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**CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION  
OF  
MENDOCINO RAILWAY**  
Corporate Number: C2573616

For Office Use Only  
**-FILED-**  
File No.: BA20241404692  
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Robert Pinoli and Torgny Nilsson certify that:

1. They are the President and Secretary, respectively, of Mendocino Railway, a California corporation.
2. The Articles of Incorporation of this corporation are hereby amended by adding the following:

**ARTICLE VI  
LIMITATION OF LIABILITY**

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law as it currently exists or may be hereafter amended. Any amendment, repeal or modification of any provision of this Article VI shall not adversely affect the right or protection of an agent of this corporation, existing at the time of such amendment, repeal or modification.

**ARTICLE VII  
INDEMNIFICATION**

This corporation is authorized, whether by By-laws, agreement or otherwise, to indemnify its agents, as defined in California Corporations Code Section 317, of this corporation in excess of the limits expressly permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204, subdivision (a) (11) of the California Corporations Code.

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares is one (1). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%. No Preferred Shares has been issued.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: July 10, 2024

  
\_\_\_\_\_  
Robert Pinoli, President

  
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Torgny Nilsson, Secretary

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