

AMENDMENT

RECEIVED

MAR 05 2012

Utah Div. Of Corp. & Comm. Code

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved on this 5th day of Mar, 2012
In this office of this Division and hereby issued
This Certificate thereof.

Examiner



Kathy Berg
Kathy Berg
Division Director

Date 4/4/12

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HELI-SKI U.S. ASSOCIATION, INC.**

Pursuant to §16-6a-1003 and §16-6a-1006 of the Utah Revised Nonprofit Corporation Act, at meetings duly noticed for that purpose, upon recommendation by the Directors and approval by the Members of Heli-Ski U.S. Association, Inc. (the "Corporation") the following Amended and Restated Articles of Incorporation were adopted:

ARTICLE I – NAME

The name of the Corporation shall be Heli-Ski U.S. Association, Inc.

ARTICLE II – DATE OF ADOPTION

These Amended and Restated Articles of Incorporation were adopted on the 21st day of May, 2011.

ARTICLE III – PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IV – PURPOSES

The Corporation is organized exclusively as a nonprofit trade association for the helicopter skiing and snowboarding industry under Section 501 (c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

The general purposes for which the Corporation is organized and its powers are:

- A. To promote and sustain helicopter skiing and snowboarding in the United States through newsletters, advertizing, promotion and other means;
- B. To develop and promote practices and operating standards that enhance safety and professionalism in helicopter skiing and snowboarding and to provide certification of compliance with those standards;
- C. To represent the helicopter skiing and snowboarding industry to the public, before public agencies and bodies and to related industries;
- D. To obtain, receive, hold, administer and expend property and funds in accordance with the policies and principles of the Corporation, principles of

03-05-12A11:00 RCVD

Date: 03/05/2012
Receipt Number: 3871022
Amount Paid: \$17.00

proper stewardship and in compliance with applicable state and Internal Revenue Service regulations;

- E. To enter into, make, perform and carry out contracts of every kind for any lawful purpose (without limit as to amount) with any person, firm, association, corporation, municipality, city, county, parish, state, territory, government or other municipal or governmental subdivision;
- F. To have an to exercise all powers conferred by the laws of the State of Utah upon Corporations formed under the Utah Revised Nonprofit Corporation Act as such law is now in effect or as such law may be amended from time-to-time; and
- G. For any purpose permitted non-profit corporations under the laws of Utah and also permitted to tax exempt corporations under the Internal Revenue Code.

ARTICLE V – COMPLIANCE WITH IRS § 501 (C)(6)

- A. This Corporation is organized as an association of persons and business entities having a common business interest, whose purpose is to promote and sustain the helicopter skiing and snowboarding industry. Its activities shall be directed to the improvement of business conditions of the helicopter skiing and snowboarding business and not the performance of particular services for individual persons.
- B. The Corporation shall have Members with common interests in the helicopter skiing and snowboarding industry, but no shareholders;
- C. The Corporation is organized as a non-profit entity and it shall not engage in a regular business of a kind ordinarily carried on for profit;
- D. No portion of the Corporation's net earnings shall inure to the benefit of any individual or member;
- E. The Corporation's Members shall be required to provide meaningful personal and financial support for the Corporation's activities.

ARTICLE VI – REGISTERED AGENT AND OFFICE

The mailing address of the registered office of the Corporation is P.O. Box 920057, Alta Utah 84092. The name of the initial registered agent is David R. Dassing. The physical address of the registered office and registered agent is 8333 Alta Bypass Road, Snowbird, Utah 84092.

ARTICLE VII – BOARD OF DIRECTORS

The number of Directors at adoption of these Amended and Restated Articles of Incorporation is nine (9). The nine directors are:

1. Joseph Royer, President: P.O. Box 281192, Lamiolle NV 89828-1192;
2. Mark Baumgardner, Vice President: P.O. Box 978, Sun Valley, ID 83353
3. Jon Shick, Treasurer: P.O. Box 173, Teton Village, WY 83025
4. Kevin Quinn, Secretary: PO Box 3354, Olympic Valley, CA 96146
5. David (Rusty) Dassing: P.O. Box 920057, Alta Utah, 84092.
6. Joseph Shults: P.O. Box 1560, Telluride, CO. 81435
7. Craig Pattee: P.O. Box 4980 Jackson Hole, WY 83001
8. Paul Butler: P.O. Box 367, Winthrop, WA 98862
9. Chris Owens: 19460 Village Scenic Parkway, Anchorage, Alaska, 99516

ARTICLE VIII – CLASSIFICATION OF MEMBERS

The Corporation shall have voting members consisting of Helicopter Skiing Operators doing business within the United States and meeting the requirements established by the Board of Directors in the Corporation's bylaws. The Corporation shall have such additional voting and non-voting classes of members as the Board of Directors shall establish through the bylaws.

