

## ARTICLES OF INCORPORATION

### PACIFIC NORTHWEST SKI ASSOCIATION A Nonprofit Corporation

I, the undersigned, being a natural person of the age of 18 years or more, have this day for the purpose of forming a public benefit corporation under the Oregon Nonprofit Corporation Act, made, subscribed and verified the following Articles of Incorporation.

#### ARTICLE I

##### NAME

The name of this corporation is PACIFIC NORTHWEST SKI ASSOCIATION, a nonprofit corporation, and its duration shall be perpetual.

#### ARTICLE II

##### OBJECT AND PURPOSES

**Section 1.** To create, develop and maintain the sport of skiing in the territory allocated by the United States Ski Association; to promote skiing among young people; to encourage formation of local ski clubs in all territory allocated to this corporation; and to develop the physical and mental capacities of its members and promote better acquaintanceship and closer association between those engaged in skiing.

**Section 2.** To standardize rules governing ski competition, races, and other ski events.

**Section 3.** To cooperate with affiliated clubs in arranging most effectively and economically for visits of skiers from one club to tournaments of another club and the interchange of skiers between the different divisions of the United States Ski Association and other ski organizations.

**Section 4.** To generally promote the moral, physical and mental advantages and development to be derived fro the sport of skiing, without profit to this corporation or the members thereof.

**Section 5.** The corporation shall be a public benefit corporation.

**ARTICLE III**  
**GOVERNMENT**

**Section 1.** A board of Delegates shall be the governing body of this corporation and shall meet annually and at such other times as the Board of Delegates or Board of Directors may deem necessary or desirable.

**Section 2.** A Board of Directors shall be elected by the Board of Delegates in accordance with the corporate Bylaws and they shall manage the business affairs of this corporation.

**ARTILCE IV**  
**MEMBERSHIP**

There shall be the following types of membership available:

**Section 1. VOTING WITH ELECTED REPRESENTATION**

Organizations which agree to accept the Articles of Incorporation and Bylaws and amendments thereto of this corporation, observe and be governed thereby and by other enactments of this corporation, and which have organic documents and rules of competition which the Board of Directors of this corporation, in its sole discretion, find to be consistent with those of this corporation and the United States Ski Association shall be entitled to all of the benefits and privileges of membership and shall be entitled to participate in all of its activities and functions, providing, however they meet the following requirements also:

**SKI CLUBS AND ORGANIZATIONS** with a minimum of fifteen (15) members that are duly organized and in good standing with this corporation. (Refer to Bylaws ARTICLE VIII, Section 1)

**SKI TEAMS** recognized by the athletic department of accredited schools with a minimum of ten (10) members and which provide, instead of organic documents, a statement by a responsible school official that the ski team will conform to this corporation's Articles of Incorporation and Bylaws and regulations in all matters concerning skiing not purely interscholastic in nature.

**NON-PROFIT ORGANIZATIONS** formed for the purpose of furtherance of the development of the ski sport which the Board of Directors of this corporation funds, in its some discretion, not to be affiliated with any other member organization of this corporation.

**Section 2. ASSOCIATE – NON-VOTING**

Clubs or organizations which do not meet the requirements of Class I membership, but who shall be entitled to all the privileges of membership with the exception that:

- (1) They will not be entitled to representation on the Board of Delegates; and
- (2) They will not be entitled to sanction ski tournaments.

**Section 3. INDIVIDUAL**

(a) **PARTICIPATING – VOTING:** Competitors or individuals desirous of supporting this corporation's activities and deriving benefits therefrom.

(b) **DISTINGUISHED REPRESENTATIVES – NON-VOTING:**

Distinguished officers of skiing, skiers and friends of skiing who are so honored by vote of the Board of Directors shall be entitled to lifetime membership but shall not be entitled to representation by delegate vote thereby.

(c) **PAST PRESIDENTS OF THIS CORPORATION – VOTING:** Any person who has served as an elected president of this corporation shall be entitled to lifetime membership.

**Section 4. SUPPORTING – NON-VOTING**

Individuals, partnerships, firms, corporations and/or associations which contribute money or property of a value in excess of any required dues shall be entitled to membership for one year but shall not be entitled to vote.

## ARTICLE V

### REPRESENTATION BY DELEGATE VOTE

**Section 1. DUES.** In order to qualify for a delegate vote a club or other organization, all individuals and competitors must pay such dues as are taxed by this corporation on or before the date dues become delinquent.

**Section 2. TERM OF OFFICE.** The term of office for delegates and alternates shall be one year or until the annual meeting following the one for which they were elected or appointed to representation.

**Section 3. PROXIES.** Delegates may vote by proxy unless specifically denied this right by the Bylaws. No individual shall hold more than two proxy votes.

