



# STATE OF COLORADO

DEPARTMENT OF  
STATE

## CERTIFICATE

I, *DONETTA DAVIDSON*, SECRETARY OF STATE OF THE STATE OF  
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

*NATIONAL SKI PATROL SYSTEM, INC.*  
(COLORADO NONPROFIT CORPORATION)

FILE # 19871124770 WAS FILED IN THIS OFFICE ON December 10, 1953  
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE  
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD  
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS  
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: September 05, 2000

*Donetta Davidson*

SECRETARY OF STATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF NATIONAL SKI PATROL SYSTEM, INC.**

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, and in particular C.R.S. §7-130-101, C.R.S. §7-130-102(3), C.R.S. §7-130-105, and C.R.S. §7-130-106, National Ski Patrol System, Inc. ("the Corporation") adopts the following Amended and Restated Articles of Incorporation of the Corporation.

**ARTICLE I – NAME**

The Corporation was originally incorporated on December 10, 1953 under the name of National Ski Patrol System, Inc. The new name of the Corporation shall be National Ski Patrol System, Incorporated.

**ARTICLE II – DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III – PURPOSES AND POWERS**

Section 1. Purposes. The purposes of the Corporation shall be to:

- a. Serve as an association of Members who share an interest in providing, and credentialing providers of, educational, emergency or safety services to outdoor recreation participants;
- b. Engage in any activity and/or business which is lawful under the laws of the State of Colorado, is consistent with the Corporation's Federal Charter, and the requirements of Title 26, United States Code, for the Corporation to retain its status as an organization exempt from taxation;
- c. Promote, in any and all ways, patriotic, scientific, educational and civic improvement activities and public safety in skiing, including, without limiting the generality of the foregoing, the dissemination of information with respect thereto and the formation of volunteer local patrols, consisting of competent skiers trained in the administration of first aid, for the purpose of preventing accidents and rendering speedy assistance to persons sustaining accidents; and
- d. Solicit contributions of money, services, and other property for, and generally to encourage and assist in carrying out, the foregoing purposes in every way.

Section 2. Powers. In furtherance of the above purposes, the Corporation shall have all powers granted to non-profit corporations by the Colorado statutes as amended from time to time. Without limiting the generality of the foregoing, the Corporation shall have the power to eliminate or limit the personal liability of a director to the Corporation or to its Members for monetary damages for breach of fiduciary duty as a director, except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its Members for monetary damages for: a) any breach of the director's duty of loyalty to the Corporation or to its Members; b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; c) action by a director in voting for or assenting to the making of a loan to any officer or director contrary to C.R.S. §7-128-501(2); d) action by a director in voting for or assenting to the making of any distribution in a manner contrary to C.R.S. §7-128-403(1), C.R.S. §7-133-101&102, and C.R.S. §7-128-401; or e) any transaction from which the director directly or indirectly derived an improper personal benefit. This provision shall not eliminate or limit the liability of a director to the Corporation or to its Members for monetary damages for any act or omission occurring prior to the date that these Amended and Restated Articles become effective.

#### ARTICLE IV – MEMBERSHIP

The Corporation shall have Members whose rights and privileges are established in the Bylaws of the Corporation. Such Members shall have the right to vote, in the manner set forth in the Bylaws, in elections of Officers and Directors of the Corporation, and on such other matters as set forth in the Bylaws.

#### ARTICLE V – BOARD OF DIRECTORS

In conformity with the laws of the State of Colorado, the business and affairs of the Corporation shall be managed by its Board of Directors pursuant to Bylaws adopted and modified from time to time by the Board. Such Bylaws shall fix the number of Directors of the Corporation, and shall establish procedures for the election of such Directors.

#### ARTICLE VI – OFFICERS

In conformity with the laws of the State of Colorado, the Officers of the Corporation shall be elected and/or appointed by the Members and/or Directors of the Corporation in the manner prescribed by the Bylaws of the Corporation.

## ARTICLE VII – RESTRICTIONS

Notwithstanding any powers otherwise granted to the Corporation by the laws of the State of Colorado, the following restrictions shall be imposed upon the Corporation:

Section 1. Non-inurement. No part of the income or assets of the Corporation shall inure to any Member, Officer, or Director of the Corporation or be distributed to any such person. Nothing in this section shall be construed to prevent the payment of reasonable compensation to Officers of the Corporation or reimbursement for actual and necessary expenses in amounts approved by the Board of Directors.

Section 2. Loans. The Corporation shall not make any loan to any Officer, Director, or employee of the Corporation.

Section 3. Political Activity. The Corporation and any Officer and Director of the Corporation, acting as such Officer or Director, shall not contribute to, support or otherwise participate in any political activity or in any manner attempt to influence legislation.

Section 4. No Stock. The Corporation shall have no power to issue any shares of stock nor to declare or pay any dividends to its Members.

## ARTICLE VIII – DISSOLUTION

Upon dissolution of the Corporation, no Member, Director, or Officer of the Corporation, nor other private person or organization organized and operated for profit, shall be entitled to share in any distribution of any of the Corporation's assets. Upon the dissolution of the Corporation, its assets shall be distributed to the federal government (or to a state or local government) for a public purpose, in accordance with a plan of dissolution adopted by the Board of Directors of the Corporation, after approval by the Congress of the United States.

## ARTICLE IX – RESTATEMENT

There are no Members of the Corporation entitled to vote on these Amended and Restated Articles of Incorporation, which were duly adopted as required by law at a meeting of the Board of Directors of the Corporation held on June 26, 1998 by a majority vote of the Directors, to take effect on July 2, 1998. These Amended and Restated Articles correctly set forth the provisions of the Articles of Incorporation of the Corporation, as amended, and supersede the original Articles of Incorporation and any previous amendments thereto.

In Witness Whereof, the undersigned National Chairperson of National Ski Patrol System, Inc. has signed and acknowledged these Amended and Restated Articles of Incorporation on the 7<sup>TH</sup> day of July 1998 to be effective on July 2, 1998.

National Ski Patrol System, Inc.:

By: [Signature]  
National Chairperson

STATE OF COLORADO

} ss.

COUNTY OF JEFFERSON

The foregoing instrument was acknowledged before me this 7<sup>TH</sup> day of July, 1998 by [Signature] as the National Chairperson of National Ski Patrol System, Inc., who is known to me to hold such office, and who executed the document with proper authority of the Corporation as the act of the Corporation.

Witness my hand and official seal, this 7<sup>TH</sup> day of July 1998.

[Signature]  
Notary Public

My Commission Expires: 03/31/2001

DEBRA J. BLAKE  
NOTARY PUBLIC  
STATE OF COLORADO

My Commission Expires 03/31/2001

