



Office of the Secretary of State

CERTIFICATE OF RESTATED ARTICLES OF

North Texas Garden Railroad Club, Inc.
800569018

The undersigned, as Secretary of State of Texas, hereby certifies that the Restated Articles for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Restated Articles.

Dated: 03/26/2009

Effective: 03/26/2009



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

AMENDMENTS AND RESTATMENT OF THE
ARTICLES OF INCORPORATION OF
THE NORTH TEXAS GARDEN RAILROAD CLUB, INC.

FILED
In the Office of the
Secretary of State of Texas
MAR 26 2009
Corporations Section

1. The North Texas Garden Railroad Club, Inc. a corporation under the Texas Non-Profit Corporation Act, pursuant to the provisions of Article 4.06 of said Act, hereby adopts Amended and Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such restated articles of incorporation as hereinafter set forth and which contain no other change in any provision thereof.
2. Each such amendment made by the restated articles of incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such restated articles of incorporation and each such amendment made by the restated articles were adopted at a meeting of the Board of Directors held on February 9, 2009, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.
3. The articles of incorporation and all amendments thereto are hereby superseded by the following restated articles of incorporation which accurately copy the entire text thereof including any previous amendments and as amended as set forth above.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE NORTH TEXAS GARDEN RAILROAD CLUB, INC.

Article I

Name

The name of the corporation shall be **North Texas Garden Railroad Club, Inc.** ("NTGRC")

Article II

Non-Profit Corporation

The NTGRC is formed as a non-profit corporation pursuant to the provisions of the Texas Non-Profit Corporation Act. The NTGRC is not organized for the private gain of any person. The NTGRC shall be maintained as a Social Club under the tax-exempt requirements of Section 501(c)(7) of the Internal Revenue Service Code. Donations are not tax deductible. No part of the net earnings of the NTGRC shall inure to the benefit of any member, trustee, officer of the NTGRC, or any private individual, except that reasonable compensation may be paid for services rendered to or for the NTGRC affecting one or more of its purposes as described in the By Laws of the NTGRC.

Article III

Period of Duration

The corporation's existence shall be perpetual.

Article IV

Purpose

1. To advance, improve, encourage, and stimulate the quality of garden railways through the fellowship of like minded hobbyists.
2. To promote and expand the hobby of Garden Railroading.

Article V

Registered Agent and Registered Office

The name of the Registered Agent is Michael Barnes.

The address of the Registered Office is 7244 Windcrest Ln, North Richland Hills, TX 76180.

Article VI

Membership

The NTGRC will have members. Membership is open to any individuals interested in or engaged in activities concerned with or related to garden railroading or large-scale model railroading. Membership will be granted upon submission of a Membership Application and payment of dues as set forth or otherwise described in the Bylaws of the NTGRC.

Article VII

Organization and Governance

1. Management of the affairs of the NTGRC is to be vested in the members of the corporation.
2. MANAGEMENT TEAM. The Management Team shall be the executive authority of the NTGRC, and shall have administrative powers only, within the limits set forth in the Bylaws of the NTGRC. The Management Team shall be comprised of five members in good standing of the NTGRC or as otherwise specified in the Bylaws. The Management Team will elect a President, Vice-President, Secretary, and Treasurer from among its members, or as prescribed in the Bylaws. The Management Team shall appoint any other Officers of the NTGRC from among the Members of the NTGRC as prescribed in the Bylaws. Four members of the Management Team shall constitute a quorum. All decisions of the Management Team must be approved by four of its members.
3. TERMS OF OFFICE. The term of office for Management Team members is two years. Terms will be staggered, and members will be elected to the Management Team each year as

prescribed in the Bylaws.

4. MEMBERSHIP. The Membership shall be the policy-making body of the NTGRC, and shall consist of members in good standing. Membership details will be defined in the Bylaws.

ARTICLE VIII

Elections

1. ELECTION OF THE MANAGEMENT TEAM. Elections for Management Team members shall be held each year. Candidates for any elective position in the NTGRC must be members in good standing at the time of their nomination. Election details and procedures for vacancies shall be defined in the Bylaws.
2. ELECTION COMMITTEE. Prior to an election, the Management Team shall appoint an Election Committee as described in the Bylaws. The Election Committee shall select its own Chairperson, and shall prepare a slate of candidates as described in the Bylaws. The Election Committee Chairperson shall report this slate to the membership at least thirty (30) days prior to the scheduled election.
3. VOTING. All Members of the NTGRC may vote for the Management Team. Each Individual Member in good standing may cast one vote. Each Family Membership in good standing may cast up to two votes. The election shall be held at the Annual Membership Meeting of the NTGRC. Details of the voting procedures shall be defined in the Bylaws.

ARTICLE IX

Meetings

1. An Annual Membership Meeting shall be held once a year; the date to be determined by the Management Team or as described in the Bylaws. Time and location of the annual meeting shall be announced to the membership 2 months in advance of being held. The details and agenda of the Annual Membership Meeting shall be described in the Bylaws.
2. A Special Membership Meeting may be called as required to conduct urgent NTGRC business. Time and location of the special meeting shall be announced to the membership 3 weeks in advance of being held or as otherwise provided for in the Bylaws of the NTGRC.
3. The Management Team shall meet as required to conduct the routine business of the NTGRC. A meeting of the Management Team may be requested by a member or members. Meeting procedures are further described in the Bylaws of the NTGRC. Meetings of the Management Team will be open to any member in good standing desiring to attend.
4. Monthly Membership Meetings will be held as coordinated by the Activities Committee. One or more membership meetings may be held each calendar month. Membership meetings will be described in the Bylaws of the NTGRC.

ARTICLE X

Committees

1. STANDING COMMITTEES. The NTGRC shall have the following Standing Committees. The Management Team shall appoint the Chairpersons for each Standing Committee.
 - a) TRAIN SHOW COMMITTEE. The Train Show Committee will coordinate the NTGRC's participation in shows and displays as described in the Bylaws of the NTGRC.
 - b) ACTIVITIES COMMITTEE. The Activities Committee will coordinate the monthly membership meeting and other social activities as described in the Bylaws of the NTGRC.
 - c) PROMOTIONS COMMITTEE. The Promotions Committee will coordinate and oversee the promotion of the hobby of Garden Railroading. This includes the publication and distribution of brochures and posters, publication of the NTGRC newsletter, maintenance of the NTGRC web site and other promotional materials and activities as set forth in the Bylaws of the NTGRC.
2. SPECIAL COMMITTEES. Special committees may be appointed by the Management Team to undertake special assignments. Such committees shall be appointed on an ad hoc basis and shall serve no longer than the term for which they were appointed or as set forth in the Bylaws.

ARTICLE XI

Dissolution of Assets

Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the NTGRC, the remaining assets shall be distributed as set forth in the By Laws of the NTGRC and within the requirements of IRS Section 501(c)(7).

ARTICLE XII

By Laws

The internal affairs of this corporation shall be regulated by its bylaws, not inconstant with law. The Articles of Incorporation and/or By-Laws may be amended by two thirds of the membership present and voting after a published notice at either an annual or special meeting of the membership, as detailed in the Bylaws.

Dated this 23 day of MARCH 2009.
Michael A. Beane An Authorized Officer of the Corporation