

AMENDED AND RESTATED ARTICLES OF
INCORPORATION
NATIONAL SKI PATROL SYSTEM, INC.

The Articles remain the same except as indicated below. (Additions in italic bold)

ARTICLE IV - MEMBERSHIP

The Corporation shall have Members whose rights and privileges are established *below and* in the Bylaws of the Corporation. Such Members shall have the right to vote, *as defined in these Articles and* in the manner set forth in the Bylaws *not inconsistent with these Articles. The Board of Directors may not change quorum requirements, nomination process, election process, or term of office without a vote of the members.*

ARTICLE V - BOARD OF DIRECTORS

In conformity with the laws of the State of Colorado, the business and affairs of the Corporation shall be managed by its Board of Directors pursuant to Bylaws adopted and modified from time to time by the Board. Such Bylaws shall fix the number of Directors of the Corporation, and shall establish procedures for the election of such directors *not inconsistent with these Articles. Six (6) years total term limit for members on the National Board including the time as Chairman.*

ARTICLE VI - OFFICERS

In conformity with the laws of the State of Colorado, the Officers of the Corporation shall be elected and/or appointed by the Members and/or Directors of the Corporation in the manner *as defined below and as* prescribed by the Bylaws of the Corporation *not inconsistent with these Articles. The NSP will be composed of 10 Geographic Divisions (Alaska, Central, Eastern, European, Far West, Intermountain, Northern, Pacific Northwest, Rocky Mountain, and Southern) and a Professional Division. Each Division will be headed by a Division Director who is elected in accordance with the Bylaws of their respective Division. To enhance communication among Division Directors and provide maximum access for working patrollers, the Division Directors will be the nominating committee for Board of Director vacancies in a manner provided for in the Bylaws. There will be more nominees than there are positions to fill to allow members a choice. Election will be by member direct vote on ballots delivered to each active member in a manner provided for in the Bylaws. The nominees receiving the most votes will fill the available vacancies. There is no minimum quorum for member voting.*

Severability: Should any article, section or provision of these Articles of Incorporation be held invalid by any court of law, federal or state or by any government, federal or state, or any subdivision thereof, all other parts shall remain in effect.