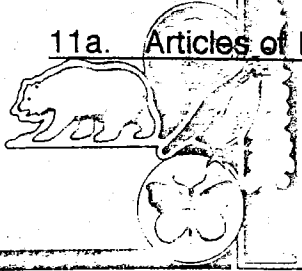


11a. ~~Articles of Incorporation~~



State
of
California
SECRETARY OF STATE

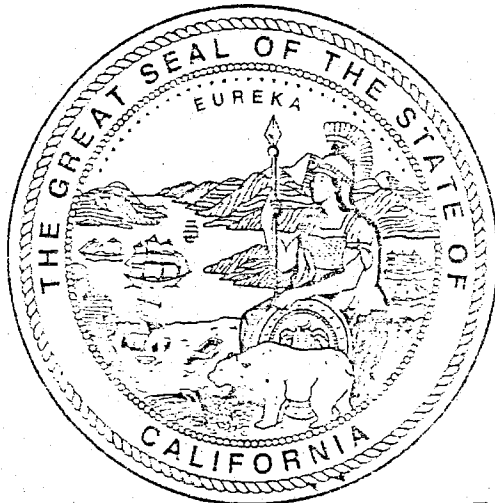
CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

NOV - 1 1995



Bill Jones

Secretary of State

ARTICLES OF INCORPORATION

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

OCT 23 1995

BILL JONES, Secretary of State

I

The name of this corporation is Far West Nordic Ski Education Association

II

A. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for:

- () public purposes.
or (XX) charitable purposes.
or () public and charitable purposes.

B. The specific purpose of this corporation is to promote cross country
skiing through education

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Name Allen Plummer

STREET Address 2295 California Ave.

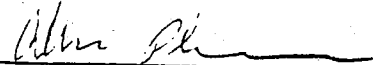
City South Lake Tahoe State CALIFORNIA Zip 96150

IV

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.



(Signature of Incorporator)

Allen Plummer

(Typed Name of Incorporator)

11a. By-Laws:



BY-LAWS OF
FAR WEST NORDIC
SKI EDUCATION
ASSOCIATION

a California non-profit
corporation

ARTICLE I

Articles of Incorporation

The name of the Corporation, the objectives for which it is established and the nature of the business to be transacted by it, and the location of its principal and other places of business shall be as set forth in the Articles of Incorporation, as from time to time amended, and by these By-Laws, the powers of the Corporation and of its Board of Directors, and all matters concerning the conduct and regulations of the business of the Corporation shall be subject to such provisions in regard hereto, if any as set forth in such Articles of Incorporation; and such Articles of Incorporation are hereby made a part of these By-Laws.

ARTICLE II

Board of Directors

Section 1. The government of the Corporation and the management and control of its affairs shall be vested in a Board of Directors (it is intended that the Directors shall perform their duties as if they were "trustees" and act in accordance with the definition of the term "trustees") consisting of not less than six (6) nor more than twelve (12) members. The number of Directors to serve on the board shall be determined by the Directors at any annual meeting duly constituted. The Directors shall be elected by the Directors duly elected and now serving. Their term shall be one year. The number of Directors can be increased or decreased within the limits imposed by this section at any special meeting called for that purpose.

The initial Board of Directors shall be appointed by the incorporator and will fill out the remainder of the year.

Section 2. Whenever there shall be a vacancy in the membership of the Board of Directors by reason of death, resignation, declination, incapacity or other cause, the remaining Directors may fill the vacant position until the next annual meeting of the Board of Directors by election at any special meeting called for that purpose. No person shall be elected to the Board of Directors

except by vote for him of at least a majority of the votes entitled to be cast. Incapacity or other cause shall be determined by the Board of Directors.

Section 3. The Board of Directors shall choose from themselves a president, vice-president, a treasurer, and a secretary. One person may hold any two of said offices at the same time.

Section 4. Board Members must attend half (50%) of the regularly scheduled Board meetings of a fiscal year or be removed from office.

ARTICLE III

Meeting of Board of Directors

Section 1. Regular Board of Directors' Meetings. Regular meetings of the Board of Directors shall be held at such places and at such time as the board by vote may determine, and if so determined, no notice thereof need be given. Special meetings of the Board of Directors may be held as set forth in Section 3 herein. The officers of the corporation shall be elected by the Board of Directors and a meeting may be held without notice for this purpose immediately after the annual meeting of the Board of Directors and at the same place.

