

NO100000 6312

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

SUBJECT: Florida East Coast Railway Society, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard A. Shores
Name (Printed or typed)

2652 NE 4th Court
Address

Bayton Beach, FL 33485
City, State & Zip

561-437-4157
Daytime Telephone number

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NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation

in Compliance with chapter 617, F.S. (Not for Profit)

Article I - Name

The name of the corporation shall be 'Florida East Coast Railway Society, Inc.'

Article II – Principal Office

The principal place of business and mailing address of this corporation shall be:
2652 NE 4th Court, Boynton Beach, Fl. 33435.

Article III - Purpose

The principal purpose for which this corporation is organized is to preserve information and artifacts concerning the creation and history of the Florida East Coast Railway. To educate present and future generations, about the history of the Florida East Coast Railway, and the development of Florida along its route. To promote and educate the public concerning railroad crossing safety in cooperation with Operation Lifesaver. To educate the public regarding current railroad operations and terminology. To help better prepare individuals seeking careers in the railroad industry and related fields. To provide information concerning such opportunities as they become available. To inspire and support the development of ideas and methods for more efficient use of railroads in the future of transportation.

Article IV – Manner of Election

The manner in which the directors are elected or appointed vary depending on the position held. Three members will hold key positions of the Board of Directors: Executive Director of History, Executive Director of Current Operations, and Executive Director of Future Operations. Each position has a three-year term, with the election for each office staggered by one year. No member shall hold an Executive Director's position for more than two consecutive terms or six consecutive years (whichever is least). If an Executive Director is unable to complete his/her term, a replacement will be selected by the entire Board of Directors.

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All Standard Directors' terms are one year. If a Standard Director is unable to complete his/her term, a replacement can be selected by the entire Board of Directors. At the end of any director's term, the new director will be elected by the full membership.

In addition to managing the areas of promoting the railroads past, present, and future, the Executive Director will hold the positions of President, Vice-President, and Communications Officer. Which position each Executive Director will hold will be determined by the entire Board of Directors annually.

Positions such as Secretary, Treasurer, and Membership Director shall be appointed to Standard Directors by the entire Board of Directors.

Four Area Representatives will be appointed by the entire board, to promote communications among members living in the north, south, central, and off line regions. Any member can be appointed as an Area Representative. These four regions will be set by the entire Board of Directors, and adjusted as changing membership may dictate. Any Area Representative that is not a member of the Board of Directors, will have voting power of a director on all issues.

Article V – Initial Directors/Officers

Executive Director of History:

Seth Bramson
330 NE 96th Street
Miami, Fl.

Executive Director of Current Operations:

Charles Holthoff
409 17th Street
St. Augustine, Fl. 32084-1516

Executive Director of Future Operations:

Richard A. Shores
2652 NE 4th Court
Boynton Beach, Fl. 33435

Article VI – Initial Registered Agent and Street Address

Registered Agent: Richard A. Shores
2652 NE 4th Court
Boynton Beach, Fl. 33435

Article VII – Incorporator

Incorporator: Richard A. Shores
2652 NE 4th Court
Boynton Beach, Fl. 33435

Article VII – Effective Date

The effective date shall be September 13, 2001.

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Having been named the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Richard A. Shores
Signature/Registered Agent

8/28/2001
Date

Richard A. Shores
Signature/Incorporator

8/28/2001
Date