

N98000004486

Document Number Only

98 AUG -4 PM 4:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CT Corporation System

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

200002607062--1  
-08/04/98--01067--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

North American Snowboard Association, Inc.

☐ Profit

☒ NonProfit Articles

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☐ Certified Copy

☐ Photo Copies

☒ CUS

☐ Call When Ready

☒ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Please Return Extra Copies  
File Stamped.

Thank You!!

Hope

P. Hall

AUG - 4 1998

RECEIVED  
98 AUG -4 PM 12:17  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
NORTH AMERICAN SNOWBOARD ASSOCIATION INC.**

FILED  
98 AUG -4 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this Corporation is "NORTH AMERICAN SNOWBOARD ASSOCIATION INC."

**ARTICLE II  
NON-PROFIT STATUS**

The Corporation shall be a nonprofit corporation organized and operated pursuant to the Florida Not For Profit Corporation Act (F. S. A. Sections 617.01011 et. seq.)

**ARTICLE III  
DURATION**

The Corporation shall have perpetual duration.

**ARTICLE IV  
PURPOSES**

The Corporation is organized exclusively for the purpose of acquiring and administering funds and property which, after the payment of necessary expenses, shall be devoted exclusively to charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), as may be determined from time to time by the Board of Directors. The preceding sentence shall not be construed to require the Board of Directors to distribute the principal or corpus held by the Corporation.

**ARTICLE V  
POWERS**

Except as otherwise provided in these Articles of Incorporation or in the Bylaws of the Corporation, the Corporation shall have the power and authority to do all things and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the

objectives enumerated in these Articles of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of this Corporation, and, in general, either alone or in association with other associations, corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment, attainment, or furtherance of the purposes and objectives of this Corporation.

The Corporation shall have power to receive and accept donations, in money or in property, either without restriction, or restricted to such purposes as the donor may provide; provided, however, such purpose is within the purpose of this Corporation, and any such restricted donations shall be used for the purposes to which restricted.

## **ARTICLE VI** **LIMITATIONS**

The Corporation is not organized and shall not be operated for profit or pecuniary gain. Notwithstanding any other provisions contained in these Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. The Corporation shall not, except as an insubstantial part of its activities, attempt to influence legislation by propaganda or otherwise and shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3).

Notwithstanding any other provisions contained in these Articles of Incorporation, during those years in which the Corporation constitutes a "private foundation" as described in Code Section 509(a), the Corporation must distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall be prohibited from all of the following: (a) engaging in any act of "self-dealing" (as defined in Code Section 4941(d)); (b) retaining any "excess business holdings" (as defined in Code Section 4943(c)); (c) making any investments in such manner as to subject the Corporation to tax under Code Section 4944; and (d) making any taxable expenditures (as defined in Code Section 4945(d)).

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, (i) dispose of all of its assets exclusively for the purposes of the Corporation in such manner; or (ii) distribute to such organization(s) organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization(s) under Code Section 501(c)(3), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a Court of proper jurisdiction exclusively for exempt charitable, educational, or scientific purposes or to such

organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

## **ARTICLE VII** **DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The manner and method of electing the Board of Directors, other than the initial Board of Directors, shall be as determined by the Bylaws of the Corporation. The initial Board of Directors shall be appointed by the incorporator listed at Article IX.

## **ARTICLE VIII** **REGISTERED OFFICE AND PRINCIPAL OFFICE**

The initial principal office of the Corporation is at 11770 U.S. Highway One, North Palm Beach, Florida 33408. The initial registered office of the Corporation is at c/o Executive Sports International, 11770 U.S. Highway One, North Palm Beach, Florida 33408, and the initial registered agent at such address is Christopher Higgs.

## **ARTICLE IX** **INCORPORATOR**

The name and address of the incorporator is:

Michael P. Ring  
c/o Long Aldridge & Norman LLP  
303 Peachtree Street, N.E., Suite 5300  
Atlanta, Georgia 30308

## **ARTICLE X** **NO MEMBERSHIP**

The Corporation shall not have Members.

**ARTICLE XI**  
**DIRECTOR AND OFFICER LIABILITY AND INDEMNIFICATION**

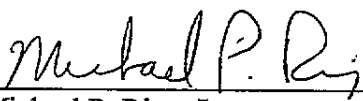
No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as a Director if he or she acted in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the preceding sentence, no Director's liability shall be limited or eliminated for any action with respect to which exculpation is prohibited by Section 617.0834 of the Florida Not For Profit Corporation Act. If the Florida Not For Profit Corporation Act is amended after the effective date of this Article to authorize corporate action further limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the Florida Not For Profit Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the Directors of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was a Director, shall be indemnified and held harmless by the Corporation to the fullest extent authorized and allowable by the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Florida Not For Profit Corporation Act permitted the Corporation to provide prior to such amendment), against all expenses, liability, and loss (including attorneys' fees, judgments, fines, ERISA excise taxes, or penalties, and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such Director in connection with any such proceeding. Such indemnification shall continue as to a Director who has ceased to be a Director and shall inure to the benefit of the Director's heirs, executors, and administrators. Except with respect to proceedings to enforce rights to indemnification by a Director, the Corporation shall indemnify any such Director in connection with a proceeding (or part thereof) initiated by such Director only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right. Notwithstanding the preceding provisions of this paragraph, no Director shall be indemnified for expenses or losses to the extent such indemnification is prohibited by the Florida Not For Profit Corporation Act.

The Corporation shall pay for or reimburse the actual and reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if the Director furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification for such expenses under this Article or otherwise. The undertaking must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to Director's financial ability to make repayment.

Officers of the Corporation shall be entitled to the same rights, standards of conduct and indemnification as shall Directors, as set forth in this Article XI.

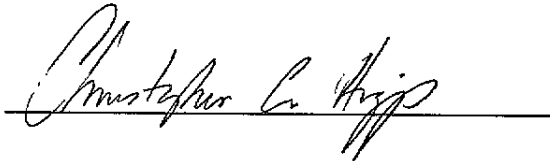
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation as of the 4th day of August, 1998.

  
\_\_\_\_\_  
Michael P. Ring, Incorporator

**AGENT CERTIFICATION**

FILED  
98 AUG -4 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By signing hereunder, I certify that I am familiar with, and accept the obligation of the position of Registered Agent for NORTH AMERICAN SNOWBOARD ASSOCIATION INC.

A handwritten signature in cursive script, reading "Christopher C. Higgs", is written over a horizontal line.

Printed Name Christopher Higgs

August 4, 1998