ARTICLE IX – INCORPORATORS

The original incorporators of the Corporation were:

David S. Hamre, 19460 Village Scenic Parkway, Anchorage, Alaska, 99516;
Joseph Royer, P.O. Box 281192, Lamoille, Nevada 89828-1192;
David R. Dassing, P.O. Box 8094, Alta Utah, 84092.

ARTICLE X – INDEMNIFICATION

No officer or director of the Corporation shall be personally liable for any obligation of the Corporation or for any duties or obligations arising out of any acts performed for or on behalf of the Corporation. The Corporation shall indemnify any person who was or is a party (whether as a plaintiff or defendant) or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a trustee, director, officer or employee of the Corporation, against expenses (including attorney fees and court costs), judgments, fines and amounts paid in settlement or otherwise actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and 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.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *no lo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believe to be in or not opposed to the best interests of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

The Corporation shall indemnify any person who was or is a party (whether as a plaintiff or defendant) or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to produce a judgment in its favor by reason of the fact that he or she is or was a trustee, director, officer or employee of the Corporation, against expenses (including attorney fees and court costs) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be in violation of his or her duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem just and proper.

Any indemnification under this Article X (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the trustee, director, officer or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. Such determination shall be made by the Board of Directors by a majority vote of a quorum (as determined by the bylaws of the Corporation) consisting of Directors who were not parties to the action, suit or proceeding or if such quorum is not attainable, upon recommendation by independent legal counsel in a written opinion.

Expenses, (including attorney fees and court costs) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, investigation, suit or proceeding as authorized herein upon receipt of an undertaking by or on behalf of the director, trustee, officer or employee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article X.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, the bylaws, any vote or agreement of the Board of Directors (disinterested or otherwise) or any policy of the Corporation and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

Notwithstanding the foregoing provisions of this Article X, no indemnification shall be provided to any director, officer or employee who is a "disqualified person" to the extent that such indemnification would constitute an act of self-dealing under Section 4941 of the Internal Revenue Code.

ARTICLE XI – INSURANCE

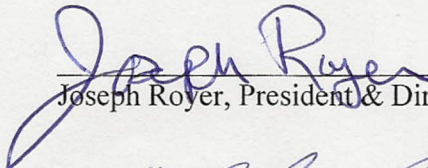
By Action of the Board of Directors, notwithstanding any interest of such directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a Director, officer or employee of the Corporation against any liability asserted against such person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expense under the provisions of Article X of these Articles or under applicable provisions of the laws of the State of Utah.

Notwithstanding the foregoing provisions, no insurance premiums shall be paid by the Corporation on behalf of any director, officer or employee who is a “disqualified person” to the extent that such payment would constitute an act of self-dealing under Section 4941 of the Internal Revenue Code.


ARTICLE XII – AMENDMENTS

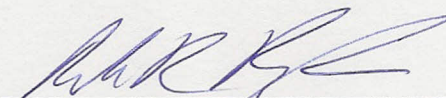
These Articles of Incorporation may be amended by two-thirds vote of the Directors, according to procedures set forth in the bylaws. The bylaws of the corporation may be adopted, amended or repealed by two-thirds vote of the Directors.

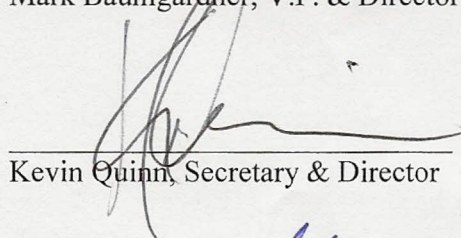
IN WITNESS WHEREOF, the undersigned representing the Voting Members of the Corporation and the Board of Directors of the Corporation, for the purpose of amending and restating the Articles of Incorporation of the Corporation pursuant to the Utah Revised Nonprofit Corporation Act, Utah Code Ann. § 16-6a-101 *et seq.* execute these Amended and Restated Articles of Incorporation effective the 21st day of May, 2011.

