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Kathleen E. Kraft (*pro hac vice*)
Thompson Coburn LLP
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Schwabe, Williamson & Wyatt
310 "K" Street, Suite 200
Anchorage, AK 99501
Phone: 907-264-6715
E-mail: hray@schwabe.com

Attorneys for Plaintiffs

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF ALASKA**

CRUISE LINES INTERNATIONAL
ASSOCIATION ALASKA, *et al.*,

Plaintiffs,

v.

THE CITY AND THE BOROUGH OF
JUNEAU, ALASKA, *et al.*,

Defendants.

Case No. 1:16-cv-00008-HRH

**DECLARATION OF LALANYA
DOWNS**

The undersigned, Lalanya Downs, under penalty of 28 U.S.C. § 1746, certifies that the statements set forth in this instrument are true and correct.

1. My name is Lalanya Downs. I am Director, Public Affairs and Administration at Cruise Lines International Association (CLIA). Prior to the transfer of assets of CLIA Alaska to

CLIA, I was Public Affairs Specialist and then Director, Public Affairs and Administration at CLIA Alaska, previously Alaska Cruise Association, for over ten years.

2. I am over the age of twenty-one and, if called upon as a witness, I could and would testify competently under oath as to the contents of this Declaration.

3. I make this Declaration on personal knowledge and information available to me in my role as Director, Public Affairs and Administration at CLIA.

4. I understand that CBJ refers to a entity named Northwest Cruise Association (NWCA) in its summary judgment papers. To the best of my knowledge, CBJ is referring to an entity that began as a Canadian association under the name Vancouver Cruise Ship Terminal Users Association. It was renamed North West Cruise Ship Association in the late 1980s. In June 2010, North West Cruise Ship Association changed its name to North West & Canada Cruise Association. In 2013, North West & Canada Cruise Association became Cruise Lines International Association – North West & Canada (CLIA-NWC).

5. CLIA-NWC is affiliated with CLIA. CLIA is not the parent company of CLIA-NWC.

6. Alaska Cruise Association was formed on February 7, 2007 as an Alaska nonprofit corporation. In 2013, Alaska Cruise Association changed its name to CLIA Alaska. CLIA Alaska was not a subsidiary of CLIA. CLIA Alaska was affiliated with CLIA. CLIA was not the parent company of CLIA Alaska.

7. CLIA is a District of Columbia nonprofit corporation.

8. In November 2016, CLIA Alaska voted to voluntarily dissolve and transfer substantially all of its assets to CLIA.


9. On December 8, 2016, CLIA Alaska executed documents necessary for voluntary dissolution under Alaska state law. *See* Exhibits A and B hereto, which are true and correct copies of CLIA Alaska's Resolution to Dissolve and Articles of Dissolution.

10. On January 5, 2017, CLIA registered as a foreign nonprofit corporation with the State of Alaska. *See* Exhibit C hereto, which is a true and correct copy of the confirmation document for CLIA's filing as a foreign nonprofit corporation in Alaska.

11. CLIA operates in Alaska pursuant to a business license issued in the name of CLIA Alaska. *See* Exhibit D, which is a true and correct copy of CLIA's Alaska Business License #1047090.

I, Lalanya Downs, declare and certify that I have read the foregoing Declaration and know its contents. Pursuant to 28 U.S.C. § 1746, I declare and certify under penalty of perjury that the foregoing is true and correct.

EXECUTED at Anchorage, Alaska, this 13th day of June, 2018.



Lalanya Downs

DATED: June 13, 2018

Respectfully submitted,

By: /s/ C. Jonathan Benner

C. Jonathan Benner (*pro hac vice*)

Kathleen E. Kraft (*pro hac vice*)

Thompson Coburn LLP

Herbert H. Ray, Jr. (Alaska Bar No. 8811201)

Schwabe, Williamson & Wyatt

*Attorneys for Plaintiffs Cruise Lines International
Association Alaska and Cruise Lines International
Association*

CERTIFICATE OF SERVICE

I certify that on June 13, 2018, I caused a true and correct copy of the foregoing document to be filed using the Court's Electronic Case Files System ("ECF"). The document is available for review and downloading via the ECF system, and will be served by operation of the ECF system upon all counsel of record.

