



Office of the Secretary of State

CERTIFICATE OF FILING OF

Yardlimits Fallen Brother Fund
File Number: 801130563

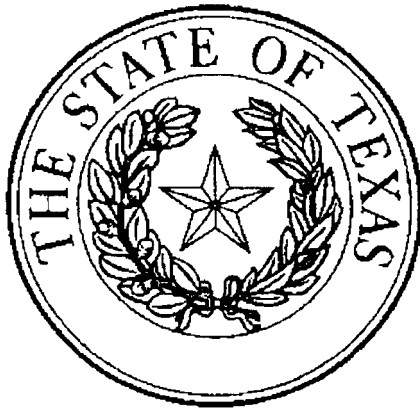
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 06/03/2009

Effective: 06/03/2009



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

**CERTIFICATE OF FORMATION OF
YARDLIMITS FALLEN BROTHER FUND**

FILED
In the Office of the
Secretary of State of Texas
JUN 03 2009

Corporations Section

I, the undersigned natural person, of the age of eighteen (18) years or more, acting as the organizer of a corporation under Chapter 3 of the Texas Business Organizations Code (as amended from time to time and together with any successor laws, the "BOC"), do hereby adopt the following Certificate of Formation for such corporation (the "Corporation"):

ARTICLE ONE

The name of the Corporation is Yardlimits Fallen Brother Fund.

ARTICLE TWO

The Corporation is a nonprofit corporation.

ARTICLE THREE

The period of the Corporation's duration is perpetual.

ARTICLE FOUR

The purposes for which the Corporation is organized and to be operated are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and future corresponding revenue laws of the United States (the "Code"). In accomplishment of such purposes, the Corporation will:

- (1) extend financial support to help families of railroad employees killed while working on the railroad;
- (2) perform such other functions as may be necessary or appropriate to fulfill the purposes of the Corporation.

The broadest discretion is vested in and conferred upon the Board of Directors for the accomplishment of these purposes, provided, however, that no contributions shall be made or distributed to or for any person, firm, corporation, or other entity that shall apply, directly or indirectly, such contributed funds for any purpose or purposes in violation of the Constitution and statutes of the United States or the state of Texas.

ARTICLE FIVE

The street address of the Corporation's initial registered office is 350 North St. Paul Street, Dallas, Texas 75201, and the name of its initial registered agent at such address is C T Corporation System.

ARTICLE SIX

The number of directors constituting the entire Board of Directors shall never be less than three (3). The number of directors constituting the initial Board of Directors of the Corporation is four (4) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Daniel C. Calhoun	44 Sadowski Court, Decatur, Illinois 62521
Fred Rinck	7339 SE Cannon Ball Road, Holt, Missouri 64048
Tod Spradley	1892 County Road 470, Poplar Bluff, Missouri 63901
Greg Bradberry	1099 Lakemont Drive South, Southside, Alabama 35907

Thereafter, the number of directors of the Corporation shall be fixed in accordance with the Corporation's Bylaws (the "Bylaws").

ARTICLE SEVEN

The name and street address of the organizer is Lesley Mitchell Briones, 1001 Fannin St., Suite 2500, Houston, Texas 77005.

ARTICLE EIGHT

Regardless of any other provisions of this Certificate of Formation or the laws of the State of Texas, the Corporation shall not:

- (1) permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes);
- (2) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; or
- (3) participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE NINE

The Corporation shall have no members.

ARTICLE TEN

Pursuant to section 22.304(a) of the BOC, after all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged, the property of the Corporation shall be applied and distributed as follows:

- (1) property held by the Corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement; and
- (2) the remaining properties of the Corporation shall be distributed to an organization selected by majority vote of the Board of Directors, provided that such organization is at the time of such distribution an organization described in section 501(c)(3) of the Code. The amount of any distribution made under this ARTICLE TEN shall be determined by the Board of Directors.

ARTICLE ELEVEN

A director of the Corporation shall not be liable to the Corporation for monetary damages for any act or omission in the director's capacity as a director, except that this ARTICLE ELEVEN does not eliminate or limit the liability of a director for:

- (1) a breach of a director's duty of loyalty to the Corporation;
- (2) an act or omission not in good faith that (i) constitutes a breach of duty of the director to the Corporation or (ii) involves intentional misconduct or a knowing violation of law;
- (3) a transaction from which a director received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the director's duties; or
- (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

If it is determined that the law of the State of Texas (including without limitation the BOC) authorizes, or if such law is amended to authorize, action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited by this ARTICLE ELEVEN (without the need of any formal amendment), to the fullest extent permitted by such statutes as so amended. Any repeal or amendment of such statutes or of the foregoing paragraph shall be prospective only and shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE TWELVE

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a

director or other person related to the Corporation, to the extent provided by Chapter 8 of the BOC. The Board of Directors shall have the power in the Bylaws to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE THIRTEEN

With respect to any action (i) which is required by the BOC to be taken at a meeting of the Board of Directors or (ii) which may be taken at a meeting of the Board of Directors or any committee established by the Board of Directors, such action may be taken without any such meeting if a written consent setting forth the action to be taken is signed by a sufficient number of members of the Board of Directors or committee thereof as would be necessary to take the action at a meeting at which all, and not just a quorum, of the members of the Board of Directors or members of the committee were present and voted.

ARTICLE FOURTEEN

This Certificate of Formation becomes effective when the document is filed by the Secretary of State.

ARTICLE FIFTEEN

This Certificate of Formation may be amended by majority vote of the Board of Directors at any annual, regular or special meeting, provided that the notice for any special meeting of the Board of Directors at which amendments to this Certificate of Formation will be considered includes a description of the amendments to be considered.

IN WITNESS WHEREOF, I have hereunto set out my hand this 3rd day of June, 2009.


Lesley Mitchell Briones
Organizer