

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

IDaho transit association, l.c.

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 \_\_\_\_\_  
**IDAO TRANSIT ASSOCIATION, INC.** \_\_\_\_\_,

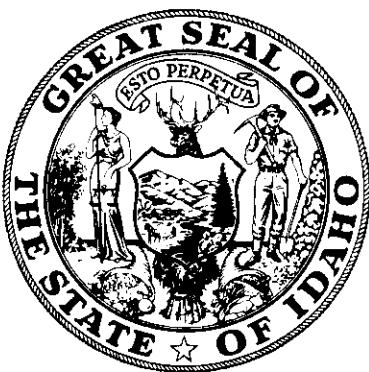
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received  
in this office and are found to conform to law.

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 January 10, 19 33.

*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Maren E. Artach*  
Corporation Clerk



## ARTICLES OF INCORPORATION

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IDAHO TRANSIT ASSOCIATION, INC.

SECRETARY OF  
STATE

KNOW ALL MEN BY THESE PRESENT:

That we, the undersigned, citizens of the United States and residents of the State of Idaho, do hereby associate ourselves together to form a non-profit organization, and in order to form a corporation for the purposes hereinafter stated under the pursuant to the provisions of Chapter 10 of Article 30, Idaho Code, and amendments hereafter made thereto and the laws of the State of Idaho relating to the organizations of corporations where pecuniary profit is not the object, and we do hereby certify and declare as follows:

## ARTICLE I.

NAME

The name of this corporation is the Idaho Transit Association, Inc.

## ARTICLE II.

PLACE OF BUSINESS

The principal place of business and post office address of this corporation shall be 1300 Kimberly Road, P.O. Box 1238, Twin Falls, Idaho, 83301  
The Registered Agent shall be Charles Chambers.

## ARTICLE III.

DURATION

The duration of the corporation shall be perpetual.

## ARTICLE IV.

PURPOSES

This corporation is not organized for pecuniary profit nor shall it have any power to issue any capital stock, and no part of its earnings shall inure to any member, director or individual. The general purpose for which this corporation is formed is to promote all modes of public transportation throughout the state of Idaho. The goals of the corporation are to provide benefits to its members to include but not limited to the following: (a) help members in the process of purchasing new equipment and writing bid specifications for state purchasing; (b) carry on a training and educational program for transit operators and general membership; (c) provide group insurance and benefits for organizational members

under a statewide program to ensure minimum cost for maximum coverage; (d) furnish general and technical information to the general membership, as they request, to promote and accomplish projects, policies and plans; (e) and to accomplish those purposes and functions as outlined in the Bylaws.

#### ARTICLE V.

##### BOUNDARIES

The initial boundaries of the Association shall be the area encompassed by the state of Idaho.

#### ARTICLE VI.

##### MEMBERSHIP

The membership of this Association shall be open to any individuals, transit districts, organizations, commercial carriers, and/or any other public body, private or public, that is interested in the promotion and furtherance of public transportation within the state of Idaho.

A. The membership shall consist of four categories:

1. Organizational Membership shall be composed of dues paying organizations, public or private, involved in or having an interest in the provision of public transportation within Idaho.
  - a. Any agency or organization providing a public transportation service must be a current Association organizational member to participate in Association sponsored or endorsed programs.
  - b. Any organizational member participating in the association endorsed vehicle insurance program must subscribe to the association standards.
2. Individual Membership shall be any dues-paying person interested in the promotion of public transportation and will be entitled to Association sponsored programs.
3. Associate Membership shall be any dues-paying organization or individual interested in promoting public transportation within Idaho.
4. Commercial Membership shall be any dues-paying individual or company dealing in transportation related products or services and are interested in the promotion through the Association.

B. Dues for each type of membership shall be assessed by the Board of Directors at each annual meeting in accordance with the Bylaws of the Association.

C. Voting members are qualified as follows:

1. Each individual or organization shall have one vote.

An organization will designate one voting representative to the Association.

2. An organizational or individual member must be duly registered with the Association thirty days prior to a meeting in order to vote at that meeting.

Membership of this corporation shall be limited to those persons now and hereafter as duly qualified and acting members of the Idaho Transit Association, Inc. who shall remain members of this corporation during their tenure as members until their successors upon said Incorporation shall have been duly appointed and qualified. Membership in the corporation shall not entitle a person to any interest whatsoever in the assets of the corporation but only to participate in the management of the affairs of the corporation, in meeting of the members regularly called and held within the period covered by such membership. The members assessment shall be specified in the Bylaws of the corporation. Members' rights and interest shall be equal.

## ARTICLE VII.

### BOARD OF DIRECTORS

The number of directors of the corporation, hereafter referred to as the Directors, shall not be less than five (5), nor more than eleven (11) and shall be elected by the general Association membership at the annual meeting. Directorships are for staggered terms of two years, beginning and ending with the annual meeting. The Directors shall establish regular periodic meetings as are deemed necessary and special meetings may be held at the call of the President or at the request of two or more members. The Directors will be chosen in accordance with the provisions of the Bylaws of the corporation and the laws of the State of Idaho, in such cases made and provided.

The names and addresses of the Board of Directors are listed in Article IX as the incorporators. The Board of Directors and the incorporators are one and the same.

## ARTICLE VIII.

The Bylaws of this corporation may be repealed, amended, altered or new Bylaws adopted at any annual meeting, or at any special meeting of the members of the corporation called for that purpose, by a vote representing not less than a simple majority of the membership. Furthermore, the Directors of this Corporation shall have the power to repeal, amend, and alter the Bylaws of the Corporation, subject to adoption by the general membership.

## ARTICLE IX.

The names and addresses of the incorporators, each of whom is entitled to one certificate of membership as provided in these Articles, valid until the next annual meeting, regardless of qualifications, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles Chambers	P.O. Box 1238 Twin Falls, ID 83301
William O'Neill	P.O. Box 1776 Ketchum, ID 83340
Anne Schozman	P.O. Box 4169 Pocatello, ID 83201
Herb Norr	P.O. Box 1253 Idaho Falls, ID 83401
Dick Hinrichs	2012 North 4th St. Coeur d'Alene, ID 83814
Dick Sanders	265 Horizon Drive Boise, ID 83702

In testimony where of the following persons acknowledge that they are citizens of the United States of America, over the age of 21 years, and have voluntarily joined together to incorporate this corporation under the laws of the State of Idaho.

Dated this 15th day of December, 1982.

Anne Schorzman  
Anne Schorzman  
Charles Chambers  
Charles Chambers

William O'Neill  
William O'Neill

Herb Norr  
Herb Norr

Dick Hinrichs  
Dick Hinrichs

Richard Sanders  
Richard Sanders

December 15, 1982  
Date

On this 15<sup>th</sup> day of December, 1982, before me, the undersigned, a notary public in and for said State, personally appeared Charles Chambers, William O'Neill, Anne Schorzman, Herb Norr, Dick Hinrichs, and Dick Sanders, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(seal)

Dancy McConaughay  
Notary Public for Idaho  
Residing at: Meridian, Id