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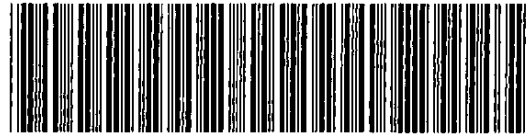
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SECRETARY OF STATE
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@ 11/26/07

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sarasota Model Railroad Club, Inc

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Daniel Cioffi
(Name of Contact Person)

Railroad Education and Learning Center of Florida, Inc
(Firm/ Company)

PO Box 239
(Address)

Tallevast, FL 34270-0239
(City/ State and Zip Code)

For further information concerning this matter, please call:

Dan Cioffi at (941) 448-1473
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

STATE OF FLORIDA
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE RAILROAD EDUCATION AND LEARNING CENTER OF FLORIDA, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
07/10/19 PM 2:24

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 Inc. The Railroad Education and Learning Center of Florida, Inc. does certify as follows:

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

The Railroad Education and Learning Center of Florida, Inc.

Article 2. Mailing and Principal Address. The mailing address of the Corporation is: Post Office Box 239, Tallevast, Florida 34270-0239; the principal address of the Corporation is: 6730G 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 general purposes and nature of the objectives of the Corporation are the following:

- 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 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	Gary R. Grundy
Vice President	George Johnson
Secretary	Edward Newberger
Treasurer	Royal C. Bruce
Director of Operations	John Moran
Director of Administration	Jerome Becker
Director of Membership	William Highland
Director of Public Relations	Claude Macrina
Director of Shows	Daniel Cioffi

The following are the Bylaws of **The Railroad Education and Learning Center of Florida, Inc.** which in these Bylaws shall be referred to as **The Organization or THE CORPORATION.**

BYLAWS

Article I. NAME

See Articles of Incorporation.

Article II. OBJECTIVE (PURPOSE)

See Articles of Incorporation.

Article III. MEMBERS

Section 3.1: Classes of Membership

There are three (3) classes of regular membership:

- 1) Engineer --Engineer is for those who want to enjoy full privileges and operating rights of The Organization and have 24 hour / 7 day access to the facilities of The Organization.
- 2) Brakeman –Brakeman is for those who want to enjoy many of the benefits of The Organization but only during regular meeting nights.
- 3) Passenger – Passenger is a limited membership for those who want to only occasionally visit The Organization, socialize and keep in touch with what's going on.

There is one (1) class of special membership:

- 1) Honorary Life Engineer – Honorary Life Engineer has been awarded by The Organization to Engineers in recognition of services to The Organization of an exemplary nature. See Organization Operating Rules for nomination procedure.

The rights and responsibilities of each class of membership are defined in The Organization Operating Rules. Only Engineer and Honorary Life Engineers have the right to vote and shall be as a combined group referred to hereafter as Engineers.

Section 3.2: Eligibility for Membership

Membership in The Organization is open to ALL persons of age 18 or older with an interest in actively participating in an organization devoted to the hobby of model railroading. Members must be voted in by the Engineers and are required to pay dues.

Application for membership in The Organization is via a three-month initiation period during which time the prospective new member learns about The Organization's policies and procedures, membership rights and responsibilities, layout operation and guidelines, etc. There is a fee for this initiation period. Upon successful completion of the initiation period the prospective member must opt for one of the available membership categories and be voted in as a member by the Engineers at the next regular business meeting.

Members shall declare their membership class each December for the next fiscal year. At this time they may change their class if they wish. Requests to change membership class at other times are at the discretion of the Board of Directors and must be made in writing to the Board of Directors through the Membership Chairperson.

Section 3.3: Dues and Fees

Dues are levied to pay the operating costs of The Organization, principally the rent, utilities, and administrative expenses-not including layout expenses. The Board of Directors shall determine the amount of dues and terms of payment for each class of membership for a fiscal year.

Any initiation fee or new member fee shall be determined by the Board of Directors.

Any member who shall become two months in arrears in the payment of dues shall be declared inactive and shall not then have the rights of his/her membership class. The Secretary shall notify such member in writing of his/her inactive status. If the inactive member fails to pay the dues in arrears within 30 days after the notification by the Secretary, he/she shall be dropped from the membership rolls of The Organization. A person whose membership is terminated may be reinstated at the discretion of the Board of Directors but not until all monies due at the time of termination are paid in full.

