To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

NATIONAL ASSOCIATION OF RAILROAD PASSENGERS, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON MAY 18, 1967, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 21ST day of NOVEMBER A.D. 2008.

Jesse White
SECRETARY OF STATE
STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Incorporation duly signed and certified of

THE AMERICAN RAILROAD PASSENGERS ASSOCIATION

have been filed in the Office of the Secretary of State on the 18th
day of May, AD 1967, as provided by the GENERAL NOT
FOR PROFIT CORPORATION ACT of Illinois, approved July 17, 1943, in force
January 1, AD 1944.

Now, Therefore, I, PAUL POWELL, 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 have set my hand and cause to

be affixed the Great Seal of the State of Illinois

Done at the City of Springfield this 18th

day of May, AD 1967, and

of the Independence of the United States
the one hundred and 91st.

PAUL POWELL
SECRETARY OF STATE
ARTICLES OF INCORPORATION
UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT
(These Articles Must Be Filed in Duplicate)

To PAUL POWELL, Secretary of State, Springfield, Illinois.

We, the undersigned,

<table>
<thead>
<tr>
<th>Name</th>
<th>Number</th>
<th>Street</th>
<th>City</th>
<th>State</th>
</tr>
</thead>
<tbody>
<tr>
<td>John C. Tucker</td>
<td></td>
<td>Suite 3300, 135 South LaSalle St., Chicago, Illinois</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Herbert B. Olson</td>
<td></td>
<td>Suite 3300, 135 South LaSalle St., Chicago, Illinois</td>
<td></td>
<td></td>
</tr>
<tr>
<td>John R. Northwington</td>
<td></td>
<td>Suite 3300, 135 South LaSalle St., Chicago, Ill.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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: THE AMERICAN RAILROAD PASSENGER ASSOCIATION.
2. The period of duration of the corporation is: perpetual.
3. The address of its initial Registered Office in the State of Illinois is: Suite 1700, 134 W. LaSalle Street in the City of Chicago in the County of Cook and the name of its initial Registered Agent at said Address is: Anthony Haswell
4. The first Board of Directors shall be: three in number, their names and addresses being as follows:
<table>
<thead>
<tr>
<th>Name</th>
<th>Number</th>
<th>Street</th>
<th>City</th>
<th>State</th>
</tr>
</thead>
<tbody>
<tr>
<td>Anthony Haswell</td>
<td></td>
<td>413 Wrightwood, Chicago, Illinois 60614</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Otto Janessen</td>
<td></td>
<td>29 East Broad Street, Hopewell, New Jersey</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Peter Lyon</td>
<td></td>
<td>316 West 79th Street, New York, New York</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

5. The purpose or purposes for which the corporation is organized are:
   All for the promotion of the common good and general social welfare and the bringing about of civic betterments and social improvements, to act as a focal point for, and either by itself or in conjunction with other associations, groups or individuals to undertake, programs and actions designed to encourage and promote the maintenance and improvement of passenger services, operations and facilities of American railroads, including, without limitation, the promotion of federal and state assistance to railroads for passenger service operations and the encouragement of American railroads to maintain and enhance present passenger services, operations and facilities.

6. The following rules shall conclusively bind the corporation and all persons acting for or on behalf of it:
   (a) No part of the net earnings of the corporation shall inure to the benefit of any private individual.
   (b) The following transactions shall be specifically prohibited to the corporation:
      1. The loan of any part of this corporation's income or corpus, without the receipt of adequate security and a reasonable rate of interest, to --
      2. The payment of any compensation, in excess of a reasonable allowance for salary and other compensation for personal services
3. The making of any part of this corporation's services available on a personal basis, to --
4. The making of any substantial purchase of securities or any other property, for more than adequate consideration in money or moneys worth, from --
5. The sale of any substantial part of this corporation's securities or other property, for less than an adequate consideration in money or moneys worth, to --
6. Engaging in any other transaction which results in a substantial diversion of this corporation's income or corpus, to any of the incorporators of this corporation, any person who shall have made a substantial contribution to this corporation, a member of the family of any such incorporator or person having made a substantial contribution, or a corporation controlled by any such incorporator, person having made a substantial contribution or member of the family of any such incorporator or person.

(c) In the event of dissolution of the corporation, the assets of the corporation shall be dedicated or transferred only in accordance with the purposes of the corporation, as stated in Article 5 above.

(g) The corporation shall not, directly or indirectly, participate or intervene in political campaigns on behalf of or in opposition to any candidate for public office.

(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)

[Signatures]

Incorporators

STATE OF ILLINOIS,
COUNTY OF COOK

Sharon Shriner

Acknowledged

21 46882

17th day of May 1967

John C. Tucker, Herbert B.

Official of Incorporation

I hereby certify that I was personally known to me and being first duly sworn by me severally acknowledged that they signed the foregoing articles of incorporation and that each was executed in my presence and declared that the statements therein contained are true.

Sharon Shriner
Notary Public

Articles of Incorporation

General Not For Profit Corporation Act

The American Medical Association

Filed

May 13, 1967

Filing Fee $10.00

[Stamp]
To all to whom these presents shall come, Greeting:

Whereas, Articles of Amendment to the Articles of Incorporation duly signed and verified of THE AMERICAN RAILROAD PASSENGERS ASSOCIATION have been filed in the Office of the Secretary of State on the 24th day of May A.D. 1967, as provided by the GENERAL NOT FOR PROFIT CORPORATION ACT of Illinois, approved July 17, 1942 in force January 1, A.D. 1944.

