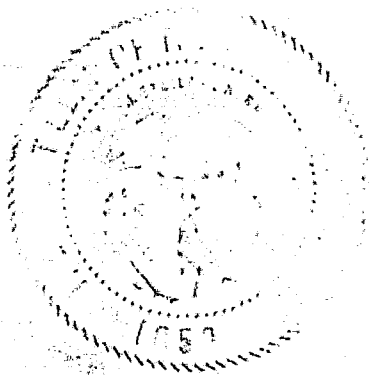




To All To Whom These Presents Shall Come, Greeting:

Whereas, a certified copy of a resolution adopted by the Board of Commissioners of McLeod County has been filed for record in the office of the Secretary of State, on the 13th day of March, 1985 for the incorporation of the McLeod Regional Rail Authority under and in accordance with the provisions of Chapter 398A, Laws of Minnesota;

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 hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this 13th day of March, 1985.

*Joan Anderson Grove*  
Secretary of State

35927

RESOLUTION FOR McLEOD REGIONAL RAIL AUTHORITY

The following Resolution was offered by Commissioner Wacker  
and seconded by Commissioner Fiecke :

WHEREAS, under the provisions of Minnesota Statutes §398A.01 - 398.09, the Legislature of the State of Minnesota has authorized the governing body of counties or municipalities to organize by resolution regional rail authorities for the purpose of the preservation and improvement of local rail service for agriculture, industry, or passenger traffic when deemed to be practical and necessary for public welfare, particularly in the case of possible abandonment of local rail lines; and

WHEREAS, the County of McLeod, a governing body authorized by law to exercise governmental powers, has determined that a regional rail authority acting under the laws of Chapter 398A (Regional Railroad Authorities Act), is necessary for the purpose of preserving and improving local railroad service, and that the preservation of such railroad service is in the best interests of the public welfare; and

WHEREAS, the County of McLeod desires to establish a railroad authority for the purpose of advancing the objectives, powers, and purpose of M.S.A. 398A and at the same time maintaining to the extent feasible and practical, the autonomy and authority of the county;

NOW BE IT THEREFORE RESOLVED:

1. That the McLeod Regional Rail Authority be established and organized under the Regional Railroad Authorities Act, Chapter 398A.01 - 398A.09, as a political sub-division and local government unit of the State of Minnesota, to exercise thereunder part of the sovereign power of the State;
2. That the name of the authority shall be McLeod Regional Railroad

Authority; **STATE OF MINNESOTA**  
**DEPARTMENT OF STATE**  
**FILED**  
**MAR 13 1985**

*Joan Anderson Howe*  
Secretary of State

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3. The county adopting the organization Resolution is the County of McLeod, State of Minnesota;

4. That the number of the Commissioners of the Authority be not less than five (5) nor more than nine (9), all of whom are to be appointed by the governing body of the County of McLeod. The first Board of Commissioners of the Regional Railroad Authority shall consist of seven (7) members, whose names and addresses are as follows:

Howard Christensen  
R. R. 1  
Hutchinson, MN 55350

John Bernhagen  
R. R. 1  
Hutchinson, MN 55350

Leslie Forman  
440 - 5th St. N.  
Winsted, MN 55395

Ancher Nelsen  
990 Hassan St. S.  
Hutchinson, MN 55350

Sheldon Nies  
1118 Jefferson St. S.  
Hutchinson, MN 55350

Larry Graf  
860 Ash  
Hutchinson, MN 55350

Howard Anderson, Manager of Farmers Elevator  
(Individual to be named)  
Hutchinson, MN 55350;

5. That the registered office of the Authority shall be situated in the City of Hutchinson, McLeod County, Minnesota;

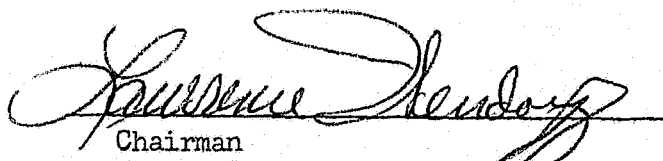
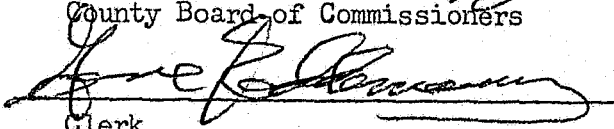
6. That neither the State of Minnesota, the municipalities, nor any other political sub-division, is liable for the obligations of the Authority;

7. That the Authority shall exercise such authority as provided in Minnesota Statutes §98A.01 - 398.09 in conducting the business of the Authority as well as any other provisions for conducting business as determined by the governing body adopting this Resolution.

FURTHER, before final adoption of this organizational Resolution, the County of McLeod shall provide for a public Hearing upon notice published in a newspaper of general circulation in the county. The Notice of Hearing shall be mailed to the governing body of each city or town in the county at least thirty (30) days before the Hearing.

Upon being put to vote on the above Resolution, all voted "yes", motion passed.

Dated this 27 day of November, 1984.

  
Chairman  
County Board of Commissioners  
  
Clerk  
County Board of Commissioners

ATTEST:

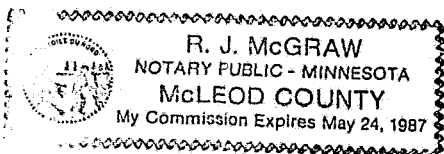
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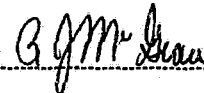
B255 1/4 - CERTIFICATE OF ACKNOWLEDGMENT

OSWALD PUBLISHING CO., NEW ULM, MINN.

State of Minnesota } ss.  
County of McLeod

On this 27th day of November, A. D. 19 84, before me,  
a notary public within and for said  
County and State, personally appeared Lawrence Wendorff and Gene Reddmann  
to me known to be the same person  
described in and who executed the foregoing instrument, and acknowledged that they executed  
the same as their free act and deed.



  
Notary Public \_\_\_\_\_ County, \_\_\_\_\_  
My commission expires \_\_\_\_\_, 19 \_\_\_\_\_