

[NB: At its annual meeting on December 14, 2007, the Board of Directors of Historic Transportation Preservation, Inc., discussed and unanimously approved the following changes to its by-laws. An updated copy of said by-laws follows the proposed changes.]

Section 4.2 Number and Tenure.

Current: “The Board of Directors shall consist of either three (3), five (5) or seven (7) members as determined by the Board, whose term of office shall be one year. For Calendar Years 2006 and 2007, the number of Directors shall be five (5). Terms of office shall commence on January 1 of each year.”

Proposed: “The Board of Directors shall consist of either three (3), five (5) or seven (7) members as determined by the Board, whose term of office shall be one year. ~~For Calendar Years 2006 and 2007, the number of Directors shall be five (5).~~ *The Board of Directors will establish the number of Directors each year by vote at the time the Nominating Committee is appointed.* Terms of office shall commence on January 1 of each year.”

Reason: to remove extraneous language, and establish a needed procedure for determining Board makeup.

Section 4.3 Nomination and Qualifications of Directors.

Current: “Nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairperson and two (2) or more members, each of whom shall be a Director of the Corporation. The Nominating Committee shall be appointed by the Board of Directors not less than ninety (90) days prior to each annual meeting to serve a term through such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the number of positions to be filled.”

Proposed: “Nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairperson and two (2) or more members, each of whom shall be a Director of the Corporation. The Nominating Committee shall be appointed by the Board of Directors not less than ~~ninety (90)~~ *thirty (30)* days prior to each annual meeting to serve a term through such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the number of positions to be filled.”

Reason: 90 days is an unnecessarily long time for determining nominees.

Section 4.11 Removal.

Current: “Any Director may be removed at any time by the affirmative vote of four (4) members of the Board of Directors.”

Proposed: “Any Director may be removed at any time by the affirmative vote of ~~four (4)~~ *all other* members of the Board of Directors.”

Reason: The intent of this passage is to require unanimity on removing a Director. If the Board establishes the number of Directors at seven (7), a simple majority may remove a Director; alternatively, if the Board establishes the number of Directors at three (3), it would be impossible to remove a Director.

Section 4.12 Informal Action by Directors.

Current: “Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the actions so taken, is signed by all members of the Board of Directors. Such a consent shall have the same force and effect as the unanimous vote by the Board of Directors. An affirmative reply via electronic mail shall be considered consent in writing.”

Proposed: Strike in its entirety and replace with: *“Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting. All Directors must be notified of the action at the same time for the action to be considered valid. The action shall be considered approved if consent in writing, setting forth the actions so taken, is given by the same number of Directors as would be required in a vote at a regular meeting of the Board of Directors. Such consent shall have the same force and effect as a vote by the Board of Directors. An affirmative reply via electronic mail shall be considered consent in writing.”*

Reason: The intent is to allow votes to be taken by email, without the need for a formal meeting of the Board, but with the knowledge of all Directors (no secret votes by a bare majority). However, it can be interpreted to set a higher standard for email votes than would be required for the same vote held at a meeting of the Board. This change clarifies that (a) all Directors must be notified of an email vote, but (b) the action is ratified when a majority of Directors votes in favor of the action.

ARTICLE ONE: NAME AND PRINCIPAL OFFICE

Section 1.1 Name. The name of the Corporation is Historic Transport Preservation, Inc. [hereinafter referred to as the "Corporation"], a non-profit corporation, organized in accordance with the laws of the State of Georgia.

Section 1.2 Principal Office. The principal office of the Corporation shall be located in Atlanta, County of Fulton, State of Georgia, but meetings may be held at such place within or without the State of Georgia as may be designated. The location of the principal office of the Corporation may be changed at any time by the Board of Directors.

Section 1.3 Registered Office. The registered office of the Corporation shall be at 820 Saint Charles Avenue Northeast, Atlanta, Georgia, 30306, which location may be changed at any time by the Board of Directors.

