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Case No.: CV- 1408108
Dept. No.: 2

FILED
2014 AUG 27 PM 1:50
LINDA E. DANLEIGH
WHITE PINE COUNTY CLERK
BY: 

IN THE SEVENTH JUDICIAL DISTRICT COURT OF THE STATE OF NEVADA
IN AND FOR THE COUNTY OF WHITE PINE

Management Board of the White Pine Historical
Railroad Foundation, Inc., et al.,

Plaintiffs,

vs.

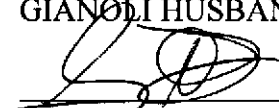
Board of Trustees for the White Pine Historical
Railroad Foundation, Inc., et al.,

Defendants.

ERRATA TO AUGUST 26, 2014
COMPLAINT

Plaintiffs hereby submit this Errata to their Complaint filed on August 26, 2014. The version of the Complaint that was filed on that date inadvertently failed to make reference to a set of exhibits. Attached is an updated copy of the Complaint with proper references to the Exhibits and the Exhibits themselves.

DATED THIS 27th day of August, 2014.

GIANOLI HUSBANDS PLLC


Scott H. Husbands, Nevada Bar 11398
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AFFIRMATION

The undersigned does hereby affirm that the preceding document:

Does not contain the social security number of any person.

DATED this 27th day of August, 2014.



SCOTT H. HUSBANDS, ESQ.
Attorney for Plaintiff

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CERTIFICATE OF SERVICE

I hereby certify that on the date below written, I caused to be served on the below named individual(s), attorney(s), or entity(ies), a true and correct copy of the above and foregoing Errata to Complaint dated August 27, 2014 as follows:

- By Placing same to be deposited for mailing in the United States mail, in a sealed envelope upon which first class postage was prepaid in Ely, Nevada;
- and/or,
- Via facsimile; and/or,
- Via electronic mail; and/or,
- To be hand-delivered.

Richard W. Sears
333 Murry Street
Ely, Nevada 89301

Date: August 27, 2014



Scott H. Husbands

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Case No.: 1408108
Dept. No.: 2

IN THE SEVENTH JUDICIAL DISTRICT COURT
COUNTY OF WHITE PINE, STATE OF NEVADA

* * * * *

Management Board of the White Pine Historical Railroad Foundation, Inc.; Roger Bowers, in his official capacity as a member of the Management Board; Randy Larson, in his official capacity as a member of the Management Board; Carl Marsh, in his official capacity as a member of the Management Board; John C. Gianoli, in his individual capacity, and Stephen D. Leith, in his individual capacity;

Plaintiffs,

vs.

Board of Trustees for the White Pine Historical Railroad Foundation, Inc.; the City of Ely; the Ely City Council; Dale Derbidge, in his official capacity as a member of the Ely City Council and Chairman of the Board of Trustees and in his personal capacity; Marion (Sam) Hanson, in his official capacity as a member of the Ely City Council and Board of Trustees and in his personal capacity; Randy Lee, in his official capacity as a member of the Ely City Council and Board of Trustees and in his personal capacity; Bruce Setterstrom, in his official capacity as a member of the Ely City Council and Board of Trustees and in his personal capacity; Martin Westland, in his official capacity as a member of the Ely City Council and Board of Trustees and in his personal capacity; Mayor Melody VanCamp, in her capacity as the executive of the City of Ely; Does I through X, inclusive; and, Roe Corporations I through X, inclusive;

Defendants.

**VERIFIED COMPLAINT FOR
INJUNCTIVE RELIEF AND DAMAGES**

1 The Management Board (the “Management Board”) of the White Pine Historical
2 Railroad Foundation, Inc. (the “Foundation”); Roger Bowers, in his official capacity as a
3 member of the Management Board (“Member Bowers”); Randy Larson, in his official
4 capacity as a member of the Management Board (“Member Larson”); Carl Marsh, in his
5 official capacity as a member of the Management Board (“Member Marsh”); John C. Gianoli,
6 in his individual capacity (“Member Gianoli”)and Stephen D. Leith, in his individual
7 capacity (“Member Leith”), by and through their undersigned counsel, GIANOLI HUSBANDS
8 PLLC – ATTORNEYS & COUNSELORS AT LAW by Angela M. Gianoli, Esq. and Scott H.
9 Husbands, Esq., and GOICOECHEA, DIGRAZIA, COYLE & STANTON, LTD., by Robert B.
10 Goicoechea, Esq. submit this Complaint for Injunctive Relief and Damages to the Court and
11 as and for causes of action against the named Defendants allege the following:
12
13

14 **PARTIES**

15 1. The Foundation’s Management Board was created by the Foundation’s
16 bylaws and is tasked with overseeing the day to day affairs of the Foundation. Currently, the
17 Management Board is made up of Member Marsh, Member Larson and Member Bowers.
18 The Foundation’s historical annual list filings since 1999 identify Management Board
19 members as the Foundation’s only statutory officers further evidencing the fact that the
20 Management Board is solely tasked with overseeing the day to day affairs of the Foundation.
21 (See Articles of Incorporation and Annual List Filings attached hereto as Exhibit A). For the
22 past 30 years, the Management Board has successfully run the Foundation.
23
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1 2. John C. Gianoli is a resident of the City of Ely and White Pine County and
2 until August 7, 2014, served as the Management Board’s Chairman (pursuant to the
3 Foundation’s bylaws) and President of the Foundation (pursuant to the Foundation’s annual
4 filings with the Nevada Secretary of State). Member Gianoli first joined the Management
5 Board in 2002 and in 2003 became the Foundation’s Treasurer. Member Gianoli occupied
6 that position until 2007 when he ascended into the role of the Foundation’s President.
7 Member Gianoli occupied that position until August 7, 2014 when he was improperly
8 removed by the Foundation’s Board of Trustees.
9

10 3. Stephen D. Leith is a resident of the City of Ely and White Pine County and
11 until August 7, 2014, served on the Management Board and held the office of Secretary of
12 the Foundation. Member Leith first joined the Management Board in 1999 and in 2002 was
13 identified as the Foundation’s Secretary and Treasurer. In 2004, Member Leith became the
14 Foundation’s President and occupied that position until 2007 when Member Gianoli assumed
15 the role of President. Member Leith returned to the position of the Foundation’s Secretary
16 in 2008 and remained in that position until he was improperly removed by the Foundation’s
17 Board of Trustees on August 7, 2014.
18

19 4. The Board of Trustees for the White Pine Historical Railroad Foundation
20 (“Board of Trustees) is a public body comprised of all five members of the Ely City Council
21 and was created by the governing documents of the Foundation.
22

23 5. The City of Ely (“City”) is a municipal corporation with its principal
24 residence and domicile being in the City of Ely, White Pine County.
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6. The Ely City Council (“City Council”) is the governing body of the City per applicable Nevada law and as such acts as the City’s fiduciary. The City Council is comprised of five elected members – Councilman Dale Derbidge, Councilman Marion (Sam) Hanson, Councilman Randy Lee, Councilman Bruce Setterstrom, and Councilman Martin Westland.

7. Councilman Dale Derbidge, in addition to his duties as a City Councilman, is also the Chairman of the Board of Trustees. Mr. Derbidge is a resident of the City of Ely and White Pine County.

8. Councilman Bruce Setterstrom is a resident of the City of Ely and White Pine County.

9. Councilman Randy Lee is a resident of the City of Ely and White Pine County.

10. Councilman Martin Westland is a resident of the City of Ely and White Pine County and is a former employee of the Foundation.

11. Councilman Marion (Sam) Hanson is a resident of the City of Ely and White Pine County.

12. Mayor Melody VanCamp is the Mayor of the City of Ely and as such acts as the executive for the City. Mayor VanCamp was appointed by the City Council to fill out the term of the late Mayor Jon Hickman.

13. DOES I THROUGH X and ROE CORPORATIONS I THROUGH X are fictitious names. Plaintiffs are unaware of the true names of the individuals or entities so

1 designated by such fictitious names. Upon discovery of the true names, Plaintiffs will seek
2 leave to amend this Complaint and proceedings herein to substitute the true names of said
3 Defendants. Upon information and belief, each of the Defendants designated herein as a
4 DOE or ROE CORPORATION are associated with the named Defendants and are therefore
5 liable to Plaintiffs for the causes of action specified herein.
6

7 **JURISDICTION**

8 14. Subject matter jurisdiction in The Seventh Judicial District Court, County
9 of White Pine, State of Nevada, is proper sine Plaintiffs' total claimed damages, exclusive of
10 attorney's fees and costs, exceed \$10,000. Additionally, Plaintiffs seek injunctive relief
11 under principles of equity and various chapters of the Nevada Revised Statutes. Such relief
12 is under the exclusive jurisdiction of Nevada's District Courts.
13

14 15. This Court has personal jurisdiction over the Board of Trustees as the Board
15 of Trustees is a political body sitting in the City of Ely, White Pine County and all actions
16 alleged herein occurred in the City of Ely, White Pine County or White Pine County.
17

18 16. This Court has personal jurisdiction over the City of Ely as it is a municipal
19 corporation domiciled in the City of Ely, White Pine County and all actions alleged herein
20 occurred in the City of Ely, White Pine County or White Pine County.
21

22 17. This Court has personal jurisdiction over the Ely City Council as the Ely
23 City Council is a political body sitting in the City of Ely, White Pine County and all actions
24 alleged herein occurred in the City of Ely, White Pine County or White Pine County.
25

1 18. This Court has personal jurisdiction over Councilman Bruce Setterstrom, in
2 both his official capacity as a member of the Ely City Council and in his personal capacity
3 as alleged more fully herein, because he is a resident of the City of Ely, White Pine County
4 and all actions alleged herein occurred in the City of Ely, White Pine County or White Pine
5 County.
6

7 19. This Court has personal jurisdiction over Councilman Dale Derbidge, in his
8 official capacity as a member of the Ely City Council and Chairman of the Board of Trustees,
9 and in his personal capacity, because he is a resident of the City of Ely, White Pine County
10 and all actions alleged herein occurred in the City of Ely, White Pine County or White Pine
11 County.
12

13 20. This Court has personal jurisdiction over Councilman Randy Lee, in both
14 his official capacity as a member of the Ely City Council and in his personal capacity as
15 alleged more fully herein, because he is a resident of the City of Ely, White Pine County and
16 all actions alleged herein occurred in the City of Ely, White Pine County or White Pine
17 County.
18

19 21. This Court has personal jurisdiction over Councilman Marion (Sam)
20 Hanson, in both his official capacity as a member of the Ely City Council and in his personal
21 capacity as alleged more fully herein, because he is a resident of the City of Ely, White Pine
22 County and all actions alleged herein occurred in the City of Ely, White Pine County or
23 White Pine County.
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22. This Court has personal jurisdiction over Councilman Martin Westland, in both his official capacity as a member of the Ely City Council and in his personal capacity as alleged more fully herein, because he is a resident of the City of Ely, White Pine County and all actions alleged herein occurred in the City of Ely, White Pine County or White Pine County.

23. This Court has personal jurisdiction over Mayor Melody VanCamp in her official capacity as the Mayor of the City of Ely, because in her official capacity she acts as the City of Ely’s executive, and all actions alleged herein occurred in the City of Ely, White Pine County or White Pine County.

VENUE

24. Venue is proper in White Pine County pursuant to Nevada Revised Statute 13.040 because, upon information and belief, all of the named Defendants in this Complaint reside in White Pine County, Nevada. Additionally, venue is proper in White Pine County pursuant to Nevada Revised Statute 13.020 in so far as this Complaint alleges causes of action against public officials where the causes of action arose in White Pine County.

FACTUAL ALLEGATIONS

Creation of the Foundation and Management Board

25. The Foundation was formed on November 8, 1984 and according to its Articles of Incorporation, was “organized solely for the advancement of local interests, including but not limited to the preservation, restoration and development of the Nevada Northern Railroad and Depot area in the City of Ely.”

1 26. Initially, the affairs of the Foundation were managed by the Foundation's
2 Board of Trustees which consisted at the time of five members. The initial Articles of
3 Incorporation contemplate that "[a]ll of the trustees of the [Foundation] shall be the City
4 Council of the City of Ely as elected by qualified voters of the City of Ely at each regularly
5 scheduled election."
6

7 27. In 1985, the Foundation amended its Articles to include specific language
8 required for its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. The
9 Foundation obtained its tax exempt status under Section 501(c)(3) in October 1985 and has
10 maintained that status ever since. Since the 1985 amendment, the Foundation's articles have
11 remained unchanged.
12

13 28. In 1985, the Foundation adopted its initial set of bylaws. (*See* 1985 Bylaws
14 attached hereto as Exhibit B). The initial set of bylaws separated the governance of the
15 Foundation into two separate bodies – the Board of Trustees and the Management Board.
16 This action created the Management Board and was done in response to concerns about the
17 Foundation being, in essence, solely governed by the Ely City Council. On information and
18 belief, the feeling at that time was that by creating a separate Management Board that was
19 not made up of elected Ely City Council members, the Foundation would be insulated from
20 political tides and control. Since 1999, the Foundation's annual filings with the Secretary of
21 State have identified combinations of the Management Board and the Foundation's
22 Executive Director as the Foundation's officers and directors.
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1 29. Under Section 1.01 of the initial 1985 bylaws, “[t]he exercise of the powers
2 of the [Foundation], with the right to delegate to officers and agents to [sic] performance of
3 duties in the exercise of powers, shall be vested in the Board of Trustees.”
4

5 30. Section 2.01 of the initial 1985 bylaws provides that the “[a]ffairs of the
6 [Foundation] shall be managed by its Management Board.” Thus, the Management Board is
7 tasked with managing the day to day affairs of the Foundation. Historically, the Management
8 Board has provided leadership in the areas of corporate finance, accounting, strategic
9 planning, railroad operations, fundraising, and a wide array of other subjects. Since 1999,
10 the Foundation’s annual filings with the Secretary of State have identified combinations of
11 the Management Board and the Foundation’s Executive Director as the Foundation’s officers
12 and directors.
13

14 31. The members of the Management Board, under Section 2.02 of the initial
15 1985 bylaws, are nominated by the Mayor of the City of Ely and confirmed by the Board of
16 Trustees. Despite the fact that the Management Board is responsible for the day to day affairs
17 of the Foundation, no member of the Management Board sits on, or has the ability to cast a
18 vote with, the Board of Trustees.
19

20 32. In 2000, the Foundation amended its bylaws. (*See* 2000 Bylaws attached
21 hereto as Exhibit C). Among other changes, the amendment added Section 3.11 which
22 governs removal of Management Board members. “Members of the Management Board
23 may resign in writing delivered to the Trustees. Any resignation will be effective on
24 acceptance by the Board of Trustees. Any member of the Management Board may be
25

1 removed by the Board of Trustees for reasonable cause. Reasonable cause is defined as
2 misfeasance, malfeasance, or commission of any felony.” The 2000 amended bylaws and
3 subsequent amendments do not define misfeasance, malfeasance, or commission of any
4 felony. This removal section has remained unchanged in subsequent amendments to the
5 Foundation’s bylaws.
6

7 33. In 2007, the Foundation again amended its bylaws to allow for a
8 Management Board chairman and a five member Management Board making the chairman
9 separate from the Management Board. (See 2007 Bylaws attached hereto as Exhibit C). In
10 2011-2012, the Foundation amended its bylaws to include the Management Board chairman
11 as one of its five members. (See 2011 and 2012 Bylaw amendments attached hereto as
12 Exhibit E).
13

14 34. In 2014, the Management Board prepared and approved a revised set of
15 organizational documents including amended and restated articles of incorporation and
16 revised bylaws. (See draft Amended and Restated Articles and Bylaws attached hereto as
17 Exhibit F). The aim of those revisions was to reorganize the governing structure and equalize
18 the degree of control over the Foundation that could be exercised by the Board of Trustees
19 and Management Board. At a joint meeting of the Management Board and Board of Trustees
20 on February 25, 2014, the Management Board unanimously adopted the revised set of
21 organizational documents. The Board of Trustees voted to table the item and refer it to the
22 Ad Hoc Committee (discussed below) comprised of three Management Board members,
23 three Trustees from the Board of Trustees, and three members of the public at large. As
24
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1 detailed herein, the Mayor unilaterally closed the Ad Hoc Committee before any substantial
2 progress could be made towards its goals.

3 35. Since 2002, Executive Director Mark Bassett (“Executive Director
4 Bassett”), who was hired by the Management Board, has played an integral role in managing
5 the Foundation’s daily operations and affairs and is an essential element of the Foundation’s
6 success.
7

8 **History and Progress of the Nevada Northern Railway**

9 36. The Nevada Northern Railway was built in 1905 to service the copper mines,
10 mill and smelter in White Pine County. This copper company was the principle and major
11 employer in the City of Ely and White Pine County until 1983. With the closure of the mill
12 and smelter, the population and economy of the City of Ely and White Pine County took a
13 serious downturn. Community leaders approached the copper company requesting that the
14 railroad be donated to the community to be used for economic development in starting a
15 tourist railroad operation.
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18 37. All of the assets, including real property, personal property and related
19 fixtures, that comprise the Nevada Northern Railway today, were gifted in equal 50% shares
20 to the Foundation and the City by the Kennecott Corporation in the 1980s. Kennecott
21 structured this gift so that the Foundation and the City of Ely own the assets as tenants in
22 common.
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1 38. As a condition to the gift, Kennecott included reversionary clauses in the
2 deeds that stated the assets would revert back to Kennecott should the assets no longer be
3 used to operate a historical railroad.

4
5 39. The Nevada Northern Railway partly consists of a short line railroad that
6 operates a collection of steam and diesel locomotives. The Foundation is responsible for the
7 maintenance, upkeep and preservation of 83 buildings and structures, 35 miles of railroad
8 track, four original steam locomotives, 100 pieces of historical railroad cars and the historic
9 paper record collection. In addition, the Foundation showcases the Nevada Northern
10 Railway to a local, regional, national and international visitors. Since 1987, the Nevada
11 Northern Railway has carried almost a quarter million passengers. In 2006, the Nevada
12 Northern Railway was recognized by Congress as a National Historic Landmark.

13
14 40. In the aggregate, the Nevada Northern Railway consists of assets with a
15 total value of \$8,367,455. Of these assets, \$5,843,566 are restricted assets subject to co-
16 tenancy provisions and the reversion clause in the deeds below and \$2,520,889 are
17 unrestricted assets.

18
19 41. Since the time that Members Gianoli and Leith joined the Management
20 Board and ascended into the Management Board’s leadership, the Foundation and Nevada
21 Northern Railway have undergone what can best be termed a renaissance. This renaissance
22 is also largely attributable to Executive Director Bassett’s leadership as well as the guidance
23 of the remaining Management Board members. Ridership has increased by 145%.
24 Operational income has increased nearly seven-fold from \$256,099 to \$1,517,052. Since
25

1 2003, and over the course of the worst economic downturn since The Great Depression, the
2 Management Board has grown the Foundation’s asset value by almost 10%. Historically,
3 from 2000-2002, the Foundation suffered substantial financial losses. Under Member
4 Gianoli and Leith’s leadership, and the Management Board generally, those losses have
5 largely ended. In the past ten years, the Foundation has only suffered four years of loss.
6 Despite these losses, the Foundation’s overall change in net assets has been an increase of
7 \$2,256,919. Similarly, the Foundation has experienced explosive growth in grants. Since
8 2002, the Foundation has received \$4,441,880 in grants.

11 42. During a public meeting of the Management Board on August 15, 2014,
12 Executive Director Bassett recapped and summarized the Foundation’s growth and progress
13 including the Foundation’s current financial status:

- 14 a. 2013 income totaled \$915,151 representing a 6% increase from the
15 previous year.
- 16 b. Volunteer time for the year 2013 increased by almost 30%.
- 17 c. The overall financial picture, adjusted to account for certain
18 depreciations, showed the Foundation being in the black by almost
19 \$300,000.
- 20 d. Income for December 2013, as compared to December 2012,
21 represented an increase of 91%.
- 22 e. Cash on hand for July 31, 2014, as compared to July 31, 2013,
23 increased by 803%.

1 f. Revenue for July 31, 2014, as compared to July 31, 2013, increased
2 37%; expenses for same period comparison decreased by 11.5%.

3 g. Editorially, Executive Director Bassett commented that the financial
4 numbers reported were the best financial results since 2006.
5

6 **Foundation’s Hiring and Termination of Councilman Martin Westland**

7 43. In May of 2006, the Foundation hired now Councilman Martin Westland as
8 the Foundation’s Chief Mechanical Officer. Mr. Westland relocated from Belgrade,
9 Montana and began working at the Foundation in May of 2006.
10

11 44. Almost immediately, issues with Mr. Westland’s job performance and his
12 impact on workplace morale began to develop.

13 45. Upon his application for employment with the Foundation, Mr. Westland
14 represented to Executive Director Bassett that he was a Professional Engineer with a
15 background in metallurgy. As the Chief Mechanical Officer, Mr. Westland was responsible
16 for supervising the rebuild of Locomotive 93. In connection with the rebuild, Mr. Westland
17 ordered new crown brasses. Despite his professed expertise as a Professional Engineer with
18 a background in metallurgy, Mr. Westland ordered the crown brasses made up of the wrong
19 material. As a result, the crown brasses failed in less than 50 miles of service requiring
20 Locomotive 93 to be taken back out of service. The Foundation had to order new crown
21 brasses and had to borrow \$190,000 from The First National Bank of Ely to cover the expense.
22 If the Foundation had not borrowed these sums from The First National Bank of Ely, the
23 other sums invested in Locomotive 93’s rebuild would have been completely wasted.
24
25

1 46. In 2008, with Locomotive 93 already down for its rebuild, Mr. Westland
2 used his professional judgment to determine that Locomotive 40 had cracks in its axles. Mr.
3 Westland condemned Locomotive 40 which resulted in the Foundation being “without steam”
4 for 2008. During 2008, because it had no steam locomotives in service, the Foundation
5 experienced a 27% drop in ridership. This translated to a 40% decrease in revenue for the
6 year and loss of \$138,408. Following Mr. Westland’s termination, the Foundation
7 discovered that there were no cracks in Locomotive 40’s axles.
8

9 47. In his capacity as Chief Mechanical Officer, Mr. Westland was directed by
10 Executive Director Bassett to make certain repairs on the track of the Hiline Branch; these
11 repairs were requested to be made by Nevada’s state inspector for the Public Utilities
12 Commission. Mr. Westland assured Executive Director Bassett that he would make the
13 requested repairs. Rather than make the requested repairs, Mr. Westland simply closed the
14 track despite the fact that he lacked the proper credentials or authority to do so. This
15 unauthorized closure of the Hiline Branch resulted in approximately \$750,000 in unnecessary
16 expenses to the Foundation.
17

18 48. Due to these issues and other issues relating to Mr. Westland, the
19 Foundation terminated Mr. Westland’s employment on May 17, 2008. Executive Director
20 Bassett, Member Gianoli and Member Leith were involved in the decision to terminate Mr.
21 Westland’s employment. Executive Director Bassett and Member Leith communicated the
22 decision to Mr. Westland.
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1 49. On November 14, 2008, five months after being terminated by the
2 Foundation, Mr. Westland formed a company with the Nevada Secretary of State called the
3 Nevada Northern Railway Company. This entity’s stated purpose in its organizational
4 documents was “[t]o acquire and operate the Nevada Northern Railroad Company complex
5 previously owned by Kennecott Copper Corporation and currently owned by the City of Ely.”
6 In 2009, Mr. Westland was listed as the secretary of this entity. In February of 2011, Mr.
7 Westland resigned from the Nevada Northern Railway Company. However, Mr. Westland’s
8 Nevada Northern Railway Company had already significantly damaged the Foundation as
9 alleged herein.
10

11 50. In September 2009, almost a year and a half after Mr. Westland’s
12 termination, the Foundation placed Locomotive 40 back into service, notified the Federal
13 Railway Authority, and announced that Locomotive 40 would be featured in the popular
14 winter photo shoots. The winter photo shoots are a significant source of revenue for the
15 Foundation but are only successful if the steam locomotives are featured. One week before
16 the scheduled photo shoot, Executive Director Bassett received a complaint that the
17 Foundation was operating Locomotive 40 after it had been condemned for cracked axles.
18 Upon information and belief, Mr. Westland either made the complaint himself or caused
19 someone else to make the complaint. The complaint was timed to disrupt the scheduled
20 photo shoot. Thankfully, the photo shoot went forward as planned with Locomotive 40.
21 However, following the photo shoot, the FRA conducted another investigation into
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1 Locomotive 40 resulting in significant expense to the Foundation and determined that the
2 axles were not cracked.

