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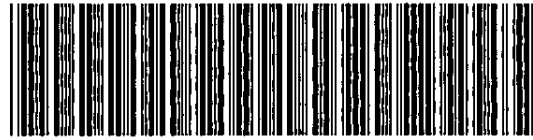
(Business Entity Name)

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DIVISION OF CORPORATIONS  
14 DEC 12 AM 9:42

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& Co*

*12/16/14*

**COVER LETTER**

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

**SUBJECT: NMRA Sunshine Region 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: Daniel Cioffi**  
Name (Printed or typed)

**4460 Ironwood Cir, #303**  
Address

**Bradenton, FL 34209**  
City, State & Zip

**(941) 448-1473**  
Daytime Telephone number

**dcioffii@tampabay.rr.com**  
E-mail address: (to be used for future annual report notification)

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

**Articles of Incorporation for  
NMRA Sunshine Region, Inc.,  
a Florida Not for Profit Corporation  
In compliance with Chapter 617, F.S., (Not for Profit)**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 DEC 12 AM 9: 02

**ARTICLE 1 - NAME**

The name of the Corporation is **NMRA Sunshine Region, Inc.**, (hereinafter The Corporation)

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation Is organized exclusively for educational, and scientific purposes as exempt purposes defined under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Mission of The Corporation is execute the educational purpose of The National Model Railroad Association, Inc., an Ohio Corporation, recognized as exempt under section 501(c)(3) of the Internal Revenue Code. Specifically:

- To further the objectives of the National Model Railroad Association, Inc., as set forth in the Executive Handbook of that organization;
- To promote closer understanding and cooperation among model railroad manufacturers, distributors, dealers, publishers, and consumers;
- To develop the technical skills of persons engaged in the art and craft of model railroading and to promote fellowship among model railroaders;
- To educate persons engaged in model railroading in methods of building and operating model railroad equipment and to educate persons about prototypical railroad standards and practices;
- To promote the construction and public display of dioramas and operating model railroads depicting the historical contribution of railroads to the growth of the State of Florida and the United States;
- To operate exclusively in any other manner for educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

**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 - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership in the Corporation, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Executive Handbook of the National Model Railroad Association, Inc.

## **ARTICLE 5 - VOTING RIGHTS**

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

## **ARTICLE 6 - DIRECTORS**

The Initial Directors and Officers shall be

President Gilbert F Thomas Jr 8119 Woodvine Cir. Lakeland, FL 33810	Secretary Jeff Guzowski 238 S E 2nd St Dania Beach, FL 33004
Vice President Daniel Cioffi 4460 Ironwood Cir #303 Bradenton, FL 34209	Treasurer Mark L Lewalski 827 Duval Ct Safety Harbor, FL 34695

These officers shall serve until such time as permanent officers are elected by the initial board of directors. The permanent composition of the directors shall be as set forth in the bylaws for this corporation.

## **ARTICLE 7 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is:

4460 Ironwood Cir.  
#303  
Bradenton, FL 34209

and the mailing address is the same.

## **ARTICLE 8 - OFFICERS**

The Officers shall be elected by a majority vote of the members of The Corporation and shall serve for a period of two years to begin at the time of the Board of Directors meeting held where election results are announced. The dates of the this meeting shall be defined in The Bylaws

## **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE 10 - CAPITAL STOCK**

This Corporation shall have no capital stock or shares.

## **ARTICLE 11 - 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 except as allowed, permitted or required by law.

## **ARTICLE 12 - EFFECTIVE DATE**

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

## **ARTICLE 13 - 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 proposed by the Members, and approved by a seventy five percent majority vote of the Board of Directors. No part of these Articles of Incorporation may be in conflict with the intent or purpose of The National Model Railroad Association, Inc. as defined in that corporation's Executive Handbook.

## **ARTICLE 14 - 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 15 - 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.

## ARTICLE 16 - REGISTERED AGENT

The initial name and address of registered agent office of The Corporation Is:

Daniel Cioffi  
4460 Ironwood Cir  
#303  
Bradenton, FL 34209

Having been named as 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. 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.

  
\_\_\_\_\_  
Signature of Registered Agent


12/1/2014  
Date

## ARTICLE 17 - INCORPORATOR

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

Daniel Cioffi  
4460 Ironwood Cir.  
#303  
Bradenton, FL 34209

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
\_\_\_\_\_  
Signature of Incorporator

12/1/2014  
Date