

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

REGIONAL PUBLIC TRANSPORTATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of REGIONAL PUBLIC TRANSPORTATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 22, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

**ARTICLES OF INCORPORATION  
OF  
REGIONAL PUBLIC TRANSPORTATION, INC.**

RECEIVED  
SEC. OF STATE

The undersigned, acting as incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME**

The name of the Corporation is **REGIONAL PUBLIC TRANSPORTATION, INC.**

**ARTICLE II. NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III. PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The location of this Corporation is in the City of Lewiston, County of Nez Perce, State of Idaho. The address of the initial registered office is 2705 E. Main Street, Lewiston, Idaho, 83501, and the name of the initial registered agent at this address is Ron Ruppe.

**ARTICLE V. PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. To provide accessible transportation services to the general public within an eight county area of Clearwater, Idaho, Latah, Lewis, and Nez Perce counties in Idaho; Asotin, Garfield, and Whitman counties in Washington.

B. To provide transportation services to other private, nonprofit, and public agencies through the sale of services to said agencies.

C. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

Article of Incorporation  
**REGIONAL PUBLIC TRANSPORTATION, INC.**

IDAHO SECRETARY OF STATE  
19930222 0900 52909 2  
CK #: 4141 CUST# 1  
CORPORATIO 10 20.00= 20.00

D. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

#### **ARTICLE VI. LIMITATIONS**

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 Article V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

#### **ARTICLE VII. MEMBERS**

The members of the Corporation shall be the initial Board of Directors of the Corporation for their term of office and each subsequently appointed Board of Director for her/his term of office. Additional members may be added by resolution of the Board of Directors.

#### **ARTICLE VIII. MEMBERS NOT SUBJECT TO ASSESSMENTS**

The members of this Corporation shall not be subject to assessments and the private property of the members shall not be subject to payment of Corporation debts, expenses or other obligations to any extent whatever.

#### **ARTICLE IX. INDEMNIFICATION**

No director of the Corporation shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to the assets of the Corporation for payment.

The private property of the officers and directors of the Corporation shall be exempt from the debts of the Corporation, and no officer, director, or member shall be individually

or collectively liable or responsible for any debts or liabilities of the Corporation.

The statutory immunity of officers and directors of this Corporation from suit by others than members of this Corporation shall be preserved to the furthest extent allowed by law, this Corporation shall, without court approval, indemnify and reimburse such officers and directors for all losses, claims, damages, or expenses of every kind or nature caused by or the result of, or in any way flowing from any suit or claim by others than members of this Corporation from the operations associated with this entity.

#### **ARTICLE X. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than nine (9) nor more than forty (40) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of directors shall be fixed by the Bylaws of the Corporation. Other than the directors constituting the initial Board of Directors, who are designated in these Articles, the directors shall be elected or appointed by the existing directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

| <u>Name</u>          | <u>Address</u>                       |
|----------------------|--------------------------------------|
| Tracy Bonin          | 2114 Vineyard, Lewiston, Idaho 83501 |
| Gwen Carter          | P.O. Box 305, Lapwai, Idaho 83530    |
| Charlotte Dasenbrock | P.O. Box 125, Craigmont, Idaho 83523 |
| Harmon Fansler       | 314 Hill, Grangeville, Idaho 83530   |
| Mark Leeper          | 124 East 3rd, Moscow, Idaho 83843    |
| Bob Liming           | P.O. Box 1627, Lewiston, Idaho 83501 |
| Patti Mooney         | 828 Main, Lewiston, Idaho 83501      |
| LaFawn Oliver        | 1448 G Street, Lewiston, Idaho 83501 |
| Ron Ruppe            | 2705 E. Main, Lewiston, Idaho 83501  |

#### **ARTICLE XI. DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporations, distribute all assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the internal revenue code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the District Court of the County in which the principal place of business of the

Corporation is then located, exclusively for such purposes or to such organizations, as such Court shall determine to be consistent with the purposes of the Corporation.


## ARTICLE XII. INCORPORATORS


The name and street address of the incorporators are Ron Ruppe, 2705 E. Main Street, Lewiston, Idaho, 83501; Bob Liming, P.O. Box 1627, Lewiston, Idaho, 83501; and Patti Mooney, 828 Main Street, Lewiston, Idaho, 83501.

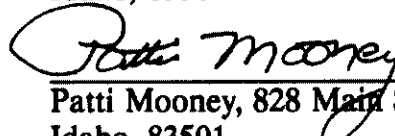
## ARTICLE XIII. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Dated this 19th day of February, 1993.

  
Ron Ruppe, 2705 E. Main Street,  
Lewiston, Idaho, 83501


  
Bob Liming, P.O. Box 1627, Lewiston,  
Idaho, 83501

  
Patti Mooney, 828 Main Street, Lewiston,  
Idaho, 83501

STATE OF IDAHO            )  
                                      ) ss.  
COUNTY OF Nez Perce    )

On this 19th day of February, 1993, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared Ron Ruppe, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.

  
Notary Public, State of Idaho, residing in  
Lewiston. My commission expires: 1994

STATE OF IDAHO       )  
                                  ) ss.  
COUNTY OF Nez Perce )

On this 19th day of February, 1993, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared Bob Liming, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.

Barbara Clark  
Notary Public, State of Idaho, residing in  
Lewiston. My commission expires:  
9-20-97

STATE OF IDAHO       )  
                                  ) ss.  
COUNTY OF Nez Perce )

On this 19<sup>th</sup> day of February, 1993, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared Patti Mooney, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.

Kambella A. Gates  
Notary Public, State of Idaho, residing in  
Lewiston. My commission expires:  
1994