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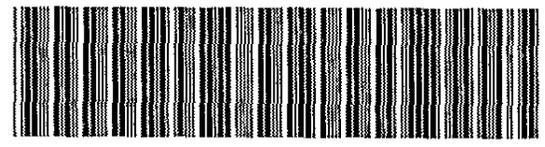
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September 28, 2006

Direct Dial
(941) 364-2414
Reply to Sarasota

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Sarasota Model Railroad Club, Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy Amended and Restated Articles of Incorporation for the above corporation, together with our firm's check in the sum of \$43.75 made payable to the Secretary of State for the filing fee. Please file this document at your earliest convenience and return a certified copy to me in the return envelope provided.

If you have any questions or need additional information, please call me.

Sincerely,

Judy Rosenfeld, Legal Assistant to
David M. Silberstein

jr
Enclosures

STATE OF FLORIDA
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SARASOTA MODEL RAILROAD CLUB, INC.

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Pursuant to Sections 617.1006 and 617.1007, Florida Statutes, this Florida not-for-profit corporation, desiring to amend and restate its Articles of Incorporation in their entirety which were filed on September 22, 1975, under the name of Sarasota Model Railroad Club, Inc. does certify as follows:

"Article 1. Name. The name of the Corporation is:

Sarasota Model Railroad Club, Inc.

Article 2. Mailing and Principal Address. The mailing address of the Corporation is: Post Office Box 239, Tallavest, Florida 34270-0239; the principal address of the Corporation is: 6730 G 15th Street East, Sarasota, Florida 34243.

Article 3. Duration. The duration of the Corporation is perpetual, or until dissolved according to law.

Article 4. Purpose and Objectives. The 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 corresponding section of any future federal code.

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 organization 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 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 Corporation 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.

More precisely, the Corporation has the following objectives:

- A. To educate persons engaged in model railroading in the methods of building and operating model railroad equipment.
- B. To promote and encourage the art and craft of scale model railroading in conjunction with the objectives and efforts of the National Model Railroad Association.
- C. To build and maintain museum quality scale model railroads of a size and complexity not generally possible for an individual.
- D. To operate these railroads in a manner typical of the prototype railroads thereby teaching members and visitors the technology and science of rail transportation.
- E. To participate in public events for charitable and educational purposes through exhibits, operating displays and public intercourse.
- F. To offer knowledge and skills to the public, both young and old, as well as make available a large video and periodical library covering all aspects of prototype railroading and model railroading.

G. To demonstrate and share the enjoyment of learning new skills and in model railroading in general.

H. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Officers. The Officers of this Corporation shall be the President, Vice President, Secretary, Treasurer, Director of Operations, Director of Administration, Director of Membership, Director of Public Relations, and Director of Shows. They shall be elected by the Members as provided in the Bylaws, and shall function as the Board of Directors. Officers shall be elected as provided in the Bylaws. They shall serve for one year.

The President shall appoint such standing and temporary committees as deemed necessary in the successful operation of the Corporation.

The names of the Officers who are to manage all of the affairs of this Corporation until the next election under the Charter are as follows:

President	James M. Beatty
Vice President	Gary M. Grundy
Secretary	Daniel Alexander
Treasurer	Royal C. Bruce
Director of Operations	Gordon Prince
Director of Administration	Edward F. Newberger
Director of Membership	William Highland
Director of Public Relations	George Johnson
Director of Shows	Dan Cioffi

Article 6. Registered Office and Agent. The street address of the Registered Office of the Corporation is 1768 Cottonwood Trail, Sarasota, Florida 34232, and the name of its Registered Agent at that address is Royal C. Bruce.

Article 7. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Amendment to Articles of Incorporation or any amendment to them, by a two-thirds (2/3) vote of the eligible voting Members provided written notice of the proposed amendments and copies thereof shall have been sent to all Members entitled to vote at least two weeks prior to such vote.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The Members of the Corporation shall adopt Bylaws to govern the internal affairs of the Corporation. The Bylaws of the Corporation are to be made, altered, or rescinded by a two-thirds (2/3) majority vote of the total eligible membership, provided that notice of any proposed amendment to said Bylaws shall have been given in writing to each Member at least twenty (20) days prior to the date at which such amendment shall be voted on.

Article 10. Meetings. Regular meetings shall be held as provided in the Bylaws. The annual election meeting shall be called by the President at a convenient date the month before the final date of Charter each year. Fifteen (15) eligible Members shall constitute a quorum for the transaction of business of the Corporation. All parliamentary business not covered by the Charter and Bylaws of this Corporation shall be governed by Robert's Rules of Order.

Article 11. Restrictions and Interpretations. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No part of the affairs of the Corporation shall be administered.

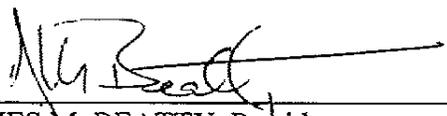
directly or indirectly, in any manner whatsoever that might jeopardize the tax-exempt status of the Corporation.

Article 12. Dissolution. The Corporation may be dissolved by a two-thirds (2/3) majority vote of the total Engineer Membership, either in person or by proxy at a regular or special meeting of the Corporation. Written notice of the dissolution shall be mailed via the United States Postal Service to each and every member at least twenty (20) days before the date of the meeting at which such dissolution is to be voted upon.

Article 13. Disposal of Assets. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 such as the National Model Railroad Association, Inc., as shall at the time qualify as an exempt organization or organizations under Section 509(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.”

These Amended and Restated Articles of Incorporation were approved by the Directors on September 27, 2006, and by the Members on September 27, 2006. No shares of stock in this Corporation have been issued.

Signed this 27th day of SEPTEMBER, 2006.



JAMES M. BEATTY, President

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SARASOTA MODEL RAILROAD CLUB, INC. which is contained in the foregoing Amended and Restated Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

DATED this 27th day of September, 2006.



ROYAL C. BRUCE
Registered Agent