

N50511

(Requestor's Name)

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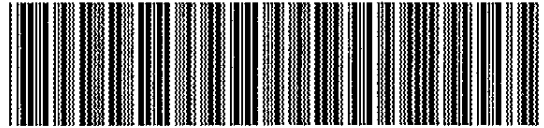
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAY 21 2004

Amend

Flagler Model Railroad Club Inc.
612 N. State Street
P.O. Box 1011
Bunnell, FL 32110
March 29, 2004

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

Dear Sir or Madam:

Enclosed are the documents for your review for filing Amended Articles of Incorporation for the Flagler Model Railroad Club Inc. as follows:

- 1) Amended Articles of Incorporation
- 2) Articles of Amendment to Articles of Incorporation
- 3) Letter from Department of the Treasury, Internal Revenue Service, Exempt Organizations, Rulings and Agreements, dated February 13, 2004, by Del Trimble, Letter 1312 (DO)



Walter Baumann, President



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 14, 2004

WALTER BAUMANN
P.O. BOX 1011
BUNNELL, FL 32110

SUBJECT: FLAGLER MODEL RAILROAD CLUB INC.
Ref. Number: N50511

We have received your document for FLAGLER MODEL RAILROAD CLUB INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 404A00024691

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLAGLER MODEL RAILROAD CLUB Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted:

1) ARTICLE II. STATEMENT OF CORPORATE NATURE

Delete contents and replace with paragraph from IRS letter dated 11 March, 2004, from Del Trimble of Exempt Organizations, Rulings and Agreements, Additional Information Requested, paragraph (1) (a) as follows:

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

2) ARTICLE VII. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

delete: 3 Westlamar Place,
Palm Coast, FL 32137,

add : 612 N. State Street
Bunnell, FL, 32110

delete: David A. Snow
3 Westlamar Place
Palm Coast, FL 32137

add: Walter Baumann
7 Lochwind Lane
Ormond Beach, FL 32174

3) ARTICLE X. DEDICATION OF ASSETS

Delete contents and replace with paragraph from IRS letter dated 11 March, 2004, from Del Trimble of Exempt Organizations, Rulings and Agreements, Additional Information Requested, paragraph (1) (b) as follows:

b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4) ARTICLES II AND X.

Remove all references to "social purposes".

SECOND: The date of adoption of the amendments was 5/17 2004

THIRD: Adoption of Amendments

The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.



Walter Baumann, President

**AMENDED
ARTICLES OF INCORPORATION
OF
FLAGLER MODEL RAILROAD CLUB INC.
A FLORIDA NON-PROFIT CORPORATION**

ARTICLE I. NAME

The name of this corporation is:

FLAGLER MODEL RAILROAD CLUB INC.

ARTICLE II. STATEMENT OF CORPORATE NATURE.

Said organization 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 corresponding section of any future federal tax code.

ARTICLE III. DURATION

This corporation shall have a perpetual existence.

ARTICLE IV. GENERAL AND SPECIFIC PURPOSE

The purpose for which this corporation is formed are as follows:

- (1) To lease, purchase, or own or maintain a meeting and office space for serving the needs of the total membership.
- (2) To provide educational and informational programs serving the needs of all members for the promotion of model railroading.
- (3) To provide programs and projects related to the above purposes which may be initiated by the Board of Directors for said purposes governed by the by-laws and standard operating procedures duly implemented by this organization.

ARTICLES V. MEMBERSHIP

The qualifications for membership and the manner of their admission are contained in the by-laws of the corporation.

ARTICLE VI. MEMBERS RIGHTS AND LIABILITIES

The membership of this corporation shall have no right, title or interest whatsoever in it's income, property or assets. Nor shall any portion of such income, property or assets be distributed to any member on the dissolution of this corporation. Members of this corporation shall not be personally liable for any debts, liabilities or obligations of this corporation, and shall not be subject to any assessment.

ARTICLE VII. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

- (1) The principal location for the transaction of business for the corporation shall be: 612 N. State Street, Bunnell, Florida 32110
- (2) The name and address of the corporation agent is:
Walter Bauman
7 Lockwind Lane
Ormond Beach, Florida 32174

ARTICLE VIII. BOARD OF DIRECTORS

- (1) The powers of this corporation shall be exercised, it's properties controlled, and it's affairs conducted by a board of directors.
- (2) Any action required or permitted to be taken by the board of directors under any provisions of the law may be taken without a meeting if all the members of the board shall individually or collectively consent in writing to such action.

Such written consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors.

Any certificate or other document filed under any provisions of the law which relates to action so taken, shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by-laws of this corporation authorize the directors to so act.

- (3) The number of the board of directors and the eligibility of the membership on the board, shall be set forth in the by-laws of this corporation.
- (4) The names and addresses of the members of the board of directors, Which will be at least three, are as follows:

David A. Snow
3 Westlamar Place
Palm Coast, Florida 32137

Alfred R. Ford
12 Woodhaven Drive
Palm Coast, Florida 32137

John W. Rollins
8 Webwood Place
Palm Coast, Florida 32137

ARTICLE IX. BY-LAWS

Subject to the limitations contained in the by-laws and any limitations set forth in the corporate Not-For-Profit laws of the State of Florida, this corporation may alter, rescind or add to the by-laws either by a resolution of the board of directors or by following the procedures in the by-laws.

ARTICLE X. DEDICATION OF ASSETS

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE XI. DISTRIBUTION OF ASSETS

Upon dissolution of this corporation, its assets remaining after payment of all outstanding debts and liabilities of the corporation, shall be distributed to a non-profit organization which has established its tax exempt status under section 501 (c) (3) of the Internal revenue Code of 1954 or corresponding provisions of any subsequent federal tax law.

ARTICLE XII. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their approval. Amendments may be adopted by the vote of a majority of the members present.

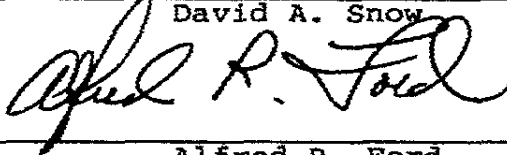
ARTICLE XIII. INCORPORATORS

The names and addresses of the incorporators of this corporation are are the same as the names and addresses of the board of directors as set forth in Article VIII thereof.

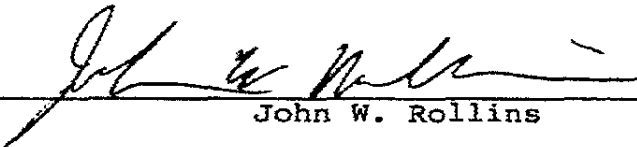
We, the undersigned, being the incorporators of this corporation for the purpose of forming this non-profit social corporation under the laws of the State of Florida, have executed these articles of incorporation on this 11th day Of June, 1992.



David A. Snow



Alfred R. Ford



John W. Rollins

ARTICLE XIV AMENDED

We the undersigned being members of the board of directors, based on adoption by the vote of a majority of the members, have executed this amended articles of incorporation on this date 04-05-2004.



Frank Mills



Warren Meyer



Al Zamba