

Articles of Incorporation Of Historic Transport Preservation, Inc.  
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Article 1.

The name of the corporation is Historic Transport Preservation, Inc.

Article 2.

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

The 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, or the corresponding provision of any future United States Internal Revenue law.

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, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments for purposes and distributions in furtherance of the purposes named in this article.

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.

Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

Article 3.

All assets of the corporation shall be permanently and perpetually dedicated to the charitable and educational purposes of the corporation. 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 4.

The street address of the registered office is 820 Saint Charles Avenue NE, Atlanta, County of Fulton, Georgia, 30306. The registered agent at such address is John A. Craft.

Article 5.

The name and address of each incorporator is:

John A. Craft  
Post Office Box 7772  
Atlanta, GA 30357

Article 6.

The corporation will not have members.

Article 7.

The principal mailing address of the corporation is Post Office Box 7772,  
Atlanta, Georgia, 30357.

Article 8.

The initial Directors of the Corporation shall be:

Michael A. Allen  
Post Office Box 7772  
Atlanta, GA 30357

John A. Craft  
Post Office Box 7772  
Atlanta, GA 30357

Steven D. Fowler  
Post Office Box 7772  
Atlanta, GA 30357

James A. Gunning  
Post Office Box 7772  
Atlanta, GA 30357

William A. Raia  
Post Office Box 7772  
Atlanta, GA 30357

The Directors shall hold an Organizational Meeting no later than June 30,  
2006. The Directors shall approve By Laws to govern the Corporation, elect  
Officers, and determine the date of the 2006 Annual Meeting.

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation.

This 23rd day of May, 2006.

\_\_\_\_\_ John A. Craft, Incorporator