

Articles of Incorporation
of
National Conference of State Fleet Administrators, Inc

Pursuant to the provisions of KRS Chapter 273, the following information is set forth:

Article I

The name of this corporation is the National Conference of State Fleet Administrators, Inc.

Article II

This corporation is organized and shall be operated exclusively for charitable, educational, scientific, or literary purposes under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law, as amended). This corporation shall be permitted to accept and receive property of any and all kinds for such purpose by gift, devise, trust agreement, bequest, or otherwise, and to maintain, expend, contribute, disperse, and to otherwise handle and dispose of the same for such purpose. The corporation may engage in any and all lawful activities incident to, and in furtherance of the foregoing purpose, including, without limitation, the maintenance of an association and liaison with persons concerned and interested in the direction of state fleet management and receiving and encouraging gifts, endowment, and bequests for the improvement of state fleet management nationwide. In carrying out its corporate purposes, the corporation shall also have those powers specifically conferred upon nonprofit corporations by Kentucky law.

Article III

The duration of the corporation shall be in perpetuity, or for such maximum period of time as may be allowed by law.

Article IV

The location and address of the corporation's initial registered office in the State of Kentucky is 3560 Iron Works Pike, P.O. Box 11910, Lexington, Kentucky 40578 and the name and address of its initial registered agent is Linda Carroll, 3560 Iron Works Road, P.O. Box 11910, Lexington, Kentucky 40578.

Article V

The property, business, and affairs of the corporation shall be controlled and managed by an Executive Committee. The first Executive Committee shall, be nine (9) in number. The number of executive committee members, the manner in which and the terms for which they are elected shall, be as provided in the Bylaws of the organization, which provisions

may be changed from time to time by the appropriate amendment of the Bylaws, but in no event shall the number of executive committee members be less than three (3).

Article VI

The names and addresses of the members of the first Executive Committee are as follows:

<u>Name</u>	<u>Address</u>
Fred Weaver	Coordinator Travel Management Office 212 California Avenue Charleston, WV 25305
Steve Dwyer	Administrator Division of Fleet Management Department of Central Services 3301-A, N. Santa Fe Oklahoma City, OK 73118
Carl Holbrook	Director Division of Transportation Services State Office Building, 7th Floor Frankfort, KY 40622
Carol Coates	Director Bureau of Support Services Department of Transportation 800 Lincoln Way Ames, IA 50010
Dennis Johnson	Director Division of Motor Vehicle Management Department of General Services 910 8th Avenue North Nashville, TN 372119
Jim Bishop	Director Office of Fleet Management Department of Finance 386 S. Ripley Street Montgomery, AL 36130
Dennis Colling	Administrator Division of Motor Pool Department of General Services Capitol Complex Carson City, NV 89710
Frank Houff	State Fleet Administrator

Department of Transportation
Commonwealth of Virginia
1401 East Broad Street
Richmond, VA 23219

Ken Langel

Manager
State Equipment Fleet
Headquarters
Department of Transportation/Public
Facilities
4601 Aircraft Drive
Anchorage, AK 99502

Article VII

This corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such membership dues, assessments and endowments as the Executive Committee shall determine to be necessary or acceptable for the proper functioning of the corporation. Under no circumstances shall any of the net earnings and net assets of the corporation inure, or be distributed to, the benefit of any member, director or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse actual expenses reasonably incurred for the benefit for this corporation, and to make payments and distributions in furtherance of the purposes of the corporation as set forth herein above. The corporation shall neither participate in, nor intervene in (including the publishing or distributing of any statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) 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 United States Internal Revenue law, as amended), or by (b) any corporation, contributions to which are deductible under Section 170(b)(1)(A)(vi) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue law, as amended).

Article VIII

Regular membership in the corporation shall be comprised of the state fleet official whose agency is established by state statutes or laws, regulations or policies and who is directly charged with the responsibility and authority to requisition, title, assign, service, monitor utilization, declare surplus and exercise managerial control over a fleet of state-owned motor vehicles in each of the United States, the Territories of Guam, the Virgin Islands and American Samoa, the Commonwealth of Puerto Rico, and the District of Columbia.

Additional members from those organizations described above will also be treated as regular members.

At the discretion of the Executive Committee NCSFA may expand its membership base to include fleet personnel associated with other public sector entities such as, counties, cities, and townships, and those associated with Canadian provincial governments. Membership may also be extended working in the press and corporate entities and NCSFA Retirees

Article IX

Each regular member shall be entitled to one vote upon each matter properly brought before the membership for vote. ~~No proxy voting will be allowed.~~

Deleted: Associate membership in the corporation shall be comprised of other officials of state agencies who are otherwise involved in fleet administration.¶

Article X

The dues and assessments of members shall be fixed by the Executive Committee. Unless otherwise fixed by the Executive Committee, dues shall be payable July of each year and shall be deposited by the Treasurer in a fund from which disbursements may be made by the Treasurer or as authorized or directed by the Executive Committee.

Deleted: Each associate members shall be entitled to one-half a vote upon each matter properly brought before the membership for vote.

Deleted: the membership, by majority vote, after recommendation by

Article XI

Annual and special meetings of the members of the corporation shall be held as provided by the Bylaws of the organization.

Article XII

The Executive Committee shall have the power to make and adopt the original Bylaws. The members of the corporation shall have the power to amend and repeal Bylaws to govern this corporation as provided in the Bylaws, provided any amendments are in accordance with, and are not in conflict with these articles. Matters pertaining to capital outlay must be approved by a two-thirds vote of the Executive Committee. An amendment to these articles may be adopted by a vote of two-thirds of the members at any annual or special meeting of the members, the notice of which sets forth the proposed amendment or summary of the change to be made thereby.

Article XIII

In the event of the dissolution of the corporation, the Executive committee shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets exclusively for the purpose for which the corporation was founded by distribution to one or more organizations organized and operated exclusively for charitable, educational, scientific or literary purposes as shall at the time qualify as (a) as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue law, as amended), and (b) as an organization contributions to which are deductible under section 170 (b) (I) (A) (vi) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State

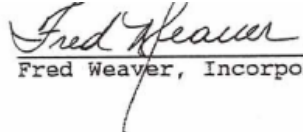
Internal Revenue law, as amended), as the Executive Committee shall determine.

Article XIV

The first officers of this corporation are:

President: Fred Weaver,
President-Elect: Steve Dwyer
Vice President: Carl Holbrook
Treasurer: Carol Coates
Past President: Dennis Johnson

Signed on this day 7 day of May, 1993.


Fred Weaver, Incorporator

Prepared by:

Legal Counsel
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