



Department of State.

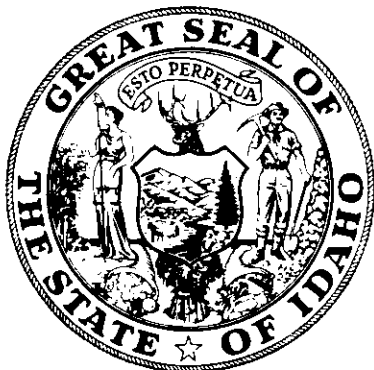
**CERTIFICATE OF AMENDMENT
OF**

NORTHERN INTERMOUNTAIN PROFESSIONAL SKI INSTRUCTORS
ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of PROFESSIONAL SKI INSTRUCTORS OF AMERICA - NORTHERN INTERMOUNTAIN DIVISION, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated _____ August 4 _____, 19 87 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

Aug 4 3 14 PM '87

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF STATE

PROFESSIONAL SKI INSTRUCTORS OF AMERICA
NORTHERN INTERMOUNTAIN DIVISION, INC.

Pursuant to the provisions of the Idaho NonProfit Corporation Act, the Northern Intermountain Professional Ski Instructors Association, Inc. adopts the following Amended and Restated Articles of Incorporation.

The amendments to Articles I, II, IV, V, VI and VII of the Articles of Incorporation and the Amended and Restated Articles of Incorporation were adopted by the members of the corporation on the 13th day of June, 1987 at a special meeting of members, a quorum being present. The number of members voting for such amendments was 76 and the number of members voting against such amendment was 16. These amended and restated Articles of Incorporation supersede all prior Articles of Incorporation and amendments thereto of the corporation and read as follows:

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PROFESSIONAL SKI INSTRUCTORS OF AMERICA
NORTHERN INTERMOUNTAIN DIVISION, INC.

The undersigned, pursuant to resolution dated March 16, 1986, approved by the Board of Directors and members of this corporation, do hereby amend and restate the Articles of Incorporation of this corporation, in their entirety, pursuant to the Idaho Nonprofit Corporation Act.

ARTICLE I

Section 1: The name of this corporation is Professional Ski Instructors of America - Northern Intermountain Division, Inc.

Section 2: The corporation shall have a perpetual existence.

ARTICLE II

Section 1: The corporation is founded as a nonprofit corporation of individuals who have as their common interest the advancement of professional ski instruction in its many and various forms. To achieve this end, the association addresses itself to the following objectives:

- (1) To promote harmonious cooperation, goodwill and comradeship among ski instructors;
- (2) To continually develop and improve ski teaching technique and methods;
- (3) To encourage skiers to attend ski schools to improve their individual skiing ability and safety;
- (4) To promote and encourage competent and uniform instruction throughout the association's jurisdiction;
- (5) To encourage and aid those who would make ski instruction their profession;
- (6) To determine by objective examination the professional competence of ski instructors; and
- (7) To make employment as a ski instructor a creative and respected profession; to aid its members in securing and maintaining such employment so long as such aid does not cause the association's resources and power to be put at the disposal of any member in dispute with another.

Section 2: To further the objectives set forth above, and for no other purpose, it is expressly provided that the association shall have the power to do any act, engage in any transaction, or exercise any privilege which may be necessary or convenient for the attainment of such objectives, and which are lawfully permitted a corporation organized under the laws of the State of Idaho. These powers, however, shall be subject always to the prohibition that at no time shall the association engage in any act which shall prevent it from being entitled to exemption from income tax liability under the applicable provisions of both the Federal and State Internal Revenue Codes, as they are now in effect or may hereafter be amended, or under any corresponding provision of any revenue code hereafter enacted.

Section 3: This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 4: Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

Section 1: Membership shall consist of persons teaching, managing ski schools, or otherwise involved in professional ski instruction endeavors, or related areas of activity. Consideration of race, religion, national origin, or sex shall not affect eligibility for any grade of membership.

