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STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
BOULDER MOUNTAIN TOUR LTD.

The undersigned, acting as the incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

1.

The name of the corporation is BOULDER MOUNTAIN TOUR LTD.

11.

The corporation is a nonprofit corporation organized and operating under the Idaho Nonprofit Corporation Act, Section 30-3-1 et seq., Idaho Code.

III.

The corporation is organized to qualify as a tax exempt organization pursuant to the requirements of Section 501(c)(3), Internal Revenue Code, as amended, and its primary purpose shall be to promote amateur athletics on a national, regional and local level by such activities that include, but are not limited to, organizing and conducting a nationally recognized nordic ski race, known as the Boulder Mountain Tour, in Blaine County, Idaho. The corporation shall have all of the powers granted nonprofit corporations under the laws of the State of Idaho. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the tax exempt purposes of organizations set for in Section 501(c)(3), Internal Revenue Code, as amended.

IV.

The management of the corporation and of its affairs shall be vested in a Board of Directors consisting of no fewer than three members. The number, qualifications, terms of office, manner of election, and powers and duties of the directors shall be fixed and may be altered from time to time, as to be provided for in the Bylaws of Boulder Mountain Tour Ltd. The incorporators shall act in the capacity of directors of this corporation.

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The name and mailing address of the incorporator is:

Bob Rosso 215 East Galena Street, Hailey, Idaho 83333

VI.

The name and mailing address of the initial board of directors are:

Rick Kapala P.O. Box 4462, Hailey, Idaho 83333

Andy Munter P.O. Box 4, Ketchum, Idaho 83340

Bob Rosso 215 East Galena Street, Hailey, Idaho 83333

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VII.

The name and physical and mailing addresses of the initial registered agent: John A. Seiller, Attorney at Law, 191 Fifth Street West, Third Floor, P.O. Box 6090, Ketchum, ID 83340-6090.

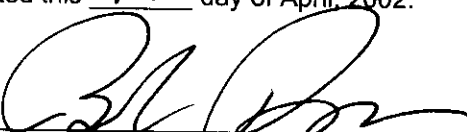
VIII.

The corporation shall not have members.

VIV.

In the event of the dissolution or other termination of the corporation, the balance of all money and other assets and property held or received by the corporation from any source, after the payment of its debts and obligations, shall be distributed to another a tax-exempt organization, such as a political subdivision of the State of Idaho or an organization organized under Section 501(c)(3), Internal Revenue Code, as amended.

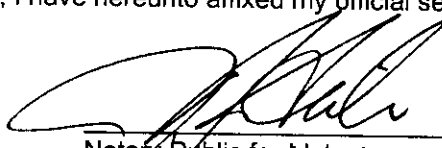
Dated this 17 day of April, 2002.


Bob Rosso, Incorporator

STATE OF IDAHO)
)
COUNTY OF BLAINE) ss.

On this 17 day of April, 2002, before me, the undersigned, a Notary Public in and for said State, personally appeared, Bob Rosso, 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 affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at: Hailey, Idaho
Commission Expires: June 2003

