

To All To Whom These Presents Shall Come, Greeting:

Whereas, a Certified copy of resolutions adopted by the Boards of Commissioners of St. Louis County and Lake County, have been filed for record in the office of the Secretary of State, on the 11th day of August, 1986, for the incorporation of the St. Louis and Lake Counties Regional Railroad Authority under and in accordance with the provisions of Laws 1980, Chapter 616.

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 11th day of
August in the year one thousand
nine hundred and eighty-six.



Joan Anderson Grove
SECRETARY OF STATE

530822
STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
AUG 11 1986

Joan Anderson Grove
Secretary of State

LAW OFFICES OF
LANO, NELSON, O'TOOLE & FECKER, LTD.

P.O. BOX 20

GRAND RAPIDS, MINNESOTA 55744

115 EAST FIFTH STREET
GRAND RAPIDS, MINNESOTA
(218) 326-9603

NEAL A. LANO
LEIF A. NELSON
DENNIS L. O'TOOLE
STEVEN C. FECKER

August 4, 1986

Secretary of State
Corporate Division
180 State Office Building
St. Paul, MN 55155

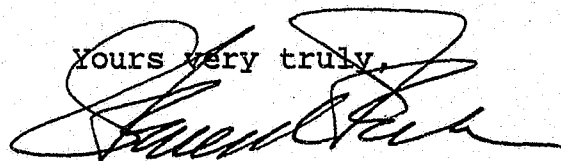
RE: St. Louis and Lake Counties'
Regional Railroad Authority
(Minn. Stat. c. 398A)

Dear Secretary of State:

Enclosed herewith for filing in accordance with Minn. Stat. Sec. 398A.03, Subd. 3, please find certified copies of Resolutions of the County Boards of Lake County and St. Louis County creating the "St. Louis and Lake Counties' Regional Railroad Authority". Please file these resolutions and provide me with a Certificate of Incorporation in accordance with the above-referenced statute.

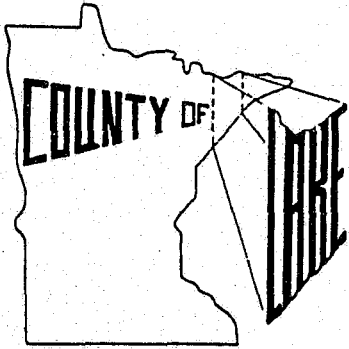
Thank you for your assistance.

Yours very truly,



STEVEN C. FECKER

SCF/jas
Encs.



COMMISSIONERS OFFICE
County of Lake

COURT HOUSE
TWO HARBORS, MINN 55616
834-5581

In Reply Refer To: _____

FIRST DISTRICT
SERENE J. DAHLE, LITTLE MARAIS
SECOND DISTRICT
LLOYD H. HOULE, SILVER BAY
THIRD DISTRICT
RALPH SANDVIK, TWO HARBORS
FOURTH DISTRICT
ROBERT N. NELSON, TWO HARBORS
FIFTH DISTRICT
RICKY M. CLARK, TWO HARBORS

July 30, 1986

TO: Steve Fecker
FROM: Richard A. Sigel *RAS*
SUBJECT: Rail Authority

Attached are certified copies of the resolutions adopted by St. Louis and Lake Counties forming the Joint Rail Authority for forwarding to the Secretary of State.

RAS:dt

cc: Commissioner Lloyd Houle
Commissioner Gary Cerkvenik

Attachment: 2

RESOLUTION

WHEREAS, the Duluth, Missabe and Iron Range Railway Company has petitioned the Interstate Commerce Commission for permission to abandon its railroad line between Duluth and Two Harbors, Minnesota, and

WHEREAS, the preservation of such railroad line and its tracks and appurtenances is necessary and practicable and important to the plan for the operation of a scenic tourist excursion railway throughout northern Minnesota and for future freight traffic along the North Shore, and

WHEREAS, it is necessary and proper to create a Regional Railroad Authority in accordance with the provisions of Minnesota Statutes, Chapter 398A, to obtain the necessary funding for the acquisition of such railroad and other railways for the purpose of operating a scenic excursion railway in northeastern Minnesota, and

WHEREAS, a public hearing was held jointly by the Boards of Commissioners of St. Louis and Lake Counties on a proposal to create a Regional Railroad Authority and the St. Louis County Courthouse on July 14, 1986, pursuant to Minnesota Statutes, Section 398A.03, Subdivision 2.

NOW, THEREFORE, BE IT RESOLVED, that:

1. The Boards of Commissioners of St. Louis County and Lake County, Minnesota, do hereby create a Regional Railroad Authority under the powers granted by Chapter 398A of Minnesota Statutes, which Regional Railroad Authority shall act as a political subdivision and local government unit of the State of Minnesota to exercise and render a part of the sovereign power of the State of Minnesota under the provisions of such laws and other laws that may apply to it.

2. The name of the Authority shall be "St. Louis and Lake Counties Regional Railroad Authority".

3. The powers of the Authority shall be exercised by a board of commissioners.

4. The board of commissioners of this Authority shall consist of five members to serve in accordance with the provisions of Minnesota Statute Chapter 398A. Three of said commissioners shall be appointed by the St. Louis County Board and two of said commissioners shall be appointed by the Lake County Board. Commissioners shall serve for a term of one (1) year, beginning January 1 of each year and ending December 31 of each year. To qualify to serve as an appointee, an individual must be a county commissioner of the appointing authority.