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 initial 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 casting a vote on the proposed amendment 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. Voting may be made in person, by proxy, by electronic ballot or any means determined valid by the Board of Directors.

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 casting a vote on the proposed change, 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. Voting may be made in person, by proxy, by electronic ballot or any means determined valid by the Board of Directors.

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 the business of the Corporation. All parliamentary business not covered by the Charter and the 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 Voting Membership, either in person or by proxy at a regular or special meeting of the Corporations. Written notice of the dissolution shall be mailed via United States Postal Service to each 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 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 501(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 Members on October 11, 2007. No shares of stock of this Corporation have been issued.

Signed this 12th day of October, 2007.


GARY R. GRUNDY, PRESIDENT

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of RAILROAD EDUCATIONAL AND LEARNING CENTER OF FLORIDA, 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 accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 12th day of October, 2007.


ROYAL C. BRUCE, Registered Agent

In the event an Engineer in good standing becomes unable to pay his/her membership dues because of severe personal financial difficulty or because of a health issue, upon request of the member, the Board of Directors may approve a temporary waiver of dues for a stipulated period of time. Under this provision, the Engineer may enjoy all the rights of an Engineer. The Board of Directors shall reconsider the Engineer's eligibility for this waiver on a regular basis, and shall remove such waiver when the Board feels that the Engineer is again able to pay dues. Waivers shall be granted for not more than six months and may be renewed for not more than another six months and shall not exceed a total of twelve months. Not more than three Engineers shall be allowed this waiver at any given time. Waivers shall be held confidential.

If for any reason, the membership of a member terminates, all dues paid to The Organization are forfeited to The Organization and are not refundable to the member.

Section 3.4: Membership Requirements

All members shall keep their dues paid current and abide by the Bylaws and Organization Operating Rules. Engineers (except Honorary Life Engineers) and Brakemen must perform a club job. See Organization Operating Rules for additional requirements.

Section 3.5: Disciplinary Action

Disciplinary Action may be imposed upon any member of The Organization for violation of any part of these Bylaws or for violation of The Organization Operating Rules. This action may include, but is not limited to, imposition of a probationary period upon the member, temporary removal of benefits and rights of the member or expulsion of the member from The Organization. See Organization Operating Rules for disciplinary procedures.

Article IV. OFFICERS

Section 4.1: Officers of The Corporation

See Articles of Incorporation

Section 4.2: Duties of Officers

The following are the basic duties of the officers. For details and additional duties see **Organization** Operating Rules.

- The **PRESIDENT** shall:
 - Be well versed in the Bylaws and Organization Operating Rules.
 - Preside at business meetings and Board of Directors meetings.
 - Report at each business meeting and prepare an annual report.
 - Have general supervision over the affairs of The Organization and over the other officers.
 - Serve as official representative of The Organization
 - Sign documents on behalf of The Organization.
 - Work with the Secretary to prepare agendas for business meetings.
 - Appoint committees.
- The **VICE PRESIDENT** shall:
 - Become familiar with the duties of the President and assume those duties should the President for any reason be unable to discharge his/her duties.
 - Be responsible for maintenance of The Organization house including supervise members assigned clubhouse related jobs.
 - Report on the condition of The Organization house at the monthly business meeting.
- The **SECRETARY** shall:
 - Maintain all governing documents and records of The Organization.
 - Write all correspondence.
 - During the monthly business meeting: in the absence of the President and Vice-President, call the meeting to order; have access to the minutes book; have access to all the governing documents of The Organization; have a list of the current membership as well as the current committees and committee members; have ballots in case of a ballot vote; keep note of what occurred at the meeting; and sit near the President and serve as a resource to the President.
 - After the monthly meeting: if any governing documents were added or amended at the meeting, make those changes to the documents and distribute new copies to the appropriate parties; maintain the file of committee reports; prepare the minutes from the meeting; distribute minutes to the members; give committees any information that has been referred to them; and notify officers, delegates, and committee members of their election or appointment.

