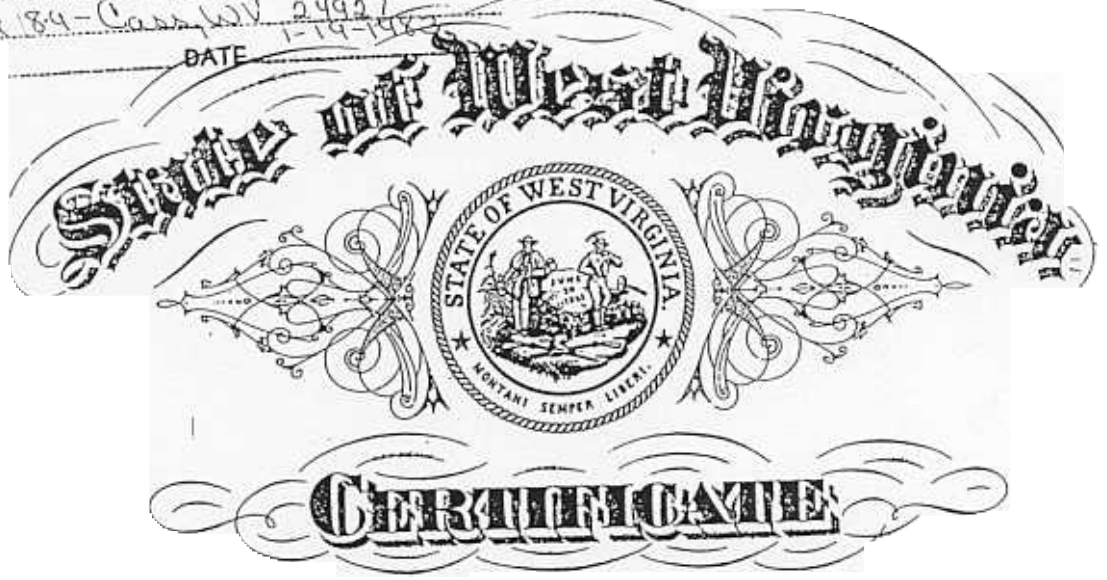


MAILED DELETED
Box 189 - Cass, WV 24927
1-19-1982

DATE



I, A. James Manchin, Secretary of State of the State of West Virginia, hereby certify that

PURSUANT TO THE PROVISIONS OF SECTION 28, ARTICLE 1, CHAPTER 31 OF THE CODE OF WEST VIRGINIA, 1931, AS AMENDED, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF

MOUNTAIN STATE RAILROAD AND LOGGING HISTORICAL ASSOCIATION, INC.

HAVE BEEN RECEIVED AND ARE FOUND TO CONFORM TO LAW, AND DECLARED TO BE FROM THIS DATE A CORPORATION BY THE NAME AND FOR THE PURPOSES AS SET FORTH IN THE SAID ARTICLES, WITH THE RIGHT OF PERPETUAL EXISTENCE.

ACCORDINGLY, I HEREBY ISSUE THIS CERTIFICATE OF INCORPORATION.

Given under my hand and the Great Seal of the said State at the City of Charleston, this

THIRTEENTH _____ day of
OCTOBER 19 82

A. James Manchin
Secretary of State



ARTICLES OF INCORPORATION

of

MOUNTAIN STATE RAILROAD AND LOGGING HISTORICAL ASSOCIATION, INC.

FILED IN THE OFFICE OF
SECRETARY OF STATE OF
WEST VIRGINIA
OCT 13 1982

I. The undersigned agree to become a non-profit corporation in the name of Mountain State Railroad and Logging Historical Association, Inc.

II. The address of the principal office of said corporation will be located at P. O. Box 89 in the Town of Cass, County of Pocahontas, State of West Virginia, ZIP 24927.

III. The purposes for which the corporation is formed are as follows:

(1) To operate exclusively for charitable, literary, informational, educational, cultural, historical and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or any corresponding provision of any future U.S. Internal Revenue Law); all property, assets and income acquired or received by the corporation, of any nature, shall be used exclusively for the above-specified; and no substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or participation in any manner in any political campaign.

