



## **Articles of Incorporation**

### **Article I, Name**

The name of this corporation shall be St. Albans Nordic.

### **Article II, Duration**

The period of duration of the corporation is perpetual.

### **Article III, Purpose**

St. Albans Nordic is designated as a public benefit corporation.

St. Albans Nordic is a nonprofit 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.

St. Albans Nordic's purpose is to promote and grow access to the fun and healthy outdoor activity of nordic skiing. We grow the nordic skiing community in the greater St. Albans area by fostering development of local trail networks, supporting learn to ski programs for all ages, improving maintenance of trails, and improving snow reliability.

Our central aim is to get as many people as possible out on skis. To that end, we directly engage with the general public, but also work with local recreation departments and schools to improve public access to the lifelong activity of nordic skiing.

### **Article IV, Non-Profit Nature**

#### **4.01 Non-profit Nature**

St. Albans Nordic 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 St. Albans Nordic shall inure to the

benefit of, or be distributable to its members, trustees, 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.

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.

St. Albans Nordic 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.

#### 4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of St. Albans Nordic 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 St. Albans Nordic, 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 St. Albans Nordic hereunder shall be selected by the discretion of a majority of the managing body of St. Albans Nordic and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against St. Albans Nordic by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Vermont.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Vermont to be added to the general fund.

#### 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.

#### 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.

### **Article V, Board of Directors**

St. Albans Nordic shall be governed by its board of directors.

The initial board of directors shall be:

Tyler Magnan, 374 S Main St, St. Albans, VT  
Perry Bland, 581 Cambridge Rd, Westford, VT  
Mike Mashtare, 747 Reynolds Rd, St. Albans, VT

### **Article VI, Membership**

St. Albans Nordic shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

### **Article VII, Amendments**

Any amendments to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

### **Article VIII, Addresses of the Corporation**

The physical address of the corporation is:

374 S Main St  
St. Albans, VT 05478

The mailing address of the corporation is:

374 S Main St  
St. Albans, VT 05478

**Article IX, Appointment of Registered Agent**

The registered agent of the corporation shall be:

Tyler Magnan  
374 S Main St  
St. Albans, VT 05478

**Article X, Incorporators**

The incorporators of the corporation are as follows:


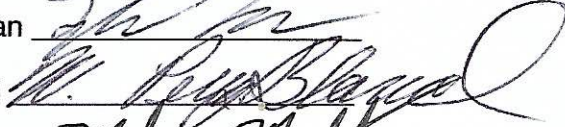
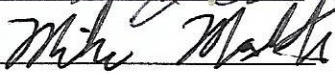
Tyler Magnan  
374 S Main St  
St. Albans, VT 045478  
802-309-4751

Perry Bland  
581 Cambridge Rd  
Westford, VT 05494  
802-878-7405

Mike Mashtare  
744 Reynolds Rd  
St, Albans, VT 05478  
802-309-3301


**Certificate of Adoption of Articles of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of St. Albans Nordic were approved by the board of directors on June 29th, 2020 and constitute a complete copy of the Articles of Incorporation of St. Albans Nordic.

Tyler Magnan   
Perry Bland   
Mike Mashtare 

Acknowledgement of consent to appointment as registered agent

I, Tyler Magnan, agree to be the registered agent for St. Albans Nordic as appointed herein.

Registered Agent   
Date 6-29-20