

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

FRIENDS OF BURLINGTON NORTHERN RAILROAD, INCORPORATED

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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: January 4, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

DUPLICATE
ORIGINAL

ARTICLES OF INCORPORATION

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OF

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FRIENDS OF BURLINGTON NORTHERN RAILROAD, Incorporated *pd*

I.

N A M E

The name of the corporation is the Friends Of Burlington Northern Railroad, ~~Bonnors Ferry, Idaho~~ Incorporated *pd*

II.

D U R A T I O N

The duration of the corporation is perpetual.

III.

L O C A T I O N

The street address of the initial registered office and the name of the initial registered agent and a member of the Board of Directors at such street address is:

Robert C. Del Grosso
Route 4, Box 627A
Old Highway 2, Deep Creek
Bonnors Ferry, Idaho 83805

IV.

P U R P O S E S

The purposes for which this corporation is organized and the business or objectives to be carried out and promoted by it are exclusively education and not for profit in accordance with section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law). The purpose of this Society is to perpetuate the history of the Burlington Northern Railroad in the territory through which it operates and other programs and through the operation of an archives and museum. To this end, specific purposes are to:

- a) restore and operate historical railway equipment.
- b) discover, collect and preserve any material which may help establish or illustrate the history about the Burlington Northern Railroad; and books, costumes and other material objects

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which illustrate life, conditions, events, and activities related to past or present railroad activity of said Railroad.

c) disseminate historical information in various news media, photographs and corporation publications.

V.

M E M B E R S H I P

Membership in this corporation consist of those persons whose names are affixed hereto and such other persons as may be from time to time elected to membership in such manner as may be provided in the by-laws of this corporation. Only those who have been elected to membership in this corporation shall have voting rights. Candidates for membership must be accepted by a majority vote of the board of directors in a corporate business meeting.

General dues paying membership within the corporation shall be in accordance with the Society by-laws, entitled "Members".

VI.

The members of this corporation shall constitute the Board of Directors.

VII.

The name and address of each incorporator and the members of the initial board of directors are as follows:

Robert C. Del Grosso
Rt. 4, Box 627A
Bonners Ferry, ID 83805

John Becker
P.O. Box 761
Biglerville, PA 17307

Dave Casdorff
P.O. Box 2480
Monrovia, CA 91017

Jeff Hendricks
705 12th Street
Rapid City, SD 57701

Dave Poplawski
1002 Tenth Avenue
Houghton, MI 49931

IN TESTIMONY WHEREOF, we have set our hands and subscribed our names on the dates indicated in the acknowledgements hereafter.

Robert C. Del Grosso
ROBERT C. DEL GROSSO

STATE OF IDAHO :
County of Boundary : ss

On this 17 day of November, 1992, before me the undersigned Notary Public in and for the State of Idaho, personally appeared ROBERT C. DEL GROSSO, known/or identified to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have set my hand and affixed my seal on the date first above written.

Tracee Isaac
NOTARY PUBLIC for Idaho
Residing at Bonners Ferry
My Comm. Expires 10-7-1993

John L. Becker
JOHN BECKER

STATE OF PA :
County of Adams : ss

On this 2nd day of December, 1992, before me the undersigned Notary Public in and for the State of PA, personally appeared, JOHN BECKER, known/or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have set my hand and affixed my seal on the date first above written.

Luther G. Fider
NOTARY PUBLIC FOR
Residing at: _____
My Comm. Expires: _____

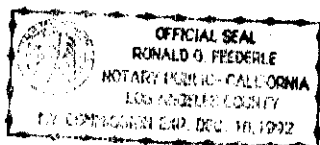
Notarial Seal
Luther G. Fider, Notary Public
Biglerville Boro, Adams County
My Commission Expires March 22, 1994
Member, Pennsylvania Association of Notaries

Dave Casdorph 12/16/92
DAVE CASDORPH (Date)

California
STATE OF ~~South Dakota~~ :
County of Los Angeles : ss

On this 16th day of December, 1992, before me the undersigned Notary Public in and for the State of California, personally appeared, DAVE CASDORPH, known/or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have set my hand and affixed my seal on the date first above written.



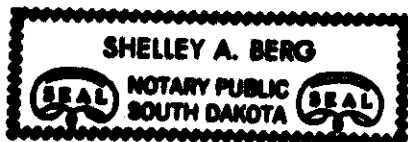
Ronald O. Feederle
NOTARY PUBLIC for California
Residing at Ramona
My Comm. Expires: 12/18/92

Jeff Hendricks
JEFF HENDRICKS

STATE OF ~~the~~ South Dakota :
County of Penning : ss

On this 7th day of December, 1992, before me the undersigned Notary Public in and for the State of South Dakota, personally appeared, JEFF HENDRICKS, known/or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have set my hand and affixed my seal on the date first above written.



Shelley A. Berg
NOTARY PUBLIC for
Residing at Rapid City, SD
My Comm. Expires

David J. Poplawski
DAVE POPLAWSKI

STATE OF Michigan :
County of Houghton : ss

On this 25th day of November, 1992, before me the

undersigned Notary Public in and for the State of Michigan,
personally appeared, DAVE POPLAWSKI, known or identified to
me to be the person whose name is subscribed to the foregoing
instrument and acknowledged to me that he executed the same.

IT WITNESS WHEREOF I have set my hand and affixed my seal
on the date first above written.

Katie J. Murton
NOTARY PUBLIC for KATIE L. MURTON
Residing at _____ Notary Public for Houghton County, Michigan
My Comm. Expires _____ My Commission Expires October 12, 1993