/s/ Kathleen E. Kraft

Kathleen E. Kraft

EXHIBIT A



State of Alaska
Division of Corporations, Business and Professional Licensing
CORPORATIONS SECTION
PO Box 110806
Juneau, AK 99811-0806
Phone: (907) 465-2550
Fax: (907) 465-2974
Website: www.commerce.alaska.gov/occ

RESOLUTION TO DISSOLVE **Domestic Nonprofit Corporation** **AS 10.20.290**

Filing Fee: \$10.00 (non-refundable)

INSTRUCTIONS (*Please retain for your records*):

NOTICE: The Resolution to Dissolve will not be filed if a biennial report is due or the signatures do not match what the Corporations Section has on record. Please verify the following before completing the application.

- Have all current biennial reports be filed?
- Are the officers/directors up to date on our records?

To verify this information please search for the entity by going to Search Corporations Database in the Corporations Section of our website at www.commerce.alaska.gov/occ. If there is a biennial report due, the report may be filed online by selecting Biennial Reports on the Corporations Section page. If the officers/directors have changed, but no biennial report is due, please submit a Notice of Change located in the Forms and Fees section.

Refer to Alaska Statutes 10.20.290. A corporation may elect to dissolve itself by filing a Resolution to Dissolve prior to, or in conjunction with the filing of Articles of Dissolution (form 08-445). Both forms are required to complete the dissolution.

ITEM 1: Provide the name of the entity currently on record and the Alaska Entity Number.

ITEM 2: This statement is required by statute.

ITEM 3: Please provide the voting information. If the resolution was adopted by the board of directors, then complete section A. If the members voted on the resolution, provide the voting information in section B.

ITEM 4: The Resolution to Dissolve must be signed by the corporate president or vice president, and the secretary or assistant secretary.

NOTE: Persons who sign documents filed with the commissioner that are known to the person to be false in material respects, is guilty of a class A misdemeanor.

Mail the Resolution to Dissolve and the non-refundable \$10.00 filing fee in U.S. dollars to:
State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.



State of Alaska
 Division of Corporations, Business and Professional Licensing
CORPORATIONS SECTION
 PO Box 110806
 Juneau, AK 99811-0806
 Phone: (907) 465-2550
 Fax: (907) 465-2974
 Website: www.commerce.alaska.gov/occ

DO NOT STAMP ABOVE THIS BOX

Office Use Only **CORP**

**RESOLUTION TO DISSOLVE
 Domestic Nonprofit Corporation
 AS 10.20.290**

\$10.00 Filing Fee (non-refundable)

NOTICE: A Resolution to Dissolve must be filed prior to, or in conjunction with the filing of Articles of Dissolution – see form 08-445. Both forms are required to complete the dissolution.

Pursuant to Alaska Statutes 10.20.290, a nonprofit may elect to dissolve itself.

ITEM 1: Name of the corporation:

Alaska Entity #:

CLIA Alaska	106387
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ITEM 2: It is hereby resolved that the corporation has elected to wind up and dissolve.

ITEM 3: Authorization: Choose one or the other.

A)

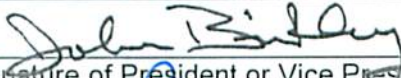
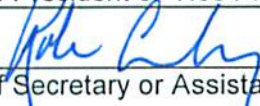
Resolution by the board of directors	Date of meeting: 11/01/16
The number of directors voting for the resolution:	
The number of directors voting against the resolution:	

-- OR --

B)

Voting members of the corporation: A quorum was present and the resolution received at least 2/3 of the votes that members either present at the meeting or represented by proxy were entitled to cast.	Date of meeting:
The number of directors voting for the resolution:	
The number of directors voting against the resolution:	

ITEM 4: The Resolution to Dissolve must be signed by the president or vice president and by its secretary or an assistant secretary of the entity.

