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State of Idaho

Department of State

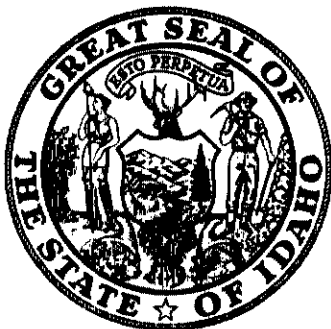
CERTIFICATE OF INCORPORATION OF

SKATE KETCHUM ASSOCIATION, INC.

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 SKATE KETCHUM ASSOCIATION, 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: July 13, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ava Seibel*

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ARTICLES OF INCORPORATION
OF
SKATE KETCHUM ASSOCIATION, INC.
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SECRETARY OF STATE

We, the undersigned residents of the State of Idaho, being eighteen years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

ARTICLE ONE NAME AND LOCATION

The name of the corporation shall be SKATE KETCHUM ASSOCIATION, INC. and its location shall be 191 4th Street, Post Office Box 5194, City of Ketchum, County of Blaine, State of Idaho, 83340.

ARTICLE TWO NONPROFIT

The Skate Ketchum Association is a nonprofit corporation.

ARTICLE THREE DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE FOUR PURPOSE CLAUSE

The business and purpose of this corporation shall be to engage in any lawful act or activity for which nonprofit corporations may be organized under the laws of the State of Idaho; particularly to promote and encourage the sport of in-line skating for the pleasure, exercise, and recreation of its members; to facilitate the cooperation of its members to their mutual advantage and protection in matters relating to the use, ownership and enjoyment of in-line skates; to promote, sanction, manage, and conduct in-line skate hockey and speedskating competitions and exhibitions.

ARTICLE FIVE NONSTOCK CORPORATION

The corporation shall be nonstock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE SIX MEMBERS

Management of the affairs of the corporation shall be vested in its members pursuant to Section 30-314(c) of the Idaho Code.

ARTICLE SEVEN DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as initial directors are as follows:

Shane Lebsack	Post Office Box 10060	Ketchum, ID 83340
Tom Brady	Post Office Box 5194	Ketchum, ID 83340
Todd Rippo	Post Office Box 5568	Ketchum, ID 83340

ARTICLE EIGHT ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows: At the annual meeting of the corporation, held pursuant to notice to its members as required by law, its members shall nominate a slate of candidates from the ranks of the corporation's membership and shall elect three (3) directors from that slate to serve for one year. The three individuals receiving the largest number of votes shall be elected directors of the corporation. Each member of the corporation shall have one vote and may vote in person or by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of execution and each proxy shall be revocable at the pleasure of the member who executed it.

ARTICLE NINE CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice-president, secretary and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his/her hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his/her office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the Board of Directors may so order, any two offices, except the offices of President and Secretary, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the bylaws.

ARTICLE TEN ELECTION OF OFFICERS

The officers shall be elected annually by the Board of Directors, who shall first be elected by the members of the corporation.

ARTICLE ELEVEN MEMBERSHIP REQUIREMENT

The method and conditions on which membership shall be accepted and discharged or expelled shall be as follows: Any person who pays an annual membership fee of \$ 5.00 shall be accepted as a member. Any member who fails to renew his/her membership by paying an annual membership fee, to be fixed each year by the members at their annual meeting, shall be discharged from membership. Any member may be expelled from membership by the vote of a simple majority of the membership for conduct deemed detrimental to the best interests of the corporation.

These articles may be amended in the manner provided by statute at the time of amendment.

The street address of the corporation's initial registered office shall be 191 4th Street, City of Ketchum, County of Blaine, State of Idaho, 83340, and its initial registered agent shall be Tom Brady.

The names and residences of the persons forming this corporation are as follows:

~~Ranch~~ condo # 3696 Sun Valley 83353
Ketchum, ID 83340

IN WITNESS WHEREOF, I have hereunto set our hands this 2nd day of July, 1993.

Shane Lebsack
Shane Lebsack

IDAHD SECRETARY OF STATE			
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