



CERTIFICATE OF INCORPORATION
OF

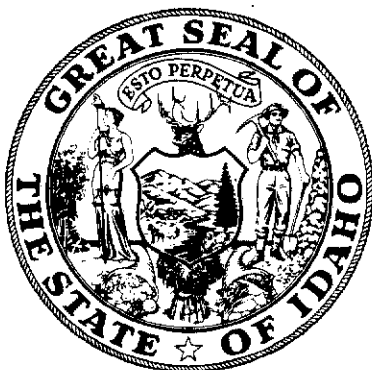
BRUNDAGE MOUNTAIN SKI EDUCATION FOUNDATION, INC.

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 BRUNDAGE MOUNTAIN
SKI EDUCATION FOUNDATION, 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 July 29, 19 87



SECRETARY OF STATE

Corporation Clerk

RECORDED
SEC. 540.17E

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ARTICLES OF INCORPORATION

OF

BRUNDAGE MOUNTAIN SKI EDUCATION FOUNDATION, INC.

A NON-PROFIT CORPORATION

The undersigned acting as incorporator of a corporation hereinafter referred to as the "Corporation" under the provisions of the Idaho Non-profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I.

NAME

The name of the corporation is BRUNDAGE MOUNTAIN SKI EDUCATION FOUNDATION, INC., which corporation is a non-profit corporation.

ARTICLE II.

PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE III.

PURPOSES AND POWERS

1. PURPOSES: The purpose of this corporation is to create, develop, and maintain a joint academic and competitive ski training and development program to students from elementary through high school age in coordination with the McCall-Donnelly Joint School District and local ski facilities.

2. EXEMPT STATUS: The corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of, its directors, or officers except to the extent permitted under the Not-for-Profit Corporation Law. 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 this certificate, 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 provisions of any future United States Internal Revenue Law).

3. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Idaho.

4. To have the capacity to act possessed by natural persons in the performance of such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, including the right to accept, hold, invest and reinvest, and administer any donations, gifts, bequests, trust benefits, and the like, so long as same are ultimately used, disbursed or donated exclusively for the use and benefit of The Brundage Mountain Ski Academy and its programs.

5. To appoint such officers, employees and agents as the activities of the corporation may require and to make bylaws not inconsistent with any existing law for the management of its activities and the regulation and conduct of its affairs; to do all acts permitted by the laws of the State of Idaho, and all such other acts as are necessary and expedient to accomplish its stated purposes except as limited by the laws of the State of Idaho.

6. The foregoing clauses shall be construed both as Purposes and Powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, save as set forth.

ARTICLE IV.

BYLAWS

The corporation shall be governed by the provisions set forth in the corporation's bylaws.

ARTICLE V.

MEMBERSHIP

The corporation shall not be a membership corporation. In lieu thereof the board of directors shall be selected in part by the Brundage Mountain Company, an Idaho Corporation, as more particularly set forth in the Corporation by-laws.

ARTICLE VI.

REGISTERED AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address are as follows:

Street Address: 5280 Mile High Drive
McCall, Idaho 83638

Registered Agent: George Klind

Mailing Address: 5280 Mile High Drive
McCall, Idaho 83638

ARTICLE VII.

DATA RESPECTING INITIAL DIRECTORS/INCORPORATORS

There shall be one (1) director initially. The name and post office address of the initial director/incorporator who will serve until his successors are selected and qualified in:

NAME

George Klind

ADDRESS

5280 Mile High Drive

McCall, Idaho 83638

ARTICLE VIII.

DISSOLUTION

In the event of dissolution, all the remaining assets and property of the corporation shall, after necessary expenses thereof, be exclusively distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

EXECUTED this 24 day of July, 1987.

George Klind
George Klind