



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

NORTHERN INTERMOUNTAIN PROFESSIONAL SKI INSTRUCTORS ASSOCIATION, INC.

was filed in the office of the Secretary of State on the 22nd day of April A. D. One Thousand Nine Hundred seventy-four and is ^{to be} duly recorded on ~~Film No.~~ Microfilm Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for Perpetual Existence from the date hereof, with its registered office in this State located at Gooding, Idaho in the County of Gooding and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 22nd day of April, A.D., 19 74

Secretary of State.

ARTICLES OF INCORPORATION

of

NORTHERN INTERMOUNTAIN PROFESSIONAL SKI INSTRUCTORS ASSOCIATION

* * *

We, the undersigned, being qualified under the laws of Idaho to form a non-profit corporation, have this day voluntarily associated ourselves for the purpose of forming a non-profit corporation under the laws of Idaho, and to that end do hereby adopt the following Articles of Incorporation.

ARTICLE I

Name and Duration:

Section 1: The name of the organization, incorporated under the laws of the State of Idaho, shall be the Northern Intermountain Professional Ski Instructors Association, Inc., hereinafter called the "Association".

Section 2: The corporation shall have a perpetual existence.

ARTICLE II

Objectives and Powers:

Section 1: The association is founded as a non-profit association of individuals who have as their common interest the advancement of professional ski instruction in its many and various forms. To achieve this end, the association addresses itself to the following objectives:

- 1) To promote harmonious cooperation, good will and comradeship among ski instructors;
- 2) To continually develop and improve ski teaching technique and methods;
- 3) To encourage skiers to attend ski schools to improve their individual skiing ability with safety;
- 4) To promote and encourage competent and uniform instruction throughout the association's jurisdiction;
- 5) To encourage and aid those who would make ski instruction their profession;
- 6) To determine by objective examination the professional competence of ski instructors; and
- 7) To make employment as a ski instructor a creative and respected profession; to aid its members in securing and maintaining such employment so long as such aid does not cause the association's resources and powers to be put at the disposal of any member in dispute with another.

Section 2: To further the objectives set forth above, and for no other purpose, it is expressly provided that the association shall have the power to do any act, engage in any transaction, or exercise any privilege which may be necessary or convenient for the attainment of such objectives, and which are lawfully permitted a corporation organized under the laws of the State of Idaho. These powers, however, shall be subject always to the prohibition that at no time shall the association engage in any act which shall prevent it from being entitled to exemption from income tax liability under the applicable provisions of both the Federal and State Internal Revenue Codes, as they are now in effect or may hereafter be amended, or under any corresponding provision of any revenue code hereafter enacted.

ARTICLE III

Membership:

Section 1: Membership shall consist of persons teaching, managing ski schools, or otherwise involved in professional ski instruction endeavors, or related areas of activity. Consideration of race, religion, national origin, or sex shall not effect eligibility for any grade of membership.

Section 2: Individual membership within the association shall consist of:

Associate

Certified

Qualifications for each membership shall be as designated in the By-Laws.

ARTICLE IV

Location of Offices:

The principal office and the place for the principal business of this corporation to be transaction is City of SunValley, County of Blaine, State of Idaho. Other association places of business shall be in locations as designated in the By-Laws or documents referenced in the By-Laws.

ARTICLE V

Organization and Government:

Section 1: Officers of the association shall be: President, Vice-President, Secretary-Treasurer and the Board of Directors.

Section 2: The Board of Directors shall consist of one director from each of the five geographical areas, plus 2 directors at large.

Section 2a: Initially seven directors shall be elected. These directors shall have an initial term of two years. Officers as noted in Article V, Section 1, whose terms shall be two years, shall be appointed by the Board of Directors, from the membership of the Board of Directors.

Section 2b: At a meeting held by the association in Gooding, Idaho, on February 21, 1974, pursuant to notice which was published in the Gooding Leader, a newspaper published in the City of Gooding, and also posted in a conspicuous place at the meeting place, as required by Idaho Code 30-1102, a majority of those members present elected the following members as directors and officers of the association: Jack Colven, P.O. Box 33, Sun Valley, Idaho, president
Lief Odmark, P.O. Box 272, Sun Valley, Ida., vice-pres.
Lex Kunau, P.O. Box 548, Burley, Idaho, Sec.-Treas.
Rainer Kolb, P.O. Box 1149, Sun Valley, Ida.
Gene Landsmann, P.O. Box 524, Sun Valley, Ida.
Bill D. Thomas, P.O. Box 484, Sun Valley, Ida.
Sigi Engl, P.O. Box 386, Sun Valley, Idaho

Section 3: All questions coming before the association, its governing bodies and committees shall be decided by a majority of the votes cast, except as otherwise provided by the Articles and By-Laws.