	John Binkley	11/28/16
Signature of President or Vice President	Printed Name of President or Vice President	Date
	Robin Lindsay	12/08/16
Signature of Secretary or Assistant Secretary	Printed name of Secretary or Asst. Secretary	Date

NOTE: Persons who sign documents filed with the commissioner that are known to the person to be false in material respects, is guilty of a class A misdemeanor.

NOTICE: A Resolution to Dissolve must be filed prior to, or in conjunction with the filing of Articles of Dissolution – see form 08-445.

Mail the Certificate of Election to Dissolve and the non-refundable \$10.00 filing fee in U.S. dollars to: State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

EXHIBIT B



State of Alaska
Division of Corporations, Business and Professional Licensing
CORPORATIONS SECTION
PO Box 110806
Juneau, AK 99811-0806
Phone: (907) 465-2550
Fax: (907) 465-2974
Website: www.commerce.alaska.gov/occ

ARTICLES OF DISSOLUTION **Domestic Nonprofit Corporation** **AS 10.20.310**

Filing Fee: \$15.00 (nonrefundable)

INSTRUCTIONS (Please retain for your records):

NOTICE: The Articles of Dissolution will not be filed if a biennial report is due or the signatures do not match what the Corporations Section has on record. Please verify the following before completing the application.

- Have all current biennial reports be filed?
- Are the officers/directors up to date on our records?

To verify this information please search for the entity by going to Search Corporations Database in the Corporations Section of our website at www.commerce.alaska.gov/occ. If there is a biennial report due, the report may be filed online by selecting Biennial Reports on the Corporations Section page. If the officers/directors have changed, but no biennial report is due, please submit a Notice of Change located in the Forms and Fees section.

Refer to Alaska Statutes 10.20.310. A corporation may wind up and dissolve. A Resolution to Dissolve must be filed prior to, or in conjunction with the filing of Articles of Dissolution – see form 08-444. Both forms are required to complete the dissolution.

ARTICLE 1: Provide the name of the entity currently on record and the Alaska Entity Number.

ARTICLE 2: The resolution to dissolve has been adopted, and the nonprofit has been wound up. Provide the voting information in which the resolution to dissolve was passed. Select the appropriate box based if there are members voting, or if there are no members or no members entitled to vote.

ARTICLE 3: Indicate the disposition of debts and liabilities. If there are outstanding debts and liabilities, complete Article 4.

ARTICLE 4: If there are outstanding debts and liabilities, attach a separate page detailing provisions for payment and title the page "Article 4."

ARTICLE 5: Select the appropriate box as it relates to a plan of distribution of remaining assets. If a plan was adopted, attach a copy of the plan of distribution and title the page "Article 5."

ARTICLE 6: This statement is required by statute.

ARTICLE 7: This statement is required by statute.

ARTICLE 8: This statement is required by statute. The corporation has been dissolved.

Signatures:

The Articles of Dissolution must be signed by the president or vice president and by its secretary or an assistant secretary of the entity.

NOTE: Persons who sign documents filed with the commissioner that are known to the person to be false in material respects, is guilty of a class A misdemeanor.

Mail the Articles of Dissolution and the non-refundable \$15.00 filing fee in U.S. dollars to:
State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.



State of Alaska
 Division of Corporations, Business and Professional Licensing
CORPORATIONS SECTION
 PO Box 110806
 Juneau, AK 99811-0806
 Phone: (907) 465-2550
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 Website: www.commerce.alaska.gov/occ

DO NOT STAMP ABOVE THIS BOX

Office Use Only **CORP**

ARTICLES OF DISSOLUTION
Domestic Nonprofit Corporation
AS 10.20.310

\$15.00 Filing Fee (non-refundable)

NOTICE: A Resolution to Dissolve must be filed prior to, or in conjunction with the filing of Articles of Dissolution – see form 08-444. Both forms are required to complete the dissolution.

