

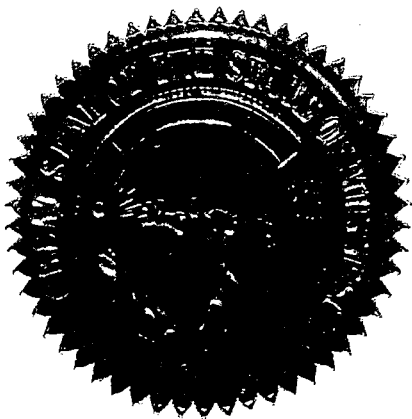


To All To whom These Presents Shall Come, Greetings:

Whereas, a certified copy of a resolution adopted by the Board of Commissioners of Goodhue County has been filed for record in the office of the Secretary of State, on the 22nd day of March, 1983, for the incorporation of the Goodhue County Regional Railroad Authority under and in accordance with the provisions of Chapter 616, Laws of Minnesota for 1980;

Now, Therefore, I Joan Anderson Grove, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that effective this date, the corporate existence was created for the above named regional railroad authority as a political subdivision and local government unit of Minnesota.

WITNESS my official signature herunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this 22nd day of March, 1983 A.D.



Joan Anderson Grove
SECRETARY OF STATE

#34493

**BOARD OF COUNTY COMMISSIONERS
GOODHUE COUNTY, MINNESOTA**

Date 6/15/82

Resolution No. 2

Motion by Commissioner _____ Seconded by Commissioner _____

The hour having arrived, the Chairman declared the meeting open for a hearing on the establishment and organization by the Board of a Goodhue County Regional Railroad Authority.

After discussion, there being no opposition to the establishment of said authority:

The following resolution was offered by C/Davidson, seconded by C/Chesley and duly adopted:

WHEREAS, MS 398A.03 provides for the organization of a Regional Railroad Authority by one or more counties, by resolution of the governing bodies, and

WHEREAS, The City of Red Wing has requested, through Resolution No. 1747, that this Board organize a Regional Railroad Authority,

NOW THEREFORE BE IT RESOLVED, That the Board of County Commissioners of Goodhue County, under the provisions of MS 398A.03 organizes a Regional Railroad Authority and declares that:

1. The authority is organized under the regional railroad authorities act as a political subdivision and local government unit of Mn., to exercise thereunder part of the sovereign power of the State.

2. The name of the authority shall be Goodhue County Regional Railroad Authority.

3. Goodhue County is the sole county adopting this organizational resolution.

4. The number of commissioners of the authority shall be seven and shall be the same persons as the Goodhue County Board of Commissioners, the Goodhue County Auditor and the Goodhue County Attorney, who as such, shall be appointed as Commissioners of the Authority by the Goodhue County Board of Commissioners; the names and addresses of the first Board of Commissioners of the Goodhue County Regional Railroad Authority are as follows:

Walter Betcher	Frank Chesley	John Davidson
Route 2	St. James Tower	Route 3
Welch, MN 55089	Red Wing, MN 55066	Kenyon, MN 55946

Frederick Dahling	Earl Prigge	R. L. Tanner
Route 3	Route 1	Route 2
Goodhue, MN 55027	Goodhue, MN 55027	Red Wing, MN 55066

Gary Fridell
503 Summitt Ave.
Red Wing, MN 55066

**BOARD OF COUNTY COMMISSIONERS
GOODHUE COUNTY, MINNESOTA**

Date _____

Resolution No. _____

Motion by Commissioner _____ Seconded by Commissioner _____

5. The registered office of the Authority is the office of the Goodhue County Auditor, Room 203, Goodhue County Courthouse, Red Wing, MN 55066.

6. Neither the State of MN, Goodhue County, nor any other political subdivision is liable for obligations of the Authority.

7. The purpose of the Authority is for the preservation and improvement of local rail service for agriculture and industry when determined to be practicable and necessary for the public welfare.

YES

Betcher _____ X
 Chesley _____ X
 Dahling _____ X
 Prigge _____ X
 Davidson _____ X

NO

Betcher _____
 Chesley _____
 Dahling _____
 Prigge _____
 Davidson _____

DEPARTMENT OF STATE
FILED
 MAR 22 1983

Jan Anderson
 Secretary of State

State of Minnesota }
 County of Goodhue } ss.

I, R. L. Tanner, duly elected, qualified and acting County Auditor of the County of Goodhue, State of Minnesota, do hereby certify that I have compared the foregoing copy of a resolution with the original minutes of the proceedings of the Board of County Commissioners, Goodhue County, Minnesota, at their session held on the 15th day of June 19 82, now on file in my office, and have found the same to be a true and correct copy thereof.

Witness my hand and official seal at Red Wing, Minnesota this 16th day of June, 1982.

R. L. Tanner

County Auditor

GOODHUE



COUNTY

R. L. TANNER

County Auditor

RED WING, MINN.

55086

March 17th, 1983

Joan Anderson Growe
Secretary of State
180 State Office Building
St. Paul, MN 55155

Dear Secretary Growe:

Enclosed herewith is a resolution by the Goodhue County Board dated June 15, 1982, organizing and establishing a Regional Railroad Authority as provided under the provisions of MS 398A.03.

Request that you issue a certificate of incorporation as provided by the above mentioned statute.

I apologize for the lateness of the request. Apparently we overlooked the fact that the resolution should be filed in your office.

Should you need additional information, do not hesitate to contact my office.

With all best wishes, I remain,

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. L. Tanner', written over a horizontal line.

R. L. Tanner
County Auditor

RLT:hp
Encl.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
MAR 21 1983

Joan Anderson Growe
Secretary of State