



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

EAGLE ROCK MODEL RAILROAD CLUB, INC.

was filed in the office of the Secretary of State on the **First** *day*
of **April** *A. D. One Thousand Nine Hundred* **Fifty-five** *and*
is duly recorded on Film No. **90** *of Record of Domestic Corporations, of the State*
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and suc-
cessors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence *from the date hereof, with its registered office in this State located at*
Idaho Falls *in the County of* **Bonneville**
and as such are subject to the rights, privileges and limitations granted to Non-Profit coopera-
tive Associations, as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State.

Done at Boise City, the Capital of Idaho, this

1st *day of* **April,**
A.D., 1955 .

Secretary of State.

ARTICLES OF INCORPORATION
OF
EAGLE ROCK MODEL RAILROAD CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the United States of America, and of the State of Idaho, and each over the age of twenty one years, do by these presents voluntarily associate ourselves together for the purpose of forming a non-profit corporation under the provisions of the laws of the State of Idaho, and do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for that purpose, as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is Eagle Rock Model Railroad Club, Inc.

ARTICLE II.

PURPOSE.

The objects and purposes of this corporation shall be:

(1) To promote and encourage interest in model railroading; to provide in means or members of the corporation to engage in the hobby of model railroading and benefit from a common source and supply of equipment and materials; and to exchange ideas of members concerning the hobby of model railroading.

(2) To promote closer understanding and cooperation among those interested in model railroading.

(3) To own, build, operate and maintain one or more complete model railroad systems.

(4) To lease, purchase, hold, have, use, take possession of and enjoy, in fee simple or otherwise, any personal or real property necessary or convenient for the uses and purposes of the corporation, and to sell, lease, mortgage, or otherwise encumber or dispose of the same at the pleasure of the corporation, and for the uses and purposes for which the corporation is formed, and to buy and sell real and personal property and to apply the proceeds of the sale, including any and all income to uses and purposes of the corporation.

ARTICLE III.

CORPORATE EXISTENCE.

The term of existence of this Corporation shall be perpetual.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS

The location of the Corporation's registered office in this state is Idaho Falls, Idaho, and that the Post Office address of the registered office of said Corporation in the State of Idaho is Idaho Falls, Idaho.

ARTICLE V.

NON-PROFIT ORGANIZATION

The Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual. The balance of any of all money received by the corporation from its operations after the payment in full of all debts and obligations of the Corporation of whatever kind and nature shall be used and distributed exclusively for charitable, scientific, and education purposes.

ARTICLE VI.

LIMITATION OF LIABILITY

The private property of the members of this corporation shall not be liable for its corporate debts.

ARTICLE VII.

CONSTITUTION AND BY-LAWS

The Corporation shall adopt constitution and by-laws, which may in addition to other producements prescribed by law, provide for:

(1) The number and qualifications of members and the terms and conditions of admission.

(2) The time, mode, condition and effect of expulsion or withdrawal from and of restoration to membership.

(3) The assignment or transfer of the interest of members; the manner of determining the value, if any, of such interest; and the purchase value associ-

ation at its option of such interest upon the death, withdrawal or expulsion of a member.

(4) Fees for admission, assessments or dues to carry on the business and purposes of the Corporation and reimbursements for services rendered and expenses incurred by the Corporation or its members; the time of payment and the manner of collecting the amounts due and for forfeiture of the interest of a member in the Corporation for non-payment thereof, and

(5) Other regulations not repugnant to the laws of the state and the objects of the Corporation.

ARTICLE VIII

DIRECTORS.

Management of this Corporation shall be vested in a Board of Directors of not less than five, as may be fixed by the by-laws. The directors shall be elected at the annual meeting of the members, as provided in the by-laws, and in manner and the method therein provided.

ARTICLE IX.

INCORPORATORS

The name and post office address of each of the incorporators is as follows:

<u>NAME</u>	<u>ADDRESS</u>
George Malcolm Davis	Idaho Falls, Idaho
John P. McDermott	Idaho Falls, Idaho
Arnold W. Anderson	Idaho Falls, Idaho
Robert B. Elson	Idaho Falls, Idaho
Raymond H. Holmes	Idaho Falls, Idaho
Glenn W. Morton	Idaho Falls, Idaho

ARTICLE X.

INTERESTS OF MEMBERS EQUAL--MEMBERSHIP CERTIFICATES.

In such an association the rights and interests of all members shall be equal, and no member can have or acquire a greater interest therein than any other member. Such an association shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificates can not be assigned so that the transferee thereof can by such transfer become a member of the association, except by resolution of the board of directors.

ARTICLE XI.

AMENDMENTS.

The Corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto
set our hands and seals this 11th day of March, 1955.

George Malcolm Davis
George Malcolm Davis, Idaho Falls, Idaho

John P. McDermott
John P. McDermott, Idaho Falls, Idaho

Arnold W. Anderson
Arnold W. Anderson, Idaho Falls, Idaho

Robert B. Elson
Robert B. Elson, Idaho Falls, Idaho

Raymond H. Holmes
Raymond H. Holmes, Idaho Falls, Idaho

Glenn W. Morton
Glenn W. Morton, Idaho Falls, Idaho

STATE OF IDAHO)
 : ss.
COUNTY OF BONNEVILLE)

On this 11th day of March, 1955, before me, the undersigned, a Notary
Public in and for the State of Idaho, personally appeared George Malcolm Davis,
John P. McDermott, and Arnold W. Anderson, known to me to be three of the
persons whose names are subscribed to the within and foregoing instrument and
acknowledged to me that they 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.

Earl S. Hale
Notary Public in and for State of Idaho
Residing at Idaho Falls, Idaho