

1 34071990002

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3
4 ARTICLES OF INCORPORATION

5
6 OF

7
8 ASSOCIATION OF TRANSPORTATION SAFETY
9 INFORMATION PROFESSIONALS

10
11 The undersigned natural person of the age of eighteen years or more,
12 acting as incorporator of a nonprofit corporation under the provisions of
13 the Minnesota Nonprofit Corporation Act, Chapter 317A of the Minnesota
14 Statutes, as amended, adopts the following Articles of incorporation.

15
16 ARTICLE I

17 The name of this corporation is Association of Transportation Safety
18 Information Professionals.

19
20 ARTICLE II

21 This Corporation shall be a nonprofit corporation under Minnesota
22 Statutes Chapter 317A.

23
24 ARTICLE III

25
26 The duration of this Corporation shall be perpetual.

27
28 ARTICLE IV

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30 This Corporation is organized for the general purpose of engaging in any
31 lawful activity, and is organized exclusively for educational and
32 scientific purposes pursuant to applicable provisions of sections 501(a)
33 and (c) of the Internal Revenue Code of 1986, as amended, and to promote
34 the common interest of organizations and governmental agencies in
35 programs and activities related to traffic record systems and to promote
36 knowledge and skill in the development of transportation safety
37 information systems and for other related purposes.

38
39 The Corporation's purposes are further defined as follows:

40
41 a. To do everything necessary, proper, advisable and convenient for the
42 accomplishment of the purposes hereinabove set forth, and to do all other
43 things incidental thereto or connected therewith, which are not forbidden
44 by the laws under which this Corporation is organized, by other laws, or
45 by these Articles of Incorporation.

46
47 b. To carry out the purposes hereinabove set forth in any state,
48 territory, district or possession of the United States, or in any foreign
49 country, to the extent that such purposes are not forbidden by the laws
50 thereof; and, in the case of any state, territory, district or possession
51 of the United States, or any foreign country, in which one or more of
52 such purposes are forbidden by law, to limit, in any certificate for
53 application to do business, the purpose or purposes which the Corporation

54 proposes to carry on therein to such as are not forbidden by the law
55 thereof.

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57
58 ARTICLE V

59
60 This Corporation shall have all the powers granted to nonprofit
61 corporations organized pursuant to said Chapter 317A of the Minnesota
62 Statutes. In furtherance, and not in limitation, of the powers conferred
63 by the laws of the State of Minnesota upon nonprofit corporations
64 organized for the foregoing purposes, the Corporation shall have the
65 power:

66
67 a. To issue obligations of the Corporation, to guaranty obligations of
68 others and to contract indebtedness without limit as to amount for any of
69 the objects and purposes of the Corporation, and to secure the same by
70 mortgage or lien, on any or all of the real or personal property, or
71 both, of the Corporation.

72
73 b. When and as authorized by the vote of not less than a majority of the
74 Board of Directors entitled to vote, at a meeting called for that
75 purpose, or when authorized upon written consent of a majority of such
76 Directors, to sell, lease, exchange or otherwise dispose of all, or
77 substantially all, of its property and assets, including its good will,
78 upon such terms and for such considerations, which may be money, shares,
79 bonds, other instruments for the payment of money or other property, as
80 the Board of Directors deems expedient.

81
82 c. To acquire, hold, lease, encumber, convey, or otherwise dispose of,
83 either alone or in conjunction with others, real and personal property
84 within or without the state; and to take real and personal property by
85 will or gift.

86
87 d. To acquire, hold take over as a going concern and thereafter to carry
88 or, mortgage, sell or otherwise dispose of, either alone or in
89 conjunction with others, the rights, property and business of any person,
90 entity, partnership, association or corporation heretofore or hereafter
91 engaged in any nonprofit business, the purpose of which is similar to the
92 purposes set forth in Article IV of these Articles of Incorporation.

93
94 e. To enter into any lawful arrangement or cooperative association with
95 any corporation, association, partnership, individual, or other legal
96 entity, for the carrying on of any nonprofit business, the purpose of
97 which is similar to the purposes set forth in Article IV of these
98 Articles of Incorporation, and, insofar as it is lawful, to enter into
99 any general or limited partnership, the purpose of which is similar to
100 such purposes.

101
102 ARTICLE VI

103
104 An agreement for consolidation or merger with one or more foreign or
105 domestic nonprofit corporations may be authorized by vote of not less
106 than a majority of the members.

108 ARTICLE VII

109

110 The location and post office address of the registered office of this
111 Corporation in the State of Minnesota is 1570 Eustis Street, #233,
112 Lauderdale, MN 55108

113

114 ARTICLE VIII

115

116 The Corporation shall have no capital stock and shall have members, each
117 of which shall be entitled to vote.

118

119 ARTICLE IX

120

121 Section 1. The Corporation shall not, incidentally or otherwise, afford
122 or pay any pecuniary gain, dividends, or other pecuniary remuneration to
123 its officers or directors as such, and no part of the net income or net
124 earnings of the Corporation shall, directly or indirectly, be
125 distributable to or otherwise inure to the benefit of any officer or
126 other private person. The Corporation shall, however be authorized and
127 empowered to pay reasonable compensation for services rendered and to
128 make payments and distributions in furtherance of the purposes set forth
129 in Article IV hereof.

