

Division of Corporations

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Florida Department of State
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ORLANDO N-TRAK CLUB, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Orlando N-Trak Club, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 15232 Old Cheney Highway, Orlando, FL 32828. The mailing address of the Corporation is P.O. Box 677661, Orlando, FL 32867.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, the following: to preserve the heritage of American railroading by the construction and operation of one or more model railroads; to develop an understanding of real (prototype) railroad operation and the technical skills of model railroading by the construction and operation of one or more model railroads based on prototype railroads; to conduct educational programs, participate in public shows, and

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disseminate information to the general public regarding prototype railroads and the hobby of model railroading; and to provide a place for model railroaders, railfans, and railroad historians to meet and exchange knowledge, skills and ideas.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

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ARTICLE IV - MEMBERS

The qualifications for members and the manner of their admission and expulsion shall be as regulated by the Bylaws.

ARTICLE V - BOARD OF TRUSTEES

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Trustees. The Board of Trustees of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of trustees shall be as set forth in the Bylaws, and the Board of Trustees shall at all times consist of at least three (3) persons.

ARTICLE VI - BYLAWS

The power to adopt, alter amend or repeal Bylaws shall be vested in the Board of Trustees.

ARTICLE VII - DISSOLUTION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), 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 the Circuit Court 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.

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ARTICLE VIII - AMENDMENT TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereof, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation this 3^d day of October, 2018.

ORLANDO N-TRAK CLUB, INC.

By: 

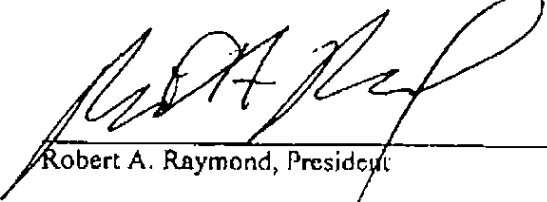
Robert A. Raymond, President

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**CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

1. The Amended and Restated Articles of Incorporation of Orlando N-Trak Club, Inc. contain amendments to the Articles of Incorporation that require member approval.
2. The amendments to the Articles of Incorporation were adopted by the members of the Corporation on October 3rd, 2018, and the number of votes cast for the amendment was sufficient for approval.



Robert A. Raymond, President

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