ARTICLE TWO: PURPOSES AND POWERS

Section 2.1 Purposes. The purposes for which this Corporation is formed are:

A. To operate demonstrations of historic transport operations for educational purposes.

To restore, reconstruct, and preserve historic materials related to historic transport in the United States of America, for educational purposes, consistent with the best principles of historic preservation and the needs of the continued operations of the Corporation.

Section 2.1 Purposes (cont'd.)

- B. To promote and encourage historical research; to acquire, by purchase, gift, devise, or otherwise, the title to, or the custody and control of, historic sites and things; to preserve and protect equipment and sites of historic interest; to collect and preserve records, relics, and other things of historic interest; to mark places of historic interest with suitable monuments and markers; to foster and promote public knowledge of and interest in the rich history of transport in the United States of America.
- C. This Corporation is organized exclusively for charitable, and educational purposes; including, for such purposes, making distributions to and receiving contributions from organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- D. This Corporation is organized specifically to be a public charity, as defined by the Internal Revenue Code §509(a)(2). The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any director, member, or any other private individual. The Corporation shall never be authorized to engage in a regular business of one kind ordinarily carried on for profit, or in any other activity except in furtherance of the purposes stated below for which the corporation is organized.

Section 2.1 Purposes (cont'd.)

- E. No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- F. In furtherance and not in limitation of the objects and purposes hereinbefore stated, it is expressly provided that the Corporation is organized for the purposes and objects of engaging in any lawful act or activity for which non-profit corporations may be organized under the Act.

Section 2.2 Powers. The powers of the Corporation are:

- A. To receive and disburse funds in accordance with its stated purposes.
- B. To receive, hold and display real and personal properties.
- C. To do each and every act consistent with the carrying out of its purposes as set forth above.

ARTICLE THREE: MEMBERSHIP

Section 3.1 Membership. There shall be no members of the Corporation and there shall be no meetings of members.

ARTICLE FOUR: BOARD OF DIRECTORS

Section 4.1 General Powers. The business and affairs of the Corporation shall be conducted and managed by its Board of Directors. Each director must be a citizen of the United States. No more than one (1) member of a household may serve on the Board of Directors at the same time. The Directors shall act only as a Board and individual Directors shall have no power as such.

Section 4.2 Number and Tenure. The Board of Directors shall consist of either three (3), five (5) or seven (7) members as determined by the Board, whose term of office shall be one year. The Board of Directors will establish the number of Directors each year by vote at the time the Nominating Committee is appointed. Terms of office shall commence on January 1 of each year.

Section 4.3 Nomination and Qualifications of Directors. Nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairperson and two (2) or more members, each of whom shall be a Director of the Corporation. The Nominating Committee shall be appointed by the Board of Directors not less than thirty (30) days prior to each annual meeting to serve a term through such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the number of positions to be filled.

A GEORGIA NOT-FOR-PROFIT CORPORATION
APPROVED MAY, 2006 - AMENDED DECEMBER 14, 2007

ARTICLE FOUR: BOARD OF DIRECTORS (cont'd)

Section 4.4 Election. Directors shall be elected by the Board of Directors of the Corporation at its annual meeting. In all instances, a Director who has an excused absence shall vote by written proxy. Any Director may be re-elected. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

Section 4.5 Duties of Directors. The Board of Directors may:

- A. Hold meetings at such times and places as is deemed proper;
- B. Appoint committees on particular subjects;
- C. Audit bills and disburse funds of the Corporation;
- D. Print and circulate documents and publish articles;
- E. Carry on correspondence and communicate with other associations and organizations interested in the purposes and objects of this Corporation;
- F. Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- G. Devise and carry into execution such other measures as it deems proper and expedient to promote the objects and purposes of the Corporation.
- H. Supervise all officers, committee members, agents and employees of the Corporation to assure that their duties are performed properly.

ARTICLE FOUR: BOARD OF DIRECTORS (cont'd)

Section 4.6 Meetings of The Board. The Annual Meeting of the Corporation shall be held at a time and place to be determined by the Board of Directors. The date of the annual meeting shall be determined no later than October 1 each year. In addition, special meetings of the Board of Directors may be held at any time and shall be had at any time at the call of three or more Directors or the President. Any person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Georgia as a place for holding any special or regular meetings of the Board. One or more directors may participate in and vote during any special meeting of the Board of Directors by telephone conference call or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and those directors participating by telephone shall be deemed to be present at such meeting for quorum and other purposes. Any such meeting at which a quorum participates shall constitute a regular meeting of the Board of Directors.