- The TREASURER shall:
 - Have custody of all monies, securities and assets of The Organization.
 - Monitor and be responsible for insuring compliance with the annual budget
 - Collect all dues and monies due The Organization
 - Give an accounting of such monies, securities and assets at each business meeting.
 - Maintain a depository for monies and funds as directed by the Board of Directors.
 - Ensure compliance with state and federal financial law.
- The DIRECTOR OF OPERATIONS shall:
 - Have overall responsibility for construction, operation, and maintenance of The Organization 's layouts through the respective layout division superintendents.
 - Be responsible for the erection, operation, and disassembly of club-owned layouts and displays at scheduled venues.
 - Appoint and supervise the Superintendents of the various layout divisions.
- The DIRECTOR OF ADMINISTRATION shall:
 - Be responsible for all matters pertaining to member services including, but not limited to, awards programs and provision of educational and other programs for regular meetings and other events such as scheduled clinics.
 - Take attendance at business meetings and inform the President if a quorum is present.
- The DIRECTOR OF PUBLIC RELATIONS shall:
 - Be responsible for all matters pertaining to public relations and promotional activities including, but not limited to, Organization publications such as the newsletter, promotional flyers, and Organization informational brochures, and preparation and dissemination of press releases, notices of special events, and other contacts with the local news media and model railroad publications.
- The DIRECTOR OF SHOWS shall:
 - Be responsible for all management matters pertaining to show events including train shows, mall shows, swap meets and similar activities. This includes, but is not limited to, initial contact and coordination with the management of facilities other than The Organization premises for show events.
 - With Treasurer, budget and manage all funds necessary to present such shows
- The DIRECTOR OF MEMBERSHIP shall:
 - Be responsible for all matters pertaining to membership including, but not limited to, the recruitment, orientation and assimilation into the membership of all new members, the retention of all members plus the maintenance of the current membership roster

Section 4.3: Nominations and Elections

At the July business meeting the Engineers shall elect not less than three Engineers who are not currently officers to serve as a Nominating Committee. During the month of July, the Nominating Committee shall solicit candidates for the offices of President, Vice-President, Secretary, Treasurer, Director of Operations, Director of Administration, Director of Membership, Director of Publicity, and Director of Shows. At the August business meeting, the Nominating Committee shall present a slate of candidates for officers to the membership. The Engineers shall accept or reject all or any portion of the report of the committee and may, by motion, nominate any additional candidates for office. No individual Engineer may be nominated for more than one office. Not more than one member of a family may be nominated. The slate as finally accepted by the Engineers at that August business meeting shall be submitted to the entire membership in written form prior to the September business meeting. At the September business meeting, the Nominating Committee shall present the slate of candidates to the members in attendance and the Engineers shall have the option of nominating additional candidates prior to the election. The election shall be conducted by the Nominating Committee. If there is only one candidate for each office, the vote may be by show of hands either by office or as a whole as determined by the Engineers. If there is more than one candidate for any office, the vote shall be by written ballot. The Nominating Committee shall present the results of the election to the membership of The Organization immediately upon completion of the count. The results of the election shall be recorded in the minutes of the business meeting and shall be published in the next Newsletter of The Organization. At the business meeting following the election, the results of the election shall again be announced under "Old Business" and the newly elected officers shall take office at that time.

Section 4.4: Eligibility

Only Engineers and Honorary Life Engineers in good standing shall be eligible to serve as officers. At no time shall more than one member of an immediate family be allowed to hold office as an officer of The Organization. At no time shall one member hold more than one office as an officer of The Organization. Officers must attend meetings personally or by telephone.

Section 4.5: Term of Office

The term of office shall be one year. There shall be no limit on the number of terms that an individual can serve in office.

Section 4.6: Resignation or Removal from Office

An officer may resign by giving written notice to the Board of Directors. An officer can be removed from office for cause which requires a two-thirds vote of the Engineers. Causes for removal include, but are not limited to, failure to perform the duties of office, absence from three consecutive business meetings, absence from three consecutive board meetings, and subjection to disciplinary action. An officer who becomes three months in arrears in dues is automatically removed from office as he/she is no longer a member.

Section 4.7: Vacancies

Should any officer be unable to complete his/her elected term of office for any reason, the Board of Directors will appoint a replacement for the balance of the term by majority vote. Should the vacancy be the office of President, the Vice-President shall assume the duties of the President until the appointment of a new President.

Article V. MEETINGS

Section 5.1: Meeting Frequency & Location

The second Wednesday of each month shall be designated the time for the business meeting at which time all relevant business of The Organization shall be conducted. Meetings shall be held at The Organization house unless otherwise ordered by the Board of Directors provided that at least ten days notice is given to Engineers, either in writing or by email.

