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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BRUNDAGE MTN. SKI CLUB INCORPORATED

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 MTN. SKI CLUB INCORPORATED 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: January 27, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Angie H. Hester

Corporation Clerk

ARTICLES OF INCORPORATION
OF
BRUNDAGE MTN. SKI CLUB INCORPORATED

RECEIVED
SEC. OF STATE

92 JAN 9 AM 8 29

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following articles of incorporation:

SECRETARY OF STATE
JAN 27 9 25 AM '92

ARTICLE I
NAME OF THE CORPORATION

The name of the corporation is BRUNDAGE MTN. SKI CLUB INCORPORATED ("Corporation").

ARTICLE II
STATEMENT OF NONPROFIT STATUS AND EXISTENCE

The Corporation is a nonprofit corporation and shall have perpetual existence.

ARTICLE III
PURPOSES OF THE CORPORATION

This Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Internal Revenue Code Section 501(c)(3) and Regulation Section 1.501(c)(3)(d), as amended (or the corresponding provisions of any future law). Such charitable, educational, and scientific purposes shall include the following:

- (1) TEACH SKI RACING,
- (2) _____, and
- (3) _____.

ARTICLE IV
REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are as follows:

A. Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above.

B. Legislative and Political Activities. The Corporation shall not (i) devote more than an insubstantial part of its activities to or attempting to influence legislation by propaganda or otherwise, (ii) directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or (iii) have objectives or engage in activities which characterize the Corporation as an "action" organization as defined in regulations under Internal Revenue Code Section 501(c)(3), as amended, or the corresponding provisions of any future law.

C. Prohibited Activities. 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 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Distribution of Assets on Dissolution. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed in accordance with Internal Revenue Code Section 501(c)(3), as amended, or the corresponding provisions of any future law (i) for one or more exempt purposes, (ii) to the Federal government for a public purpose, or (iii) to a state or local government for a public purpose.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

1410 Mill Rd. McCall, Idaho
P.O. BOX 1062 MCCALL, IDAHO 83638

The address of the initial registered office of the Corporation is P.O. BOX 1062 MCCALL, IDAHO 83638, and the name of its initial registered agent at such address is ~~XXXX~~ Gary Elliott

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial board of Directors of the Corporation is THREE, and the names and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
GARY ELLIOT PRESIDENT	P.O.BOX 1062 MCCALL, IDAHO 83638
SCOTT FINDLAY VICE PRESIDENT	SAME
WENDY PATTERSON SEC/TREASURE	SAME

ARTICLE VII
INCORPORATOR

The name and address of each incorporator is:

NAME	ADDRESS
SAME AS DIRECTORS	

SIGNATURES OF INCORPORATORS

Dated: Jan 6, 1992



