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**RECEIPT FOR FILING**  
**WILLIAM L. PRATT**  
**Custodian of Notarial Records**  
**for the Parish of Orleans, State of Louisiana**

ROOM B-4 CIVIL COURTS BUILDING  
421 LOYOLA AVE., NEW ORLEANS, LA 70112  
TELEPHONE: 568-8577

Filed by: KENNETH E. PICKERING

Notary Public who passed act: W. PATRICK BAKER

Instrument filed: ARTICLES OF INCORPORATION OF  
ALLIANCE FOR TOLL INTEROPERABILITY

NOTARIAL ARCHIVES OF ORLEANS PARISH  
NA # 2008-55389 DT 10/16/08  
TYPE: AOI FEE: \$20.00 PG: 12



Registered in Conveyance Office 592-9170

Instrument # \_\_\_\_\_  
Book \_\_\_\_\_, Folio \_\_\_\_\_  
New Orleans, Louisiana  
Date: \_\_\_\_\_

Recorded in the Mortgage Office 592-9176

Instrument # 952583  
Book \_\_\_\_\_, Folio \_\_\_\_\_  
New Orleans, Louisiana  
Date: 10/17/08  
Time: \_\_\_\_\_

FILED  
RECORDING OF MORTGAGES  
PARISH OF ORLEANS  
2008 OCT 17 PM 8 21



FILED  
RECORDED & INDEXED  
2008 OCT 17 09 08 21  
PARISH OF ORLEANS

ARTICLES OF INCORPORATION \* UNITED STATES OF AMERICA  
\*  
OF \* STATE OF LOUISIANA  
\*  
ALLIANCE FOR TOLL \* PARISH OF ORLEANS  
INTEROPERABILITY \*  
\*  
\*\*\*\*\*

BE IT KNOWN, that on this 29<sup>th</sup> day of August in the year of Our Lord,  
Two Thousand and Eight (2008),

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified, in and for  
the State and Parish aforesaid, and in the presence of the witnesses hereinafter named and  
undersigned;

**PERSONALLY CAME AND APPEARED:**

**KENNETH E. PICKERING**  
a person of the full age of majority  
and a resident of the Parish of  
Orleans, State of Louisiana

who declared that, availing himself of the benefits and provisions of the Louisiana Non-Profit  
Corporation Laws, he does, by these presents, contract, agree, bind and obligate himself to form,  
organize and constitute himself, as well as all such other persons who may hereafter join or become  
associated with him or his successors, into a non-profit Corporation, for the objects and purposes and  
under the conditions, covenants, stipulations and agreements of the Articles following, to-wit:

**ARTICLE I**

The name of this non-profit Corporation shall be:

**ALLIANCE FOR TOLL INTEROPERABILITY**

JAY DARDENNE  
SECRETARY OF STATE  
RECEIVED & FILED  
DATE SEP 15 2008

ARTICLES OF INCORPORATION

OF

ALLIANCE FOR TOLL  
INTEROPERABILITY

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UNITED STATES OF AMERICA

STATE OF LOUISIANA

PARISH OF ORLEANS

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Two Thousand and Eight (2008),

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the State and Parish aforesaid, and in the presence of the witnesses hereinafter named and  
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a person of the full age of majority  
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Corporation Laws, he does, by these presents, contract, agree, bind and obligate himself to form,  
organize and constitute himself, as well as all such other persons who may hereafter join or become  
associated with him or his successors, into a non-profit Corporation, for the objects and purposes and  
under the conditions, covenants, stipulations and agreements of the Articles following, to-wit:

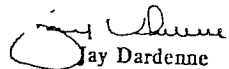
**ARTICLE I**

The name of this non-profit Corporation shall be:

**ALLIANCE FOR TOLL INTEROPERABILITY**

STATE OF LOUISIANA

Office of the Secretary of State  
I hereby certify that this is a true and correct copy,  
as taken from the original on file in this office.

