning the issue, transfer and registration or the replacement of certificates for shares of the capital stock of the Corporation.

ARTICLE VI.

MISCELLANEOUS PROVISIONS

Section 1. Offices. The principal place of business of the Corporation in the State of Alaska shall be located at such place as may be designated from time to time by the Board of Directors. The Corporation may have such other offices, within or outside the State of Alaska, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be December 31, or such other lawful date as the Board of Directors shall establish by resolution.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Seal. The seal of the Corporation shall be such as from time to time may be approved by the Board of Directors.

Section 5. Notice and Waiver of Notice. Whenever notice is required to be given or other information or items are required to be delivered to a shareholder or director of the Corporation, under the provisions of these Bylaws, the Articles of Incorporation, or as required by law, said notice, information, or items shall be deemed to be sufficient or to be delivered if

given by personal service, mail, or electronic transmission. If by mail, by depositing, with postage prepaid, same in the United States mail in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the Corporation, or, if the shareholder has filed with the Secretary of the Corporation a written request that the notice be mailed to a different address, addressed to the shareholder at the new address, and such notice shall be deemed to have been given or delivered on the day of the mailing. Notice or delivery by electronic transmission shall be considered given:

(a) by facsimile telecommunication when directed to a number at which the shareholder has consented to receive notice;

(b) by electronic mail when directed to an electronic mail address at which the shareholder has consented to receive notice;

(c) by a posting on an electronic network together with a separate notice of the specific posting to the shareholder on the later of the posting or the giving of separate notice; or

(d) by any other form of electronic transmission when directed to the shareholder.

(e) For purposes of this section, "address" means a street address, a post office box number, an electronic mail address, a facsimile telephone number, or another similar destination to which paper or electronic documents are delivered, unless otherwise provided in this section. If the corporation has reason to believe that the address is a street address of a multi-unit building, the address must include the unit number.

A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 6. Resignations. Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 7. Contracts.

(a) Subject to Alaska law, a contract or other transaction between the Corporation and one or more of the directors of the Corporation, or between the 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 (i) 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 (ii) Board, and the Board authorizes, approves, or ratifies the contract or transaction in good faith by

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 contract or other transaction between the 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 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 subsection (a) of this Section.

ARTICLE VII.

AMENDMENTS

These Bylaws may be altered, amended or repealed by an affirmative vote of the holders of a majority of the outstanding stock at any annual meeting, or any special meeting if notice of the proposed amendment be contained in the notice of the meeting, or by the Board of Directors at any regular or special meeting, provided notice of said proposed amendment be contained in the notice of the meeting.

The undersigned Chairman of CALISTA CORPORATION, a corporation organized and existing under the laws of the State of Alaska, and created pursuant to the Alaska Native Claims Settlement Act, does hereby certify that these Amended and Restated Bylaws of Calista Corporation were duly adopted at a meeting of the Board of Directors at Anchorage, Alaska on the 22nd day of October, 2014.

CALISTA CORPORATION

By: _____
Willie Kasayulie, Chairman

(Corporate Seal)

ATTEST:

By: _____
Margaret Pohjola, Secretary