

ORIGINAL

ARTICLES OF INCORPORATION OF IDAHO INTERNATIONAL CROSS COUNTRY SKI COMPETITION FOUNDATION, Inc.

FILED

The undersigned, acting as the incorporator of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I

NAME

The name of the Corporation is the Idaho International Cross Country Ski Competition Foundation (the "Foundation").

ARTICLE II

NONPROFIT STATUS

The Foundation is formed as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and in particular as a qualified amateur sports organization within the meaning of Internal Revenue Code Section 501(j)(1). The purpose of the Foundation is to foster and conduct national and international amateur competition in cross-country skiing and to support and to develop amateur athletes for national and international competition in cross-country skiing, all for no pecuniary gain or profit, and to lawfully do any and all things necessary, suitable and proper for the accomplishment of these purposes.

ARTICLE III

PERIOD OF DURATION

The period of duration of the Foundation is perpetual.

ARTICLE IV

NON-STOCK

The Foundation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

IDAHO SECRETARY OF STATE

03/10/1999 09:00
CK: CASH CT: 75532 BH: 195417

1 @ 38.00 = 38.00 INC NONP # 2

C 127919

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The location of the Foundation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 2405 Bogus Basin Road, Boise, Idaho 83702, and the name of the initial registered agent at this address is Lori Messenger.

ARTICLE VI

MEMBERSHIP

The Foundation shall have members who shall have such rights as are provided in the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act") and the Bylaws and as are consistent with the management authority of these Articles granted to the Board of Directors of the Foundation.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Foundation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) or more than nine (9) individuals, each of whom, at all times, shall be a member of the Foundation. The actual number of Directors shall be fixed by the Bylaws of the Foundation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles of Incorporation, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Foundation.

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

<u>Name</u>	<u>Address</u>
Richard J. Kapala	205 E. Myrtle Hailey, Idaho 83333
Lori Messenger	912 N. 10th Street, Apt. 3 Boise, Idaho 83702
Gregg Lawley	1060 N. Leeway McCall, Idaho 83638

The initial Board members shall serve notice of the first regularly scheduled meeting of the Board of Directors for the election of Board members.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Peter C.K. Marshall
Marshall Batt & Fisher, LLP
101 S. Capitol Boulevard, 5th Floor
Boise, Idaho 83702

ARTICLE VIII

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Sections 501(c)(3) and 501(j)(1) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IX

DISSOLUTION

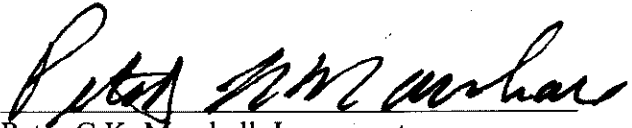
Upon dissolution of the Foundation, after paying or making provision for the payment of all liabilities of the Foundation, the Board of Directors shall distribute all the assets of the Foundation consistent with the purposes of the Foundation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code and which are not private foundations as defined under Section 509 of the 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 Foundation is then located, exclusively for such purposes or to such organizations as such court shall determine to be consistent with the purposes of the Foundation.

ARTICLE X

BYLAWS

Provisions for the regulation of the internal affairs of the Foundation shall be set forth in the Bylaws.

DATED this 9th day of March, 1999.


Peter C.K. Marshall, Incorporator