**Section 4. CLUB REPRESENTATION – DELEGATES.** Organizations shall be entitled to the following delegates providing they meet the organization requirements of Articles IV, Class I, have paid dues prior to March 31 preceding the annual meeting or such other date as may be established by the Board of Directors, and meet the other requirements herein below specified: (Note: To qualify for sanctioned races, organizations must pay dues by November 1 of each year.)

A. ONE delegate for each organization;

B. ONE additional delegate for each twenty-five (25) licensed competitors and/or officials holding current competition or official's license issued by the United States Ski Association provided that a list of the individuals upon whose membership the club claims the right to additional delegates is delivered to the Secretary prior to March 31 preceding the annual meeting or such other date as may be established by the Board of Directors; and further provided that no individual will be counted by more than one organization and if no designation is made by an individual belonging to more than one organization as to which organization shall receive credit for such individual for voting purposes, the designation may be made by the Secretary of this corporation.

**Section 5. ALTERNATES.** Organizations shall be entitled to select from their members one alternate for each delegate in the absence of the primary delegate and said alternate shall have all powers of the primary delegate.

**Section 6. INDIVIDUALS.**

Individual members of this organization who are duly registered for the annual meeting shall be entitled to one delegate vote except for valid proxy as provided in Article V, Section 3.

**ARTICLE VI**

No member, officer or trustee shall have any proprietary interest in the assets of the corporation. In the event of dissolution, the assets shall not be distributed to the members, but shall be distributed to another charitable organization, agency or corporation permanently headquartered in the states of Washington, Oregon, or in one of the following counties in the State of Idaho: Adams, Benewah, Bonner, Boundry, Canyon, Clearwater, Elmore, Gem, Idaho, Kootenai, Latah, Lewis, Nez Perce, Owyhee, Payette, Shoshone, Valley, and Washington, whose objects and purposes are in harmony with those of this corporation as shall be evident under the provisions in Section 501(c)(4) of the Internal Revenue Cod, or as said Section may be subsequently amended.

**ARTICLE VII**

**Section 1.** The registered office of the corporation shall be at 801 S.W. 2<sup>nd</sup> Avenue, Suite 1800, Portland, Oregon 97204.

**Section 2.** The registered agent of this corporation shall be FPS Registry Services, Inc.

**Section 3.** The mailing address to which notices as required by the Oregon Nonprofit Corporation Act may be mailed shall be 801 S.W. 2<sup>nd</sup> Avenue, Suite 1800, Portland, Oregon 97204.

## **ARTICLE VIII**

**Section 1.** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise ( other than an action by or in the right of the corporation) by reason of the fact that the person is-or was a director, officer, employee or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding (whether or not the claim asserted is based upon matters occurring before or after the adoption of this Article VIII), if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct of the person was unlawful.

**Section 2.** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation or is or was serving at the request of the corporation as

a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit (whether or not the claim asserted is based upon matters occurring before or after the adoption of this Article VII), if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

**Section 3.** To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, the director, officer, employee or agent shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the director, officer, employee or agent in connection therewith.

**Section 4.** Any indemnification under Sections 1 and 2, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that the director, officer, employee or agent has met the applicable standard of conduct set forth in Sections 1 and 2 and that indemnification is therefore proper in the circumstances. Such determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to an action, suit or proceeding under Sections 1 or 2;

(b) If a quorum under paragraph (a) of this Section is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion;

(c) By the shareholders if such determination is not made pursuant to subparagraphs (a) and (b) above; or

(d) By the court in which the action, suit or proceeding under Sections 1 or 2 is or was pending upon application by the corporation or the agent, attorney or other person rendering services in connection with the defense, whether or not the corporation opposes the application by the attorney, agent or other person.

**Section 5.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 1 of this Article upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the corporation may make indemnification as authorized in this Section.

**Section 6.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person

**Section 7.** The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by the person in any such capacity or arising out of the person's status as such, whether



or not the corporation would have the power to indemnify the person against such liability under the provisions of this Article.

**Section 8.** No director or uncompensated officer of this corporation shall be personally liable to the corporation or its members for monetary damages for conduct as a director or officer, except that this provision shall not eliminate or limit the liability of a director or officer for (a) any breach of the director's or officer's duty of loyalty to the corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any unlawful distribution; (d) any transaction from which the director or officer derived an improper personal benefit or (e) any act or omission in violation of ORS 65.361 to 65.367.

#### ARTICLE IX

The name and address of the incorporator are as follows:

Curt B. Gleaves  
801 S.W. 2<sup>nd</sup> Avenue, Suite 1800,  
Portland, Oregon 97204.

IN WITNESS WHEREOF, I, the undersigned, have signed this document on January 30, 2004.

  
Curt B. Gleaves, Incorporator

Person to contact about this filing:

Curt B. Gleaves  
Foster Pepper Tooze LLP  
601 SW 2<sup>nd</sup> Avenue, Suite 1800  
Portland, Oregon 97204  
503-221-2208  
503-221-1510 Fax