

FILED EFFECTIVE**ARTICLES OF INCORPORATION
OF
GTK9 FOUNDATION, INC.**

2013 NOV -6 PM 4:04

SECRETARY OF STATE
STATE OF IDAHO

The undersigned directors, each being over the age of eighteen (18) years, for the purpose of forming a corporation under the provisions of the Idaho Nonprofit Corporation Act (Idaho Code, Sections 30-3-1, *et. seq.*) adopt these articles of incorporation.

ARTICLE I**Name of Corporation**

The name of this corporation is GTK9 Foundation, Inc. (the "Foundation").

ARTICLE II**Duration**

The Foundation's duration shall be perpetual.

ARTICLE III**Public Benefit Organization: Purpose**

The Foundation is a public benefit organization formed to provide financial support to, and promote the interests of, the Grand Targhee avalanche dogs program, a volunteer organization that provides avalanche rescue services and avalanche education at the Grand Targhee Ski and Summer Resort and at other locations in southeastern Idaho and western Wyoming. In addition to the foregoing, the Foundation shall have the power to carry on any lawful business for which nonprofit corporations may be incorporated under the laws of the State of Idaho and which the Foundation may deem proper or convenient, and to exercise all of the powers conferred by the laws of the State of Idaho under which the Foundation is formed, as such laws are now in effect or as they may be amended at any time in the future; *provided, however*, that the exercise by the Foundation of the powers hereinabove set forth shall at all times conform to the requirements of Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended (the "Code").

IDAHO SECRETARY OF STATE
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ARTICLE IV
Registered Office and Registered Agent

The address of the registered office of the Foundation is 555 Easy Street, P.O. Box 1041, Driggs, Idaho 83422. The name of the registered agent at such address is Jason O'Neill.

ARTICLE V
No Members

The Foundation shall have no members.

ARTICLE VI
Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors of the Foundation shall be prescribed by the Foundation's bylaws, but the board of directors as of the date these articles of incorporation are filed shall number two (2), who shall serve until their respective successors are elected and qualified.

The names and addresses of the Foundation's initial directors are as follows:

<u>Name</u>	<u>Address</u>
Jason O'Neill	555 Easy Street P.O. Box 1041 Driggs, Idaho 83422
Joe Calder	435 North 4th East Driggs, Idaho 83422
Rebecca Parkinson	7002 Coyote Ridge Road Tetonia, Idaho 83452

ARTICLE VII

Bylaws

The board of directors shall have full power to adopt, alter, amend or repeal the Foundation's bylaws or adopt new bylaws.

ARTICLE VIII**Transactions with Interested Parties**

No contract or other transaction to which the Foundation is a party in which a director of the Foundation directly or indirectly has a pecuniary interest shall be valid unless (a) such director's pecuniary interest was disclosed to or known by the Foundation's board of directors at the time such contract or transaction was first approved and (b) such contract or transaction was approved by a majority of the Foundation's board of directors, none of whom have a pecuniary interest therein.

ARTICLE IX**Limitation of Liability and Indemnification**

A director of the Foundation shall not be personally liable to the Foundation or its members for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (a) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (b) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Idaho Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Foundation shall be eliminated or limited to the fullest extent permitted by such act, as so amended. Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Foundation existing at the time of such repeal or modification.

The Foundation shall indemnify its directors and officers to the full extent required or permitted by the Idaho Nonprofit Corporation Act now or hereafter in force, whether they are serving the Foundation or, at its request, any other entity, as a director, officer, director, or in any other capacity; provided, however, that the Foundation shall not indemnify its directors or officers from or on account of (a) acts or omissions of a director or officer finally adjudged to be intentional misconduct or a knowing violation of law; (b) any transaction with respect to which it was finally adjudged that such director or officer personally received a benefit in money, property, or services to which he or she was not legally entitled.

The board of directors of the Foundation may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

The Foundation shall indemnify its employees and agents to the extent authorized by the board of directors, these articles of incorporation, or the bylaws, and as permitted by law, whether such employees or agents are serving the Foundation or, at its request, any other entity.

The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, these articles of incorporation, the bylaws, or other agreements.

No amendment or repeal of this Article IX shall apply to or have any effect on any right to indemnification provided here-under with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE X

Limitation of Use of Receipts and Earnings

No part of the receipts or earnings, if any, of the Foundation shall inure in whole or in part, nor shall the same be distributable to, any director or officer of the Foundation, or to any other person having a personal or private interest in the Foundation, or to any person or organization other than an organization which is exempt from federal income taxation pursuant to Sections 501(a) or 501(c)(3) of the Code; provided, however, that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered to the Foundation, to make reimbursements for reasonable expenditures incurred on its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III.


ARTICLE XIII

Distribution of Assets on Dissolution

Upon dissolution of this corporation, whether voluntary or involuntary, any assets then remaining after payment of amounts due to creditors of this corporation shall be distributable to one or more entities, each itself exempt from taxation pursuant to Section 501(a) or Section 501(c)(3) of the Code, whose organizational purposes are similar and in any event not inconsistent with the purposes for which this corporation is organized.

IN WITNESS WHEREOF, the undersigned, being the initial ^{incorporators}~~directors~~ of the Foundation, have caused these articles of incorporation to be executed this 1st day of June, 2013.


Jason O' Neill


Joe Calder

Consent to Serve as Registered Agent

I, Jason O'Neill, hereby consent to serve as registered agent in the State of Idaho for GTK9 Avalanche Dogs Foundation, Inc. an Idaho nonprofit corporation.

I understand that as registered agent it will be my responsibility to receive service of process, to forward all mail and to immediately notify the Office of the Secretary of State of the State of Idaho of my resignation or of any change of address of the registered office of the above-named corporation.

DATED this 1st day of June, 2013.

A handwritten signature in black ink, appearing to read "Jason O'Neill", with a stylized flourish at the end.

Jason O'Neill