

ATTACHMENT TO ARTICLES OF INCORPORATION

OF

SILVER RAILROAD COMPANY

1. Enabling Authority. The corporation is formed pursuant to the Colorado Revised Statutes 7-101-101 *et seq.*, and under and pursuant to the Colorado Revised Statutes §§40-20-101 to 40-20-114, Railroads. The Articles of Incorporation, including this Attachment and the Exhibit hereto, shall also be deemed to constitute a Certificate of Incorporation.

2. Purposes.

a. The nature of the business of the Corporation and the objects and purposes to be transacted, promoted, and carried on by it are to construct, operate, maintain, improve, and reconstruct a Railroad or Railroads in the State of Colorado, including without limitation, tunnels, bridges, overpasses, underpasses, interchanges, connecting lines, approaches, service stations, fixtures, machinery, and administration, storage and other buildings which may be necessary or advisable for the operation of the Railroad(s). In addition, the purposes of the Corporation shall be generally to engage in any lawful business.

b. In furtherance of the foregoing purposes, the Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the laws of the State of Colorado and conferred upon railroad companies specifically pursuant to Colo. Rev. Stat. §40-20-102(1), and may do everything necessary, suitable, or proper for the accomplishment of any of its corporate purposes, including without limitation to exercise the right of condemnation or eminent domain in the acquisition of lands, rights-of-way or other rights or easements for the purpose of having such lands, rights-of-way, or other rights or easements applied to the purposes of the Corporation.

c. The three-mile corridor within which the railroad will be located is depicted on the map attached as Exhibit A, and titled "Silver Railroad Company Corridor Filing." The general location of the termini and the corridor are stated in approximate mileages and are measured from the center of a city or town to the border of the corridor, as follows: The project begins thirteen to sixteen miles north of Fort Collins on I-25. It proceeds east, crossing US-85 just north of Nunn and continues south crossing US-34 ten to thirteen miles east of Greeley. It continues south to traverse I-76 one to four miles northeast of Keensburg, and then crosses I-70 just west of Bennett. Farther south, the railroad crosses Highway 86 four to seven miles southeast of Kiowa, and then progresses past US-24 three to six miles west of Calhan, before heading due south to traverse US-50 nine to twelve miles east of Pueblo. It then turns west terminating at I-25, seven to ten miles south of Pueblo.

3. **Additional Incorporators:** The number of persons incorporating this Corporation is five (5) as directed by Colo. Rev. Stat. §40-20-101(1). Pursuant to Colo. Rev. Stat. §40-20-101(2)(c) and §7-102-102(1)(e), the names and addresses of those persons incorporating the Corporation are as set forth in the Articles of Incorporation for the First, Second and Third Incorporators, and are as follows for the Fourth and Fifth Incorporators:

a. Fourth Incorporator:

Lydia Jaggard
5105 DTC Parkway, Suite 450
Greenwood Village, CO 80111
United States

b. Fifth Incorporator:

Marcia Turner
5105 DTC Parkway, Suite 450
Greenwood Village, CO 80111
United States

4. **Term.** This Corporation shall commence upon the filing of these Articles and Certificate of Incorporation with the Secretary of State, and shall continue for a period of fifty (50) years. The term of existence may then be renewed by the Corporation for periods not longer than fifty years pursuant to Colo. Rev. Stat. §40-20-114.

5. **Government of Corporation.** Pursuant to Colo. Rev. Stat. §40-20-101(2)(d), the officer in which the government of the proposed Corporation and the management of its affairs shall be vested is the President of the Corporation.