

**FILED EFFECTIVE****2017 OCT 25 AM 11: 41****SECRETARY OF STATE  
STATE OF IDAHO**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PAYETTE LAKES SKI CLUB, INC.**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("Act"), with an Organizational ID with the Idaho Secretary of State of C212407, adopts the following Articles of Incorporation ("Articles"), which shall supersede and replace any prior Articles of Incorporation for the Corporation.

**Article I – Name.**

The name of the Corporation is Payette Lakes Ski Club, Inc.

**Article II – Nonprofit Status.**

The Corporation is a nonprofit corporation.

**Article III – Period of Duration.**

The period of duration of the Corporation is perpetual.

**Article IV – Registered Office and Agent.**

The location of the Corporation is in the City of McCall, Valley County, State of Idaho. The address of the current registered office is 315 Deinhard Lane, McCall, Idaho, 83638, and the name of the initial registered agent at this address is J. Barrett Lamm.

**Article V – Purposes.**

The purposes for which the Corporation is organized are as follows:

A. To operate and maintain ski areas for the primary interest of area children and through this endeavor promoting the area and the enjoyment of skiing, snowboarding, and Nordic skiing.

B. To maintain accessibility and affordability at ski areas so that those who wish to participate are given the opportunity to do so.

C. To operate and expand winter recreation programs for the surrounding community and growing lesson programs and competitions to meet local needs.

D. To undertake charitable, literary, educational or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

E. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value.

C32383

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such section 501(c)(3).

#### **Article VI – Limitations.**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to its 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

#### **Article VII – No Members.**

The corporation shall not have any members.

#### **Article VIII – Board of Directors.**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the current Board of Directors are:

<u>Names</u>	<u>Addresses</u>
Mike Lamm	PO Box 1325, McCall, ID 83638
Joel Helleman	907 Ann Street, McCall, ID 83638
Cathy Batchelor	1416 Club Hill Blvd, McCall, ID 83638
Nicole Youkstetter	PO Box 2973, McCall, ID 83638
Juli Christo	411-F Deinhard Lane #311, McCall, ID 83638
Kim Allen	PO Box 872, McCall, ID 83638
Warren Kline	206 Cold Creek Ct, McCall, ID 83638

Pat Berg

PO Box 2811, McCall, ID 83638

**Articles IX – Distribution on Dissolution.**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, or such court shall determine to be consistent with the purpose of the Corporation.

**Article X- Incorporator.**


The name and street address of the incorporator is Mike Lamm at PO Box 1325, McCall, ID 83638, McCall, Idaho 83638.

**Article XI – Bylaws.**


Provisions of the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

**CERTIFICATION**

This is to certify that the foregoing Amended and Restated Articles have been duly adopted by the Board of Directors at a meeting held on October 11, 2017, and shall supersede and replace any prior Articles for Payette Lakes Ski Club, Inc.

**PAYETTE LAKES SKI CLUB, INC.**By: Date: 10-11-17

Mike Lamm, President

By: 

Nicole Youkstetter, Secretary

Date: 10/11/17

IDAHO SECRETARY OF STATE

10/25/2017 05:00

CK:15023182 CT:172099 BH:1609000

10 30.00 = 30.00 AMEND PROF #2