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if a written consent thereto is signed by all Directors of the Board or of such committee. Such written consent shall be filed with the minutes of the board of Directors or committee.

Members of the Board of Directors or of any committee designated by the Board may participate in a meeting of the Board or the committee by means of a conference telephone network or a similar communication method by which all persons participating in the meeting may hear each other. Participation in a meeting pursuant to such a communications method constitutes presence in person at such meeting. Each person participating in the meeting shall sign the minutes thereof and said minutes may be signed in counterparts.

Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be held on some date during the month of March in each year upon call by the president. Notice of said meeting shall be distributed to the Directors at least thirty (30) days prior to the date of the meeting. In the event that such annual meeting is omitted by oversight or otherwise during the March of each calendar year, the Directors shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently may be, and any business transacted or elections held at such meeting shall be as valid as if transacted or held at the annual meeting. Such subsequent meeting shall be called in the same manner as provided for the annual Board of Directors meeting.

Section 3. Special Meetings. Special meetings of the Board of Directors may be held at any time or place, whenever called by the president, a vice president, the treasurer, the secretary, or two Directors, notice thereof being given to each Director by the secretary or an officer calling the meeting, or at any time without formal notice, provided all the Directors are present or those not present shall at any time waive or have waived notice thereof. Notice of special meetings stating the time and place thereof, shall be given by mailing the same to each Director at his or her residence address at least seven days before the meeting, or by delivering the same to him or her personally or by modern communication the same to his or her residence address not later than six days before the day on which the meeting is to be held, unless in case of emergency the chairman of the Board of Directors or the president shall

prescribe a shorter notice to be given personally or by modern communication to each Director at his or her residence address. Such special meeting shall be held at such time and place as the notice thereof or waiver shall specify.

Section 4. Waiver of Notice. Whenever any notice whatsoever is required to be given by these By-Laws, or the Articles of Incorporation of this corporation, or any of the corporation laws of the State of California, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 5. Order of Business. At all meetings of the Board of Directors the order of business shall be: (a) taking the roll; (b) proof of notice of meeting if required; (c) approving the minutes of previous meetings; (d) reports of Directors and officers; (e) election of Directors; (f) miscellaneous business.

Section 6 Quorum. At any meeting of the Board of Directors present in person by five (5) Directors entitled to vote thereat shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time and such meetings as so adjourned may be held without further notice.

Section 7 Meeting Conduct. Roberts Rules Order will govern the Board's meetings except when in conflict with these By-Laws.

ARTICLE IV

Proxies and Voting

Each member shall be entitled to one vote in respect to any matters brought before meetings of the Board of Directors and must be present to vote.

ARTICLE V

Limitation of Power

The enumeration of the powers and duties of the Directors in these By-Laws shall not be construed to exclude all or any of the powers and duties, except insofar as the same are expressly prohibited or restricted by the provisions of these By-Laws or Articles of Incorporation, and the Directors shall have and exercise all other powers and perform all such duties as may be granted by the laws of the State of California and do not conflict with the provisions of these By-Laws.

ARTICLE VI

Membership of the Corporation

The membership of the Far West Nordic Ski Education Association shall be comprised of the Board of Directors and any persons appointed by them. The membership shall function only in an advisory capacity to the Board of Directors. It shall have no power in management on the business of the corporation and shall not have the power to elect members of the Board of Directors.

ARTICLE VII

Power of the Board of Directors

The Board of Directors shall have the entire management of the business and affairs of the Corporation and shall have and exercise all the powers possessed by the Corporation itself, so far as such delegation of authority is not inconsistent with the laws of the State of California, with the Articles of Incorporation of the corporation, or with these By-Laws.

ARTICLE VIII

Section 1. Officers and Executive Committee of the Corporation

The officers of the Corporation shall be a president, vice-president, treasurer, and secretary and such other officers and agents as the Directors shall appoint and elect. Said officers shall be elected from the Directors duly elected to the Board of Directors. An Executive Committee may be appointed by the Board of Directors from its membership. An Executive Committee, if appointed, shall have as many members as the Board of Directors shall from time to time decide and shall have such powers, duties and authority as from time to time may be delegated to it by the Board of Directors. The officers and the Board of Directors shall serve for a term of one (1) year.

