

VERMONT SECRETARY OF STATE
Location: 81 River Street Mail: 109 State Street
Montpelier, VT 05609-1104 (802) 828-2386

ARTICLES OF INCORPORATION

(Nonprofits and Cooperatives)

Corporate name: **Stark Mountain Foundation, Inc.**
(the name must end with one of these endings - corporation, incorporated, company, limited or cooperative - (if it is a cooperative) , or an abbreviation thereof

Name of registered agent: **Peter J. Monte**

A registered agent is an individual or a domestic or foreign corporation, profit or non-profit, whose business office is identical to the address of the registered office. The registered office must be located in Vermont. A registered agent receives various kinds of legal notices, including service of process for the corporation. A corporation cannot act as its own registered agent.

Address of registered office:
[Location:] **258 South Main Street, Northfield, Vermont 05663**
[Mail:] **P. O. Box 270, Northfield, VT 05663-0270]**

The period of duration shall be: **Perpetual**

Please check the box that applies for your corporation:

Public Benefit Non-profit corporation (T.11B) Mutual Benefit Non-profit corporation (T.11B)
 Worker Cooperative (T.11) Housing Cooperative (T.11) Marketing Cooperative (T.11)

Operating year end: **September 30**

DIRECTORS names and addresses: Non-profit corporations must have at least 3 directors; Marketing cooperatives must have at least 5 directors; Worker cooperatives are governed under T.11A; 3 directors.; Housing cooperatives must have at least 3 directors.

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|-----------------------------|-----------------------|----------------|-------|
| 1. Leigh Michl | 74 Cherry Brook Road, | Weston MA | 02493 |
| 2. Debra Steines | 7 Sharon Drive, | Manchester CT | 06040 |
| 3. T. Spencer Wright | P.O. Box 1685, | Waitsfield, VT | 05673 |

MEMBERS names and address - if it has members. **This Foundation shall NOT have members.**

Unless provided in these articles a corporation shall have a president, secretary, treasure, and any other officers appointed by the board of directors. The same individual may hold all offices except the office of president & secretary.

NUMBER OF SHARES AUTHORIZED: (IF STATUTE ALLOWS) Non-profits governed by T.11B, cannot authorize shares. **NONE**

COOPERATIVES need to refer to the appropriate statute to determine whether additional information is required to be included in your articles. Corporations wishing to obtain tax exempt status from the Internal Revenue Service may want to include certain provisions required by the IRS in their original articles.

PURPOSES: (Every corporation organizing under T.11B is considered as being organized for the purpose of engaging in any lawful purpose without being limited to any one or more of the following purposes: charitable; benevolent, eleemosynary; educational; civic; patriotic; political; religious, social; fraternal; sororal; literary; cultural; athletic, scientific; agricultural; horticultural; animal husbandry; and professional, commercial, industrial or trade association.)

All references in these Articles of Incorporation to the Internal Revenue Code shall be to the stated Sections and to all corresponding provisions of any future Federal tax laws and are herein called the ATax Code@.

The Foundation is established solely for such charitable, benevolent, eleemosynary, educational, civic, cultural, athletic, and scientific, purposes as are allowed to organizations exempt from Federal income tax and described in Tax Code Sections 501 (c)(3) and 170 (c)(2).

The Foundation may engage in any lawful purpose allowed for a nonprofit corporation under Vermont law. Specifically, but without limitation, the Foundation=s purposes include each of the following:

To preserve and protect the environment and ecosystems of General Stark Mountain in Fayston, Vermont, (AStark Mountain@) including acquiring land and other interests in real property on or near Stark Mountain;

To preserve and protect the outdoor recreational qualities and facilities, and the unique historical character, of Stark Mountain, including without limitation, its winter skiing experiences;

To conduct programs and activities in furtherance of support of any of the foregoing purposes including, without limitation, educational and informational programs about the environment and ecosystems of Stark Mountain, and its surrounding environs, and their outdoor recreational qualities and facilities, and to participate in the maintenance, repair and renovation of historically significant structures and equipment that are employed in such outdoor recreation; and

To furnish funds, property, grants, and services to other organizations in furtherance of any of the foregoing purposes.

Notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities that are not permitted to be carried on by an organization exempt from Federal income tax under Tax Code Section 501 (c)(3) .

Notwithstanding any other provision of these Articles, and except as otherwise provided by Tax Code Section 501(h), the Foundation shall not engage in or carry on propaganda or otherwise attempt to influence legislation, or participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Set forth below provisions not inconsistent with law regarding the distribution of assets upon dissolution.

No part of the net earnings or assets of the Foundation, on dissolution or otherwise, shall inure to the benefit of any private individual, including any director or officer of the Foundation except that reasonable compensation may be paid for services rendered to or for the Foundation. On liquidation or dissolution of the Foundation, all its remaining assets, after payment of the necessary expenses of the Foundation, shall be distributed and paid over to such organization or organizations selected by the directors of the Foundation, in their sole discretion, and which qualify under Tax Code Section 501 (c)(3) and which have purposes as near as possible to those of this Foundation.

In any taxable year in which the Foundation is determined to be a private foundation as described in Tax Code Section 509(a), the Foundation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Tax Code Section 4942, and the Foundation shall NOT do any of the following:

- Engage in any act of self-dealing as defined in Tax Code Section 4941 (d);
- Retain any excess business holdings as defined in Tax Code Section 4943 (c) ;
- Make any investments in such manner as to subject it to tax under Tax Code Section 4944; and
- Make any taxable expenditures as defined in Tax Code Section 4945 (d).

NON-PROFIT CORPORATIONS UNDER T.11B, ARE REQUIRED TO FILE BIENNIAL STATUS REPORTS (EVERY 2 YEARS). THE SECRETARY OF STATE WILL SEND NOTICE WHEN IT IS DUE. COOPERATIVES CHARTERED AS "PROFIT" ARE REQUIRED TO FILE A REPORT EACH YEAR AT THE CLOSE OF ITS FISCAL YEAR END.

One or more persons of majority age (18) may act as incorporator by signing below.

Incorporator=s signature: _____
Incorporator=s name: **Peter J. Monte**
Incorporator=s address: **258 South Main Street, Northfield, VT 05663**

FEES \$75.00 - Non-profit corporation, T.11B
\$75.00 - Worker Cooperative, T.11, Ch.8
\$75.00 - Cooperative Housing Ownership Act, T.11, Ch.14
\$20.00 - Cooperative Marketing Act, T.11, Ch.7

This document must be typewritten or printed and filed in duplicate.

OFFICE OF SECRETARY OF STATE

FILED _____, 2000

fee of _____ has been paid.