



CERTIFICATE OF INCORPORATION  
OF

PEND O'REILLE SKI ASSOCIATION, INC.

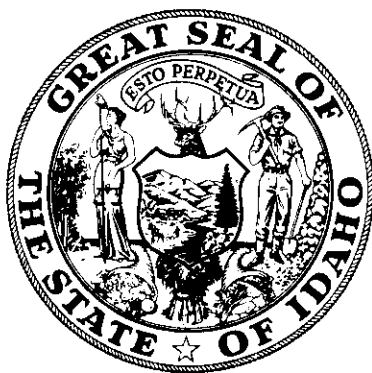
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

PEND O'REILLE SKI ASSOCIATION, 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 December 3, \_\_\_\_\_, 19 80



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

DEC 3 8 35 AM '80  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
PEND O'REILLE SKI ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, JACK PARKER of 509 South Second Street, Sandpoint, Idaho 83864; GERALD LEWIS of Box 33, Sandpoint, Idaho 83864; THOMAS ROBIDEAUX of 517 South First Avenue, Sandpoint, Idaho 83864; JIM FENTON of 437 Lakeview Blvd., Sandpoint, Idaho 83864; and ROBERT RUST of 302 South First Avenue, Sandpoint, Idaho 83864, all being of full age and all being citizens of the United States of America, and residents of the State of Idaho, have associated and do hereby associate themselves together for the purpose of forming a non-profit co-operative association, under Title 30, Chapter 3, Idaho Code, governing said non-profit co-operative associations.

I.

The name of this corporation shall be "PEND O'REILLE SKI ASSOCIATION, INC."

II.

This corporation is a non-profit corporation.

III.

The period of the existence and duration of this corporation shall be perpetual.

IV.

The purposes of this corporation shall be as follows:

1. To promote involvement of children in Alpine Ski events.
2. To provide educational and instructional services in Alpine skiing to the general population of the Sandpoint, Idaho area.

3. To establish, organize, and provide seminars, schools and programs offering instruction on winter survival and emergency first aid for skiers. Such instruction shall be open to and for the benefit of the general population of the Sandpoint, Idaho area.

4. To provide an organizational basis for co-ordinating Alpine Ski events in the Sandpoint, Idaho area thereby encouraging greater involvement in such events by the general population.

5. To meet together and discuss areas of common concern and to formulate courses of collective action to promote and encourage the above mentioned purposes.

6. To acquire by purchase, gift lease devise or bequest and to hold, mortgage and dispose of such property, real or personal, as the above purposes of the corporation shall require, for the benefit of the membership of said corporation, and not for pecuniary profit.

7. In the event of a dissolution of the corporation, to transfer any assets or property of the corporation, only to a successor non-profit corporation, to a body politic, or to a religious or social or benevolent or other type of non-profit corporation.

8. To do all things necessary and incidental to and growing out of the above mentioned purposes.

#### V.

The principal place of business and the location and post office address of its registered office shall be P.O. Box 33, Sandpoint, Idaho 83864. The registered agent shall be GERALD LEWIS residing at the above mentioned address. *Kootenai County Road*

#### VI.

This corporation shall be non-stock and no dividends or pecuniary benefits shall be declared to the members hereof. No part of the net earnings of the corporation shall inure to the benefit 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 these Articles. 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise powers that are not in furtherance of the purposes of this corporation.

## VII.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision 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 organization or 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

future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### VIII.

The general officers of the corporation shall consist of a president, vice-president, secretary and treasurer to be selected by the Board of Directors. The term for each office shall be one (1) year.

#### IX.

The Board of Directors shall manage the affairs of the corporation. It shall consist of five (5) directors who shall serve for a term of one (1) year. No director shall serve more than two (2) consecutive terms. The initial Board shall consist of the following directors who shall hold office until the first annual election of directors as provided for in the Bylaws:

JACK PARKER	509 South Second Avenue Sandpoint, Idaho 83864
GERALD LEWIS	P.O. Box 33 Sandpoint, Idaho 83864
THOMAS ROBIDEAUX	517 South First Avenue Sandpoint, Idaho 83864
JIM FENTON	437 Lakeview Blvd. Sandpoint, Idaho 83864
ROBERT RUST	302 South First Avenue Sandpoint, Idaho 83864

#### X.

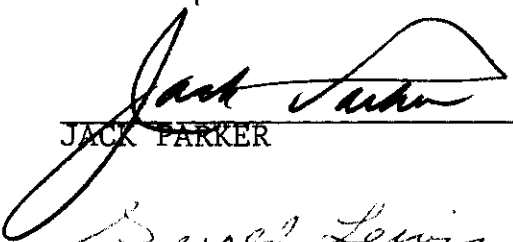
The membership of the corporation shall consist of those persons signing these Articles, and such other persons who may from time to time be admitted to membership in conformity to these Articles and Bylaws of the corporation. Meetings of members shall be at that time and place and in the manner set forth in the

Bylaws. A quorum of members shall be that number provided for by law that being members holding 1/10th of the votes entitled to be case.

XI.

These Articles of Incorporation may be amended at any regular or special meeting called for such purpose by a majority of a quorum attending such meeting.

IN WITNESS WHEREOF, WE HAVE HEREUNTO set our hands and seals this 1 day of December, 1980, at Sandpoint, Idaho.

  
JACK PARKER

  
GERALD LEWIS

  
THOMAS ROBIDEAUX

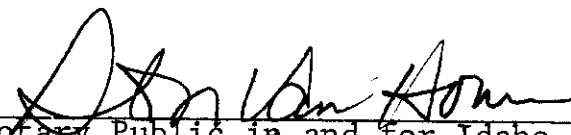
  
JIM FENTON

  
ROBERT RUST

STATE OF IDAHO                    )  
                                      )  
County of Bonner                ) ss.

On this 1 day of December, 1980, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared JACK PARKER, GERALD LEWIS, THOMAS ROBIDEAUX, JIM FENTON and ROBERT RUST, the Directors herein, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate last above written.

  
\_\_\_\_\_  
Notary Public in and for Idaho  
Residing at: Boise