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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

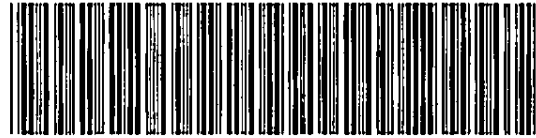
Special Instructions to Filing Officer:

OK to file
per
Darlene Connell

5/1/2023

Office Use Only

513-524-



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11/03/22--01004--005 **35.00

FILED
2022 NOV -3 PM 3:27
CLERK
STATE

5/1/2023

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Heavy Vehicle Electronic License Plate
Name of Corporation

DOCUMENT NUMBER: F99000005594

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kate Lathrop

Name of Contact Person

PrePass Safety Alliance

Firm/Company

2929 N. Central Ave. Suite 1500

Address

Phoenix, AZ 85012

City/State and Zip Code

kate@prepassalliance.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kate Lathrop

at (602) 601-5696

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 29, 2023

KATE LATHROP
2929 N CENTRAL AVENUE
SUITE 1500
PHOENIX, AZ 85012

SUBJECT: HEAVY VEHICLE ELECTRONIC LICENSE PLATE, INC.
Ref. Number: F99000005594

We have received your document for HEAVY VEHICLE ELECTRONIC LICENSE PLATE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please add a corporate suffix to the name listed in number 5 of your document; also please correct number 4, the date the name changed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 823A00007253

RECEIVED
APR 25 2023



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 3, 2023

KATE LATHROP
2929 N CENTRAL AVENUE
SUITE 1500
PHOENIX, AZ 85012

SUBJECT: HEAVY VEHICLE ELECTRONIC LICENSE PLATE, INC.
Ref. Number: F99000005594

We have received your document for HEAVY VEHICLE ELECTRONIC LICENSE PLATE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

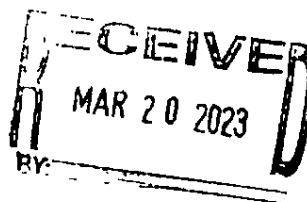
The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 223A00002716



NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA

(Pursuant to s. 617.1504, F.S.)

FILED
2022 NOV -3 PM 3:27
STATE OF FL

SECTION I
(1-3 MUST BE COMPLETED)

F99000005594

(Document Number of Corporation (If known))

1. Heavy Vehicle Electronic License Plate, INC.
(Name of corporation as it appears on the records of the Department of State)
2. Arizona 3. 10/29/1999
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 2/2/22 2/20/2022

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. PrePass Safety Alliance, INC.
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration) (Date)

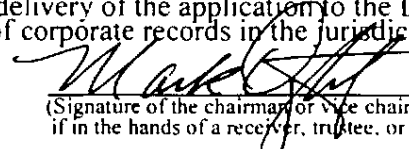
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction) (Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Mark Doughty
(Typed or printed name of the person signing)

President & CEO
(Title of person signing)

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

RESTATED ARTICLES OF INCORPORATION, 02/20/2022

consisting of 5 pages, is a true and complete copy of the original of said document on file with this office for:

PREPASS SAFETY ALLIANCE
ACC file number: 06023574

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this 17 Day of October, 2022 A.D.



Matthew Newbert

Matthew Newbert, Executive Director

By: *[Signature]*

DEASHA JACKSON

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION**

NON-PROFIT CORPORATION

ENTITY INFORMATION

ENTITY NAME: PREPASS SAFETY ALLIANCE
ENTITY ID: 06023574
ENTITY TYPE: Domestic Nonprofit Corporation

ADOPTION AND VOTE

ADOPTION DATE: 12/20/2021
The restated Articles were approved by the board of directors without member or third person action, and the approval of member of any other persons not required. NO
The restated Articles contain one or more amendments that required approval by members and/or other persons
Approved by members YES
Approved by other person(s) as required by the articles of incorporation NO

SIGNATURE

Officer: Mark Doughty - 02/02/2022

**RESTATED ARTICLES OF INCORPORATION
OF
PREPASS SAFETY ALLIANCE
An Arizona Nonprofit Corporation**

Article I**NAME**

The name of this corporation is PrePass Safety Alliance ("Corporation").

Article II**PLACE OF BUSINESS**

The principal place of business of the Corporation is:

2929 N. Central Ave.
Suite 1500
Phoenix, AZ 85012

Article III**STATUTORY AGENT**

The address of the Corporation's registered office in the State of Arizona and the name of its registered agent at that address are:

Registered Agent Solutions, Inc.
300 W. Clarendon Ave., Suite 240
Phoenix, AZ 85013

Article IV**MEMBERSHIP**

The Corporation will have members.