Section 2. Eligibility of Officers.

The president and the chairman of the Board of Directors must be Directors of the corporation. The vice-president, secretary, treasurer and such other officers as may be appointed need not be Directors of the corporation. Any person may hold more than one office, provided the duties thereof can be consistently performed by the same person; provided however that no one person shall at the same time, hold the three offices of president or vice-president and secretary and treasurer.

Section 3. Additional Officers and Agents

The Board of Directors, at its discretion, may appoint a general manager, one or more vice-presidents, assistant secretaries, and such other officers or agents as it may deem advisable, and prescribe the duties thereof.

Section 4. President

The president shall be the chief executive officer of the Corporation and shall, when present, preside at all meetings of the Board and shall perform such other duties and have such other powers as the Board of Directors may, from time to time, determine.

Section 5. Vice-President

The vice-president shall assume such duties as from time to time may be delegated by the president or by the Board of Directors. In the absence of the president, the vice-president shall assume the duties of the president.

Section 6. Treasurer

The Treasurer shall have the care and custody of the funds of the Corporation and shall have and exercise, under the control, and direction of the Board of Directors, all the powers and duties commonly incident to his office. He or she may be required by the Board of Directors to give bond in such sum and with such sureties as may be satisfactory to it. He or she shall have the custody of all money, funds, valuable papers and documents of the Corporation except his or her own bond which shall remain in the custody of the president. He or she shall deposit all the funds of the Corporation in such bank or banks, trust company or trust companies or with such other firm or firms doing a banking business as the Board of Directors may from time to time designate. He or she may, on behalf of the Corporation, endorse or deposit for collection all checks, notes and other obligations payable to the Corporation or its order and may accept drafts on behalf thereof. He or she shall keep accurate books and accounts of all the Corporation transactions, which books and accounts shall be the property of the Corporation, and these, together with all the other Corporation property in his custody and possession, shall be subject at all times to inspection and control of the Board of Directors.

All receipts and vouchers for payment made to the Corporation and all checks, drafts, notes or other Corporation obligations for the payment of money by the Corporation shall be signed by the treasurer, except as the Board of Directors may otherwise specifically order or authorize.

Section 7. Secretary

The secretary of the Corporation shall be present at all meetings thereof and shall keep accurate records in books provided for the purpose of all the proceedings of such meetings. Such books shall at all reasonable times be open to the inspection of any member of the Board of Directors. He or she shall perform all duties commonly incident to his or her office and shall have such other powers as the Board of Directors may from time to time specify. In the absence of the Secretary from any meeting of the Board of Directors, a secretary *pro tempore* may be chosen who shall record the proceedings of such meetings. The secretary, and any secretary *pro tempore* shall be sworn to the faithful performance and discharge of his or her duties.

ARTICLE IX
Capital Stock

There shall be no capital stock of this Corporation, and as the purpose of the Corporation is to acquire, by purchase, gift, or otherwise, real or personal property and to maintain, use and operate such property in such manner as to promote and foster its corporate objects as well as those of the gifts which it may receive, subject to the terms and conditions on which it may receive said gifts, no part of the net income of this Corporation or of its property to assets, upon dissolution or liquidation, shall ever inure to the benefit of any of its incorporators or Directors or to the benefit of any private individual. No contributions shall be required of its Directors.

ARTICLE X
Fiscal Year

The fiscal year of the Corporation shall end with the 30th day of April in each year.

ARTICLE XI
Inspection of Books and Papers

All books, papers and documents of every kind and description belonging to the Corporation whether located in the office of the president, secretary, treasurer, or elsewhere, shall be open to the inspection of the members of the Board of Directors at all times during business hours.

ARTICLE XII
Amendments

Except as otherwise provided by law, these By-Laws and the Articles of Incorporation of the Corporation may be amended, altered, added to, or repealed in whole or in part by vote of the Board of Directors at any annual or special meeting thereof called for that purpose, provided notice of said amendments or modifications (alterations or additions) shall have been distributed in accordance with notices or the meeting as provided for in Article III.

ARTICLE XIII
Resignations and Removals

