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ENDORSED

In the office of the Secretary of Stata of the State of California SEP13 1983

MARCH FONG EU, Secretary of State

Losile Glenn Deputy

ARTICLES OF INCORPORATION

OF

FEATHER RIVER RAIL SOCIETY

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The name of this corporation is FEATHER RIVER RAIL SOCIETY.

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II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for "charitable and public" purposes.

B. The specific purposes for which this corporation is organized are to preserve a segment of railroad history in Plumas County by collecting, restoring and maintaining equipment and artifacts related to railroading to be displayed in a museum open to the general public.

III

The name and address in the State of California of this corporation's initial agent for service of process is: Norman W. Holmes, Post Office Box 1104, Portola, California 96122.

IV

A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

Norman W. Holmes, P. O. Box 1104, Portola, CA 96122 Chris W. Skow, P. O. Box 312, Portola, CA 96122 Melvin R. Moore, P. O. Box 1099, Portole, CA 96122

VI

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and Section 501 (c)(3) of the Internal Revenue Code and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under Section 214 of the California Revenue and Taxation Code and Section 501 (c)(3) of the Internal Revenue Code.

Dated: September 12, 1983

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rman W. Holmes,

Skiw, Director

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Melvin R. Moore, Director

We, the above-mentioned initial Directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

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Norman W. Holmes, Director

Chris W. Skow, Direcotr

Melvin R. Moore, Director