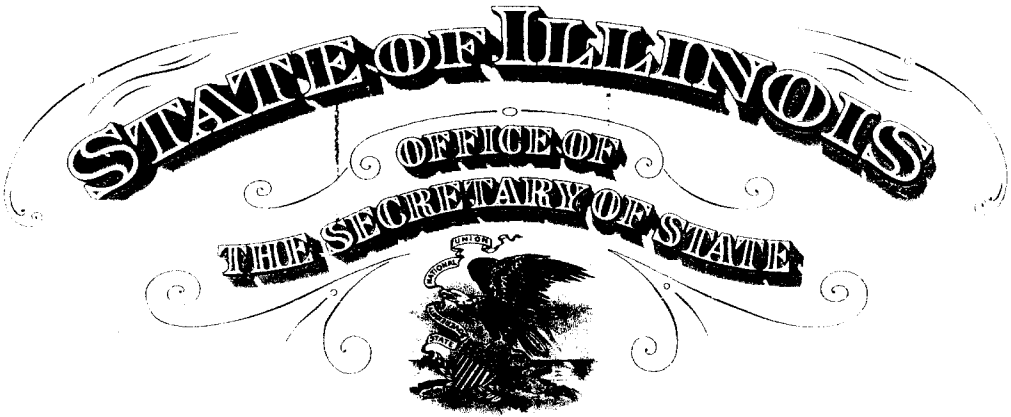


Certificate Number 13999



To all to whom these Presents Shall Come, Greeting:

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

MIDWEST REGION NATIONAL MODEL RAILROAD ASSOCIATION

have been filed in the Office of the Secretary of State on the 12th
day of December *A. D., 19* 52 *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, EDWARD J. BARRETT, 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, *I thereto set my hand and cause to*
be affixed the Great Seal of the State of Illinois
Done at the City of Springfield, this 12th
day of December *AD. 19* 52 *and*
of the Independence of the United States
the one hundred and 77th.

(SEAL)

Edward J. Barrett

SECRETARY OF STATE



Filing Fee \$10.00

FORM NP-1

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 12-12-52
Filing Fee \$ 10.00
Clerk [Signature]

To EDWARD J. BARRETT, Secretary of State, Springfield, Illinois.

We, the undersigned, (Not less than three)

Table with 5 columns: Name, Number, Street, Address City, State. Rows include Roger B. Westerbege, J. Williams Long, Marvin Duesing.

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: Midwest Region National Model Railroad Association
2. The period of duration of the corporation is: per. perpetual
3. The address of its initial Registered Office in the State of Illinois is: 102 N. Liberty Street in the City of Elgin, Ill. County of Kane and the name of its initial Registered Agent at said Address is: Marvin Duesing, Sec. & Treas.
4. The first Board of Directors shall be 7 in number, their names and addresses being as follows:

Table with 5 columns: Name, Number, Street, Address City, State. Rows include Roger B. Deatherage, G. Wm. Lang, Gilbert Ziemann, Geo. Baker, A. B. Bradley, Geo. B. Isaacs, Alvin A. Machna.

- 5. The purpose or purposes for which the corporation is organized, are:
To promote model railroading in the Midwest
To hold regional conventions & clinics
To distribute a regional bulletin.
To sponsor model railroad model contests.
To establish a closer relation between the Midwest Region and the National Model Railroad Assn.

1780 32

(OVER)

PAID
DEC 12 1952
Edward J. Barrett
Secretary of State

(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)

Roger B. Deatherage
J. William Lang
Maxim Dusing

Incorporators.

ACKNOWLEDGMENT

STATE OF ILLINOIS,
County of Kane } ss.

I, Paul L. Williams, a Notary Public do hereby certify that on the

6th day of December, 1952, Roger B. Deatherage,
J. William Lang and Maxim Dusing
(Names of Incorporators)

personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities 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 above written.

PLACE
(NOTARIAL SEAL)
HERE

Paul L. Williams
Notary Public

3347
FORM NP-1
ARTICLES OF INCORPORATION
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT
of

FILED
DEC 12 1952
Edward J. Burk
Sec'y of State

(These Articles Must Be Executed and Filed in Duplicate)

Filing Fee \$10.00

ARTICLES OF AMENDMENT

General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832
http://www.cyberdriveillinois.com

FILED

AUG 15 2005

Remit payment in the form of a check or money order payable to the Secretary of State. **JESSE WHITE SECRETARY OF STATE**

File # 33470738 Filing Fee: \$25.00 Approved: [Signature]
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate name (Note 1): MIDWEST REGION NATIONAL MODEL RAILROAD ASSOCIATION

2. Manner of adoption of amendment:
The following amendment of Articles of Incorporation was adopted on April 27 2002 in the manner indicated below (Check one only):
(Month, Day & Year)

By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)

By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 (Note 3)

By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)

By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (Note 5)

3. Text of amendment
(a.) When an amendment effects a name change, insert the new corporate name below. Use 3 (b) below for all other amendments. *Article 1: The name of the corporation is:

(New Name)

(b) All amendments other than name change.
(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety.) If there is not sufficient space to add the full text of the amendment, add one or more sheets of this size.

(COMPLETE ITEM 4 OR, IF APPLICABLE, ITEM 5.) ALL SIGNATURES MUST BE IN BLACK INK.

SEE ATTACHMENT

MIDWEST REGION NATIONAL MODEL RAILROAD ASSOCIATION

3. (b) Amendment to Articles of Incorporation:

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

To promote, stimulate, foster, and encourage by all manner and means the art and craft of model railroading and the preservation of the history, science, and technology thereof. This corporation is organized exclusively for charitable, educational, literary, and scientific purposes consistent therewith and within the meaning of section 501(c)(3) of the Internal Revenue Code.

4. The undersigned corporation has caused these articles to be signed by duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated April 15, 2005
(Month & Day) (Year)

Midwest Region National Model Railroad Association
(Exact Name of Corporation)

Richard J. Cecil
(Any Authorized Officer's Signature)
Richard J. Cecil, President
(Print Name and Title)

5. If there are no duly authorized officers, then the persons designated under Section 101.10(b)(2) must sign below and print name and title. The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____ (Month, Day & Year)

Signature

Print Name and Title

NOTES

Note 1: State the true and exact corporate name as it appears on the records of the Secretary of State, BEFORE any amendment herein reported.

Note 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15

Note 3: Director approval may be (1) by vote at a director's meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

Note 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (*Sec. 110.20*)

Note 5: When member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (*Sec. 107.10 & 110.20*)