

## Office of the Minnesota Secretary of State Certificate of Incorporation

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

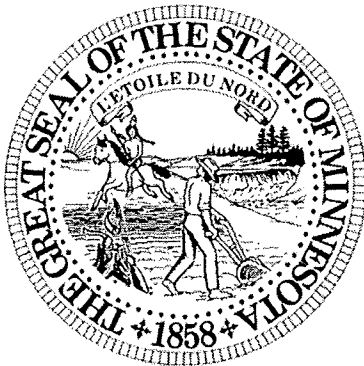
The business entity is now legally registered under the laws of Minnesota.

Name: Minnesota Transportation Education and Outreach  
Center

File Number: 857278100036

Minnesota Statutes, Chapter: 317A

This certificate has been issued on: 12/03/2015



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon  
Secretary of State  
State of Minnesota



**ARTICLES OF INCORPORATION**  
Of  
**MINNESOTA TRANSPORTATION EDUCATION AND OUTREACH CENTER**

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation shall be the Minnesota Transportation Education and Outreach Center.

**ARTICLE II**  
**DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

The Minnesota Transportation Education and Outreach Center is a non-profit corporation that shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Minnesota Transportation Education and Outreach Center's purpose is to examine the effects of current and proposed transportation policies on communities, citizens, and related businesses, focusing on Minnesota but addressing other areas of the country as well. The Minnesota Transportation Education and Outreach Center serves interested citizens, governmental units and businesses in order to improve the quality of life in Minnesota and to encourage development of a safe, efficient and effective multi-modal transportation infrastructure appropriate to all areas of the state.

**ARTICLE IV**  
**NON-PROFIT NATURE**

**4.01 Non-Profit Nature**

The Minnesota Transportation Education and Outreach Center is organized exclusively for charitable and educational purposes. No part of the net earnings of the Minnesota Transportation Education and Outreach Center shall inure to the benefit of, or be distributable to its members, trustees, officers 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 purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, a corresponding section of any future federal tax code, or b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or a corresponding section of any future federal tax code.

The Minnesota Education and Outreach Center is not organized and shall not be operated for the private gain of any person. The property of the organization is irrevocably dedicated to its educational and charitable purposes.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of the Minnesota Education and Outreach Center of any nature whatsoever, nor shall any property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the Minnesota Education and Outreach Center, any assets lawfully available for distribution shall be distributed under applicable law to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to its members, directors, officers or other private person or 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 Article III.

#### **4.05 Restricted Activities**

No substantial part of the organization's activities shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

### ARTICLE V **MEMBERSHIP AND GOVERNANCE**

The Minnesota Transportation Education and Outreach Center shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. The initial members of the Board of Directors are:

Scott Mareck,  
Wade Kline,  
Cathleen Amick,  
Margaret Donahoe

ARTICLE VI  
AMENDMENTS

Any amendments to the Articles of Incorporation may be adopted by approval of two-thirds of the members of the Board of Directors.

ARTICLE VII  
ADDRESSES OF THE CORPORATION

The initial <sup>registered</sup> physical address and mailing address of the corporation is:

The Minnesota Transportation Education and Outreach Center  
545 Park Street #240  
Saint Paul, Minnesota 55103-2106

ARTICLE VIII  
APPOINTMENT OF REGISTERED AGENT

*per Amick  
BS*

The initial registered agent of the corporation shall be Barbara Simanton at the above address.

**Certificate of Adoption of Articles of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of the Minnesota Transportation Education and Outreach Center were approved by the Board of Directors on July 29, 2015 and constitute a complete copy of the Articles of Incorporation of the Minnesota Transportation Education and Outreach Center. *of Incorporators*

*Scott Mareck*

Scott Mareck  
4140 Thielman Lane, Suite 204, Saint Cloud, MN 56303

10-9-15  
Date

*Wade Kline*

Wade Kline  
728 East Beaton Drive, Suite 101, West Fargo, ND 58078

10-14-2015  
Date

*Cathleen Amick*

Cathleen Amick  
1400 S Saratoga Street, Marshall, MN 56258

10/16/15  
Date

*Margaret Donahoe*

Margaret Donahoe  
525 Park Street, Suite 240, Saint Paul, MN 55103

10/22/15  
Date

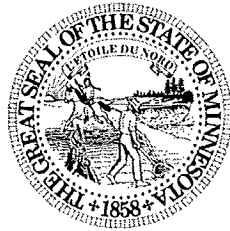
Email for Official Notices *accountant@transportationalliance.com*

**Acknowledgement of consent to appointment as registered agent**

I, Barbara Simanton agree to be the registered agent for the Minnesota Education and Outreach Center as appointed herein.

Registered Agent: Barbara Simanton

Date: 10/27/15



**Work Item 857278100036**  
**Original File Number 857278100036**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
12/03/2015 11:59 PM

*Steve Simon*

Steve Simon  
Secretary of State



**State of Minnesota**  
Office of the Minnesota Secretary of State  
Steve Simon

**Receipt**

December 2, 2015

Minnesota Transportation Alliance  
525 Park St  
Suite 240  
SAINT PAUL, MINNESOTA 55103

Account Number: 112838669

<u>Work Item Number</u>	<u>Description</u>	<u>Fee Amount</u>
85727810003	New Registration	\$70.00
<b>Total Fees</b>		<b>\$70.00</b>

<u>Payment Type</u>	<u>Reference Number</u>	<u>Payment Amount</u>
Check	14441	\$70.00
<b>Total Payments</b>		<b>\$70.00</b>

An overage amount will be refunded after 60 days from the date on this notice if not used.

**Business Services**  
MN Retirement Systems Building  
60 Empire Drive #100  
Saint Paul, MN 55103-2141  
Phone: 651-296-2803 or 1-877-551-6767 Minnesota Relay Service: 711  
E-mail: [business.services@state.mn.us](mailto:business.services@state.mn.us)