

FILED EFFECTIVE

STATEMENT OF MERGER

09 MAR 17 AM 11:08

OF

SECRETARY OF STATE
STATE OF IDAHO

SCHWEITZER MOUNTAIN SKI OPERATIONS LLC
(a Washington limited liability company)

WITH AND INTO

SCHWEITZER MOUNTAIN SKI OPERATIONS MERGER SUB LLC
(an Idaho limited liability company)

Pursuant to Sections 30-6-1001, 30-18-205 and 30-18-703 of the Idaho Limited Liability Company Act and RCW 25.15.405 of the Washington Limited Liability Company Act, the undersigned entities hereby adopt the following Statement of Merger:

1. The names of each party to the merger are:
 - a. Schweitzer Mountain Ski Operations Merger Sub LLC, an Idaho limited liability company (the "Surviving Company"); and
 - b. Schweitzer Mountain Ski Operations LLC, a Washington limited liability company (the "Nonsurviving Company").
2. The Agreement and Plan of Merger attached hereto as Exhibit A has been duly approved, adopted and executed in the manner required by the governing agreements and in compliance with applicable laws of the Surviving Company and Nonsurviving Company:
 - a. The merger was duly approved by all of the members of the Surviving Company; and
 - b. The merger was duly approved by all of the members of the Nonsurviving Company pursuant to RCW 25.15.400.
3. The Certificate of Organization of the Surviving Company shall continue in full force and effect except that Article I of the Certificate of Organization of the Surviving Company shall be amended and changed so as to read as follows:

**The name of this limited liability company is
Schweitzer Mountain Ski Operations LLC.**
4. This merger shall be effective upon filing.
5. The Agreement and Plan of Merger is on file at a place of business of the Surviving Company and the address of that place of business is: 10000 Schweitzer Mountain Road Sandpoint, ID 83864.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company on request and without cost, to any person holding an interest in any business entity which is to merge.

W 81857

DATED March 13, 2009.

NONSURVIVING COMPANY:

**SCHWEITZER MOUNTAIN
SKI OPERATIONS LLC**
a Washington limited liability company


Dennis Weibling, Vice President

SURVIVING COMPANY:

**SCHWEITZER MOUNTAIN
SKI OPERATIONS MERGER SUB LLC**
an Idaho limited liability company


Dennis Weibling, Vice President

Exhibit A
Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER
Between
SCHWEITZER MOUNTAIN SKI OPERATIONS LLC
(a Washington Limited liability company)

AND
SCHWEITZER MOUNTAIN SKI OPERATIONS MERGER SUB LLC
(an Idaho Limited liability company)

This Agreement and Plan of Merger is entered into by and between Schweitzer Mountain Ski Operations LLC, a Washington limited liability company, and Schweitzer Mountain Ski Operations Merger Sub LLC, an Idaho limited liability company, and shall be effective upon filing.

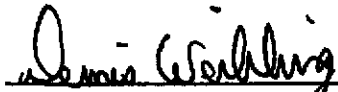
1. Schweitzer Mountain Ski Operations LLC, a Washington limited liability company (the "Nonsurviving Company"), shall be merged into Schweitzer Mountain Ski Operations Merger Sub LLC, an Idaho limited liability company, which shall be the surviving limited liability company (the "Surviving Company").
2. Upon the effective date of the merger, the separate existence of the Nonsurviving Company shall cease, and the Surviving Company shall become the owner of all the rights and property of the Nonsurviving Company, and shall be subject to all its debts and liabilities.
3. The membership interests of each member of the Nonsurviving Company issued and outstanding on the date of merger shall be surrendered to the Surviving Company, which shall issue membership interest to each member pursuant to the percentage of ownership in the Nonsurviving Company.
4. The Certificate of Organization of the Surviving Company shall continue in full force and effect except that Article I of the Certificate of Organization of the Surviving Company shall be amended and changed so as to read as follows:

The name of this limited liability company is
Schweitzer Mountain Ski Operations LLC.
5. The members of either merging limited liability company may, in their discretion, abandon this merger, subject to the rights of third parties, without further action or approval, at any time before the merger has been completed.

DATED March 13, 2009.

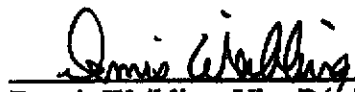
NONSURVIVING COMPANY:

**SCHWEITZER MOUNTAIN
SKI OPERATIONS LLC**
a Washington limited liability company


Dennis Weibling, Vice President

SURVIVING COMPANY:

**SCHWEITZER MOUNTAIN
SKI OPERATIONS MERGER SUB LLC**
an Idaho limited liability company


Dennis Weibling, Vice President