3
4 51. During Mr. Westland’s first campaign for the Ely City Council, he used the
5 Foundation’s Safety First logo. Despite the Foundation advising Mr. Westland that he had
6 no right to use the logo, and would place the Foundation in danger of losing its tax exempt
7 status, Mr. Westland continued to use the logo. Additionally, Mr. Westland trademarked
8 the logo with the Nevada Secretary of State. In addition to continuing the use the logo, Mr.
9 Westland went so far as to admonish the City Council from using the name Nevada Northern
10 Railway Company claiming that he owned the name. Mr. Westland’s fraudulent filing left
11 the Foundation with no choice but to retain legal counsel to defend the Foundation’s logo
12 and to file federal registrations with the United States Patent and Trademark Office. This
13 resulted in an expense of \$5,693.87 to the Foundation and took the focus away from critical
14 Foundation operations.
15

16
17 52. In 2012, the Foundation was actively engaged in efforts to obtain critical
18 funding for its operations. Upon information and belief, Mr. Westland created a website
19 purporting to be the Nevada Northern Railway Company which advertised that its purpose
20 was to create “a new, much –needed north-south rail link.” The website further stated that
21 “[t]his rail link would provide a route to Yucca Mountain that has the ability to accept
22 [nuclear] waste.” Shortly after the website was launched, the Foundation’s efforts to obtain
23 funding collapsed and were ultimately unsuccessful. Upon information and belief, Mr.
24 Westland created the fraudulent website with this purpose in mind.
25

1 53. Mr. Westland’s long history of problems with the Foundation has resulted
2 in significant cost and expense to the Foundation in excess of \$10,000.

3 **Development of Conflict Between the Board of Trustees and Management**

4 **Board**

5
6 54. For nearly 29 years, the Board of Trustees and Management Board worked
7 cooperatively with a focus on the best interests of the Foundation.

8 55. In November of 2013, that cooperative focus began to erode based on the
9 actions of the Board of Trustees.

10 56. First, the Board of Trustees took issue with a letter the Foundation received
11 during its regular audit highlighting one material weakness and three significant weaknesses.
12 Councilman and Trustee Westland advanced an agenda item to review the audit findings.
13 Since November of 2013, those deficiencies have been addressed or are in the process of
14 being addressed.
15

16 57. At the regular Board of Trustees and City Council meeting on January 9,
17 2014, the Trustees and Council threatened a takeover of the Foundation’s books and
18 accounting. During this time, action items regarding a loan repayment to Executive Director
19 Basset were needlessly tabled by the Board of Trustees and City Council. This needless
20 tabling delayed a resolution of issues that the Board of Trustees claimed were of the utmost
21 importance.
22

23 58. At a public meeting on February 13, 2014, the Board of Trustees accepted
24 solutions to two of the four audit findings. Additionally, the Board of Trustees formed an
25

1 Ad Hoc Committee to address the growing difficulties between the Ely City Council/Board
2 of Trustee and Management Board. The main charge of the Ad Hoc Committee was to get
3 to the root of the issues between the two boards and entertain solutions to those problems.
4

5 59. On March 13, 2014, the Ely City Council and Board of Trustees created the
6 framework for the Ad Hoc Committee. Items that should have been discussed and resolved
7 were tabled and referred to the Ad Hoc Committee thereby further delaying a resolution of
8 issues raised by the Board of Trustees and City Council. As this was occurring, the
9 Management Board developed a revised set of organizational documents that provided a
10 potential solution to the structural issues between the two boards. During the March 13, 2014
11 meeting, the Board of Trustees voted to quash an action item to review this new set of draft
12 organizational documents for the Foundation stating that those items should be reviewed by
13 the Ad Hoc Committee.
14

15 60. At this point in time, the Foundation was in the process of applying for a
16 significant federal grant. After the decision had been made to pursue the grant and prepare
17 the application, Trustee Westland offered up agenda items and discussion to question and
18 criticize the need for the grant. This effort nearly prevented the application from going
19 forward.
20

21 61. At a meeting on May 8, 2014, the Board of Trustees and City Council again
22 raise issues of concern – this time about exempting a crossing on the rail line.
23

24 62. At the next public meeting on May 22, 2014, the Board of Trustees and City
25 Council, through Trustee and Councilman Westland, began efforts to renegotiate or

1 terminate certain agreements involving car storage and trackage rights. These issues are
2 again raised at the regular meeting on June 12, 2014 and June 26, 2014.

3
4 63. Importantly, on June 26, 2014, the Board of Trustees and City Council
5 authorized a forensic audit into the Foundation’s finances with no discussion of the overall
6 potential cost, issues to be considered or any allegations of wrongdoing or fraud that would
7 support the need for a forensic audit.

8
9 64. Since the regular meetings in June of 2014, the named Defendants have
10 taken the following actions either as part of a regular meeting or outside of a regular meeting:

- 11 a. Termination of the Ad Hoc Committee before the Ad Hoc Committee
12 could meet its charge. This was done after the Trustees sitting on the
13 Ad Hoc Committee failed to show up for a regularly scheduled
14 committee meeting.
- 15 b. Removal of the two longest standing members of the Management
16 Board (explained in detail below).
- 17 c. Proposed action items regarding removal of the remaining three
18 members of the Management Board.
- 19 d. Proposed action items on how the Plaintiffs intend to fund the cost of
20 any lawsuit filed against the named Defendants.
21
22

23 **August 7, 2014 Board of Trustees and City Council Meeting and Removal of**
24 **Members Gianoli and Leith**

25

1 65. The Board of Trustees and City Council met during an open agendized
2 meeting in the City of Ely on August 7, 2014.

3 66. Procedurally, the Board of Trustees meetings and City Council meetings are
4 conducted at the same time and place and are listed on the same agenda. The Mayor presides
5 over the City Council meetings. When the agenda items for the Board of Trustees come up,
6 the Mayor closes the meeting of the City Council and hands the gavel to the Chairman of the
7 Board of Trustees, Councilman Dale Derbidge. Historically, public comment is allowed at
8 the beginning and end of the City Council meeting. There is no separate public comment
9 period at the opening of the Board of Trustees meeting nor is there a separate public comment
10 period at the closing of the Board of Trustees meeting. The published agenda also prohibits
11 public comment during discussion items. At the August 7, 2014 Board of Trustees meeting,
12 Chairman Dale Derbidge closed the meeting without allowing for public comment despite a
13 request from a member of the audience for such public comment.
14
15

16 67. Councilman and Trustee Bruce Setterstrom placed an agenda item on both
17 the Board of Trustees agenda and the City Council agenda that read as follows: “Trustee
18 Setterstrom – Discussion/For Possible Action – Removal from office of up to two (2) White
19 Pine Historical Railroad Foundation Management Board Members for reasonable cause.”
20 (See Meeting Agenda for August 7, 2014 meeting attached hereto as Exhibit G). During the
21 August 7, 2014, Councilman and Trustee Setterstrom admitted that he had wanted to remove
22 all five management board members but had been dissuaded from doing so by the City
23 Attorney. Councilman and Trustee Setterstrom reported to The Ely Times that he modified
24
25

1 the text of his agenda item to ask for the removal of two Management Board members
2 because he felt that was all that might be necessary to spur on cooperation between the two
3 entities. Councilman and Trustee Setterstrom, in that same article, referenced Members
4 Gianoli and Leith and said, “I think the job they have been doing has been fantastic”
5

6 68. Councilman and Trustee Setterstrom’s agenda item did not name the two
7 board members to be removed and did not specify the reasoning behind the removal.
8 Additionally, the agenda item did not specify that there would be discussion of the board
9 members’ character, alleged misconduct, professional competence, or physical or mental
10 health. The Board of Trustees without providing personal service to Member Gianoli or
11 Leith, and without providing receipt of such service, proceeded with the action item.
12

13 69. Trustee Setterstrom spent nearly twenty minutes summarizing what he
14 believed were questions he and other Trustees had that were not satisfactorily answered by
15 the Management Board. The Board of Trustees allowed little to no opportunity for
16 Management Board Counsel Scott Husbands to respond to the series of questions. Many of
17 the questions raised by Trustee Setterstrom, and the Board of Trustees in general, have
18 already been responded to or addressed by the Management Board. However, as alleged
19 herein, Mr. Husbands was not provided an adequate opportunity to make this point.
20

21 70. Various Trustees interrupted Mr. Husbands as Mr. Husbands attempted to
22 respond to Trustee Setterstrom’s concerns. At no point in time were Member Gianoli or
23 Member Leith asked to address the Board of Trustees.
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71. Trustee Setterstrom moved to remove Member Gianoli and Member Leith. Trustee Setterstrom’s motion was seconded by Trustee Westland. As Mr. Husbands again attempted to respond to Trustee Setterstrom’s concerns and understand the extent of those concerns, Board of Trustees Chairman Derbidge interrupted Mr. Husbands and called the question. The Board of Trustees voted unanimously, three to zero, to remove Member Gianoli and Member Leith. Trustee Hanson, who was not present, submitted a proxy that voted in favor of removing up to two members of the Management Board, but did not indicate in his proxy which two members he wanted to remove. Chairman Dale Derbidge abstained from the vote claiming that he could not vote because he is a good friend of, and has a business relationship with, someone on the Management Board. Chairman Derbidge then closed the meeting of the Board of Trustees and returned the gavel to the Mayor. The City Council perfunctorily approved the exact same agenda item by Councilman Setterstrom making the motion and Councilman Westland seconding the motion. The City Council approved the item by a vote of three to zero with Councilman Derbidge abstaining.

72. After this action, Member Leith stood to address the City Council and Board of Trustees and advised those bodies that he had no notice that he was one of the Management Board members the Board of Trustees sought to remove. He pleaded with the Board of Trustees to allow him an opportunity to consult with his personal attorney. The City Council and Board of Trustees ignored Member Leith and offered no response to his request and moved directly into reports from the City Council members.

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73. Since the August 7, 2014 meeting, neither the City Council nor the Board of Trustees has taken any corrective or remedial action.

CAUSES OF ACTION

Number One – Injunctive Relief for Violations of Nevada Open Meeting Law

74. Plaintiffs incorporate herein the allegations contained in Paragraphs 1 through 73.

75. This Cause of Action is brought by (i) the Management Board, (ii) the Management Board members in their official capacity, (iii) Member Gianoli in his individual capacity, and (iv) Member Leith in his individual capacity. This Cause of Action is brought against (i) the Board of Trustees, (ii) City of Ely, (iii) City Council, (iv) all Board of Trustees and City Council members in their official capacity, and (v) Mayor VanCamp, in her official capacity.

76. Nevada’s Open Meeting Law, Nevada Revised Statute Chapter 241, requires strict adherence to its commands.

77. NRS 241.020(2)(d)(1) requires that an agenda contain a “clear and complete statement of the topics scheduled to be considered during the meeting.” Nevada law establishes that all topics must be clearly described in the agenda to provide the public with adequate notice because incomplete and poorly written agendas deprive citizens of their right to take part in government.

1 78. Here, Trustee Setterstrom’s action item read as follows: “Trustee
2 Setterstrom – Discussion/For Possible Action – Removal from office of up to two (2) White
3 Pine Historical Railroad Foundation Management Board Members for reasonable cause.”
4

5 79. This language fails to mention any board member by name and likewise
6 *fails to reference the reasoning for the removal thereby providing an incomplete statement*
7 *of the topic. Additionally, the language fails to point out that the character, alleged*
8 *misconduct, professional competence or physical or mental health of the board members*
9 *would be questioned. This incomplete statement deprived these individuals and the public*
10 *of their right to participate in government by not providing any advance notice of who the*
11 *Board of Trustees sought to remove. The named Defendants failure to provide a clear and*
12 *complete statement is a violation of Nevada’s Open Meeting Law.*
13

14 80. NRS 241.020(2)(c) requires that the notice or agenda for a meeting must
15 contain “the name and contact information for the person designated by the public body from
16 whom a member of the public may request the supporting material for the meeting . . . and a
17 list of the locations where the supporting material is available to the public.” The August 7,
18 2014 contained no such statement and is therefore in violation of Nevada’s Open Meeting
19 Law.
20

21 81. NRS 241.033 requires that personal notice be given, by personal service or
22 certified mail, to any individual whose character, alleged misconduct, professional
23 competence, or physical or mental health are to be considered. In addition to providing this
24 notice, the public body must receive proof of service prior to the meeting or action item going
25

1 forward. Additionally, NRS 241.033(2)(c) requires that the written notice include a list of
2 the general topics concerning the person that will be considered by the public body during
3 the personnel session.

4
5 82. Here, the named Defendants provided no notice at all to the Management
6 Board, Member Gianoli or Member Leith as to which board member the named Defendants
7 sought to remove. Likewise, there was no notice provided of the general topics to be
8 discussed. The named Defendants failure to provide the required notice is a violation of
9 Nevada’s Open Meeting Law. This failure to provide notice was referenced by Management
10 Board Counsel Scott Husbands during the meeting and Member Leith. The named
11 Defendants ignored this point and proceeded with the removal which constitutes a willful
12 violation of Nevada’s Open Meeting Law.

13
14 83. NRS 241.020(2)(d)(3) requires public comment periods during open
15 meetings at the beginning of a meeting and end or after each specific agenda item. Here, the
16 Board of Trustees has never provided an opportunity for public comment when the Ely City
17 Council closes its meeting and opens the meeting of the Board of Trustees. Likewise, no
18 provision is made for public comment during the meeting and no public comment is taken at
19 the closing of the meeting.

20
21 84. NRS 241.036 and 241.037 allow for a party to seek relief from a District
22 Court for violations of Nevada’s Open Meeting Law. Nevada’s Open Meeting Law and
23 well-settled case law dispenses with the normal requirement that a party seeking an
24

1 injunction demonstrate immediate and irreparable injury.¹ Aggrieved parties may seek to
2 have any action taken in violation of Nevada’s Open Meeting Law declared void. Aggrieved
3 parties may also seek injunctions prohibiting actions taken in violation of Nevada’s Open
4 Meeting Law. Lastly, Nevada’s Open Meeting Law provides for attorney’s fees and costs to
5 a prevailing party for violations of Nevada’s Open Meeting Law.
6

7 85. Plaintiffs seek an injunction from this Court declaring the removal of
8 Members Gianoli and Leith void for violating Nevada’s Open Meeting Law. Additionally,
9 Plaintiffs seek an injunction from this Court prohibiting the named Defendants from
10 removing Members Gianoli and Leith and requiring named Defendants reinstate Members
11 Gianoli and Leith to their positions on the Management Board because the action taken at
12 the August 7, 2014 meeting is in clear violation of Nevada’s Open Meeting Law. Plaintiffs
13 request that this injunctive relief also bar the named Defendants from appointing board
14 members to replace Members Gianoli and Leith. Lastly, Plaintiffs seek an award of their
15 reasonable attorney’s fees and costs incurred in bringing this action.
16
17

18 86. Additionally, at the June 26, 2014 meeting of the Board of Trustees, Trustee
19 Hanson placed an item on the agenda that read, “Trustee Hanson – Discussion/For Possible
20 Action – Consideration to Authorize a Forensic Audit of the White Pine Historical Railroad
21 Foundation.” (See June 26, 2014 Meeting Agenda attached hereto as Exhibit H). The agenda
22

23 _____

24
25 ¹ The Plaintiffs in this matter submit, as in their other Causes of Action, that the alleged facts demonstrate the existence of immediate and irreparable injury.

1 item did not explain why the Board of Trustees was contemplating a forensic audit, which
2 firms might be used to do such work or how much such an audit might cost the citizens of
3 Ely. Trustee Hanson moved to commission the audit up to \$10,000 and to appoint himself
4 and Trustee Westland to identify the specific areas of concern. Trustee Lee seconded the
5 motion and the motion carried unanimously. During the discussion, the Trustees were
6 reviewing an e-mail that had never been provided to the public.
7

8 87. The June 26, 2014 action violates Nevada’s Open Meeting Law because the
9 agenda item’s description is not clear and concise. There is no reference at all as to the
10 potential cost or the subject areas to inquire into which is of great concern and consequence
11 to the citizens of Ely. At a bare minimum, the agenda item should have indicated that the
12 citizens would be paying \$10,000 to conduct the audit so that interested and concerned
13 citizens could attend the meeting and speak their voice. Additionally, the June 26, 2014
14 action violates Nevada’s Open Meeting Law to the extent that the Trustees relied on
15 information that was not provided to the public.
16
17

18 88. Plaintiffs seek an injunction from this Court declaring the authorization of
19 the forensic audit void for violating Nevada’s Open Meeting Law. Additionally, Plaintiffs
20 seek an injunction from this Court prohibiting the forensic audit from going forward because
21 the action taken to authorize the forensic audit is in violation of Nevada’s Open Meeting Law.
22 Lastly, Plaintiffs seek an award of their reasonable attorney’s fees and costs incurred in
23 bringing this action.
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Number Two – Injunction Against Named Defendants Due to Violation of
Foundation’s Bylaws

89. Plaintiffs incorporate herein the allegations contained in Paragraphs 1 through 88.

90. This Cause of Action is brought by (i) the Management Board, (ii) the Management Board members in their official capacity, (iii) Member Gianoli in his individual capacity, and (iv) Member Leith in his individual capacity. This Cause of Action is brought against (i) the Board of Trustees, (ii) City of Ely, (iii) City Council, (iv) all Board of Trustees and City Council members in their official capacity, and (v) Mayor VanCamp, in her official capacity.

91. The Foundation’s bylaws provide for a limited right of removal of Management Board members by the Board of Trustees. This language has been in place since the Foundation amended its bylaws in 2000. Specifically, Section 3.11 of the current bylaws provides that “[a]ny member of the Management Board may be removed by the Board of Trustees for reasonable cause.” Section 3.11 defines reasonable cause as “misfeasance, malfeasance, or commission of any felony.”

92. The Foundation’s bylaws do not specifically define misfeasance or malfeasance thereby attributing the common definition to those terms. Black’s Law Dictionary defines misfeasance as “a lawful act performed in a wrongful manner, or, more broadly, a transgression or trespass.” The same source defines malfeasance as “a wrongful or unlawful act or wrongdoing or misconduct by a public official.” Misfeasance in public

1 office is defined by that same source as “the tort of excessive, malicious or negligent exercise
2 of statutory powers by a public official.”

3 93. Although Trustee Setterstrom’s action item uses the word reasonable cause,
4 the words misfeasance or malfeasance were not used once during the August 7, 2014 meeting.
5 Likewise, there was no evidence whatsoever that Members Gianoli or Leith committed a
6 felony. Thus, the named Defendants acted improperly in removing Members Gianoli and
7 Leith because the named Defendants did not demonstrate the existence of reasonable cause
8 for the removal.
9

10 94. NRS 33.010 allows for an injunction against a party where the plaintiff is
11 entitled to the relief requested and where the act complained of, if left unrestrained, will
12 produce great or irreparable injury.
13

14 95. Here, the named Defendants removed the two longest serving members of
15 the Management Board. Members Gianoli and Leith were the Chairman and Vice-Chairman
16 of the Management Board, respectively. The named Defendants improper removal of
17 Members Gianoli and Leith will expose the Foundation to immediate and irreparable injury
18 thereby entitling the Plaintiffs to an injunction prohibiting the removal. The Foundation is
19 in one of its busiest seasons and is in the middle of applying for a federal TIGER Grant. If
20 left unrestrained, the named Defendants will replace Members Gianoli and Leith thereby
21 making it impossible to restore them to their positions.
22

23 96. Plaintiffs seek a declaration from the Court that the actions taken by the
24 Board of Trustees were in violation of the Foundation’s bylaws. Accordingly, Plaintiffs seek
25

1 an injunction prohibiting the removal of Members Gianoli and Leith as the named
2 Defendants had no cause under the Foundation’s bylaws to remove them. Additionally,
3 Plaintiffs seek an injunction prohibiting the named Defendants from replacing Members
4 Gianoli and Leith. Lastly, Plaintiffs seek an award of their reasonable attorney’s fees and
5 costs incurred in bringing this action.
6

7 Number Three – Injunction Against Council Martin Westland Due to Conflict of
8 Interest

9 97. Plaintiff incorporates herein the allegations contained in Paragraphs 1
10 through 96.
11

12 98. This Cause of Action is brought by (i) the Management Board, (ii) the
13 Management Board members in their official capacity, (iii) Member Gianoli in his individual
14 capacity, and (iv) Member Leith in his individual capacity. This Cause of Action is brought
15 against (i) the Board of Trustees, (ii) City of Ely, (iii) City Council, (iv) all Board of Trustees
16 and City Council members in their official capacity, (v) Councilman Martin Westland in his
17 personal capacity, and (vi) Mayor VanCamp, in her official capacity.
18

19 99. NRS 281A.420 prohibits any public officer or official from taking part or
20 voting on any matter in which, among other things, the officer or official has a significant
21 pecuniary interest. NRS 281A.139 defines a pecuniary interest as “any beneficial or
22 detrimental interest that consists of or is measured in money including, without limitation,
23 anything of economic value.
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100. As demonstrated and alleged herein, Trustee and Councilman Westland was fired from his position as Chief Mechanical Officer of the Foundation. Upon information and belief, since his termination, Trustee and Councilman Westland has engaged in an active campaign to interfere with the Foundation’s operations resulting in significant damage and expense to the Foundation. If left unrestrained, this campaign will continue and will result in continued immediate and irreparable damage to the Foundation.

101. Plaintiffs seek an order enjoining Trustee and Councilman Westland from participating in any manner in any decision or matter affecting or impacting the Foundation or Nevada Northern Railway. Additionally, Plaintiffs seek an award of their reasonable attorney’s fees and costs incurred in bringing this action.

Number Four – Injunction and, in the Alternative, Award of Damages for Violation of Constitutional Due Process

102. Plaintiffs incorporate herein the allegations contained in Paragraphs 1 through 101.

103. This Cause of Action is brought by (i) Member Gianoli in his individual capacity, and (ii) Member Leith in his individual capacity. This Cause of Action is brought against (i) the Board of Trustees, (ii) City of Ely, (iii) City Council, (iv) all Board of Trustees and City Council members in their official capacity and personal capacity, and (v) Mayor VanCamp, in her official capacity.

104. The United States Constitution and Nevada Constitution provide procedural due process protections any time an actor attempts to deny or remove an economic interest

1 or liberty. Before attempting such action, the actor must provide the subject party notice and
2 an opportunity to be heard.

3
4 105. Here, as already alleged, Members Gianoli and Leith were provided no
5 notice that they were the board members who would be subject to removal nor were they
6 provided any notice of the reasoning for the removal. Management Board counsel Mr.
7 Husbands pointed this out to the named Defendants who proceeded to remove Members
8 Gianoli and Leith regardless of the lack of notice. More egregiously, Member Leith advised
9 that he had no notice whatsoever and wished to have an opportunity to consult with his
10 personal attorney who is in California. The named Defendants did not invite comment from
11 Members Gianoli and Leith nor were they, or the Management Board's counsel, provided an
12 adequate opportunity to respond to the information presented by the named Defendants. As
13 a result of this due process violation, Members Gianoli and Leith were removed from their
14 positions as Chair and Vice-Chair of the Management Board and have therefore been denied
15 a benefit.
16
17

18 106. Plaintiffs hereby seek an injunction prohibiting the named Defendants from
19 removing Members Gianoli and Leith as the process used to remove them was
20 constitutionally deficient. As demonstrated and alleged herein, the removal of Members
21 Gianoli and Leith constitutes an immediate and irreparable injury since without injunctive
22 relief, Members Gianoli and Leith will be replaced.
23

24 107. As an alternative to injunctive relief, should the Court not find such relief
25 warranted, Plaintiffs seek an award of damages in an amount that exceeds \$10,000 including

1 actual damages, punitive damages based on the named Defendant’s willful failure to provide
2 procedural due process, and an award of Plaintiff’s reasonable attorney’s fees and costs
3 incurred in bringing this action.

4
5 Number Five – Breach of Fiduciary Duty

6 108. Plaintiff incorporates herein the allegations contained in Paragraphs 1
7 through 107.

8 109. This Cause of Action is brought by (i) the Management Board, (ii) the
9 Management Board members in their official capacity, (iii) Member Gianoli in his individual
10 capacity, and (iv) Member Leith in his individual capacity. This Cause of Action is brought
11 against (i) the Board of Trustees, (ii) City of Ely, (iii) City Council, (iv) all Board of Trustees
12 and City Council members in their official capacity, and (v) Mayor VanCamp, in her official
13 capacity.
14

15 110. The Foundation’s governance is the responsibility of two separate fiduciary
16 bodies – the Board of Trustees and the Management Board. The Management Board has the
17 duty to manage the day to day affairs of the Foundation. The Board of Trustees possesses
18 the powers of the corporation.
19

20 111. Each body, as a fiduciary of the Foundation, has the obligation to act in the
21 best interests of the Foundation and place the Foundation’s interest ahead of its own interests
22 and those of its members. This fiduciary obligation extends to not only the Board itself but
23 to all of its members. Those with fiduciary obligations that act outside the scope of their
24
25

1 fiduciary capacity or allow personal interests or the interests of others to control their
2 decision making are exposed to personal liability for such actions.

