

ARTICLES OF INCORPORATION
OF
AMERICAN TRAILS NETWORK

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators of a corporation, adopt the following Articles for such corporation pursuant to the District of Columbia Nonprofit Corporation Act.

FIRST: The name of the corporation is American Trails Network (hereinafter referred to as the "Corporation").

SECOND: The period of the Corporation's duration is perpetual.

THIRD: The Corporation is organized exclusively for charitable and educational purposes which may qualify it as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code") and exempt from taxation under section 501(a) of the Code. More specifically, such purposes include, but are not limited to:

(1) Stimulating, promoting, and developing in the American public a better understanding of and respect for trails, which are linear corridors on land or water with protected status and public access for recreational purposes.

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BY: 

(2) Developing, stimulating, strengthening, promoting, and coordinating local, state, and national organizations with an interest in using, developing, maintaining, or providing trails for recreational and educational use by the general public.

(3) Encouraging and providing a forum for the development, exchange, and coordination of trail related technical information, ideas, and concerns among local, state and national organizations and individuals.

(4) Establishing an arterial network of trails and greenways on both land and water across America for recreational and educational use by the general public.

(5) Complementing, connecting, and integrating existing trails and fostering community initiation and development of additional trails.

(6) Advocating on behalf of all trail users, present and future.

FOURTH: The Corporation shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized. Such powers shall include all powers specified for nonprofit corporations generally under the laws of the District of Columbia, including but not limited to the power to indemnify any director or officer or former director or officer of the Corporation.

FIFTH: The Corporation shall have members with the right to vote as provided in the Bylaws.

SIXTH: Except for the initial Board of Directors, whose names are set forth in these Articles, the size and manner of election of the Board of Directors shall be as provided in the Bylaws.

SEVENTH: Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

EIGHTH: At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.

B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the District of Columbia, or any other jurisdiction where any of its activities are carried on.

C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of section 501(c)(3) of the Code.

D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

E. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or to otherwise attempt to influence legislation, and the Corporation shall not, either directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.

G. No part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of or be distributable to any private individual, 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 Articles Third and Fourth of these Articles of Incorporation.

H. The Corporation shall never be controlled, directly or indirectly, by one or more disqualified persons with respect to the Corporation (as defined in section 4946 of the Code) other than foundation managers.

NINTH: Upon termination, dissolution, or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations described in section 501(c)(3) of the Code organized and operated exclusively for charitable and educational purposes.

TENTH: The private property of the officers and directors of the Corporation shall not be subject to payment of corporate debts to any extent whatsoever.

ELEVENTH: All references contained in these Articles to the Internal Revenue Code of 1986 or to "the Code," shall be deemed

to refer to the Internal Revenue Code of 1986, and the Regulations established pursuant thereto, as they now exist or as they may hereafter be amended. Any reference contained in these Articles to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they may now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

TWELFTH: The address of the initial registered office of the Corporation is Suite 427, 733 15th Street, NW, Washington, DC 20005, and the name of its initial registered agent at such address is Craig Evans.

THIRTEENTH: The number of directors constituting the initial Board of Directors of the Corporation is nine (9). The names and addresses of the persons who are to constitute the initial Board of Directors are:

Frank Davidson
140 Walden St.
Concord, MA 01742

Charles Flink
4020 West Chase Blvd.
Raleigh, NC 27607

Susan Henley
1015 31 St., NW
Washington, DC 20007

Craig Evans
733 15th St., NW, #427
Washington, DC 20005

Don Fornoff
2501 Terrett Ave.
Alexandria, VA 22301

John Landis
243 Summer St.
Boston, MA 02110

Larry Mutter
800 W. Washington, #415
Phoenix, AZ 85007

Peggy Robinson
1400 16th Street, N.W.
Washington, DC 20036

Ted Unkles
P.O. Box 807
Harpers Ferry, WV 25425

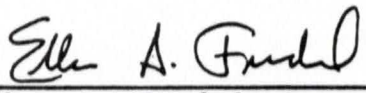
FOURTEENTH: The name and address of each incorporator are:

Ellen A. Fredel
3195 Porter St., N.W.
Washington, DC 20008

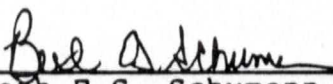
Beth E.S. Schumann
1917 N. Westmoreland St.
Arlington, VA 22213

Melissa C. Andresen
5505 LaCross Ct.
Fairfax, VA 22032

IN WITNESS WHEREOF, we have signed and acknowledged these
Articles of Incorporation this 2nd day of May, 1988.



