

ARTICLES OF INCORPORATION

OF

TRAIN MOUNTAIN RAILROAD

ARTICLE I NAME AND DURATION

The name of the corporation is TRAIN MOUNTAIN RAILROAD and its duration is perpetual.

ARTICLE II TYPE OF CORPORATION

This corporation is a mutual benefit nonprofit corporation.

ARTICLE III REGISTERED AGENT AND STREET ADDRESS OF REGISTERED AGENT

The new Registered Agent of the corporation is Dennis Ward and he has consented to this appointment. The address and location of the office of the Registered Agent is 443 Telephone Flat Road, Chiloquin, OR 97624. This address is for the service of legal process and papers.

ARTICLE IV MAILING ADDRESS

The mailing address of the Registered Agent is 443 Telephone Flat Road, Chiloquin, OR 97624. This is the address for mailing notices.

ARTICLE V
VOTING MEMBERS

Train Mountain Railroad does not have voting members as defined in ORS Chapter 65 of the Oregon Revised Statutes.

ARTICLE VI
PURPOSE AND POWERS

This corporation is organized and operated for tax exempt purposes allowed by §501(c)(7) of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue law).

The corporation will have all the following powers:

- A. To conduct its business, carry on its operations, and have offices and exercise all of the powers granted by Oregon Law.
- B. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

ARTICLE VII
RESTRICTION ON ACTIVITIES

Notwithstanding any other provision of these Articles, the corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax. The corporation is not organized for profit or organized to engage in an activity ordinarily carried on for profit.

ARTICLE VIII
NO PRIVATE BENEFIT

The property of this corporation is irrevocably dedicated to preservation and promotion of the miniature railroad hobby, and no part of the net income or assets of this corporation shall ever inure to the benefit of, or be distributed to, any incorporator, director, officer, member, private shareholder or individual, 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 these Articles of Incorporation.

ARTICLE IX
POLITICAL CAMPAIGNS

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not be operated primarily to participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X
DISSOLUTION

Upon the dissolution of the corporation, assets may be distributed by the Board of Directors for one or more exempt purposes within the meaning of §501(c)(7) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public

purpose. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, to an organization or organizations which are organized and operated for similar purposes. Alternatively, upon dissolution the organization may distribute the remaining assets to its members in an amount directly proportionate to their contributions.

So long as it is done in compliance with the above paragraph, upon the winding up and dissolution of this corporation, the property of the corporation shall be distributed to:

Railroad Institute
c/o Doug Schmor
201 West Main, Suite 5
P.O. Box 128
Medford, OR 97501

ARTICLE XI INDEMNIFICATION

The corporation will indemnify its directors and officers to the fullest extent allowed by current or future Oregon law or federal law, provided, however, that in the event of a settlement, the Board of Directors must approve any settlement in advance.

The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future Oregon law or federal law.

ARTICLE XII
AMENDMENTS TO THE ARTICLES OF INCORPORATION

The requirements for amending the Articles of Incorporation shall be those stated in the bylaws.

EXECUTION:

Each of the undersigned incorporators of the corporation, hereby certify under penalty of perjury that they have examined these Articles of Incorporation and that they are the full and complete Articles of Incorporation of Train Mountain Railroad.

1) Jim Armstrong 11/1/2012
Signature Date
Jim Armstrong - President
Name and Title (print)
1122 E Locust Lane
Address
Nampa, ID 83686
Address

2) Charles Barnes 11/1/12
Signature Date
Charles Barnes, Secretary
Name and Title (print)
2425 Pine Ridge Dr
Address
Modesto, CA 95351
Address

3) Dennis L Ward 11/1/2012
Signature Date

Dennis L Ward Treasurer
Name and Title (print)

443 Telephone Flat Rd
Address

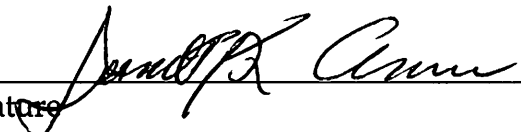
Chiloquin, OR 97642
Address

4) Tom Watson 11/1/12
Signature Date

Tom Watson Member of the Board
Name and Title (print)

P.O. Box 42
Address

Chiloquin, OR 97624
Address

5)  Nov. 1, 2012
Signature Date

Gerald K. Crane Member of the Board
Name and Title (print)

10915 SE 324th LN.
Address

Auburn, WA 98092
Address

Contact Name for questions on this filing

Chuck Barnes

Phone 209-613-7526