

ARTICLES OF INCORPORATION
OF
EASTERN PROFESSIONAL SKI INSTRUCTORS ASSOCIATION, INC.

We, the undersigned incorporators, hereby form a corporation under the Nonstock Corporation Act of the State of Connecticut.

ARTICLE I

The name of the corporation shall be Eastern Professional Ski Instructors Association, Inc.

ARTICLE II

The nature of the activities to be conducted, and the purposes to be promoted or carried out by the corporation are as follows:

To promote ski instruction by professional ski instructors; handle problems of common concern to the ski teaching profession; establish and maintain the highest standards of business practices, custom and usage; promote and advance the interests of the ski teaching profession; represent and act for the ski teaching profession before divisions of government and before those public and private organizations whose work affects the ski teaching profession; prepare or assist in the preparation of high certification standards and technical alignment; conduct promotional activities, including advertising and publicity; assist in the development of efficiency in the ski industry through technical research; engage in any lawful activities which will enhance efficient and economic progress of the ski teaching profession and apprise the public of its scope and character.

ARTICLE III

This corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

ARTICLE IV

The period of duration of this corporation shall be perpetual.

ARTICLE V

The location of the principal place of business of this Corporation shall be: 29 North Main Street, West Hartford, Connecticut

ARTICLE VI

This Corporation is to have members. The terms of admission and qualifications for membership and voting in this Corporation shall be provided for in the Corporation's By-Laws.

Dated at Brattleboro, Vermont, this 1st day of November, 1973.

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Name of Incorporator:

Einar Aas

Signed:

Einar Aas

Name of Incorporator:

Calvin R. Cantrell

Signed:

Calvin R. Cantrell

Name of Incorporator:

David W. Crocker

Signed:

David W. Crocker

Name of Incorporator:

Brian H. Fairbank

Signed:

Brian H. Fairbank

Name of Incorporator:

Warren E. Gilbertson

Signed:

Warren Gilbertson

Name of Incorporator:

Peter Palmer

Signed:

Peter Palmer

Name of Incorporator:

A. Leonard Pines

Signed:

A. Leonard Pines

Name of Incorporator:

Gordon Richardson

Signed:

Gordon Richardson

Name of Incorporator:

Donald Rosenberg

Signed:

Donald Rosenberg

Name of Incorporator:

Kerr Sparks, Jr.

Signed:

Kerr Sparks, Jr.

Name of Incorporator:

Barbara Van der Voet

Signed:

Barbara van der Voet

Name of Incorporator:

Paul Manseau

Signed:

Paul Manseau

FILED State of Connecticut

NOV 1 - 1973 3-10PM

Secretary of State By [Signature]

CHARTER FEE \$ 30-
Filing \$ 4-
Certification \$

FOR SECRETARY OF STATE

34 - receipt
P. S. Hoff
B. H.

**APPOINTMENT OF STATUTORY AGENT FOR SERVICE
DOMESTIC CORPORATION
61-6 REV. 6-66**

For office use only
ACCOUNT NO.
INITIALS

TO: The Secretary of the State of Connecticut

NAME OF CORPORATION
 — **EASTERN PROFESSIONAL SKI INSTRUCTORS ASSOCIATION, INC.**

APPOINTMENT

The above corporation appoints as its statutory agent for service, one of the following:

NAME OF NATURAL PERSON WHO IS RESIDENT OF CONNECTICUT	BUSINESS ADDRESS
Jules S. Tarlow	29 North Main Street, West Hartford, Conn. 06107
	RESIDENCE ADDRESS
	48 Richmond Lane, West Hartford, Conn. 06107
NAME OF CONNECTICUT CORPORATION	ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, enter address of appointee's statutory agent for service)
NAME OF CORPORATION not Organized Under the Laws of Conn.*	ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, enter "Secretary of the State of Connecticut".)

*Which has procured a Certificate of Authority to transact business or conduct affairs in this state.

SEE ATTACHED AUTHORIZATION

AUTHORIZATION

ORIGINAL APPOINTMENT (Must be signed by a majority of incorporators.)	NAME OF INCORPORATOR (Print or type)	SIGNED (Incorporator)	DATE 11-1-73
	NAME OF INCORPORATOR (Print or type)	SIGNED (Incorporator)	
	NAME OF INCORPORATOR (Print or type)	SIGNED (Incorporator)	
SUBSEQUENT APPOINTMENT	NAME OF PRESIDENT, VICE PRESIDENT, OR SEC.	SIGNED (President, or Vice President, or Secretary)	DATE

ACCEPTANCE

Accepted: NAME OF STATUTORY AGENT FOR SERVICE (Print or Type) **Jules S. Tarlow** SIGNED (Statutory Agent for service) *Jules S. Tarlow*

For office use only

FILED State of Connecticut

NOV 1 - 1973 3-10 PM

Secretary of State By *[Signature]*

FILING FEE \$	CERTIFICATION FEE \$	TOTAL FEES \$
SIGNED (For Secretary of the State)		
CERTIFIED COPY SENT ON (Date)	INITIALS	
TO		
CARD	LIST	PROOF

VOL 85

519

**APPOINTMENT OF STATUTORY AGENT FOR SERVICE
DOMESTIC CORPORATION
61-6 REV. 6-66**

For office use only
ACCOUNT NO.
INITIALS

TO: The Secretary of the State of Connecticut

NAME OF CORPORATION
EASTERN PROFESSIONAL SKI INSTRUCTORS ASSOCIATION, INC.

