

Articles of Incorporation
Of
The Virtual Steam Car Museum, Inc.

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas non-Profit Corporation act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation is the Virtual Steam Car Museum.

ARTICLE TWO

The street address of the initial registered office of the corporation is:

4431 Allencrest Lane
Dallas, TX 75244-7506

ARTICLE THREE

The corporation is a non-profit corporation.

ARTICLE FOUR

The period of its duration is perpetual.

ARTICLE FIVE

The purpose or purposes for which this corporation is organized are:

To encourage the preservation of literature, information, and ephemera related to steam propelled automobiles; to encourage the research and publication of steam automobile history and heritage; to provide for the wide dissemination of information about steam cars and their history; to provide a location for the collection and preservation of steam car literature, information, and ephemera; and to exhibit this material electronically through a virtual museum on the world wide web.

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 exempt purposes (charitable, educational, religious and/or scientific).

No substantial part of the activities of the corporation 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2)of the Internal Revenue Code, or the corresponding section of any future tax code.

The corporation is entirely non-political and non-religious. It shall not carry out any activities that might be considered propaganda, influencing legislation, or participating in any way in any political campaign on behalf of any candidate for any political office.

Mission:

1. Collecting, preserving, conserving, copying, and sharing the history and heritage of the steam operated vehicles, specifically advertising, ephemera, and related artifacts.
2. Maintaining a web site on which all the Virtual Steam Car Museum's collections are exhibited and shared world wide;
3. Serving as clearinghouse of information on steam operated vehicles;
4. Providing information to anyone requesting it.

Vision: To be the world's leading source of antique steam car information.

Values:

1. To share information with anyone who is interested in steam cars.
2. To respect and acknowledge other collectors and collections.
3. To credit each and everyone who contributes to the VSCM.

ARTICLE SIX

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the collections by placing them with a non-profit museum with an interest in steam automobiles or the history of automobiles.

The recipient museum must be an organization organized under section 501 (c) (3) of the Internal Revenue Code and be organized exclusively for charitable, education, or scientific purposes.

Any assets no so disposed of shall be disposed of by the District Court 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 for such purposes.

ARTICLE SEVEN

The number of trustees constitution the initial board of trustees of the corporation is three and the names and addresses of the persons who are to serve as the initial trustees are:

Donald R. Hoke, Ph.D.
4431 Allencrest Lane
Dallas, TX 75244-7506

Carolyn N. Hoke
4431 Allencrest Lane
Dallas, TX 75244-7506

Carolyn J. Hoke
4431 Allencrest Lane
Dallas, TX 75244-7506

IN WITNESS WHEREOF, we have hereunto set our hands, this 8th day of March, 2008.

Donald R. Hoke

Carolyn N. Hoke

IN WITNESS WHEREOF TO THESE AMENDED ARTICLES OF INCORPORATION, we have hereunto set our hands, this 2nd day of December 2011.

Donald R. Hoke

Carolyn N. Hoke

Carolyn J. Hoke