5. The names and addresses of the first board of commissioners who will serve until December 31, 1986, shall be:

A. St. Louis County Board appointees:

- (1) Gary Cerkvenik
- (2) William J. Kron
- (3) Jerry Janezich

B. Lake County Board appointees:

- (1) Ralph G. Sandvik
- (2) Lloyd H. Houle

6. The registered office of the Authority shall be in the City of Duluth, St. Louis County, Minnesota.

7. Neither the State of Minnesota, nor St. Louis County, Minnesota, nor Lake County, Minnesota, nor any other municipality or political subdivision shall be liable for any obligations of this Regional Railroad Authority.

8. In the event one additional county is accepted for membership into this Regional Railroad Authority, St. Louis County and Lake County agree that one commissioner appointed by the Lake County Board shall be replaced by one commissioner appointed by the County Board of the additional county.

This Authority shall come into being upon the adoption of this resolution by the Boards of Commissioners of each of said Counties in the manner provided for by Minnesota Statutes, Section 398A.03, Subdivision 2.

Commissioner Sandvik moved the adoption of the foregoing resolution and the same was declared adopted upon unanimous yeas and nays of all members present.

Adopted July 14, 1986

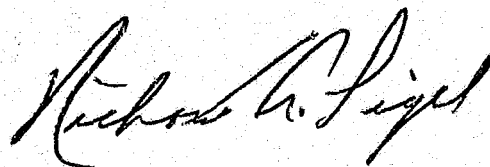
State of Minnesota)

ss.

County of L A K E)

I, Richard A. Sigel, Clerk of the Board, Lake County, Minnesota, do hereby certify that I have compared the foregoing resolution with the original filed in my office on the 14th day of July, 1986, and that the same is a true and correct copy of the whole thereof.

WITNESS my hand and seal of office at Two Harbors, Minnesota, this 14th day of July, 1986.



Clerk of the Board

Resolution No: 437

Adopted

July 14 19 86

By Commissioner Cerkvenik:

WHEREAS, the Duluth, Missabe and Iron Range Railway Company has petitioned the Interstate Commerce Commission for permission to abandon its railroad line between Duluth and Two Harbors, Minnesota; and

WHEREAS, the preservation of such railroad line and its tracks and appurtenances is necessary and practicable and important to the plan for the operation of a scenic tourist excursion railway throughout northern Minnesota and for future freight traffic along the North Shore; and

WHEREAS, it is necessary and proper to create a Regional Railroad Authority in accordance with the provisions of Minnesota Statutes, Chapter 398A, to obtain the necessary funding for the acquisition of such railway and other railways for the purpose of operating a scenic excursion railway in northeastern Minnesota; and

WHEREAS, a public hearing was held jointly by the Boards of Commissioners of St. Louis and Lake Counties on a proposal to create a Regional Railroad Authority at the St. Louis County Courthouse on July 14, 1986, pursuant to Minnesota Statutes, Section 398A.03, Subdivision 2.

NOW, THEREFORE, BE IT RESOLVED, that:

1. The Boards of Commissioners of St. Louis County and Lake County, Minnesota, do hereby create a Regional Railroad Authority under the powers granted by Chapter 398A of Minnesota Statutes, which Regional Railroad Authority shall act as a political subdivision and local government unit of the State of Minnesota to exercise and render a part of the sovereign power of the State of Minnesota under the provisions of such laws and other laws that may apply to it.
2. The name of the Authority shall be "St. Louis and Lake Counties Regional Railroad Authority".
3. The powers of the Authority shall be exercised by a board of commissioners.
4. The board of commissioners of this Authority shall consist of five members to serve in accordance with the provisions of Minnesota Statute Chapter 398A. Three of said commissioners shall be appointed by the St. Louis County Board and two of

*Rick Sigel
Clerk of the Board
St. Louis County
700 N. 1st St.
St. Louis, Mo. 63101
417 556116*

said commissioners shall be appointed by the Lake County Board. Commissioners shall serve for a term of one (1) year, beginning January 1 of each year and ending December 31 of each year. To qualify to serve as an appointee, an individual must be a county commissioner of the appointing authority.

5. The names and addresses of the first board of commissioners who will serve until December 31, 1986, shall be:

A. St. Louis County Board appointees:

- (1) Gary Cerkvenik
- (2) William J. Kron
- (3) Jerry Janezich

B. Lake County Board appointees:

- (1) Ralph G. Sandvik
- (2) Lloyd H. Houle

6. The registered office of the Authority shall be in the City of Duluth, St. Louis County, Minnesota.

7. Neither the State of Minnesota, nor St. Louis County, Minnesota, nor Lake County, Minnesota, nor any other municipality or political subdivision shall be liable for any obligations of this Regional Railroad Authority.

8. In the event one additional county is accepted for membership into this Regional Railroad Authority, St. Louis County and Lake County agree that one commissioner appointed by the Lake County Board shall be replaced by one commissioner appointed by the County Board of the additional county.

9. This Authority shall come into being upon the adoption of this resolution by the Boards of Commissioners of each of said Counties in the manner provided for by Minnesota Statutes, Section 398A.03, Subdivision 2.

Commissioner Cerkvenik moved the adoption of the Resolution and it was declared adopted upon the following vote: Yeas - Commissioners Doty, Krueger, Kron, Shannon, Cerkvenik, Janezich, and Chairman Lamppa - 7
Nays - None

STATE OF MINNESOTA
Office of County Auditor. ss.
County of St. Louis

I, RUSSELL PETERSEN, Auditor of the County of St. Louis, do hereby certify that I have compared the foregoing with the original resolution filed in my office on the 14th day of July A. D. 19 86, and that the same is a true and correct copy of the whole thereof.

WITNESS MY HAND AND SEAL OF OFFICE at Duluth, Minnesota, this 14th day of July A. D. 19 86

RUSSELL PETERSEN, County Auditor.

By *Karen Erickson*
Clerk of County Board.

#36822
STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
AUG 1 1 1986
Jean Anderson Howe
Secretary of State