

NO1000007132

FILED

TRANSMITTAL LETTER

01 OCT -5 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-10/05/201-01037-003
*****87.50 *****87.50

SUBJECT: DAGRDO FOUNDATION, 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: DONALD A. NICHOLS
Name (Printed or typed)

19855 SW 280TH STREET
Address

HOMESTEAD, FLORIDA 33031-3204
City, State & Zip

(305) 248-0932
Daytime Telephone number

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

Donald Nichols GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article V RA Address
DATE 10-8-01
DOC. EXAM CB

C. BLALOCK OCT 8 2001

ARTICLES OF INCORPORATION
OF
DAGRDO FOUNDATION, INC.
A NONPROFIT, NON-STOCK CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned residents of the State of Florida, being eighteen (18) years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Florida.

ARTICLE I - NAME AND LOCATION

The name of the corporation shall be DAGRDO FOUNDATION, INC., and its location shall be 19855 SW 280th Street, County of Miami-Dade, State of Florida.

ARTICLE II - DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE III - PURPOSE

The business and purpose of this corporation shall be to discover and memorialize the history of railroads, and to procure, and preserve physical objects that may relate to the history of the railroad.

ARTICLE IV - NON-STOCK CORPORATION

The corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE V - REGISTERED OFFICE AND AGENT

The location of the corporation's initial registered office shall be 3855 Coco Grove Avenue, Miami, Florida 33133 and the name and address of its registered agent shall be JOHN F. MCMATH, 3855 Coco Grove Avenue, Miami, Florida 33133

ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of the

corporation is (3), and the names and addresses of the of the persons who are to serve as initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald A. Nichols	19855 SW 280 th Street Homestead, Florida 33031
Glenna R. Nichols	19855 SW 280 th Street Homestead, Florida 33031
Dwight O. Nichols	19855 SW 280 th Street Homestead, Florida 33031

ARTICLE VII - ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows: each director shall be elected by an affirmative vote of the majority of the members.

ARTICLE VIII - CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be President, Vice President, Secretary, and Treasurer.

The principal duties of the President shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the corporation.

The principal duties of the Vice President shall be to discharge the duties of the President in the event of absence or disability, for any cause whatsoever, of the President.

The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto, and to such other papers as shall be required or directed to be sealed, and to keep a record of proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and the documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the Treasurer.

The principal duties of the Treasurer shall be to keep an account of all

monies, credits, and property of any and every nature of corporation which shall come into his hands, and to keep an accurate amount of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall, from time to time, be imposed or required by the Board of Directors, or as may be prescribed, from time to time, by the bylaws.

Article IX - ELECTION OF OFFICERS

The officers shall be elected by the Directors, who shall first be elected by the members of the corporation.

ARTICLE X - MEMBERSHIP REQUIREMENTS

The method and conditions on which members shall be accepted and discharged or expelled shall be as follows: members shall be accepted, discharged, or expelled by an affirmative vote of the majority of directors. All the rights and privileges of a member, as delineated in the bylaws, shall commence upon acceptance or cease upon discharge or expulsion.

ARTICLE XI - AMENDMENTS

These Articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE XII - DISTRIBUTION OFF ASSETS

The assets of the corporation shall be distributed to a charitable institution selected by the Board of Directors upon dissolution.

ARTICLE XIII - INCORPORATORS

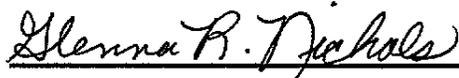
The names and residences of the persons forming this corporation are as

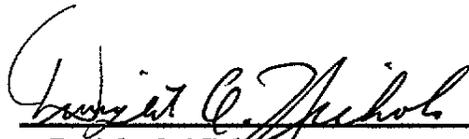
follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald A. Nichols	19855 SW 280 th Street Homestead, Florida 33031
Glenna R. Nichols	19855 SW 280 th Street Homestead, Florida 33031
Dwight O. Nichols	19855 SW 280 th Street Homestead, Florida 33031

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 2nd day of October, 2001, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


Donald A. Nichols


Glenna R. Nichols

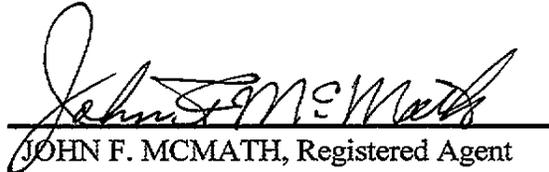

Dwight O. Nichols

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY AND FURTHER

AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF
HIS DUTIES.

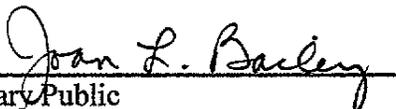
DATED THIS 2nd DAY OF OCTOBER, 2001


JOHN F. MCMATH, Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this 2nd day of October, 2001
Personally appeared before me, an officer duly authorized to administer
oaths and take acknowledgements, DONALD A. NICHOLS, GLENNA R.
NICHOLS, and DWIGHT O. NICHOLS, to me well known and known to me
to be the individuals described in and who executed the foregoing instrument
as Subscribers to the Articles of Incorporation of DAGRDO FOUNDATION,
INC., and acknowledge to and before me that they signed and executed such
instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my official
seal, at Miami, Florida, the day and year last above written.


Notary Public
State of Florida at Large

My commission expires:

