

## ARTICLES OF INCORPORATION

The undersigned, acting to incorporate a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation.

1. **NAME:** The name of the corporation is Pebble Creek Ski Education Foundation, Inc.

2. **NONPROFIT:** This is a nonprofit corporation.

3. **DURATION:** The period of its duration is perpetual.

4. **PURPOSES:** The purposes for which the Corporation is organized and will be operated are as follows:

A. To associate together interested citizens, ski enthusiasts, junior ski racers, parents of junior ski racers and all persons interested in promoting junior ski racing and to establish and maintain a separate ski training facility including a ski lift, ski run, ski training program and ski training devices to promote and train junior racers in the skills of ski racing and citizenship for charitable and educational purposes.

B. To render assistance to the development of skiing as a sport and pastime recreated for charitable and educational purposes.

C. To promote the development of recreational sports on a community basis, nonprofit to the corporation, and to further advance recreational facilities of all types in the community of Pocatello and surrounding areas, all to be solely for charitable and educational purposes.

D. To generally engage in, conduct, promote, support, and contribute to any activities, projects, or endeavors whose purposes are solely charitable or educational and

which do not in any way contemplate pecuniary gain or profit.

E. To receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or part of the facility, property or the income therefrom exclusively for charitable, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended.

F. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. 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 any time lawfully carry on or do.

5. **EXEMPT STATUS:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 4 hereof. No substantial part of the activities of the Corporation shall be 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

provision 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 and its regulations as they now exist or as they may hereinafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the code and regulations as they now exist or as they may hereinafter be amended.

6. **DISSOLUTION:** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

7. **INTERNAL AFFAIRS:** Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the corporation's By-Laws, which may be made, altered or amended by the corporation's Board of Directors.

8. **REGISTERED AGENT AND OFFICE:** The initial registered agent is:

Teresa Nordseth

and the initial registered office is: 872 Bitterroot

Pocatello, Idaho 83201

9. **MEMBERS:** This corporation shall have no members. The management of its affairs shall be vested in its Board of Directors pursuant to Idaho Code § 30-314(a).

10. **BOARD OF DIRECTORS:** The Board of Directors of this corporation shall be not less than three nor more than eight individuals as set from time to time in the Corporation's By-Laws. The initial Board shall consist of six individuals whose names and addresses are:

Teresa Nordseth, 872 Bitterroot, Pocatello, ID 83201

Steve Lloyd, 4892 Mohawk, Pocatello, ID 83204

Brad Chilton, 5617 Buckskin, Pocatello, ID 83201

David Beck, 432 East Corwin Lane, Inkom, ID 83245

Nancy Williams, 5480 Country Club Drive, Pocatello, ID 83204

Greg Uldrich, 5480 Country Club Drive, Pocatello, ID 83204

11. **INCORPORATOR:** The name and address of the incorporator is:

Teresa Nordseth  
872 Bitterroot  
Pocatello, ID 83201

DATED: May 29, 1998.

Teresa Nordseth, Incorporator  
Teresa Nordseth, INCORPORATOR

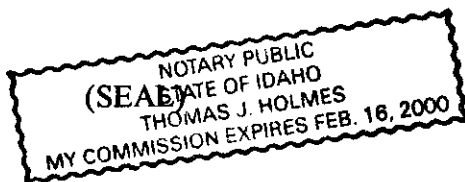
STATE OF IDAHO )

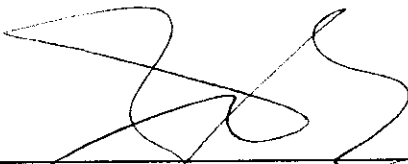
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County of Bannock )

On this 29 day of May, 1998, before me, the undersigned Notary Public, in and for said State, personally appeared Teresa Nordesth, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



  
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NOTARY PUBLIC - STATE OF IDAHO  
My Commission Expires: \_\_\_\_\_