

State of Minnesota

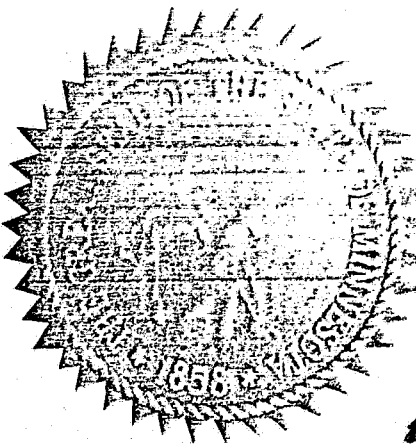
**SECRETARY OF STATE**

To All To Whom These Presents Shall Come, Greeting:

Whereas, a certified copy of a resolution adopted by the Board of Commissioners of Carlton County has been filed for record in the office of the Secretary of State, on the 29th day of June, 1987 for the incorporation of the Carlton County Regional Railroad Authority under and in accordance with the provisions of Chapter 398A of the Minnesota Statutes.

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 29th day of June in the year of our Lord one thousand nine hundred and eighty-seven.



STATE OF MINNESOTA  
DEPARTMENT OF STATE

FILED  
JUN 29 1987

*Joan Anderson Grove*  
Secretary of State

*Joan Anderson Grove*  
Secretary of State.

137387

*County of Carlton*  
*Office of the County Auditor-Treasurer*

CARLTON, MINNESOTA 55718  
TELEPHONE 384-4281

**Allan W. Naslund**  
Auditor-Treasurer

Dale E. Dunalski, Chief Deputy Auditor  
Debra M. Bottem, Deputy Auditor  
Paul G. Gassert, Accountant

June 26, 1987

Donna Scott  
Office of the Secretary  
of State  
Corporation Division  
Room 180  
State Office Building  
St. Paul, MN 55155

RE: Certificate of Incorporation of a Regional Railroad Authority

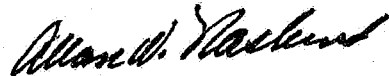
Dear Ms. Scott:

Enclosed find a certified copy of a resolution, passed by the Carlton County Board of Commissioners on June 22, 1987, creating a Regional Railroad Authority known as the "Carlton County Regional Railroad Authority".

We request that you issue a Certificate of Incorporation in accordance with Minnesota Statutes 398.03, Subdivision 3.

Please advise if additional information is needed.

Sincerely,



Allan W. Naslund  
Carlton County  
Auditor/Treasurer

AWN/klg

Enclosure

CERTIFIED COPY OF RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF  
CARLTON COUNTY, CARLTON, MINNESOTA.

RESOLUTION: No. 87-92

Adopted: June 22, 1987

.....  
By Commissioner: Laveau

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 operation of such an Authority within Carlton County, Minnesota, for the purpose of enhancing the quality of life of the citizens of the County, environmentally, recreationally and economically, and

WHEREAS, a public hearing was held by the Board of Commissioners of Carlton County on a proposal to create a Regional Railroad Authority, said hearing being held in the Carlton County Cooperative Power Association Building, in Kettle River, Minnesota, on the 11th day of June, 1987, pursuant to Minnesota Statutes Section 398A.03, Subdivision 2.

NOW, THEREFORE, BE IT RESOLVED THAT:

- (1) The Board of Commissioners of Carlton County, Minnesota, does 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 "Carlton County 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 (5) members to serve in accordance with the provisions of Minnesota Statutes Chapter 398A. Said commissioners shall be members of the Carlton County Board of Commissioners.

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, 1987, shall be:

Jack J. LaVoy  
P.O. Box 407  
Cloquet, MN 55720

James Nynas  
345 Prevost Road  
Cloquet, MN 55720

Alex Laveau  
Rt. 1, Box 213  
Wrenshall, MN 55797

Patty Murto  
225 Murto Road  
Esko, MN 55733

Andy Lippo  
RR 1, Box 223  
Wright, MN 55798

CERTIFIED COPY OF RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF  
CARLTON COUNTY, CARLTON, MINNESOTA.

RESOLUTION: No. 87-92 (Pg 2)

Adopted: June 25, 1987

.....  
By Commissioner: Laveau

(continued from page 1)

- (6) The registered office of the Authority shall be in the City of Carlton, Carlton County, Minnesota.
- (7) Neither the State of Minnesota, nor Carlton County, Minnesota, nor any other municipality or political subdivision shall be liable for any obligations of this Regional Railroad Authority.
- (8) This Authority shall come into being upon the adoption of this resolution by the Board of Commissioners of Carlton County, Minnesota, in the manner provided for by Minnesota Statutes Section 398A.03, Subdivision 2.

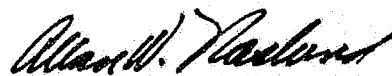
cc: Donna Scott  
Office of the Secretary of State

.....  
Upon motion by Laveau, seconded by LaVoy and carried, the above resolution was adopted.

Yea votes: Nynas, Laveau, Lippo, LaVoy and Murto  
Nay votes: None

I, Allan W. Naslund, Auditor of the County of Carlton, do hereby certify that I have compared the foregoing with the original resolution filed in my office on the 22nd day of June, 1987, and that the same is a true and correct copy of the whole thereof.

WITNESS MY HAND AND SEAL OF OFFICE in Carlton, Minnesota, this 26th day of June, 1987.



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Allan W. Naslund  
Carlton County  
Auditor/ Treasurer