

# **CENTRAL OHIO AREA LIVE STEAMERS, INC.**

An Ohio Non-profit Corporation

## **ARTICLES OF INCORPORATION**

### **ARTICLE I NAME**

#### **1.01 Name**

The name of this corporation shall be CENTRAL OHIO AREA LIVE STEAMERS, INC. The business of the corporation may be conducted as CENTRAL OHIO AREA LIVE STEAMERS, INC. or fictitiously as COALS or COAL STEAMERS.

### **ARTICLE II DURATION**

#### **2.01 Duration**

The period of duration of the corporation is perpetual.

### **ARTICLE III PURPOSE**

#### **3.01 Purpose**

CENTRAL OHIO AREA LIVE STEAMERS, INC. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The purpose for which CENTRAL OHIO AREA LIVE STEAMERS, INC., is formed is to expand, own and/or lease, operate and maintain the Mill Creek Central Railroad, LLC. and its associated equipment and to foster a spirit of cooperation among railroaders, both live steam and those with more modern equipment. CENTRAL OHIO AREA LIVE STEAMERS, INC., will gather and disseminate information pertaining to the design, construction, maintenance, and operation of live steam railroads, locomotives and railcars among the general public that are interested in railroading as well as the members of this and similar associations and hold meetings, meets, operating sessions, work sessions, seminars, conventions and provide public awareness and educational opportunities at stated times for the discussion of topics and the exchange of ideas relating to all forms of railroading, including but not limited to, live steam railroads, locomotives, railcars, infrastructure requirements, track layout design, construction, maintenance and signaling.

### **3.02 Non-Profit**

CENTRAL OHIO AREA LIVE STEAMERS, INC. is designated as a non-profit corporation.

## **ARTICLE IV NON-PROFIT NATURE**

### **4.01 Non-profit Nature**

CENTRAL OHIO AREA LIVE STEAMERS, INC. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of CENTRAL OHIO AREA LIVE STEAMERS, INC. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

CENTRAL OHIO AREA LIVE STEAMERS, INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of CENTRAL OHIO AREA LIVE STEAMERS, INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the CENTRAL OHIO AREA LIVE STEAMERS, INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the CENTRAL OHIO AREA LIVE STEAMERS, INC. hereunder shall be selected by the discretion of a majority of the managing board body of CENTRAL OHIO AREA LIVE STEAMERS, INC. as stipulated in the corporation's bylaws and if its board members cannot so agree, then the recipient organization shall be selected pursuant to the Bylaws.

In the event that the court is petitioned as per the corporation's bylaws and finds that this section is applicable the court shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Ohio. Should the court find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Ohio to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE V** **BOARD OF DIRECTORS**

#### **5.01 Governance**

CENTRAL OHIO AREA LIVE STEAMERS, INC. shall be governed by its board of directors.

#### **5.02 Initial Directors**

The initial directors of the corporation, being citizens of the United States, shall be Robert Vanderkarr, Mark Betlem, Richard McCloy, P. Noelle Rogovin and James Henry.

### **ARTICLE VI** **MEMBERSHIP**

#### **6.01 Membership**

CENTRAL OHIO AREA LIVE STEAMERS, INC. shall have non-voting members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

### **ARTICLE VII** **AMENDMENTS**

#### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of sixty percent of the board of directors.

**ARTICLE VIII**  
**ADDRESSES OF THE CORPORATION**

**8.01 Corporate Address**

The address of the corporation is:

CENTRAL OHIO AREA LIVE STEAMERS, INC.  
19313 County Road 6  
Coshocton, Ohio 43812

The mailing address of the corporation is:

CENTRAL OHIO AREA LIVE STEAMERS, INC.  
19313 County Road 6  
Coshocton, Ohio 43812

**ARTICLE IX**  
**APPOINTMENT OF REGISTERED AGENT**

**9.01 Registered Agent**

The registered agent of the corporation shall be:

James Henry  
19313 County Road 6  
Coshocton, Ohio 43812

**ARTICLE X**  
**INCORPORATOR**

The incorporators of the corporation are as follow:

James Henry  
1187 Sleeping Meadow Drive  
New Albany, Ohio 43054

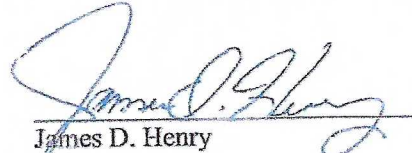
Richard McCloy  
19313 County Road 6  
Coshocton, Ohio 43812

**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

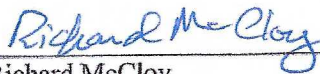
We, the undersigned, do hereby certify that the above stated Articles of Incorporation of CENTRAL OHIO AREA LIVE STEAMERS, INC. were approved by the board of directors on January 12, 2023, and constitute a complete copy of Articles of Incorporation of the CENTRAL OHIO AREA LIVE STEAMERS, INC.



Mark D. Betlem  
106 Perkins Lane  
Burgettstown, PA 15021



James D. Henry  
1187 Sleeping Meadow Drive  
New Albany, OH 43054

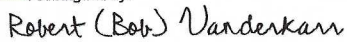


Richard McCloy  
19313 County Road 6  
Coshocton, OH 43812



P. Noelle Rogovin  
151 20<sup>th</sup> Drive SE  
New Philadelphia, OH 44663

DocuSigned by:

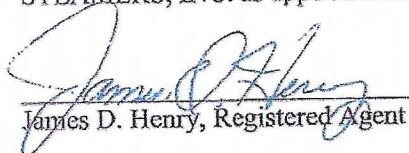


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Robert Vanderkarr  
PO Box 421  
Napoleon, MI 49261

**ACKNOWLEDGMENT OF CONSENT  
TO APPOINTMENT AS REGISTERED AGENT**

I, James D. Henry, agree to be the registered agent for CENTRAL OHIO AREA LIVE STEAMERS, INC. as appointed herein.



James D. Henry, Registered Agent

Date: January 5, 2023