

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

PACIFIC NORTHWEST SKI EDUCATION FOUNDATION

a Washington Non Profit Corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Restated Articles

UBI Number: 601 177 681

Date: June 15, 1999

Effective Date:



Given under my hand and
the Seal of the State of
Washington at Olympia,
the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

JUN 15 1999

RALPH MUNRO
SECRETARY OF STATE

RESTATED ARTICLES OF INCORPORATION

OF

PACIFIC NORTHWEST SKI EDUCATION FOUNDATION

These restated articles of incorporation correctly set forth without change the articles of incorporation of Pacific Northwest Ski Education Foundation (the "Corporation"), as previously amended, and supercede the original articles of the Corporation and all amendments thereto.

ARTICLE I

The name of this corporation is Pacific Northwest Ski Education Foundation (the "Corporation") and its duration shall be perpetual.

ARTICLE II

The Corporation is a public benefit corporation. The Corporation shall have no members.

ARTICLE III

The Corporation is organized under the Washington Nonprofit Corporation Law and it is organized exclusively to engage and conduct charitable and educational activities including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provisions of any future United States Internal Revenue law. Included within said purposes, but not by way of limitation or expansion thereon, are:

A. To assist the Pacific Northwest Ski Association and the United States Ski and Snowboard Association to carry out the objects and purposes for which such organizations were established;

B. To educate members of the Pacific Northwest Ski Association and the United States Ski and Snowboard Association and the public as to all facets of local, regional, national and international ski and snowboard competition;

C. To carry on, sponsor and support educational and related activities designed to (i) provide ski and snowboard competitors with full knowledge about their events, (ii) to train qualified competition officials needed for ski and snowboard competitions, and (iii) to train qualified coaches for ski and snowboard racers;

D. To carry on, sponsor and support ski and snowboard competitions;

E. To provide scholarships and grants to worthy ski and snowboard competitors and their coaches to (i) attend local, regional, national and international competitions, (ii) to further their training and (iii) to assist them in pursuing college, university and postgraduate studies; and

Val: 06/15/1999 - 257017
\$10.00 on 06/15/1999
Check - 06/15/1999 - 12274

Val: 06/15/1999 - 256941
\$50.00 on 06/15/1999
Check - 06/14/1999 - 8874

F. To enlist public interest and support in these purposes.

The foregoing purposes shall be carried on in a fashion designed to promote the moral, physical and mental advantages of ski and snowboard competition and education subject to the limitations set forth in Article IV below.

To enable the Corporation to carry out said purposes, the Corporation shall have the power to buy, sell, lease, mortgage and otherwise deal in real and personal property, to invest money, to borrow money and to issue evidence of indebtedness therefor, to receive gifts, donations, grants, bequests and devises from any source and may accept such subject to such special limitations or directions on their use or application as may be agreed to by the Board of Trustees or its designee provided that such special limitations or directions shall not be inconsistent with the purposes of this Article III or be contrary to the limitations set forth in Article IV below.

ARTICLE IV

The Corporation shall not engage in any activity which is not permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue law, by a corporation, contributions to which are deductible under Section 170(a) of the Code or the corresponding provisions of any future United States Internal Revenue law by virtue of its being an organization described in Section 170(c)(2)(B) of the Code or the corresponding provisions of any future United States Internal Revenue law or by a public charity described in Section 509(a) of the Code or the corresponding provisions of any future United States Internal Revenue law.

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue law. The Corporation shall not participate in nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to the Corporation's trustees, 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 III hereof.

ARTICLE V

Upon the dissolution or final liquidation of the Corporation, the Board of Trustees, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the remaining assets of the Corporation exclusively for the purposes specified in Article III, or to one or more corporations or other organizations qualified as exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue law which is organized for some or all of such purposes as the Board of Trustees, in its sole discretion deems appropriate.

ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Trustees. The number of trustees shall be as determined in accordance with the bylaws of the Corporation. If a vacancy occurs on the Board of Trustees, including a vacancy resulting from an increase in the number of trustees, such vacancy shall be filled in accordance with the Corporation's bylaws.

ARTICLE VII

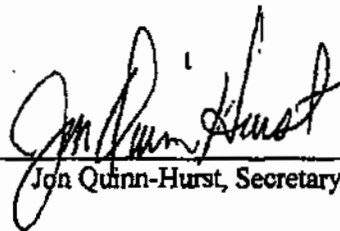
No trustee of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a trustee except to the extent that such elimination of liability is prohibited by the Washington Nonprofit Corporation Act. No amendment to the Washington Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a trustee for any act or omission that occurs prior to the effective date of such amendment.

