

FILING RECEIPT

ENTITY NAME: EASTERN WINTER SPORTS REPS ASSOCIATION, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP) COUNTY: ALBA
COUNTY PURPOSES PROCESS PROVISIONS RESTATED

FILED: 04/14/2011 DURATION: ***** CASH#: 110414000310 FILM #: 110414000291

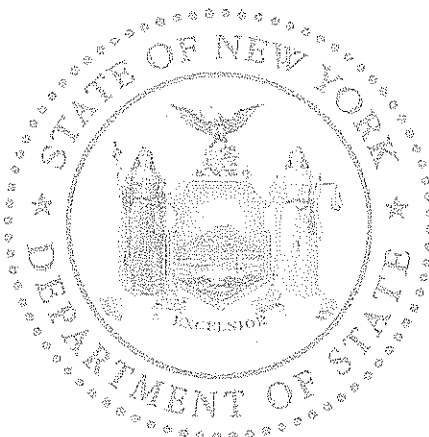
FILER:

MEERA POPAT, ESQ
BUCHANAN INGERSOLL & ROONEY PC
213 MARKET STREET 3RD FL
HARRISBURG, PA 17101

ADDRESS FOR PROCESS:

C/O LINDA E. IRVIN
5142 STATE STREET
WHITE HAVEN, PA 18661

REGISTERED AGENT:



SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEES 90.00
FILING 30.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 50.00

PAYMENTS 90.00
CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 90.00
OPAL 0.00
REFUND 0.00

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on April 14, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

CSC 45
DRAW DOWN

110414000

291

RESTATED CERTIFICATE OF INCORPORATION

OF

EASTERN WINTER SPORTS REPS ASSOCIATION, INC.

Under Section 805 of the Not-For-Profit Corporation Law

Eastern Winter Sports Reps Association, Inc. (the "Corporation"), a corporation organized and existing under the laws of the Not-For-Profit Corporation Law (the "NFPCL") of the State of New York, as the same may be amended and supplemented, hereby certifies as follows:

1. The name of the Corporation is EASTERN WINTER SPORTS REPS ASSOCIATION, INC.
2. The original Certificate of Incorporation of the Corporation was filed on November 19, 1979.
3. The Certificate of Amendment of the Corporation was filed on October 29, 1997, which changed the Corporation's name from Eastern Ski Reps Association, Inc. to Eastern Winter Sports Reps Association, Inc., and to change the Corporation's post office address to c/o Linda E. Irvin, 5142 State Street, White Haven, Pennsylvania, 18661.
4. Pursuant to Section 802 of the NFPCL, the members of the Corporation adopted this Restated Certificate of Incorporation and the amendments contained herein by the affirmative vote of a majority of the Corporation's members present at a meeting on March 3, 2011, at which a quorum was present.
5. Pursuant to 802 of the NFPCL, the board of directors, by unanimous written consent, dated April 6, 2011, approved a change in the location of the office of the Corporation in Paragraph Ninth of this Restated Certificate of Incorporation to Albany County, New York.

6. This Restated Certificate of Incorporation restates and amends the Certificate of Incorporation filed on November 19, 1979, as amended by the Certificate of Amendment filed on October 29, 1997, in accordance with Section 805 of the NFPCL by (a) expanding the scope of the purposes of the Corporation, (b) making clear that the Secretary of State is the designated agent for service of process, (c) expanding the territory in which activities of the corporation are principally to be conducted, and (d) providing for a new office of incorporation so that the Restated Certificate of Incorporation of the Corporation reads in its entirety as follows:

FIRST: The name of the corporation is EASTERN WINTER SPORTS REPS ASSOCIATION, INC.

SECOND: The corporation is a corporation as defined in the New York Not-For-Profit Corporation Law, Section 102, sub-paragraph (a)(5).

THIRD: The corporation is not organized for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributable to, or inure to the benefit of, its members, directors or officers except to the extent permitted under the Not-For-Profit Corporation Law.

FOURTH: The purposes for which the corporation is organized are: to promote the general welfare of and to improve business conditions for persons engaged in businesses related to the snow, outdoor and action sports industries (the "industries"); to promote good-will and cooperation among its members; to improve and promote high standards of business conduct within the industries and among its members; to foster sound business practices in and to promote a better understanding of the problems affecting the industries; to procure uniformity and certainty in customs, practices and usages within each specific industry; to encourage and promote legitimate and lawful trade and social intercourse within the industries and among its

members; to engage in any lawful activities that will tend to develop and enlarge interest in and demand for the products of the industries; and to promote and encourage ethically competitive practices within the industries and among its members for the benefit of its consumers and the public-at-large.

FIFTH: In furtherance of the above purposes, the corporation shall have all of the powers enumerated in the New York Not-For-Profit Corporation Law, subject to any limitations as may be prescribed by law.

SIXTH: Nothing contained in this Certificate of Incorporation shall authorize the corporation (a) to undertake or carry on any of the activities specified in Section 404 of the Not-For-Profit Corporation Law, (b) to carry on propaganda or otherwise attempt to influence legislation, or to participate or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, or (c) to enter into any contracts or agreements in violation of Section 340 of the General Business Law.

SEVENTH: Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(6) of the Internal Revenue Code of 1954 as the same now exists, or as it may be hereafter amended from time to time.

EIGHTH: The corporation shall be a Type A corporation under Section 201 of the New York Not-For-Profit Corporation Law.

NINTH: The office of the corporation is to be located in the county of Albany.

TENTH: The territory in which activities of the corporation are principally to be conducted is the states of New York, Pennsylvania, New Jersey, Maryland, Delaware and Washington, DC.

ELEVENTH: The Secretary of State shall be the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any notice required by law is c/o Linda E. Irvin, 5142 State Street, White Haven, Pennsylvania, 18661.

TWELFTH: All approvals or consents required by Section 404(a) of the New York Not-For-Profit Corporation Law will be endorsed hereon or annexed hereto.

THIRTEENTH: Upon the liquidation or dissolution of the corporation, after payment of all debts and liabilities of the corporation, all of the assets of the corporation remaining shall be disposed of to one or more organizations exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1954 as the same now exists, or as it may be hereafter amended from time to time.

IN WITNESS WHEREOF, the undersigned, being at least nineteen years of age, has made and subscribed this Restated Certificate of Incorporation this 6th day of April, 2011.



Thomas Harsh, President

CSC 45
DRAW DOWN

110414000

291

RESTATED CERTIFICATE OF INCORPORATION

RECEIVED
2011 APR 14 AM 9:07

OF

EASTERN WINTER SPORTS REPS ASSOCIATION, INC.

Under Section 805 of the Not-for-Profit Corporation Law.

Filed by: Meera Popat, Esq.
Buchanan Ingersoll & Rooney PC, 213 Market Street, 3rd Floor
Harrisburg, PA 17101

lcc

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

APR 14 2011

TAX \$ _____
BY: [Signature]

CUSTOMER REF. #
708538 KXK

FILED
2011 APR 14 AM 11:22

ERIC to Albany

5

310