Section 4.7 Notice. Written notice of regular or special meetings of the Board of Directors shall be given at least ten (10) days in advance to all members of the Board. No written notice shall be required for telephone conference call meetings. Electronic mail shall be considered written notice.

A GEORGIA NOT-FOR-PROFIT CORPORATION
APPROVED MAY, 2006 - AMENDED DECEMBER 14, 2007

ARTICLE FOUR: BOARD OF DIRECTORS (cont'd)

Section 4.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The President or Vice-President of the Corporation shall act as Chair of the Board of Directors. In the absence of the President or Vice-President of the Corporation, the quorum present may choose a Chair for the meeting. If less than a quorum is present, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.9 Absence. Should any member of the Board of Directors absent him/herself unreasonably from three (3) consecutive meetings of the Board without sending a communication to the President or Secretary stating his/her reason for so doing, and if his/her excuse should not be accepted by the members of the Board, his/her seat on the Board may be declared vacant, and the position may be filled as provided hereinafter. Section 4.10 Vacancy. Vacancies on the Board of Directors shall exist (1) on the death, resignation, expiration of term, or removal of any Director, and (2) whenever the number of authorized Directors is increased. Any vacancy occurring in the position of Director may be filled by the affirmative vote of a majority of the Board of Directors of the Corporation. A Director thus elected to fill a vacancy shall serve for the unexpired term of his/her predecessor.

Section 4.11 Removal. Any Director may be removed at any time by the affirmative vote of all other members of the Board of Directors.

ARTICLE FOUR: BOARD OF DIRECTORS (cont'd)

Section 4.12 Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting. All Directors must be notified of the action at the same time for the action to be considered valid. The action shall be considered approved if consent in writing, setting forth the actions so taken, is given by the same number of Directors as would be required in a vote at a regular meeting of the Board of Directors. Such consent shall have the same force and effect as a vote by the Board of Directors. An affirmative reply via electronic mail shall be considered consent in writing."

Section 4.13 Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum for their expenses of attendance, if any, may be allowed for attendance at such regular or special meetings of the Board; however nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE FIVE: OFFICERS

Section 5.1 Officers. The officers of the Corporation shall consist of a President, a Vice-President, Secretary and Treasurer, and such other assistant officers as may be approved by the Board. No individual may hold more than one office at the same time, and the President and Vice-President must be elected from members of the Board of Directors.

Section 5.2 Election. Officers shall be elected by the members of the Board of Directors at the Annual Meeting of the Board as provided hereinabove in Section 4.6.

Section 5.3 Term. All officers shall be elected for a one year term or until their successors have been elected and qualified. Any officer may be re-elected.

Section 5.4 Duties and Powers. The officers shall have such powers and shall perform such duties as from time to time be specified by the Board of Directors. In addition, the officers shall specifically have the following powers and duties:

ARTICLE FIVE: OFFICERS (cont'd)

Section 5.4 Duties and Powers (cont'd).

- A. President - the President shall :
- (1) Be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors;
 - (2) Have general supervision of the officers and general active management of the business of the Corporation;
 - (3) Sign all official documents and instruments on behalf of the Corporation;
 - (4) Appoint all standing and special committees and may serve as a member;
 - (5) Submit a written report at the conclusion of his/her term in office.
- B. Vice-President - the Vice-President shall generally assist the President. During the absence or incapacity of the President, the Vice-President shall perform the duties of the President.
- C. Secretary - the Secretary shall:
- (1) Be responsible for the preparation and submission of notices of all meetings;
 - (2) Be responsible for keeping minutes of all meetings of the Board of Directors;
 - (3) Maintain a file of corporate correspondence and other records;
 - (4) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;

ARTICLE FIVE: OFFICERS (cont'd)

Section 5.4 Duties and Powers (cont'd).

