

**ARTICLES OF INCORPORATION
OF
IDAHO TRANSPORTATION COALITION, INC.**

2014 SEP 23 PM 1:53

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being the President of Idaho Transportation Coalition, Inc., a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles") for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Idaho Transportation Coalition, Inc. ("Coalition")

ARTICLE II. DURATION

The period of existence and duration of the Coalition shall be perpetual.

ARTICLE III. PURPOSES AND POWERS

- A. Recognizing that good highways are of significant value to every person and organization in the State of Idaho, the Coalition has been created for the following purposes:
- a. To advocate for and support long-term infrastructure projects in the area of transportation that would decrease congestion, ameliorate air quality, strengthen the State's economy, increase safety, and improve the overall quality of life for persons and organizations in the State of Idaho.
 - b. To educate the persons and organizations in the State of Idaho regarding transportation issues in the State, including, but not limited to, the status and needs of the state highway system, funding programs and options, economic impacts, safety records, and recommendations regarding the transportation system.
 - c. To work together with other public and private interests to achieve the objectives of the Coalition in the best interests of the persons and organizations of the State of Idaho.
- B. The powers of the Coalition are:
- a. To do all things necessary or convenient to carry out the affairs of the Coalition including, without limitation, the power to establish conditions for admission of members, admit members, issue memberships, and impose dues upon members.
 - b. To make and amend Bylaws not inconsistent with these Articles of Incorporation for regulating and managing the Coalition.

- c. To purchase, receive, lease or otherwise acquire, and own, hold, improve, use and otherwise deal with, personal property, or any legal or equitable interest in personal property, wherever located.
- d. To sell, convey, pledge, lease, exchange and otherwise dispose of all or any part of its property.
- e. To make contracts and guarantees, incur liabilities, borrow money, and secure any of its obligations by pledge or any of its property.
- f. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have, subject to only the limitations contained in the Nonprofit Corporation Act, these Articles, the Bylaws, and any other applicable law as amended or supplemented.

ARTICLE IV. REGISTERED AGENT

The name of the registered agent of the Coalition is Dave Butzier and the address of the registered agent is 720 Park Boulevard, Boise, Idaho 83712.

ARTICLE V. NONPROFIT CORPORATION

The Coalition shall be a nonprofit, membership corporation and no dividends or pecuniary profits shall be declared or paid to the members.

ARTICLE VI. MEMBERSHIP AND VOTING RIGHTS

- A. Membership shall be open to:
 - a. All persons who are eighteen (18) years or older and who have an interest in the transportation issues affecting the State of Idaho; and
 - b. Any partnership, company, corporation, limited liability company, nonprofit corporation or other organization that has an interest in the transportation issues affecting the State of Idaho.
- B. Membership shall be achieved by satisfying the criteria stated in Article VI.A and by payment of the annual dues set by the Board of Directors for the year in which such Member applies for membership. Membership may be terminated by resignation. A Member may be expelled or suspended and a Membership may be terminated, as provided by the Idaho Nonprofit Corporation Act and the Bylaws.
- C. Each Member shall have one vote. A Member may appoint a proxy to vote or otherwise act for the Member by signing an appointment form either personally or by an attorney-in-fact.

ARTICLE VII. DIRECTORS

The affairs of the Coalition shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) individuals. The number, qualifications, and election of such Directors shall be as set forth in the Bylaws of the Coalition. The existing Directors may fill any vacancies pending a meeting of the Board of Directors. The initial Board of Directors are:

David Butzier – President
720 Park Boulevard
Boise, Idaho 83712

Wayne Hammon – Vice President
1649 West Shoreline Drive
Suite 100
Boise, Idaho 83702

Bryan Foote
5700 E. Franklin Road
Suite 160
Nampa, Idaho 83687

Stuart Davis
3100 Vista Avenue
Boise, Idaho 83705

ARTICLE VIII. AMENDMENTS

The Articles may be amended in the manner provided by the Idaho Nonprofit Corporation Act at the time of amendment.

ARTICLE IX. DISSOLUTION

The Coalition may be dissolved in the manner provided by the Idaho Nonprofit Corporation Act at the time of dissolution. Upon dissolution of the Coalition, the assets of the Coalition shall be dedicated to an appropriate public agency or nonprofit corporation, association, trust or organization to be devoted to such similar purposes to be used for purposes similar to those for which the Coalition was created.

ARTICLE X. LIMITATIONS ON MEMBER LIABILITY

The private property of members of this Coalition shall not be liable for the debts of the Coalition.

IN WITNESS WHEREOF, I have hereunto set my hand effective as of the 22 day of September 2014.

A handwritten signature in black ink, appearing to read "David R Butzier", written over a horizontal line.

Incorporator

David Butzier - President

720 Park Boulevard

Boise, Idaho 83712

IDAHO SECRETARY OF STATE

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