

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

AUGUST 05, 2002

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

FRIENDS OF THE RAILROAD MUSEUM

I, C Michael Weaver, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

C. Michael Weaver

Secretary of the Commonwealth

TCHI

members of the committee authorized to incorporate The Friends of the Railroad
 (Name of unincorporated assn.)
Museum by the requisite vote required by the organic law of
 the association for the amendment of such organic law.

8. The name(s) and post office address(es) of each incorporator(s) is(are):

NAME	ADDRESS (including street and number, if any)
<u>Charles F. Gilbo</u>	<u>201 East Ross Street, Lancaster, PA 17602</u>
<u>Kenneth G. Murry</u>	<u>209 East New Street, Mountville, PA 17554</u>
<u>Ellis R. Bachman</u>	<u>7 South Decatur Street, Strasburg, PA 17579</u>
<u>Harry R. Parks, Jr.</u>	<u>R.D. #2, Delta, PA 17314</u>

9. Upon any dissolution of the corporation, the assets in liquidation will be distributed to an exempt organization, which shall be the Railroad Museum of Pennsylvania, if then exempt.

IN TESTIMONY WHEREOF, the incorporator(s) has(have) signed and sealed these
 Article : of Incorporation this 10th day of January, 19 83.

<u>Charles F. Gilbo</u> Charles F. Gilbo	(SEAL)	<u>Kenneth G. Murry</u> Kenneth G. Murry	(SEAL)
<u>Ellis R. Bachman</u> Ellis R. Bachman	(SEAL)	<u>Harry R. Parks, Jr.</u> Harry R. Parks, Jr.	(SEAL)
	(SEAL)		(SEAL)

(Line for number only)

Articles of
Amendment -
Domestic Nonprofit Corporation

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

In compliance with the requirements of 15 Pa. C.S. §7905 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

- The name of the corporation is:
Friends of the Railroad Museum
- The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):
201 East Ross Street (Street)
Lancaster (Number) (City) Pennsylvania (City) 17602 (Zip Code)
- The statute by or under which it was incorporated is:
Nonprofit Corporation Law of 1972
- The date of its incorporation is: January 12, 1983
- The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
- The amendment was adopted by the members pursuant to 15 Pa. C.S. §7904(b).
- The amendment adopted by the corporation, set forth in full, is as follows:

a) Article 3 (the purpose clause) is amended to read in full as follows:

"3. The Friends of the Railroad Museum is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania solely and exclusively for charitable, educational and scientific purposes under

DATE FILED JUN 26 1984	FOR OFFICE USE ONLY			
	DIR CODE AN	DIR REV HOLD	SEQUENTIAL NO 177	TO WHOM FILED, BY NAME 84421866
	REVIEWED BY WF	DIR SICC	AMOUNT \$ 40.	BY CORPORATION, NUMBER 703077
	DATE APPROVED 7/5/84	DATE REJECTS	CERTIFY TO	LOG IN
SIGNED BY <i>William C. Davis</i>		C REV	INITIALS	LOG IN DATE
MAILED BY DATE		FILED	VERIFIED BY	LOG OUT
FILED		FILED	FILED	FILED

Office of the Corporation Bureau
Department of State
Harrisburg, Pennsylvania

Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. (All references to the Internal Revenue Code, and sections thereof, in these Articles shall refer to the Internal Revenue Code of 1954, and any corresponding provisions in said Code as it may hereafter be amended.) Particularly, subject to the limitations set forth above, the purpose of this corporation is to accept gifts, donations of time and materials, to raise funds and to engage in other activities for the benefit and general improvement of the Railroad Museum of Pennsylvania; to aid the Railroad Museum of Pennsylvania in preserving railroad history; and to provide for the education of those interested in the railroad history of the Commonwealth of Pennsylvania. This corporation does not contemplate pecuniary gain or profit, incidental or otherwise."

b) Article 9 is amended to read in full as follows:

"9. Upon dissolution of the corporation, after paying or making provision for the payment of all of the liabilities of the corporation, it shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors may determine; provided, however, that such distribution shall be made solely to the Railroad Museum of Pennsylvania if it is then an exempt organization under Section 501(c)(3). Any assets not disposed of as set forth above shall be disposed of in accordance with the order of the Court of Common Pleas of the county in which the principal office of this corporation is located, for the purposes of this corporation and to exempt organizations as above set forth."

c) There is hereby added an additional Article 10 as follows:

"10. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors 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 the preceding paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda 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 (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal

84421868

Regener Code or (b) by a corporation, contribution to which are deductible under section 170(e)(2) of the Internal Revenue Code."

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 27 day of June, 1984.

FRIENDS OF THE RAILROAD MUSEUM

(Name of Corporation)

By:

Charles T. Gill
(Signature)

Charles T. Gill
(Title President, Vice President, etc.)

Attest:

Kenneth H. Murray
(Signature)

Corporate Secretary
(Title Secretary, Assistant Secretary, etc.)

(corporate seal)

