

**ARTICLES OF INCORPORATION
OF
U.S. COLLEGIATE SKI AND SNOWBOARD ASSOCIATION**

(A Colorado Nonprofit Corporation)

These Articles of Incorporation (the “**Articles**”) constitute the Articles of Incorporation of the U.S. Collegiate Ski and Snowboard Association (the “**Corporation**”).

**ARTICLE I
CORPORATE NAME**

The name of the nonprofit corporation is U.S. Collegiate Ski and Snowboard Association.

**ARTICLE II
PERIOD OF DURATION**

The Corporation shall exist in perpetuity from the date of filing of these Articles with the Secretary of State for the State of Colorado, unless dissolved according to law.

**ARTICLE III
PURPOSES AND POWERS OF CORPORATION**

III.1 Purposes. The Corporation is organized pursuant to the Colorado Revised Nonprofit Corporation Act, as amended (the “**Act**”), and shall be operated exclusively for public, charitable, scientific or educational purposes as described in, and contemplated by, § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), including, without limitation:

- (a) To promote and develop amateur skiing and snowboarding activities, thereby fostering national and international amateur sports competition;
- (b) To provide educational programs and training opportunities for athletes, coaches, and officials, thereby advancing the physical and mental well-being of individuals through participation in these sports;
- (c) To partner with charitable, religious, educational, and other nonprofit organizations and tax-exempt entities to advance the Corporation’s foregoing charitable purposes;
- (d) To fundraise and otherwise procure other charitable resources, including in-kind donations and contributions, to support the Corporation’s charitable and exempt purposes; and
- (e) To take any and all lawful actions consistent with, and in furtherance of, the preceding purposes of the Corporation.

In furtherance of such purposes the Corporation may promote, establish, conduct, and maintain activities on its own behalf, or may contribute to or otherwise assist other organizations and institutions engaged in similar charitable activities.

III.2 Powers. In furtherance of the preceding purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

III.3 Restrictions on Powers. Notwithstanding any other provision of these Articles, the powers of the Corporation are restricted as follows:

(a) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income taxation under Code § 501(c)(3) or (ii) by an organization the contributions to which are deductible under Code §§ 170, 642, 2055, or 2522.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for the Corporation affecting one or more of its objects and purposes and except that payments may be made to a private individual other than a director or officer of the Corporation in furtherance of the purposes set forth in Section 3.1), and no director or officer of the Corporation or any other private individual whatsoever shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(c) No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

III.4 Prohibited Acts If the Corporation is Deemed a "Private Foundation." Notwithstanding any other provisions of these Articles, if at any time or times the Corporation is a "private foundation" within the meaning of Code § 509; then during such time or times:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Code § 4942;

(b) The Corporation shall not engage in any act of self-dealing, as defined in Code § 4941;

(c) The Corporation shall not retain any excess business holdings, as defined in Code § 4943(c);

(d) The Corporation shall not make any investments in such manner as to subject the Corporation to the tax imposed under Code § 4944; and

(e) The Corporation shall not make any taxable expenditures as defined in Code § 4945(d).

**ARTICLE IV
MEMBERSHIP**

The Corporation shall not have voting members.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 579 Casper Drive, Lafayette, CO 80026 and the name of the registered agent at such address is Meegan Moszynski.

**ARTICLE VI
INITIAL PRINCIPAL OFFICE**

The address of the initial principal office of the Corporation is 1580 N Logan St Ste 660 PMB 22462, Denver, Colorado 80203.

**ARTICLE VII
INCORPORATOR**

The name and mailing address of the incorporator are:

Meegan Moszynski
1580 N Logan St Ste 660 PMB 22462
Denver, Colorado 80203

The powers of the incorporator terminate upon the filing of these Articles.

**ARTICLE VIII
DIRECTORS**

Except as provided in the Act, the affairs of the Corporation shall be managed by a Board of Directors in accordance with the bylaws of the Corporation. The number of directors shall be fixed by the bylaws, or if the bylaws fail to fix such a number, then by resolution adopted from time to time by the Board of Directors. The number of directors may be increased or decreased from time to time by amendment of the bylaws, but no decrease in number shall have the effect of shortening the term of any incumbent director.

**ARTICLE IX
LIABILITY AND INDEMNIFICATION**

IX.1 Limitation of Personal Liability. The personal liability of each director of the Corporation for breach of fiduciary duty as a director is eliminated to the fullest extent permissible under the Act, including, without limitation, pursuant to Section 7-128-402.

IX.2 Scope of Indemnification. The Corporation is authorized to provide indemnification of, and advance expenses to, directors, officers, employees, fiduciaries, and other agents to the fullest extent permissible under the Act.

IX.3 Amendment, Modification, or Repeal. Any amendment, modification, or repeal of all or part of this Article IX shall not adversely affect any right or protection of a director, officer, employee, fiduciary, or other agent under this Article IX in respect of any action or omission occurring prior to the time of such amendment, modification, or repeal.

ARTICLE X BYLAWS

The Board of Directors shall have the power to make such bylaws as they may deem proper for the management of the affairs of the Corporation. Such bylaws may prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

ARTICLE XI AMENDMENT

The vote of two-thirds (2/3) of the members of the Board of Directors shall be required to amend, alter, repeal, or restate these Articles.

ARTICLE XII DISSOLUTION

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at the time qualify under Code § 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court for Fremont County, Colorado, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

ARTICLE XIII FILING OF DOCUMENT

The name and mailing address of the individual who caused this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is: Erik Estrada, Esq., 1380 Lawrence St., Suite 500, Denver, CO 80204.