ARTICLES OF INCORPORATION

OF

ASSOCIATION OF TRANSPORTATION SAFETY
INFORMATION PROFESSIONALS

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

ARTICLE I
The name of this corporation is Association of Transportation Safety Information Professionals.

ARTICLE II
This Corporation shall be a nonprofit corporation under Minnesota Statutes Chapter 317A.

ARTICLE III
The duration of this Corporation shall be perpetual.

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

The Corporation's purposes are further defined as follows:

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

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

ARTICLE V

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

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

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

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

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

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

ARTICLE VI

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

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

ARTICLE VIII

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

ARTICLE IX

Section 1. The Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its officers of directors as such, and no part of the net income or net earnings of the Corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any officer or other private person. The Corporation shall, however 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 IV hereof.

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

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

ARTICLE X

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

ARTICLE XI

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

Section 2. The Board of Directors shall have all of the powers of the Corporation, subject to such action restricting said powers as may legally be taken from time to time by the Directors either at an annual meeting or at a special meeting duly called therefore.
Section 3. The Board of Directors shall have authority to make and alter its Constitution or By-Laws, provided, however, that the Board shall not make or alter any provision or any such document fixing the number, qualifications or term of office of Directors.

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

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

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

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

ARTICLE XII

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

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

IN WITNESS WHEREOF, I have hereunto set my hand this, 8th day of July, 2009.

s/

Karen S. Johnston. Incorporator
8200 Hill Trail North
Lake Elmo, MN 55042

STATE OF MINNESOTA   )
COUNTY OF WASHTNGTON ) ss.
The foregoing instrument was acknowledged before me this 8th day of July, 2009.

Notary Public
[notary stamp]

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