

**ARTICLES OF INCORPORATION  
OF  
TRI-CITY MODEL RAILROADERS**

As originally filed with the State of Washington, Office of Secretary of State on July 17, 1972  
and reflecting amendments filed on February 12, 2013 and June 28, 2013

KNOW ALL MEN BY THESE PRESENT: that the undersigned, residents of the State of Washington, and citizens of the United States of America, acting as incorporators, do hereby associate themselves for the purpose of forming a nonprofit, nonstock corporation.

**Article I**

The name of the corporation shall be TRI-CITY MODEL RAILROADERS.

**Article II**

The duration of the corporation shall be perpetual.

**Article III**

This corporation is organized and operated exclusively for educational purposes within the meaning of Internal Revenue Code Section 501(c) (3). The specific purpose of this corporation is to disseminate information on railroading and its history and developing an understanding of railroad operation, railroad history, and technical skills through model railroading. The Corporation will construct and maintain model railroads based on prototype railroading, conduct educational programs, provide public shows, provide technical information to the general public and provide a service the local community.

**Article IV**

Upon dissolution of final liquidation, the assets of the corporation 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 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.

**Article V**

The principal place of business of the corporation is Benton County, Washington, with its registered office at P.O. Box 726, Richland, WA 99352 and its registered agent is Alan Nielsen.

## **Article VI**

The corporation shall be nonstock and 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 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 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 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. The management of the corporation will be vested in a Board of Directors; the number of directors shall not be less than five (5); and the number, qualifications, terms of office, manner of elections, time and place of meetings, and powers and duties of the directors shall be such as are prescribed by the By-laws and Policy and Procedures for the corporation is hereby vested in the directors.

## **Article VII**

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute or Federal code, and all rights conferred upon the members of the corporation herein are granted subject to this reservation.

## **Article VIII**

The names and the addresses of the directors, who will manage the affairs of the corporation for a period of not less than six months dating from the date of formation of the corporation, shall be as follows:

President:	George Goulet
Vice-President:	Gene A. Miller
Secretary:	Robert H. Moore
Treasurer:	Larry Ward
3-year Director:	John Decker
2-year Director:	Ross Steel
1-year Director:	Gerald B. Ohler