3
4 112. Here, as alleged, the named Defendants have breached their fiduciary
5 obligation to the Foundation by allowing personal vendettas and issues, or the personal
6 vendettas and issues of others, to influence their fiduciary decision making. By way of
7 example, the Board of Trustees voted on June 26, 2014 to authorize a forensic audit yet has
8 done nothing to follow up on this action. More importantly, there is no evidence of
9 wrongdoing that would necessitate such an audit. This is just one example of baseless and
10 improper action taken in violation of the Trustees’ fiduciary duties, as a result of, among
11 other things, unlawful influences on the Trustees’ decision making. These unlawful
12 influences on the named Defendants decision making have resulted in additional baseless
13 accusations, improper action items on published agendas and a concerted effort to interfere
14 with the business operations of the Foundation. Each of the named Defendants identified
15 and named in his or her personal capacity has acted outside the scope of his or her official
16 capacity by allowing undue and unlawful influences on their fiduciary decision making.
17
18

19 113. Plaintiffs seek an award of their damages in a sum that exceeds \$10,000
20 including actual damages, punitive damages, and an award of their reasonable attorney’s fees
21 and costs incurred in bringing this action.

22
23 **PRAYER FOR RELIEF**

24 WHEREFORE, Plaintiffs prays for a judgment against Defendants to include:
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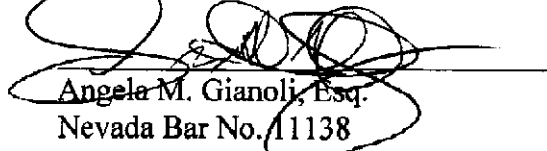
1. An award of their actual damages in an amount to be proven at trial for the actions of Defendants alleged herein;
 2. An award of punitive damages for the willful, wanton, and malicious conduct of Defendants as alleged herein;
 3. An award of Plaintiffs’ reasonable attorney’s fees and costs incurred in bringing this action against the named Defendants as alleged herein;
 4. An award of interest at the statutory rate per annum for any damages awarded by the Court against the named Defendant as alleged herein;
 5. An award of injunctive relief on the terms and conditions specified herein;
- and
6. For such other and further relief as the Court may deem proper.

GIANOLI HUSBANDS PLLC – ATTORNEYS & COUNSELORS AT LAW
1050 AULTMAN STREET
ELY, NEVADA 89301
PHONE: 775.289.3050 | FAX: 775.549.9815

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DATED this 26th day of August, 2014.

GIANOLI HUSBANDS PLLC



Angela M. Gianoli, Esq.
Nevada Bar No. 11138
Scott H. Husbands, Esq.
Nevada Bar No. 11398
Co-Counsel for Plaintiffs
1050 Aultman Street
Ely, Nevada 89301
775.289.3050

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DATED this 26th day of August, 2014.

GOICOECHEA, DIGRAZIA, COYLE &
STANTON, LTD.

Robert B. Goicoechea

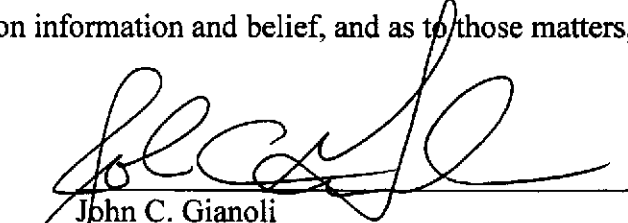
Robert B. Goicoechea, Esq.
Nevada Bar No. 6
Co-Counsel for Plaintiffs
530 Idaho Street
Elko, Nevada 89801
775.738.8091

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VERIFICATION

1
2 STATE OF NV)
3)ss:
4 COUNTY OF White Pine)

5 I, John C. Gianoli, being first duly sworn under penalty of perjury, hereby depose and
6 say: That I am one of the Plaintiffs in the within action; that I have read the foregoing
7 Complaint and know the contents thereof; that the same is true to my knowledge except as
8 to those matters therein stated upon information and belief, and as to those matters, I
9 believe them to be true.

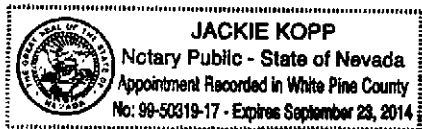
10 
11 John C. Gianoli

ACKNOWLEDGMENT

12
13 STATE OF Huacala)
14)ss:
15 COUNTY OF White Pine)

16 On this 21st day of August, 2014, before me, the
17 undersigned Notary Public in and for the said County and State, personally appeared John
18 C. Gianoli, known to me to be the person described in and who executed the foregoing
19 instrument, and who acknowledged to me that he did so freely and voluntarily and for the
20 uses and purposes therein mentioned.

21 WITNESS my hand and official seal.



25 
NOTARY PUBLIC

EXHIBIT A

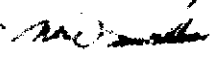
FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

FILING FEE: \$15.00
(NON-PROFIT)
BY: GARY D. FAIRMAN
P O BOX 5
ELY, NEVADA 89301

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THE SECRETARY OF STATE

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ARTICLES OF INCORPORATION

No. 7528-84

OF

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

WE, the undersigned, have voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Nevada relating to nonprofit corporations for the advancement of state and local interests and to that end to hereby adopt Articles of Incorporation as follows:

ARTICLE I

NAME

The name of this corporation is WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

ARTICLE II

NONPROFIT CORPORATION

That this corporation shall be a nonprofit corporation, organized solely for the advancement of local interests including but not limited to the preservation, restoration and development of the Nevada Northern Railroad and Depot area in the City of Ely.

ARTICLE III

LOCATION

The principal office of this nonprofit corporation for the transaction of business, until changed according to law, shall be located in White Pine County, State of Nevada.

ARTICLE IV

TRUSTEES

The members of the governing board of this corporation shall be styled trustees, and they shall be five (5) in number until changed either by (1) an amendment to the Articles of Incorporation of this professional corporation, or (2) the adoption of By-Laws, and from time-to-time, amendments thereto increasing or decreasing the number of trustees, but in no case

LAW OFFICES
GARY D. FAIRMAN
A PROFESSIONAL CORPORATION
157 AVENUE B, SUITE 8
ELY, NEVADA 89301
(702) 799-4482

Law Offices
GARY D. FAIRMAN
Incorporation, Conveyance
101 AVENUE G, P. O. BOX 9
ELY, NEVADA 89301
1981 889-4482

1 shall the number of trustees be smaller than five. The term for
2 office of said trustees shall be four (4) years or until said
3 term is either changed by (1) amendment to the Articles of
4 Incorporation of this non-profit corporation, or (2) the adoption
5 of By-Laws, and from time-to-time, amendments thereto increasing
6 or decreasing the terms of trustees, but in no case shall the
7 term of office of the trustees exceed four (4) years. The names
8 and residential addresses of the original trustees of the non-
9 profit corporation and their original term of office are as
10 follows:

- 11 BURRELL BYBER
1410 Avenue L
Ely, Nevada 89301
- 12
- 13 DOROTHY PHILLIPS
1298 Ely
Ely, Nevada 89301
- 14
- 15 JIM NORTHNESS
1585 Mill Street
Ely, Nevada 89301
- 16
- 17 ED SPEAR
805 Avenue G
Ely, Nevada 89301
- 18
- 19 FLORINDO MARIANI
5 Carson Court
Ely, Nevada 89301
- 20

21 ARTICLE V

22 SELECTION OF TRUSTEES

23 All of the trustees of this corporation shall be the
24 City Council of the City of Ely as elected by qualified voters of
25 the City of Ely at each regularly scheduled election.

26 ARTICLE VI

27 POWERS

28 This corporation shall, as an incident of its purpose,
29 have all powers as provided in N.R.S. 81.370.

30 IN WITNESS WHEREOF, the undersigned incorporators have
31 executed these Articles of Incorporation of WHITE PINE HISTORICAL
32 RAILROAD FOUNDATION, INC., this 24th day of October, 1984.

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Gary D. Fairman
GARY D. FAIRMAN

Barlow N. White
BARLOW N. WHITE

David E. Tilford
DAVID E. TILFORD

STATE OF NEVADA,)
) : ss.
County of White Pine.)

On this 23rd day of October, 1984, personally
appeared before me, a Notary Public in and for the County and
State above, GARY D. FAIRMAN, who acknowledged that he executed
the above instrument.

Gary D. Fairman
Notary Public

STATE OF NEVADA,)
) : ss.
County of White Pine.)

On this 23rd day of October, 1984, personally
appeared before me, a Notary Public in and for the County and
State above, BARLOW N. WHITE, who acknowledged that he executed
the above instrument.

GARY D. FAIRMAN
Notary Public

Gary D. Fairman
Notary Public

STATE OF NEVADA,)
) : ss.
County of White Pine.)

On this 23rd day of October, 1984, personally
appeared before me, a Notary Public in and for the County and
State above, DAVID E. TILFORD, who acknowledged that he executed
the above instrument.

GARY D. FAIRMAN
Notary Public

Gary D. Fairman
Notary Public

Law Offices
GARY D. FAIRMAN
1111 Nevada St., Suite 100
Reno, Nevada 89501
(702) 785-4444

LIST OF OFFICERS, DIRECTORS AND AGENT OF
 WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

NON-PROFIT

FILE NUMBER
 7528-84

NOVEMBER 1984 TO NOVEMBER 1985

THE UNDERSIGNEDS DULY APPOINTED RESIDENT AGENT IN CHARGE OF SAID
 CORPORATIONS OFFICE IN THE STATE OF NEVADA UPON WHOM PROCESS CAN BE
 SERVED IS:

Gary Fairman
 737 Ave G, Box 5
 WHITE PINE COUNTY, NEVADA
 Ely, Nu. 89301

FOR OFFICE USE ONLY

FILED (Date) JAN 7 - 1985

84-85 PAID \$15.00

BURRELL BYBEE	██████████	TRUSTEE
1410 Avenue L	Ely	NV 89301
DOROTHY PHILLIPS	██████████	TRUSTEE
1298 Ely St.	Ely,	NV 89301
JIM NORTHNESS	██████████	TRUSTEE
1595 Mill Street	Ely	NV 89301

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT
 MORE THIS ACCEPTANCE IS NECESSARY ONLY IF THE ABOVE RESIDENT AGENT HAS NOT PREVIOUSLY
 ACCEPTED THE APPOINTMENT.

I, **GARY D. FAIRMAN**, hereby
 accept the appointment as Resident Agent of the above named corporation.

Date 12/3/84 (X)

[Signature]
 Signature of Resident Agent

[Signature]
 Signature of Officer

TITLE
WM. D. SWACKHAMER
 Secretary of State

DATE

By *[Signature]*
 Secretary of State

INSTRUCTIONS - PLEASE READ

- 1) YOU MUST SHOW A PRESIDENT, SECRETARY AND TREASURER - ONE PERSON CAN HOLD ALL THREE POSITIONS.
- 2) IF THERE IS A CHANGE OF RESIDENT AGENT OR PRINCIPAL PLACE OF BUSINESS, CONTACT OUR OFFICE FOR THE PROPER FORMS TO MAKE THE CHANGE.
- 3) HAVE AN OFFICER SIGN THE "LIST OF OFFICERS" FORM.
- 4) IF THERE ARE ADDITIONAL OFFICERS AND DIRECTORS YOU WISH TO BE ON FILE, ATTACH THE LISTING TO THIS FORM.
 - a. The officers' names and addresses that have been pre-printed on the form are those of the latest list of officers that was filed.
 - b. If changes are necessary, the old information should be lined out and the new information typed or plainly printed directly above it.
- 5) YOUR CANCELLED CHECK WILL BE YOUR RECEIPT FOR THE FILING OF THE LIST OF OFFICERS. IF YOU DESIRE A RECEIPT (CERTIFICATE), YOU WILL HAVE TO ENCLOSE A SELF-ADDRESSED AND STAMPED ENVELOPE.
- 6) MAKE CHECKS PAYABLE TO THE SECRETARY OF STATE
 RETURN TO: **CAPITOL COMPLEX**
CARSON CITY, NV 89701 (702) 885-5203
- 7) THE FEE IS \$15.00 plus \$5.00 PENALTY IF FILED LATE.

LIST OF OFFICERS, DIRECTORS AND AGENT OF **NON-PROFIT** **FILE NUMBER** 7528-84
WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.
 A NEVADA CORPORATION ORIGINALLY INCORPORATED ON NOVEMBER 8, 1984.
 THIS LIST IS FOR THE FILING PERIOD NOVEMBER 1985 TO NOVEMBER 1986
 AND IS DUE BY NOVEMBER 30, 1985.

THE CORPORATION'S ONLY APPOINTED RESIDENT AGENT IN CHARGE OF THE RESIDENTIAL OFFICE IN THE STATE OF NEVADA UPON WHOM PROCESS CAN BE SERVED IS:

GARY FAIRMAN
 787 AVE G BOX 9
 ELY

NV 89301

FOR OFFICE USE ONLY

FILED (Date) _____

CT 17 1985 85 85 PAID \$15.00

INSTRUCTION — PLEASE READ

1. You must elect a president, secretary and treasurer — any person may hold two or more offices
2. If there is a change of resident agent or principal place of business (resident agent's address) contact our office for the proper forms to make the change before filing the list of officers.
3. Have an officer sign the list of officers form.
4. If there are additional officers and directors attach the listing to this form.
 - a. Last year's information has been preprinted.
 - b. If changes are needed, old information should be lined out and new information inserted above.
5. Your deposited check will be your receipt for the filing of the list of officers. If you need a receipt (verification) you will have to enclose a self addressed stamped envelope.
6. Return the entire form (do not detach any of the copies)
7. Make checks payable to the SECRETARY OF STATE, Capital Complex, Carson City, NV 89701
8. THE FEE IS \$15.00 + PENALTY OF \$5.00 IF FILED LATE (702) 885-5203

WM D SWACKHAMER
 Secretary of State

Wm D Swackhamer
 By _____
 Secretary of State

ED SPEAR, JR. BURRELL BYBEE	805 Avenue G 1410 AVE L	Ely ELY	NV 89301 NV 89301	PRESIDENT TRUSTEE
DOROTHY PHILLIPS	1298 ELY ST	ELY	NV 89301	SECRETARY TRUSTEE
CARL J. STANEK JIM MORTNESS	845 Murry Street 1585 HILL ST	Ely ELY	NV 89301 NV 89301	TREASURER TRUSTEE
				DIRECTOR
				DIRECTOR
				DIRECTOR

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT
 NOTE: THIS ACCEPTANCE IS NECESSARY ONLY IF THE ABOVE RESIDENT AGENT HAS NOT PREVIOUSLY ACCEPTED THE APPOINTMENT

I, _____ hereby accept the appointment as Resident Agent of the above named corporation.

Date _____ Signature of Resident Agent _____

(X) *Wm D Swackhamer*
 Signature of Officer

Director Title *10/15/85* Date

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

FILING FEE: 10.00
BY: GARY D. FAIRMAN
P.O. BOX 5
ELY, NEVADA 89301

NOV 1 1985

1 ~~THE UNDERSIGNED SECRETARY OF STATE~~ CERTIFICATE OF AMENDMENT OF
2 *Gary D. Fairman* OF ARTICLES OF INCORPORATION
3 No. 7528-B4 OF
4 WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.
5

6 WE, the undersigned, being all of the Trustees of the
7 above named corporation, desire to amend the Articles of
8 Incorporation of WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.,
9 filed in the office of the Secretary of State on November 8,
10 1984, and adopt the following amendment to the Articles of
11 Incorporation:

12 ARTICLE VII: Purpose. That said corporation is
13 organized exclusively for charitable, educational, historical, or
14 religious, and/or scientific purposes, including, for such
15 purposes, the making of distributions to organizations that
16 qualify as exempt organizations under Section 501(c)(3) of the
17 Internal Revenue Code, or corresponding section of any future
18 Federal Tax Code.

19 ARTICLE VIII: Distribution of Net Earnings. No part
20 of the net earnings of the corporation shall inure to the benefit
21 of, or be distributable to its members, trustees, officers, or
22 other private persons, except that the corporation shall be
23 authorized and empowered to pay reasonable compensation for
24 services rendered and to make payments and distributions in
25 furtherance of the purposes set forth in Article Third hereof.
26 No substantial part of the activities of the corporation shall be

LAW OFFICE
GARY D. FAIRMAN
A PROFESSIONAL CORPORATION
707 AVENUE D, P. O. BOX 8
ELY, NEVADA 89301
(702) 299-4432

Law Office
GARY D. FAIRMAN
A PROFESSIONAL CORPORATION
787 AVENUE N. P. O. BOX 8
ELY, NEVADA 89301
17021 289-4422

1 the carrying on of propaganda, or otherwise attempting to
2 influence legislation, and the corporation shall not participate
3 in, or intervene in (including the publishing or distribution of
4 statements) any political campaign on behalf of any candidate for
5 public office. Notwithstanding any other provision of these
6 articles, the corporation shall not carry on any other activities
7 not permitted to be carried on (a) by a corporation exempt from
8 federal income tax under section 501(c)(3) of the Internal
9 Revenue Code, or corresponding section of any future federal tax
10 code, or (b) by a corporation, contributions to which are
11 deductible under section 170(c)(2) of the Internal Revenue Code,
12 or corresponding section of any future federal tax code.

13 ARTICLE IX: Dissolution. Upon the dissolution of the
14 corporation, assets shall be distributed for one or more exempt
15 purposes within the meaning of section 501(c)(3) of the Internal
16 Revenue Code, or corresponding section of any future federal tax
17 code, or shall be distributed to the federal government, or to a
18 state or local government, for a public purpose. Any such assets
19 not so disposed of shall be disposed of by the Court of Common
20 Pleas of the county in which the principal office of the
21 corporation is then located, exclusively for such purposes or to
22 such organization or organizations, as said Court shall
23 determine, which are organized and operated exclusively for such
24 purposes.

25
26 
DOROTHY PHILLIPS

LAW OFFICES
GARY D. FAIRMAN
A PROFESSIONAL CORPORATION
167 AVENUE B, SUITE 8
ELY, NEVADA 89301
(702) 791-6222

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ED SPEAR


HARRY JOHNSON

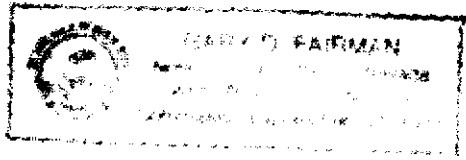

CARL STANEK


ORAN POLLOCK

STATE OF NEVADA,)
) : ss.
County of White Pine.)

On this 15th day of October, 1985, before me,
the undersigned, a Notary Public in and for said County and
State, personally appeared DOROTHY PHILLIPS, known to me to be
the person whose name is subscribed to the foregoing instrument,
and she duly acknowledged to me that she executed the same for
the purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in said County and State the day and
year in this Certificate first above written.




Notary Public

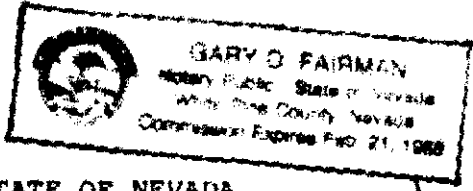
STATE OF NEVADA,)
) : ss.
County of White Pine.)

On this 15th day of October, 1985, before me,

LAW OFFICES
GARY D. FAIRMAN
A PROFESSIONAL CORPORATION
187 AVENUE A, P. O. BOX 9
ELY, NEVADA 89301
702/388-6488

1 the undersigned, a Notary Public in and for said County and
2 State, personally appeared ED SPEAR, known to me to be the person
3 whose name is subscribed to the foregoing instrument, and he duly
4 acknowledged to me that he executed the same for the purposes
5 therein mentioned.

6 IN WITNESS WHEREOF, I have hereunto set my hand and
7 affixed my official seal in said County and State the day and
8 year in this Certificate first above written.



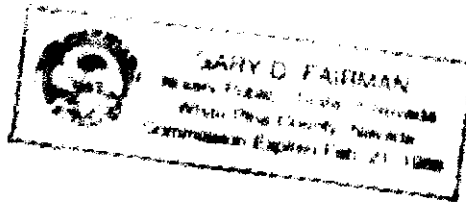
[Handwritten Signature]

Notary Public

9
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12 STATE OF NEVADA,)
13) : ss.
14 County of White Pine,)

15 On this 15 day of October, 1985, before me,
16 the undersigned, a Notary Public in and for said County and
17 State, personally appeared HARRY JOHNSON, known to me to be the
18 person whose name is subscribed to the foregoing instrument, and
19 he duly acknowledged to me that he executed the same for the
20 purposes therein mentioned.

21 IN WITNESS WHEREOF, I have hereunto set my hand and
22 affixed my official seal in said County and State the day and
23 year in this Certificate first above written.



[Handwritten Signature]

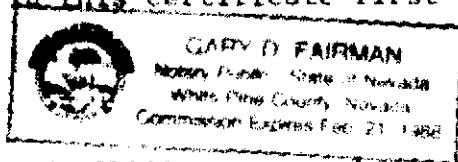
Notary Public

LAW OFFICES
GARY D. FAIRMAN
A PROFESSIONAL CORPORATION
787 AVENUE B P O BOX 5
ELY, NEVADA 89301
702-289-6432

1 STATE OF NEVADA,)
2 County of White Pine.) ss.

3 On this 30th day of October, 1985, before me,
4 the undersigned, a Notary Public in and for said County and
5 State, personally appeared CARL STANEK, known to me to be the
6 person whose name is subscribed to the foregoing instrument, and
7 he duly acknowledged to me that he executed the same for the
8 purposes therein mentioned.

9 IN WITNESS WHEREOF, I have hereunto set my hand and
10 affixed my official seal in said County and State the day and
11 year in this Certificate first above written.



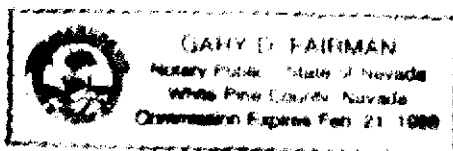
[Signature]

Notary Public

14 STATE OF NEVADA,)
15 County of White Pine.) ss.

16 On this 20 day of October, 1985, before me,
17 the undersigned, a Notary Public in and for said County and
18 State, personally appeared ORAN POLLOCK, known to me to be the
19 person whose name is subscribed to the foregoing instrument, and
20 he duly acknowledged to me that he executed the same for the
21 purposes therein mentioned.

22 IN WITNESS WHEREOF, I have hereunto set my hand and
23 affixed my official seal in said County and State the day and
24 year in this Certificate first above written.



[Signature]

Notary Public

LIST OF OFFICERS, DIRECTORS AND AGENT OF NON-PROFIT
WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.
 A NEVADA CORPORATION INCORPORATED ON NOVEMBER 8, 1984.
 THIS LIST IS FOR THE FILING PERIOD NOVEMBER 1986 TO NOVEMBER 1987
 AND IS DUE BY NOVEMBER 30, 1986.

FILE NUMBER

7528-84

RESIDENT AGENT IN CHARGE OF

DAVE FAIRMAN
 707 AVE G BOX 5
 ELY

NV 89301

FOR OFFICE USE ONLY

FILED (Date) SEP 30 1986

86-87 PAID \$15.00

INSTRUCTION - PLEASE READ

1. You **MUST** provide names and mailing addresses for a president, secretary and treasurer (any person may hold two or more offices) and ALL directors.
2. In the case of change of resident agent or principal place of business (resident agents address) contact our office for the proper forms to make the change before filing the list of officers.
3. Every officer sign the list of officers form.
4. If there are additional officers and directors attach the listing to this form.
 - a. Last years information has been reprinted.
 - b. If changes are needed, old information should be lined out and new information inserted above.
5. Your cancelled check will be your receipt for the filing of the list of officers. If you need a receipt handwritten you will have to enclose a self addressed stamped envelope.
6. Retain the entire form (do not detach any of the copies).
7. Make check payable to the SECRETARY OF STATE, Capital Complex, Carson City, NV 89710
8. THE FEE IS \$75.00 - PENALTY OF \$5.00 IF FILED LATE (702) 886-5106

WM D SWACKHAMER
 Secretary of State

Wm D Swackhamer
 By _____
 Secretary of State

NAME	TITLE	STREET ADDRESS	CITY	ST	ZIP
ED SPEAR, JR. P.O. BOX	PRESIDENT	805 AVENUE G	ELY	NV	89301
GROTHY PHILLIPS P.O. BOX	SECRETARY	1298 ELY ST	ELY	NV	89301
CARL J. STANEK P.O. BOX	TREASURER	845 MURRY STREET	ELY	NV	89301
	DIRECTOR				
	DIRECTOR				
	DIRECTOR				

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT
 NOTE: THIS ACCEPTANCE IS NECESSARY ONLY IF THE ABOVE RESIDENT AGENT HAS NOT PREVIOUSLY ACCEPTED THE APPOINTMENT

I, _____ hereby
 accept the appointment as Resident Agent of the above named corporation

Date _____ (X)
 Signature of Resident Agent

Carl Stanek
 Signature of Officer

 Title

9/23/86
 Date

LIST OF OFFICERS, DIRECTORS AND AGENT OF **NON-PROFIT** **FILE NUMBER**
WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.
A NEVADA CORPORATION INCORPORATED ON NOVEMBER 8, 1984.
THIS LIST IS FOR THE FILING PERIOD NOVEMBER 1987 TO NOVEMBER 1988
AND IS DUE BY NOVEMBER 30, 1987. 7528-84

THE SECRETARY OF STATE HAS APPOINTED RESIDENT AGENT IN CHARGE OF
 THE STATE OF NEVADA UPON WHOM PROCESS

FRANKIE SUE DEL PAPA
707 AVE G BOX 5
ELY NV 89301

Do not change
 information
 in this area
 before reading
 instruction #2.