Now, therefore, J. PAUL POWELL, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this Certificate of Amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I have set my hand and cause to be affixed the Great Seal of the State of Illinois.

DONE in the City of Springfield this 24th day of May A.D. 1967 and of the Independence of the United States the one hundred and 91st.

[Signature]
SECRETARY OF STATE
ARTICLES OF AMENDMENT

To the
ARTICLES OF INCORPORATION
under the
GENERAL NOT FOR PROFIT CORPORATION ACT

To PAUL POWELL, Secretary of State, Springfield, Illinois.

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 35 of the "General Not For Profit Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

1. The name of the corporation is THE AMERICAN RAILROAD PASSENGERS ASSOCIATION.

2. There are SOME members, having voting rights with respect to amendments:
   (Insert "all" or "some")

   (Strike paragraphs (a), (b), or (c) not applicable)

3. (a) At a meeting of members, at which a quorum is present, held on 5-24-67, and receiving at least two-thirds (2/3) of the votes entitled to be voted by the members of the corporation present or represented by proxy at such meeting:

   (b) By a consent in writing signed by all members of the corporation entitled to vote with respect thereto,

   (c) At a meeting of directors (members having voting rights with respect to amendments) held on 5-24-67, and receiving the votes of a majority of the directors then in office,

the following amendment or amendments were adopted in the manner prescribed by the "General Not For Profit Corporation Act" of the State of Illinois:

RESOLVED, that Article 1 of the Articles of Incorporation of the corporation be and said Article 1 is hereby amended so that, as so amended, said Article 1 shall be and read as follows:

"1. The name of the corporation is NATIONAL ASSOCIATION OF RAILROAD PASSENGERS."
IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President, and its Assistant Secretary, this 23rd day of May 1967.

THE AMERICAN RAILROAD PASSENGERS ASSOCIATION

By: Anthony E. Haswell

Its. X X X President

John C. Tucker

Its. X X X Assistant Secretary

STATE OF ILLINOIS

COUNTY OF COOK

I, Sharon Shriner, a Notary Public, do hereby certify that on the 23rd day of May 1967, Anthony E. Haswell personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity 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 before written.

Sharon Shriner
Notary Public
STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE

To all to whom these presents shall come, Greeting:

Whereas, Articles of Amendment to the Articles of Incorporation

duly signed and verified of

NATIONAL ASSOCIATION OF RAILROAD PASSENGERS

have been filed in the Office of the Secretary of State on the 27th
day of June A.D. 1978, as provided by the "GENERAL NOT
FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943, in force
January 1, A.D. 1944.

Alan J. Dixon

Now Therefore, I, RICHARD J. DIXON, Secretary of State of the State of Illinois,

by virtue of the powers vested in me by law, do hereby issue this Certificate of

Amendment and attach thereto a copy of the Articles of Amendment to

the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, Thereunto I have set my hand and cause to

be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield this 27th
day of June A.D. 1978, and

of the Independence of the United States

the two hundred and

2nd

Alan J. Dixon
SECRETARY OF STATE
ARTICLES OF AMENDMENT

to the
ARTICLES OF INCORPORATION

under the
GENERAL NOT FOR PROFIT CORPORATION ACT

To Michael J. Howlett, Secretary of State, Springfield, Illinois:

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 83 of the "General Not For Profit Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

1. The name of the corporation is: National Association of Railroad Passengers

2. There are some members, having voting rights with respect to amendments:

(Strike paragraphs (a), (b), or (c) not applicable)

3. (a) At a meeting of members, at which a quorum was present, held on (see below) 1978, same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting.

(b) By a consent in writing signed by all members of the corporation entitled to vote with respect thereto.

(c) At a meeting of directors (members having no voting rights with respect to amendments), held on (see below) same receiving the votes of a majority of the directors then present, of the members entitled to vote with respect thereto.

Amend the "purposes" section by adding the following phrase after "the bringing about of civic betterments and social improvements":

"to perform research and educate the general public about passenger services, operations and facilities of American railroads."

STATE OF Illinois

On this day of March 4, 1978, George W. Wally, Notary Public, personally appeared before me at being first duly sworn, and acknowledged that he signed the foregoing document in the capacity therein set forth. I am hereby ordered that the statements therein contained are true.

I, NOTARY WALLY, have hereunto set my hand and seal this day and year before writing.

Notary Public.
IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment
to be executed in its name by Its. __________ President, and Its. __________ Secretary, this 30th day of

National Association of Railroad Passengers

(Exact Corporate Title)

By 

Its. __________ President

Its. __________ Secretary

THE NOTARY CERTIFICATION BELOW REFERS TO THE SIGNATURE OF THE
PRESIDENT ABOVE.

STATE-OF __________ )

COUNTY-OF __________ )

I, __________, a Notary Public, do hereby certify that on
the 27th day of __________, 1978.

(Acknowledgment by either officer is sufficient)

personally appeared before me and, being first duly sworn by me, acknowledged that he signed the
foregoing document in the capacity 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 before written.

Notary Public.

My Commission Expires __________.