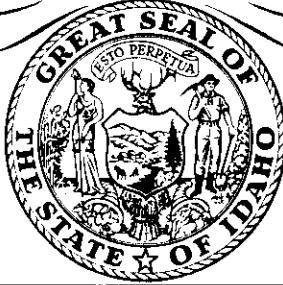


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CEMARUSA

I, ~~ARNOLD WILLIAMS~~, 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

CLEARWATER SKI CLUB, INCORPORATED

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-fourth** day of **July** 19**68**, original articles of amendment, as provided by Section **30-146 and 30-147, Idaho Code,** amending **ARTICLE V, re: members; ARTICLE VI, membership; ARTICLE VII, constituting a quorum; ARTICLE VIII, distribution of funds; ARTICLE IX, Board of Directors,**

and that the said articles of amendment contain the statement of facts required by law, and ^{will be}~~are~~ recorded on ~~film~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **24th** day of **July**, A. D., 19 **68**.

Secretary of State

ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
CLEARWATER SKI CLUB, INCORPORATED

We, the undersigned, ROBERT W. TONDEVOLD and WILLIAM R. WALKER, the President and Secretary of Clearwater Ski Club, Incorporated, do hereby certify that at a special meeting of the members of said Corporation, called for that expressly stated purpose, duly called and held on the 26th day of April, 1968, at seven o'clock P.M., at which meeting more than two-thirds of the members of the Corporation were represented in person or by proxy, resolutions as hereinafter set forth were adopted by a two-thirds majority vote of the members of the Corporation:

RESOLVED, That Article V of the Articles of Incorporation of Clearwater Ski Club, Incorporated, be, and the same hereby is, amended to read as follows:

ARTICLE V.

Section 1. This association shall not have capital stock, but its capital shall be represented by membership certificates.

Section 2. Under the terms and conditions prescribed in its By-Laws, this association shall admit to membership a maximum of 75 persons, groups of persons, organizations or corporations.

RESOLVED, That Article VI of the Articles of Incorporation of Clearwater Ski Club, Incorporated, be, and the same hereby is, amended to read as follows:

ARTICLE VI.

The membership fee in this association shall be the sum of Twenty-

Five Dollars (\$25.00). The voting power and property rights and interest of each member whose fees are fully paid and who is in good standing shall be equal, and each member shall be entitled to one vote only. New members upon their admission in this association shall be entitled to one vote and to share in the property of the association equally with the old members. When a member has paid his membership fee in full he shall receive a certificate of membership. Assessments against members and a determination of their liability shall be fixed by the By-Laws of the association.

RESOLVED, That Article VII of the Articles of Incorporation of Clearwater Ski Club, Incorporated, be, and the same hereby is, amended to read as follows:

ARTICLE VII.

The members present at any meeting of members regularly called shall constitute a quorum for the conduct of business at such meeting in accordance with the notice thereof.

RESOLVED, That Article VIII of the Articles of Incorporation of Clearwater Ski Club, Incorporated, be, and the same hereby is, amended to read as follows:

ARTICLE VIII .

This association is organized on a non-profit basis for the mutual benefit of its members and consequently will not have profits from which to pay dividends on its capital. After all expenses of the association have been paid and reasonable reserves as determined by the Board of Directors set aside, the net earnings of the association shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending and repair-

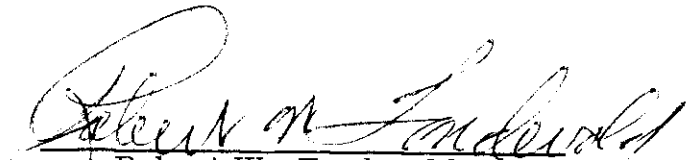
ing the facilities and property of the association, and for such other purposes as the Board of Directors may determine to be for the best interests of the association. The said surplus fund or any portion thereof may from time to time at the discretion of the Board of Directors be distributed to the members as provided in the By-Laws, on the basis of the assessments and charges made and levied against and paid by such members during the year.

RESOLVED, That Article IX of the Articles of Incorporation of Clearwater Ski Club, Incorporated, be, and the same hereby is, amended to read as follows:

ARTICLE IX.

The affairs of this association shall be managed by a Board of Directors consisting of ten members, made up of the four officers of the Corporation and six directors, all to be elected from the membership. The officers shall be a president, vice president, secretary and treasurer, and shall be elected annually. At the first election six directors shall be elected, three to serve for a two year period, and three to serve for a one year period; thereafter three directors will be elected each year for a two year period.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12 day of July, 1968.


Robert W. Tondevold


William R. Walker

STATE OF IDAHO)
)ss.
County of Clearwater)

On this 12 day of July, 1968, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared Robert
W. Tondevold and William R. Walker, known to me to be the persons
whose names are subscribed to the within and foregoing instrument, and
acknowledged to me that they executed the same; and further acknowledged
that they are the President and Secretary, respectively, of Clearwater
Ski Club, Incorporated; and that the above and foregoing truly represents
the Amendments to The Articles of Incorporation adopted by the members
of the Corporation at a special meeting called for such purpose, and held
on the 26th day of April, 1968.

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

Lester P. Bayhaver
Notary Public in and for the
State of Idaho, residing at
Bozeman, Montana, therein.

signed 7-16-70