

# State of Idaho

## Department of State

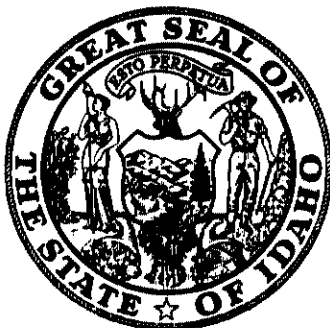
### CERTIFICATE OF INCORPORATION OF

BOISE SKI RETAILERS, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: December 31, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

DEC 31 2 03 PM '92  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
BOISE SKI RETAILERS, INC.

DEC 23 4 25 PM '92  
SECRETARY OF STATE

In compliance with the requirements of the law of Idaho relating to nonprofit corporations and acts amendatory and supplemental thereto, including particularly Title 30, Chapter 3, Idaho Code, the undersigned natural person, being of full age and a resident of the United States, in order to form a nonprofit corporation for the purposes hereinafter stated, does hereby as incorporator, adopt the following Articles of Incorporation and certify:

ARTICLE I

NAME

The name of the corporation is BOISE SKI RETAILERS, INC., hereinafter called the "Association."

ARTICLE II

NONPROFIT CORPORATION

This Association is a nonprofit corporation.

ARTICLE III

DURATION

The duration of this Association shall be perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

This Association shall be a nonprofit membership corporation. The purpose of the Association shall be to provide new and used ski equipment, clothing, and associated products for an annual sale held in conjunction with the Bogus Basin Ski Racing Race, ("BBSRA"), an Idaho nonprofit corporation, to conduct all such associated business. Association members agree

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to be bound by the Ski Swap Marketing Agreement entered into by and between the Bogus Basin Ski Racing Alliance and Certain of the Association's members.

This Association shall have all the powers provided for in Chapter 3, Title 30, Idaho Code, and as otherwise allowed by law.

## **ARTICLE V**

### **MEMBERSHIP**

Membership in the Association shall be open to ski retailers who meet the following criteria:

1. Be an established retailer of skiing equipment, clothing, and associated products in the Boise Valley for a minimum of two years;
  2. Maintain a retail outlet for the sale of ski equipment, ski clothing and associated products in Ada or Canyon County;
  3. Pay annual membership fee of \$200.00 per store by October 15 of each year;
- and
4. Agree to and actually provide sponsorship for two children participating in the BBSRA racing program, with such sponsorship to consist of skis and bindings.

The qualification and rights of members, manner of selection and classification of members, if applicable, shall be contained in the Bylaws.

## **ARTICLE VI**

### **VOTING RIGHTS**

Each member of the Association shall be entitled to one vote.

## **ARTICLE VII**

### **CORPORATION ADDRESS**

The street address of the initial registered office of the Association shall be 2400 Bogus Basin Road, Boise, Idaho, 83702. The name of the initial registered agent shall be Bill

Tregoning at the aforementioned street address.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The initial Board of Directors shall be comprised of four (4) members, who need not be members of the Association, and shall serve until the first annual meeting of the members. The initial Directors are:

Bill Tregoning	2400 Bogus Basin Road, Boise, Idaho, 83702
John Klotz	822 W. Jefferson, Boise, Idaho, 83702
Chris Haunold	915 W. Jefferson, Boise, Idaho, 83702
Beau Parent	750 W. Main, Boise, Idaho, 83702

All Directors taking office after the first annual meeting of members must be members of the Association.

**ARTICLE IX**  
**INCORPORATOR**

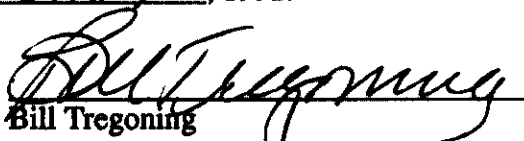
The name and street address of the incorporator is:

Bill Tregoning	2400 Bogus Basin Road, Boise, Idaho, 83702
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**ARTICLE X**  
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation shall require the assent of those members casting a majority of the votes of the Association at any regular members' meeting or a special meeting called specifically for that purpose.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Idaho, I, the undersigned incorporator of this Association, have executed these Articles of Incorporation this 19<sup>th</sup> day of October, 1992.

  
Bill Tregoning