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Florida Department of State

Division of Corporations

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Division of Corporations

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From: Angelica M. Calabrese

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

**FLORIDA CITY, HOMESTEAD, GOLDCOAST HISTORIC RAILROAD
FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

99998-72838 (HHR)

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: Florida City, Homestead, Goldcoast Historic Railroad Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:
2455 Hollywood Boulevard, Hollywood, Florida 33020.

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is preserve, operate and make available for public use historic railroad equipment, cars, locomotives and related facilities.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By Laws.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

American Information Services, Inc.
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation:

Henry H. Raattama, Jr.
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131

ARTICLE VII CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply.

a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that

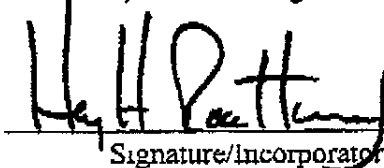
Prepared by
Henry H. Raattama, Jr., Esq
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 0106724

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qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code [Code]

b. 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause 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 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 (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

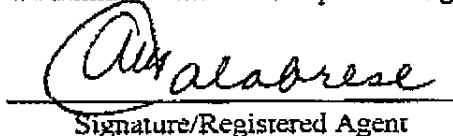
c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.


Signature/Incorporator

6/10/99
Date

(An additional article must be added if an effective date is requested.)

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 the 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/Registered Agent

6/10/99
Date

Prepared by:
Henry H. Raanama, Jr., Esq.
One S E 3rd Avenue, 28th Floor
Miami, Florida 33131
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