Pursuant to Alaska Statutes 10.20.310, a business may dissolve itself. After the Resolution to Dissolve is filed, the corporation must file the Articles of Dissolution which sets forth:

ARTICLE 1: Name of the corporation:	Alaska Entity #:
CLIA Alaska	106387

ARTICLE 2: Provide the appropriate voting information in which the resolution to dissolve was adopted.

A) **If there are members voting on the resolution to dissolve:**

<input type="checkbox"/> A quorum was present and the resolution received at least 2/3 of the votes that members either present at the meeting or represented by proxy were entitled to cast.	Date of meeting:
<input type="checkbox"/> OR, the resolution was adopted by consent in writing signed by all members entitled to vote.	

-- OR --

B) **If there are no members or no members entitled to vote:**

<input checked="" type="checkbox"/> The resolution to dissolve received a majority vote by the board of directors.	Date of meeting: 11/01/16
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ARTICLE 3: Disposition of debts and liabilities (check the appropriate box):

- There are no corporate debts and liabilities.
- There are corporate debts and liabilities.

ARTICLE 4: If there are outstanding debts and liabilities, attach a separate page detailing provisions for payment and title the page "Article 4."

ARTICLE 5: Plan of distribution of remaining assets (check the appropriate box below):


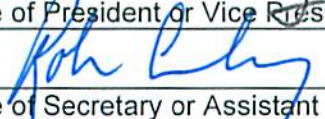
- The known assets have been distributed. Attach a copy of the plan of distribution as adopted by the corporation and title "Article 5."
- No plan of distribution was adopted.

ARTICLE 6: All remaining property and assets of the corporation have been transferred, conveyed, or distributed.

ARTICLE 7: There are no suits pending against the corporation in any court or adequate provision has been made for the satisfaction of a judgment, order, or decree that may be entered against the corporation in a pending suit.

ARTICLE 8: Corporation is dissolved.

Signatures: The Articles of Dissolution must be signed by the president or vice president and by its secretary or an assistant secretary of the entity.

	John Binkley	11/28/16
Signature of President or Vice President	Printed Name of President or Vice President	Date
	Robin Lindsay	12/08/16
Signature of Secretary or Assistant Secretary	Printed name of Secretary or Asst. Secretary	Date

NOTE: Persons who sign documents filed with the commissioner that are known to the person to be false in material respects are guilty of a class A misdemeanor.

NOTICE: A Resolution to Dissolve must be filed prior to, or in conjunction with the filing of Articles of Dissolution – see form 08-444.

Mail the Articles of Dissolution and the non-refundable \$15.00 filing fee in U.S. dollars to:
State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

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

EXHIBIT C

State of Alaska > Commerce > Corporations, Business, & Professional Licensing >

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

Your filing is complete. Please print and retain this page for your records.

Important entity responsibility information is available by clicking the following link: [Entity Responsibility](#).

The entity responsibility document should be printed or saved and retained for your records.

Print certificates and filed documents from the entity's detail page. [Click here](#) and scroll down to Filed Documents.

ENTITY DETAILS

Entity Number: [10048317](#)
Legal Name: Cruise Lines International Association, Inc.
Filing Type: Creation Filing - Foreign Nonprofit Corporation

PAYMENT INFORMATION

Receipt Number: 10748573
Receipt Date: 1/5/2017 12:13:25 PM
Payer Name: Sue Hume
Payment Amount: \$50.00

Juneau Mailing Address

P.O. Box 110806
Juneau, AK 99811-0806

Physical Address

333 Willoughby Avenue
9th Floor
Juneau, AK 99801-1770

Phone Numbers

Main Phone: (907) 465-2550
FAX: (907) 465-2974

Anchorage Mailing/Physical Address

550 West Seventh Avenue
Suite 1500
Anchorage, AK 99501-3567

Phone Numbers

Main Phone: (907) 269-8160
FAX: (907) 269-8156

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

State of Alaska > Commerce > Corporations, Business, & Professional Licensing > Corporations Search

NAME(S)

Type	Name
Legal Name	Cruise Lines International Association, Inc.

