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January 14, 1997

N98000001110

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: Articles of Incorporation
of ACL STATION MUSEUM, INC.
(A Corporation Not for Profit)

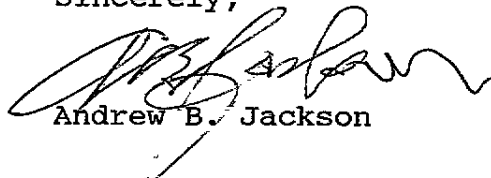
Dear Sir:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50 made payable to Secretary of State, which covers the following:

Filing Fee	\$70.00
Certified Copy	\$52.50

If you should need anything further, please let me know.

Sincerely,


Andrew B. Jackson

ABJ/cb
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 AM 11:29

RP
02-25-98

**ARTICLES OF INCORPORATION
OF
ACL STATION MUSEUM, INC.
A FLORIDA CORPORATION
(A Corporation Not for Profit)**

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DIVISION OF CORPORATIONS
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**ARTICLE ONE
NAME**

The complete legal name of the Corporation is: **ACL STATION MUSEUM, INC.**, whose mailing address is: 2307 Fairway Lane, Sebring, Florida 33872.

**ARTICLE TWO
DURATION**

The term of existence of the Corporation is perpetual. The Corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE THREE
PURPOSE**

The purpose for which the Corporation is organized is to preserve historic sites, maintain and operate historic sites or museums, educational facilities for the public and related activities including, but not limited to, providing office, display and storage space for historical purposes.

**ARTICLE FOUR
DIRECTORS**

The Board of Directors shall be members of the corporation. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

There shall be ten (10) members of the initial Board of Directors of the Corporation.. The number of directors may be increased from time to time by the by-laws, but shall never be less than five (5). The names and addresses of the initial Directors are as follows:

Marie Boley - 1249 Lakeside Drive, Lorida, Florida 33857;
Ruth K. Davis - 667 S.E. Lakeview Drive, Sebring, Florida 33870;
Robert V. Gangwish - 1704 South Lake Reedy Boulevard, Frostproof, Florida 33843;
Andrew B. Jackson - 318 N.W. Lakeview Drive, Sebring, Florida 33870;
Andrew L. Kaltz - 2723 South Winding Waters Drive, Avon Park, Florida 33825;
Gary G. Puckett - 4706 Santa Barbara Drive, Sebring, Florida 33872;

Bill Snyder - 1500 11th Avenue, Sebring, Florida 33872;
Marshall Stoecker - 110 Shamrock Drive, Sebring, Florida 33872;
Elizabeth Walker - 402 Oak Avenue, Sebring, Florida 33870;
Keith W. Williams - 2307 Fairway Lane, Sebring, Florida 33872.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at:
2307 Fairway Lane, Sebring, Highlands County, Florida., 33871.

The initial registered agent of the Corporation shall be: Andrew B. Jackson, Esquire, 150 North Commerce Avenue, P.O. Box 2025, Sebring, Florida. 33871.

ARTICLE SIX
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

The purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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 Three hereof. No substantial part of the activities of the corporation shall be the 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 any 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 any corresponding section of any future federal tax code.

Upon the 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 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 the Circuit Court of the County in which the principal office of the corporation is then located, exclusive for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

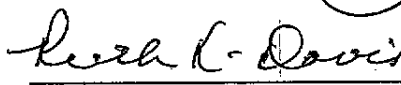
ARTICLE SEVEN
INCORPORATORS

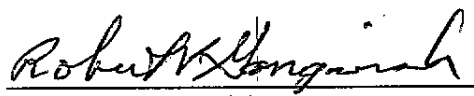
The names and residence addresses of the subscribers of these Articles of Incorporation are:

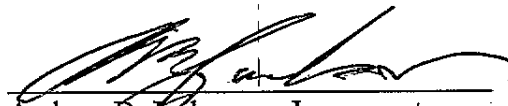
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Elizabeth Walker - 402 Oak Avenue, Sebring, Florida 33870;
Keith W. Williams - 2307 Fairway Lane, Sebring, Florida 33872.

IN WITNESS WHEREOF, We have subscribed our names on the 19th day of
January, 1998.


Marie Boley - Incorporator


Ruth K. Davis - Incorporator


Robert V. Gangwish - Incorporator


Andrew B. Jackson - Incorporator

Andrew L. Kaltz
Andrew L. Kaltz - Incorporator

Gary G. Puckett
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Bill Snyder
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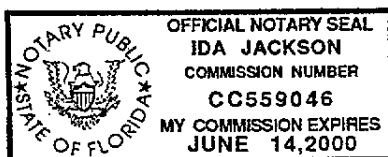
**STATE OF FLORIDA
COUNTY OF HIGHLANDS**

On the 19th day of January, 1998, before me the above names of Incorporators, known to me to be the persons whose names are subscribed to the attached instrument, and acknowledged that they executed the same for the purposes contained in the instrument.

IN WITNESS WHEREOF, I sign here and set my official seal.

Ida Jackson
Notary Public
State of Florida at Large

(SEAL)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:
ACL STATION MUSEUM, INC.
2. The name and address of the registered agent and office is:

Andrew B. Jackson
150 North Commerce Avenue
P.O. Box 2025
Sebring, Florida 33871

Signature 

Date: June 19, 1998

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature 
Date: January 19, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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