



CERTIFICATE OF INCORPORATION
OF

LEWISTON HISTORIC LIVE STEAM RAILWAY COMPANY, INC.

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 _____

LEWISTON HISTORIC LIVE STEAM RAILWAY COMPANY, INC.

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 March 5, 19 84.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

1 ARTICLES OF INCORPORATION

2 OF

3 LEWISTON HISTORIC LIVE STEAM RAILWAY COMPANY, INC.

4 The undersigned, each being of legal age, acting as incorporators for the
5 purpose of forming a corporation under the "Idaho Nonprofit Corporation Act",
6 hereby set forth, declare, certify and adopt the following Articles of
7 Incorporation for such corporation.

8 ARTICLE I

9 The name of the corporation is LEWISTON HISTORIC LIVE STEAM RAILWAY
10 COMPANY, INC.

11 ARTICLE II

12 The corporation is a corporation as defined in subparagraph (a) of Section
13 30-305 (Definitions) of the Idaho Nonprofit Corporation Act. The corporation is
14 a nonprofit corporation.

15 ARTICLE III

16 The duration of the corporation is perpetual existence.

17 ARTICLE IV

18 The object and purposes of the corporation shall be as follows:

- 19 1. The purposes for which the corporation is to be formed are
20 for scientific, educational, and charitable purposes.
- 21 2. The historic preservation and promotion of live steam
22 railroading for historical perspective and knowledge,
23 public recreation, and tourism.
- 24 3. To foster, promote, and encourage public knowledge of,
25 interest, and involvement in live steam railroading.
- 26 4. To foster and encourage public knowledge of and interest in
27 local and national railroad history.
- 28 5. To have all that may come from the efforts of this corporation
29 stand as a living memorial and monument, past and present,
30 to the railroad industry, retired railroaders, and present
31 working railroaders for the role they have had in building
32 America.

- 1 6. To promote and encourage the volunteer involvement of
2 retired railroaders, present working railroaders, the
3 railroad industry, and the public in the historic preservation
4 and promotion of live steam railroading.
- 5 7. To accept, hold, invest, reinvest, and administer any
6 gifts, bequests, devises, benefits of trust (but not to
7 act as trustee of any trust), and property of any sort,
8 without limitation as to amount or value, and to use,
9 disburse, or donate the income or principal thereof
10 exclusively for the historic preservation and promotion of
11 live steam railroading.
- 12 8. To acquire by purchase, gift, devise, or otherwise, the
13 title to, or the custody and control of, any real estate,
14 building, structure, equipment, article, record, relic, or
15 any other things for the historic preservation and promotion
16 of live steam railroading.
- 17 9. To sell, lease, rent, exchange, or encumber any funds or
18 property of any sort acquired by the corporation for purposes
19 of the historic preservation and promotion of live steam
20 railroading.
- 21 10. In furtherance of its corporate purposes, the corporation
22 shall have and exercise all general powers enumerated in
23 Section 30-307 of the Idaho Nonprofit Corporation Act.
- 24 11. Alone or in cooperation with other persons or organizations
25 to do any and all lawful acts and things which may be necessary,
26 useful, suitable, or proper for the furtherance, accomplishment,
27 or attainment of any or all of the purposes or objects of the
28 corporation, and to do every other act or acts, thing or things,
29 incidental to or appurtenant to or growing out of or connected
30 with the aforesaid objects or purposes or any part or parts
31 thereof, provided the same are not inconsistent with the laws
32 of the State of Idaho.

1 ARTICLE V

2 The corporation is constituted so as to attract substantial support from
3 contributions, directly or indirectly, from a representative number of persons
4 and organizations in the State and in the United States in which it operates and
5 has not been formed for pecuniary profit or financial gain, and no part of the
6 assets, income or profits of the corporation is distributable to or inures to the
7 benefit of, its directors or officers except to the extent permitted under the
8 Idaho Nonprofit Corporation Act. Notwithstanding any other provision of these
9 Articles of Incorporation, the corporation shall not carry on any other activities
10 not permitted to be carried on (a) by a corporation exempt from federal taxation
11 under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding
12 provision of any future United States Internal Revenue Law) or (b) by a
13 corporation contributions to which are deductible under Section 170(c)(2) of the
14 Internal Revenue Code of 1954 (or the corresponding provision of any future
15 United States Internal Revenue Law).