Ellen A. Fredel



Beth E.S. Schumann



Melissa C. Andresen

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DESCRIPTION OF ACTIVITIES

1. Purposes for which the Corporation was Formed

The Corporation is dedicated to the idea of creating a coast-to-coast network of trails available to serve the conservation and recreation needs of all America. In January, 1987, the President's Commission on Americans Outdoors (the "Commission")^{1/} recommended that communities establish linear corridors of private and public recreation lands and waters ("trails"), which should, in turn, be linked together into a nationwide network of trails. The Commission concluded that trails "have potential to be this country's most important land-based effort for conservation and recreation in the next several decades"^{2/} and that "a network of greenways is an important vision for outdoor

^{1/} The bipartisan Commission was appointed by President Ronald Reagan in 1985 to determine what the next generation of Americans will want to do outdoors and how they can have appropriate places for outdoor recreation.

^{2/} Report of the President's Commission Americans Outdoors The Legacy, The Challenge (1987) (the "Report") 147.

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America."^{3/} A copy of a publication briefly summarizing the Commission's Report is enclosed as attachment E-1.

The Corporation has been established to meet this vision of a nationwide network of trails, which will perpetuate a diversified habitat conducive to the well-being of plants, wild life, and people. America has an enormous inventory of "remnant land," such as old railroad rights-of-way, river levees, lands severed by highway projects or housing developments, floodplains, utility corridors and so on. The Corporation is intended to work toward the identification and integration of this remnant land into a transcontinental trail, as well as the development of additional trails. Rather than holding and maintaining such trail lands itself, the Corporation will consolidate and coordinate information and "know-how" about potential sites and conversion possibilities, working with business entities, other tax exempt organizations and governmental units to implement its goals.

The Corporation's program has three basic objectives:

- (1) building a coalition of groups interested in recreational trails,
- (2) identification of suitable trails for the nationwide

^{3/} Report at 192.

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network of trails, and (3) the implementation of trails-related projects. The Corporation will build a coalition of groups by identifying and strengthening existing groups that have a common interest in the creation of a coast-to-coast trail, as well as encouraging the creation of new groups. Such groups will include organizations from all sectors of America, including land and water based interests, conservationists, government and business. The Corporation would serve as a forum for the development, exchange and coordination of trail related information, ideas and concerns, and attempt to work for a consensus in the trails community. The Corporation would further coordinate and direct national trail efforts by monitoring and reporting trails legislation and regulations for interested organizations. (See concluding note regarding legislative activities.)

The Corporation will identify suitable trails by inventorying existing and proposed trails. In addition, the Corporation will attempt to identify possible trail connectors as part of its intent to develop a National Trail Plan. This objective will require the Corporation to work with governmental units and other organizations, including utilities, corporations, and other major land holders, in order to obtain necessary lands.

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The Corporation will implement its projects by seeking broad support for its program from utilities and owners of potential trail land, as well as potential users. It will also publicize sources of funds for trails for interested organizations. The Corporation will attempt to increase the visibility of trails and their benefits through various means, including a possible Trail Day celebration. The Corporation will make its information and expertise generally available to assist in the achievement of public goals with regard to the creation of a nationwide network of trails.

2. Past, Present, and Future Activities.

The Corporation is newly formed and currently in an organizational phase. No activities other than the organizational work necessary to create the Corporation and to determine possible support for the Corporation's activities have, as yet, been carried out.

The following activities are planned for 1988: (1) the officers and Board of Directors will continue to develop a specific program for the Corporation; (2) members and support will be sought; (3) a plan for staff recruitment will be developed;

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(4) the Corporation will complete a "shared use" brochure; (5) a study of utilities and trails will be developed; and (6) a data base of user groups will be maintained and updated.

Once the anticipated economic support for the Corporation has been realized, the Corporation intends to engage in the following activities: (1) establishment of a national trail plan; (2) sponsorship of a speakers' roundtable; (3) development of an information/membership brochure; (4) publishing and distribution of a trails newsletter; (5) publishing a trails services directory of participating organizations, programs and publications; (6) co-sponsorship of the National Trail Council's trail symposium; (7) providing technical assistance and information about trails issues, programs and activities; and (8) in general, to develop such other programs and activities in keeping with the goals of the Corporation as may be determined by the Board of Directors of the Corporation from time to time.

3. Concluding Note Regarding Legislative Activities

A portion of the Corporation's activities may involve contacting administrative agencies such as the Interstate Commerce Commission or the National Parks Service. In addition, the

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Corporation intends to monitor trails related legislation and regulations for dissemination to interested organizations. The Corporation will not take direct action on such legislation and regulation, however. Such activities will not constitute lobbying for purposes of influencing legislation such that expenditures for such activities will not be "lobbying expenditures" within the meaning of sections 501(h) and 4911(d) of the Code.

On the other hand, other activities of the Corporation are expected to constitute lobbying for purposes of influencing legislation. The Corporation intends to make the election permitted under section 501(h) of the Code by filing Form 5768, and to keep the Corporation's expenditures for such lobbying, including grassroots lobbying, within the permissible guidelines.