- (5) Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors.

In the absence of the Secretary or the Secretary's inability to perform the Secretary's duties, such duties may be performed by an Assistant Secretary or by a Secretary pro-tem appointed at any meeting.

D. Treasurer - the Treasurer shall:

- (1) Have custody of the Corporations funds;
- (2) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (3) Be responsible for the preparation of an annual budget for approval by the Board of Directors and shall maintain such records as will accurately account for all the monies received and paid out by the Corporation;
- (4) Deposit all monies and other valuable effects of the Corporation in such banks and depositories as the Board may direct;
- (5) Prepare and present a complete financial report following the close of his/her term in office, which shall be reviewed and approved by the Board of Directors of the Corporation;
- (6) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors;

ARTICLE FIVE: OFFICERS (cont'd)

Section 5.4 Duties and Powers (cont'd).

- (7) Render to the President and Directors, whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the Corporation.
- (8) Prepare or cause to be prepared and certify or cause to be certified, the financial statements to be included in any required reports;
- (9) Act as chair of any Finance Committee appointed by the Board of Directors;
- (10) Delegate duties as appropriate.

Section 5.5 Vacancy. In the event of a vacancy in the office of President or during his/her inability to serve for any reason, the powers and duties of that office shall be exercised by the Vice-President. Any other vacancies shall be filled by the affirmative vote of a majority of the remaining Board of Directors.

ARTICLE FIVE: OFFICERS (cont'd)

Section 5.6 Removal. Any officer may be removed at any time by the affirmative vote of three (3) or more members of the Board of Directors.

Section 5.7 Resignation. Any officer may resign effective upon giving written notice to the President or Secretary, unless the notice specifies a later time for the effectiveness of such resignation.

ARTICLE SIX: DUTIES AND LIABILITIES OF OFFICERS AND DIRECTORS

Section 6.1 Duties of Directors. A Director shall perform his/her duties as director including his/her duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director believes to be in or not opposed to the best interests of the Corporation and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties, a Director shall be entitled to rely on factual information, opinions, reports or statements including financial statements and other financial data in each case prepared or presented by:

- A. One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- B. Counsel, public accountants other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or

Section 6.1 Duties of Directors (cont'd).

C. A committee of the board upon which the Director does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the By-laws as to matters within its designated authority, which committee the Director reasonably believes to merit confidence, but the Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

A Director may waive any immunity provided under Georgia law if such Director shall vote to allow the Corporation to transfer assets in order to avoid claims against corporate assets resulting from a Judgment against the Corporation.

Section 6.2 Liability of Directors. Personal liability of all Directors of the Corporation to the Corporation for monetary damages for breach of duty, of care, or other duty as a director is hereby eliminated to the extent allowed by Section 14 - 3 - 202 (b) (4) (CGA PP 22 - 2202) of the Georgia Nonprofit Corporation Code or any successor statute.

Section 6.3 Indemnification of Officers and Directors. The Corporation shall indemnify any Director or Officer, or former Director or Officer, of the Corporation against reasonable expenses, costs, and attorney fees actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a Director or Officer of the Corporation. This indemnification shall include any amounts paid to satisfy a judgment or to compromise or settle a claim.

Section 6.3 Indemnification of Officers and Directors (cont'd).

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the Officer or Director did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful. Provided, however, the Officer or Director shall not be indemnified if he/she shall be adjudged to be liable on the basis that he/she has breached or failed to perform the duties of his/her office and the breach or failure to perform such duties constitutes willful misconduct or recklessness. Advance indemnification may be allowed of a Director or Officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding provided that the Director or Officer must reimburse the Corporation if it is subsequently determined that the Director or Officer was not entitled to indemnification.

Section 6.4 Other Rights. The indemnification provided hereinabove in Section 6.3 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled. In addition, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any liability asserted against him/her and arising out of his/her status as such, whether or not the Corporation should have the power to indemnify him/her against such liability under the provision of the Georgia Non-Profit Corporation Code.