FOR OFFICE USE ONLY

FILED (Date) NOV 18 1987

PHD 315.00

INSTRUCTION - PLEASE READ

1. This LIST provides names and mailing addresses for: a president, secretary and treasurer (any person may hold two or more offices); and ALL directors.
2. If there is a change of resident agent or principal place of business (resident agents address) contact our office for the proper forms to make the change before filing the list of officers.
3. Have an officer sign the list of officers form.
4. If there are additional officers and directors attach the listing to this form.
 - a. Last years information has been preprinted.
 - b. If changes are needed, old information should be lined out and new information inserted above.
5. Your cancelled check will be your receipt for the filing of the list of officers. If you need a receipt (receipts) you will have to enclose a self addressed stamped envelope.
6. Return the entire form (do not detach any of the copies).
7. Make check payable to the SECRETARY OF STATE, Capital Complex, Carson City, NV 89710
8. THE FEE IS \$10.00 - PENALTY OF \$5.00 IF FILED LATE (702) 898-5108

Frankie Sue Del Papa
 Secretary of State

By Frankie Sue Del Papa
 Secretary of State

NAME	TITLE(S)	ST	ZIP
ERNIE FLANGAS	PRESIDENT	NV	89301
ED SPEAR, JR.		NV	89301
P.O. BOX	STREET ADDRESS	CITY	STATE
	150 4th Street	Ely	NV 89301
	805 AVENUE G	ELY	NV 89301
NAME	TITLE(S)	ST	ZIP
JEAN CUMMINGS	SECRETARY	NV	89301
BERTON PHILLIPS		NV	89301
P.O. BOX	STREET ADDRESS	CITY	STATE
	325 Parker	Ely	NV 89301
	1298 ELY ST	ELY	NV 89301
NAME	TITLE(S)	ST	ZIP
JEAN CUMMINGS	TREASURER	NV	89301
CARL J. STANEK		NV	89301
P.O. BOX	STREET ADDRESS	CITY	STATE
	325 Parker	Ely	NV 89301
	845 HURRY STREET	ELY	NV 89301
NAME	TITLE(S)	ST	ZIP
	DIRECTOR		
P.O. BOX	STREET ADDRESS	CITY	STATE
NAME	TITLE(S)	ST	ZIP
	DIRECTOR		
P.O. BOX	STREET ADDRESS	CITY	STATE
NAME	TITLE(S)	ST	ZIP
	DIRECTOR		
P.O. BOX	STREET ADDRESS	CITY	STATE

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT
 NOTE: THIS ACCEPTANCE IS NECESSARY ONLY IF THE ABOVE RESIDENT AGENT HAS NOT
 PREVIOUSLY ACCEPTED THE APPOINTMENT.

I, _____, hereby
 accept the appointment as Resident Agent of the above named corporation.

 Signature of Resident Agent

Ernie Flangas
 Signature of Officer

President **11/15/87**

**LIST OF OFFICERS, DIRECTORS AND AGENT OF
WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.**

NON-PROFIT

FILE NUMBER

A NEVADA CORPORATION INCORPORATED ON NOVEMBER 8, 1984.

7520-84

THIS LIST IS FOR THE FILING PERIOD NOVEMBER 1988 TO NOVEMBER 1989

AND IS DUE BY NOVEMBER 30, 1988.

11-30

NEVADA STATE SECRETARY OF STATE

Do not change information in this area before reading instruction #2.

FOR OFFICE USE ONLY

FILED (Date) _____

NOV 30 1988

11-30
NOV 30 1988

NO 89301

REQUIREMENTS - PLEASE READ

1. Submit printed names and mailing addresses for: a president, secretary and treasurer (any person may hold two or more offices) and ALL directors.
2. If you are changing names or principal place of business resident agents address contact our office for the proper forms to make the change before filing this list.
3. Representatives sign the top of officers form.
4. Submit two identical copies and checkers attach the filing to this form.
 - a. Last years information has been prepared
 - b. If changes are needed, old information should be lined out and new information inserted above.
5. Your certified check will be your receipt for the filing of the list of officers. If you need a receipt (certified) you will have to enclose a self addressed stamped envelope.
6. Retain the entire form but do not detach any of the copies.
7. Make check payable to the SECRETARY OF STATE, Capital Complex, Carson City, NV 89710.
8. THE FEE IS \$15.00 + PENALTY OF \$5.00 IF FILED LATE. (702) 886-6108

Frankie Sue Oel Pope
Secretary of State

By Frankie Sue Oel Pope
Secretary of State

NAME	TITLE	P.O. BOX	STREET ADDRESS	CITY	ST	ZIP
EMILIE FLANGAS	PRESIDENT		150 4TH ST	ELY	NV	89301
JEAN CUNNING	SECRETARY		325 PARKER	ELY	NV	89301
JEAN CUNNING	TREASURER		325 PARKER	ELY	NV	89301
	DIRECTOR					
	DIRECTOR					
	DIRECTOR					

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT
 WHEN THE APPOINTMENT IS NECESSARY ONLY IF THE ABOVE RESIDENT AGENT HAS NOT PREVIOUSLY ACCEPTED THE APPOINTMENT.

I, _____ hereby accept the appointment as Resident Agent of the above named corporation.

Date: _____ (M)

Signature of Resident Agent

(X) _____
 Signature of Officer

 Title

9/30/88

LIST OF OFFICERS, DIRECTORS AND AGENT OF

NON-PROFIT

FILE NUMBER

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.
A NEVADA CORPORATION INCORPORATED ON NOVEMBER 8, 1984.

7528-84

THIS LIST IS FOR THE FILING PERIOD NOVEMBER 1989 TO NOVEMBER 1990

REPRINTED

01/10/90

THE CORPORATION'S DAILY APPOINTED RESIDENT AGENT IN CHARGE OF SALES AND SERVICE OFFICE IN THE STATE OF NEVADA UPON WHOM PROCESS CAN BE SERVED IS:

GARY FAIRMAN
737 AVE G BOX 5
ELY

NV 89301

130.00

Do not change information in this area before reading #5 below

FOR OFFICE USE ONLY

FILED (Date) MAR 06 1990

~~89-90~~ ~~FILED 3/7/90~~

RECEIVED

We want to help you get your business with the Office of the Secretary of State completed in the most efficient manner. TO AVOID DELAYS, RETURNS AND LATE CHARGES, PLEASE BE SURE YOU HAVE

- Included names and mailing addresses for ALL officers and directors
- Returned ALL copies of this form with the \$15.00 filing fee. A \$5.00 penalty must be added, if this form is not filed by the deadline listed at the top of this form.
- Included the signature of an officer of the corporation at the bottom of this form.
- If there are additional officers and directors, attach a listing of them to this form. Last year's information has been preprinted. If you need to make changes, write out outdated information and insert new information above it.
- If you have changed the resident agent or principal place of business, please contact our office for the proper forms to make the change before filing this annual list.
- Signed your check and have made it payable to the Secretary of State.

NAME ERNIE FLANGAS	TITLE: PRESIDENT
P.O. BOX	STREET ADDRESS 150 4TH ST
	CITY ELY
	ST NV
	ZIP 89301
NAME <i>JACK WILCOX</i> JACK WILCOX	TITLE: SECRETARY
P.O. BOX	STREET ADDRESS 940 AVE B
	325 PARKER
	CITY ELY
	ST NV
	ZIP 89301
NAME <i>JACK WILCOX</i> JACK WILCOX	TITLE: TREASURER
P.O. BOX	STREET ADDRESS 940 AVE B
	325 PARKER
	CITY ELY
	ST NV
	ZIP 89301
NAME	TITLE: DIRECTOR
P.O. BOX	STREET ADDRESS
	CITY
	ST
	ZIP
NAME	TITLE: DIRECTOR
P.O. BOX	STREET ADDRESS
	CITY
	ST
	ZIP
NAME	TITLE: DIRECTOR
P.O. BOX	STREET ADDRESS
	CITY
	ST
	ZIP

Ernie A Flangas
Signature of officer

Ernie A Flangas
PRESIDENT
Title

3/16/90
Date

Please return ALL copies of this form and your signed check to:
Secretary of State, Capitol Complex, Carson City, NV 89710

LIST OF OFFICERS, DIRECTORS AND AGENT OF NON-PROFIT FILE NUMBER

White Pine Historical Railroad Foundation

2528-84
34

Nov 1990-11

FOR OFFICE USE ONLY

FILED (Date) FEB 19 1991

910-91 p. 20

Do not change information in this area before reading \$5 below.

Gary D. Fairman
737 Ave G
Ely, Nv. 89301

We want to help you get your business with the Office of the Secretary of State completed in the fastest, most efficient manner TO AVOID DELAYS, RETURNS AND LATE CHARGES, PLEASE BE SURE YOU HAVE

1. Included names and mailing addresses for ALL officers and directors. — A President, Secretary and Treasurer must be named.
2. Returned ALL copies of this form with the \$15.00 filing fee. A \$5.00 penalty must be added, if this form is not filed on time.
3. Included the signature of an officer of the corporation at the bottom of this form.
4. If there are additional officers and directors, attach a listing of them to this form. Last year's information has been reprinted. If you need to make changes, line out outdated information and insert new information above it.
5. If you have changed the resident agent or principal place of business, please contact our office for the proper forms to make the change before filing this annual list.
6. Signed your check and have made it payable to the Secretary of State— If you need a receipt, please enclose a self-addressed, stamped envelope.

RECEIVED
FEB 19 1991

SECRETARY OF STATE

NAME	Ernest Flanjas	TITLE	PRESIDENT
P.O. BOX	299	STREET ADDRESS	501 Mill Street
		CITY	Ely
		ST	NV
		ZIP	89301
NAME	Jack Wilcox	TITLE	SECRETARY
P.O. BOX	299	STREET ADDRESS	501 Mill Street
		CITY	Ely
		ST	NV
		ZIP	89301
NAME	Jack Wilcox	TITLE	TREASURER
P.O. BOX	299	STREET ADDRESS	501 Mill Street
		CITY	Ely
		ST	NV
		ZIP	89301
NAME	Dave Olsen	TITLE	DIRECTOR
P.O. BOX	118	STREET ADDRESS	457 Fifth Street
		CITY	Ely
		ST	NV
		ZIP	89301
NAME		TITLE	DIRECTOR
P.O. BOX		STREET ADDRESS	
		CITY	
		ST	
		ZIP	
NAME		TITLE	DIRECTOR
P.O. BOX		STREET ADDRESS	
		CITY	
		ST	
		ZIP	

Ernest A. Flanjas
Signature of officer

Paid
Tribal

2/13/91
Date

Please return ALL copies of this form and your signed check to:
Secretary of State, Capital Complex, Carson City, NV 89710

ANNUAL LIST OF OFFICERS AND DIRECTORS

FILE NUMBER

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

7323-1984
REPRINTED
04021996

FOR THE PERIOD NOV 1991 TO 1992

The Corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

RA# 8017

GARY DEFAIRMAN
737 AVE G
ELY NV 89301

NEW RESIDENT AGENT:
DAVID R. OLSEN, ESQ
ELY CITY ATTORNEY
501 MILL ST. / P.O. BOX 299
ELY, NV 89301
(702) 287-2430

FOR OFFICE USE ONLY	
FILED (DATE)	
91-92	20.00
92-93	20.00
93-94	20.00
94-95	20.00
95-96	20.00
UNPAID	25.00
	<u>125.00</u>

I HEREBY CERTIFY THAT THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer and all Directors must be named. There must be at least one director. Last year's information has been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
2. If there are additional directors, attach a list of them to this form.
3. Return the completed form with the \$15.00 filing fee. A \$5.00 penalty must be added for failure to file this form by the deadline indicated at the top of this form. An annual list received more than 60 days before its due date shall be deemed an amended list for the previous year.
4. Make your check payable to the **Secretary of State**. If you need a receipt, enclose a self-addressed stamped envelope. To receive a certified copy, enclose a copy of this completed form, an additional \$10.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, Capitol Complex, Carson City, NV 89710 (702) 673-1513.

FILING FEE: \$15.00 PENALTY \$5.00

NAME ERNEST FLANGAS P.O. BOX	TITLE PRESIDENT	STREET ADDRESS 501 MILL STREET BOX 299	CITY ELY	ST NV	ZIP 89301
NAME JACK WILCOX P.O. BOX	TITLE SECRETARY	STREET ADDRESS 501 MILL STREET BOX 299	CITY ELY	ST NV	ZIP 89301
NAME JACK WILCOX P.O. BOX	TITLE TREASURER	STREET ADDRESS 501 MILL STREET BOX 299	CITY ELY	ST NV	ZIP 89301
NAME MARY ANN BURT P.O. BOX	TITLE DIRECTOR	STREET ADDRESS 501 MILL STREET	CITY ELY	ST NV	ZIP 89301
NAME CHARLES BASSO P.O. BOX	TITLE DIRECTOR	STREET ADDRESS 501 MILL STREET	CITY ELY	ST NV	ZIP 89301

X Signature of Officer

Walter A. ...

Date 6-29-96

7528-1981

ADDITIONAL DIRECTORS

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

* * * * *

Name: DOROTHY PHILLIPS
Title: DIRECTOR
P.O. Box: P.O. BOX 299
Street Address: 501 MILL STREET
City: ELY
State: NV
Zip: 89301

STATE OF NEVADA
SECRETARY OF STATE

CERTIFICATE OF REINSTATEMENT

I, DEAN HELLER, the duly elected Secretary of State of the State of Nevada, do hereby certify that.....

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

a corporation formed under the laws of the State of NEVADA having paid all filing fees, licenses, penalties and costs, in accordance with the provisions of Title 7 of the Nevada Revised Statutes, as amended, for the years and in the amounts as follows:

1991-92 LIST OF OFFICERS AND PENALTY.....	\$20.00
1992-93 LIST OF OFFICERS AND PENALTY.....	\$20.00
1993-94 LIST OF OFFICERS AND PENALTY.....	\$20.00
1994-95 LIST OF OFFICERS AND PENALTY.....	\$20.00
1995-96 LIST OF OFFICERS AND PENALTY.....	\$20.00
REINSTATEMENT FEE.....	\$35.00

and otherwise complied with the provisions of said section, the said corporation has been reinstated, and that by virtue of such reinstatement it is authorized to transact its business in the same manner as if the aforesaid filing fees, licenses, penalties and costs had been paid when due.

IN WITNESS WHEREOF, I have hereunto set my hand and

affixed the Great Seal of State, at my office in Carson

City, Nevada, this 4th day of

JUNE, A.D., 1996

Dean Heller

Secretary of State

By *[Signature]*

Deputy

**CERTIFICATE OF CHANGE
OF RESIDENT AGENT AND/OR
LOCATION OF REGISTERED OFFICE**
(corporations only)

752184

WHITE PINE HISTORICAL RAILROAD
Name of Corporation
FOUNDATION, INC.

The change(s) below is (are) effective upon the filing of this document with the Secretary of State.

Reason for Change: (check one) Change of Resident Agent Change Location of Registered Office

The former resident agent and/or location of the registered office was:

Resident Agent: GARY D. FAIRMAN, ESG
Street No.: 457 5th ST.
City: ELY, NV. 89301

FILED
JUL 17 1996
Dean J. ...
Secretary of State

The resident agent and/or location of the registered office is changed to:


Resident Agent: ELY CITY ATTORNEY
Street No.: 501 MILL ST.
City: ELY, NV. 89301

69279

NOTE: For a corporation to file this certificate, the signature of one officer is required. The certificate does not need to be notarized.


Signature/Title

Certificate of Acceptance of Appointment by Resident Agent: I, DAVID R. OLSEN
hereby accept the appointment as Resident Agent for the above-named business entity.


(Signature of Resident Agent)

ELY CITY ATTORNEY
6-24-96
(Date)

NOTE: The fee is \$15.00 for filing either a certificate of change of location of the registered office or a new designation of resident agent.

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

7528-1984

FOR THE PERIOD NOV 1996 TO 1997. DUE BY NOV 30, 1996.

The Corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

RA# 69279

FOR OFFICE USE ONLY
FILED (DATE)

NOV 15 1996

SECRETARY OF STATE

ELY CITY ATTORNEY
501 MILL ST
ELY NV 89301

IF THE ABOVE INFORMATION IS INCORRECT PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT ADDRESS FORM WILL BE SENT.

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer and all Directors must be named. There must be at least one director. Last year's information has been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
2. If there are additional directors, attach a list of them to this form.
3. Return the completed form with the \$15.00 filing fee. A \$5.00 penalty must be added for failure to file this form by the deadline indicated at the top of this form. An annual list received more than 60 days before its due date shall be deemed an amended list for the previous year.
4. Make your check payable to the Secretary of State. If you need a receipt, enclose a self-addressed stamped envelope. To receive a certified copy, enclose a copy of this completed form, an additional \$10.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, Capitol Complex, Carson City NV 89710 (702) 687-5105.

FILING FEE: \$15.00 PENALTY: \$5.00

NAME GEORGEANN TIMKO PO BOX	TITLE(S) PRESIDENT
STREET ADDRESS 501 MILL STREET BOX 299	CITY ELY
ST NV	ZIP 89301
NAME DEVIN RATAZZI PO BOX	TITLE(S) SECRETARY
STREET ADDRESS 501 MILL STREET BOX 299	CITY ELY
ST NV	ZIP 89301
NAME DEVIN RATAZZI PO BOX	TITLE(S) TREASURER
STREET ADDRESS 501 MILL STREET BOX 299	CITY ELY
ST NV	ZIP 89301
NAME	TITLE(S) DIRECTOR
STREET ADDRESS	CITY
ST	ZIP
NAME	TITLE(S) DIRECTOR
STREET ADDRESS	CITY
ST	ZIP

I hereby certify this annual list.

X Signature of Officer

Devin A. Ratazzi

Date

10-3-96

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

752B-1984

FOR THE PERIOD NOV 1997 TO 1998. DUE BY NOV 30, 1997.

The Corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

RA# 59279

ELY CITY ATTORNEY

501 MILL ST
ELY NV 89301

FOR OFFICE USE ONLY
FILED (DATE)

FILED
OCT 28 1997
Dean Heller
Secretary of State

IF THE ABOVE INFORMATION IS INCORRECT, PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT/ADDRESS FORM WILL BE SENT.

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer and all Directors must be named. There must be at least one director. Last year's information has been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
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5. Return the completed form to: Secretary of State, Capitol Complex, Carson City, NV 89710 (702) 687-5105

FILING FEE: \$15.00

PENALTY: \$5.00

NAME JEAN KNEESE	TITLE(S) PRESIDENT
PO BOX STREET ADDRESS CITY ST ZIP	501 MILL STREET BOX 299 ELY NV 89301
NAME DEVIN RATAZZI	TITLE(S) SECRETARY
PO BOX STREET ADDRESS CITY ST ZIP	501 MILL STREET BOX 299 ELY NV 89301
NAME DEVIN RATAZZI	TITLE(S) TREASURER
PO BOX STREET ADDRESS CITY ST ZIP	501 MILL STREET BOX 299 ELY NV 89301
NAME 	TITLE(S) DIRECTOR
PO BOX STREET ADDRESS CITY ST ZIP	501 MILL STREET BOX 299 ELY NV 89301
NAME 	TITLE(S) DIRECTOR
PO BOX STREET ADDRESS CITY ST ZIP	501 MILL STREET BOX 299 ELY NV 89301

I hereby certify this annual list.

X Signature of Officer *Dean Heller*

Date

LIST OF DIRECTORS FOR
WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

Name: DOROTHY PHILLIPS
Address: 501 MILL STREET ELY NV 89301

Name: RANDY CONNER
Address: 501 MILL STREET ELY NV 89301

Name: LETTIE McLAUGHLIN
Address: 501 MILL STREET ELY NV 89301

FILE NUMBER

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

7528-1984

FOR THE PERIOD NOV 1998 TO 1999. DUE BY NOV 30, 1998.

The Corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

RA# 69279

FOR OFFICE USE ONLY
FILED (DATE)

ELY CITY ATTORNEY

501 MILL ST
ELY NV 89301

TC
MAR - 6 1999

IF THE ABOVE INFORMATION IS INCORRECT, PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT/ADDRESS FORM WILL BE SENT.

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer and all Directors must be named. There must be at least one director. Last year's information has been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
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4. Make your check payable to the Secretary of State. If you need a receipt, enclose a self-addressed stamped envelope. To receive a certified copy, enclose a copy of this completed form, an additional \$10.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 101 North Carson Street, Suite #3, Carson City, NV 89701-4786. (702) 687-5208.

FILING FEE: \$15.00

PENALTY: \$5.00

NAME JEAN KNEESE	TITLE(S) PRESIDENT
P.O. BOX	STREET ADDRESS 501 MILL STREET BOX 299
CITY ELY	ST. STATE NV
ZIP 89301	
NAME DEVIN RATAZZI	TITLE(S) SECRETARY
P.O. BOX	STREET ADDRESS 501 MILL STREET BOX 299
CITY ELY	ST. STATE NV
ZIP 89301	
NAME SEE ATTACHED LIST	TITLE(S) TREASURER
P.O. BOX	STREET ADDRESS 501 MILL STREET BOX 299
CITY ELY	ST. STATE NV
ZIP 89301	
NAME SEE ATTACHED LIST	TITLE(S) DIRECTOR
P.O. BOX	STREET ADDRESS
CITY	ST. STATE
ZIP	
NAME SEE ATTACHED LIST	TITLE(S) DIRECTOR
P.O. BOX	STREET ADDRESS
CITY	ST. STATE
ZIP	

I hereby certify this annual list.

X Signature of Officer

Jean Kneese

Date

2/19/99

7528-84

**ANNUAL LIST OF OFFICERS, DIRECTORS AND AGENT
OF
WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.**

<u>JEAN KNEESE</u> 501 MILL STREET - BOX 299 ELY, NEVADA 89301	PRESIDENT
<u>LARRY DUNTON</u> 501 MILL STREET - BOX 299 ELY, NEVADA 89301	SECRETARY
<u>LARRY DUNTON</u> 501 MILL STREET - BOX 299 ELY, NEVADA 89301	TREASURER
<u>RANDY CONNER</u> 501 MILL STREET - BOX 299 ELY, NEVADA 89301	DIRECTOR
<u>DOROTHY PHILLIPS</u> 501 MILL STREET - BOX 299 ELY, NEVADA 89301	DIRECTOR
<u>LETTIE McLAUGHLIN</u> 501 MILL STREET - BOX 299 ELY, NEVADA 89301	DIRECTOR
<u>ELY CITY ATTORNEY</u> 501 MILL STREET ELY, NEVADA 89301	RESIDENT AGENT

TC
MAR - 6 1999

STAMP

FILE NUMBER

WHITE PINE HISTORIC RAILROAD FOUNDATION, INC.

7528-1984

FOR THE PERIOD NOV 1999 TO 2000. DUE BY NOV 30, 1999.

The Corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

RA# 69279

FOR OFFICE USE ONLY
FILED (DATE)

ELY CITY ATTORNEY

501 MILL ST
ELY NV 89301

FILED
DEC 28 1999
Dana Heller
Secretary of State

IF THE ABOVE INFORMATION IS INCORRECT, PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT/ADDRESS FORM WILL BE SENT.

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, other residence or business, for all officers and directors. A President, Secretary, Treasurer and all Directors must be named. There must be at least one director. Last year's information has been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
2. If there are additional directors, attach a list of them to this form.
3. Return the completed form with the \$15.00 filing fee. A \$5.00 penalty must be added for failure to file this form by the deadline indicated at the top of this form. An annual list received more than 60 days before its due date shall be deemed an amended list for the previous year.
4. Make your check payable to the Secretary of State. If you need a receipt, enclose a self-addressed stamped envelope. To receive a certified copy, enclose a copy of this completed form, an additional \$10.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 401 North Carson Street, Suite #3, Carson City, NV 89701-4788. (775) 684-3708.