  
Jay Dardenne  
Secretary of State

Date: September 15, 2008 of 08

## ARTICLE II

The objects and purposes for which this Corporation is formed are to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and principal thereof exclusively AS A "Business League" to promote tolling interoperability.

This Corporation shall have the power and authority to invest funds, to solicit, collect or receive subscriptions in money or other property and to receive donations and legacies of real, personal or other property and may hold property in trust for any of the purposes for which this Corporation is formed.

This Corporation shall generally possess all of the powers, rights, privileges and immunities which nonprofit Corporations are and may hereafter be authorized to possess under the Constitution and laws of the State of Louisiana, and particularly Louisiana Revised Statutes, Title 12, Sections 201-269 as now in effect or as they may hereafter be amended.

Notwithstanding the enumeration of powers specified in these Articles of Incorporation, nothing shall be construed as empowering this Corporation to engage in activities which in themselves are not to promote tolling interoperability and strategies within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or hereafter amended. Further the Corporation shall (1) not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law; (2) not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code

of 1986, or corresponding provisions of any subsequent Federal tax laws; (3) not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; and (4) not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent Federal tax laws.

### ARTICLE III

The duration of this Corporation shall be in perpetuity, or such maximum period as may be authorized by the laws of the State of Louisiana.

### ARTICLE IV

This Corporation is organized as a nonprofit corporation as defined in the Louisiana Non-Profit Corporation Law and no dividends shall ever be paid, declared or distributed to or for the benefit of any individual, whether or not members, trustees or officers of this Corporation, nor shall any part of this Corporation's net income or earnings inure to the benefit of any person, firm or corporation, whether or not members, trustees or officers, provided that this Corporation may pay compensation in a reasonable amount for services rendered and may make payments and distributions in furtherance of the purposes of this Corporation as set forth herein. In the event of dissolution or final liquidation of this Corporation, distributions may be made only in the manner provided by the law of Louisiana and Article XII of these Articles of Incorporation.

ARTICLE V

The founding members of the Corporation are as follows: , WHO ARE ALSO DIRECTORS.  
The address for all is 301 Magazine Street, 3rd floor, NOLA, 70130

MEMBER ORGANIZATION

REPRESENTATIVE

Lee County	Paul Wingard
Tampa Hillsborough Expressway Authority	Martin Stone
Miami-Dade Expressway Authority	Stephan Andriuk
Georgia State Road and Toll Authority	John Breedlove
Kansas Turnpike Authority	Michael Johnston
Crescent City Connection Division	Randall Paisant
North Carolina Turnpike Authority	J.J. Eden
Oklahoma Turnpike Authority	David Machamer
South Carolina Department of Transportation	Marge Dorey
Central Texas Regional Mobility Authority	Ron Fagan
North Texas Tollway Authority	Rick Herrington
Texas Department of Transportation	David Powell
E-470 Tollway	David Kristick
Orlando-Orange County Expressway Authority	David Wynne

who shall serve as the Board of Trustees until an election of the Board of Trustees is held as set forth in these Articles of Incorporation.

#### ARTICLE VI

The registered office of this Corporation shall be:

301 Magazine Street  
Third Floor  
New Orleans, Louisiana 70130

Service of legal process shall be made upon resident agent named by the Board of Trustees, who, until changed by the Board, shall be: , WHO IS ALSO THE INCORPORATOR.

Kenneth E. Pickering  
301 Magazine Street  
Third Floor  
New Orleans, Louisiana 70130

#### ARTICLE VII

Subject to any limitations, restrictions or reservations provided by law, these Articles of Incorporation or its By-Laws, the affairs of the Corporation shall be managed by a Board of Trustees of nine (9) individuals, as determined from time to time by the members of this Corporation. All of the members of the Board of Trustees shall be elected by the members of this Corporation. The members of the Corporation shall be public agencies involved in toll operations.

Except as set forth in Article X of these Articles of Incorporation, any trustee absent from a meeting of the Board of Trustees, or any committee thereof, may be represented by any other trustee who may cast the vote of the absent trustee according to the written instructions, general or special, of the absent trustee.

