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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF**

RAIL RESCUERS, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is Rail Rescuers, Inc. ("Corporation").

ARTICLE II

STATEMENT OF NONPROFIT STATUS AND EXISTENCE

The Corporation is a nonprofit entity and shall have perpetual existence.

ARTICLE III

PURPOSES OF THE CORPORATION

The purposes for which the Corporation is organized and will be operated are as follows:

- A. To **Educate** the public about the historic, economic, and **scientific** features and benefits of railway travel in the United States of America.
- B. In furtherance of Article III. A. above, to produce and distribute **Literature** describing the historic, economic, and **scientific** features and benefits of railway travel in the United States of America.
- C. In furtherance of Article III. A. above, to own, operate, and maintain historic railways and rail passenger service facilities and equipment within the United States of America.

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D. In furtherance of Articles III. A. and C. above, to research, identify, prioritize, and **publish** pertinent information about historic railways and rail passenger service facilities and equipment in the United States of America that are threatened with abandonment by their current Owners.

E. In furtherance of Articles III. A., C, and D. above, to purchase, develop, operate, and maintain as many of the identified historic railways and rail passenger service facilities and equipment in the United States of America that are threatened with abandonment by their current Owners as is practicable.

F. In furtherance of Articles III. A., B., and E. above, to intervene and provide expert testimony in abandonment proceedings on as many of the identified historic railways and rail passenger service facilities and equipment in the United States of America that are threatened with abandonment by their current Owners as is practicable.

G. Such other activities permitted by law and the limitations of the Articles of Incorporation as the Board of Directors deem appropriate.

ARTICLE IV

REGULATION OF INTERNAL AFFAIRS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III above. The Corporation shall not (i) devote more than an insubstantial part of its activities to or attempting to influence legislation by propaganda or otherwise, (ii) directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or (iii) have objectives or engage in activities which characterize the organization as an "action" organization as defined in regulations under Internal Revenue Code

Section 501(c)3, as amended, or the corresponding provisions of any future law. 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 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization organized and operated exclusively for charitable, educational, or literary purposes as shall at the time qualify as exempt organizations under Section 501(c)3 of the Internal revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the Principal Office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 398 North Highway 55, Horseshoe Bend, Idaho 83629, and the Registered Agent is Thomas G. Faull.

ARTICLE VI

MAILING ADDRESS OF THE CORPORATION

The mailing address of the Corporation is P.O. Box 309, Horseshoe Bend, ID 83629.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Thomas G. Faull	P.O. Box 70, Horseshoe Bend, ID 83629
Donna M. Kent	P.O. Box 51, Horseshoe Bend, ID 83629
James A. Faull	3403 Evergreen Way, Nampa, ID 83687

ARTICLE VIII
MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times and intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE IX
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

ARTICLE X
INCORPORATORS

The names and addresses of the Incorporators are:

NAME

ADDRESS

Thomas G. Faull

P.O. Box 70, Horseshoe Bend, ID 83629

Donna M. Kent

P.O. Box 51, Horseshoe Bend, ID 83629

SIGNATURES OF INCORPORATORS



NAME

08-15-01
DATE



NAME

8-15-01
DATE