Each member shall be entitled to one vote on all questions submitted to the general membership of the association.

Section 4: When applicable, Robert's Rules of Order, as published in its latest revised edition, shall determine the conduct of business in all meetings of the association, its governing bodies and committees, except when inconsistent with the Articles and By-Laws.

ARTICLE VI

Finances:

Section 1: Revenues of the association shall be derived from membership fees and such other sources as may be prescribed from time to time by the Board of Directors, as provided for in the By-Laws. Such revenues shall be used only for purposes pursuant to the objectives enumerated in Article II. An annual audit by a Certified Public Accountant shall be conducted, and these results shall be made available by postpaid mail to any member in good standing upon request by mail.

Section 2: The association is not organized for pecuniary profit and shall not have authority to issue capital stock. At no time shall any part of the net earnings of the association be allowed to inure to the benefit of any private individual.

Section 3: The amount and method of collection of dues of the association shall be as defined in the By-Laws.

ARTICLES VII

Section 1: Amendment of the articles may be proposed by a petition signed by fifty percent of the members of the association, or by resolution adopted by the Board of Directors. Amendment may include alteration or repeal, in whole or in part, and new articles submitted in lieu of all or any part.

Section 2: Upon receipt of a properly executed petition from the membership, the Board of Directors, at their first regular meeting following such receipt, shall review the proposed changes for compatibility and completeness with the existing Articles and related documents. The Board shall then direct the preparation of an official ballot which correspondingly reflects the requested changes. In the event that changes of wording are required, a copy of the original petition shall be furnished to each member eligible to vote along with the official ballot. In the event that the proposed change is not incorporable as submitted, the petitioning group shall be notified by the Board of Directors and an amended petition requested. Upon preparation of an official ballot by the Board of Directors, voting shall proceed per Section 4 of this Article.

Section 3: Article amendments may be proposed by a two-thirds majority vote of the Board of Directors providing notification is given to each Director at least 30 days prior to the Board of Directors meeting at which such amendments will be discussed. Notification shall contain the substance of the proposed amendment, but not necessarily the exact wording. Upon approval by the Board of Directors, an official ballot shall be prepared and voting shall proceed per Section 4 of this Article.

Section 4: Within 30 days following adoption of a petition or resolution by the membership or Board of Directors, the proposed amendment (s) to the Articles, with a statement of the reasons therefore, shall be mailed by the association business office to all members of the association eligible to vote, as set forth in Article V, Section 4. Adoption of the amendment (s) shall be decided by a majority of the votes cast. The voting period shall be for

30 days (by postmark on return envelope) following the mailing of the proposed amendment(s) by first class mail by the association business office. The executive director shall inform the Board of Directors of the results of the vote within 60 days of mailing. Date and time and place of ballot validation, opening and tallying shall be specified on the ballot, and all members shall have the right to witness said validation, opening and tallying. The procedure used must preserve the secrecy of the ballots. Validation of ballots shall be by signed ballot including membership number. Tellers shall be appointed by the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 29 day of March, 1974.

Jack Colven
Sigi Engl
Lief Odmark
Bill D. Thomas
Gene Landsmann
Rainer Kolb
Lex Kunau

STATE OF IDAHO)
) SS.
County of BLAINE)

On this 29 day of March, 1974, before me the undersigned notary public, in and for said state, personally appeared Jack Colven, Lief Odmark, ~~Lex Kunau~~, Rainer Kolb, Gene Landsmann, Bill D. Thomas and Sigi Engl, 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 affixed my official seal the day and year in this certificate first above written.

[Signature]
Notary Public for the State of Idaho
Residing at: Shelley, Idaho

My Commission Expires Jan. 25, 1978.

STATE OF IDAHO)
) SS.
COUNTY OF CASSIA)

On this 29th day of March, 1974, before me the undersigned notary public, in and for said state, personally appeared Lex Kunau, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Leith J. Smith
Notary Public for the State of Idaho
Residing at: Burley, Idaho

VERIFICATION OF A MEETING HELD PURSUANT TO IDAHO CODE 30-1102

I, the undersigned, Lex Kunau, Secretary-Treasurer of the Northern Intermountain Professional Ski Instructors Association, do hereby verify that a meeting of the said corporation was duly called and held in the City of Gooding, on the 21st day of February, 1974, and that notice was duly and legally given as provided in Idaho Code 30-1102, and at said meeting, a majority of the members present elected directors as indicated in Article V, Section 2b.

DATED this 29th day of March, 1974.

Lex Kunau