## ARTICLE VIII

The Board of Trustees shall from time to time as necessary fix the amount of dues and/or assessments as they deem appropriate on each member and associate member. Failure of a member or associate member to pay the dues or assessments within 90 days shall subject them to being removed by the Board of Directors as members or associate members. Other individuals or organizations may become associate members if approved by the members. Said associate members may not be voting members, but shall be allowed to participate in all other aspects of the organization.

## ARTICLE IX

The members of the Board of Trustees shall be elected for staggered terms with, as nearly as possible, one-third (1/3) of the total number of trustees to be elected at each annual meeting of the members of this Corporation to serve for a term of three (3) years. If the members in any year desire to increase by more than two (2) the number of trustees within the limits herein provided, the new trustee(s) so elected by the members of this Corporation shall be elected for a designated term of one (1), two (2) or three (3) years in the manner that will provide for the election in each succeeding year of approximately the same number of trustees. Conversely, if the number of trustees is reduced, said number shall be reduced by eliminating any trustee(s) on expiration of their terms of office and at the next successive elections, the terms of office shall again be rearranged to provide for election of approximately the same number of trustees at each subsequent annual meeting of the members.

## ARTICLE X

This Corporation shall be, and is hereby organized without capital stock and no certificates of stock shall be issued by this Corporation.

The members of this Corporation shall have sole authority to make, alter or repeal the bylaws of the Corporation.

All elections for trustees shall be held at the annual meeting of the members of the Corporation, except elections to increase the number of trustees or to fill vacancies may be held at other meetings of the members of the Corporation. Should the members of this Corporation fail for any reason to elect such trustees at the annual meeting, then the members of the Board then in office shall continue in office until their successors are duly elected, irrespective of and despite the prohibitions hereinabove set forth limiting such service to three (3) consecutive terms or parts thereof.

Each member shall be entitled to one (1) vote and a majority of all such members present in person or represented by proxy shall constitute a quorum for the transaction of all business at any meeting of the members of the Corporation except that at any meeting of the members held for the purpose of electing or removing trustees, one-half (1/2) of the members shall be in attendance to constitute a quorum and no proxy shall be considered in determining the presence of a quorum at such meeting.

When a quorum is present and represented at any meeting of the members of this Corporation, the vote of a majority of the members present in person or represented by proxy (except that voting by proxy shall not be permitted for the election or removal of trustees) shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law, these Articles of Incorporation or the By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

#### ARTICLE XI

Whenever by law the vote or consent of the members of this Corporation shall be required to authorize or approve a sale, lease or exchange of all or substantially all of the Corporation's property or assets or to adopt or approve an agreement of merger or consolidation of the Corporation with or into any other Corporation or to merge any other Corporation into the Corporation, the vote of one-half (1/2) of the members shall be required for any such authorization, adoption or approval.

#### ARTICLE XII

These Articles of Incorporation may be amended by a vote of one-half (1/2) of the members of this Corporation at any annual or other meeting called for that purpose, after 30 days written notice, including a copy of such proposed amendment, mailed to each member of the Corporation at his last known address or these Articles of Incorporation may be amended, without any requirement that prior notice of the amendment be given to any member, by the unanimous written consent of all of the members of this Corporation.

**ARTICLE XIII**

This Corporation may not be dissolved except by one-half (1/2) vote of the members of this Corporation held at a meeting called for that express purpose, of which meeting at least sixty 60 days notice has been given in writing to each member of the Corporation at his last known address.

**THUS DONE AND EXECUTED** in multiple originals by the undersigned individuals on this 29<sup>th</sup> day of August, 2008.

