

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

N910000000901

52345

RE: Ridge Live
Steamers 9/18/20 PM 4:18

SECTION OF STATE
 TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s) *photocopy*
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, Copies
- Courier Service
- Shipping/Handling
- Phone ()
- Top Priority
- Express Mail Prep.
- FAX () pgs.

700001713167
 -02/20/96-01876-009
 *****70.00 *****70.00

RECEIVED
 SEP 20 AM 11:19
 DIVISION OF CORPORATIONS

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

*WALK-IN 3843
 PH 2/20/96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<u>12:00</u>	_____	CK No. _____
BY	<u>MC</u>	_____	_____

WALK-IN 2/20 ~~0000~~ 12:00
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

February 20, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: RIDGE LIVE STEAMERS, INC.
Ref. Number W96000003843

RECEIVED
96 FEB 26 PM 3 55
DIVISION OF CORPORATIONS

We have received your document for RIDGE LIVE STEAMERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 796A00007369

CORRECTED

ARTICLES OF INCORPORATION
OF
RIDGE LIVE STEAMERS, INC.

FILED
96 FEB 20 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby make and execute these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with Chapter 617, Florida Statutes.

ARTICLE I

Name

The name of this corporation shall be Ridge Live Steamers, Inc.

ARTICLE II

Principal Office

The street address of the principal office of Ridge Live Steamers, Inc. is 230 23rd Street, S.W., Winter Haven, Florida 33880.

ARTICLE III

Purposes

The purposes for which the corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

To coordinate the activities of Live Steamers and Railroaders; to achieve the maximum liaison between Live Steamers and Railroaders; to serve as a clearinghouse for construction information to the membership and other Live Steamers and Railroaders; to render greater service to them and to the public; to make recommendations to the International Brotherhood of Live Steamers concerning any and all matters which the Ridge Live Steamers, Inc. deems advisable; and

To operate as a scientific institution of learning in the field of Live Steam and Railroad construction; to act as a library in relation to books and equipment which pertain to Live Steam Railroading; to act charitably with help and aid to the neophyte; to act as a benevolent organization in relation to its members; and to act as a debating and literary organization in the area of scientific practices of fluid and physical mechanics; and

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

Powers

In addition to all other powers granted to the Corporation by applicable law, the Corporation shall have the following powers:

1. To make, establish and enforce reasonable rules and regulations governing the use of its facilities.
2. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operation and maintenance of the Corporation and the facilities and to use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the facilities as required.
4. To enforce by rule, regulation or legal means the obligations of the members of the Corporation.
5. To take such further actions as are reasonable and necessary to promote the purposes of the corporation.

ARTICLE V

Membership

The qualification of members, the manner of their admission to membership, the termination of such membership and the voting by members shall be provided in the Bylaws.

ARTICLE VI

Term

The term for which this Corporation is to exist shall be perpetual.

ARTICLE VII

Board of Directors

A Board of Directors comprising not less than five (5) nor more than nine (9) board members shall have the general management and control of the affairs of the corporation, and shall exercise all powers that may be exercised or performed by this corporation under these articles, by the Bylaws of this corporation and the laws of the State of Florida.

The election of the officers and directors of this organization shall be as provided for in the Bylaws of the corporation.

The names and addresses of the initial Directors who are to serve until the first election, are as follows:

<u>Name</u>	<u>Address</u>
Julien E. VanSickle	540 Bracey Road, Lakeland, FL 33809
Henry W. Walter, Jr.	1625 Buena Vista Drive, Eustis, FL 32726
Richard D. Dobler	230 23rd Street, S.W., Winter Haven, FL 33880
Jack Elston	305 W. Tom Costine Road, Lakeland, FL 33809
John Collins	1205 Briar Park Way, Valrico, FL 33594
Joe Nash	2634 Twelve Point Drive, Lakeland, FL 33811

ARTICLE VIII

Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be amended in the manner provided in the Bylaws.

ARTICLE IX

Amendments

These Articles of Incorporation may be amended by a vote of the members. Such amendments shall be proposed and adopted in the manner provided by the Bylaws, and shall become effective when received by the Secretary of State, unless a later date is provided by the terms thereof.

ARTICLE X

Indemnification

The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director, officer or agent of the corporation, against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Any expenses incurred by a director, officer or agent in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director, officer or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation. The indemnification provided by this Section is not exclusive. The Corporation may make any further indemnification of its directors, officers employees or agents under the Bylaws, by agreement, or by the affirmative vote of at least 66 2/3 % of the members and at least 66 2/3 % of the disinterested directors.

ARTICLE XI

Prohibition Against Distribution of Income

The Corporation is one which does not permit pecuniary gain or profit. No part of any net earnings shall inure to the benefit of any member, director or officer, and as such, they will have no interest in or title to any of the property or assets of the Corporation except in accordance with the provisions relating to dissolution in the Bylaws. Nothing herein shall prohibit the Corporation from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation.

ARTICLE XII

Transfer of Membership

A membership may be transferred only to the Corporation in accordance with the procedure set forth in the Bylaws of the Corporation. A member who resigns or who has been expelled from the Corporation shall surrender his or her membership certificate to the Corporation in accordance with the procedure set forth in the Bylaws of the Corporation. The Corporation may re-purchase the membership from a resigning member for a price not exceeding the resigning member's original cost. Membership certificates shall state thereon

that the transfer of the membership is restricted in accordance with the terms and conditions of this article.

FILED

96 FEB 20 PM 4:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

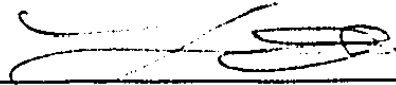
ARTICLE XIII

**Designation of Registered Agent and Office
and Acceptance by Registered Agent**

The street address of the initial registered office of this Corporation shall be 659 Avenue A, N.W., Winter Haven, Florida 33881, and the name of the Registered Agent of the Corporation at that address is Lawrence C. Stewart, Jr.

Acceptance

Having been named as Registered Agent then designated to accept service or process for the above Corporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a Registered Agent.



Lawrence C. Stewart, Jr.
Registered Agent

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the incorporator has executed these Articles of Incorporation this 16th day of February, 1996. 659 Avenue A, N.W., Winter Haven, Florida 33881.



Lawrence C. Stewart, Jr.
Incorporator