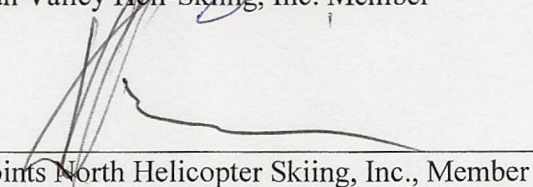

Joseph Royer, President & Director

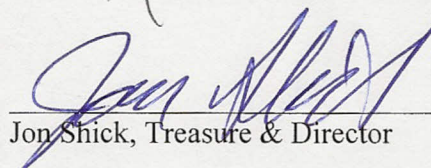

Ruby Mountain Heli-Skiing, Inc., Member

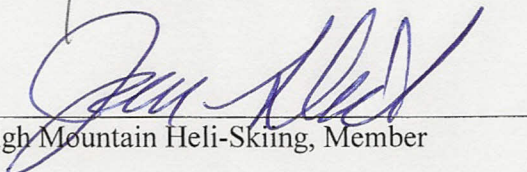

Mark Baumgardner, V.P. & Director

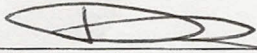

Sun Valley Heli-Skiing, Inc. Member



Kevin Quinn, Secretary & Director


Points North Helicopter Skiing, Inc., Member

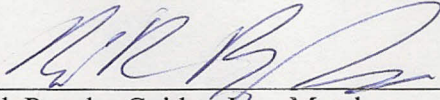

Jon Shick, Treasure & Director

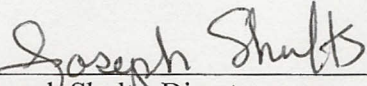

High Mountain Heli-Skiing, Member

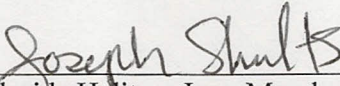

David R. Dassing, Director

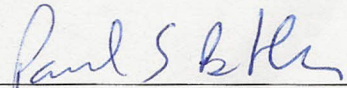

Wasatch Powder Guides, Member.

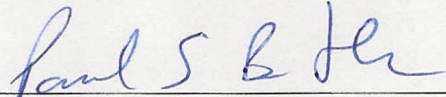

Chris Owens, Director


Chugach Powder Guides, Inc., Member


Joseph Shults, Director


Telluride Helitax Inc., Member

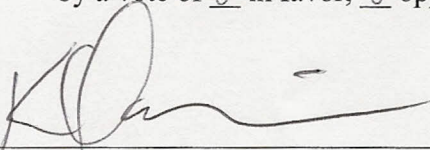

Paul Butler, Director


North Cascade Heli-Skiing, Inc., Member.

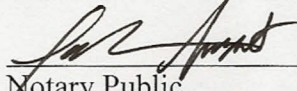
SECRETARY'S CERTIFICATION

I, Kevin Quinn, Secretary of Heli-Ski U.S. Association, Inc. do here by certify:

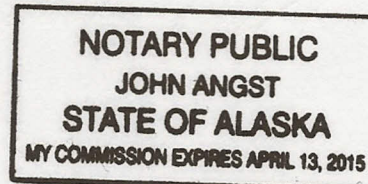
1. At a meeting duly noticed and called for that purpose, the foregoing Amended and Restated Articles of Incorporation were approved by the Board of Directors and recommended for adoption by the Members of the Corporation by a vote of 0 in favor, 0 opposed and 0 abstaining on the 21 day of May, 2011; and
2. At a meeting duly noticed and called for that purpose, the foregoing Amended and Restated Articles of Incorporation were approved by the Members of the Corporation by a vote of 0 in favor, 0 opposed and 0 abstaining on the 21 day of May, 2011.


Kevin Quinn, Secretary

Subscribed and sworn to before me on the 7th day, of February, 2012.


Notary Public

My Commission Expires: 04/13/2015

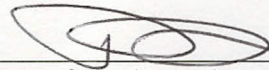


AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT

To the State of Utah Division of Corporations and Commercial Code

STATE OF UT)
COUNTY OF Summit) §

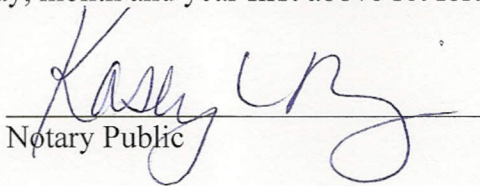
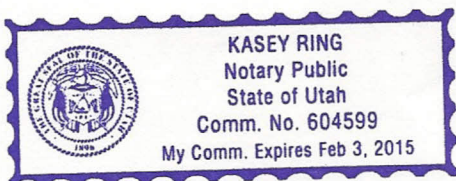
On this 29th day of FEBRUARY, 2011, before me a Notary Public in and for the State and County aforesaid, personally appeared David R. Dassing, who is to me known to be the person and who, being duly sworn, acknowledged to me that he does hereby accept his appointment as Registered Agent of Heli-Ski U.S. Association, Inc., the Corporation which is named in annexed Amended and Restated Articles of Incorporation, submitted pursuant to the provisions of the Utah Revised Nonprofit Corporation Act.



Signature of Registered Agent

By: David R. Dassing

Subscribed and sworn to before me on the day, month and year first above set forth.


Notary Public

My Commission expires 2-3-15