16 ARTICLE VI

17 The corporation is organized to serve public interests. Accordingly, it shall
18 not be operated for the benefit of private interests, such as contributors to the
19 corporation, or persons controlled directly or indirectly by such private interests.

20 ARTICLE VII

21 The corporation shall have members. All incorporators shall be members,
22 and membership status shall be conferred on others as shall be provided by the
23 Bylaws. The membership of the corporation shall be divided into such classes,
24 with such rights and privileges, as shall be provided by the Bylaws. Voting
25 rights of members may be apportioned in the Bylaws on the basis of classes of
26 membership, or any other reasonable basis.

27 ARTICLE VIII

28 There shall be no capital stock in this corporation, nor shall any dividend
29 be paid.

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ARTICLE IX

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, director, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE X

The corporation shall distribute income that the Board of Directors determines to be in excess of an amount necessary to sustain the current, anticipated, and contingent operations and acquisitions of the corporation to such organizations as shall qualify, under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE XI

The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not:

- (a) Engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (b) Retain any excess business holdings as defined in Section 4943(c) of the Code;
- (c) Make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or
- (d) Make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XII

No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), or any political campaign on behalf of any candidate for public office.

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ARTICLE XIII

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify, under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, subject to a court order of an Idaho Court.

ARTICLE XIV

The location and address of the registered office of the corporation is *718 15th Street* *Spokane* *Douglas Smith* Post Office Box 331, Lewiston, Idaho 83501, and the registered agent at such address is I. J. Sullivan.

ARTICLE XV

Subject to a minimum of three (3) directors, the number of directors shall be fixed by the Bylaws, except that the number of directors constituting the initial Board of Directors shall be 17 (17) members whose names and addresses are as follows:

A. H. Aylworth	125 15th Avenue	Lewiston, ID 83501
Mrs. G. "Harg" Williams	2822 Sunset Drive	Lewiston, ID 83501
I. J. Sullivan	718 15th	Lewiston, ID 83501
C. A. Rodgers	1008 Sunset Court	Lewiston, ID 83501
R. F. Jones	2348 14th Street	Lewiston, ID 83501
James W. Grow	817 Third	Lewiston, ID 83501
C. Douglas Smith	P. O. Box 1285	Lewiston, ID 83501
Frank V. Barton, LLB	2024 16th	Lewiston, ID 83501
Norman G. Loeppky	737 Burrell	Lewiston, ID 83501
John W. Clem	2807 11th Avenue	Lewiston, ID 83501
Steve Bayman	1216 Maple	Clarkston, WA 99403
Bessie E. Smith	P. O. Box 251	Clarkston, WA 99403
Darlene E. Gold	816 13th Street	Clarkston, WA 99403
William E. Steiner	1127 Linden Drive	Lewiston, ID 83501
Robert L. Huddleston	1723 Prospect	Lewiston, ID 83501
Robert N. Ashburn	3427 Syringa Drive	Lewiston, ID 83501
Douglas L. Mushlitz	1546 Lookout Drive	Coeur d' Alene, ID 83814

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ARTICLE XVI

The name and address of the incorporators are as follows:

A. H. Aylworth	125 15th Avenue	Lewiston, ID 83501
Mrs. G. "Harg" Williams	2822 Sunset Drive	Lewiston, ID 83501
I. J. Sullivan	718 15th	Lewiston, ID 83501
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Darlene E. Gold

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William E. Steiner

William E. Steiner

Robert L. Huddleston

Robert L. Huddleston

Robert N. Ashburn

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Douglas L. Mushlitz

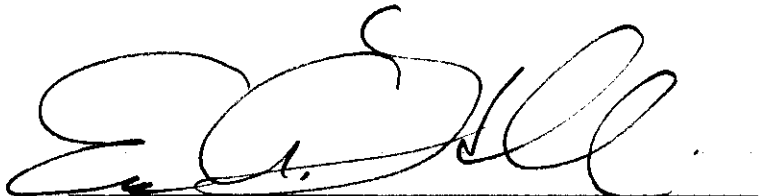
Douglas L. Mushlitz

1 STATE OF IDAHO)
2 County of Nez Perce) : ss.

3 On the 1st day of March, 1984, before me the undersigned, a Notary Public
4 in and for the State of Idaho, personally appeared C. Douglas Smith, known to
5 me to be the person whose name is subscribed to within instrument and
6 acknowledged to me that he executed the same.

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

9
10 (SEAL)



Notary Public in and for the State of Idaho,
residing at Lewiston, Idaho therein.

12 Feb 87