

**ARTICLES OF INCORPORATION
OF THE
PENTAGON SKI CLUB, INC.**

THE UNDERSIGNED, being over the age of eighteen (18) years, for the purpose of forming a non-profit corporation pursuant to the laws of the State of Maryland, hereby certify that:

FIRST: Name. The name of the Corporation is the **Pentagon Ski Club, Inc.**, hereinafter referred to as the "Corporation."

No Authority to Issue Stock: The Corporation has no authority to issue capital stock.

SECOND: Members. The Corporation shall have two classes of members. One class is titled "Adult Single Member" and the other class, "Family Member." A single membership entitles one member to participate in activities sponsored by the Corporation. A family membership entitles an individual to bring one other individual as a guest to activities sponsored by the Corporation, or to bring his or her entire immediate family (children must normally be under 21 years of age), without the guest or the family members having to become members individually of the Corporation. Members are entitled to attend all meetings, functions and activities of the Pentagon Ski Club, including Council (*i.e.*, board) meetings, except Executive Sessions of the Council. Each single and family membership is entitled to a single vote in the election of Council members and on other business of the Corporation consistent with its Bylaws.

The members of the Corporation shall consist of the directors of the Corporation (named in Article FIFTH hereof) and of such other persons as shall be admitted to membership in the Corporation pursuant to its Bylaws.

THIRD: Directors: The Board of Directors (also known as the Pentagon Ski Club Council, pursuant to the Bylaws of the Corporation) shall consist of at least nine (9) but not more than twelve (12) directors who shall be elected by the members of the Corporation at or in conjunction with the annual meeting of the Corporation. Each Director shall serve a three-year term.

FOURTH: Street Address of the Principal Office of the Corporation in Maryland: The street address of the principal office of the Corporation in Maryland is: Pentagon Ski Club, Inc., c/o Steve Peirce, 19701 Golden Valley Lane, Brookeville, MD 20833.

Registered Agent in Maryland: The name of the Resident Agent of the Corporation in Maryland is Steve Peirce, a resident of the State of Maryland, whose address is 19701 Golden Valley Lane, Brookeville, MD 20833.

FIFTH: The names and addresses of the individuals who are to serve as the directors until the first annual meeting or until their successors are duly chosen and qualified are as follows:

Ernest Becking, 6008 Berwynd Road, Fairfax, VA 22030

John Condia, 9022 Grant Avenue, Manassas, VA 20110

Mike Fallon, 9523 51st Avenue, College Park, MD 20740-4512

Dick McLane, 12256 Exbury Street, Herndon, VA 20170-8869

Ric Nauen, 9008 Queen Maria Court, Columbia, MD 21045-2402

Dave Olsen, 14555 Candy Hill Road, Upper Marlboro, MD 20772

Cheree Peirce, 19701 Golden Valley Lane, Brookeville, MD 20833

Steve Peirce, 19701 Golden Valley Lane, Brookeville, MD 20833

Peter Porton, 11918 Moss Point Lane, Reston, VA 20194

Anne Willemann, 6551 Tartan Vista Drive, Alexandria, VA 22312-3111

SIXTH: Purpose: The Corporation shall be operated exclusively as a social and recreation club within the meaning of § 501 (c) (7) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”). The purposes for which the Corporation is formed are to promote and stimulate interest in snow skiing and other mountain activities, and other activities for the morale, welfare and benefit of its members and the community.

Except as otherwise provided by law, or in any Bylaw of the Corporation, the business of the Corporation shall be managed by and all of the powers of the Corporation shall be exercised by the Board of Directors of the Corporation.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article SIXTH hereof.

EIGHTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively as social and recreation clubs or for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(7) or § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

NINTH: To the fullest extent permitted by the laws of the State of Maryland, as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Code § 501(c)(7).

IN WITNESS THEREOF, I, the undersigned have executed these Articles of Incorporation and acknowledge the same to be my act this 18TH day of May, 2005.

/s/ Ernest Becking

Ernest Becking
Incorporator

I hereby consent to my designation in this document as Resident Agent for this Corporation.

SIGNATURE OF RESIDENT AGENT LISTED IN FOURTH ARTICLE ABOVE:

/s/ Steve Peirce

Steve Peirce
Incorporator and Resident Agent

Filing Party's Return Address:

**Ernest Becking
6008 Berwynd Road
Fairfax, VA 22030**

RECORDED BY THE STATE OF MARYLAND ON 13 JULY, 2005