ENTITY DETAILS

Entity Type: Nonprofit Corporation

Entity #: 10048317

Status: Good Standing

AK Formed Date: 1/5/2017

Duration/Expiration: Perpetual

Home State: DISTRICT OF COLUMBIA

Next Biennial Report Due: 7/2/2019

Entity Mailing Address: 1201 F STREET NW, SUITE 250, WASHINGTON DC, DC 20004

Entity Physical Address: 1201 F STREET NW, SUITE 250, WASHINGTON DC, DC 20004

REGISTERED AGENT

Agent Name: Lelanya Downs

Registered Mailing Address: 360 K STREET, SUITE 300, ANCHORAGE, AK 99501

Registered Physical Address: 360 K STREET, SUITE 300, ANCHORAGE, AK 99501

OFFICIALS

AK Entity#	Name	Titles	Percent Owned
	Cynthia D'Aoust	President	
	Thomas Fischetti	Treasurer	

FILED DOCUMENTS

Date Filed	Type	Filing	Certificate
1/5/2017	Creation Filing		

Juneau Mailing Address

P.O. Box 110806
 Juneau, AK 99811-0806

Physical Address

333 Willoughby Avenue
 9th Floor
 Juneau, AK 99801-1770

Phone Numbers

Main Phone: (907) 465-2550
 FAX: (907) 465-2974

Anchorage Mailing/Physical Address

550 West Seventh Avenue
 Suite 1500
 Anchorage, AK 99501-3567

Phone Numbers

Main Phone: (907) 269-8160
 FAX: (907) 269-8156



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

Certificate of Authority

Foreign Nonprofit Corporation

Web-1/5/2017 12:10:32 PM

1 - Entity Name

Legal Name: Cruise Lines International Association, Inc.

2 - Home State

State of domicile (home state) DISTRICT OF COLUMBIA, UNITED STATES

Date of Incorporation: 11/21/1990

The entity is in good standing in the state of domicile.

3 - Duration

The duration of the entity is perpetual.

4 - Purpose

Promote passenger cruise line industry; and any lawful.

5 - NAICS Code

813910 - BUSINESS ASSOCIATIONS

6 - Registered Agent

Name: Lelanya Downs

Mailing Address: 360 K Street, Suite 300, Anchorage, AK 99501

Physical Address: 360 K Street, Suite 300, Anchorage, AK 99501

7 - Entity Addresses

Mailing Address: 1201 F Street NW, Suite 250, Washington DC, DC 20004

Physical Address: 1201 F Street NW, Suite 250, Washington DC, DC 20004

8 - Officials

Name	Address	% Owned	Titles
Cynthia D'Aoust	1201 F Street NW, Suite 250, Washington DC, DC 20004	N/A	President
Thomas Fischetti	1201 F Street NW, Suite 250, Washington DC, DC 20004	N/A	Treasurer

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 Official(s) listed above to act on behalf of this entity.

Name: SARAH CURTIS

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

Certificate of Authority

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

Cruise Lines International Association, Inc.
to transact business in this state under the name of
Cruise Lines International Association, Inc.



IN TESTIMONY WHEREOF, I execute the certificate
and affix the Great Seal of the State of Alaska
effective January 05, 2017.

A handwritten signature in black ink, appearing to read "Chris Hladick".

Chris Hladick
Commissioner

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

CLIA ALASKA

360 K STREET, SUITE 300 ANCHORAGE AK 99501

owned by

CRUISE LINES INTERNATIONAL ASSOCIATION, INC.

is licensed by the department to conduct business for the period

January 05, 2017 through December 31, 2018
for the following line of business:

81 - Services

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.

Chris Hladick

