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NAOIAlison Lundergan Grimes
Kentucky Secretary of State
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Articles of Incorporation

Non-profit Corporation

Kentucky Office of the Secretary of State
Alison Lundergan Grimes
c/o Division of Corporations
Business Filings
PO Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the state of Kentucky, United States of America, and pursuant to KRS Chapter 273, the undersigned applies to qualify and for that purpose do hereby certify:

First: The name of the Corporation shall be American Railway Restoration Association, Inc.

Second: The place in the state where the principal office of the Corporation is to be located is the city of Ludlow, Kenton County, Kentucky.

Third: Said corporation 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 the corresponding section of any future federal tax code.

Fourth: The name of the Registered Agent is and the street address of the Corporation's initial registered office in Kentucky is:

<u>Andrew Wartman</u>	<u>319 Linden Street</u>	<u>Ludlow</u>	<u>KY</u>	<u>41016</u>
Registered Agent	Street Address	City	State	Zip Code

Fifth: The mailing address of the Corporation's principal office is:

<u>319 Linden Street</u>	<u>Ludlow</u>	<u>KY</u>	<u>41016</u>
Street Address	City	State	Zip Code

Sixth: The number of Directors (minimum of three (3) required) constituting the initial Board of Directors is Three (3).

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

<u>Ronald J Barrow</u>	<u>47 Madonna Lane</u>	<u>Cold Spring</u>	<u>KY</u>	<u>41076</u>
Name	Street Address	City	State	Zip Code

LW Brian Houillion	136 Center Street	Erlanger	KY	41018
Name	Street Address	City	State	Zip Code

Andrew Wartman	319-321 Linden Street	Ludlow	KY	41016
Name	Street Address	City	State	Zip Code

Seventh: The name and mailing address of the incorporator is:

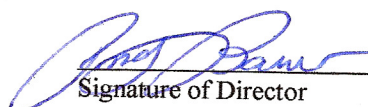
Andrew Wartman	1582 Marcella Drive	Fort Wright	KY	41011
Name	Street Address	City	State	Zip Code

Eighth: 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 Third hereof. No substantial part of the activities of the Corporation shall be 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 the 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 the corresponding section of any future Federal tax code.


Ninth: 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 the 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 a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is 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.

In witness whereof, we have hereunto subscribed our names this 13th day of May, 2015.

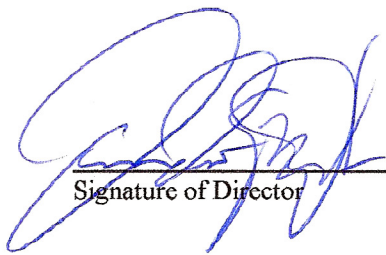
I/We declare under penalty of perjury under the Non-Profit Corporation Law of the United States of America and under the laws of the state of Kentucky that the foregoing is true and correct.

	Ronald J Barrow, Director
Signature of Director	Print Name & Title

5/12/2015
Date

	LW Brian Houillion, Director
Signature of Director	Print Name & Title

5/12/2015
Date



Signature of Director

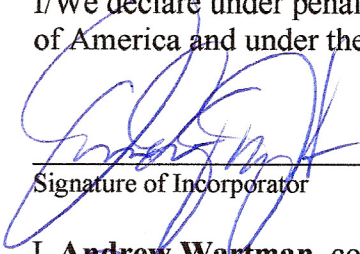
Andrew Wartman, Director

Print Name & Title

5/12/15

Date

I/We declare under penalty of perjury under the Non-Profit Corporation Law of the United States of America and under the laws of the state of Kentucky that the foregoing is true and correct.



Signature of Incorporator

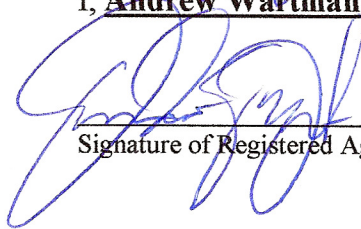
Andrew Wartman, Director

Print Name & Title

5/12/15

Date

I, Andrew Wartman, consent to serve as the Registered Agent on behalf of the Corporation.



Signature of Registered Agent

Andrew Wartman, Director

Print Name & Title

5/12/15

Date