

CERTIFICATE OF INCORPORATION
OF

NORTH CENTRAL NORDIC SKI CLUB, 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 _____

NORTH CENTRAL NORDIC SKI CLUB, 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 August 19, 19 82.



SECRETARY OF STATE

Corporation Clerk

Aug 13 1981
ARTICLES OF INCORPORATION
OF
NORTH CENTRAL NORDIC SKI CLUB, INC.

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2
3 The undersigned, acting as incorporators of a corporation
4 under the Idaho Non-Profit Corporation Act, adopt the following
5 Articles of Incorporation for such corporation:

6 I.

7 The name of the corporation is NORTH CENTRAL NORDIC SKI
8 CLUB, INC. The corporation shall commence business with the filing
9 of these Articles.

10 II.

11 The period of existence and duration of the life of this
12 corporation is perpetual.

13 III.

14 The purpose for which this corporation is organized are
15 charitable and non-profit and the purposes to be carried on
16 are the transaction of any and all lawful business for which
17 corporations may be incorporated under the Idaho Business
18 Corporation Act including but not limited to:

19 Promote, organize, operate and maintain a cross-country
20 ski program in the Grangeville, Idaho County, Idaho area, including
21 the creation and maintenance of facilities for the sport of
22 cross-country skiing and to do all and everything necessary,
23 suitable, and proper for the attainment of any of the purposes,
24 the accomplishment of any of the objects, or the furtherance of
25 any of the powers hereinabove set forth.

26 IV.

27 The address of the initial registered office of the
28 corporation is 722 Court Street, Grangeville, Idaho 83530 and
29 the name of its initial registered agent at such address is
30 David B. Hayes.

31 V.

32 The affairs of this corporation shall be managed by a board

1 of directors. The qualifications of the directors, together with
2 the terms of the office, manner of election, removal, number,
3 filling of vacancies and of newly created directorships, powers,
4 duties, and liabilities shall, except as otherwise provided in
5 these Articles or by the laws of the State of Idaho, be as
6 prescribed by the By-Laws.

7 VI.

8 Provisions for membership in the corporation shall be
9 governed by the By-Laws. The members shall be subject to such
10 dues and assessments as may be provided by the By-Laws.

11 VII.

12 By-Laws of the corporation shall be adopted by the directors
13 and may be amended only as provided therein, provided that such
14 By-Laws and amendments thereto shall not conflict with the provisions
15 of these Articles of Incorporation or of the laws of any govern-
16 mental entity.

17 VIII.

18 The Articles of Incorporation, except Articles VII and X
19 hereby, may be amended by a vote of two-thirds (2/3) of the
20 members of the corporation at any annual meeting, or at a special
21 meeting called for that purpose.

22 IX.

23 The rights and interests of all members shall be equal and
24 no member can have or acquire a greater interest thereon than any
25 other member. The corporation shall not issue any capital stock.
26 The corporation is organized on a non-stock basis, and there shall
27 be members in lieu of stockholders. Certificates of membership
28 shall be issued to members.

29 X.

30 No part of the net earnings of this corporation shall be
31 distributed to, or insure to the benefit of, any member, director,
32 or officer of this corporation, contributor or private individual.

1 In the event of dissolution, winding up, or other liquidation of
2 the assets of this corporation, its assets shall be distributed
3 to non-profit and charitable corporations or institutions as may
4 be designated by the directors to be used for purposes similar to
5 those of this corporation.

6 XI.

7 The names and addresses of each incorporator is:

8 Mr. David B. Hayes, 722 Court Street, Grangeville, Idaho 83530

9 Mr. Dennis Haskew, Mt. Idaho Highway, Grangeville, Idaho 83530

10 Ms. Teresa Haeder, 317 N. Meadow Street, Grangeville, Idaho 83530

11 XII.

12 The number of directors constituting the initial board of
13 directors of the corporation is three (3), and the names and
14 addresses of the persons who are to serve as directors until the
15 first annual meeting of shareholders or until their successors
16 are elected and shall qualify are:

17 Mr. David B. Hayes, 722 Court Street, Grangeville, Idaho 83530

18 Mr. Dennis Haskew, Mt. Idaho Highway, Grangeville, Idaho 83530

19 Ms. Teresa Haeder, 317 N. Meadow Street, Grangeville, Idaho 83530

20 IN WITNESS WHEREOF, for the purpose of forming this
21 corporation under the laws of the State of Idaho as aforementioned,
22 the undersigned, constituting the incorporators of this corporation,
23 have executed these Articles of Incorporation this 6th day of
24 August, 1982.

25
26 David B Hayes
27 DAVID B. HAYES

28 Dennis Haskew
29 DENNIS HASKEW

30 Teresa Haeder
31 TERESA HAEDER

1 STATE OF IDAHO)
2 ss.
3 County of Idaho)

4 On this 6th day of August, 1982, before me, a Notary
5 for the said County and State, personally appeared DAVID B. HAYES,
6 known to me to be the person whose name is subscribed to the
7 within instrument, and he acknowledged to me that he freely
8 executed the same.

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

11 (NOTARY SEAL)

Frank Best
Notary Public for State of Idaho,
Residing at Grangeville, therein.

16 STATE OF IDAHO)
17 ss.
18 County of Idaho)

19 On this 6th day of August, 1982, before me, a Notary
20 for the said County and State, personally appeared DENNIS HASKEW,
21 known to me to be the person whose name is subscribed to the
22 within instrument, and he acknowledged to me that he freely
23 executed the same.

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

26 (NOTARY SEAL)

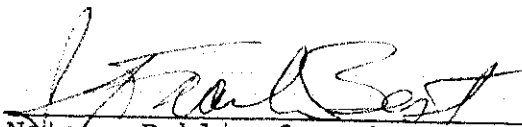
Frank Best
Notary Public for State of Idaho,
Residing at Grangeville, therein.

1 STATE OF IDAHO)
2 ss.
3 County of Idaho)

4 On this 6th day of August, 1982, before me, a
5 Notary for the said County and State, personally appeared TERESA
6 HAEDER, known to me to be the person whose name is subscribed to
7 the within instrument, and she acknowledged to me that she freely
8 executed the same.

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

11 (NOTARY SEAL)


Notary Public for the State of Idaho,
Residing at Grangeville, therein.

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