

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

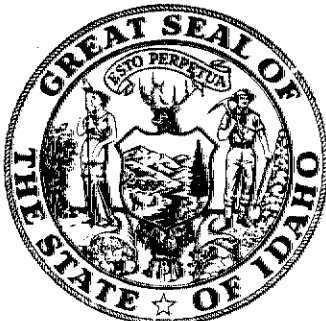
BRUNDAGE MOUNTAIN RACE TEAM, INC.

File number C 117526

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of BRUNDAGE MOUNTAIN RACE TEAM, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 23, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Alisa A. Hartley*

DEC 23 10 55 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

DEC 23 12 16 PM '96  
SECRETARY OF STATE  
DATE 12/16/1996 0900 46923  
CLERK # 1001  
JURY # 7311  
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# C

ARTICLES OF INCORPORATION  
OF  
BRUNDAGE MOUNTAIN RACE TEAM, INC.

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto including particularly Title 30, Chapter 3, Idaho Code, the undersigned natural persons, being of full age and residents of the United States, in order to form a nonprofit corporation under the Idaho Nonprofit Corporation Act, for the purpose hereinafter stated, do hereby, as incorporators, adopt the following Articles of Incorporation and certify:

ARTICLE I

The name of the corporation is Brundage Mountain Race Team, Inc.

ARTICLE II

NONPROFIT CORPORATION

This corporation is a nonprofit corporation.

ARTICLE III

DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV

PURPOSES AND POWERS OF THE CORPORATION

1. This corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Internal Revenue Code Section 501(c)(3) and Regulation Section 1.501(c)(3)(d), as amended (or the corresponding provisions of any future law). Such charitable, educational and scientific purposes shall include teaching ski racing.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall

not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any federal tax code.

3. In order to carry out these purposes, the corporation shall have the following powers:

(a). To pay all expenses in connection with the activities of the corporation, and all office and other expenses incident to the conduct of the affairs of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property or activities of the corporation.

(b). To acquire (by gift, purchase or otherwise), own, sell, hold, improve, build upon, operate, maintain, convey, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the corporation.

(c). To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to those restrictions in the By-Laws of the corporation.

(d). To have and exercise any and all powers, rights and privileges which a corporation organized under the laws for general nonprofit corporations in the State of Idaho is authorized to possess and exercise.

4. It is intended that this corporation be a "publicly supported organization" in accordance with the requirements of the Internal Revenue Code and in furtherance thereof the corporation shall maintain a continuous and bona fide program for solicitation of funds from the general public, community and the membership group. Notwithstanding the foregoing, in the event that the corporation shall hereafter be determined to be a private foundation then the following additional restrictions shall apply and limit the operations of the corporation:

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

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

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

(d). The corporation will not make any investments in such manner as to subject its tax under section 4944 of the Internal Revenue Code or corresponding sections of any future federal tax code.

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

#### ARTICLE V

Brundage Mountain Race Team, Inc. shall be composed of members. New Members may be elected upon two-thirds (2/3) vote of the membership at a regular or special meeting called for the purpose of electing new members. Qualifications for membership in Brundage Mountain Race Team, Inc. shall include that the proposed new member shall have demonstrated the desire to adhere to the purposes and goals of Brundage Mountain Race Team, Inc., and that he shall have received the vote of two-thirds (2/3) of those members present at the regular or special meeting called for the purpose of electing new members. The overall management, supervision, and control of the affairs of Brundage Mountain Race Team, Inc. shall be vested in its members. Each member shall be entitled to one (1) vote on any matter or resolution coming before the general membership.

#### ARTICLE VI

##### OFFICERS

That the officers of Brundage Mountain Race Team, Inc. shall consist of a President, a Secretary, and a Treasurer. Election of these corporate officers shall be at the time and place of the annual meeting of the membership. The corporation officers shall be elected by a majority vote of the members in attendance at the regular annual meeting of the membership of Brundage Mountain Race Team, Inc.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The number and qualifications for the Board of Directors shall be as established by the Bylaws from time to time. It is the intent that the Board of Directors shall represent the broad interests of the public as related to the purposes of this corporation. The membership shall elect successor directors as more particularly provided in the Bylaws.

The initial Board of Directors shall be comprised of three persons. The initial Board of Directors are as follows:

Augusta Laidlaw	120 Mather Road McCall, Idaho 83638
Rod Nielsen	Valley View McCall, Idaho 83638
Mark DeJong	Potter Lane McCall, Idaho 83638

#### ARTICLE VIII

##### REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The address of the initial registered office of the corporation is 120 Mather Rd., McCall, Idaho 83638. The name of its initial registered agent at such address is Augusta Laidlaw.

#### ARTICLE IX

##### INCORPORATORS

The names and addresses of the incorporators are:

Augusta Laidlaw	120 Mather Road McCall, Idaho 83638
Rod Nielsen	Valley View McCall, Idaho 83638
Mark DeJong	Potter Lane McCall, Idaho 83638

#### ARTICLE X

##### DISSOLUTION

The distribution of assets upon dissolution shall be made to a qualified charitable organization not inconsistent with law regarding distribution of assets on dissolution (Idaho Code 30-3-17(g)).

Dated this 2nd day of Dec, 1996.

Augusta Laidlaw  
Augusta Laidlaw

Mark DeJong  
Mark DeJong

Rod Nielsen  
Rod Nielsen

STATE OF IDAHO, )  
County of Valley ) ss.

On this 2nd day of Dec, 1996, before me a Notary Public in and for said State, personally appeared Augusta Laidlaw, Rod Nielsen and Mark DeJong, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)

Randy Jewett  
NOTARY PUBLIC FOR IDAHO  
Residing at Nampa, Idaho  
My Commission Expires: 9/1/98