WITNESSES:

Dennis M. Johnson  
Dave [Signature]

[Signature]

STATE OF LOUISIANA

PARISH OF ORLEANS

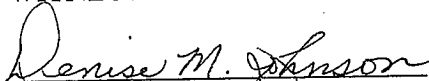
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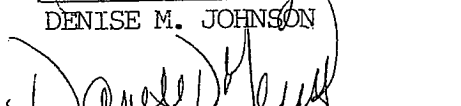
BE IT KNOWN, that on this 29<sup>th</sup> day of August, 2008, before me, the undersigned authority, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared:


**KENNETH E. PICKERING**


To me known to be the identical persons who executed the above and foregoing Articles of Incorporation, who each declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that they executed the above and foregoing Articles of Incorporation of their own free wills, acts and deeds, for the uses, purposes and benefits therein expressed.

WITNESSES:

  
DENISE M. JOHNSON

  
DANELL D. MERRITT

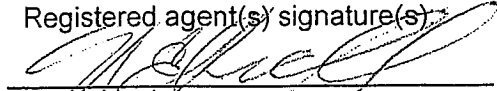
  
KENNETH E. PICKERING

  
NOTARY PUBLIC  
W. PATRICK BAKER (#18775)

AGENT'S AFFIDAVIT AND ACKNOWLEDGMENT OF ACCEPTANCE

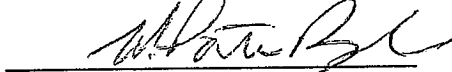
I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above name non-profit corporation.

Registered agent(s) signature(s):



KENNETH E. PICKERING

Sworn to and subscribed before me this 12 day of September, 2008



W. Patrick Baker, Notary  
(La. Bar Roll 18775)

STATE OF LOUISIANA

PARISH OF ORLEANS

AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
ALLIANCE FOR TOLL INTEROPERABILITY

BEFORE ME, Notary Public, duly commissioned and qualified, and in the presence of the witnesses hereinafter named and undersigned personally came and appeared:

**KENNETH E. PICKERING**

herein appearing and acting in his capacity as  
Counsel for Alliance for Toll Interoperability  
a Corporation organized and validly existing under the  
Louisiana Business Corporation Law,  
domiciled and having its principal place of business  
in the Parish of Orleans

who, after being duly sworn did depose and state that:

A meeting of the stockholders was held on the 22<sup>nd</sup> day of April, 2010. The meeting was called and held in compliance with the provisions of the Articles of Incorporation and pursuant to the provisions of the laws of the State, he now appears for the purpose of executing and putting into authentic form this Amendment to the Articles of Incorporation so agreed to by the stockholders.

AND SAID APPEARER further declared that by the affirmative vote by the shareholders of the Corporation holding not less than two-thirds of the shares of Common Stock present or represented at such meeting, it was resolved that Article XIII of the Articles of Incorporation be amended to read as follows:

ARTICLE XIII

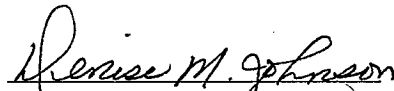
This Corporation may not be dissolved except by one-half (1/2) vote of the members of this Corporation held at a meeting called for that express purpose, of which meeting at least sixty 60 days notice has been given in writing to each member of the Corporation at his last known address.

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government agency, for a public purpose. For clarification purposes, a state or local government is defined as member agencies doing business as a state or local toll agency and are members in good standing with the Corporation at the time of the dissolution and will be distributed according to length of membership as detailed in the Corporation's yearly audit. funds disbursed back to the members shall be reserved for a public purpose.

**THUS DONE AND PASSED** before me, Notary, and the undersigned competent witnesses in multiple originals on this 6<sup>th</sup> day of May, 2010, New Orleans, Louisiana.

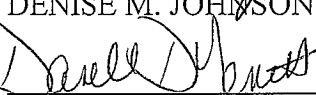
WITNESSES:

ALLIANCE FOR TOLL INTEROPERABILITY

  
DENISE M. JOHNSON

BY:

  
KENNETH E. PICKERING - Counsel

  
DANELL D. MERRITT

  
NOTARY PUBLIC  
GARY A. COTOGNO (#04432)