APPOINTMENT

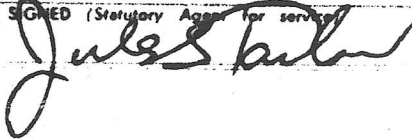
The above corporation appoints as its statutory agent for service, one of the following:

NAME OF NATURAL PERSON WHO IS RESIDENT OF CONNECTICUT Jules S. Tarlow	BUSINESS ADDRESS 29 North Main Street, West Hartford, Conn. 06107
	RESIDENCE ADDRESS 48 Richmond Lane, West Hartford, Conn. 06107
NAME OF CONNECTICUT CORPORATION	ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, enter address of appointee's statutory agent for service)
NAME OF CORPORATION not Organized Under the Laws of Conn.*	ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, enter "Secretary of the State of Connecticut".)

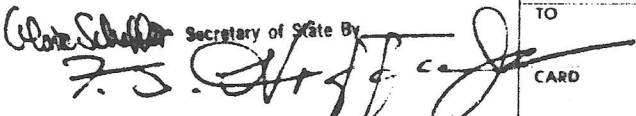
*Which has procured a Certificate of Authority to transact business or conduct affairs in this state.

SEE ATTACHED AUTHORIZATION		AUTHORIZATION	
ORIGINAL APPOINTMENT (Must be signed by a majority of incorporators.)	NAME OF INCORPORATOR (Print or type)	SIGNED (Incorporator)	DATE 11-1-73
	NAME OF INCORPORATOR (Print or type)	SIGNED (Incorporator)	
	NAME OF INCORPORATOR (Print or type)	SIGNED (Incorporator)	
SUBSEQUENT APPOINTMENT	NAME OF PRESIDENT, VICE PRESIDENT, OR SEC.	SIGNED (President, or Vice President, or Secretary)	DATE

ACCEPTANCE

Accepted:	NAME OF STATUTORY AGENT FOR SERVICE (Print or Type) Jules S. Tarlow	SIGNED (Statutory Agent for service) 
-----------	---	--

For office use only	FILED State of Connecticut NOV 1 - 1973 3-10PM	FILING FEE \$ <input checked="" type="checkbox"/>	CERTIFICATION FEE \$	TOTAL FEES \$
		SIGNED (For Secretary of the State)		
		CERTIFIED COPY SENT ON (Date)	INITIALS	
		TO	CARD	LIST

Secretary of State By 

519A

ORIGINAL APPOINTMENT

Name of Incorporator: Einar Aas	Signed: <u>Einar Aas</u>	Date: 11/1/73
Name of Incorporator: Calvin R. Cantrell	Signed: <u>Calvin R. Cantrell</u>	Date: 11/1/73
Name of Incorporator: David W. Crocker	Signed: <u>David W. Crocker</u>	Date: 11/1/73
Name of Incorporator: Brian H. Fairbanks	Signed: <u>Brian H. Fairbanks</u>	Date: 11/1/73
Name of Incorporator: Warren E. Gilbertson	Signed: <u>Warren E. Gilbertson</u>	Date: 11/1/73
Name of Incorporator: Peter Palmer	Signed: <u>Peter Palmer</u>	Date: 11/1/73
Name of Incorporator: A. Leonard Pires	Signed: <u>A. Leonard Pires</u>	Date: 11-1-73
Name of Incorporator: Gordon Richardson	Signed: <u>Gordon Richardson</u>	Date: 11/1/73
Name of Incorporator: Donald Rosenberg	Signed: <u>Donald Rosenberg</u>	Date: 11/1/73
Name of Incorporator: Kerr Sparks, Jr.	Signed: <u>Kerr Sparks, Jr.</u>	Date: 11/1/73
Name of Incorporator: Barbara Van der Voet	Signed: <u>Barbara van der Voet</u>	Date: 11/1/73
Name of Incorporator: Paul Manseau	Signed: <u>Paul Manseau</u>	Date: 11/1/73

Name of Incorporator:
A. Leonard Pires

[Signature] 11/1/73
Signed: _____ Date: _____
A. Leonard Pires 11-1-73

Name of Incorporator:
Gordon Richardson

Signed: _____ Date: _____
Gordon Richardson 11/1/73

Name of Incorporator:
Donald Rosenberg

Signed: _____ Date: _____
Donald Rosenberg 11/1/73

Name of Incorporator:
Kerr Sparks, Jr.

