

*To all to whom these Presents Shall Come, Greeting:*

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

NATIONAL ASSOCIATION OF RAILROAD PASSENGERS, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON MAY 18, 1967, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 0832601280

Authenticate at: <http://www.cyberdriveillinois.com>

*In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 21ST day of NOVEMBER A.D. 2008 .*

*Jesse White*

SECRETARY OF STATE

20 145 832

Certificate Number 5376

67-306  
S. D. D.



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed, and verified, of

THE AMERICAN RAILROAD PASSENGERS ASSOCIATION

have been filed in the Office of the Secretary of State, on the 18th  
day of May A. D. 1967, as provided by the "GENERAL NOT  
FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943, in force  
January 1, A. D. 1944;

20 145 832

Now Therefore, I, PAUL POWELL, Secretary of State, of the State of Illinois,  
by virtue of the powers vested in me by law, do hereby issue this Certificate of  
Incorporation, and attach thereto, a copy of the Articles of Incorporation  
of the aforesaid corporation.

In Testimony Whereof, Thereto, set my hand and cause, to  
be, affixed the Great Seal of the State of Illinois,  
Done at the City of Springfield, this 18th  
day of May AD. 1967, and  
of the Independence, of the United States  
the one hundred, and 91st.



*Paul Powell*

SECRETARY OF STATE



ARTICLES OF INCORPORATION
UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT

(These Articles Must Be Filed in Duplicate)

(Do Not Write in This Space)

Date Paid 5-18-67
Filing Fee \$ 10.00
Clerk [Signature]

To PAUL POWELL, Secretary of State, Springfield, Illinois.

We, the undersigned,

(Not less than three)

Table with 5 columns: Name, Number, Street, Address City, State. Rows include John C. Tucker, Herbert B. Olson, and John R. Worthington.

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

- 1. The name of the corporation is: THE AMERICAN RAILROAD PASSENGERS ASSOCIATION.
2. The period of duration of the corporation is: perpetual.
3. The address of its initial Registered Office in the State of Illinois is: Suite 1700, 134 N. LaSalle
4. The first Board of Directors shall be three in number, their names and addresses being as follows:

Table with 5 columns: Name, Number, Street, Address City, State. Rows include Anthony Haswell, Otto Janssen, and Peter Lyon.

5. The purpose or purposes for which the corporation is organized are:

All for the promotion of the common good and general social welfare and the bringing about of civic betterments and social improvements, to act as a focal point for, and either by itself or in conjunction with other associations, groups or individuals to undertake, programs and actions designed to encourage and promote the maintenance and improvement of passenger services, operations and facilities of American railroads, including, without limitation, the promotion of federal and state assistance to railroads for passenger service operations and the encouragement of American railroads to maintain and enhance present passenger services, operations and facilities.

20146832

- 6. The following rules shall conclusively bind the corporation and all persons acting for or on behalf of it:
(a) No part of the net earnings of the corporation shall inure to the benefit of any private individual.
(b) The following transactions shall be specifically prohibited to the corporation:
1. The loan of any part of this corporation's income or corpus, without the receipt of adequate security and a reasonable rate of interest, to --
2. The payment of any compensation, in excess of a reasonable allowance for salary and other compensation for personal services

20 146 832

- actually rendered, to --
3. The making of any part of this corporation's services available on a personal basis, to --
  4. The making of any substantial purchase of securities or any other property, for more than adequate consideration in money or moneys worth, from --
  5. The sale of any substantial part of this corporation's securities or other property, for less than an adequate consideration in money or moneys worth, to --
- 20146832**
- or
6. Engaging in any other transaction which results in a substantial diversion of this corporation's income or corpus, to --
- any of the incorporators of this corporation, any person who shall have made a substantial contribution to this corporation, a member of the family of any such incorporator or person having made a substantial contribution, or a corporation controlled by any such incorporator, person having made a substantial contribution or member of the family of any such incorporator or person.
- (c) In the event of dissolution of the corporation, the assets of the corporation shall be dedicated or transferred only in accordance with the purposes of the corporation, as stated in Article 5 above.
- (d) The corporation shall not, directly or indirectly, participate or intervene in political campaigns on behalf of or in opposition to any candidate for public office.

