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Corporate Services Inc

VIA FEDERAL EXPRESS

November 23, 1998

FLORIDA DEPARTMENT OF STATE
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****50.00 *****50.00

RE: National Highway Traffic Safety Foundation, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation and Registered Agent Designation, on behalf of the above. Also enclosed is a check in the amount of \$50.00 in payment of the required filing fees.

Kindly file the above at your earliest convenience and return the evidence of the filing to the undersigned in the enclosed FedX envelope.

Please do not hesitate to contact me should you have any questions. Thank you.

Very truly yours,

HIQ CORPORATE SERVICES, INC.

James C. Strott, Jr.

Enclosures
JCS/lw

84724-P

Name OK
per KB

Headquarters 516 North Charles Street Fifth Floor Baltimore MD 21201 410.752.8030 800.564.5300 Fax 410.752.2808

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NATIONAL HIGHWAY TRAFFIC SAFETY FOUNDATION, INC.

(a not for profit corporation)

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME:

The name of the corporation (which is hereinafter called the "Corporation") shall be:

National Highway Traffic Safety Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE:

The place of business and mailing address of the Corporation is 2400 North Beach Road, Unit #12, Englewood, Florida 34223.

ARTICLE III PURPOSE:

The Corporation is formed to further and promote exclusively, charitable, religious, educational and scientific purposes and the business and objects to be carried on and promoted by it are:

(1) to carry out activities which enhance the level of awareness and understanding of transportation safety issues and to raise funds to support the efforts of federal and state governments which are attempting to remedy surface transportation problems through the use of existing and emerging technologies;

(2) to perform other activities permitted corporations under the Not for Profit Corporation Law of the State of Florida, to the extent such activities are permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any

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future United States Internal Revenue Law), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and also including the making of distributions to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. As used in the previous sentence, "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV MANNER OF ELECTION OF DIRECTORS:

The number of directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than the minimum number permitted by the Not for Profit Corporation Law of the State of Florida now or hereafter in force. The directors shall be elected in the manner provided in the By-Laws.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent of the Corporation are: Janice Lee, 2400 North Beach Road, Unit #12, Englewood, Florida 34223.

ARTICLE VI MISCELLANEOUS PROVISIONS:

The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the directors.

(1) 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 rendered and to make payments and distributions in furtherance of the purposes set forth in Article III 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 (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) Upon 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 (a) to an 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 section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board of Directors shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by a court with jurisdiction in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(3) The Corporation shall indemnify its directors and officers to the full extent permitted by the Not for Profit Corporation Law of the State of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; provided, however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(4) To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(5) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law):

(a) The Corporation shall distribute its income for such 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 (or the corresponding provisions of any future United States Internal Revenue Law).

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(6) The Corporation retains the right to further amend its corporate purposes and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Not for Profit Corporation Law of the State of Florida now or hereafter in force, except to the extent that the Not for Profit Corporation Law of the State of Florida permits activities which are not permitted under Federal Law for any organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and

contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions under any future United States Internal Revenue Law).

ARTICLE VII INCORPORATOR:


The name and address of the Incorporator to the Articles of Incorporation are:

Janice Lee, 2400 North Beach Road, Unit #12, Englewood, Florida 34223.

ARTICLE VIII DURATION:

The duration of the Corporation shall be perpetual.

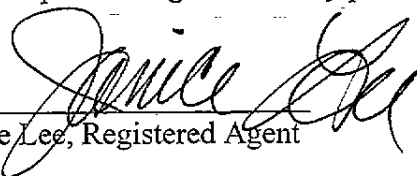
IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act.



Janice Lee, Incorporator

11/20/19
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Janice Lee, Registered Agent

11/20/98
Date

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