



CERTIFICATE OF INCORPORATION
OF

AVERELL HARRIMAN-SUN VALLEY MUSEUM, INC.

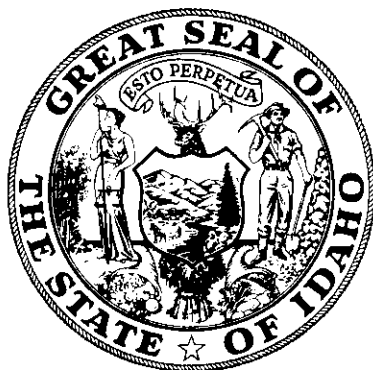
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

AVERELL HARRIMAN-SUN VALLEY MUSEUM, 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 September 22, 19 83.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF *Sep 22 3 20 PM '83*
AVERELL HARRIMAN-SUN VALLEY MUSEUM, Inc.
CLERK OF STATE

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as incorporator of a corporation under the Nonprofit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of this nonprofit corporation is AVERELL HARRIMAN-SUN VALLEY MUSEUM, Inc. *as per Barbara*

ARTICLE II

This corporation is formed as a nonprofit corporation and no part of the net earnings shall inure to the benefit of any private person, member, director or officer.

ARTICLE III

a. This corporation is organized exclusively for charitable, religious, literary, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

b. Notwithstanding any other provision of these articles the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

c. Upon the winding up and dissolution of this corporation after paying or adequately providing for the debts and obligations of the organization the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which

has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the State of Idaho or a subdivision thereof.

ARTICLE IV

The nonprofit corporation shall have the power to and shall institute, operate and maintain a museum located in Blaine County, Idaho which museum shall preserve the past and future treasures of Blaine County, Idaho especially as they relate to skiing but not limited thereto; the museum shall serve as a center for the history of the community and its achievements and a memorial for the recognition of those who have contributed to the community as well as the focal point for the information and education of visitors.

ARTICLE V

The duration of this nonprofit corporation shall be perpetual.

ARTICLE VI

The initial registered office of this nonprofit corporation shall be P.O. Box 314, Aspen Willows Building, Sun Valley, Idaho 83353 and its initial registered agent shall be ROBERT J. SCOTT at such address.

ARTICLE VII

There shall be seven (7) directors of this nonprofit corporation. The names and addresses of the initial board of directors of this nonprofit corporation are:

<u>NAME</u>	<u>ADDRESS</u>
GRETCHEN FRASER	Box 1335, Sun Valley, Idaho 83353

PAMELA HARRIMAN	3038 N. St. NW, Washington, DC 20000
KATHLEEN MORTIMER	149 E. 73rd St., New York, NY 10021
CAROL HOLDING	Sun Valley Co., Sun Valley, ID 83353
WALLY HUFFMAN	Sun Valley Co., Sun Valley, ID 83353
BOB SCOTT	Box 1958, Sun Valley, ID 83353
SUE JACOBSEN	Box 773, Sun Valley, ID 83353

ARTICLE VIII

This nonprofit corporation shall issue a membership certificate to each member thereof. The rights and interests of all members shall be equal and no member shall have or acquire a greater interest in this corporation than any other member. At all meetings of members of this corporation every member of record shall be entitled to one (1) vote for their membership.

ARTICLE IX

The manner of holding membership meetings, the authority and duties of each of the officers of the nonprofit corporation and all other matters for management and control of this nonprofit corporation shall be determined by the Bylaws of this nonprofit corporation and the laws of the State of Idaho.

ARTICLE X

The name and address of the incorporator of this nonprofit corporation is ROBERT J. SCOTT, P.O. Box 1958, #3566 Ranch Elkhorn, Sun Valley, Idaho 83353.

IN WITNESS WHEREOF, for the purposes of forming this nonprofit corporation of the laws of the State of Idaho the undersigned constituting the incorporator of this nonprofit

corporation have executed these Articles of Incorporation this

9th day of September

_____, 1983,

Robert J. Scott

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this 9th day of September, 1983 before me, the undersigned, a Notary Public in and for said State, personally appeared Robert J. Scott, 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 on the day and year first above written.

(seal)

Robert H. Hines
NOTARY PUBLIC for Idaho
Residing at Ketchum
Commission Expires Life Time