(NOTE: Any special provision authorized or permitted by statute to be contained in the Articles of Incorporation, may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

John C. Tucker  
Herbert B. Olson  
John R. Worthington

Incorporators

20 146 832

**ACKNOWLEDGMENT**

STATE OF ILLINOIS,  
 County of COOK } ss.

I, Sharon Shriner, a Notary Public do hereby certify that on the  
17th day of May, 1967, John C. Tucker, Herbert B. Olson and John R. Worthington  
(Names of Incorporators)

personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing documents in their own capacities therein set forth and declared that the statements therein contained are true.

OF, I have hereunto set my hand and seal the day and year above written.



Sharon Shriner  
 Notary Public

FORM NP-29

**ARTICLES OF INCORPORATION**  
 under the  
**GENERAL NOT FOR PROFIT**  
**CORPORATION ACT**  
 of

**THE AMERICAN RAILROAD PASSENGERS**  
**ASSOCIATION**

**FILED**

MAY 18 1967

Paul Powell  
 Secretary of State

(These Articles Must Be Executed and Filed in Duplicate)

**Filing Fee \$10.00**

REV. 1, 11-65 (1876-204-11-65) 3

20 153 405

Certificate Number 1068



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Amendment to the Articles of Incorporation duly signed and verified of

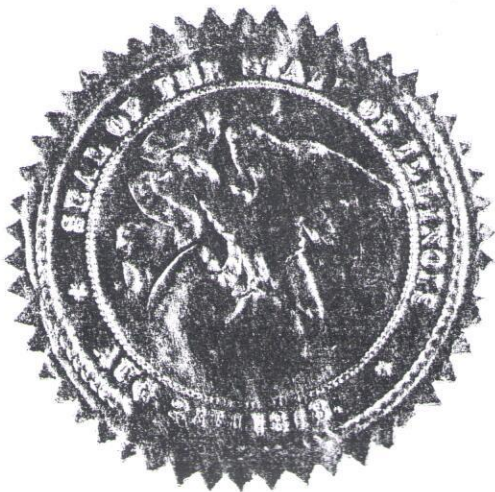
THE AMERICAN RAILROAD PASSENGERS ASSOCIATION

have been filed in the Office of the Secretary of State on the 24th day of May A. D. 19 67, as provided by the "GENERAL NOT FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943, in force January 1, A. D. 1944;

Now Therefore, I, PAUL POWELL, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this Certificate of Amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, Thereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield this 24th day of May AD. 19 67 and of the Independence of the United States the one hundred and 91st.



*Paul Powell*

SECRETARY OF STATE



20 153 405

(DO NOT WRITE IN THIS SPACE)

To Be Filed  
In Duplicate  
Filing Fee \$10.00

FORM NP-A

Date 5-24-67

Filing Fee \$ 10.00

Clerk JH

ARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION  
under the  
GENERAL NOT FOR PROFIT CORPORATION ACT

To PAUL POWELL, Secretary of State, Springfield, Illinois.

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 35 of the "General Not For Profit Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

1. The name of the corporation is: THE AMERICAN RAILROAD PASSENGERS ASSOCIATION

2. There are some members, having voting rights with respect to amendments;  
(Insert "no" or "some")

*(Strike paragraphs (a), (b), or (c) not applicable)*

3. ~~(a) At a meeting of members, at which a quorum was present, held on \_\_\_\_\_, 19\_\_\_\_, same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting;~~

(b) By a consent in writing signed by all members of the corporation entitled to vote with respect thereto,

~~(c) At a meeting of directors (members having no voting rights with respect to amendments) held on \_\_\_\_\_, 19\_\_\_\_, same receiving the votes of a majority of the directors then in office;~~

the following amendment or amendments were adopted in the manner prescribed by the "General Not For Profit Corporation Act" of the State of Illinois:

RESOLVED, that Article 1 of the Articles of Incorporation of the corporation be and said Article 1 is hereby amended so that, as so amended, said Article 1 shall be and read as follows:

"1. The name of the corporation is : NATIONAL ASSOCIATION OF RAILROAD PASSENGERS."

