



**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA ADVENTURES IN RAILROADING, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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The undersigned person acting as incorporator of a corporation not-for-profit under the Florida Not for Profit Corporation Act, chapter 617, Fla. Stat., executes the following Articles of Incorporation for such corporation:

Article 1.     Name. The name of the corporation is:

Florida Adventures in Railroading, Inc.

Article 2.     Registered Office and Registered Agent. The address of the corporation's initial registered office in Florida is 145 Twine Street, St. Augustine, Florida 32084. The initial registered agent at that address is Mark Frazier.

Article 3.     Principal Office. The address of the corporation's initial principal office is 145 Twine Street, St. Augustine, Florida 32084.

Article 4.     Purposes and Operation. The corporation is incorporated under the Florida Not for Profit Corporation Act exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

To accomplish this purpose, the corporation may solicit, receive, purchase, and borrow with or without security, real and personal property, including funds by way of gifts, contributions, and subscriptions, and administer, own, hold, convey, transfer, disburse, lend and sell for such charitable, scientific, literary and educational purposes as are permitted by Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, and no assets of the corporation shall inure to the benefit of any private individual.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, 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 its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing 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 activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a

corporation's contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

Article 5. Directors. The Bylaws shall set the number of directors of the corporation. The names and addresses of the initial directors of the corporation are:

Mark Frazier  
John Gannon  
Timothy Mack  
John Darnell  
Oscar Couch

Article 6. Officers. The affairs of the corporation are to be managed by the following officers:

President  
Vice President  
Secretary/Treasurer

and other such officers as may be provided in the bylaws. Officers shall be elected by the members at the annual meeting of the corporation, and shall serve until their successors are elected.

The initial officers, as selected by the directors are:

President: Mark Frazier  
Vice President: John Gannon  
Secretary/Treasurer: Timothy Mack

Article 7. Members. The first members of the corporation shall be the officers and directors set forth in these articles. Thereafter, members shall be selected pursuant to the bylaws.

Article 8. Seal. The corporation shall adopt a corporate seal meeting the requirements of governing law.

Article 9. Bylaws. The initial bylaws of the corporation shall be adopted by the Board of Directors. The bylaws may be amended from time to time as set forth therein.

Article 10. Amendment. These articles may be amended from time to time by two-thirds majority vote of the members present and voting at any meeting, and such majority must include the then-sitting chairperson of Florida Adventures in Railroading, Inc., or its successors; provided that notice of the proposed action was included in the notice of meeting not later than one month before that meeting.

Article 11. Exempt Status. The corporation shall have an exempt status as follows: The corporation is constituted to attract substantial support through contributions, directly or indirectly, and has not been formed for pecuniary profit or financial gain. No part of the assets, income or profit of the corporation is distributed to, or inures to the

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benefit of, its directors or officers except to the extent allowed under ch. 617, Fla. Stat. No substantial part of the activities of the corporation shall be the carrying out 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 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 s. 501(c)(3) of the Code, or the corresponding provisions of any future federal tax code, or (b) by a corporation, contributions to which are deductible under s. 170(c)(2) of the Code, or the corresponding provisions of any future federal tax code.

Article 12. Duration. The term of existence of the corporation is perpetual. Existence commences on the date of execution and acknowledgement of these articles by the State of Florida.

Article 13. Incorporator. The name and address of the incorporator is:

Sidney F. Ansbacher, Esq.  
Upchurch, Bailey and Upchurch, P.A.  
Post Office Drawer 3007  
St. Augustine, Florida 32085-3007

Article 14. Initial Registered Office and Registered Agent. The street address of the initial registered office of the Corporation is 145 Twine Street, St. Augustine, Florida 32084, and the name of the registered agent for the service of process at that address is Mark Frazier.

Article 15. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall pay or make provisions for the payment of all of the liabilities of the corporation. Assets held by the corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirement. The Board of Directors shall remit all the remaining assets of the corporation to the North Florida Railway Museum, Inc., if still in existence and if that corporation is still recognized as tax exempt by the Internal Revenue Service, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, are operated with a mission as close as possible to that of the North Florida Railway Museum, Inc., as shall then exist. Any assets not so distributed by the Board of Directors shall be distributed by a court of competent jurisdiction of the county in which the corporation's principal office is then located exclusively for the corporation's exempt purposes.

Article 16. Members. The corporation shall have voting members with such qualifications, classes, relative rights, and limitations as set forth in the Bylaws.

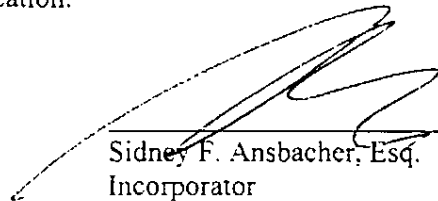
Article 17. Limitation of Liability. No Director shall be personally liable to the corporation or the members, if any, for monetary damages for breach of fiduciary duty as a Director, except that this Article shall not eliminate or limit the liability of a Director to

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the corporation or the members, if any, for monetary damages for: (a) any breach of the Director's duty of loyalty to the corporation or the members, if any; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts specified in Section 617.0831, Fla. Stat., as amended; or (d) any transaction from which the Director directly or indirectly derived an improper personal benefit.

If the Florida Not for Profit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Director, in addition to the limitation on personal liability provided in this Article will be further eliminated or limited to the fullest extent permitted by the Florida Not for Profit Corporation Act. Any repeal or modification of any portion of this Article will be prospective only and will not adversely affect any right or protection of a Director existing at the time of such repeal or modification.

Date: 11/21/19

  
Sidney F. Ansbacher, Esq.  
Incorporator

STATE OF FLORIDA

)  
) ss.

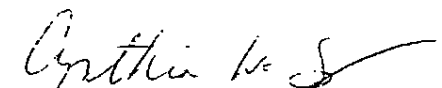
COUNTY OF St. Johns

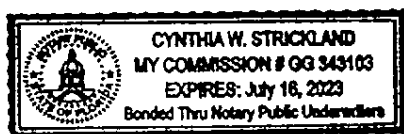
Before me, Cynthia W. Strickland, a notary public in the aforesaid state and county, this 21 day of November, 2019, personally appeared Sidney F. Ansbacher, who acknowledged before me that he is the Incorporator of Florida Adventures in Railroading, Inc., a Florida Not for Profit corporation, that he signed the foregoing Articles of Incorporation of Florida Adventures in Railroading, Inc., as his free and voluntary act and deed for the uses and purposes therein set forth and that the facts contained therein are true, and that he agreed to serve as the registered agent for Florida Adventures in Railroading, Inc.

Witness my hand and official seal.

My commission expires:

7-16-23

  
Cynthia W. Strickland



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

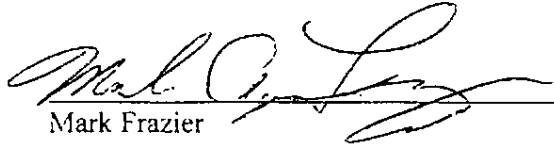
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**ACCEPTANCE BY REGISTERED AGENT**

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing Corporation.

  
Mark Frazier

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