

State of Idaho

Department of State

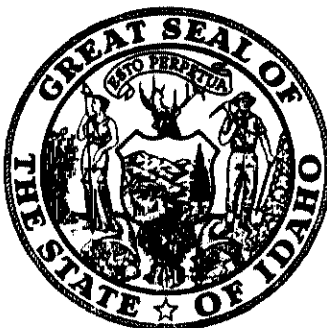
CERTIFICATE OF INCORPORATION OF

EAGLE ROCK RAILROAD HISTORICAL SOCIETY, 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 EAGLE ROCK RAILROAD HISTORICAL SOCIETY, 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: January 4, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Valerie Taylor

ARTICLES OF INCORPORATION

of

RECEIVED
SEC. OF STATE

00'02 -00'02 01 011111000000
1 011111 0000 0000 0000
2 011111 0000 0000 0000
011111 0000 0000 0000

EAGLE ROCK RAILROAD HISTORICAL SOCIETY, INC.

93 JAN 4 AM 8 29

A Nonprofit Corporation

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of the Idaho Nonprofit Corporation Act, Idaho Code Section 3-301 et. seq., and laws amendatory thereof and supplementary thereto, do hereby form a body corporate and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this Nonprofit Corporation is EAGLE ROCK RAILROAD HISTORICAL SOCIETY, INC.

ARTICLE II

Nonprofit Corporation

This Corporation is a nonprofit corporation organized under the Idaho Nonprofit Corporation Act.

ARTICLE III

Duration

The period of duration of this Nonprofit Corporation's corporate existence shall be perpetual.

ARTICLE IV

Purposes

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 19 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1969 (or the corresponding provisions of any future United States Internal Revenue Law).

This Corporation is organized and shall be operated as a nonprofit corporation for:

(a) Promotion and preservation of interest in the history of railroads and railroading.

(b) Educating the public about railroading by promoting and displaying the hobby of model railroading.

(c) Organizing and promoting model railroad shows, displays, and meets.

(d) Building, maintaining, and operating one or more historical displays.

This Corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of this Corporation or expedient for the accomplishments of the purposes stated herein.

For its purposes and not otherwise, this Corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether to purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the futherance of the purposes of this Corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this Corporation by the Idaho Nonprofit Corporation Act, as now enacted or as hereafter amended.

ARTICLE V

Distribution

No part of the income of this Corporation shall be distributed of any of its members, directors or officers. Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to officers or directors of this Corporation for services actually rendered by them to this Corporation.

ARTICLE VI

Membership

The Corporation shall have members with voting rights who shall be ascertained in the manner prescribed in the Bylaws of this Corporation.

ARTICLE VII

Registered Agent and Office

The registered office of this Corporation shall be located at 495 Holbrook Drive, Idaho Falls, Bonneville County, Idaho. The name of the initial registered agent of this Corporation shall be Thomas K. Griggs.

ARTICLE VIII

Directors

The number of members of the first Board of Directors is four (4), each of whom shall serve until the annual meeting of the Board of Directors or until his or her successor has been elected and qualified.

The name and address of each such Director is as follows:

A. DOUGLAS HERRMANN
615 EAST COUNTRYSIDE LANE
IDAHO FALLS, IDAHO 83404

MICHAEL LANCE HILLMAN
325 EDWARDS
SHELLEY, IDAHO 83274

THOMAS K. GRIGGS
495 HOLBROOK DRIVE
IDAHO FALLS, IDAHO 83401

DAVID V. SHAW
237 EAST FIFTEENTH
IDAHO FALLS, IDAHO 83404-5913

ARTICLE IX

Management

The management and direction of the business of this Corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the

directors of this Corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this Corporation.

ARTICLE X

Capital Stock

This Corporation shall have no capital stock.

ARTICLE XI

Liability of Directors

The members, directors, and officers of this Corporation shall not be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, directors, or officers be subject to the payment of the debts or obligations of this Corporation to any extent whatsoever.

ARTICLE XII

Amendments

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE XIII

Dissolution

This Corporation may be dissolved in accordance with the laws of the State of Idaho. Upon dissolution of this Corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, community chests or foundations organized and operated exclusively for one or more of the purposes of this Corporation, in such proportions as the Board of Directors of this Corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this Corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this Corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

Upon winding up and dissolution of this Corporation after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV

Incorporator

The name and address of the incorporator is as follows:

DALE P. THOMSON, ESQ.
THOMSON LAW OFFICES, CHTD.
130 EAST MAIN STREET
POST OFFICE BOX 609
REXBURG, IDAHO 83440

DATED THIS 7th day of December, 1992


Dale P. Thomson, Esq.

STATE OF IDAHO

)

:SS

COUNTY OF MADISON

)

On this 7th day of December in the year of 1992, before me, a Notary Public in and for said State, personally appeared DALE P. THOMSON, ESQ., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.


Notary Public

Residing In: 

My Commission Expires: 8/26/97