(Over)

20 153 405

20153405

20153405

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its X X X President, and its Asst. Secretary, this 23rd day of May, 19 67.

THE AMERICAN RAILROAD PASSENGERS ASSOCIATION  
(Exact Corporate Title)

Place  
(CORPORATE SEAL)  
Here

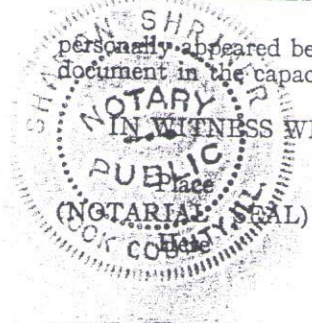
By Anthony Haswell  
Its X X X X President  
Anthony A. Haswell  
Its X X X X Secretary  
John C. Tucker

STATE OF ILLINOIS  
COUNTY OF COOK } ss.

I, Sharon Shriner, a Notary Public, do hereby certify that on the 23rd day of May, 1967, Anthony A. Haswell  
(Acknowledgment by either officer is sufficient)

personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

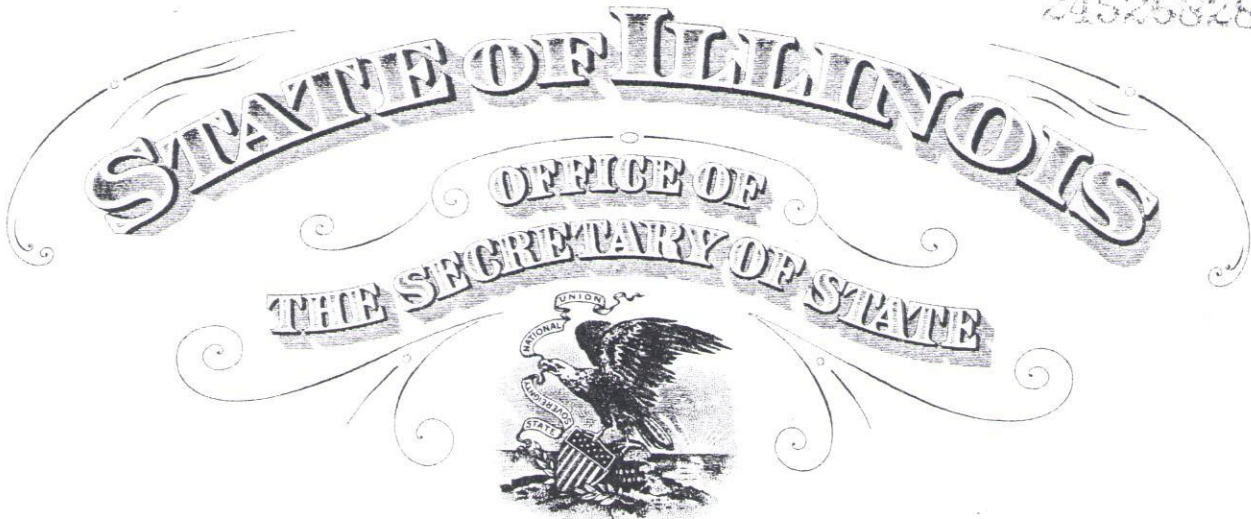


Sharon Shriner  
Notary Public.

FORM NP-A  
Box 4768 File 046  
ARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION  
of  
THE AMERICAN RAILROAD PASSENGERS  
ASSOCIATION

FILED  
MAY 24 1967  
Chae Powell  
Secretary of State

Filing Fee \$10.00  
(3070-10M-12-64)



To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Amendment to the Articles of Incorporation duly signed and verified of

NATIONAL ASSOCIATION OF RAILROAD PASSENGERS

have been filed in the Office of the Secretary of State on the 27th day of June A. D. 19 78, as provided by the "GENERAL NOT FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943, in force January 1, A. D. 1944.

