

**ARTICLES OF INCORPORATION
FOR
TIMELESS TRACKS, INC.**

I, the undersigned, acting as incorporator under the “Wyoming Non-Profit Corporation Act” for the purpose of creating a Non-Profit Corporation under the laws of the State of Wyoming as contained in W.S. 17-6-101 et. seq., as amended, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is Timeless Tracks, Inc., which will function as a public benefit corporation.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual, unless sooner dissolved according to law.

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized are as follows:

(1) To assist and cooperate with Local, State and Federal Governments; adjacent property owners and other organizations, with an interest in promoting, developing and maintaining Scenic Byway resource qualities in a manner consistent with the Scenic Byway designation. The importance of driving for pleasure, vacations and other forms of recreation will be enhanced by the Mirror Lake Scenic Byway serving as a source of heritage, recreation, education, and relaxation for targeted populations with economic benefits to the Byway area.

(2) To actively solicit and otherwise secure and accept gifts, legacies, and devises of real property, money or any other item of value to be used directly or indirectly in the furtherance of the purpose outlined in (1) above.

(3) To transfer any real property or interests therein or other assets which it may hold to any Governmental agency or any other suitable agency which is duly authorized and able to receive and administer the same for the purposes set forth in (1) above.

(4) To actively generate broad public support and community interest in and for the promotion, development and maintenance of the Mirror Lake Scenic Byway.

(5) To carry on such other activities as may be incidental to or will assist in the accomplishment of the purposes set forth above.

(6) To perform its purposes in every way to conform to the requirements of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

MEMBERS

The Corporation will have one class of membership. The manner of election or appointment, the qualifications and rights of the members of the membership and any provision for the termination or forfeiture of membership shall be set forth in the Bylaws. Members, trustees, and officers shall not, individually or personally, be liable for the debts or obligations of the Corporation.

ARTICLE V

STOCK ISSUANCE

The Corporation shall issue no stock for membership but may issue certificates of membership, if deemed necessary or appropriate by the Board.

ARTICLE VI

NON-PROFIT

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation; and no member, trustee or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution or liquidation of the Corporation. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or participating in or intervening in any political campaign on behalf of any candidate for public office. Upon dissolution or winding up of the affairs of the Corporation, subject to applicable law, the assets of the Corporation remaining in the hands of the Board of Directors shall be transferred or conveyed to one or more appropriate agencies of State and local government duly authorized and able to receive and administer the same for the purposes set forth in Article III, of these Articles provided such transfer or conveyance qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 or similar code provisions at the time of dissolution. In the event that such transfer

or conveyance to one or more agencies of State or Local Government is not possible, then the assets of the Corporation shall be transferred or conveyed to one or more non-profit domestic corporations, societies or organizations engaged in charitable, benevolent, educational or other similar purpose upon such terms and conditions and amounts and proportions as the Board of Directors shall determine, and which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 or similar code provisions at time of dissolution.

ARTICLE VII

POWERS, DUTIES, AND LIMITATIONS

The Corporation shall be organized as a publicly-supported charitable foundation with all of the powers and duties of a Corporation organized under the Non-Profit Corporation Act and other applicable State statutes.

Notwithstanding any other provision of this certificate, the Bylaws of the Corporation or any other governing document, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII

BOARD OF DIRECTORS

The Corporation shall be governed by the Board of Directors consisting of nine (9) members.

Other individuals involved shall be the City Planner, City of Evanston, ex-officio liaison; Planning & Development Department Administrative Assistant, City of Evanston, ex-officio liaison; U.S. Forest Service, Evanston Ranger District, ex-officio liaison; U.S. Forest Service, Kamas Ranger District, Kamas, UT, ex-officio liaison; and the WYDOT Scenic Byway Coordinator, ex-officio liaison.

ARTICLE IX

PRINCIPAL PLACE OF BUSINESS

The location and street address of the initial principal office of the Corporation shall be Evanston City Hall, 1200 Main Street, Evanston, WY, and the initial registered agent for service of process shall be Paul Knopf, whose mailing address is 259 High Ridge Point, Evanston, WY, 82930.

ARTICLE X

BYLAWS

The Board of Directors, which shall manage the business and affairs of the Corporation, shall adopt, repeal and amend such Bylaws, rules and regulations for the government of the Corporation as shall be deemed advisable by the Board, subject to applicable law.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is: Paul Knopf, 259 High Ridge Point, Evanston, WY, 82930.

Paul Knopf

05/07/00

Date