

**ARTICLES OF INCORPORATION
OF
UNITED STATES TELEMAR SKI ASSOCIATION**

We, the undersigned, all of whom are citizens of the United States and all being of the age of eighteen years or more, acting as incorporators under the Utah Non-Profit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for such Corporation.

**Article I
NAME**

The name of the Corporation is United States Telemark Ski Association.

**Article II
DURATION**

The period of duration of this corporation is perpetual.

**Article III
PURPOSE**

a. To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to act and operate as a charitable organization.

b. To promote the sport of Telemark Skiing in the United States through educational and competitive events.

c. To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the forgoing and which are or may hereafter be authorized by Section 501 (c) (3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

d. To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;

(ii) 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 except as authorized under the Internal Revenue Code of 1954, as amended;

(iii) The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

**Article IV
MEMBERS/SHARES**

The corporation will have only one class of membership composed of Voting Members as defined in the By-Laws.

The corporation will not issue shares. Membership criteria, membership qualification and the various rights of membership will be as defined in the By-Laws.

**Article V
BY-LAWS**

Provisions for the regulation on the internal affairs of the corporation shall be set forth in the By-Laws.

**Article VI
DIRECTORS**

The number of Directors of the Corporation shall be a minimum of three (3), or more than three (3), as fixed from time to time by the By-Laws of the Corporation.

**Article VII
INCORPORATORS**

The names and addresses of the incorporators are:

Christopher Ulm
3734 South 810 East
Salt Lake City, Utah 84106

Paul Lamb
415 KM Ranch Road
Whitefish, MT 59937

Russell R. Hobbs
222 Mallard Loop
Whitefish, MT 59937

**Article VIII
REGISTERED OFFICE AND AGENT**

The corporations initial registered address shall be:

3734 South 810 East, Salt Lake City, Utah 84106

Such office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation.

The corporations initial registered agent at such address shall be:

Christopher Ulm

I hereby acknowledge and accept appointment as corporate registered agent:

Christopher Ulm

**Article IX
PRINCIPLE PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 3734 South 810 East, Salt Lake City, Utah 84106.

The business of this corporation may be conducted in all counties of the State of Utah and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

**Article X
DISTRIBUTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in the Article III hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

**Article XI
DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District 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.

In Witness Whereof, We, Christopher Ulm, Paul Lamb and Russell R. Hobbs, have executed these Articles of Incorporation in duplicate this 1st day of September, 2006, and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

Christopher Ulm

Paul Lamb

Russell R. Hobbs