FILING FEE: \$15.00

PENALTY: \$5.00

NAME Jean Kneese	TITLE(S) PRESIDENT
P.O. BOX STREET ADDRESS 501 Mill Street, Box 299 501 MILL STREET BOX 299 CITY Ely STATE NV ZIP 89301 ELY NV 89301	
NAME Ken Dailey	TITLE(S) SECRETARY
P.O. BOX STREET ADDRESS 501 Mill Street, Box 299 501 MILL STREET BOX 299 CITY Ely STATE NV ZIP 89301 ELY NV 89301	
NAME Kevin Robison	TITLE(S) TREASURER
P.O. BOX STREET ADDRESS 501 Mill Street, Box 299 501 MILL STREET BOX 299 CITY Ely STATE NV ZIP 89301 ELY NV 89301	
NAME Julie Spear	TITLE(S) DIRECTOR
P.O. BOX STREET ADDRESS 501 Mill Street, Box 299 501 MILL STREET BOX 299 CITY Ely STATE NV ZIP 89301 ELY NV 89301	
NAME Scott Hase	TITLE(S) DIRECTOR
P.O. BOX STREET ADDRESS 501 Mill Street, Box 299 501 MILL STREET BOX 299 CITY Ely STATE NV ZIP 89301 ELY NV 89301	

I hereby certify this annual list.

X Signature of Officer

Jean Kneese

Date

12/3/99

ANNUAL LIST OF OFFICERS, DIRECTORS AND AGENT OF NON-PROFIT

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

FILE NUMBER

7528-1984

FOR THE PERIOD NOV 2000 TO 2001. DUE BY NOV 30, 2000.

The Corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

RA# 69279

ELY CITY ATTORNEY

501 MILL ST
ELY NV 89301

FOR OFFICE USE ONLY
FILED (DATE)

FILED # _____

OCT 06 2000

IN THE OFFICE OF
John Hill
JEAN MILLER SECRETARY OF STATE

IF THE ABOVE INFORMATION IS INCORRECT, PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT/ADDRESS FORM WILL BE SENT.

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer and all Directors must be named. There must be at least one director. Last year's information has been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
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5. Return the completed form to: Secretary of State, 101 North Carson Street, Suite #3, Carson City, NV 89701-4786. (775) 684-5706.

FILING FEE: \$15.00 PENALTY: \$5.00

NAME <i>Jean Knese</i> JEAN KNESE	TITLE(S) PRESIDENT
P.O. BOX 501 MILL STREET BOX 299	CITY ELY
STREET ADDRESS 501 MILL STREET BOX 299	ST. NV
	ZIP 89301
NAME KEN DAILEY	TITLE(S) SECRETARY
P.O. BOX 501 MILL STREET BOX 299	CITY ELY
STREET ADDRESS 501 MILL STREET BOX 299	ST. NV
	ZIP 89301
NAME KEVIN ROBISON	TITLE(S) TREASURER
P.O. BOX 501 MILL STREET BOX 299	CITY ELY
STREET ADDRESS 501 MILL STREET BOX 299	ST. NV
	ZIP 89301
NAME	TITLE(S) DIRECTOR
P.O. BOX	CITY
STREET ADDRESS	ST.
	ZIP
NAME <i>Ken Dailey</i> Ken Dailey	TITLE(S) DIRECTOR
P.O. BOX 150040	CITY E. Ely
STREET ADDRESS	ST. NV
	ZIP 89315

I hereby certify this annual list.

X Signature of Officer

Date

ANNUAL LIST OF OFFICERS, DIRECTORS AND AGENT OF NON-PROFIT

FILE NUMBER

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

7528-1984

FOR THE PERIOD NOV 2001 TO 2002. DUE BY NOV 30, 2001.
 The Corporation's duly appointed resident agent in the
 State of Nevada upon whom process can be served is:

RA# 69279

ELY CITY ATTORNEY

501 MILL ST
 ELY NV 89301

FOR OFFICE USE ONLY

FILED (DATE)

20

FILED # _____

MAR 15 2002

IN THE OFFICE OF
John Hill
 JOHN HILL, SECRETARY OF STATE

IF THE ABOVE INFORMATION IS INCORRECT, PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT ADDRESS FORM WILL BE SENT.

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer and all Directors must be named. There must be at least one director. Last year's information has been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
2. If there are additional directors, attach a list of them to this form.
3. Return the completed form with the \$15.00 filing fee. A \$5.00 penalty must be added for failure to file this form by the deadline indicated at the top of this form. An annual list received more than 60 days before its due date shall be deemed an amended list for the previous year.
4. Make your check payable to the Secretary of State. If you need a receipt, enclose a self-addressed stamped envelope. To receive a certified copy, enclose a copy of this completed form, an additional \$20.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, NV 89701-4201, (775) 684-5708.
 FILING FEE: \$15.00 PENALTY: \$5.00

NAME NEVIN ROBINSON NEVIN ROBINSON	TITLE(S) CHAIRMAN CHAIRMAN
P.O. BOX	STREET ADDRESS 501 MILL STREET BOX 299
	CITY ELY
	ST. NV
	ZIP 89301
NAME SCOTT HASE SCOTT HASE	TITLE(S) VICE-CHAIRMAN VICE-CHAIRMAN
P.O. BOX	STREET ADDRESS 501 MILL STREET BOX 299
	CITY ELY
	ST. NV
	ZIP 89301
NAME SCOTT HASE SCOTT HASE	TITLE(S) TREASURER/SECRETARY
P.O. BOX	STREET ADDRESS 501 MILL STREET BOX 299
	CITY ELY
	ST. NV
	ZIP 89301
NAME	TITLE(S) DIRECTOR
P.O. BOX	STREET ADDRESS
	CITY
	ST.
	ZIP
NAME	TITLE(S) DIRECTOR
P.O. BOX	STREET ADDRESS
	CITY
	ST.
	ZIP

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of chapter 354A of NRS.

X Signature of Officer

Kevin Robinson

Date

12/28/01

ANNUAL LIST OF OFFICERS, DIRECTORS AND AGENT OF NON-PROFIT

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

FILE NUMBER

7528-1984

FOR THE PERIOD NOV 2002 TO 2003. DUE BY NOV 30, 2002.

The Corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

RA# 69279

ELY CITY ATTORNEY

501 HILL ST
ELY NV 89301

FOR OFFICE USE ONLY

FILED (DATE)

FILED #

OCT 10 2002

IN THE OFFICE OF
THE CLERK OF THE
STATE OF NEVADA

IF THE ABOVE INFORMATION IS INCORRECT, PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT ADDRESS FORM WILL BE SENT

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM

1. Include the names and addresses, either residential or business, for all officers and directors. A President, Secretary, Treasurer and all Directors must be listed. There need not be more than five directors. Last year's information has been preprinted. If you want to make changes, write out the corrected information and attach the new information where it. An officer must sign the form. FORMS WILL BE RETURNED IF UNCORRECTED.
2. If there is no addressed envelope attach a list of them to this form.
3. Return the completed form with the \$15.00 filing fee. A \$5.00 penalty must be added for failure to file this form by the deadline indicated at the top of this form. An annual fee of \$15.00 must be paid before the due date of this form or a delinquent fee for the previous year.
4. Make your check payable to the Secretary of State. If you want a receipt, attach a self-addressed stamped envelope. To receive a certified copy, attach a copy of the completed form, or additional \$25.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 320 North Carson Street, Carson City, NV 89701-4207 (775) 486-5700
FILING FEE: \$15.00 PENALTY: \$5.00

NAME SCOTT HASE	STREET ADDRESS 501 HILL STREET	CITY ELY	STATE NV	ZIP 89301	TITLE PRESIDENT
NAME STEVE LEITH	STREET ADDRESS 501 HILL STREET	CITY ELY	STATE NV	ZIP 89301	TITLE SECRETARY
NAME STEVE LEITH	STREET ADDRESS 501 HILL STREET	CITY ELY	STATE NV	ZIP 89301	TITLE TREASURER
NAME	STREET ADDRESS	CITY	STATE	ZIP	TITLE DIRECTOR
NAME	STREET ADDRESS	CITY	STATE	ZIP	TITLE DIRECTOR

I declare to the best of my knowledge under penalty of perjury that the above furnished entries are accurate and conform to the provisions of Chapter 204A of NRS.

ANNUAL LIST OF OFFICERS, DIRECTORS AND AGENT OF NON-PROFIT

FILE NUMBER

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

7528-1984

FOR THE PERIOD NOV 2003 TO 2004. DUE BY NOV 30, 2003.

The Corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

RA# 69279

ELY CITY ATTORNEY

501 MILL ST
ELY NV 89301

FOR OFFICE USE ONLY

FILED (DATE)

FILED # _____

OCT 30 2003

15
10
35

FILED IN THE OFFICE OF
SECRETARY OF STATE

IF THE ABOVE INFORMATION IS INCORRECT, PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT/ADDRESS FORM WILL BE SENT.

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, other residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. Last year's information may have been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
2. If there are additional directors, attach a list of them to this form.
3. Return the completed form with the filing fee shown above. A \$50.00 penalty must be added for failure to file this form by the deadline indicated at the top of this form. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
4. Make your check payable to the Secretary of State. To receive a certified copy, enclose an additional \$30.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 202 N. Carson St., Carson City, NV 89701-4201. (775) 684-5708.
6. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

FILING FEE: AS SHOWN ABOVE PENALTY: \$50.00

NAME SCOTT HASE	TITLE PRESIDENT (OR EQUIVALENT OF)
P.O. BOX PO BOX 151298	ADDRESS 501 MILL STREET BOX 299
CITY ELY	ST. ZIP NV 89315
NAME <i>Steve Leith</i> STEVE LEITH	TITLE SECRETARY (OR EQUIVALENT OF)
P.O. BOX PO BOX 151298	ADDRESS 501 MILL STREET BOX 299
CITY ELY	ST. ZIP NV 89315
NAME <i>John Gianoli</i> STEVE LEITH	TITLE TREASURER (OR EQUIVALENT OF)
P.O. BOX PO BOX 151298	ADDRESS 501 MILL STREET BOX 299
CITY ELY	ST. ZIP NV 89315
NAME <i>Mark Bassett</i> MARK BASSETT	TITLE DIRECTOR
P.O. BOX PO BOX 151298	ADDRESS 501 MILL STREET
CITY ELY	ST. ZIP NV 89301

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 289.730 and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Signature of Officer

Date

11/15/04
12/10 897031

ANNUAL LIST OF OFFICERS, DIRECTORS AND AGENT OF NON-PROFIT

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

FILE NUMBER

7528-1984

FOR THE PERIOD NOV 2004 TO 2005. DUE BY NOV 30, 2004.

The Corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

RA# 69279

White Pine Historical Railroad Foundation, Inc.
 ELY CITY ATTORNEY
 P.O. Box 150040
 501 MILL ST
 ELY NV 89301
 East Ely, NV 89315

FOR OFFICE USE ONLY

FILED (DATE)

FILING FEE: \$25

FILED# _____

OCT 12 2004

IN THE OFFICE OF
 DEAN HELLER, SECRETARY OF STATE

IF THE ABOVE INFORMATION IS INCORRECT, PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT/ADDRESS FORM WILL BE SENT.

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. Last year's information may have been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
2. If there are additional directors, attach a list of them to this form.
3. Return the completed form with the filing fee shown above. A \$50.00 penalty must be added for failure to file this form by the deadline indicated at the top of this form. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
4. Make your check payable to the Secretary of State. To receive a certified copy, enclose an additional \$30.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 202 N. Carson St., Carson City, NV 89701-4201. (775) 684-5708.
6. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

FILING FEE: AS SHOWN ABOVE PENALTY: \$50.00

NAME Steve Leith SCOTT HASE	TITLE(S) PRESIDENT (OR EQUIVALENT OF)
P.O. BOX PO-BOX-151298	ADDRESS 690 Stevens Ave 501-MILL-STREET-BOX-299
CITY ELY	ST. ZIP NV 89315
NAME Patti Heinbaugh STEVE LEITH	TITLE(S) SECRETARY (OR EQUIVALENT OF)
P.O. BOX	ADDRESS 766 Aultman St XXXXXXXXXXXXXXXXXXXX
CITY ELY	ST. ZIP NV 89301
NAME JOHN GIANOLI	TITLE(S) TREASURER (OR EQUIVALENT OF)
P.O. BOX	ADDRESS 1180 S Bell Ave XXXXXXXXXXXXXXXXXXXX
CITY ELY	ST. ZIP NV 89315
NAME Jerry Meyer	TITLE(S) DIRECTOR Mark Bassett
P.O. BOX	ADDRESS 1105 Mountain View Dr
CITY ELY	ST. ZIP NV 89301

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 360.760 and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

[Signature]

10/1/04

Date

01CS54
15 Nov 04/03

ANNUAL LIST OF OFFICERS, DIRECTORS AND AGENT OF ■ NON-PROFIT ■

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.
FOR THE PERIOD NOV 2005 TO 2006. DUE BY NOV 30, 2005.



C7528-1984

The Corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

ELY CITY ATTORNEY
501 MILL ST
ELY NV 89301

Filed in the office of <i>Dean Heller</i> Dean Heller Secretary of State State of Nevada	Document Number 20050453772-45
	Filing Date and Time 09/29/2005 6:31 AM
	Entry Number C7528-1984

FILING FEE: \$25

IF THE ABOVE INFORMATION IS INCORRECT, PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT/ADDRESS FORM WILL BE SENT.

THE ABOVE SPACE IS FOR OFFICE USE ONLY

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. Last year's information may have been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
2. If there are additional directors, attach a list of them to this form.
3. Return the completed form with the filing fee shown above. A \$50.00 penalty must be added for failure to file this form by the deadline indicated at the top of this form. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
4. Make your check payable to the Secretary of State. To receive a certified copy, enclose an additional \$30.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 202 N. Carson St., Carson City, NV 89701-4201. (775) 684-5708.
6. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

FILING FEE: AS SHOWN ABOVE PENALTY: \$50.00

NAME STEVE LEITH	TITLE(S) PRESIDENT (OR EQUIVALENT OF)
P.O. BOX 150040 690 STEVENS AVE	ADDRESS CITY ELY ST. NV ZIP 89315
NAME PATTI HEINBAUGH	TITLE(S) SECRETARY (OR EQUIVALENT OF)
P.O. BOX 150040 766 AULTMAN ST	ADDRESS CITY ELY ST. NV ZIP 89301
NAME JOHN GIANOLI	TITLE(S) TREASURER (OR EQUIVALENT OF)
P.O. BOX 150040 1180 S BELL AVE	ADDRESS CITY ELY ST. NV ZIP 89301
NAME	TITLE(S) DIRECTOR
P.O. BOX	ADDRESS CITY ST. ZIP

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 350.780 and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

Steve Leith
X Signature of Officer

Date **9-27-05**

ANNUAL LIST OF OFFICERS, DIRECTORS AND AGENT OF ■ NON-PROFIT ■

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.
FOR THE PERIOD NOV 2006 TO 2007. DUE BY NOV 30, 2006.



C7528-1984

The Corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

ELY CITY ATTORNEY
501 MILL ST
ELY NV 89301

Filed in the office of <i>Dean Heller</i> Dean Heller Secretary of State State of Nevada	Document Number	20060800254-67
	Filing Date and Time	12/12/2006 10:59 AM
	Entity Number	C7528-1984

**** PLEASE NOTE: YOU MAY NOW FILE YOUR ANNUAL LIST ONLINE AT WWW.SECRETARYOFSTATE.BIZ ****

FILED FEE: \$25

IF THE ABOVE INFORMATION IS INCORRECT, PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT/ADDRESS FORM WILL BE SENT.

THE ABOVE SPACE IS FOR OFFICE USE ONLY

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. Last year's information may have been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
2. If there are additional directors, attach a list of them to this form.
3. Return the completed form with the filing fee shown above. A \$50.00 penalty must be added for failure to file this form by the deadline indicated at the top of this form. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
4. Make your check payable to the Secretary of State. To receive a certified copy, enclose an additional \$30.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 202 N. Carson St., Carson City, NV 89701-4201. (775) 684-5708.
6. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

FILED FEE: AS SHOWN ABOVE PENALTY: \$50.00

NAME STEVE LEITH	TITLE(S) PRESIDENT (OR EQUIVALENT OF)
P.O. BOX BOX 150040	ADDRESS CITY ELY ST. NV ZIP 89315
NAME PATTI HEINBAUGH	TITLE(S) SECRETARY (OR EQUIVALENT OF)
P.O. BOX BOX 150040	ADDRESS CITY ELY ST. NV ZIP 89315
NAME JOHN GIANOLI	TITLE(S) TREASURER (OR EQUIVALENT OF)
P.O. BOX BOX 150040	ADDRESS CITY ELY ST. NV ZIP 89315
NAME <i>Jerrold Meyer</i>	TITLE(S) DIRECTOR
P.O. BOX 150040	ADDRESS CITY ELY ST. NV ZIP 89315

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 360.780 and acknowledge that pursuant to NRS 239.330, it is a category 2 felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

[Signature]
X Signature of Officer

Date 12/8/06

**ANNUAL LIST OF OFFICERS, DIRECTORS AND AGENT OF A NON-PROFIT
WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.
FOR THE PERIOD NOV 2007 TO 2008. DUE BY NOV 30, 2007.**



C7528-1984

The Corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

**ELY CITY ATTORNEY
501 MILL ST
ELY NV 89301**

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20070636007-01
	Filing Date and Time 09/14/2007 8:43 PM
	Entity Number C7528-1984

**** PLEASE NOTE: YOU MAY NOW FILE YOUR ANNUAL LIST ONLINE AT WWW.SECRETARYOFSTATE.BIZ ****

FILED FEE: \$25

IF THE ABOVE INFORMATION IS INCORRECT, PLEASE CHECK THIS BOX AND A CHANGE OF RESIDENT AGENT ADDRESS FORM WILL BE SENT.

THE ABOVE SPACE IS FOR OFFICE USE ONLY

PLEASE READ INSTRUCTIONS BEFORE COMPLETING AND RETURNING THIS FORM.

1. Include the names and addresses, other residences or businesses, for all officers and directors. A President, Secretary, Treasurer, or equivalent of each of them must be named. There must be at least one director. Last year's information may have been preprinted. If you need to make changes, cross out the incorrect information and insert the new information above it. An officer must sign the form. FORMS WILL BE RETURNED IF UNSIGNED.
2. If there are additional directors, attach a list of them to this form.
3. Return the completed form with the filing fee shown above. A \$25.00 penalty must be added for failure to file this form by the deadline indicated at the top of this form. An annual fee received more than 90 days before its due date shall be deemed an unrevoked fee for the previous year.
4. Make your check payable to the Secretary of State. To receive a certified copy, enclose an additional \$30.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 502 N. Carson St., Carson City, NV 89701-4201. (775) 684-6708.
6. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Passbook date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

FILED FEE: AS SHOWN ABOVE PENALTY: \$25.00

NAME John C. Gianoli	TITLE(S) PRESIDENT (OR EQUIVALENT OF)
STREET ADDRESS BOX 150040	CITY ELY
	ST. NV
	ZIP 89315
NAME PATTI HEINBAUGH	TITLE(S) SECRETARY (OR EQUIVALENT OF)
STREET ADDRESS BOX 150040	CITY ELY
	ST. NV
	ZIP 89315
NAME JOHN GIANOLI	TITLE(S) TREASURER (OR EQUIVALENT OF)
STREET ADDRESS BOX 150040	CITY ELY
	ST. NV
	ZIP 89315
NAME Steve Leith	TITLE(S) DIRECTOR
STREET ADDRESS BOX 150040	CITY ELY
	ST. NV
	ZIP 89315

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 904.700 and acknowledge that pursuant to NRS 200.000, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Signature of Officer

Date

SL0804

(NONPROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT OF

FILE NUMBER

White Pine Historical Railroad Foundation Inc

C7528-1984

FOR THE FILING PERIOD OF [] TO []

The entity's duly appointed registered agent in the State of Nevada upon whom process can be served is:

[Empty box for registered agent information]

A FORM TO CHANGE REGISTERED AGENT INFORMATION CAN BE FOUND ON OUR WEBSITE: www.nvsos.gov

Filed in the office of [Signature] Document Number 20080761422-02
Filing Date and Time 11/19/2008 10:45 AM
Entity Number C7528-1984

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

[] Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

YOU MAY NOW FILE YOUR ANNUAL LIST ONLINE AT www.nvsos.gov

IMPORTANT: Read instructions before completing and returning this form.

- 1. Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
2. If there are additional officers, attach a list of them to this form.
3. Return the completed form with the \$25.00 filing fee, if no capitalization. A \$50.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
4. Make your check payable to the Secretary of State. Your canceled check will constitute a certificate to transact business.
5. Ordering Copies: If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
6. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
7. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

FILING FEE: \$25.00 (IF NO CAPITALIZATION) LATE PENALTY: \$50.00

NAME: John C. Giandi TITLE(S): PRESIDENT (OR EQUIVALENT OF) ADDRESS: P.O. Box 150040 CITY: Elko STATE: NV ZIP CODE: 89315
NAME: Steve Leith TITLE(S): SECRETARY (OR EQUIVALENT OF) ADDRESS: P.O. Box 150040 CITY: Elko STATE: NV ZIP CODE: 89315
NAME: JERRY GUST TITLE(S): TREASURER (OR EQUIVALENT OF) ADDRESS: P.O. Box 150040 CITY: Elko STATE: NV ZIP CODE: 89315
NAME: Randy Larson TITLE(S): DIRECTOR ADDRESS: P.O. Box 150040 CITY: Elko STATE: NV ZIP CODE: 89315

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 360.780 and acknowledge that pursuant to NRS 229.530, it is a category 6 felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

[Signature] Signature of Officer

Title Executive Director Date 11/08/08

Nevada Secretary of State Annual List Nonprofit Revised: 7-1-08

(NONPROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT OF

FILE NUMBER

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

C7528-1984

(Name of Corporation)

FOR THE FILING PERIOD OF

11/2009

TO

11/2010


The corporation's duly appointed registered agent in the State of Nevada upon whom process can be served is:

ELY CITY ATTORNEY
501 MILL ST
ELY, NV 89301

Filed in the office of

Document Number

20100114776-19


Ross Miller
Secretary of State
State of Nevada

Filing Date and Time

02/24/2010 9:24 AM

Entity Number

C7528-1984

CHECK BOX IF YOU REQUIRE A FORM TO UPDATE YOUR REGISTERED AGENT INFORMATION

(This document was filed electronically.)
THE ABOVE SPACE IS FOR OFFICE USE ONLY

Important: Read instructions before completing and returning this form.

1. Print or type names and addresses, either residence or business for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An officer must sign the form. ~~FORM WILL BE RETURNED UNLESS SIGNED~~
2. If there are additional directors attach a list of them to this form.
3. Return the completed form with the \$25.00 filing fee, if no capitalization. A \$50.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
4. Make your check payable to the Secretary of State. Your canceled check will constitute a certificate to transact business. To receive a certified copy, enclose an additional \$30.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, NV 89701-4201, (775) 884-5708 & Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

FILING FEE \$25.00 IF NO CAPITALIZATION. LATE PENALTY \$50.00

NAME		TITLE(S)	
JOHN D GIANOLI		PRESIDENT (OR EQUIVALENT OF)	
ADDRESS	CITY	ST	ZIP
BOX 150040	ELY	NV	89315
NAME		TITLE(S)	
STEVE LEITH		SECRETARY (OR EQUIVALENT OF)	
ADDRESS	CITY	ST	ZIP
BOX 150040	ELY	NV	89315
NAME		TITLE(S)	
TERRY GUST		TREASURER (OR EQUIVALENT OF)	
ADDRESS	CITY	ST	ZIP
BOX 150040	ELY	NV	89315
NAME		TITLE(S)	
RANDY LARSON		DIRECTOR	
ADDRESS	CITY	ST	ZIP
BOX 150040	ELY	NV	89315

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 350.780 and acknowledge that pursuant to NRS 239.330, it is a category C failure to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Signature of Officer: MARGARET M O'BRIEN

Title: OFFICE MANAGER

Date: 2/24/2010 9:21:52 AM

(NONPROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT OF

FILE NUMBER

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

C7528-1984

(Name of Corporation)

FOR THE FILING PERIOD OF 11/2010

TO 11/2011

The corporation's duly appointed registered agent in the State of Nevada upon whom process can be served is:

ELY CITY ATTORNEY
501 MILL ST
ELY, NV 89301

Filed in the office of

Document Number

20110068294-13

Filing Date and Time

01/27/2011 4:57 PM

Ross Miller
Secretary of State
State of Nevada

Entity Number

C7528-1984

CHECK BOX IF YOU REQUIRE A FORM TO UPDATE YOUR REGISTERED AGENT INFORMATION

(This document was filed electronically.)
THE ABOVE STATE IS FOR OFFICE USE ONLY

Important: Read instructions before completing and returning this form.