Alan J. Dixon

Now Therefore, I, MICHAEL J. HOWLETT, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this Certificate of Amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, Thereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield this 27th day of June AD 19 78, and of the Independence of the United States the two hundred, and 2nd



Alan J. Dixon  
SECRETARY OF STATE

24526828



Filing Fee \$10.00

Date 6-22-78

Filing Fee \$ 10.00

Clerk JA

ARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION  
under the  
GENERAL NOT FOR PROFIT CORPORATION ACT

To: Michael J. Howlett, Secretary of State, Springfield, Illinois:

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 35 of the "General Not For Profit Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

1. The name of the corporation is: National Association of Railroad Passengers
2. There are some members, having voting rights with respect to amendments:  
(Insert "no" or "some")

(Strike paragraphs (a), (b), or (c) not applicable)

3. (a) At ~~two~~ meetings of members, at which a quorum was present, held on (see below) 1978, same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting.

~~(b) By a consent in writing signed by all members of the corporation entitled to vote with respect thereto.~~

~~(c) At a meeting of directors (members having no voting rights with respect to amendments) held on \_\_\_\_\_, 19\_\_\_\_, same receiving the votes of a majority of the directors then~~

~~in office, the following amendment or amendments were adopted in the manner prescribed by the "General Not For Profit Corporation Act" of the State of Illinois:~~

- New London, CT, Jan. 28
- Albany, NY, April 1
- Philadelphia, PA, March 4
- Washington, DC, February 25
- Atlanta, GA, April 8
- Toledo, OH, February 4

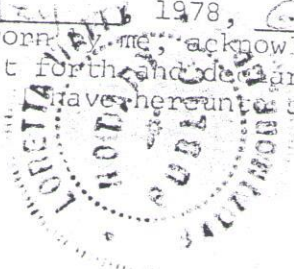
- Chicago, IL, March 4
- Iowa City, IA, March 11
- Dallas, TX, March 18
- Denver, CO, April 1
- Phoenix, AZ, March 3
- San Francisco, CA, February 4
- Seattle, WA, February 4

Amend the "purposes" section by adding the following phrase after "the bringing about of civic betterments and social improvements":  
"to perform research and educate the general public about passenger services, operations and facilities of American railroads,"

THE NOTARY CERTIFICATION BELOW REFERS TO THE SECRETARY'S SIGNATURE ON REVERSE SIDE.

STATE OF Maryland  
CITY OF Baltimore

I, Loretta Watty, a Notary Public, do hereby certify that on the 30<sup>th</sup> day of May, 1978, George Tyson personally appeared before me and being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true. IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Place  
(NOTARIAL SEAL)  
Here

(Over)

Loretta Watty  
Notary Public.

24526828

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its \_\_\_\_\_ President, and its \_\_\_\_\_ Secretary, this 30<sup>th</sup> day of May, 1978.

National Association of Railroad Passengers

(Exact Corporate Title)

By Orren Beatty  
Its \_\_\_\_\_ President  
George Tyson  
Its \_\_\_\_\_ Secretary

Place  
(CORPORATE SEAL)  
Here

THE NOTARY CERTIFICATION BELOW REFERS TO THE SIGNATURE OF THE PRESIDENT ABOVE.  
STATE OF District of Columbia  
COUNTY OF Columbia } ss.

I, FRANCES LEE HOLCLAW, a Notary Public, do hereby certify that on the 22 day of June, 1978, ORREN BEATTY  
(Acknowledgment by either officer is sufficient)

personally appeared before me and, being first duly sworn by me, acknowledged that \_\_\_\_\_ he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Place  
(NOTARIAL SEAL)  
Here

Frances Lee Holclaw  
Notary Public.  
My Commission Expires March 31, 1979

FORM NP-35

Box \_\_\_\_\_ File \_\_\_\_\_  
ARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION  
of \_\_\_\_\_

FILED

JUN 22 1978

Notary Public

Filing Fee \$10.00

(60879-10M-8-74) 5

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