ARTICLE SEVEN: COMMITTEES

Section 7.1 Committees. The President, with the approval of the Board, may designate committees as deemed appropriate. The President shall appoint the members of such committees and the Board shall prescribe the functions, powers and duties of such committees.

Section 7.2 Term of Office. Each member of a committee shall continue as such until the next Annual Meeting of the Board of Directors and until the successor is appointed, unless the committee shall be sooner terminated.

Section 7.3 Chair. One member of each committee shall be appointed Chair by the President. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE EIGHT: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2 Loans. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may also be general or confined to specific instances.

Section 8.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

ARTICLE NINE: MISCELLANEOUS

Section 9.1 Waiver of Notice. Whenever notice is required by law, by the Articles of Incorporation or by these By-Laws, a waiver thereof in writing signed by the Director, or other person entitled to said notice, whether before, or after the time stated therein, or his appearance at such meeting in person, shall be the equivalent of such notice.

Section 9.2 Seal or Logo. The corporate seal or logo of the Corporation shall be in such form as the Board of Directors shall prescribe. The seal or logo may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 9.3 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gifts, bequests or devises for any purpose of the Corporation.

ARTICLE NINE: MISCELLANEOUS (cont'd)

Section 9.4 Parliamentary Procedure. The conduct and order of all meetings of this Corporation shall be in accordance with Roberts Rules of Order except as provided herein. The order of business shall be as follows at all meetings of the Board of Directors and committees:

- A. Calling of the roll and establishment of quorum.
- B. Proof of notice of meeting or waiver of notice.
- C. Reading of minutes.
- D. Receiving communications.
- E. Election of officers.
- F. Reports of officers.
- G. Reports of committees.
- H. Unfinished business.
- I. New business.

The President may propose, and the Board may approve, to suspend this order of business at the beginning of any meeting of the Board.

Section 9.5 Fiscal Year. The fiscal year of the Corporation shall be a calendar year fiscal year, beginning on the first day of January and ending on the last day of December of each year.

Section 9.6 Amendments to By-Laws. These By-Laws may be amended or repealed at any regular or special meeting of the Directors called for that purpose, by vote of a two-thirds (2/3) majority of the absolute number of the Board of Directors.

ARTICLE NINE: MISCELLANEOUS (cont'd)

Section 9.7 Distribution of Assets on Dissolution or Final Liquidation. In

the event that the Corporation is ever dissolved or liquidated, the assets of the Corporation shall be distributed in the following manner:

- A. Payment of all liabilities and obligations of the Corporation.
- B. Return, transfer or convey all assets held by the Corporation on the condition of return upon dissolution or liquidation.
- C. All remaining assets shall be distributed as determined by the Board of Directors. All distributions shall be for one or more exempt purposes (within the meaning of Section 501(c)(3) of the Internal Revenue Code), consistent with the purposes of the corporation. Under no circumstances shall any assets be distributed to any Director, former Director, officer, former officer, trustee, former trustee or employee or former employee of the Corporation.
- D. Any assets that cannot be disposed as indicated shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is located. All distributions shall be for one or more exempt purposes (within the meaning of Section 501(c)(3) of the Internal Revenue Code), consistent with the purposes of the corporation.

ARTICLE NINE: MISCELLANEOUS (cont'd)

Section 9.8 Maintenance of Corporate Records. The Corporation shall keep at its principal office or in such other location as the Board may designate:

- A. Minutes of all meetings of Directors.
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 9.9 Director's Inspection Rights. Every Director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

END

STATE OF GEORGIA)
COUNTY OF FULTON) ss.

I hereby certify that the above and foregoing By-Laws of Historic Transport Preservation, Inc., a Georgia non-profit corporation, consisting of 20 pages, this page included, are the By-Laws of said Corporation, duly adopted at a special meeting of the Board of Directors held on May 26, 2006, and amended on December 14, 2007.

John A. Craft - President

SUBSCRIBED AND SWORN TO BEFORE ME on April _____, 2008 by John. A. Craft, President of Historic Transport Preservation, Inc..

Notary Public

My commission expires: _____