(2) In furtherance of the powers conferred upon corporations by law and not in limitation thereof, the Corporation shall have the following purposes and powers:

(a) To support, maintain, own and operate facilities, and engage in and promote research, and publication, for the purpose of providing charitable, literary, informational, educational, cultural, historical and scientific services to and for the Corporation's members and the general public.

(b) To receive, buy, purchase, own, hold, lease, manage, option, sell, exchange or otherwise acquire or dispose of real and personal property of all kinds; to borrow money and to execute, issue and deliver notes, bonds and other

securities; to secure the payment thereof any deeds of trust, mortgages and/or pledges of any property, real or personal, that may be held or owned by the Corporation, and to execute deeds of trust, mortgages or other liens upon real and personal property, all upon such terms and conditions as may be determined by the Corporation.

(c) To receive contributions, donations, gifts bequests, legacies, devises, transfers, deeds and other assignments of property, whether real, personal or mixed, including but not limited to grants from a governmental agency or corporation; to own, hold, use, manage, sell, lease or otherwise dispose of the same. All such property transferred to the Corporation by testamentary disposition or gift in contemplation of death, the transfer of which is subject to the provisions of West Virginia Code, Chapter 11, Article 11, or pertinent statutes in other states; and the rentals, profits and proceeds therefrom shall be devoted to the purposes set forth in paragraph (1) above exclusively in the State of West Virginia, whether used or located within or without said State, to the end that all such testamentary dispositions and gifts shall be exempt from inheritance and transfer taxes imposed by the statute referred to, and other applicable laws of the State of West Virginia.

(d) To erect, remodel, maintain and operate upon real estate that may be owned or leased by the Corporation or others, buildings and other structures in the furtherance of any of the objects and powers of the Corporation, and to equip and furnish the same with personal property or otherwise, and, without limiting the generality of the foregoing, to acquire, own, hold, use and dispose of properties, both real and personal and all other things that may be useful, necessary or convenient in furtherance of any of the objects and powers of the Corporation.

(e) To aid and assist by gift, donation or otherwise, to any person, firm, corporation, institution, foundation or

association that may be engaged in the conduct and promotion of nonprofit, charitable, informational, educational, cultural, historical and scientific activities of the same character as the Corporation itself might engage in or promote under the provisions heretofore set forth.

(3) All of the foregoing activities may be engaged in and all of the foregoing powers may be exercised by the Corporation through or in cooperation with any other individual, corporation, firm, institution, foundation, association or trust, charitable or otherwise.

(4) 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 1954 (or the corresponding provision of any future U.S. Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170(c)(2) of said Code (or any such corresponding provision).

IV. Provisions for the regulation of the internal affairs of the Corporation shall be:

(1) The Corporation is not organized for profit, and shall not have authority to issue capital stock

(2) No part of the Corporation's net earnings shall inure to the benefit of or be distributable to any of its members, directors, officers or other private persons, except that the Corporation shall be authorized to make reasonable compensation for services rendered and payments and distributions in furtherance of the purposes set forth herein.

(3) It shall be the policy of the Corporation to carry on its activities without distinction or discrimination due to race, color, sex, condition or creed of any persons.

(4) In accordance with and subject to the laws of the State of West Virginia that then may be in force, the members of the Corporation may dissolve the Corporation. Upon such

dissolution no part of its funds or properties shall be distributed to or among its members, officers or board of directors. After payment of the indebtedness and obligations of the Corporation, the directors thereof shall dispose of, transfer, assign and/or convey the surplus funds or property of the Corporation exclusively in furtherance of its purposes to any (or more than one) corporation, institution, foundation or trust, all of the activities and powers of which are charitable, literary, informational, educational, cultural, historical and scientific and of a nonprofit nature, and which at the time may qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or any corresponding provision of any future U.S. Internal Revenue Law), as such directors may determine, and in accordance with a vote of the members. Any such remaining funds or properties with respect to which the directors shall fail to act shall be disposed of by a court of competent jurisdiction, or as otherwise may be provided by law, in exclusive furtherance of the foregoing purposes and objectives.

