

RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDS OF TRAIN MOUNTAIN

The following Restated Articles of Incorporation supersede the existing Articles of Incorporation and all amendments thereto.

ARTICLE I
NAME AND DURATION

The name of the corporation is Friends of Train Mountain and its duration is perpetual.

ARTICLE II
TYPE OF CORPORATION

This corporation is a mutual nonprofit benefit corporation.

ARTICLE III

REGISTERED AGENT AND STREET ADDRESS OF REGISTERED AGENT

The new Registered Agent of the corporation Justin Throne and he has consented to this appointment. The address and location of the office of the Registered Agent is 280 Main Street, Klamath Falls, OR 97601. This address is for the service of legal process and papers.

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**ARTICLE IV
MAILING ADDRESS**

The mailing address of the Registered Agent is 280 Main Street, Klamath Falls, OR 97601. This is the address for mailing notices.

**ARTICLE V
VOTING MEMBERS**

Friends of Train Mountain does not have voting members as defined in 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 Restated 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**

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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 equally in undivided shares to the following organizations, whether incorporated or not:

Los Angeles Live Steamers Railroad Museum
c/o Lew Soibelman, Registered Agent
8330 Skyline Drive
Los Angeles, CA 90046

Kitsap Live Steamers
c/o Dennis A. Weaver, Registered Agent
15710 Carney Lake Road
Port Orchard, WA 98367

Maricopa Live Steamers Railroad Heritage Preservation Society
c/o JAMES G KNOLLMILLER, Registered Agent
1745 S ALMA SCHOOL RD #130
MESA, AZ 85212

Joshua Tree and Southern Railroad Club and Museum
c/o THOMAS E ARNOLD, Registered Agent
8901 WILLOW LANE

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JOSHUA TREE, CA 92252

Golden Gate Live Steamers
c/o JIM DAMERON, Registered Agent
130 PEREIRA AVE
TRACY, CA 95376-2750

British Columbia Society of Model Engineers (BCSME)
120 North Willingdon Avenue
Burnaby, BC, CANADA V5C 6K1

Indiana Live Steamers Inc.
C/O CLARENCE COCHRAN, Registered Agent
5239 TINCHER RD
INDIANAPOLIS, IN 46241

Klamath & Western Railroad Inc
c/o Chris Kuehl, Registered Agent
5810 Shasta Way
Klamath Falls, OR 97603

If any of the aforementioned organizations does not exist at the time of the dissolution and winding up of this corporation, the undivided share that would have been distributed to that organization shall be distributed, in equal shares, to the remaining organizations that exist at said time

The term "undivided share" shall, in the case of real property owned by the corporation, be as tenants in common.

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

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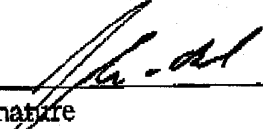
uncompensated officer of the corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future Oregon law or federal law.

ARTICLE XII
AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

EXECUTION:

I, the undersigned officer of the corporation, hereby certify under penalty of perjury that I have examined these Restated Articles of Incorporation and that they are the full and complete Restated Articles of Incorporation of Friends of Train Mountain.

	OCTOBER 21, 2007
Signature	Date
JOHN C. BUSCH, PRESIDENT	
Name and Title (print)	