

2573616

ARTICLES OF INCORPORATION OF MENDOCINO RAILWAY

FILED *JS*
in the office of the Secretary of State
of the State of California

I. Name

The name of the corporation is Mendocino Railway.

JAN 26 2004

Kevin Shelley
KEVIN SHELLEY, Secretary of State

II. Purpose

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

III. Initial Agent for Service of Process

The name and address in the State of California of this corporation's initial agent for service of process is:

Torgny Nilsson
341 Industrial Way
Woodland, CA 95776

IV. Share Structure

The corporation is authorized to issue two classes of shares of no par value capital stock designated respectively "Common Stock" and "Preferred Stock." These classes are referred to in these Articles as Common Stock or Common Shares, or as Preferred Stock or Preferred Shares, respectively. The total number of shares of Common Stock is five million (5,000,000) and the total number of shares of Preferred Stock is two million (2,000,000).

V. Preferred Shares

The Preferred Shares of this corporation may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of any series of Preferred Shares and to determine the designation of any series. The Board of Directors is also authorized, except as to matters fixed as to Preferred Shares in this Article IV, to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed on any wholly unissued series of

Preferred Shares and to increase or decrease (but not below the number of shares of that series then outstanding) the number of shares of any series after the issuance of shares of that series.

IN WITNESS WHEREOF, I, the undersigned incorporator, have executed these Articles of Incorporation on January 26, 2003 at Woodland, California.


David Magaw, Incorporator