

FILED EFFECTIVE

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
STATE OF IDAHO

CALDWELL MODEL RAILROAD CLUB INC

The undersigned, acting as Incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CALDWELL MODEL RAILROAD CLUB, INC.

SECOND: The period of its duration is perpetual, unless dissolved by action of the stockholders or by operation of law.

THIRD: The purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The Corporation shall have authority to issue one thousand (1,000) shares of stock of one class, no par value.

FIFTH: Provisions denying preemptive rights are: NONE.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: NONE.

SEVENTH: The address of the initial registered office of the corporation is 14256 Carolina St, Caldwell, Idaho, 83607, and the name of its initial registered agent at such address is WILLIAM STOBIE.

IDAHO SECRETARY OF STATE
03/04/2005 05:00
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EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is three (3), and the name and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

**William Stobie
14256 Carolina St
Caldwell ID 83607**

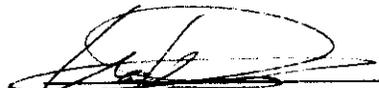
**Randy Fee
1124 E Logan St
Caldwell ID 83605**

**David A Wilson
2802 College Ave
Caldwell ID 83605**

NINTH: The name and address of each Incorporator is:

**William Stobie
14256 Carolina Street
Caldwell ID 83607**

DATED this 24th day of March 2005.


WILLIAM STOBIE