

ARTICLES OF INCORPORATION
OF
THE CONFERENCE OF MINORITY TRANSPORTATION OFFICIALS

TO: The Recorder of Deeds
Washington, D.C.

We the undersigned natural persons of the age of twenty-one years or more, acting as Incorporators of a not-for-profit corporation pursuant to Title 29, Chapter 5 of the Code of Laws of the District of Columbia, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is the Conference of Minority Transportation Officials (the "Corporation").

ARTICLE II

The period of the Corporation's duration shall be perpetual.

ARTICLE III

The purposes for which the Corporation is organized are:

(a) to promote better conditions and circumstances under which representatives of all minority groups may achieve meaningful representation, participation and beneficial results, arising out of and in connection with the operation of public transportation facilities of all modes which are the direct or indirect beneficiaries of, and participants in, the funds available from the United States government and the various state and local governments including, but not limited to, federal transportation legislation involving highways, waterways, air transportation, and mass transportation. For purposes of this Corporation the term "minority" shall have the same meaning and definition as set forth in the regulations of the United States Department of Transportation pertaining to minorities;

(b) to conduct educational research activities; specifically, to actively engage in an intensive study, investigation, and analysis of the impact of the aforesaid legislation and the various programs and grants available pursuant thereto, to assist the appropriate governmental agencies in promulgating rules and regulations reflecting the legislative intent of the aforesaid legislation, and to assist in ensuring the protection of all of the laws of the United States relating to equal opportunity; and further, to ensure the active, visible, and effective participation by all minority groups at all levels of involvement, and more significantly, at the policy-making and board level, in the affairs of transportation operations in all of the aforesaid jurisdictions, and in other professional and public interest transit-related organizations;

(c) to conduct charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax laws); and,

(b) The membership of the Corporation shall also be open to any person who holds a policy level position with a Federal, state or local transportation agency or any person who owns a business engaged in supplying goods and/or services to the transportation industry and who supports the goals and objectives of the Corporation. The term of their membership and the extent of their participation shall be determined from time to time by a vote of the Board of Directors of the Corporation. This class of membership shall be known as affiliate members.

ARTICLE V

The manner of selection or appointment of directors shall be provided in the bylaws of the Corporation.

ARTICLE VI

The following provisions are adopted for the purpose of regulating the internal affairs of the Corporation, and to provide for the distribution of the Corporation's assets on dissolution or final liquidation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, members 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 of the Corporation.

(b) 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.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax laws) or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax laws).

(d) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax laws), as the Corporation's Board of Directors shall determine.

I, William T. Stang, a Notary Public,
hereby certify that on the 11th day of January, 1984, Maxine
A. Marshall personally appeared before me and signed the foregoing documents as
an Incorporator in my presence, and who stated that the statements therein
contained are true.

William T. Stang
Notary Public

My commission expires 4/22/86.

Dated this 11th day of January, 1984.

I, Sandra C. Allen, a Notary Public,
hereby certify that on the 11th day of January, 1984, Jerry A.
Moore, Jr. personally appeared before me and signed the foregoing documents as an
Incorporator in my presence, and who stated that the statements therein contained
are true.

Sandra C. Allen
Notary Public

My commission expires Jan. 14, 1986.

Dated this 11th day of Jan, 1984.