- Print or type names and addresses, either residence or business for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An officer must sign the form. ~~ELIGIBLE TO BE REMOVED FROM SERVICE~~
- If there are additional directors attach a list of them to this form.
- Return the completed form with the \$25.00 filing fee, if no capitalization. A \$50.00 penalty must be added for failure to file the form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
- Make your check payable to the Secretary of State. Your cashed check will constitute a certificate to transact business. To receive a certified copy, enclose an additional \$30.00 and appropriate instructions.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, NV 89701-4201, (775) 684-5708
- Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

FILING FEE \$25.00 IF NO CAPITALIZATION LATE PENALTY \$50.00

NAME		TITLE(S)	
JOHN C GIANOU		PRESIDENT (OR EQUIVALENT OF)	
ADDRESS	CITY	ST	ZIP
BOX 150040	ELY	NV	89315
NAME		TITLE(S)	
STEVE LEITH		SECRETARY (OR EQUIVALENT OF)	
ADDRESS	CITY	ST	ZIP
BOX 150040	ELY	NV	89315
NAME		TITLE(S)	
TERRY GUST		TREASURER (OR EQUIVALENT OF)	
ADDRESS	CITY	ST	ZIP
BOX 150040	ELY	NV	89315
NAME		TITLE(S)	
RANDY LARSON		DIRECTOR	
ADDRESS	CITY	ST	ZIP
BOX 150040	ELY	NV	89315

I declare, to the best of my knowledge and belief, that the above mentioned entity has complied with the provisions of NRS 360.730 and acknowledge that pursuant to NRS 239.320, it is a category C entity knowingly or negligently failed to furnish instruments for filing in the Office of the Secretary of State.

X Signature of Officer MARK BASSETT

Title DIRECTOR

Date 1/27/2011 4:56:32 PM

(NONPROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT OF

FILE NUMBER

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

C7528-1984

(Name of Corporation)


FOR THE FILING PERIOD OF 11/2011

TO 11/2012

The corporation's duly appointed registered agent in the State of Nevada upon whom process can be served is:

ELY CITY ATTORNEY
501 MILL ST
ELY, NV 89301

CHECK BOX IF YOU REQUIRE A FORM TO UPDATE YOUR REGISTERED AGENT INFORMATION

 Ross Miller Secretary of State State of Nevada	Filed in the office of	Document Number
		20120042202-95
		Filing Date and Time
		01/21/2012 1:23 PM
	Entry Number	C7528-1984

(This document was filed electronically.)
FOR AGENT USE ONLY

Important: Read instructions before completing and returning this form.

1. Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An officer must sign the form. **FORM WILL BE RETURNED IF UNMAILED**
2. If there are additional directors attach a list of them to this form.
3. Return the completed form with the \$25.00 filing fee, if no capitalization. A \$50.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before the due date shall be deemed an amended list for the previous year.
4. Make your check payable to the Secretary of State. Your canceled check will constitute a certificate to transact business. To receive a certified copy, enclose an additional \$30.00 and appropriate instructions.
5. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, NV 89701-4201, (775) 684-5709
- 6 Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

FILING FEE \$25.00 IF NO CAPITALIZATION LATE PENALTY \$50.00

NAME		TITLE(S)	
JOHN C GIANOLI		PRESIDENT (OR EQUIVALENT OF)	
ADDRESS	CITY	ST	ZIP
BOX 150040	ELY	NV	89315
NAME		TITLE(S)	
STEVE LEITH		SECRETARY (OR EQUIVALENT OF)	
ADDRESS	CITY	ST	ZIP
BOX 150040	ELY	NV	89315
NAME		TITLE(S)	
RANDY LARSON		TREASURER (OR EQUIVALENT OF)	
ADDRESS	CITY	ST	ZIP
BOX 150040	ELY	NV	89315
NAME		TITLE(S)	
MARK S BASSETT		DIRECTOR	
ADDRESS	CITY	ST	ZIP
PO BOX 150040	ELY	NV	89315

I declare, to the best of my knowledge and under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 350.730 and acknowledges that pursuant to NRS 239.340, it is a category C failure to knowingly offer any false or forged instrument for filing at the Office of the Secretary of State.

X Signature of Officer: MARGARET M OBRIEN

Title: OFFICE MANAGER

Date: 1/21/2012 1:18:51 PM

(NONPROFIT) ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT OF

FILE NUMBER

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

C7528-1984

NAME OF CORPORATION

FOR THE FILING PERIOD OF NOV, 2012 TO NOV, 2013



110203

The entity's duly appointed registered agent in the State of Nevada upon whom process can be served is:

ELY CITY ATTORNEY
501 MILL ST
ELY, NV 89301

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number
	20130063033-01
	Filing Date and Time
	01/30/2013 10:21 AM
Entity Number	
C7528-1984	

A FORM TO CHANGE REGISTERED AGENT INFORMATION CAN BE FOUND ON OUR WEBSITE: www.nvsos.gov

(This document was filed electronically.)
ABOVE SPACE IS FOR OFFICE USE ONLY

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

****YOU MAY NOW FILE YOUR ANNUAL LIST ONLINE AT www.nvsos.gov****

IMPORTANT: Read instructions before completing and returning this form.

- Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
- If there are additional officers, attach a list of them to this form.
- Return the completed form with the \$25.00 filing fee, if no capitalization. A \$50.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
- Nonprofit entities formed under NRS Chapters 80 and 81 without 501(c) nonprofit designation are required to maintain a state-business license. Those with 501(c) designation must indicate by checking box below. For those requiring a State Business License, the fee is \$200.00.
- Make your check payable to the Secretary of State. Your canceled check will constitute a certificate to transact business.
- Ordering Copies:** If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

FILING FEE: \$25.00 (IF NO CAPITALIZATION) LATE PENALTY: \$50.00

For NRS Chapter 80 and 81 nonprofit corporations:

Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the business license fee. Exemption code 002

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NAME	TITLE(S)
JOHN C GIANOLI	PRESIDENT (OR EQUIVALENT OF)
ADDRESS	CITY STATE ZIP CODE
BOX 150040 , USA	ELY NV 89315
NAME	TITLE(S)
STEVE LEITH	SECRETARY (OR EQUIVALENT OF)
ADDRESS	CITY STATE ZIP CODE
BOX 150040 , USA	ELY NV 89315
NAME	TITLE(S)
RANDY LARSON	TREASURER (OR EQUIVALENT OF)
ADDRESS	CITY STATE ZIP CODE
BOX 150040 , USA	ELY NV 89315
NAME	TITLE(S)
MARK S BASSETT	DIRECTOR
ADDRESS	CITY STATE ZIP CODE
PO BOX 150040 , USA	ELY NV 89315

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS Chapter 76 and I acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

MARK BASSETT

Title: DIRECTOR Date: 1/30/2013 10:20:56 AM

Signature of Officer

Nevada Secretary of State Annual List Nonprofit Revised: 7-5-11

(NONPROFIT) INITIAL/ANNUAL LIST OF OFFICERS AND DIRECTORS OF

ENTITY NUMBER

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

C7528-1984

NAME OF CORPORATION

FOR THE FILING PERIOD OF NOV, 2013 TO NOV, 2014



100201

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

YOU MAY NOW FILE THIS LIST ONLINE AT www.nvsilverflume.gov

IMPORTANT: Read instructions before completing and returning this form.

- 1. Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An Officer or other authorized signer must sign the form. FORM WILL BE RETURNED IF UNSIGNED.
2. If there are additional officers, attach a list of them to this form.
3. Return the completed form with the \$25.00 filing fee, if no capitalization. A \$50.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
4. Nonprofit entities formed under NRS Chapters 80 and 81 without 501(c) nonprofit designation are required to maintain a state business license. Those with 501(c) designation must indicate by checking box below. For those requiring a State Business License, the fee is \$200.00.
5. If nonprofit corporation intends to solicit charitable contributions, the Charitable Solicitation Registration Statement must be completed and attached. Failure to include the statement may result in rejection.
6. Make your check payable to the Secretary of State. Your canceled check will constitute a certificate to transact business.
7. Ordering Copies: If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
8. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
9. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.

Filed in the office of Ross Miller, Secretary of State, State of Nevada. Document Number: 20130728313-90. Filing Date and Time: 11/05/2013 4:24 PM. Entity Number: C7528-1984.

(This document was filed electronically.) ABOVE SPACE IS FOR OFFICE USE ONLY

FILING FEE: \$25.00 (IF NO CAPITALIZATION) LATE PENALTY: \$50.00 (if filing late)

Does Corporation intend to solicit charitable/tax deductible contributions? Yes No *If yes, registration statement is required as of January 1, 2014.

For NRS Chapter 80 and 81 nonprofit corporations: Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the business license fee. Exemption code 002. NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.
NAME: JOHN C GLANOLI, TITLE(S): PRESIDENT (OR EQUIVALENT OF), ADDRESS: BOX 150040, USA, CITY: ELY, STATE: NV, ZIP CODE: 89315.
NAME: STEVE LEITH, TITLE(S): SECRETARY (OR EQUIVALENT OF), ADDRESS: BOX 150040, USA, CITY: ELY, STATE: NV, ZIP CODE: 89315.
NAME: RANDY LARSON, TITLE(S): TREASURER (OR EQUIVALENT OF), ADDRESS: BOX 150040, USA, CITY: ELY, STATE: NV, ZIP CODE: 89315.
NAME: MARK S BASSETT, TITLE(S): DIRECTOR, ADDRESS: PO BOX 150040, USA, CITY: ELY, STATE: NV, ZIP CODE: 89315.

None of the officers or directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

Signature of Officer or Other Authorized Signature: MARK BASSETT

Title: EXECUTIVE DIRECTOR Date: 11/5/2013 4:24:42 PM

EXHIBIT B

BY-LAWS OF THE WHITE PINE
HISTORICAL RAILROAD FOUNDATION, INC.

ARTICLE I
OFFICES

The principal office of the corporation shall be located at the City of Ely, County of White Pine, State of Nevada. The Corporation may have such other offices, either within or without the State of Nevada, as the trustees may determine from time to time.

ARTICLE II
TRUSTEES

SECTION 1.01. Trustees. The exercise of the powers of the Corporation, with the right to delegate to officers and agents to performance of duties in the exercise of powers, shall be vested in the Board of Trustees.

SECTION 1.02. Selection of Trustees. The Trustees of the Corporation shall be selected as provided in the Articles of Incorporation.

SECTION 1.03. Annual Meetings of Trustees. The Board of Trustees of the Corporation shall meet annually each year at a meeting held at City Hall, City of Ely, County of White Pine, State of Nevada, on the last week of September, of each year beginning with the year 1985 for the purpose of appointing any members to the Management Board as may be up for election. If the date fixed for the annual meeting is a legal holiday in the State of Nevada, such meeting shall be held on the next succeeding business day. If the appointment of any members of the Management Board is not held on the date designated herein for any annual meeting, or any adjournment thereof, the Trustees shall cause the election to be held at a special meeting of the Trustees as soon thereafter as is convenient.

SECTION 1.04. Voting Rights of Trustees. Each member of the Board of Trustees shall be entitled to one vote on each matter submitted to a vote of the Trustees.

SECTION 1.05. Termination/Resignation of Membership. The Board of Trustees may only resign from their duty or terminate their duties if they are no longer members of the Ely City Council.

SECTION 1.06. Special Meetings. Special meetings of the Board of Trustees may be called by the Mayor of the City of Ely, or by any member of the Board of Trustees. All such meetings shall be held at the City of Ely, County of White Pine,

State of Nevada. Notice shall be given as provided in Section 1.07. If all of the members shall meet at the prescribed time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 1.07. Notice of Meetings. Written notice stating the place, date, and hour of any meetings of the Trustees shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than five (5) days nor more than ten (10) days before the date of such meeting, by or at the direction of the Mayor. If all Trustees consent to the time and place of the holding of any meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 1.08. Informal Action by Trustees. Any action required by law to be taken at a meeting of the Trustees, or any action that may be taken at a meeting of the Trustees, may be taken without a meeting if a consent in writing, setting forth the actions so taken, assigned by all the Trustees entitled to vote with respect to the subject matter thereof.

SECTION 1.09. Quorum. Three-fifths (3/5) of the Trustees shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the Trustees, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

SECTION 1.10. Proxies. At any meeting of the Trustees, a Trustee entitled to vote may vote by proxy in writing by the Trustee or by his duly authorized attorney in fact

ARTICLE II

MANAGEMENT BOARD

SECTION 2.01. General Powers. The affairs of the Corporation shall be managed by its Management Board.

SECTION 2.02. Selection of Management Board. The Management Board shall be nominated by the Mayor and confirmed by the Trustees at such times as the term of office for each Management Board Member expires.

SECTION 2.03. Number, Tenure and Qualifications. The number of the Management Board shall be five (5). The Management Board shall be appointed as follows:

1 Members of the Management Board for a 4
year term of office

1 Members of the Management Board for a 3
year term of office

2 Members of the Management Board for a 2
year term of office

1 Members of the Management Board for a 1
year term of office

SECTION 2.04. Regular Meetings. A regular meeting of the Management Board shall be held without any other notice than this by-law immediately after, and at the same place as, the annual meeting of Trustees. The Management Board may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

SECTION 2.05. Special Meetings. Special meetings of the Management Board may be called by or at the request of the Chairman or any two (2) Management Board members, and shall be held at the principal office of the Corporation or at any such other place as the members may determine.

SECTION 2.06. Notice. Notice of any special meeting of the Management Board shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each Management Board member at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelop so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Management Board member may waive notice of any meeting. The attendance of a Management Board meeting shall constitute a waiver of notice of such meeting, except where a Management Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 2.07. Quorum. A majority of the Management Board members shall constitute a Quorum to any meeting of the Management Board; but if less than a majority of the Management Board members are present at any meeting, a majority of the Management Board members present may adjourn the meeting from time to time without further notice.

SECTION 2.08. Board Decisions. The act of a majority of the Management Board members present at a meeting at which a

quorum is present shall be the act of the Management Board, unless the act of a greater number is required by law or by these bylaws.

SECTION 2.09. Vacancies. Any vacancy occurring in the Management Board shall be filled by the Trustees at a special meeting held for that purpose. A Management Board member appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

SECTION 2.10. Compensation. The Management Board members shall not receive any compensation for serving as a member, however, any Management Board Member may be reimbursed for expenses incurred by them as approved by the Management Board.

ARTICLE III

COMMITTEES

SECTION 3.01. Committees of Management Board Members. The Management Board members, by resolution adopted by a majority of the Management Board members, may designate one or more committees, each of which shall consist of two (2) or more Management Board Members, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Management Board members in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Management Board members, of any responsibility imposed on he or she by law.

SECTION 3.02. Other Committees. Other committees not having and exercising the authority of the Management Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Management Board members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation. Any member thereof may be removed by the Management Board Committee by a majority vote thereof whenever in their judgment the best interest of the Corporation shall be served by such removal.

ARTICLE IV

BOOKS AND RECORDS

SECTION 4.01. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Trustees, Management Board, Committees having and exercising any authority

over the Corporation. The books and records of the Corporation shall be kept at the principal office, and further, there shall be maintained a record giving the names and addresses of the members at the principal office. All books and records of the Corporation may be inspected by any member, his agent or attorney, for any proper purpose at any reasonable time.

SECTION 4.02. Checking Account. All checks shall be signed by two (2) members of the Management Board.

ARTICLE V

FISCAL YEAR

SECTION 5.01. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of July in each year and end a midnight on the 30th day of June of the following year.

ARTICLE VI

WAIVER OF NOTICE

SECTION 6.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the by-laws contained herein or under the provisions of the Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VII

AMENDMENT OF BY-LAWS

SECTION 7.01. Amendment of By-Laws. These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a majority of the Management Committee at any regular meeting or at any special meeting, if at least five (5) days' notice is given of the intention to alter, amend, or repeal or to adopt new by-laws at such meeting or vote of the Management Board at any regular or special meeting. All By-Laws shall be approved by a majority for the quorum of the Trustees at any meeting held for the purpose of approving the same.

Dated This 23 day of APRIL, 1985.


Trustee


Trustee


Trustee


Trustee


Trustee

EXHIBIT C

BY-LAWS OF THE WHITE PINE
HISTORICAL RAILROAD FOUNDATION, INC.

ARTICLE I
OFFICES

SECTION 1.01. The principal office of the Corporation shall be located at the City of Ely, County of White Pine, State of Nevada. The Corporation may have such other offices, either within or without the State of Nevada, as the trustees may determine from time to time.

ARTICLE II
TRUSTEES

SECTION 2.01. Trustees. The exercise of the powers of the Corporation, with the right to delegate to officers and agents to performance of duties in the exercise of powers, shall be vested in the Board of Trustees.

SECTION 2.02. Selection of Trustees. The Trustees of the Corporation shall be selected as provided in the Articles of Incorporation.

SECTION 2.03. Annual Meetings of Trustees. The Board of Trustees of the Corporation shall meet annually each year at a meeting held at City Hall City of Ely, County of White Pine, State of Nevada, on the last week of September, of each year beginning with the year 1985 for the purpose of appointing any members to the Management Board as may be up for election. If the date fixed for the annual meeting is a legal holiday in the State of Nevada, such meeting shall be held on the next succeeding business day. If the appointment of any members of the Management Board is not held on the date designated herein for any annual meeting, or any adjournment thereof, the Trustees shall cause the election to be held at a special meeting of the Trustees as soon thereafter as is convenient.

SECTION 2.04. Termination/Resignation of Membership. The Board of Trustees may only resign from their duty or terminate their duties if they are no longer members of the Ely City Council.

SECTION 2.05. Special Meetings. Special meetings of the Board of Trustees may be called by the Mayor of the City of Ely, or by any members of the Board of Trustees. All such meetings shall be held at the City of Ely, County of White Pine, State of Nevada. Notice shall be given as provided in the Nevada Open Meeting Law. If all of the members shall meet at the prescribed time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 2.06. Notice of Meetings. Written notice stating the place, date, and hour of any meeting of the Trustees shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than five (5) days nor more than ten (10) days before the date of such meeting, by or at the direction of the Mayor. If all Trustees consent to the time and place of the holding of any meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 2.07. Quorum. Three-fifths (3/5) of the Trustees shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the Trustees, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

SECTION 2.08. Proxies. At any meeting of the Trustees, a Trustee entitled to vote may vote by proxy in writing by the Trustee or by his duly authorized attorney in fact.

ARTICLE III
MANAGEMENT BOARD

SECTION 3.01. General Powers. The Affairs of the Corporation shall be managed by its Management Board.

SECTION 3.02. Selection of Management Board. The Management Board shall be nominated by the Mayor and confirmed by the Trustees at such times as the term of office for each Management Board Member expires.

SECTION 3.03. Number, Tenure, and Qualifications. The number of the Management Board shall be five (5). The Management Board shall be appointed as follows:

One (1) Members of the Management Board for a four (4) year term of office

One (1) Members of the Management Board for a three (3) year term of office

Two (2) Members of the Management Board for a two (2) year term of office

One (1) Members of the Management Board for a one (1) year term of office.

Each Board Member's term after the initial term noted above, shall be four (4) years. At the expiration of each term, the trustees shall have the option to reappoint the serving Board Member or appoint a new Board Member.

SECTION 3.04. Regular Meeting. A regular meeting of the Management Board shall be held without any other notice than this by-law immediately after, and at the same place as, the annual meeting of Trustees. The Management board may provide, by resolution, the time and place for holding additional regular meeting without other notice than such resolution. Additional regular meeting shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

SECTION 3.05. Special Meetings. Special meeting of the Management Board may be called by or at the request of the Chairman or any two (2) Management Board members, and shall be held at the principal office of the Corporation or at any such other place as the members may determine.

SECTION 3.06. Notice. Notice of any special meeting of the Management Board shall be given at least three (3) days previously thereto by written notice delivered personally or sent by mail or telegram to each Management Board member at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited into the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered when the facsimile is sent. Any Management Board member may waive notice of any meeting. The attendance of a Management Board meeting shall constitute a waiver of notice of such meeting, except where a Management Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these by-laws. Notices of Management Board meetings shall be provided to the public and provided under the terms of Nevada's Open Meeting Law.

SECTION 3.07. Quorum. A majority of the Management Board members shall constitute a Quorum to any meeting of the Management Board; but if less than a majority of the Management Board members are present at any meeting, a majority of the Management Board members present may adjourn the meeting from time to time without further notice.

SECTION 3.08. Board Decisions. The act of a majority of the Management Board members present at a meeting at which a quorum is present shall be the act of the Management Board, unless the act of a greater number is required by law or by these bylaws.

SECTION 3.09. Vacancies. Any vacancy occurring in the Management Board shall be filled by the Trustees at a special meeting held for that purpose. A Management Board member appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

SECTION 3.10. Compensation. The Management Board members shall not receive any compensation for serving as a member, however, any Management Board member may be reimbursed for expense incurred by them as approved by the Management Board.

SECTION 3.11. Resignation/Removal. Members of the Management Board may resign in writing delivered to the Trustees. Any resignation will be effective on acceptance by the Board of Trustees. Any member of the Management Board may be removed by the Board of Trustees for reasonable cause. Reasonable cause is defined as misfeasance, malfeasance, or commission of any felony.

ARTICLE IV COMMITTEES

SECTION 4.01. Committees of Management Board Members. The Management Board members, may designate one or more committees, each of which shall consist of two (2) or more Management Board Members, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Management Board members in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Management board members, of any responsibility imposed on he or she by law.

SECTION 4.02. Other Committees. Other committees not having and exercising the authority of the Management Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Management Board members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation. Any member thereof may be removed by the Management Board Committee by a majority vote thereof whenever in their judgement the best interest of the Corporation shall be served by such removal.

ARTICLE V BOOKS AND RECORDS

SECTION 5.01. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Trustees, Management Board, Committees having and exercising any authority over the corporation. The books and records of the Corporation shall be kept at the principal office, and further, there shall be maintained a record giving the names and addresses of the members at the principal office. All books and records of the Corporation may be inspected by any member, his agent or attorney, for any proper purpose at any reasonable time.

SECTION 5.02. Checking Account. All checks shall be signed by two (2) members of the Management Board or it's designee(s).

ARTICLE VI
FISCAL YEAR

SECTION 6.01. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January in each calendar year and end at midnight on the 31st day of December of the same year.

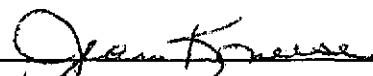
ARTICLE VII
WAIVER OF NOTICE

SECTION 7.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the by-laws contained herein or under the provisions of the Article of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.


ARTICLE VIII
AMENDMENT OF BY-LAWS

SECTION 8.01. Amendment of By-Laws. These by-law may be altered, amended, or repealed, and new by-laws my be adopted by a majority of the Management Committee at any regular meeting or at any special meeting, if at least five (5) days' notice is given of the intention to alter, amend, or repeal or to adopt new by-laws at such meeting or vote of the Management Board at any regular or special meeting. All By-Laws shall be approved by a majority of a quorum of the Trustees at any meeting held for the purpose of approving the same.

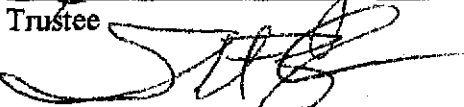
As of the 1st day of January, 2000



Trustee



Trustee



Trustee



Trustee

Trustee

EXHIBIT D

BY-LAWS OF THE WHITE PINE
HISTORICAL RAILROAD FOUNDATION, INC.

ARTICLE I
OFFICES

SECTION 1.01. The principal office of the Corporation shall be located at the City of Ely, County of White Pine, State of Nevada. The Corporation may have such other offices, either within or without the State of Nevada, as the trustees may determine from time to time.

ARTICLE II
TRUSTEES

SECTION 2.01. Trustees. The exercise of the powers of the Corporation, with the right to delegate to officers and agents to performance of duties in the exercise of powers, shall be vested in the Board of Trustees.

SECTION 2.02. Selection of Trustees. The Trustees of the Corporation shall be selected as provided in the Articles of Incorporation.

SECTION 2.03. Annual Meetings of Trustees. The Board of Trustees of the Corporation shall meet annually each year at a meeting held at City Hall of Ely, County of White Pine, State of Nevada, on the last week of September, of each year beginning with the year 1985 for the purpose of appointing any members to the Management Board as may be up for election. If the date fixed for the annual meeting is a legal holiday in the State of Nevada, such meeting shall be held on the next succeeding business day. If the appointment of any members of the Management Board is not held on the date designated herein for any annual meeting, or any adjournment thereof, the Trustees shall cause the election to be held at a special meeting of the Trustees as soon thereafter as is convenient.

