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Articles of Incorporation of Idaho Historical Railroads, Inc.

An Idaho Nonprofit Corporation

The undersigned incorporator, desiring to form a nonprofit corporation, pursuant to the provisions of the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I - NAME

The name of this Corporation is Idaho Historical Railroads, Inc.

ARTICLE II - NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III - PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Cascade, County of Valley, State of Idaho. The address of the initial registered office is 210 W Payette, Cascade, Idaho 83611, with a mailing address of P.O. Box 1039, Cascade, Idaho 83611. The name of the initial registered agent at this address is Carl G. Sorensen.

ARTICLE V - PURPOSES

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

A. To preserve, exhibit, operate and educate the public about Idaho's rail transportation history and more specifically, but without limitation:

1. To rescue, restore, display and/or operate historic railroad artifacts and equipment which pertain to the region's rail transportation history, for the education and enjoyment of present and future generations;

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2. To bring railroad history to the public by operating passenger trains, traveling display trains, and through a display and restoration museum; and,
3. To cooperate with appropriate individuals, organizations, and institutions on the local, state, or national levels in projects and activities that will promote and sustain a general interest in our railroad history.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing or value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI - LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII - MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors. The Corporation may have more than one class of members, as may be provided in the Bylaws of the Corporation.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than four (4) nor more than nine (9) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and addresses of the persons constituting the initial Board of Directors are:

Dieter Leipf	2166 W Sunny Slope Dr., Meridian, Idaho, 83642
Carl G. Sorensen	210 W Payette, Cascade, Idaho, 83611
Todd Torgesen	3510 W Idaho Blvd., Emmett, Idaho, 83617
Jim Witherell	215 S Locust Grove Rd, Meridian, Idaho, 83642

ARTICLE IX - 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 or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed 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 organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI - INCORPORATOR

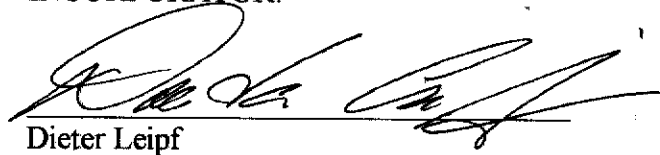
The name and address of the incorporator of the Corporation is Dieter Leipf, 2166 W Sunny Slope Dr., Meridian, Idaho, 83642.

ARTICLE XII - BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

IN WITNESS WHEREOF, we the undersigned do hereby execute these Articles of Incorporation this 17 day of October, 1997.

INCORPORATOR:



Dieter Leipf

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