



CERTIFICATE OF INCORPORATION
OF

IDAHO RAIL ORGANIZING NETWORK, LIMITED

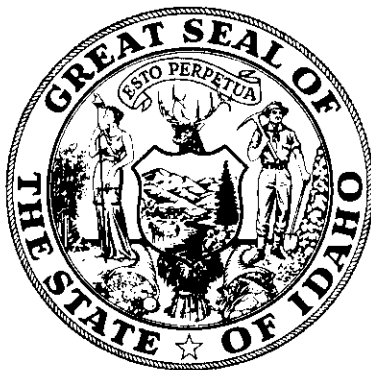
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO RAIL ORGANIZING NETWORK, LIMITED

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 7, 19 79.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
IDAHO RAIL ORGANIZING NETWORK, LIMITED

Nov 7 3 23 PM '79

SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation:

ARTICLE I

The name of the corporation is: IDAHO RAIL ORGANIZING NETWORK, LIMITED.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the nonprofit corporation is organized are: To promote, organize and plan the use of public transportation of persons and freight; to develop and utilize present and future means and modes of transportation for the general benefit of the public, and to do all lawful acts and things incidental thereto; to research and plan such transportation and related facilities and to act as consultants and/or agents for other persons or organizations, private or public, in connection with such transportation.

ARTICLE IV

The nonprofit corporation will be a membership corporation with one (1) class of member as provided in the corporation's Bylaws.

ARTICLE V

Directors of the nonprofit corporation shall qualify and be elected in the manner provided by the Bylaws.

ARTICLE VI

The address of the initial registered office of the corporation is as follows:

Post Office Address: P. O. Box 467
Ketchum, ID 83340

Street Address: 300 Huffman Drive
Ketchum, ID 83340

The name of the initial registered agent of the corporation at the above address is: JOHN D. WINTERS.

ARTICLE VII

The initial Board of Directors shall be three (3). The number of directors may be increased as provided in the Bylaws. The names and addresses of the persons who are to serve as directors until the first meeting of the nonprofit corporation or until their successors are elected and qualified are:

JOHN D. WINTERS	P. O. Box 467 Ketchum, ID 83340
BRIAN CLARK	P. O. Box 1674 Hailey, ID 83333
LOUIS STUR	P. O. Box 248 Sun Valley, ID 83353

ARTICLE VIII

The name and address of the incorporator is:

JOHN D. WINTERS	P. O. Box 467 Ketchum, ID 83340
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ARTICLE IX

The nonprofit corporation shall have all the powers granted nonprofit corporations under the laws of the State of Idaho. However, notwithstanding anything herein to the contrary, the nonprofit corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of section 501(c~~(3)~~) of the Internal Revenue Code of 1954, under which the corporation chooses to qualify for exemption, as the same now exists or as it may be amended from time to time.

ARTICLE X

In the event of the dissolution of the nonprofit corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds and the balance of all money and other property received by the nonprofit corporation from any source after the payment of all debts and obligations of the nonprofit corporation, shall be used or distributed exclusively for the purposes within the intendment of section 501(c~~(3)~~) of the Internal Revenue Code of 1954, as the same now exists or as it may be amended from time to time.

IN WITNESS WHEREOF I have hereunto set my hand this 06 day of November, 1979.



JOHN D. WINTERS

STATE OF IDAHO)
) ss.
County of Blaine)

On this 2nd day of November, 1979, before me, a
Notary Public in and for said State, personally appeared
JOHN D. WINTERS known to be the person whose name is subscribed
to the within instrument, and acknowledged to me that he
executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.


NOTARY PUBLIC FOR IDAHO

Residing at Letchem

Commission expires 10/13/81