Section 2: Individual membership with the association shall consist of two classes:

Associate
Certified

The qualifications for each class of membership shall be as designated in the Bylaws.

ARTICLE IV

The street address of the initial registered office of the corporation shall be 1245 Overland Avenue, Burley, Idaho, and the name of its initial registered agent is Lex H. Kunau. Other corporation places of business shall be in locations as designated in the Bylaws or documents referenced in the Bylaws.

ARTICLE V

Section 1: Officers of the corporation shall be: President, a Vice President, a Secretary and a Treasurer.

Section 2: The Board of Directors shall consist of eight (8) associate or certified members no more than two (2) of whom may be employed by the same ski school and one (1) additional associate or certified member elected at large who may be employed by the same ski school as any other two (2) Directors. Directors shall be elected and qualified as provided in the Bylaws.

Section 3: The Directors are hereby divided into three classes. Each class shall consist, as nearly as may be, of one-third of the number of Directors constituting the whole Board. The term of office of those of the first class shall expire at the first annual meeting after their election. The term of office of the second class shall expire at the second annual meeting after their election. The term of office of the third class shall expire at the third annual meeting after their election. At each succeeding annual election, the Directors elected shall be chosen for a full term of three years to succeed those whose terms expire. Officers, whose terms shall be as specified in the Bylaws, shall be appointed by the Board of Directors either from the membership of the Board of Directors or from the membership of the corporation in the sole discretion of the Board of Directors.

Section 4: All questions coming before the corporation, its governing bodies and committees shall be decided by a majority of the votes cast, except as otherwise provided by the Articles and Bylaws. Each member shall be entitled to one vote on all questions submitted to the general membership of the corporation.

Section 5: When applicable, Robert's Rules of Order, as published in its latest revised edition, shall determine the conduct of business in all meetings of the corporation, its governing bodies and committees, except when inconsistent with the Articles and Bylaws.

ARTICLE VI

Section 1: Revenues of the corporation shall be derived from membership fees and such other sources as may be prescribed from time to time by the Board of Directors. Such revenues shall be used only for the objectives enumerated in Article II.

Section 2: The corporation is not organized for pecuniary profit and shall not have authority to issue capital stock. At no time shall any part of the net earnings of the corporation be allowed to inure to the benefit of any private individual.

Section 3: The amount and method of collection of dues of the corporation shall be as defined in the Bylaws.

ARTICLE VII

Section 1: Amendments to the articles may be proposed by a petition signed by fifty percent of the members of the corporation, or by resolution adopted by the Board of Directors as provided in this article.

Section 2: Upon receipt of a properly executed petition from the membership, the Board of Directors, at their first regular meeting following such receipt, shall review the proposed changes for completeness and compatibility with the existing articles and related documents. The Board shall then direct the preparation of a resolution which reflects the requested changes. In the event that changes of wording are required, a copy of the original petition shall be furnished to each member.

Section 3: Article amendments may be proposed by two-thirds majority vote of the Board of Directors providing notification is given to each Director at least 30 days prior to the Board of Directors meeting at which such amendments will be discussed. Notification shall contain the substance of the proposed amendment, but not necessarily the exact wording.

DATED this ____ day of July, 1987.

PROFESSIONAL SKI INSTRUCTORS OF AMERICA
NORTHERN INTERMOUNTAIN DIVISION, INC.

By Harold Stanger
President

ATTEST:

Lex H. Kuman
Secretary

STATE OF IDAHO)
) ss.
County of Cassia)

I, Fred C. Bell, a notary public in and for said state, do hereby certify that on this 3rd day of August, 1987, personally appeared before me Harold Stanger and Lex H. Kuman, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of Northern Intermountain Professional Ski Instructors of America, and that they signed the foregoing Amended and Restated Articles of Incorporation as said officers of the Corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year first above written.

Fred C. Bell
Notary Public for Idaho
Residing at Burley, Idaho