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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
KELLOGG PEAK WINTER SPORTS EDUCATION FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned,
hereby form a nonprofit corporation (the "Corporation"), pursuant
to Idaho Code, Title 30, Chapter 3, the Idaho Nonprofit
Corporation Act (the "Act"), and I hereby certify, declare and
adopt the following Articles of Incorporation.

ARTICLE I.

The name of this Corporation shall be KELLOGG PEAK WINTER
SPORTS EDUCATION FOUNDATION, INC.

ARTICLE II.

DURATION. The period of existence and duration of the life
of this Corporation shall be perpetual.

ARTICLE III.

LOCATION OF REGISTERED OFFICE AND AGENT. The location of
the registered office of this Corporation shall be in Kellogg,
County of Shoshone, State of Idaho, and the address of the
registered office of this Corporation shall be 111 Main Street,
Kellogg, Idaho 83837, and the name of its initial registered
agent at such address is Charles L. A. Cox.

IDAHO SECRETARY OF STATE

03/04/1999 09:00
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ARTICLE IV.

PURPOSES. The objects and purposes for which this Corporation is formed are exclusively those permitted by §501(c)(3) of the Internal Revenue Code of 1986, as amended, and consist of the following:

1. To provide and promote education concerning winter sports and safety to youth and the general public in the regions of North Idaho, Western Montana, and Eastern Washington vicinity.

2. To borrow or raise money for any of the purposes of the Corporation.

3. In general, to exercise any, all, and every right and power now or hereafter granted to nonprofit corporations under the laws of the State of Idaho, provided that the powers granted hereunder shall be exercised exclusively for the purposes designated in §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax law.

4. The purposes for which this Corporation is formed are purely charitable, and not for pecuniary profit, and all funds and properties of this Corporation shall be devoted to such charitable purposes above set forth and never to the distribution of any pecuniary gains, profits or dividends to any person or organization whatsoever.

ARTICLE V.

DECLARATION OF EXEMPT STATUS.

1. All of the powers to be exercised by the Corporation shall be exercised exclusively for such purposes and in such a manner that this Corporation shall qualify as and remain an exempt organization under the Internal Revenue Code of 1986, §501(c)(3), as it currently and shall hereafter be in force and effect.

2. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

3. The Corporation shall not engage in any acts of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

5. The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

6. The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

7. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 as set forth in Article IV 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 §501(c)(3) of the Internal Revenue Code

of 1986, or corresponding provisions of any subsequent federal tax law, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law.

ARTICLE VI.

MEMBERSHIP. The Corporation shall have no members.

ARTICLE VII.

LIABILITY. The officers and directors of this Corporation shall not be individually liable for the Corporation debts or other liabilities of any kind whatsoever.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer, director or member of the Corporation shall be indemnified by the Corporation. Such right of Indemnification shall not be deemed exclusive of any other rights to which such officer or director may be entitled apart from this Article.

ARTICLE VIII.

RIGHTS UPON 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 of the assets of the Corporation to one or more organizations operated and organized exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax law, as the Board of Directors shall determine. Any of 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 IX.

BOARD OF DIRECTORS: Control and management of the affairs of this Corporation shall be vested in the Board of Directors. The maximum number of members of the Board of Directors shall be as prescribed by the By-laws. The number of members of the Board of Directors, constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as Board members until the first annual meeting of members or until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Patrick Deneen	309 South Division Kellogg, ID 83837
Mark K. Williams	P. O. Box 1334 Pinehurst, ID 83850
James M. Volke	P. O. Box 844 Pinehurst, ID 83850

ARTICLE X.

AMENDMENT: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE XI.

AMENDMENT OF BY-LAWS: The Board of Directors shall have the power to make, alter, amend or repeal the By-laws as set forth therein for governance of the Board and for administration and regulation of the affairs of the Corporation, provided that any such By-laws shall not be inconsistent with these Articles of Incorporation or with the Constitution or laws of the State of Idaho or any other governmental entity duly constituted.


ARTICLE XII.

The name and address of the initial incorporator is as follows:

ADDRESS

111 Main Street
P. O. Box 659
Kellogg, ID 83837

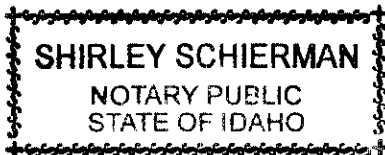
IN WITNESS WHEREOF, the undersigned Incorporator has signed
his name hereto the 1st day of ^{MARCH}~~February~~, 1999.


Incorporator

STATE OF IDAHO) ss.
County of Shoshone)

On this 1st day of ~~February~~^{March}, 1999, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared CHARLES L. A. COX, known to me to be the person whose name is subscribed to the within and foregoing 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.



Quincy Sherman
Notary Public in and for the
State of Idaho
Commission Expires: *11-21-25*