SECTION 2.04. Termination/Resignation of Membership. The Board of Trustees may only resign from their duty or terminate their duties if they are no longer members of the Ely City Council.

SECTION 2.05. Special Meetings. Special meetings of the Board or Trustees may be called by the Mayor of the City of Ely, or by any members of the Board of Trustees. All such meetings shall be held at the City of Ely, County of White Pine, State of Nevada. Notice shall be given as provided in the Nevada Open Meeting Law. If all of the members shall meet at the prescribed time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 2.06. Notice of Meetings. Written notice stating the place, date, and hour of any meeting of the Trustees shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than five (5) days nor more than ten

(10) days before the date of such meeting, by or at the direction of the Mayor. If all Trustees consent to the time and place of the holding of any meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 2.07. Quorum. Three-fifths (3/5) of the Trustees shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the Trustees, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

SECTION 2.08 Proxies. At any meeting of the Trustees, a Trustee entitled to vote may vote by proxy in writing by the Trustee or by his duly authorized attorney in fact.

ARTICLE III MANAGEMENT BOARD

SECTION 3.01. General Powers. The Affairs of the Corporation shall be managed by its Management Board.

SECTION 3.02. Selection of Management Board. The Management Board shall be nominated by the Mayor and confirmed by the Trustees at such times as the term of office for each Management Board Member expires.

SECTION 3.03. Number, Tenure, and Qualifications. The number of the Management Board shall be five (5). The Management Board shall be appointed as follows:
One (1) Members of the Management Board for a four (4) year term of office
One (1) Members of the Management Board for a three (3) year term of office
Two (2) Members of the Management Board for a two (2) year term of office
One (1) Members of the Management Board for a one (1) year term of office

Each Board Member's term after the initial term noted above, shall be four (4) years. At the expiration of each term, the trustees shall have the option to reappoint the serving Board Member or appoint a new Board Member.

A Chairman shall be appointed to serve a term of four (4) years. The Chairman chairs the meeting under Roberts Rules of Order. The Chairman will only vote when there is a tie vote of the Management Board.

SECTION 3.04. Regular Meeting. A regular meeting of the Management Board shall be held without any other notice than this by-law immediately after, and at the same place as, the annual meeting of Trustees. The Management board may provide, by resolution, the time and place for holding additional regular meeting without other notice than such resolution. Additional regular meeting shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

SECTION 3.05. Special Meeting. A regular meeting of the Management Board shall be held without any other notice than this by-law immediately after, and at the same place as, the annual meeting of Trustees. The Management board may provide, by resolution,

the time and place for holding additional regular meeting without other notice than such resolution. Additional regular meeting shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

SECTION 3.06. Notice. Notice of any special meeting of the Management Board shall be given at least three (3) days previously thereto by written notice delivered personally or sent by mail or telegram to each Management Board member at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited into the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered when the facsimile is sent. If notice is given by Board member may waive notice of any meeting. The attendance of a Management Board meeting attends a meeting for the express purpose of objecting to the transaction of any business because the specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these by-laws. Notices of Management Board meetings shall be provided to the public and provided under the terms of Nevada's Open Meeting Law.

SECTION 3.07. Quorum. A majority of the Management Board members shall constitute a Quorum to any meeting of the Management Board; but if less than a majority of the Management Board members are present at any meeting,, a majority of the Management Board members present may adjourn the meeting from time to time without further notice.

SECTION 3.08. Board Decisions. The act of a majority of the Management Board members present at a meeting at which a quorum is present shall be the act of the Management Board, unless the act of a greater number is required by law or by these by-laws.

SECTION 3.09. Vacancies. Any vacancy occurring in the Management Board shall be filled by the Trustees at a special meeting held for that purpose. A Management Board member appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

SECTION 3.10. Compensation. The Management Board members shall not receive any compensation for serving as a member, however, any Management Board member may be reimbursed for expense incurred by them as approved by the Management Board.

SECTION 3.11. Resignation/Removal. Members of the Management Board may resign in writing delivered to the Trustees. Any resignation will be affective on acceptance by the Board of Trustees. Any member of the Management Board may be removed by the Board of Trustees for reasonable cause. Reasonable cause is defined as misfeasance, malfeasance, or commission of any felony.

ARTICLE IV COMMITTEES

SECTION 4.01. Committees of Management Board Members. The Management Board members, may designate one or more committees, each of which shall consist of two (2) or more Management Board Members, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Management Board members in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Management board members, of any responsibility imposed on he or she by –law.

SECTION 4.02. Other Committees. Other committees not having and exercising the authority of the Management Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Management Board member present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, member of each such committee shall be members of the Corporation. Any member thereof may be removed by the Management Board Committee by a majority vote thereof whenever in their judgement the best interest of the Corporation shall be served by such removal.

ARTICLE V BOOKS AND RECORDS

SECTION 5.01. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Trustees, Management Board, Committees having and exercising any authority over the corporation. The books and records of the Corporation shall be kept at the principal office, and further, there shall be maintained a record giving the names and addresses of the members at the principal office. All books and records of the Corporation may be inspected by any member, his agent or attorney, for any proper purpose at any reasonable time.

SECTION 5.02. Checking Account. All checks shall be signed by two (2) members of the Management Board or it's designee(s).

ARTICLE VI FISCAL YEAR

SECTION 6.01. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January in each calendar year and end at midnight on the 31st day of December of the same year.

ARTICLE VII WAIVER OF NOTICE

SECTION 7.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the by-laws contained herein or under the provisions of the Article of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such

notice, whether before or after the time started therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII
AMENDMENT OF BY-LAWS

SECTION 8.01. Amendment of By-Laws. These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a majority of the Management Committee at any regular meeting or at any special meeting, if at least five (5) days' notice is given of the intention to alter, amend, or repeal or to adopt new by-laws at such meeting or vote of the Management Board at any regular or special meeting. All By-Laws shall be approved by a majority of a quorum of the Trustees at any meeting held for the purpose of approving the same.

As of the 14th day of September, 2007

Trustee

Trustee

Trustee

Trustee

Trustee

EXHIBIT E

BY-LAWS OF THE WHITE PINE
HISTORICAL RAILROAD FOUNDATION, INC.

ARTICLE I
OFFICES

SECTION 1.01. The principal office of the Corporation shall be located at the City of Ely, County of White Pine, State of Nevada. The Corporation may have such other offices, either within or without the State of Nevada, as the trustees may determine from time to time.

ARTICLE II
TRUSTEES

SECTION 2.01. Trustees. The exercise of the powers of the Corporation, with the right to delegate to officers and agents to performance of duties in the exercise of powers, shall be vested in the Board of Trustees.

SECTION 2.02. Selection of Trustees. The Trustees of the Corporation shall be selected as provided in the Articles of Incorporation.

SECTION 2.03. Annual Meetings of Trustees. The Board of Trustees of the Corporation shall meet annually each year at a meeting held at City Hall of Ely, County of White Pine, State of Nevada, on the fourth Thursday of September, of each year beginning with the year 1985 for the purpose of appointing any members to the Management Board as may be up for appointment. If the date fixed for the annual meeting is a legal holiday in the State of Nevada, such meeting shall be held on the next succeeding business day. If the appointment of any members of the Management Board is not held on the date designated herein for any annual meeting, or any adjournment thereof, the Trustees shall cause the appointment to be held at a special meeting of the Trustees as soon thereafter as is convenient.

SECTION 2.04. Termination/Resignation of Membership. The Board of Trustees may only resign from their duty or terminate their duties if they are no longer members of the Ely City Council.

SECTION 2.05. Special Meetings. Special meetings of the Board or Trustees may be called by the Mayor of the City of Ely, or by any members of the Board of Trustees. All such meetings shall be held at the City of Ely, County of White Pine, State of Nevada. Notice shall be given as provided in the Nevada Open Meeting Law. If all of the members shall meet at the prescribed time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 2.06. Notice of Meetings. Written notice stating the place, date, and hour of any meeting of the Trustees shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than five (5) days nor more than ten

(10) days before the date of such meeting, by or at the direction of the Mayor. If all Trustees consent to the time and place of the holding of any meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 2.07. Quorum. Three-fifths (3/5) of the Trustees shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the Trustees, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

SECTION 2.08 Proxies. At any meeting of the Trustees, a Trustee entitled to vote may vote by proxy in writing by the Trustee or by his duly authorized attorney in fact.

ARTICLE III MANAGEMENT BOARD

SECTION 3.01. General Powers. The Affairs of the Corporation shall be managed by its Management Board.

SECTION 3.02. Selection of Management Board. The Management Board shall be nominated by the Mayor and confirmed by the Trustees at such times as the term of office for each Management Board Member expires.

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One (1) Members of the Management Board for a four (4) year term of office
One (1) Members of the Management Board for a three (3) year term of office
Two (2) Members of the Management Board for a two (2) year term of office
One (1) Members of the Management Board for a one (1) year term of office

Each Board Member's term after the initial term noted above, shall be four (4) years. At the expiration of each term, the trustees shall have the option to reappoint the serving Board Member or appoint a new Board Member.

In addition to the five (5) members, a Chairman shall be appointed to serve a term of four (4) years. The Chairman chairs the meeting under Roberts Rules of Order. The Chairman will only vote when there is a tie vote of the Management Board.

SECTION 3.04. Regular Meeting. A regular meeting of the Management Board shall be held by resolution providing the time and place for holding additional regular meetings. Notice of the regular meetings shall be provided pursuant to the Nevada Open Meeting Laws. Regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

SECTION 3.05. Special Meeting. A special meeting of the Management Board shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

SECTION 3.06. Notice. Notice of any meeting of the Management Board shall be given

at least three (3) business days previously thereto by written notice delivered personally or sent by mail or telegram or electronic mail to each Management Board member at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited into the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered when the facsimile is sent. If notice is given by a Board member, he may waive personal notice of any meeting. Notices of Management Board meetings shall be provided to the public and provided under the terms of Nevada's Open Meeting Law.

SECTION 3.07. Quorum. A majority of the Management Board members shall constitute a Quorum to any meeting of the Management Board; but if less than a majority of the Management Board members are present at any meeting,, a majority of the Management Board members present may adjourn the meeting from time to time without further notice.

SECTION 3.08. Board Decisions. The act of a majority of the Management Board members present at a meeting at which a quorum is present shall be the act of the Management Board, unless the act of a greater number is required by law or by these by-laws.

SECTION 3.09. Vacancies. Any vacancy occurring in the Management Board shall be filled by the Trustees at a special or a regular meeting held for that purpose. A Management Board member appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

SECTION 3.10. Compensation. The Management Board members shall not receive any compensation for serving as a member; however, any Management Board member may be reimbursed for expenses incurred by them as approved by the Management Board.

SECTION 3.11. Resignation/Removal. Members of the Management Board may resign in writing delivered to the Trustees. Any resignation will be affective on acceptance by the Board of Trustees. Any member of the Management Board may be removed by the Board of Trustees for reasonable cause. Reasonable cause is defined as misfeasance, malfeasance, or commission of any felony.

ARTICLE IV COMMITTEES

SECTION 4.01. Committees of Management Board Members. The Management Board members, may designate one or more committees, each of which shall consist of two (2) or more Management Board Members, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Management Board members in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Management board members, of any responsibility imposed on he or she by law.

SECTION 4.02. Other Committees. Other committees not having and exercising the authority of the Management Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Management Board members present at a meeting at which a quorum is present. Any member thereof may be removed by the Management Board Committee by a majority vote thereof whenever in their judgment the best interest of the Corporation shall be served by such removal.

ARTICLE V
BOOKS AND RECORDS

SECTION 5.01. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Trustees, Management Board, Committees having and exercising any authority over the corporation. The books and records of the Corporation shall be kept at the principal office, and further, there shall be maintained a record giving the names and addresses of the members at the principal office. All books and records of the Corporation may be inspected by any member, his agent or attorney, for any proper purpose at any reasonable time.

SECTION 5.02. Checking Account. All checks shall be signed by two (2) members of the Management Board or its designee(s).

ARTICLE VI
FISCAL YEAR

SECTION 6.01. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January in each calendar year and end at midnight on the 31st day of December of the same year.

ARTICLE VII
WAIVER OF NOTICE

SECTION 7.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the by-laws contained herein or under the provisions of the Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII
AMENDMENT OF BY-LAWS

SECTION 8.01. Amendment of By-Laws. These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a majority of the Management Committee at any regular meeting or at any special meeting, if at least five (5) days notice is given of the intention to alter, amend, or repeal or to adopt new by-laws at such meeting or vote of the Management Board at any regular or special meeting. All By-Laws shall be approved

by a majority of a quorum of the Trustees at any meeting held for the purpose of approving the same.

As of the ____ day of ____, 2011

White Pine Railroad Foundation Management Board:

Chairman

Member

Member

Member

Member

Member

Nevada Northern Railway Board of Trustees:

Trustee

Trustee

Trustee

Trustee

Trustee

Mayor City of Ely

BY-LAWS OF THE WHITE PINE
HISTORICAL RAILROAD FOUNDATION, INC.

ARTICLE I
OFFICES

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ARTICLE II
TRUSTEES

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SECTION 2.04. Termination/Resignation of Membership. The Board of Trustees may only resign from their duty or terminate their duties if they are no longer members of the Ely City Council.

SECTION 2.05. Special Meetings. Special meetings of the Board or Trustees may be called by the Mayor of the City of Ely, or by any members of the Board of Trustees. All such meetings shall be held at the City of Ely, County of White Pine, State of Nevada. Notice shall be given as provided in the Nevada Open Meeting Law. If all of the members shall meet at the prescribed time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 2.06. Notice of Meetings. Written notice stating the place, date, and hour of any meeting of the Trustees shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than five (5) days nor more than ten

(10) days before the date of such meeting, by or at the direction of the Mayor. If all Trustees consent to the time and place of the holding of any meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 2.07. Quorum. Three-fifths (3/5) of the Trustees shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the Trustees, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

SECTION 2.08 Proxies. At any meeting of the Trustees, a Trustee entitled to vote may vote by proxy in writing by the Trustee or by his duly authorized attorney in fact.

ARTICLE III MANAGEMENT BOARD

SECTION 3.01. General Powers. The Affairs of the Corporation shall be managed by its Management Board.

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One (1) Members of the Management Board for a three (3) year term of office
Two (2) Members of the Management Board for a two (2) year term of office
One (1) Members of the Management Board for a one (1) year term of office

Each Board Member's term after the initial term noted above, shall be four (4) years. At the expiration of each term, the trustees shall have the option to reappoint the serving Board Member or appoint a new Board Member.

Annually, in December, the Management Board will appoint a Chairman and a Vice-Chairman. The Chairman chairs the meeting under Robert's Rules of Order. The Vice-Chairman will serve as the chair when the Chairman is absent.

SECTION 3.04. Regular Meeting. A regular meeting of the Management Board shall be held by resolution providing the time and place for holding additional regular meetings. Notice of the regular meetings shall be provided pursuant to the Nevada Open Meeting Laws. Regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

SECTION 3.05. Special Meeting. A special meeting of the Management Board shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

SECTION 3.06. Notice. Notice of any meeting of the Management Board shall be given

at least three (3) business days previously thereto by written notice delivered personally or sent by mail or telegram or electronic mail to each Management Board member at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited into the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered when the facsimile is sent. If notice is given by a Board member, he may waive personal notice of any meeting. Notices of Management Board meetings shall be provided to the public and provided under the terms of Nevada's Open Meeting Law.

SECTION 3.07. Quorum. A majority of the Management Board members shall constitute a Quorum to any meeting of the Management Board; but if less than a majority of the Management Board members are present at any meeting,, a majority of the Management Board members present may adjourn the meeting from time to time without further notice.

SECTION 3.08. Board Decisions. The act of a majority of the Management Board members present at a meeting at which a quorum is present shall be the act of the Management Board, unless the act of a greater number is required by law or by these by-laws.

SECTION 3.09. Vacancies. Any vacancy occurring in the Management Board shall be filled by the Trustees at a special or a regular meeting held for that purpose. A Management Board member appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

SECTION 3.10. Compensation. The Management Board members shall not receive any compensation for serving as a member; however, any Management Board member may be reimbursed for expenses incurred by them as approved by the Management Board.

SECTION 3.11. Resignation/Removal. Members of the Management Board may resign in writing delivered to the Trustees. Any resignation will be affective on acceptance by the Board of Trustees. Any member of the Management Board may be removed by the Board of Trustees for reasonable cause. Reasonable cause is defined as misfeasance, malfeasance, or commission of any felony.

ARTICLE IV COMMITTEES

SECTION 4.01. Committees of Management Board Members. The Management Board members, may designate one or more committees, each of which shall consist of two (2) or more Management Board Members, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Management Board members in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Management board members, of any responsibility imposed on he or she by law.

SECTION 4.02. Other Committees. Other committees not having and exercising the authority of the Management Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Management Board members present at a meeting at which a quorum is present. Any member thereof may be removed by the Management Board Committee by a majority vote thereof whenever in their judgment the best interest of the Corporation shall be served by such removal.

ARTICLE V
BOOKS AND RECORDS

SECTION 5.01. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Trustees, Management Board, Committees having and exercising any authority over the corporation. The books and records of the Corporation shall be kept at the principal office, and further, there shall be maintained a record giving the names and addresses of the members at the principal office. All books and records of the Corporation may be inspected by any member, his agent or attorney, for any proper purpose at any reasonable time.

SECTION 5.02. Checking Account. All checks shall be signed by two (2) members of the Management Board or its designee(s).

ARTICLE VI
FISCAL YEAR

SECTION 6.01. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January in each calendar year and end at midnight on the 31st day of December of the same year.

ARTICLE VII
WAIVER OF NOTICE

SECTION 7.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the by-laws contained herein or under the provisions of the Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII
AMENDMENT OF BY-LAWS

SECTION 8.01. Amendment of By-Laws. These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a majority of the Management Committee at any regular meeting or at any special meeting, if at least five (5) day's notice is given of the intention to alter, amend, or repeal or to adopt new by-laws at such meeting or vote of the Management Board at any regular or special meeting. All By-Laws shall be

approved by a majority of a quorum of the Trustees at any meeting held for the purpose of approving the same.

As of the ____ day of ____, 2012

White Pine Railroad Foundation Management Board:

Member

Member

Member

Member

Member

Nevada Northern Railway Board of Trustees:

Trustee

Trustee

Trustee

Trustee

Trustee

Mayor City of Ely

EXHIBIT F

WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.
AMENDED AND RESTATED
ARTICLES OF INCORPORATION

Adopted _____, 2014

White Pine Historical Railroad Foundation, Inc. was incorporated by Articles dated November 8, 1984, filed for record in the office of the Secretary of State of the State of Nevada. Now, for the purpose of amending and restating its Articles of Incorporation under and in accordance with the provision of NRS 82.371, White Pine Historical Railroad Foundation, Inc. hereby executes the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of this corporation is White Pine Historical Railroad Foundation, Inc.

ARTICLE II

The duration of the Foundation is perpetual.

ARTICLE III

The purpose of the Foundation includes but is not limited to the education, operation, preservation, restoration and development of the Nevada Northern Railway Company and related facilities.

The Foundation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code, and the corporation shall not engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in §501(c)(3) of the Internal Revenue Code of 1986 or as a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE IV

The Foundation is organized under the laws of the State of Nevada and shall have and may exercise all powers and rights conferred upon non-profit corporations, and any enlargement of such powers conferred by subsequent acts, as well as all powers and rights not otherwise denied non-profit corporations by the laws of the State of Nevada, as may be necessary or convenient to fulfill the purposes set out in Article III hereof; provided, however, notwithstanding any other provision of these Articles of Incorporation, the following specific instructions shall apply:

A. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, distribute all of the assets of the Foundation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of equity of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The Foundation shall be governed by a seven-member Board of Directors. The term of office of said directors shall be four years or until said term is either changed by (1) amendment to the Articles of Incorporation of this non-profit corporation, or (2) the adoption of bylaws, and from time-to-time, amendments thereto increasing or decreasing the terms of directors, but in no case shall the term of office of the directors exceed four years.

One director of the Foundation shall be appointed by the Mayor of the City of Ely, State of Nevada.

One director of the Foundation shall be appointed by the City Council of the City of Ely, State of Nevada.

The remaining five directors shall be elected consistent with the by-laws, as amended, of the Foundation, except that the five current members of the Management Board shall ascend to the position of director immediately upon the adoption of these Amended and Restated Articles of Incorporation.

ARTICLE VI

The Foundation is a corporation for public benefit.

ARTICLE VII

The street address of the Foundation's office is 1100 Avenue A, P.O. Box 150040, Ely NV 89315, and its registered agent is Gianoli Husbands PLLC, 1050 Aultman Street, Ely, Nevada 89301.

The above Amended and Restated Articles of Incorporation were adopted by the Trustees of the Foundation at a meeting of the Trustees duly convened and held at _____, in the City of Ely, White Pine County, Nevada, on _____, 2014, pursuant to notice duly give to all Trustees in due time and manner as provided by law. A quorum of the Trustees were at all times present and voting at said meeting and said Amended and Restated Articles of Incorporation received the affirmative vote of a majority of the Trustees in office.

The above Amended and Restated Articles of Incorporation were adopted by the Management Board at the at a meeting of the Management Board duly convened and held at _____, in the City of Ely, White Pine County, Nevada, on _____, 2014. A quorum of Management Board were at all times present and voting at said meeting and said Amended and Restated Articles of Incorporation received the affirmative vote of a majority of the Management Board.

IN WITNESS WHEREOF, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be executed this _____ day of _____, 2014.

WHITE PINE HISTORICAL RAILROAD
FOUNDATION, INC.

By: _____
_____, Board of Trustees

STATE OF NEVADA)
) SS
COUNTY OF WHITE PINE)

I, _____, a Notary Public, do hereby certify that on the ____ day of _____, 2014, _____ personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Notary Public

WHITE PINE HISTORICAL RAILROAD
FOUNDATION, INC.

By: _____

John C. Gianoli, Chairman, Management Board

STATE OF NEVADA)
) SS
COUNTY OF WHITE PINE)

I, _____, a Notary Public, do hereby certify that on the ____ day of _____, 2014, _____ personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Notary Public

BYLAWS
OF
WHITE PINE HISTORICAL RAILROAD FOUNDATION, INC.

ARTICLE I

PURPOSES AND RESTRICTIONS

The purposes of the Corporation shall be those non-profit purposes stated in the Articles of Incorporation, as may be amended. No part of the net earnings or other assets of the Corporation shall inure to the benefit of, be distributed to or among, or revert to, any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

ARTICLE II

OFFICES

The principal office of the Corporation in the State of Nevada shall be located in the City of Ely, White Pine County. The Corporation may have such other offices within or without the State of Nevada as may be required.

ARTICLE III

BOARD OF DIRECTORS

A. Management. The affairs of the Corporation shall be managed, supervised and controlled by a Board of Directors consisting of seven members.

B. Term and Selection of Directors.

1. Initial Term and Selection Following 2014 Adoption of Amended and Restated Articles of Incorporation.

- a. The initial term of the Directors appointed by the Mayor of the City of Ely and by the City Council of the City of Ely shall commence upon the adoption of Amended and Restated Articles of Incorporation through December 31, 2015.
- b. The initial term of the three Directors formerly in the position of Chairman, Vice Chairman, and Secretary of the Management Board (in effect immediately prior to adoption of Amended and Restated Articles of Incorporation) shall commence upon the adoption of Amended and

Restated Articles of Incorporation through December 31, 2017.

- c. The initial term of the two additional members of the Management Board (in effect immediately prior to adoption of Amended and Restated Articles of Incorporation) ascending to the position of Director shall commence upon the adoption of Amended and Restated Articles of Incorporation through December 31, 2016.
2. Term and Selection Following Initial Term According to Article III(B)(1). Following their initial terms as defined in Article III(B)(1) of these bylaws, Directors shall be appointed or elected for four-year terms. The Directors appointed by the Mayor of the City of Ely and by the City Council of the City of Ely shall be appointed to their position as stated in the Amended and Restated Articles of Incorporation. The remaining five Directors shall be elected at the annual meeting of the Board. Vacancies occurring in the Board of Directors in the forthcoming year, except vacancies to appointed positions, may be filled by a majority vote of the Directors then in office at the Annual Meeting. Any Director may succeed himself or herself indefinitely.

C. Removal and Resignation. Any Director may resign at any time by giving written notice to the Board of Directors of the Corporation. Any Director may be removed, with or without cause, by the vote of a majority of the whole Board. Any such resignation or removal shall take effect at the time specified therein. Upon the resignation or removal of a Director, a meeting may be called to fill the vacancy, if it is a vacancy to an elected office, according to Article III(D).

