



CERTIFICATE OF INCORPORATION
OF

IDAHO WINTER GAMES COORDINATING COMMITTEE, INC.

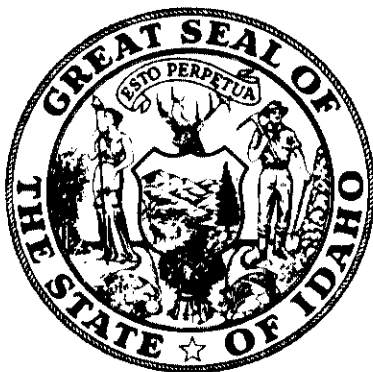
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO WINTER GAMES COORDINATING COMMITTEE, 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 January 6, 19 89



Pete T. Cenarrusa

SECRETARY OF STATE

Will J. Clark

Corporation Clerk

ARTICLES OF INCORPORATION

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IDAHO WINTER GAMES COORDINATING COMMITTEE, INC.

A NON-PROFIT CORPORATION

I.

The NAME of the Corporation shall be IDAHO WINTER GAMES COORDINATING COMMITTEE, INC..

II.

The Corporation shall be a Non-Profit Corporation.

III.

The period of duration of the Corporation shall be perpetual.

IV.

The Corporation is organized and will be operated exclusively for charitable and educational purposes, including but not limited to the literary, educational, charitable and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or as the same may be subsequently amended. The corporation shall engage in activities in areas of organizing and implementing the Idaho Winter Games in McCall, Idaho.

This corporation shall not engage in any form of trade or commerce, or carry on any activity which will result in a remunerative profit to the corporation or to its members. Any income or profits received by this corporation shall be applied only to the nonprofit purposes and objectives of the corporation, and no part of the income shall inure to the benefit of any officer or member thereof.

Subject to the foregoing limitations, and in accordance with the objects hereinabove set forth, the objects, purposes, business and pursuits of this corporation shall be as follows:

To receive gifts and grants of money and property of every kind and to administer the same for cultural, charitable, educational, social welfare and civic uses and improvement, and to do anything necessary or proper for the accomplishment of these purposes.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, "body politic", country, territory, district, state and government.

To purchase, subscribe for or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations or any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness of security of this or any other corporation, and while the owner or holder of any such real or personal property, stock, bonds, debentures, notes, evidences of indebtedness or other securities, contract, or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereto, all the rights, powers and privileges of ownership, including all voting powers.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.

In the purchase of acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

To carry on any other activities which may seem to the corporation capable of being conveniently carried on in connection with its affairs or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

The said corporation may perform any part of its business outside the State of Idaho, in the other states, in the District of Columbia, territories or, Possessions, or dependencies of the United States.

To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, county or place.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

To do all and everything necessary, suitable, and "proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof provided the same be not inconsistent with the laws under which this corporation is organized.

V.

The Corporation shall have and exercise any and all powers allowed by Federal and State law for non-profit corporations.

VI.

The address of the Corporation's Registered Office is 706 N. 1st Street, P.O. Box 1318, McCall, Idaho 83638. The Registered Agent for the Corporation shall be Steven J. Millemann, Attorney at Law, Post Office Box 1318, McCall, Idaho, 83638.

VII.

The names and addresses of the Corporation's initial Board of Directors (numbering 2 and serving until the first meeting of the membership) are as follows:

Kevin Grove	P.O. Box 983,	McCall, Idaho 83638
Tuck Miller	Rt. 1,	
	P.O. Box 108,	McCall, Idaho 83638

VIII.

The names and addresses of the Incorporators of the Corporation are as follows:

Kevin Grove	P. O. Box 983,	McCall, Idaho 83638
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IX.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in including the publishing or distribution of statements of any political campaign on behalf of any candidate for public office.

X.

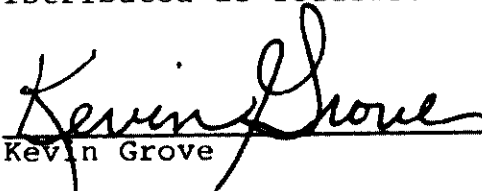
Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

(a) By a corporation exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any further United States Internal Revenue Law); or,

(b) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Codes of 1954 (or the corresponding provisions of any further United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue law) as the Board of Directors shall determine. However, the Board of Directors is instructed that if at the time of any dissolution of the corporation the distributees comply under applicable Internal Revenue laws, the assets shall be distributed as follows:

Signed:


Kevin Grove

STATE OF IDAHO)
) ss.
County of Valley)

On this 3rd day of January, 1989 before me, a Notary Public in and for said State, personally appeared Kevin Grove, known or identified 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, the day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO

Residing at: *McCall, Idaho*

These Articles prepared by:

Steven J. Millemann
Box 1318
McCall, ID 83638
Phone 634-7641