

State of Idaho

Department of State

CERTIFICATE OF DISSOLUTION OF

SNAKE RIVER RAILWAY HISTORICAL SOCIETY, INC.
File Number C 62698

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of SNAKE RIVER RAILWAY HISTORICAL SOCIETY, INC., duly executed 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 Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated: April 22, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

SNAKE RIVER RAILWAY HISTORICAL SOCIETY

ARTICLES OF DISSOLUTION

ARTICLE I
DESCRIPTION OF CORPORATION

Section 1. The Snake River Railway Historical Society is a non-profit corporation within the State of Idaho under bylaws.

Section 2. The corporation is predicated in law upon its association with the National Railway Historical Society, as Chapter 101, also known as the Snake River Chapter.

Section 3. Individual membership in the Snake River Historical Society requires individual membership with the National Railway Historical Society, acquired through the Snake River Chapter.

Section 4. The corporation was granted non-profit status by the Internal Revenue Service on condition of corporate association with the National Railway Historical Society, as Employer Identification Number 82-0440825.

Section 5. Membership in the Snake River Railway Historical Society, as of November 1, 1996, was 19 persons. Half of this membership resides interstate and cannot attend meetings.

ARTICLE II
CONDITIONS OF GOVERNANCE

Section 1. The corporation is required, by Article VI, Section 3 of its by-laws, to nominate the Board of Directors, at its annual October meeting, to facilitate elections held the following November.

Section 2. The corporation is required, by Article VI, Section 1 of its by-laws, to elect a full slate of officers, known as the Board of Directors, being President, Vice President, Treasurer, Secretary, and National Director, for the next year, at its annual November meeting. This new Board is seated in January of the next year.

Section 3. The Board of Directors is empowered by Article V, Section 3 of its by-laws to regulate the financial and business affairs of the corporation.

ARTICLE III
CONDITIONS OF DISSOLUTION

Section 1. The corporation may voluntarily dissolve by Article XIII, Section 1 of its by-laws.

Section 2. Corporate dissolution requires approval by the general membership, by written ballot, with a majority approval under Article XIII, Section 1 of its by-laws.

Section 3. Corporate dissolution is required, by Article XIII, Section 2, to distributed the assets of the corporation to other non-profit corporations as defined by Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV
VOTE OF DISSOLUTION

Section 1. At the October, 1996 general meeting, no nomination of officers, to fill the Board of Directors, was forthcoming. The current Board of Directors, most having already served several years, declined serving additional terms. Therefore, no elections could be held in November, and no new Board could be seated in January, as required by Article VI, Sections 1 and 3.

Section 2. Whereupon, the Board of Directors proposed to dissolve, under Article XIII, Section 1.

Section 3. Whereupon, the Board of Directors directed the Secretary to mail a letter of explanation and proposed dissolution to the full membership.

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SECRETARY OF STATE
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Section 4. Whereupon, the Board of Directors directed the Secretary to mail dissolution ballots to the full membership.

Section 5. Whereupon, the Board of Directors directed the Newsletter Editor to prepare and mail a special edition of the newsletter explaining proposed dissolution for circulation to other National Railway Historical Society chapters.

Section 6. Whereupon, the Board of Directors directed its officers to contact non-profit corporations of similar interest to the society, for potential acceptance of assets: specifically, the Third Division of the Pacific National Chapter of the National Model Railroad Association; the Union Pacific Historical Society and; the City of Boise, depot restoration project.

Section 10. At the November 14, 1996 general meeting, ballots were counted: of 19 general membership, 16 voted for dissolution, one against, with two unreturned ballots, thereby duly passing dissolution within the terms of Article XIII, Section 1 of the bylaws.

Section 11. The officers reported the respective agencies were agreeable to receive the assets of the corporation, as proposed, thereby duly disposing of assets with the terms of Article XIII, Section 2 of the bylaws.

Section 12. Whereupon, the Board of Directors concluded the corporation had complied with its bylaws for dissolution, and to cease operation effective December 31, 1996.

Section 13. Whereupon, the Board of Directors instructed the Treasurer, as Membership Liaison to the National Headquarters, to notify the National Railway Historical Society of the dissolution of Chapter 101.

Section 14. Whereupon, the Treasurer mailed notification to the National Railway Historical Society on December 9, 1996.

ARTICLE V

SUSPENSION OF OPERATIONS

Section 1. At the December 12, 1996 general meeting, the Board of Directors voted to suspend operations of the corporation effective December 31, 1996.

Section 2. The Board of Directors declared the Snake River Railway Historical Society to be dissolved, pending approval by the Idaho Secretary of State.

Section 3. The Board of Directors, in accordance with Article V, Section 3 of the bylaws regulating business affairs, appointed three Board members as Trustees, to finalize the affairs of the corporation, after December 31, 1996. The Trustees are John McQuigg, Secretary; Worth Montgomery, Vice-president and Acting President and; Jim Witherell, Treasurer.

ARTICLE VI

ACTIONS OF THE TRUSTEES

Section 1. The Idaho Secretary of State was notified of dissolution intent on January 9, 1997.

Section 2. The Internal Revenue Service was notified of the corporate dissolution on January 9, 1997, requesting the Employer Identification Number and tax status be cancelled.

Section 3. The Trustees met on February 5, 1997 to disburse assets as follows:

- a slide projector and screen, and portable display kit, donated to the Third Division of the Pacific Northwest Division of the National Model Railroad Association, a non-profit corporation within Idaho;
- books of historical significance on the Union Pacific Railroad, donated to the Union Pacific Historical Society, a non-profit corporation within Nebraska;
- a cash balance of \$1,344.13, with no outstanding debts or warrants, after payment of the \$30.00 dissolution fee to the Idaho Secretary of State and provision for a Notary Fee, if any, of \$10.00, all remainder to be donated to the City of Boise for the depot restoration project.

Section 4. The Trustees found no other assets.

Section 5. The Trustees have directed Jim Witherell to retain all records of the corporation, to include financial and dissolution voting record, for five years to enable auditing.

Section 7. The Trustees final meeting was April 9, 1997 to ratify these Articles of Dissolution.

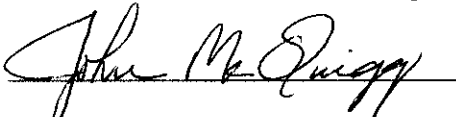
The Trustees, as duly appointed agents of the Snake River Railway Historical Society, Inc., do hereby certify that the above and foregoing are the legally approved Articles of Dissolution of the said corporation.

Dated and signed at Boise, Idaho, this 9th day of April, 1997.

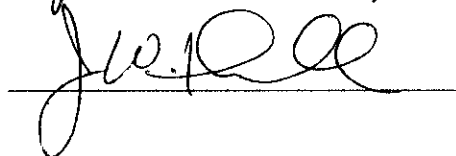
Worth Montgomery



John McQuigg




Jim Witherell



State of Idaho)
 : ss
County of Ada)

On this 9th day of April, 1997, the undersigned, a Notary Public in and for said State, personally appeared JIM WITHERELL, known to me to be the person whose name is subscribed to the within and foregoing 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 Boise, Idaho
My Commission Expires: 11/21/99