Signed: _____ Date: _____
Kerr Sparks, Jr. 11/1/73

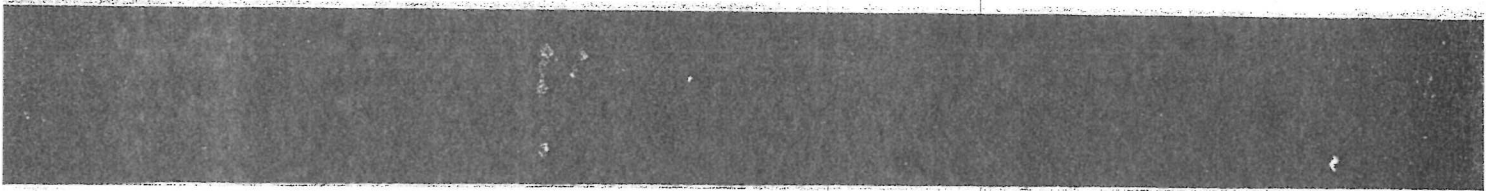
Name of Incorporator:
Barbara Van der Voet

Signed: _____ Date: _____
Barbara Van der Voet 11/1/73

Name of Incorporator:
Paul Manseau

Signed: _____ Date: _____
Paul Manseau 11/1/73

on file



**CERTIFICATE OF INCORPORATION
NONSTOCK CORPORATION**

61-27 REV. 10-69

VOL 85 520

**STATE OF CONNECTICUT
SECRETARY OF THE STATE**

For filing fee only
ACCOUNT NO
INITIALS <u>[Signature]</u>

The undersigned incorporator(s) hereby form(s) a corporation under the Nonstock Corporation Act of the State of Connecticut:

- The name of the corporation is Tri-Project, Inc.
- The nature of the activities to be conducted, or the purposes to be promoted or carried out by the corporation, are as follows:
to engage in any lawful act or activity for which corporations may be formed under the Nonstock Corporation Act.

CERTIFICATE

AMENDING OR RESTATING CERTIFICATE
OF INCORPORATION BY ACTION OF

INCORPORATORS

BOARD OF DIRECTORS

BOARD OF DIRECTORS AND SHAREHOLDERS
(Stock Corporation)

BOARD OF DIRECTORS AND MEMBERS
(Nonstock Corporation)

VOL. 1015

1354

**STATE OF CONNECTICUT
SECRETARY OF THE STATE**

For office use only
ACCOUNT NO.
INITIALS

1. NAME OF CORPORATION EASTERN PROFESSIONAL SKI INSTRUCTORS ASSOCIATION, INC.	DATE March 31, 1983
---	-------------------------------

2. The Certificate of incorporation is A. AMENDED ONLY B. AMENDED AND RESTATED C. RESTATED ONLY by the following resolution

RESOLVED, that Paragraph 1 of the Certificate of Incorporation be and hereby is amended to read as follows:

"The name of the corporation shall be Professional Ski Instructors of America, Eastern Division, Inc."

3. (Omit if 2.A is checked.)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any; if none, so indicate.)

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)

We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statements that the statements made in the foregoing certificate are true.

BY ACTION OF INCORPORATORS

SIGNED	SIGNED	SIGNED
APPROVED		
SIGNED	SIGNED	SIGNED

(All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote, if none, so indicate.)

BY ACTION OF BOARD OF DIRECTORS

- 4. (Omit if 2.C is checked.) The above resolution was adopted by the board of directors acting alone, there being no shareholders or subscribers.
- the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.
- the board of directors being so authorized pursuant to Section 33-241 Conn. G.S. as amended

5. The number of affirmative votes required to adopt such resolution is:

6. The number of directors' votes in favor of the resolution was:

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)

NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)

SIGNED (President or Vice President)

SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS

- 4. The above resolution was adopted by the board of directors and by shareholders.

5. Vote of shareholders:

(a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)

NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)

SIGNED (President or Vice President)

SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND MEMBERS

- 4. The above resolution was adopted by the board of directors and by members.

5. Vote of members:

(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION
976	976	651	939

(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)

NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)

SHERMAN W. WHITE, VICE PRESIDENT

GORDON RICHARDSON, SEC'Y.

SIGNED (President or Vice President)

SIGNED (Secretary or Assistant Secretary)

Sherman W. White, V.P.

Gordon Richardson - Sec.

FILED
STATE OF CONNECTICUT

APR 15 1983

J. M. Fagan

SECRETARY OF THE STATE

J. M. Fagan

\$ 6	CERTIFICATION FEE	\$	TOTAL FEES
SIGNED (For Secretary of the State)			\$ 6
CERTIFIED COPY SENT ON (Date)	INITIALS		
TO			
CARD	LIST	PROOF	

For office use only