Section 5.2: Quorum and Voting

At business meetings a quorum shall consist of fifteen Engineers and a simple majority of such quorum shall be sufficient to take action on any matter duly presented, unless otherwise specifically provided for in these bylaws. In the event of a tie vote a motion fails, unless otherwise specifically provided for in the Bylaws. No Engineer shall have more than one vote on any matter at any meeting. Proxy votes shall be permitted.

Section 5.3: Special Meetings

The Board of Directors may call special meetings provided that at least ten days notice is given to Engineers either in writing or by email. At special meetings, no other business except that for which the meeting is called can be conducted.

Section 5.4: Cancellation of Meetings

The president shall have the right to cancel and reschedule meetings due to weather or other emergency. It shall be assumed that if the Bradenton/Sarasota area is under a severe weather watch or warning for tornados, tropical storms, or hurricanes, club meetings are cancelled.

Article VI. EXECUTIVE BOARD

The governance and management of The Organization shall be under the BOARD OF DIRECTORS which shall consist of the officers of The Organization. The President shall call Board of Directors meetings as necessary. Other officers may request the President to call a Board of Directors meeting.

Article VII. COMMITTEES

The Board of Directors and/or the Engineer membership may appoint special committees and charge them to investigate, recommend or act on a specific task. Upon completion of its task and presentation of a final report to its appointing body, a special committee is automatically discharged of its duty. The appointing body may discharge a committee should it fail in its task.

Article VIII. PARLIAMENTARY AUTHORITY

The business of The Organization shall be conducted as stated in these Bylaws and **The Organization** Operating Rules. Anything not covered by these two documents shall follow the 10th edition of "Roberts Rules of Order."

Article IX. AMENDING THE BYLAWS

These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds of the Engineers, either in person or by proxy at any regular or special meeting of The Organization. Amendments of or changes to these Bylaws may be proposed by the Board of

Directors or by the Engineer membership through a written petition signed by not less than ten Engineers. Written notice of the proposed change shall delivered via club mailbox or United States Postal Service to each Engineer member at least twenty days before the date of the meeting at which such action is to be voted upon. These Bylaws are effective on the date of their approval by the Engineers and will thenceforth remain in effect until altered, amended or repealed in accordance with the terms of these Bylaws.

Article X. FINANCES

Section 10.1: Fiscal Year

The Fiscal year of The Organization shall be the calendar year, January 1 to December 31.

Section 10.2: Financial Accounts

The Organization shall maintain a general account to which all dues and revenues shall be deposited and which shall be used to conduct the proper business of The Organization.

The Organization shall maintain a show account to which all revenues shall be deposited and which shall be used to conduct the proper show business of The Organization. Seed money for one show is to remain in the show fund at the end of each show

Monies shall be deposited in a bank designated by a majority vote of the Board of Directors, providing that such bank or bank branch is located in either Manatee or Sarasota County, Florida, and operates under a State or National charter.

The Organization may, upon approval of two-thirds of the Engineers, establish separate funds for special purposes. Special funds may be added to at any time, but may not be reduced without a vote of two-thirds of the Engineers. At the option of the Board of Directors, special funds may be deposited in an interest bearing bank account or invested in any program, which generates income. See Organization Operating Rules for a listing of current special funds.

Section 10.3: Annual Operating Budget

The Board of Directors shall prepare an annual budget prior to the beginning of each fiscal year, said budget to contain a listing of all estimated income and expenses for that fiscal year. The budget shall be presented to the membership for Engineer approval at the first business meeting of that fiscal year. Upon approval, the Board of Directors shall have the authority to expend funds in accordance with the budget without further action of the membership. The Engineers may amend the budget at any time during the year in the same manner as originally approved. The Board of Directors shall periodically evaluate the budget.


An official audit of the expenditures, deposits and assets of The Organization shall be made by a special committee, designated by the Engineer membership and composed of at least three Engineers not officers in The Organization during the last month of the fiscal year. Such audit shall be certified to the Board of Directors who shall make the report of the special committee known to the membership of The Organization at the first regular meeting of the ensuing fiscal year.

The date of adoption of the amendment(s) was: 10/11/2007

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature 
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Daniel Cioffi
(Typed or printed name of person signing)

Director
(Title of person signing)

FILING FEE: \$35