

**SECRETARY OF STATE**

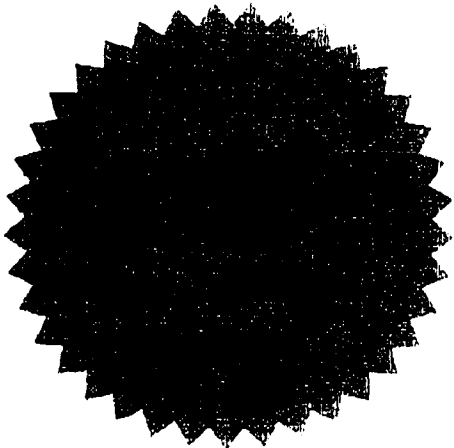
I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

MAY 28 2003

*Kevin Shelley*  
Secretary of State



A0596731

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

MAY 21 2003

**KEVIN SHELLEY**  
Secretary of State


**CERTIFICATE OF  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SUGAR BOWL SKI TEAM FOUNDATION**

Patricia Hellman Gibbs, MD and Josh Hitchcock certify that:


- 1.) They are the President and the Secretary, respectively, of Sugar Bowl Ski Team Foundation, a California nonprofit benefit corporation.
- 2.) The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Amended and Restated Articles of Incorporation.
- 3.) The foregoing amendment and restatement has been fully approved by this corporation's Board of Directors.
- 4.) This corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our own knowledge.

DATED: 2/3, 2003

  
Patricia Hellman Gibbs, MD, President

DATED: 1/20, 2003

  
Josh Hitchcock, Secretary

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SUGAR BOWL SKI TEAM FOUNDATION

ARTICLE I

The name of this corporation is Sugar Bowl Ski Team Foundation.

ARTICLE 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 California Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), that support and develop amateur athletes for national or international competition in sports within the meaning of Section 501(j).

ARTICLE III

The Sugar Bowl Ski Team Foundation will admit students of any race, color, national and ethnic origin, gender, or religion to all the rights, privileges, programs, and activities generally accorded or made available to students at any school which the Foundation may operate. It will not discriminate on the basis of race, color, national and ethnic origin, gender, religion or sexual orientation in administration or its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

#### ARTICLE IV

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, 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.

#### ARTICLE V

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code and no part of the net income or assets of this corporation shall inure to the benefit of any director, officer, or member, if any, of this corporation, or any other private persons. 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 and educational purposes meetings the requirements for exemption provided by section 214 of the Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Code.

