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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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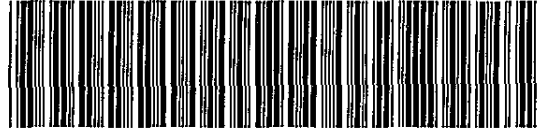
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton DEC 29 2005

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Downeast Rail Heritage Preservation Trust, Inc.
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Francis X. J. Lynch, Esq.

(Name of Person)

Moyle Flanigan et al.

(Firm/Company)

625 North Flagler Drive, 9th Floor

(Address)

West Palm Beach, FL 33401

(City/State and Zip Code)

For further information concerning this matter, please call:

Francis X. J. Lynch

(Name of Person)

at (561) 822-0387

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

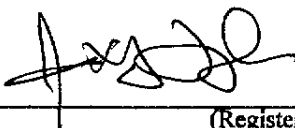
**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:*

1. Downeast Rail Heritage Preservation Trust, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Maine 3. 16-1714124
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 4, 2004 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. c/o Douglas C. Chapman, Esq., 109 Main Street, Bar Harbor, ME 04609
(Principal office address)

P. O. Box 950, Bar Harbor, ME 04609
(Current mailing address)
8. Historic preservation/economic development of Downeast Scenic Railroad
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Francis X. J. Lynch, Esq.
Office Address: 625 N. Flagler Drive, 9th Floor
West Palm Beach, Florida 33401
(City) (Zip Code)
10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas J. Testa
Address: 221 Royal Poinciana Way
Palm Beach, FL 33480

Vice Chairman: Ken Jackman
Address: 107 Standpipe Road
Damariscotta, ME 04543

Director: Gary Briggs
Address: 9 Prospect Avenue
Brewer, ME 04412

Director: David Baldwin
Address: RR1 Box 358
Harrington, ME 04643

B. OFFICERS

President: Thomas J. Testa
Address: 221 Royal Poinciana Way
Palm Beach, FL 33480

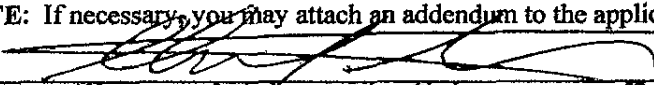
Vice President: Ken Jackman
Address: 107 Standpipe Road
Damariscotta, ME 04543

Secretary: Andrew Peterson
Address: 105 Eden Street, Bar Harbor, ME 04609

Treasurer: Gary Briggs
Address: 9 Prospect Avenue, Brewer, ME 04412

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Thomas J. Testa, Chairman/President
(Typed or printed name and capacity of person signing application)

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment and dissolution of corporations and annual reports filed by the same.

I further certify that DOWNEAST RAIL HERITAGE PRESERVATION TRUST is a duly organized nonprofit corporation without capital stock under the laws of the State of Maine and that the date of incorporation is November 04, 2004.

I further certify that said nonprofit corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said nonprofit corporation is a legally existing nonprofit corporation in good standing under the laws of the State of Maine at the present time.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this fifth day of December 2005.



MATTHEW DUNLAP

Secretary of State