

Nonprofit Corporation
ARTICLES OF INCORPORATION
OF
SANDIA NORDIC SKI CLUB, INC.

ARTICLE I
NAME

1.01 Name

The name of this corporation shall be Sandia Nordic Ski Club, Inc. The business of the corporation may be conducted as Sandia Nordic Ski Club, Inc., or Sandia Nordic Ski Club.

ARTICLE II
DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

3.01 Purpose

Sandia Nordic Ski Club (aka "SNSC", "The Club", "The Organization") is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Club's general purpose is to advance the sport of cross country skiing in the greater Albuquerque, New Mexico area. More specifically, the Organization aims to:

- Promote the sport of cross country skiing, including classic and skate skiing techniques, to families and individuals of all ages and abilities
- Provide the public with instruction on the various styles of cross country skiing, as well as cross country ski trail safety and etiquette
- Work in conjunction with the US Forest Service (USFS) and other volunteer organizations to construct, maintain and provide the public with access to groomed cross country ski trails in the Sandia Mountains of New Mexico
- Promote and encourage education regarding cross country skiing and its associated health benefits
- Purchase and maintain cross country ski trail grooming equipment
- Promote and support youth and adult cross country skiing competitions and community events
- Partner with the USFS to help promote healthy forest management strategies and support environmental studies related to the potential impact of trail construction
- To directly engage in and provide facilities for others to engage in the promotion of cross country skiing, including classic and skate skiing techniques

ARTICLE IV **NON-PROFIT NATURE**

4.01 Non-profit Nature

Sandia Nordic Ski Club is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. No part of the net earnings of Sandia Nordic Ski Club shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof so long as such payments do not create a conflict of interest.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future Federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Sandia Nordic Ski Club is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles so long as such payments do not create a conflict of interest.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Sandia Nordic Ski Club of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Sandia Nordic Ski Club, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Sandia Nordic Ski Club hereunder shall be selected by the discretion of a majority of the existing members of the Board of Directors.

Upon termination or dissolution of the Sandia Nordic Ski Club, all membership rights and privileges, including voting rights, will be automatically terminated as provided in the Bylaws.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

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

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from Federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

4.07 Conflict of Interest Policy

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, club member, employee, affiliate, or member of a committee with board-delegated powers. The policy shall be administered in the manner set forth in the Corporation's Bylaws.

4.08 Codes of Ethics and Whistleblower Policy

Sandia Nordic Ski Club requires and encourages directors, officers and members to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The members of the Organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Sandia Nordic Ski Club to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The code of ethics and whistleblower policy shall be administered in the manner set forth in the Corporation's Bylaws.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

The Corporation shall have at least three (3) Directors at all times. The initial Board of Directors shall consist of eight (8) Directors being:

Scott Dietrich
13004 Sandia Point Road NE
Albuquerque, NM 87111

Jeffrey Huser
905 El Alhambra Circle NW
Los Ranchos, NM 87107

Elizabeth Quinley
4605 Inspiration Drive SE
Albuquerque, NM 87108

Paul Gourley
8420 San Diego Ave NE
Albuquerque, NM 87122

Jon Dellios
429 Schulte Road NW
Los Ranchos, NM 87107

Christopher Norton
10428 Box Canyon Place NW
Albuquerque, NM 87114

Karl Walczak
13216 Executive Ridge Drive NE
Albuquerque, NM 87113

Amanda Wang
6642 Mossman Place NE
Albuquerque, NM 87110

ARTICLE VI **MEMBERSHIP**

6.01 Membership

Sandia Nordic Ski Club shall have voting members as provided in its Bylaws.

ARTICLE VII **AMENDMENTS**

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of a majority of a quorum of members, except that no alternation, amendment, change or repeal of any provision thereof shall have the effect of changing the particular purposes and objectives of the Corporation as set forth in Article III thereof, in such a manner that the Corporation shall cease to be an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. A quorum of members shall be defined as twice the number of sitting board members plus one.

ARTICLE VIII **ADDRESSES OF THE CORPORATION**

8.01 Corporate Address

The address of the Initial Registered Office of the Corporation is:

Sandia Nordic Ski Club
13004 Sandia Point Road NE
Albuquerque, NM 87111

The mailing address of the corporation is:

Sandia Nordic Ski Club
13004 Sandia Point Road NE
Albuquerque, NM 87111

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Scott Dietrich
13004 Sandia Point Road NE
Albuquerque, NM 87111

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

Scott Dietrich
13004 Sandia Point Road NE
Albuquerque, NM 87111

Jeffrey Huser
905 El Alhambra Circle NW
Los Ranchos, NM 87107

Elizabeth Quinley
4605 Inspiration Drive SE
Albuquerque, NM 87108

Paul Gourley
8420 San Diego Ave NE
Albuquerque, NM 87122

Jon Dellios
429 Schulte Road NW
Los Ranchos, NM 87107

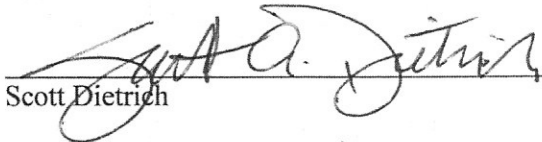
Christopher Norton
10428 Box Canyon Place NW
Albuquerque, NM 87114

Karl Walczak
13216 Executive Ridge Drive NE
Albuquerque, NM 87113

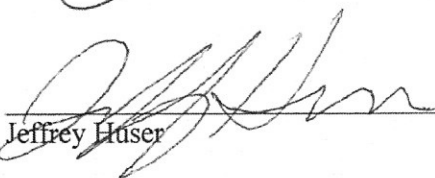
Amanda Wang
6642 Mossman Place NE
Albuquerque, NM 87110

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

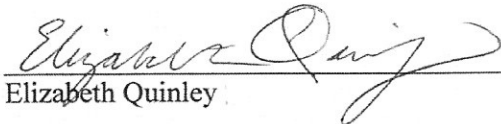
We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Sandia Nordic Ski Club were approved by the Board of Directors on April 11, 2017 and constitute a complete copy of Articles of Incorporation of the Sandia Nordic Ski Club



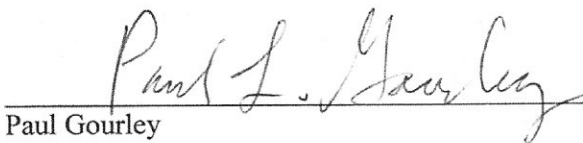
Scott Dietrich
Date 4/11/2017



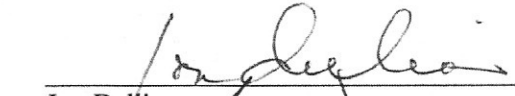
Jeffrey Huser
Date 4/11/2017




Elizabeth Quinley
Date 4/11/17



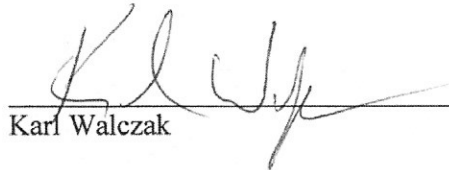
Paul Gourley
Date 4-11-2017



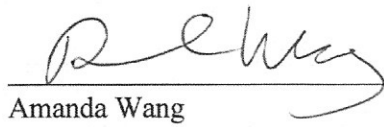
Jon Dellios Date 04.11.17



Christopher Norton Date 4/11/17



Karl Walczak Date 4/11/17



Amanda Wang Date 4/11/17

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Scott Dietrich, agree to be the registered agent for Sandia Nordic Ski Club as appointed herein.



Scott Dietrich, Registered Agent Date 4/11/2017