D. Meetings. The Annual Meeting of the Board of Directors shall be held every year on a date occurring between November 1 and December 15 at such time and place within the State of Nevada as shall be designated by the Chairman or determined by the Board of Directors, and shall be held for the purpose of electing new directors, and transacting such other business as may come before the meeting. Special or emergency meetings of the Board of Directors may be called by or at the request of the Chairman or by any two Directors.

E. Notice. Notice of any annual or special meeting shall be given at least four calendar days previously thereto by written notice delivered personally or mailed to each Director at his business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. For emergency meetings of the Board of Directors, the Chairman may call a meeting when unexpected circumstances require immediate consideration by the Board, in which case notice specifying the time and place of the emergency meeting must be given by telephone and e-mail (when available) in sufficient time for a quorum of the Board to attend the meeting, and only business connected with the emergency may be

considered at an emergency meeting.

F. Quorum. Four members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

G. Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these Bylaws or any applicable laws of the State of Nevada.

H. Committees. The Board of Directors may by resolution establish committees under such terms and with such powers as shall be specified in such resolution. The Chairman shall be ex officio a voting member of all committees, except that the Chairman may appoint another member of the Board of Directors to serve in that capacity.

I. Election of Chairman, Vice Chairman, and Secretary. Each year at its Annual Meeting, the Board of Directors shall elect Directors to the positions of Chairman, Vice Chairman, and Secretary, whose terms as Chairman, Vice Chairman, and Secretary shall commence January 1. The Board of Directors, by resolution, may also create such other positions as appropriate. Any officer may be removed, with or without cause, by the vote of a majority of the entire Board of Directors at any meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairman or the Secretary. Any such resignation or removal shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

J. Powers and Duties of Chairman, Vice Chairman, and Secretary.

1. Chairman. The Chairman shall preside at all meetings of the Board of Directors and the Committees thereof, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by the Corporation; and, in general, he shall perform all such other duties incident to the office and such other duties as may from time to time be prescribed by the Board of Directors.
2. Vice Chairman. The Vice Chairman shall have all of the powers of the Chairman in the Chairman's absence. Further, he shall have such other and further duties as may from time to time be assigned by the Board of Directors.
3. Secretary. The Secretary shall record and preserve the minutes of the meetings of the Board of Directors and all committees of the Board, shall cause notices of all meetings of the Board of Directors and committees to be given to the members thereof, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or by the Chairman.

ARTICLE IV

GENERAL PROVISIONS

A. Contracts, etc., How Executed. Except as in these Bylaws otherwise provided or restricted, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

B. Loans. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors in accordance with the provisions of these Bylaws. To the extent so authorized, any officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Corporation, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Corporation as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, and to that end may endorse, assign and deliver the same.

C. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies or other depositaries as the Board of Directors may select or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors.

D. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositaries may be made without countersignature by the Chairman, Vice Chairman or Secretary, or by any other officer or agent of the Corporation to whom the Board of Directors by resolution shall have delegated such power, or by hand stamped impression in the name of the Directors.

E. General and Special Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositaries as the Board of Directors may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as they may deem expedient.

F. Two Signatures Required. Any other provisions of these Bylaws notwithstanding, the Board of Directors may not authorize any contract, deed, bond, loan, pledge, negotiable paper, check, draft or other order for the payment of money, note, acceptance or any other evidence of indebtedness issued in the name of the Corporation to be executed by fewer than two (2) individuals unless such execution by fewer individuals shall be expressly authorized by resolution of the Board of Directors referring specifically to the transaction to be so executed.

ARTICLE V

CONFLICT OF INTEREST

No contract or transaction between the Corporation and one or more of its Directors, or between the Corporation and any other corporation, partnerships, association or organization in which one or more of its Directors are directors or officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction or solely because his or her or their votes are counted for such purposes, if the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith, taking into account the fairness of the contract or transaction, authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors present.

ARTICLE VI

AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of the entire Board of Directors present and voting at any meeting of the Board provided a description of such proposed amendment shall have been published in the notice calling the meeting at which such amendment shall be voted upon.

ARTICLE VII

INDEMNIFICATION

A. Indemnification. Each person who is or was a director, employee or agent of the Corporation including the heirs, executors, administrators or estate of such person may be indemnified by the Corporation to the full extent permitted by or authorized by the laws of the State of Nevada, as now in effect and as hereafter amended. This indemnification may be against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, in

which such person was or is a party or is threatened to be made a party. To qualify for this indemnification, such person must have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nob contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

B. Payment. Any indemnification under this Article shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the director, employee or agent is proper in the circumstances once it is determined that he or she has met the applicable standard of conduct set forth in this Article. The determination shall be made by a majority vote of a quorum of the Board of Directors. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The indemnification provided by this bylaw provision shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

EXHIBIT G



CITY OF ELY

501 Mill Street Ely, Nevada 89301
City Hall (775) 289-2430 - Fax (775) 289-1463

MEETINGS OF THE:

- ELY CITY COUNCIL
- W. P. HIST. RAILROAD FOUND. BOARD OF TRUSTEES

PLEASE NOTE: THE COUNCIL/BOARD MEMBERS MAY ADDRESS AGENDA ITEMS OUT OF SEQUENCE, COMBINE TWO OR MORE AGENDA ITEMS FOR CONSIDERATION, REMOVE AN ITEM OR DELAY DISCUSSION AT ANY TIME TO ACCOMMODATE PERSONS APPEARING BEFORE THE COUNCIL/BOARD OR TO AID IN THE EFFICIENCY AND EFFECTIVENESS OF THE MEETINGS.

August 7, 2014 4:00 p.m. – National Guard Armory – 125 Mill Street – Ely, Nevada.

1. OPENING ACTIVITIES:

MEETING CALLED TO ORDER
PLEDGE OF ALLEGIANCE
INVOCATION
ROLL CALL

2. PUBLIC COMMENT: Comments not exceeding three (3) minutes in length will be accepted from the general public in attendance. If any are made, there may be discussion upon those comments. No vote, decision, or action may be taken upon matters raised under this item until it is formally placed on the agenda. **Comments during Discussion Items will not be accepted from the General public.** “Section 8.05, of the Nevada Open Meeting Law Manual indicates that the Public Body may prohibit comment if the content of the comments is a topic that is not relevant to or within the authority of the Public Body or if the content of the comments is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers”.

3. CITY DEPARTMENT REPORTS

- FIRE CHIEF
- POLICE CHIEF
- CITY CLERK/TREASURER
- CITY ATTORNEY
- PUBLIC WORKS DIRECTOR
- CITY ENGINEER

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4. ITEMS FOR DISCUSSION/POSSIBLE ACTION OF THE ELY CITY COUNCIL AS RECOMMENDED BY THE MUNICIPAL UTILITY BOARD.

A. OLD BUSINESS

1. Board Members –*Robinson Nevada Mining Company (RNMC)* representative – Discussion/For Possible Action – Update to the Utility Board on the *Robinson Nevada* Development, Ruth Pit Development and water mitigation efforts within the City of Ely.

B. NEW BUSINESS

1. Board Members – Discussion/For Possible Action – Interviewing of Applicants for the Municipal Utilities Board Vacancy and Consideration of Board Recommendations to Mayor VanCamp for Appointment and the Ely City Council for Approval.
2. Board Members – Public Works Director Jenkins – Discussion/For Possible Action – Consideration of Ruth-McGill Water District’s current need for Water Distribution Operator Services.

5. ITEMS FOR DISCUSSION/POSSIBLE ACTION ONLY OF THE ELY CITY COUNCIL.

A. CONSENT AGENDA (These items may be approved in one motion by the Council as its first action of business under For Discussion/Possible Action items.) Approval of the Consent Agenda approves each of these items. Council Members may remove any item from the Consent Agenda by notifying the Mayor or Mayor pro tem.

MOTION: Move to approve the Consent Agenda items 5A-1 Minutes; 5A-2 Payment of Bills.

Moved by: _____ Second by: _____ Vote: _____

1. Discussion/For Possible Action –Minutes.
 - June 26, 2014
2. Discussion/For Possible Action - Payment of Bills.
 - July 25, 2014
 - August 1, 2014

B. OLD BUSINESS

1. Councilman Setterstrom - Discussion/For Possible Action - Approval of Fiscal Year 2014-2015 Contract between the City of Ely and Operating Engineers Local No. 3 Union. This Agreement is for the General Bargaining Unit only.

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C. NEW BUSINESS

1. Council Members – Public Works Director Jenkins – Discussion/For Possible Action – Review of Freon Removal Bids and Awarding of the Bid.
2. Councilman Setterstrom - Discussion/For Possible Action - Approval of Fiscal Year 2014-2015 Contract between the City of Ely Fire Department and Operating Engineers Local 3.
3. Councilman Setterstrom - Discussion/For Possible Action – Consideration of character, alleged misconduct, professional competence, or physical or mental health of City Public Works Director Ron Jenkins. Possible action includes, but is not limited to, termination, suspension, demotion, reduction in pay, reprimand, promotion, endorsement, engagement, retention, or “no action.”

The Mayor will adjourn the meeting of the Ely City Council and turn the gavel over to the WPHRF Board of Trustees Chairman to convene the W.P. Historical Railroad Foundation Board of Trustees.

6. A MEETING OF THE WHITE PINE HISTORICAL RAILROAD FOUNDATION (WPHRF) BOARD OF TRUSTEES.

A. EXECUTIVE REPORT

B. NEW BUSINESS

1. Trustee Setterstrom – Discussion/For Possible Action – Removal from office of up to two (2) White Pine Historical Railroad Foundation Management Board Members for reasonable cause.

The Chairman will adjourn the meeting of the White Pine Historical Railroad Foundation Board of Trustees and turn the gavel back to the Mayor to reconvene the Regular City Council Meeting.

7. ITEMS FOR DISCUSSION/POSSIBLE ACTION OF THE ELY CITY COUNCIL AS RECOMMENDED BY THE WHITE PINE HISTORICAL RAILROAD FOUNDATION BOARD OF TRUSTEES.

1. Trustee Setterstrom – Discussion/For Possible Action – Removal from office of up to two (2) White Pine Historical Railroad Foundation Management Board Members for reasonable cause.

8. REPORTS

**CITY COUNCIL
MAYOR**

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9. AGENDA ITEMS FOR THE NEXT REGULARLY SCHEDULED CITY COUNCIL MEETING.

10. PUBLIC COMMENT: Comments not exceeding three (3) minutes in length will be accepted from the general public in attendance. If any are made, there may be discussion upon those comments. No vote, decision, or action may be taken upon matters raised under this item until it is formally placed on the agenda. **Comments during Discussion Items will not be accepted from the General public.**

"Section 8.05, of the Nevada Open Meeting Law Manual indicates that the Public Body may prohibit comment if the content of the comments is a topic that is not relevant to or within the authority of the Public Body or if the content of the comments is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers".

11. ADJOURNMENT: THE MEETING MAY BE ADJOURNED BY APPROPRIATE MOTION OF THE CITY COUNCIL.

** Open session Action/Discussion - Personnel

The meeting may be closed by appropriate motion for the purpose of discussion on any matter allowed under N.R.S. 241.031 and 241.033, (1) nothing contained in this chapter prevents a public body from holding a closed meeting to consider the character, alleged misconduct, professional competence or physical or mental health of a person/employee. (2) A public body may close a meeting upon a motion, which specifies the nature of the business to be considered. (3) This chapter does not: (a) Apply to judicial proceedings. (b) Prevent the removal of any person who willfully disrupts a meeting to the extent that its orderly conduct is made impractical. (c) Prevent the exclusion of witnesses from a public or private meeting during the examination of another witness. (d) Require that any meeting be closed to the public. (e) Permit a closed meeting for the discussion of the appointment of any person to public office or as a member of a public body. (4) The exception provided by this section, and electronic communication, must not be used to circumvent the spirit or letter of this chapter in order to discuss or act upon a matter over which the public body has supervision, control, jurisdiction or advisory powers.

The City of Ely does not discriminate on the handicapped status in the admission or access to, or treatment or employment in its federally assisted programs or activities. In accordance with Federal law and U.S. Department of Agriculture policy, this institution is prohibited from discriminating on the basis of race, color, national origin, sex, age, or disability. (Not all prohibited bases apply to all programs).

To file a complaint of discrimination, write USDA, Director, Office of Civil Rights, 1400 Independence Avenue, S.W., Washington, D.C. 20250-9410, or call (800) 795-3272 (voice), or (202) 720-6382 (TDD). TO PERSONS WITH HEARING DISABILITIES-Relay service is available in Nevada by calling 711.

NOTICE - TO PERSONS WITH DISABILITIES Members of the public who are disabled and require special assistance or accommodations at the Meeting are requested to notify the Ely City Council at 501 Mill Street, Ely, Nevada 89301, or by calling 289-2430 at least two (2) days in advance.

I, Jennifer Lee, did cause to be posted on, August 4, 2014 six (6) notices of the Ely City Council Agenda in said County of White Pine to wit: Posted at the doors or bulletin boards of; City Hall, White Pine County Library, White Pine County Courthouse, Ely Post Office posting boards, White Pine County Sheriff's Department, and Emailed to White Pine Chamber of Commerce.



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EXHIBIT H



CITY OF ELY

501 Mill Street Ely, Nevada 89301
City Hall (775) 289-2430 - Fax (775) 289-1463

MEETINGS OF THE:

- ELY CITY COUNCIL
- W. P. HIST. RAILROAD FOUND. BOARD OF TRUSTEES
- ELY REDEVELOPMENT AGENCY
- ELY LIQUOR LICENSING BOARD

PLEASE NOTE: THE COUNCIL/BOARD MEMBERS MAY ADDRESS AGENDA ITEMS OUT OF SEQUENCE, COMBINE TWO OR MORE AGENDA ITEMS FOR CONSIDERATION, REMOVE AN ITEM OR DELAY DISCUSSION AT ANY TIME TO ACCOMMODATE PERSONS APPEARING BEFORE THE COUNCIL/BOARD OR TO AID IN THE EFFICIENCY AND EFFECTIVENESS OF THE MEETINGS.

June 26, 2014 4:00 p.m. – National Guard Armory – 125 Mill Street – Ely, Nevada.

1. OPENING ACTIVITIES:

MEETING CALLED TO ORDER
PLEDGE OF ALLEGIANCE
INVOCATION
ROLL CALL

2. PUBLIC COMMENT: Comments not exceeding three (3) minutes in length will be accepted from the general public in attendance. If any are made, there may be discussion upon those comments. No vote, decision, or action may be taken upon matters raised under this item until it is formally placed on the agenda. **Comments during Discussion Items will not be accepted from the General public.** "Section 8.05, of the Nevada Open Meeting Law Manual indicates that the Public Body may prohibit comment if the content of the comments is a topic that is not relevant to or within the authority of the Public Body or if the content of the comments is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers".

3. CITY DEPARTMENT REPORTS

- FIRE CHIEF
- POLICE CHIEF
- CITY CLERK/TREASURER
- CITY ATTORNEY
- PUBLIC WORKS DIRECTOR
- CITY ENGINEER

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4. ITEMS FOR DISCUSSION/POSSIBLE ACTION OF THE ELY CITY COUNCIL AS RECOMMENDED BY THE CITY PLANNING COMMISSION.

1. Chairman Flangas - Discussion/For Possible Action - Approval of a Home Occupation Permit to Johnathan Bailey to conduct an Ice Cream Truck business d.b.a. *Bailey's Ice Cream* located at 623 Murry Street, Ely, Nevada.
2. Chairman Flangas - Discussion/For Possible Action - Approval of a Home Occupation Permit to Rachel Paddock to conduct a Lawn Care/Yard Maintenance business d.b.a. *Walker Professional Services* located at 255 12th Street East, Ely, Nevada.

5. ITEMS FOR DISCUSSION/POSSIBLE ACTION ONLY OF THE ELY CITY COUNCIL.

A. CONSENT AGENDA (These items may be approved in one motion by the Council as its first action of business under For Discussion/Possible Action items.) Approval of the Consent Agenda approves each of these items. Council Members may remove any item from the Consent Agenda by notifying the Mayor or Mayor pro tem.

MOTION: Move to approve the Consent Agenda items 5A-1 Minutes; 5A-2 Payment of Bills.

Moved by: _____ Second by: _____ Vote: _____

1. Discussion/For Possible Action –Minutes.
 - May 22 , 2014
2. Discussion/For Possible Action - Payment of Bills.
 - June 17, 2014

B. NEW BUSINESS

1. Council Members – City Clerk/Treasurer Winkle – Nevada Public Agency Insurance Pool Representative - Discussion/For Possible Action – Acceptance of Renewal Proposal from Nevada Public Agency Insurance Pool (POOL) and approval for payment from Fiscal Year 2014-2015 funds.
2. Councilman Hanson – Discussion/For Possible Action – Replacement of the STOP signs which are missing from the intersection of Avenue H and 14th Street.
3. Councilman Setterstrom – Discussion/For Possible Action – Direction to City Attorney Sears that he address *Great Dane Amusements* ' failure to obtain a City of Ely business license, as per City Clerk/Treasurer Winkle's written requests.
4. Council Members – City Clerk/Treasurer Winkle – Approval to Appropriate \$67,800.00 within the General Fund of the FY 2013-2014 Budget to be applied for unbudgeted expenses.
5. Council Members – City Clerk/Treasurer Winkle – Approval to Appropriate \$38,810.14 within the Landfill Fund of the FY 2013-2014 Budget to be applied for Landfill Closure Costs and Landfill Fund Depreciation.

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6. Councilman Westland – Discussion/For Possible Action – Consideration to establish a protocol to follow prior to abandonment of City property.
7. Councilman Setterstrom – Discussion/For Possible Action – Consideration to place the Mayor in charge of the Administration Budget.
8. Councilman Hanson – Discussion/For Possible Action – Consideration to hire a non-contractual City Engineer.
9. Councilman Hanson – Discussion/For Possible Action – Consideration to amend the City of Ely Organizational Chart to place the City Building Official under the administration of the City Council, until the City of Ely has a non-contractual City Engineer, to come into compliance with Ely City Code 9-1-1.
10. Councilman Setterstrom – Discussion/For Possible Action – Consideration to revise Employee Human Resource grievance Procedures.
11. Councilman Derbidge – Discussion/For Possible Action – Consideration of Mayor VanCamp and the Ely City Council’s expectations of the City Clerk/Treasurer.
12. Councilman Westland – Discussion/For Possible Action – Consideration to direct the City Clerk/Treasurer to appoint a Deputy City Clerk.
13. Council Members – City Clerk/Treasurer Winkle – Discussion/For Possible Action – Approval of meeting August 7, 2014 due to the UNLV Football Team’s Armory Use August 10, 2014 through August 24, 2014; November 13, 2014 due to Thanksgiving and December 11, 2014 due to Christmas. Ely City Council Meeting Dates for the remainder of the year to be published in *The Ely Times* July 4, 2014.

6. THE CITY COUNCIL WILL RECESS THE REGULAR CITY COUNCIL MEETING FOR A PUBLIC HEARING AT 5:00 P.M. ON THE FOLLOWING TOPICS.

1. Chairman Flangas – Public Hearing – Discussion Only – Consideration of a proposed Application for Variance related to minimum setbacks at the side of the property. The property is located at 1090 Park Avenue, Ely. The Applicant is David J. Williams.

7. DISCUSSION/POSSIBLE ACTION ITEM PERTAINING TO THE PUBLIC HEARING.

1. Chairman Flangas – Discussion/For Possible Action – Consideration of a proposed Application for Variance related to minimum setbacks at the side of the property. The property is located at 1090 Park Avenue, Ely. The Applicant is David J. Williams.

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The Mayor will adjourn the meeting of the Ely City Council and turn the gavel over to the White Pine Historical Railroad Foundation (WPHRF) Board of Trustees Chairman to convene the WPHRF Board of Trustees.

8. A MEETING OF THE WHITE PINE HISTORICAL RAILROAD FOUNDATION (WPHRF) BOARD OF TRUSTEES.

A. OLD BUSINESS

1. Trustee Westland – Discussion/For Possible Action – Consideration of Terms in the Lease Agreement/Joint Development Agreement (otherwise known as the car storage agreement) between the City of Ely, the White Pine Historical Railroad Foundation and *S & S Shortline Leasing, LLC.*

B. NEW BUSINESS

1. Trustee Hanson – Discussion/For Possible Action – Consideration to authorize a Forensic Audit of the White Pine Historical Railroad Foundation.

The Chairman will adjourn the meeting of the White Pine Historical Railroad Foundation Board of Trustees and turn the gavel back to the Mayor to reconvene the Regular City Council Meeting.

9. ITEMS FOR DISCUSSION/POSSIBLE ACTION OF THE ELY CITY COUNCIL AS RECOMMENDED BY THE WHITE PINE HISTORICAL RAILROAD FOUNDATION BOARD OF TRUSTEES.

A. OLD BUSINESS

1. Trustee Westland – Discussion/For Possible Action – Consideration of Terms in the Lease Agreement/Joint Development Agreement (otherwise known as the car storage agreement) between the City of Ely, the White Pine Historical Railroad Foundation and *S & S Shortline Leasing, LLC.*

B. NEW BUSINESS

1. Trustee Hanson – Discussion/For Possible Action – Consideration to authorize a Forensic Audit of the White Pine Historical Railroad Foundation.

10. REPORTS

**CITY COUNCIL
MAYOR**

11. AGENDA ITEMS FOR THE NEXT REGULARLY SCHEDULED CITY COUNCIL MEETING.

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12. PUBLIC COMMENT: Comments not exceeding three (3) minutes in length will be accepted from the general public in attendance. If any are made, there may be discussion upon those comments. No vote, decision, or action may be taken upon matters raised under this item until it is formally placed on the agenda. **Comments during Discussion Items will not be accepted from the General public.** "Section 8.05, of the Nevada Open Meeting Law Manual indicates that the Public Body may prohibit comment if the content of the comments is a topic that is not relevant to or within the authority of the Public Body or if the content of the comments is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers".

13. THE MAYOR WILL RECESS THE REGULAR CITY COUNCIL MEETING FOR A CLOSED SESSION.

1. Councilman Derbidge – Discussion Only – Consideration of Union Contract Negotiations.

Upon appropriate motion, the Mayor will adjourn the Closed Session of the Ely City Council and reconvene the Regular City Council Meeting.

14. ADJOURNMENT: THE MEETING MAY BE ADJOURNED BY APPROPRIATE MOTION OF THE CITY COUNCIL.

**** Open session Action/Discussion Personnel** The meeting may be closed by appropriate motion for the purpose of discussion on any matter allowed under N.R.S. 241.031 and 241.033, (1) nothing contained in this chapter prevents a public body from holding a closed meeting to consider the character, alleged misconduct, professional competence or physical or mental health of a person/employee. (2) A public body may close a meeting upon a motion, which specifies the nature of the business to be considered. (3) This chapter does not: (a) Apply to judicial proceedings. (b) Prevent the removal of any person who willfully disrupts a meeting to the extent that its orderly conduct is made impractical. (c) Prevent the exclusion of witnesses from a public or private meeting during the examination of another witness. (d) Require that any meeting be closed to the public. (e) Permit a closed meeting for the discussion of the appointment of any person to public office or as a member of a public body. (4) The exception provided by this section, and electronic communication, must not be used to circumvent the spirit or letter of this chapter in order to discuss or act upon a matter over which the public body has supervision, control, jurisdiction or advisory powers. The City of Ely does not discriminate on the handicapped status in the admission or access to, or treatment or employment in its federally assisted programs or activities. In accordance with Federal law and U.S. Department of Agriculture policy, this institution is prohibited from discriminating on the basis of race, color, national origin, sex age, or disability. (Not all prohibited bases apply to all programs). To file a complaint of discrimination, write USDA, Director, Office of Civil Rights, 1400 Independence Avenue, S.W., Washington, D.C. 20250-9410, or call (800) 795-3272 (voice), or (202) 720-6382 (TDD). **TO PERSONS WITH HEARING DISABILITIES**-Relay service is available in Nevada by calling 711. **NOTICE TO PERSONS WITH DISABILITIES** - Members of the public who are disabled and require special assistance or accommodations at the Meeting are requested to notify the Ely City Council at 501 Mill Street, Ely, Nevada 89301, or by calling 289-2430 at least two (2) days in advance.

I, Jennifer Lee, did cause to be posted on, **June 20, 2014** seven (7) notices of the Ely City Council Agenda in said County of White Pine to wit: Posted at the doors or bulletin boards of: City Hall, White Pine County Library, White Pine County Courthouse, White Pine County Annex, Ely Post Office posting boards, White Pine County Sheriff's Department, and Emailed to White Pine Chamber of Commerce.



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