V. The full names and addresses of the incorporators, including street and street numbers, if any, and the city, town or village, including ZIP number are as follows:

<u>Name</u>	<u>Address</u>	<u>City-State</u>	<u>ZIP Code</u>
George R. Greenacre,	305 Lawson St.,	Hurricane, WV	25526
George F. Bartels,	P. O. Box 57,*	Cass, WV	24927
George Deike,	P. O. Box 108,*	Cass, WV	24927

VI. The existence of this corporation is to be perpetual

VII. The name and address of the appointed person to whom notice or process may be sent:

George Deike P. O. Box 108 Cass, WV 24927

VIII. The number of directors constituting the initial board of directors of the corporation is sixteen, and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify.

*Note: There are no named streets in the town of Cass.

<u>Name</u>	<u>Address</u>	<u>City-State</u>	<u>ZIP Code</u>
George Deike	P. O. Box 108	Cass, WV	24917
Richard Sparks	7005 Davis St.	Alexandria, VA	22306
William Olson	842 Mission Hills Lane	Worthington, OH	43085
G. F. Bartels	P. O. Box 57	Cass, WV	24927
W. P. McNeel	1118 Second Ave.	Marlinton, WV	24954
John Bledsoe	9103 Auburn Rd.	Huntington, WV	25704
Elmer Burris	P. O. Box 231	Charlottesville, VA	22902
Ralph Glover	DNR-State Office Bldg.	Charleston, WV	25305
D. Roger Mower	Box 144	Gladwyne, PA	19035
William Bell	9617 Hillridge Dr.	Kensington, MD	20895
Richard Dale	P. O. Box 75	Cass, WV	24927
Anthony Koester	RD 6 Box 471	Newton, NJ	07860
Benjamin Kline, Jr.	920 Wheaton Dr.	Lancaster, PA	17603
John P. Killoran	111 Raintree Dr.	Hurricane, WV	25526
Norman C. Fagan	C&H-State Capitol	Charleston, WV	25305
Donald Andrews	DNR-State Office Bldg.	Charleston, WV	25305

We, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of West Virginia, do make and file this ARTICLES OF INCORPORATION, and we have accordingly hereunto set our respective hands this 27TH day of SEPTEMBER, 1982.

Guug Deets

A. F. Bartels

George Greenacre

STATE OF WEST VIRGINIA
COUNTY OF KANAWHA, .SS:

I, Billy E Medford, a Notary Public in and for the County and State aforesaid, hereby certify that George R Greenacre whose name is signed to the foregoing Articles, bearing date on the 27 day of September, 1982, this day personally appeared before me in my said county and acknowledged his signature to the same.

Given under my hand and the official seal this 7 day of October, 1982.

Billy E Medford
Notary Public

My Commission Expires Oct. 6, 1983



STATE OF WEST VIRGINIA
COUNTY OF POCAHONTAS, SS

I, Mary Ella Snyder, a Notary Public in and for
the County and State aforesaid, hereby certify that
George Deike + G.F. BARTELS whose
names are signed to the foregoing Articles, bearing date on
the 27 day of September, 1982, this day personally
appeared before me in my said county and severally acknowledged
their signatures to the same.

Given under my hand and the official seal this 27
day of September, 1982.

Mary Ella Snyder
Notary Public
My Commission Expires Sept 9, 1987

Articles of Incorporation prepared by:

William E. Olson
Room 1510
180 East Broad Street
Columbus, OH 43215

WEST VIRGINIA
POCAHONTAS COUNTY CLERK'S OFFICE

January 4, 1983
This instrument was this day presented to me in my office, and
thereupon, together with the certificate thereto annexed, is admitted
to record.

Teste: Hildreth St. Meadows Clerk

FILED

1983 JAN -4 PM 4: 12

POCAHONTAS CO. CLERK
HARLINTON, WEST VA.