

RESTATED

ARTICLES OF INCORPORATION
OF
PROFESSIONAL SKI INSTRUCTORS OF AMERICA
NORTHWEST DIVISION

Pursuant to the Oregon Nonprofit Corporation Act, the undersigned, being the President of Professional Ski Instructors of America, Northwest Division hereby execute the following Restated Articles of Incorporation, which supersede all prior Articles of Incorporation and Amendments thereto.

ARTICLE I

The name of this corporation is PROFESSIONAL SKI INSTRUCTORS OF AMERICA, NORTHWEST DIVISION and its duration shall be perpetual.

ARTICLE II

The purposes for which the corporation is organized are to receive and acquire by purchase, gift, grant, bequest, or devise, on its own behalf or as agent or trustee, real and personal property of all kinds, wheresoever situate and to hold, use, manage, expend, convey, invest and reinvest such property and income therefrom:

- (a) To promote the art of ski instruction by providing educational programs which will afford an opportunity for improving the skiing and teaching proficiency of members;
- (b) To assist in providing the skiing public with qualified and competent ski instructors;
- (c) To establish and maintain a high standard of ethics for its members in the profession of ski instruction;
- (d) To establish and maintain qualification, certification, rating, examination standards and registration for ski instructors and ski schools in cooperation with the Pacific Northwest Ski Association (PNSA), the Professional Ski Instructors of America (PSIA), the United States Forest Service and such other official organizations and governmental bodies concerned with skiing and/or with which this corporation may otherwise affiliate itself;
- (e) To otherwise cooperate and coordinate activities with the United State Ski Association (USSA), Professional Ski Instructors of America (PSIA), the Pacific Northwest Ski Association (PNSA), and the United States Forest Service and other official organizations and governmental bodies concerned with skiing;
- (f) To conduct certification examinations according to the requirements established by this corporation;

(g) To do such things as are authorized by the Oregon Nonprofit Corporation Act consistent with the above.

ARTICLE III

Provisions for the internal regulation of the corporation, including provisions for the distribution of assets on dissolution or final liquidation are:

(a) The corporation's efforts to achieve said objectives shall be by means of education, research, training and publicity, and not through intervention in political campaigns on behalf of or in opposition to any candidate for public office, and its activities shall be carried on without profit or gain to itself, to its members, or to any other person or corporation.

(b) No, member, officer, director or trustee shall have any proprietary interest in the assets of the corporation. In case of dissolution, the assets shall not be distributed to the members, but shall be disposed of in harmony with the above stated objectives and purposes to another nonprofit organization or agency.

ARTICLE IV

The following types of membership shall be available:

(a) Certified Instructors: A certified instructor must pass the examination provided by this corporation therefore, and meet such other requirements as might be provided by the By-Laws of this corporation from time to time. Each certified instructor shall have one vote.

(b) Associate Certified Instructors: An associate certified instructor must pass the examination provided by this corporation therefore, and meet such other requirements as might be provided by the By-Laws of this corporation from time to time. Each associate certified instructor shall have one vote.

(c) Registered Instructors: A registered instructor must register and meet such requirements as might be provided by the By-Laws of this corporation from time to time. Each registered instructor with two years continuous membership shall have one vote.

(d) Other non-voting members: This corporation may have such other non voting members as may be provided for by the By-Laws from time to time.

ARTICLE V

The affairs of this corporation shall be managed by a Board of Directors consisting of not less than fifteen (15) nor more than thirty (30) voting members of the corporation. Each director shall serve for three (3) years. Elections and terms of office for the directors shall be arranged so that terms of office for one third (1/3) of the directors shall expire each year.

Members of the Board of Directors shall be elected on a proportional basis from the various geographical regions encompassed by this corporation as established from time to time by the Board of Directors. Elections shall be held in March or April of each year and may be conducted by mail and elected persons notified prior to May 1.


ARTICLE VI

The Board of Directors shall elect such officers to manage the corporation as provided for in the By-Laws and such committees as may be established by the By-Laws.

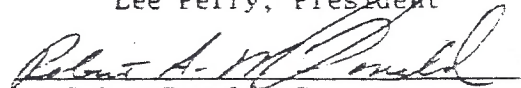
ARTICLE VII

The Articles of Incorporation may be amended from time to time by a vote of two-thirds (2/3) of the members present at an annual or special meeting after due notice of the intended amendments.

DATED this 1st day of May, 1989.



Lee Perry, President



Bob McDonald, Secretary

Administrative Vice President