Article V**BOARD OF DIRECTORS**

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, the board of directors of the Corporation ("Board"). The names and addresses of the persons who currently serve as directors until their successors are elected and qualified are:

John Esparza, Kirstie Nixon, Collin Stewart, Dave Lorenzen, Jim Burg, Don Schaefer, Chad Sheppick, Jim Subler, Omar Villareal, and Dan Wyrick

Article VI**PURPOSES, ACTIVITIES, POWERS AND LIMITATIONS**

Section 1. Purposes. The Corporation is organized

exclusively for charitable, educational or scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code ("Code"). Specifically, the Corporation is formed to develop and deploy advanced technology systems to create a cooperative operating and regulatory environment to improve the efficient and safe movement of commercial vehicles and the performance of the highway systems, so that commercial vehicles will operate on North American highway systems with the same ease as passenger vehicles, while ensuring regulatory compliance and user safety and any other lawful purposes, including:

- a) to benefit North American industry through increased productivity for commercial vehicle operations;
- b) to increase efficiency for government;
- c) to improve traffic safety and highway operations;
- d) to encourage continued commercial vehicle/intelligent vehicle and highway system technology development and implementation;
- e) to enhance industry and government partnering through mutual benefit of shared authority and responsibility;
- f) to promote and encourage the use of the Corporation's services and products by the motor carrier industry and government; and
- g) to perform any and all acts and services for government and industry and its members as may be deemed more satisfactorily to be performed by group action rather than individual action.

Section 2. Activities. The Corporation will:

- a) advance a safer, more economical, energy efficient and environmentally sound commercial vehicle highway transportation system;
- b) implement programs which assist, advise and inform the public and private sectors about the use and benefits of advanced technology and procedures to apply these technologies to provide a safe and efficient commercial vehicle transportation system;

c) advise, as appropriate, the U.S. Department of Transportation, other federal and state agencies and the private sector in their efforts to implement and operate intelligent vehicle highway systems;

d) provide for and cooperate with independent organizations to carry out the purposes set forth herein; and

e) provide managerial administrative, technical and support service necessary to achieve corporate goals and objectives

Section 3. Powers. To enable the Corporation to carry out its purposes, the Corporation will have the power to perform any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized. In furtherance of its purposes, the Corporation may solicit grants and contributions; pay reasonable compensation for services rendered to or for the Corporation; receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board may from time to time determine, either directly or through contributions to any charitable organization or organizations; and otherwise engage in any lawful act or activity permitted to be carried on by an organization (i) exempt from federal income tax under Code Section 501(a), as an organization described in Code Section 501(c)(3), or (ii) contributions to which are deductible under Code Section 170(c)(2).

Section 4. Limitations. The Corporation will not engage in activities that are not in furtherance of the Corporation's purposes, as described in this article. No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its members, directors, officers or other private persons or entities. The Corporation will not devote more than an insubstantial part of its activities to influence legislation and will not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation is prohibited from making loans to (excluding advances made for legal defense made pursuant to the Bylaws of the Corporation,) or guaranty obligations of, its directors or officers under any circumstance.

Article VII DISSOLUTION

Upon the dissolution of the Corporation, the Board will, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes which qualify as an exempt organization or organizations by reason of description in Code Section 501(c)(3). Any assets not so disposed of will be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for those purposes or to the organization or organizations as that court determines which are organized and operated exclusively for those purposes.

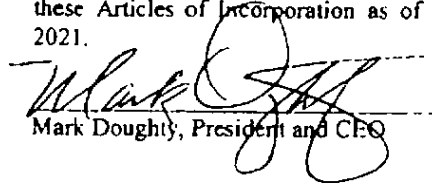
Article VIII LIABILITY

Section 1. Limitation of Liability. To the fullest extent permitted by the Arizona Nonprofit Corporation Act ("ANCA"), a director of the Corporation will not be personally liable to the Corporation or its members for money damages for any action taken or any failure to take any action as a director, except liability for any of the following: (i) the amount of a financial benefit received by a director to which the director is not entitled, (ii) an intentional infliction of harm on the Corporation or its members, (iii) a violation of Section 10-3833 of the ANCA, and (iv) an intentional violation of criminal law.

Section 2. Indemnification. In addition to the required indemnification under the Bylaws of the Corporation, the Corporation will indemnify a director for liability, as defined in Section 10-3850 of the ANCA, to any person for any action taken, or any failure to take any action, as a director, except liability for any of the exceptions described in Section 1 of this article.

Section 3. Effect of Amendment, Repeal or Adoption of Inconsistent Provision. No amendment, repeal or adoption of any provision of these Articles of Incorporation inconsistent with this article will apply or have any effect on the liability of any director of the Corporation for or with respect to any act or omission of that director occurring prior to that amendment, repeal or adoption.

IN WITNESS WHEREOF, the undersigned executes
these Articles of Incorporation as of December 20,
2021.


Mark Doughty, President and CEO

Old Name:Heavy Vehicle Electronic License Plate, Inc.Previous Officers/Directors:

<u>Title</u>	<u>Name</u>
Other Officer	John Esparza
Director	Tim Lane
Director	Matt Hart
Officer	Collin Stewart
Director	Don Schaefer
Director	James Burg
Treasurer	Dave Lorenzen
Director	Dave Huneryager
Chairman of the Board of Directors	Kirstie Nixon
President/CEO	Mark Doughty

New Name:PrePass Safety AllianceNew Officers/Directors:

<u>Title</u>	<u>Name</u>
Director	John Esparza
Director	Omar Villareal
Director	Chad Sheppick
Director	Collin Stewart
Director	Don Schaefer
Director	Jim Burg
Director	Dave Lorenzen
Director	Dan Wyrick
Director	Kirstie Nixon
Director	Jim Subler
President/CEO	Mark Doughty

Address for all of the above remains:

2929 N Central Ave Suite 1500

Phoenix, AZ 85012, USA