130

131 Section 2. The Corporation shall not participate in, intervene in, or
132 publish or distribute statements in any political campaign on behalf of
133 or in opposition to any candidate for political office, nor shall it
134 otherwise attempt to influence legislation.

135

136 Section 3. Notwithstanding any other provisions of these Articles of
137 Incorporation, the Corporation shall not carry on any activities not
138 permitted to be carried on by a corporation that is exempt from taxation
139 under applicable provisions of Section 501(c) of the Internal Revenue
140 Code of 1986, as amended.

141

142 ARTICLE X

143

144 The officers and directors of the Corporation shall have no personal
145 liability for corporate obligations.

146

147 ARTICLE XI

148

149 Section 1. The business of the Corporation shall be managed by a Board of
150 Directors, who shall be elected by the Incorporator and thereafter at the
151 annual meeting by a majority of the members, provided, however, that
152 vacancies in the Board of Directors may be filled by the remaining
153 Directors, and each person so elected shall be a Director until a
154 successor is elected at an annual meeting of members or at a special
155 meeting duly called therefore.

156

157 Section 2. The Board of Directors shall have all of the powers of the
158 Corporation, subject to such action restricting said powers as may
159 legally be taken from time to time by the Directors either at an annual
160 meeting or at a special meeting duly called therefore.

161

162 Section 3. The Board of Directors shall have authority to make and alter
163 its Constitution or By-Laws, provided, however, that the Board shall not
164 make or alter any provision or any such document fixing the number,
165 qualifications or term of office of Directors.
166

167 Section 4. Any contract or other transaction between the Corporation and
168 any corporation, association or firm of which one or more of its
169 Directors are shareholders, members, directors, officers or employees, or
170 in which they are interested, shall be valid for all purposes,
171 notwithstanding the presence and participation of such Director or
172 Directors at the meeting of the Board of Directors of the Corporation
173 which acts upon or in reference to such contract or transmission, if the
174 material facts surrounding the contract or transmission and of such
175 interest shall be fully disclosed or known to the Board of Directors, and
176 the Board of Directors shall, nevertheless, authorize, approve and ratify
177 such contract or transaction in good faith by a vote of a majority of the
178 Directors, but the interested Director or Directors shall not be counted
179 in determining whether a quorum is present and shall not vote. This
180 Section shall not be construed to invalidate any contract or transaction
181 which would otherwise be valid under the laws applicable thereto.
182

183 Section 5. A Director of this Corporation shall not be personally liable
184 to the Corporation for monetary damages for breach of fiduciary duty as a
185 Director, except to the extent such exemption from liability or
186 limitation thereof is not permitted under Chapter 317A of the
187 Minnesota Statutes as the same exists or may hereafter be amended.
188

189 If Chapter 317A of the Minnesota Statutes hereafter is amended to
190 authorize the further elimination or limitation of the liability of
191 directors, then, in addition to the limitation on personal liability
192 provided herein, the liability of a Director of the Corporation shall be
193 limited to the fullest extent permitted by the amended Chapter 317A of
194 the Minnesota Statutes.
195

196 Any repeal or modification of this Section 5 of Article XI by the
197 Directors of the Corporation shall be prospective only and shall not
198 adversely affect any limitation on the personal liability of a Director
199 of the Corporation existing at the time of such repeal or modification.
200

201 ARTICLE XII

202
203 The Corporation may be dissolved in accordance with the laws of the State
204 of Minnesota. Upon dissolution of the Corporation, the Board of Directors
205 shall, after paying or making provision for the payment of all expenses
206 and liabilities of the Corporation, distribute all remaining assets of
207 the corporation to such organizations as shall at the time qualify under
208 applicable provisions of Sections 501(a) and 501(c) of the Internal
209 Revenue Code of 1986, as amended, and are engaged in activities similar
210 to those of this Corporation. Alternatively, the Corporation may
211 distribute such remaining assets to the federal government or to a state
212 or local government for a public purpose.
213

214 ARTICLE XIII

215 These Articles of Incorporation may be amended in the manner prescribed
216 by Section 317A.133 of the Minnesota Nonprofit Corporation Act, as
217 amended.

218
219
220 IN WITNESSWHEREOF,I have hereunto set my hand this, 8th day of July,
221 2009.

222 s/
223
224
225 Karen S. Johnston. Incorporator
226 8200 Hill Trail North
227 Lake Elmo, MN 55042

228
229 STATE OF MINNESOTA)
230) ss.
231 COUNTY OF WASHTNGTON)

232
233 The foregoing instrument was acknowledged before me this 8th day of July,
234 2009.

235
236 Notary Public
237 [notary stamp]

238
239 [stamp: filed by the Minnesota Department of State
240 July 8, 2009]