

Secretary of State  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9739155  
EFFECTIVE DATE: 10/29/1997  
COUNTY : COBB  
REFERENCE : 0045  
PRINT DATE : 11/06/1997  
FORM NUMBER : 311

CSC  
EILEEN EDMONDSON  
100 PEACHTREE ST.  
ATLANTA, GA 30303

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation  
Commissioner of the State of Georgia, do hereby certify under the  
seal of my office that

ITS GEORGIA, INC.  
A DOMESTIC NONPROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia  
on the effective date stated above by the filing of articles of  
incorporation in the office of the Secretary of State and by the  
paying of fees as provided by Title 14 of the Official Code of  
Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the  
State of Georgia on the date set forth above.



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State

ARTICLES OF INCORPORATION OF  
ITS GEORGIA, INC.  
A STATE CHAPTER OF ITS AMERICA

TO: The State of Georgia

We, the undersigned, being natural persons of the age of 21 or more, acting as incorporators of a corporation for ITS Georgia, Inc., do hereby adopt the following Articles of Incorporation for such corporation pursuant to the non-profit corporation laws of the State of Georgia.

FIRST: The name of the non-profit corporation is: ITS Georgia, Inc., A STATE CHAPTER OF ITS America. The principle address of the corporation is 7220 Richardson Road, Smyrna GA 30080.

SECOND: The period of duration is perpetual.

THIRD: This corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds for charitable, educational, and scientific purposes; and specifically to promote and enhance public safety and community welfare by fostering research, development, and implementation of plans and programs to reduce motor vehicle deaths and injuries, improve mobility, and to promote, encourage, and advance a system of safer, more economical, energy efficient and environmentally sound highway and other surface transportation through research, development, and implementation of advanced technology.

This corporation is intended to become a State Chapter of ITS America, a national private non-profit association incorporated in the District of Columbia, satisfying the terms and conditions, and entering into such agreements as may be necessary to obtain such chapter status.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this corporation shall have all the powers granted to it by the laws of this State; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

FOURTH: The corporation shall have members as set forth in the Bylaws.

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD 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 any political campaign on behalf of or against any candidate for public office.

Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 49-1(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

**SIXTH:** The affairs of the corporation shall be carried on through its Board of Directors; the method of their election, other than the initial Board of Directors provided for herein, shall be provided in the Bylaws.

**SEVENTH:** Notwithstanding any other provision of these Articles, the corporation shall not primarily conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986.

**EIGHTH:** Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to the Intelligent Transportation Society of America (provided it is then exempt from income tax under Section 501(c)(3) and contributions thereto are deductible under Section 170(c)(2) of the Code); or other organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or corresponding provisions of any subsequent federal tax law.

**NINTH:** The address, including the street and number, of its initial registered office is 7220 Richardson Road, Smyrna GA 30080, and the name of its initial registered agent at such address is William R. Youngblood.

**TENTH:** The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

**ELEVENTH:** The number of directors constituting the initial Board of Directors is twenty (20), but the number of directors may be increased or decreased in the manner set forth in the Bylaws, provided that the number shall not be less than three. The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

| <u>NAME</u>                      | <u>ADDRESS</u>   |
|----------------------------------|--|
| Wayne Shackelford, Chairman      | No. 2 Capitol Square SW., Atlanta GA 30334                                       |
| William R. Youngblood, President | GTRI, 7220 Richardson Rd., Smyrna GA 30080                                       |
| Wayne Reece, Vice President      | Marquis One Tower, Suite 2150,<br>245 Peachtree Center Ave. NE, Atlanta GA 30303 |
| John Leonard, Secretary          | Georgia Tech School of CEE, Atlanta GA 30332                                     |
| Jon T. Sapp, Treasurer           | 3100 Medlock Br. Rd, Ste 140, Norcross GA 30071                                  |
| Kenny Voorhies, State Chp Rep    | 3340 Peachtree St. NE., Ste 2400, Atlanta GA 30326                               |
| Larry Dreihaupt                  | 61 Forsyth Street, Suite 17T100, Atlanta GA 30303                                |
| Marion Waters, III               | 935 E Confederate Ave., Bldg 24, Atlanta GA 30316                                |
| Luke Cousins                     | 276 Memorial Drive SW, Atlanta GA 30303  |
| Tim Jones                        | 34 Peachtree St., Suite 1600, Atlanta GA 30303                                   |
| Pamela Blackwell                 | 47 Trinity Ave. SW, Suite 104, Atlanta GA 30334                                  |
| Gwen Kemmerick                   | 285 Peachtree Ctr Ave. NE, Suite 1000,<br>Atlanta GA 30303                       |
| Susie Dunn                       | 200 Northcreek, Suite 300, 3715 Northside Parkway,<br>Atlanta GA 30327-2809      |
| Vernon D. Martin                 | P.O. Box 1917, Brunswick GA 31521  |
| Randy Bundy                      | 68 Mitchell Street, Suite 4900, Atlanta GA 30335                                 |
| Geoff Nelson                     | 1797 Northeast Expressway, Atlanta GA 30329                                      |
| Ted Allred                       | 1100 Spring Street NW., Suite 101, Atlanta GA 30309                              |
| David Goglia                     | 2424 Piedmont Rd., NE, Atlanta GA 30324  |
| Edward Crowell                   | 1280 West Peachtree St., NW, Suite 300,<br>Atlanta GA 30309                      |
| Kofi Boda                        | 233 James P. Brawley Dr SW, Atlanta GA 30314                                     |

Signed:

William R. Youngblood  
 William R. Youngblood (Incorporators)

Jon T. Sapp  
 JON T SAPP

SECRETARY OF STATE  
 OCT 29 11 11 AM '97  
 (1)

I, Sandra A. Saxon, a Notary Public, hereby certify that on this date, Oct. 7 1997, personally appeared before me William R. Youngblood and Jon T. Sapp, who signed the foregoing document and declared that the statements contained herein are true.

Sandra A. Saxon  
 Notary Public

My Commission expires: NOV 6 11 43 AM '97

SECRETARY OF STATE

Notary Public, Cobb County, Georgia  
 My Commission Expires June 27, 1999

**Attachment**

The signatures of the incorporators of ITS Georgia, Inc. can be found on page 3 of these Articles of Incorporation. The following is supplemental incorporator information required by the State of Georgia.

**Incorporators:**

William R. Youngblood  
GTRI  
7220 Richardson Rd  
Smyrna, GA 30080

Jon T. Sapp  
3100 Medlock Branch Rd  
Suite 140  
Norcross, GA 30071