ARTICLE VIII

The Corporation shall indemnify any trustee, officer, employee, or agent or former trustee, officer, employee, or agent of the Corporation, or any person who may have served at the Corporation's request as a director, officer, employee, or agent of another nonprofit or business corporation, against expenses and liability actually and necessarily incurred in connection with any action, suit, or proceeding in which such person is made a party by reason of being or having been such trustee, director, officer, employee, or agent, except in relation to matters as to which indemnification is prohibited by the Washington Nonprofit Corporation Act; but such indemnification shall not be deemed exclusive of any other rights to which such trustee, director, officer, employee, or agent may be entitled, under any bylaw, agreement, general, or specific action of the Board of Trustees or otherwise.

EXECUTED this 12th day of June 1999.

By:



Jon Quinn-Hurst, Secretary

UNITED STATES OF AMERICA

The State of  Washington
Secretary of State

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF AMENDMENT

to

PACIFIC NORTHWEST SKI EDUCATIONAL FOUNDATION

a Washington Non Profit Corporation. Articles of Amendment were filed for record in this
office on the date indicated below.

Changing name to PACIFIC NORTHWEST SKI EDUCATION FOUNDATION

UBI Number: 601 177 681

Date: June 15, 1999

Effective Date:



Given under my hand and
the Seal of the State of
Washington at Olympia,
the State Capital

Sam Reed, Secretary of State

FILED
STATE OF WASHINGTON

JUN 15 1999

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

PACIFIC NORTHWEST SKI EDUCATION AL FOUNDATION

Pursuant to the provisions of Revised Code of Washington 24.03.170 of the Washington Nonprofit Corporation Act, Pacific Northwest Ski Education Foundation, a Washington nonprofit corporation, hereby adopts the following Articles of Amendment amending its Articles of Incorporation as previously amended:

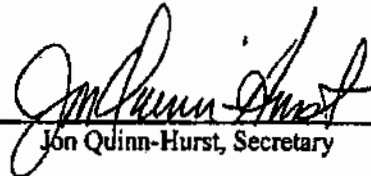
FIRST: The name of the corporation is Pacific Northwest Ski Education Foundation

SECOND: Each of the articles in the existing Articles of Incorporation, as may have been previously amended, is hereby deleted and replace in their entirety with Article I through Article VIII as attached hereto.

THIRD: The corporation has no members.

FOURTH: The foregoing amendment to the Articles of Incorporation was approved by at least a majority of the Board of Directors of the corporation at a duly convened meeting of the Board held on June 12, 1999.

EXECUTED this 12th day of June 1999.

By: 
Jon Quinn-Hurst, Secretary

Val: 06/16/1999 - 257017
\$10.00 on 06/15/1999
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ARTICLE IV

The Corporation shall not engage in any activity which is not permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue law, by a corporation, contributions to which are deductible under Section 170(a) of the Code or the corresponding provisions of any future United States Internal Revenue law by virtue of its being an organization described in Section 170(c)(2)(B) of the Code or the corresponding provisions of any future United States Internal Revenue law or by a public charity described in Section 509(a) of the Code or the corresponding provisions of any future United States Internal Revenue law.

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No part of the net earnings of the corporation shall inure to the benefit of or be distributed to the Corporation's trustees, 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 III hereof.

ARTICLE V

Upon the dissolution or final liquidation of the Corporation, the Board of Trustees, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the remaining assets of the Corporation exclusively for the purposes specified in Article III, or to one or more corporations or other organizations qualified as exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue law which is organized for some or all of such purposes as the Board of Trustees, in its sole discretion deems appropriate.

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ARTICLE VIII

The Corporation shall indemnify any trustee, officer, employee, or agent or former trustee, officer, employee, or agent of the Corporation, or any person who may have served at the Corporation's request as a director, officer, employee, or agent of another nonprofit or business corporation, against expenses and liability actually and necessarily incurred in connection with any action, suit, or proceeding in which such person is made a party by reason of being or having been such trustee, director, officer, employee, or agent, except in relation to matters as to which indemnification is prohibited by the Washington Nonprofit Corporation Act; but such indemnification shall not be deemed exclusive of any other rights to which such trustee, director, officer, employee, or agent may be entitled, under any bylaw, agreement, general, or specific action of the Board of Trustees or otherwise.