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MMRHS

"Articles of Incorporation"

Editor's Notes:

This document is on a prescribed form provided by the State of Michigan. It's format does not suit the newsletter, and contains many sections that do not apply to our organization. I will here present a slightly simplified 'likeness', adopting the exact wording of all pertinent formal parts. The original may be viewed by any member on request to the Board.

Our organization was first created in 1983 under the Name: "Modular Model Railroad Club, Inc." ... this was later changed to the "MMRHS", and the document formally amended. Certain (here included) 'boilerplate' legal statements were added to satisfy federal requirements for our 501(c)3 tax exemption.

All the legal clauses were provided to us by a corporate attorney, Mr. Rick Harris, who obviously knew what he was doing, as we got our tax exemption on the FIRST try (rather unheard of at the time!).

United States of America
The State of Michigan
Michigan Department of Commerce
Lansing, Michigan

This is to certify that the Articles of Incorporation of: MODULAR MODEL RAILROAD CLUB, INC. (later changed to MMRHS) were duly filed in this office on the 2nd day of November, 1983, in conformity with Act 162, Public Acts of 1982

MMRHS

Articles of Incorporation (as amended):

as 'simplified' for publication by Danial A. Mitchell, Director, 8/98

Filed: 11/2/83 ... Amended: 8/25/84

ARTICLE I: NAME: The name of the Corporation is: Mid-Michigan Railway Historical Society and Scale Replica Railroad Association, Inc.

ARTICLE II: Purposes:

- a) To preserve and study railroad history through the study and compilation of historical data, photographs, and structures of prototype and model railroads.
- b) to assist public institutions and private groups whose purpose is the preservation and/or operation of historic railroad items, through voluntary labor, the lending of displays and artifacts, and the sharing of information and expertise.
- c) To provide funding for the preservation of railroad artifacts and history.
- d) To educate the general public concerning railroad history, railroad operations, and the hobby of model railroading.
- e) To promote interest in, and group development of an operating scale replica railroad layout in accordance with standards established by the National Model Railroad Association and the governing body of this corporation.
- f) To educate corporation members in the operation of a scale replica railroad system.

ARTICLE III: FINANCIAL:

The corporation is organized on a NONSTOCK basis.

The corporation has NO 'real' property.

The corporation's assets are: Layout, Tools, Supplies: Approx. value (at time of incorporation) \$1500.

The corporation's income comes from: Membership Dues, Donations, Flea Markets, other.

The corporation is organized on a MEMBERSHIP basis.

ARTICLE IV: AGENT:

The name of the resident agent at the registered office is: Daniel A. Mitchell.

ARTICLE V: INCORPORATORS:

The names of the incorporators are: Daniel A. Mitchell, John E. Burtscher, Joe Gonzalez, Russell Clark.

ARTICLE VI: ADDITIONAL PURPOSES:

This corporation is organized exclusively for charitable, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII: FINANCES & ACTIVITIES:

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 or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

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 these Article, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or:
- (b) by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)

ARTICLE VIII: DISSOLUTION:

Upon the dissolution of the corporation, the Board of Directors (or trustees) shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors (or trustees) shall determine.

Any such assets not so disposed of shall be disposed of by the Court having jurisdiction thereof of the County in which 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.