



CERTIFICATE OF INCORPORATION  
OF

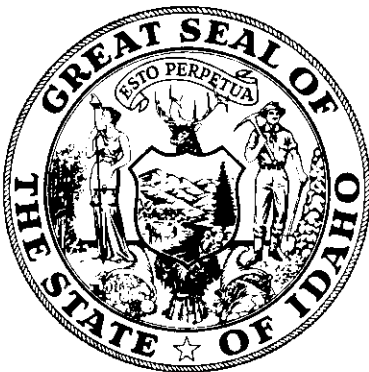
SALMON NORDIC SKI ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of SALMON NORDIC SKI ASSOCIATION, INC.

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated April 29, 19 85.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
SALMON NORDIC SKI ASSOCIATION, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Idaho do hereby certify:

ARTICLE I.

The name of the corporation shall be "SALMON NORDIC SKI ASSOCIATION, INC.". The existence of this corporation shall be perpetual.

ARTICLE II.

This corporation shall be a Non-Profit Corporation.

ARTICLE III.

This corporation is organized to foster, promote, develop and encourage in the community of Salmon, all forms of nordic skiing, and to provide incentive for the development of nordic ski programs and mediums through which nordic ski programs and nordic skiing may be developed. The purpose shall not be the protection, promotion or stimulation of any business organized for profit, nor for participation in a political campaign for or against any candidate for public office.

In carrying out the purposes of this corporation, the corporation shall have and exercise all powers conferred by the laws of the State of Idaho upon like corporations which are

consistent with and permissible to organizations exempt by law under the provisions of Section 501(c)(4) of the Internal Revenue Code 1954 and Amendments thereto.

#### ARTICLE IV.

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 III 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 (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE V.

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 of 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 1954 (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.

#### ARTICLE VI.

The number of directors constituting the initial Board of Directors of the corporation is seven, and the names and addresses of the persons who are to serve as directors until

the first annual meeting of the members or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Jack Veneros	P.O. Box 2482 Salmon, Idaho 83467
Todd Anderson	113 Putnam Avenue Salmon, Idaho 83467
Tawna Skinner	323 Snook Drive Salmon, Idaho 83467
Brooks Montgomery	529 Main Street Salmon, Idaho 83467
Craig Grother	1409 Cleveland Ave. Salmon, Idaho 83467
Gary Jackson	Highway 93 South Salmon, Idaho 83467
John Rieffenberger	Rt. 1, Box 183L Salmon, Idaho 83467

#### ARTICLE VII.


The address of the initial registered office of the corporation is P.O. Box 2482, Salmon, Idaho 83467 and the name of its initial registered agent at such address is Jack Veneros.

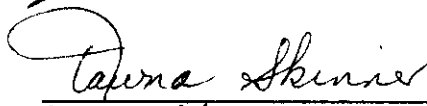
ARTICLE VIII.

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Jack Veneros	P.O. Box 2482 Salmon, Idaho 83467
Tawna Skinner	323 Snook Drive Salmon, Idaho 83467

DATED: April 16, 1985.


  
\_\_\_\_\_  
Jack Veneros

  
\_\_\_\_\_  
Tawna Skinner

STATE OF IDAHO    )  
                      : ss.  
County of Lemhi    )

On this 16th day of April, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Jack Vaneros and Tawna Skinner, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

  
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Notary Public for Idaho  
Residing at Salmon, Idaho