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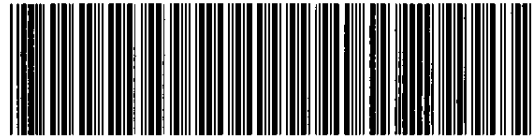
(Business Entity Name)

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SECRET
FALL 14 2010

Restart
Thurs
11-22-10

Florida Railroad Experience
Daniel Cioffi
3516 6th Place West
Palmetto, FL 34221

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

Subject: Amended Articles of Incorporation

Enclosed is a check for \$78.75, including the \$70 filing fee and \$8.75 for a Certified Copy of the Articles.

FROM:
Daniel Cioffi
Florida Railroad Experience
PO Box 811
Parrish, FL

Please send return copy to:
Daniel Cioffi
4440 Ironwood Circle
#302D
Bradenton, FL 34209

RECEIVED

10 NOV 19 AM 8:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Railroad Experience Articles of Incorporation - Adopted by the Board of Directors on 6/17/2010



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 17, 2010

DANIEL CIOFFI
4440 IRONWOOD CIRCLE
#302D
BRADENTON, FL 34209

SUBJECT: FLORIDA RAILROAD EXPERIENCE, INC
Ref. Number: N10000005723

We have received your document for FLORIDA RAILROAD EXPERIENCE, INC and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please entitle your document Restated Articles of Incorporation.

A post office box is not acceptable for the principal place of business.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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 (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 610A00026940

RESTATED ARTICLES OF INCORPORATION OF

Florida Railroad Experience, Inc.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a nonprofit Corporation under Chapter 617 of the Florida Statutes.

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2009 JUN 19 P 4:01
TREASURY
STATE

ARTICLE 1 - NAME

The name of the Corporation is **Florida Railroad Experience, INC.**, (hereinafter Corporation).

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Mission of Florida Railroad Experience is to educate the public about the value about the value and experience of railroading; past, present and future.

ARTICLE 3 - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 4 - DIRECTORS

The Directors shall be elected by a majority vote of the Board of Directors of this Corporation. The number of directors shall be defined in the Bylaws of the corporation. The current directors of the Corporation shall be:

Ben Jordan
Stan Kotas
Gary Grundy

Stuart Chin
Heywood Massara
Daniel Cioffi

Steve Wonderly
George Johnson
Jeffrey Orenstein

whose mailing addresses shall be the same as the principal address of the Corporation. The composition of the directors shall be as set forth in the bylaws for this corporation.

ARTICLE 5 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is:

2012 Island Estate Dr.
Parrish, FL 34219

and the mailing address is:

PO Box 811
Parrish, FL 34219

ARTICLE 6 - INCORPORATOR

The name and street address of the Incorporator of this Corporation is:

Daniel Cioffi
PO Box 811
Parrish, FL 34219

ARTICLE 7 - OFFICERS

The Officers shall be elected by a majority vote of the Directors of this Corporation and shall serve for a period of one year to coincide with the fiscal year of the Corporation. The initial Officers of the Corporation shall be:

President: Ben Jordan
Vice President: George Johnson
Secretary: Daniel Cioffi
Treasurer: Daniel Cioffi

whose mailing addresses shall be the same as the principal address of the Corporation. These officers shall serve until such time as permanent officers are elected by the initial board of directors.

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - CAPITAL STOCK

This Corporation shall have no capital stock or shares.

ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 11 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 12 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is:

Dan Cioffi
3516 6th Place West
Palmetto, FL 34221

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State of the State of Florida.

ARTICLE 15 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be subject to approval by the Board of Directors as proposed by the Board of Directors or by proposed by the Members, and approved at a Members meeting by a majority of the Members present for a vote of approval, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 16 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or

officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 17 - DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by Court of Common Pleas of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine; which are organized and operated exclusively for such purposes.

These Restated Articles of Incorporation were adopted by the Florida Railroad Experience Board of Directors on June 17, 2010. These changes did not require approval by the members of Florida Railroad Experience.

In witness whereof, for the purpose of amending the Articles of Incorporation of a corporation under the laws of Florida, the undersigned executes these Articles of Incorporation on this 9th day of November, 2010.

11/18/2010

Signed by Secretary

Date

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and in Manatee County to take acknowledgments that Daniel Cioffi personally appeared to me known to be the person described in and who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same. I relied upon the following form of identification of the above named person:

 X who is personally known to me

 who produced as identification.

Witness my hand and official seal in the County and State last aforesaid this 9th Day of November, 2010.

My Commission Expires:



Notary Public