

ENDORSED-FILED

in the office of the Secretary of State
of the State of California

MAY 24 2001

Corporate # 2346990

BILL JONES, Secretary of State

[AS AMENDED: Amendment Filed FEB 28 2003]

**ARTICLES OF INCORPORATION
OF****THE DAY-PARKER-TOMLINSON SCHOLARSHIP FUND, INC.****A CALIFORNIA PUBLIC BENEFIT CORPORATION**

ONE: The name of this corporation is **THE DAY-PARKER-TOMLINSON SCHOLARSHIP FUND, INC.**

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and educational purposes. The specific purposes for which this corporation is organized are:

To further the education and skill improvement of ski and snowboard instructors in order to increase their versatility, effectiveness, value and professional advancement for the purpose of enriching the mountain experience for the general public in learning, enjoyment and safety;

THREE: The name and address in the State of California of this corporation's initial agent for service of process is Lamar Parker, 10419 Briar Circle, Truckee, California 96161.

FOUR: (a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

Name	Address
E. Lamar Parker	10419 Briar Circle, Truckee, CA 96161
Steve Day	P.O. Box 3303, Olympic Valley, CA 96146
Rob Furtney	P.O. Box 3242, Olympic Valley, CA 96146

SIX: The property of this corporation is irrevocably dedicated to furthering the education and skill

improvement of ski and snowboard instructors in order to increase their versatility, effectiveness, value and professional advancement for the purpose of enriching the mountain experience for the general public in learning, enjoyment and safety and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, 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 furthering the education and skill improvement of ski and snowboard instructors in order to increase their versatility, effectiveness, value and professional advancement for the purpose of enriching the mountain experience for the general public in learning, enjoyment and safety, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Date: January 24, 2003.

S/_____
E. LAMAR PARKER, Director

S/_____
STEVE DAY, Director

S/_____
ROB FURTNEY, Director

We, the above-mentioned directors of this corporation, hereby declare that we are the persons who executed the foregoing Amended Articles of Incorporation, which execution is our act and deed.

S/_____
E. LAMAR PARKER, Director

S/_____
STEVE DAY, Director

S/_____
ROB FURTNEY, Director

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KEVIN SHELLEY
Secretary of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
THE DAY-PARKER-TOMLINSON SCHOLARSHIP FUND, INC.
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

The undersigned certify that:

- 1.** They are the president and secretary, respectively, of The Day-Parker-Tomlinson Scholarship Fund, Inc., a California corporation.
- 2.** Article TWO of the Articles of Incorporation of this corporation is amended to read as follows:

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and educational purposes. The specific purposes for which this corporation is organized are:

To further the education and skill improvement of ski and snowboard instructors in order to increase their versatility, effectiveness, value and professional advancement for the purpose of enriching the mountain experience for the general public in learning, enjoyment and safety.

- 3.** The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
- 4.** The 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 and correct of our own knowledge.

Date: January 24, 2003.

S/ _____
E. LAMAR PARKER, President

S/ _____
JACK SUIERVELD, Secretary/Treasurer