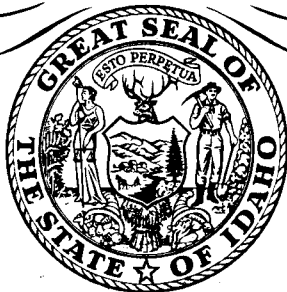


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 original of the articles of incorporation of

CHALLIS SKI CLUB, INC.

was filed in the office of the Secretary of State on the **Fifteenth** day
of **February,** A. D. One Thousand Nine Hundred **Sixty-five** and
~~is~~ **will be** duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Challis in the County of **Custer**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, 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 **15th** day of **February**,
A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

CHALLIS SKI CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, citizens of the United States of America and residents of the State of Idaho, over the age of 21 years, due hereby voluntarily associate ourselves together for the purpose of forming a non-profit, co-operate association, claiming all the benefits, rights and privileges granted by Title 30, Chapter 10, Idaho Code, and we do hereby make, sign, acknowledge and file this certificate for that purpose, as follows:

ARTICLE I.

The name of this corporation is and shall be "CHALLIS SKI CLUB, INC."

ARTICLE II.

The existence of this corporation shall be perpetual.

ARTICLE III.

The principal business of this corporation is to be transacted at Challis, Custer County, Idaho, hereby designated as its principal place of business and the location and post office address of its registered office in the State of Idaho.

ARTICLE IV.

The purposes for which said corporation is formed are:

1. To develop, maintain, promote and foster recreational development in the general areas surrounding Challis, Custer County, Idaho, under conditions most favorable to the proper building and development of the young people and others taking part in the sport of skiing so as to develop in them those characteristics which are the requirements of good citizenship and sportsmanship.
2. To purchase or in anywise acquire lands and personal property of any kind or tenure, or any interest therein, and any property, works, or undertakings connected with the use or development of any property or project of the corporation within the County of Custer, State of Idaho, and as the consideration for the same, to pay cash or to issue notes or other obligations of the corporation, and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the corporation.

3. To do each and everything necessary, suitable, and proper for the accomplishment of the purposes and objects for which this corporation is formed, as hereinabove stated or conducive to or expedient for the interest or benefit of the corporation and to contract accordingly, and in addition thereto, to exercise all power, rights and privileges necessary or incidental to the purposes for which this corporation is organized.
4. To have all the rights and privileges granted a non-profit co-operative association by the laws of the State of Idaho, and particularly those set forth in Title 30, Chapter 10, Idaho Code.

ARTICLE V.

Membership in this corporation shall be open to any person who is interested in the objects and purposes of this corporation and the rights and interests of all members shall be equal, and no member shall have or acquire a greater interest therein than any other member. The corporation shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the corporation, except by resolution of the Board of Directors and under such regulations as the by-laws may prescribe. This corporation is one which does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE VI.

The governing body of this corporation shall be the directors who shall also be elected by the membership. There shall also be elected a president, a vice-president and a secretary-treasurer. The names and addresses of the persons who are to act in the capacity of, and who shall be directors until the selection of their successors, are:

<u>NAME</u>	<u>ADDRESS</u>
Fred Siebe	Challis, Idaho
Ray Ivie	Challis, Idaho
Verne A. McGowan	Challis, Idaho
Henry Clow	Challis, Idaho
Allen Getty	Clayton, Idaho

ARTICLE VII.

The corporation shall adopt by-laws consistent with the laws of the State of Idaho, and with the purposes and objects of this corporation, and shall in those by-laws provide for the general conditions of membership and manner of election of officers and the continuance of their term.

ARTICLE VIII.

The corporation shall be a non-profit corporation and shall

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this day of January, 1965.

Allen Lott

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