

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE WESTERN COAL TRANSPORTATION ASSOCIATION,
A Colorado Non-Profit Corporation

The undersigned, as President and Chairman of the Board of Directors of the National Coal Transportation Association, formerly the Western Coal Transportation Association, having been duly authorized, pursuant to the Colorado Revised Non Profit Corporation Act, does hereby execute and acknowledge these Amended and Restated Articles of Incorporation for such corporation:

ARTICLE ONE –NAME:

The name of this corporation is: National Coal Transportation Association. It may also be referred to by its acronym “ NCTA “.

ARTICLE TWO – DURATION:

This corporation shall have perpetual existence.

ARTICLE THREE – OBJECTS, PURPOSES AND POWERS:

The objects or purposes for which this corporation is organized and the nature of the business to be transacted, promoted, or carried on by this corporation, either within or outside the State of Colorado, and the powers with which it shall be vested include the transaction of all lawful business for which corporations may be incorporated pursuant to the Colorado Revised Non Profit Corporation Act and all activities and businesses not in conflict with the laws of the United States of America, as principal or agent, alone or in the company of others, and without limiting the generality of the foregoing, specifically:

3-1. To maintain and promote through lawful cooperation, assistance and exchange of ideas, the orderly and effective transportation of coal originating in North America so that the corporation may serve the needs of its members, the general public, and industry, regarding all modes of coal transportation.

3-2. To lawfully assist, to facilitate and, through mutual cooperation and exchange of ideas and knowledge, to ensure that adequate transportation services, facilities and equipment will be available for all modes of transportation of coal.

3-3. To lawfully assist and to facilitate problem resolution and development of scientific and technological advances through mutual cooperation in the exchange of ideas, knowledge and technology, to enhance coal transportation services, facilities and equipment.

3-4. To conduct meetings, seminars and industry conferences to educate and inform members and the general public on issues related to use and transportation of coal, as well as to provide scholarships, stipends, awards, and similar financial support for students or researchers with regard to such issues, within the scope of activities described in §501(c) (3) of the Internal Revenue Code of the United States of America.

3-5. To inform members of legislation pending before or enacted by the U.S. Congress and appropriate state legislatures and the proceedings before the regulatory bodies relating to the transportation of coal.

3-6. To participate, through its duly constituted representatives, in conferences or proceedings before regulatory or legislative bodies as such matters relate to the transportation of coal.

3-7. Notwithstanding the foregoing, no part of the net income of the corporation shall inure to the benefit of any Member or individual. No substantial part of the activities of the corporation shall include carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

The enumeration of objects, purposes, and powers herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly or by force of the laws of the State of Colorado, now or hereafter in effect, or implied by any reasonable construction of said laws.

ARTICLE FOUR – MEMBERSHIP:

Membership in the Association shall be open to producers or consumers of coal produced in North America and other entities which are interested in its transportation and related issues, provided, however, that entities or their affiliates whose primary business is providing transportation of coal by rail, barge, truck, pipeline slurry, or any other mode shall not be eligible for membership.

4-1. Classes of Membership: There shall be three classes of membership:

(a) Voting Members: Each applicant admitted to membership in the corporation as a voting member shall be entitled to one vote which shall be cast by such member's designated representative or by such designated representative's proxy.

(b) Non Voting (Associate) Members: Such applicants as shall be admitted to membership in the corporation, but who shall not qualify as Voting Members, shall be non-voting members, who may serve and may be empowered by the committee chair to vote on committees, but shall not have the right to vote in general or special meetings of the NCTA on matters presented to the Membership for determination.

(c) Honorary Individual Membership: Individuals accepted as Honorary Members may serve and may be empowered by the committee chair to vote on committees of the corporation but shall not be entitled to vote in general or special meetings of the members

4-2. Prerequisites and procedures for application for membership shall be as stated in the Bylaws, in conformity with the Colorado Revised Non Profit Corporation Act.

ARTICLE FIVE – BOARD OF DIRECTORS:

The affairs of the corporation shall be governed by a board of nine (9) directors, or such other number as fixed by the Bylaws from time to time. The Directors shall be selected as prescribed by the Bylaws of the corporation. Each director shall serve for a term of three years or until such director's successor is elected and duly qualified. The terms of Directors shall be separated into three groups of three Directors each with a particular group to be elected once every three years and each of the other groups to be elected in successive years.

5-1. Directors of the corporation shall be natural persons of the age of eighteen (18) years or older and shall be Designated Representatives of a Voting Member of the corporation.

ARTICLE SIX – REGISTERED OFFICE, PLACE OF BUSINESS AND REGISTERED AGENT:

The registered office of the corporation is:

4 W. Meadow Lark Lane
Suite 100
Littleton, Colorado 80127

The name of the registered agent at the aforesaid address is:

Thomas C. Canter

The address of the principal office of the corporation is:

4 W. Meadow Lark Lane
Suite 100
Littleton, Colorado 80127

The identity of the Registered Agent and the location of the Registered Office and Principal Office may be changed by the Board of Directors from time to time as appropriate.

ARTICLE SEVEN – OFFICERS:

The officers of the corporation shall consist of a President, Vice-President and Secretary, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws of the corporation. In addition, there shall be an Executive Director, and a Treasurer, who shall be appointed or contracted for by the Board of Directors. Such other officers and assistant officers and agents as are deemed necessary may be elected or appointed by the Board or otherwise chosen as may be prescribed by the Bylaws. Any two or more offices may be held by the same person, with the exception that no one person may simultaneously serve as Executive Director and Treasurer.

ARTICLE EIGHT – BYLAWS

The Board of Directors or the members of the corporation shall have the power to make and adopt prudent Bylaws for the government of the corporation. The Bylaws shall contain provisions for the purpose of regulating and carrying on the business of the corporation within the scope of its objects and purposes provided such provisions are not inconsistent with the laws of the State of Colorado. The Board of Directors, or the members, may from time to time change, alter, or amend the Bylaws as the Board determines may be beneficial to the interests of the corporation in the manner set forth in the Bylaws.

ARTICLE NINE AMENDMENT OF ARTICLES OF INCORPORATION:

The corporation expressly reserves the right to amend these Articles of Incorporation by a majority vote of the Members at a duly authorized meeting of the Corporation at which a quorum is present. A Proposed Amendment shall first be submitted by the originator to the Board for its recommendation in accordance with the provisions stated in the Bylaws. Approval by the Voting Members shall be in the manner as set forth in the Bylaws and the Colorado Revised Non Profit Corporations Act.

ARTICLE TEN – APPLICABILITY OF THE COLORADO
REVISED NON PROFIT CORPORATION ACT:

The provisions of the Colorado Revised Nonprofit Corporation Act shall be applicable to the corporation upon the effective date of the Act, July 1, 1998.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of September, 2002, as duly authorized by a vote of the Membership this date.

STEVE HOLLOWAY

President and Chairman of the Board of
Directors of The National Coal
Transportation Association

ATTEST:

KENNETH L. BROCKWAY

Corporate Secretary