

FILED EFFECTIVE

AMENDED AND RESTATED ARTICLES

04 DEC 28 PM 2: 32

OF

BOGUS BASIN RECREATIONAL ASSOCIATION, INC.

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens of the United States and residents of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Chapter 10 of Article 29, Idaho Code Annotated, and the laws of the State of Idaho relating to the organization of corporations where pecuniary profit is not the object, DO HEREBY CERTIFY AND DECLARE, as follows:

FIRST

The name of this corporation is BOGUS BASIN RECREATIONAL ASSOCIATION, INC.

SECOND

The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and supplemented from time to time, and any applicable regulations thereunder (the "Code"), or the corresponding section of any future federal tax code, including, for such purposes: enrich the lives of the Treasure Valley residents through educating, enabling and encouraging year-round alpine outdoor activities; improve the spiritual, physical and mental life of the general public without regard to profit to the corporation or its members; insure that alpine activities are delivered in an affordable manner, incurring capital costs and operating expenses for any service or project solely for the purposes provided in this Article Second.

IDAHO SECRETARY OF STATE
12/28/2004 05:00
CK: 4064 CT: 170612 BH: 783890
1 @ 30.00 = 30.00 NON PROF A # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation nor shall this corporation carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

THIRD

This corporation shall have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation is Boise, Ada County, Idaho.

FIFTH

This corporation is not organized for pecuniary profit or for the purpose, directly or indirectly, of fixing the price, or regulating the production, of any article of commerce or of products of the soil, or of consumption by the people. The corporation shall not have or issue any capital stock, and corporations, associations and co-partnerships, as well as persons, may

become members thereof. Membership in the corporation shall not entitle a member to any interest whatsoever in the assets of the corporation, but only to participate in the management of the affairs of the corporation, in meetings of the members legally called and held within the period covered by the membership. The corporation may, by its by-laws, provide for two or more classes of memberships, in order to provide funds for carrying out the purposes of the corporation, and may, by its by-laws, regulate and determine the voting rights of the different kinds or classes of membership.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof.

SIXTH

In the event of dissolution or winding up of the affairs of the corporation, the property and assets of the corporation shall not be distributed or transferred to the members of the corporation, and, accordingly, the members shall have no vested interest in the property or assets of the corporation. In the event of dissolution, assets shall be distributed (a) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, provided that such purpose is of the same general nature as the purposes set forth in Article Second herein, or (b) to the federal government, or to a state or local government, for a public purpose, provided that such purpose is of the same general nature as the purposes set forth in Article Second herein. The Board of Directors of the corporation

holding office on the effective date of such dissolution or winding up of the affairs of the corporation shall, by resolution, select and designate the organization, entity or purpose, meeting the qualifications above set forth, to which the property and assets of the corporation shall be transferred and conveyed.

The forgoing conditions and restrictions shall not apply to a merger wherein the corporation is the merged corporation or a consolidation to which the corporation is a party.

SEVENTH

The members of this corporation shall not be subject to assessments for the purpose of paying expenses, conducting business or paying debts of the corporation.

EIGHTH

The number of directors of the corporation shall be as specified in the by-laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and a director so elected shall hold office until the next annual meeting of the members and until his successor is elected and qualified.

NINTH

The by-laws may provide for the classification of the director into classes in respect to the time for which they shall severally hold office, the several classes to be elected for different terms, provided that the first classification may be made by lot and no class shall be elected for a longer period than five years, and the term of office of at least one class shall expire each year. The by-laws may also provide the number of directors that shall constitute a quorum, which may

be less than a majority of the entire board, and that the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors. The by-laws may provide for the appointment or election of an executive committee of not less than three members, who shall be members of the board of directors. The board of directors may delegate to the executive committee all or part of the powers vested by law and the Articles of Incorporation in the board of directors.

TENTH

The corporation shall indemnify the Directors, officers, employees and agents of the corporation or any person serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, all as provided for and to the extent authorized by the Idaho Nonprofit Corporation Act, or any successor act or statute.

ELEVENTH

Unless otherwise provided in the by-laws, twenty members, but not exceeding a majority of the members if the membership be less than forty, shall constitute a quorum for the transaction of any and all business at annual and special meetings of the membership of the corporation, and the acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the members of the corporation.

TWELFTH

The right to repeal and amend the by-laws and adopt new by-laws shall be vested in the directors.

IN WITNESS THEREOF, We have hereto set our hands and seals this 22nd day of
September, 1941.

Signed: Robert Hogg
Harry Yost
Walter York
V.H. Allen
Westerman Whillock
Marion E. Cady
Willis Moffatt
Chet Moulton
John H. Bradley
Kenneth O'Leary
Virgil McGee



ARTICLES OF AMENDMENT (Non-profit)

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned
non-profit corporation amends its articles of incorporation as
follows:

1. The name of the corporation is:
Bogus Basin Recreational Association, Inc.

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each amendment is as follows:
See Attached

3. The date of adoption of the amendment(s) was: December 21, 2004

4. Manner of adoption (check one):

- Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)
- a. The number of directors entitled to vote was: _____
 - b. The number of directors that voted for each amendment was: _____
 - c. The number of directors that voted against each amendment was: _____

- The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)
- a. The number of members entitled to vote was: 92
 - b. The number of members that voted for each amendment was: 36, Unanimous vote
 - c. The number of members that voted against each amendment was: 0

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

Dated: December 28, 2004

Signature: _____

Typed Name: Alan J. Moore

Capacity: Vice President

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Revised 10/2003

Web Form