

ARTICLES OF MERGER

The following Articles of Merger are hereby executed and adopted pursuant to the provisions of Idaho Code § 30-3-102 for the purpose of merging Bogus Basin Nordic Team, Inc., an Idaho nonprofit corporation ("Bogus Basin Nordic Team"), into Boise Nordic Foundation, Inc., fka Bogus Basin Lifetime Sports Education Foundation, Inc., an Idaho nonprofit corporation ("Boise Nordic Foundation"):

ARTICLE I

The Plan of Merger provides that Bogus Basin Nordic Team will merge into Boise Nordic Foundation, with Boise Nordic Foundation as the Surviving Corporation. Following such merger, all of the assets of Bogus Basin Nordic Team shall be owned by Boise Nordic Foundation, and all the obligations of Bogus Basin Nordic Team shall be owed by Boise Nordic Foundation. Neither corporation issued stock and, therefore, there is no need to convert any shares of Bogus Basin Nordic Team into shares of stock for Boise Nordic Foundation.

ARTICLE II

The Plan of Merger was adopted by the Directors of both Corporations and by the members of each Corporation as follows:

Boise Nordic Foundation had seventeen members entitled to vote on the Plan of which sixteen voted for the Plan, none voted against the Plan, and one did not vote on the question. This represents more than two-thirds of the votes cast and is sufficient for approval in accordance with Idaho Code section 30-3-101.

Bogus Basin Nordic Team had eleven members entitled to vote on the Plan, of which eight voted in favor of the Plan and one voted against, with two not attending or voting on the question. This represents more than two-thirds of the votes cast and is sufficient for approval in accordance with Idaho Code section 30-3-101.

IN WITNESS OF The adoption of the foregoing Articles of Merger, Ralph Comstock has set his hand hereunder as the President of Boise Nordic Foundation, Inc. as of this 6th day of August, 2007.

NOTED EFFECTIVE

07 AUG 23 PM 12:00

SECRETARY OF STATE
STATE OF IDAHO

