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**Certificate to Accompany  
 Restated Articles or  
 Amended and Restated Articles**  
 (PURSUANT TO NRS)

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ABOVE SPACE IS FOR OFFICE USE ONLY

**This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation**

(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

SKY TAVERN JUNIOR SKI PROGRAM

2. The articles are: (mark only one box)  Restated  Amended and Restated

Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:\*

No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: \_\_\_\_\_  
 The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

The entity name has been amended.

The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)

The purpose of the entity has been amended.

The authorized shares have been amended.

The directors, managers or general partners have been amended.

IRS tax language has been added.

Articles have been added.

Articles have been deleted.

Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

Article IV - The minimum number of Directors has been changed to five.

\* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Restated Articles  
 Revised: 3-30-09

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SKY TAVERN JUNIOR SKI PROGRAM

ARTICLE I  
Name and Type of Corporation

The name of the corporation is Sky Tavern Junior Ski Program (the "Corporation").

ARTICLE II  
Duration

The duration of the Corporation is perpetual.

ARTICLE III  
Purposes

The Corporation is a nonprofit corporation, organized solely for general charitable purposes or for a combination of educational, scientific, and charitable purposes. Without limiting the generality of the foregoing, the Corporation may engage in any lawful activity, including without limitation: (1) promotion of youth snow sports; (2) planning, training and provision recreational activities for the citizens of the Truckee Meadows with special emphasis on the training of children in the proper methods of mountain recreation, regardless of physical or financial limitations; (3) enabling all in the Truckee Meadows to enjoy the benefits of Sky Tavern Park; (3) enhancing, developing and caring for the Sky Tavern Park for use to the general community on a year round basis.; and (4) further developing the Sky Tavern Park to include special events and meeting places; so long as such activity does not impair the Corporation's status as a charitable or educational organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or corresponding section of any future federal tax code.

ARTICLE IV  
Directors

The Corporation shall be governed by a Board of Directors which shall consist of not less than five (5) directors. The number of directors of the Corporation may be increased or decreased from time to time in such a manner as shall be provided by the Bylaws of the Corporation.

ARTICLE V  
Amendment

These Amended and Restated Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors entitled to vote on each such amendment.

ARTICLE VII  
Liability

Directors and officers of the Corporation shall be indemnified by the Corporation from any expenses, costs, damages or otherwise to the maximum extent permitted by the Nevada Revised Statutes in NRS 82.221.