

**ARTICLES OF INCORPORATION
OF
NATIONAL CONFERENCE OF GOVERNORS' HIGHWAY
SAFETY REPRESENTATIVES**

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

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Nonprofit Corporation Act.

FIRST: The name of the Corporation is the National Conference of Governors' Highway Safety Representatives

SECOND: The period of duration is perpetual.

THIRD: The corporation is organized to develop and improve methods of highway safety program administration, particularly in response to the Highway Safety Act of 1966 (Public Law 89-564, approved September 9, 1966, as amended).

The corporation is organized to assist the members of this Association in implementing the highway safety programs of the Governors of the several States, the District of Columbia, territories and other possessions of the United States as may be from time to time included by the Congress of the United States by amendment to the aforementioned Highway Safety Act; to aid Governors in the development of policies consistent with the needs and goals of the several States, to study all problems connected with highway safety; to develop technical, administrative and educational highway safety standards; to cooperate with other agencies in the consideration and solution of highway safety problems; and to develop better ways and means of adequately informing community leaders and the public as to the magnitude and costs of highway accidents and as the corrective measures which serve to reduce same.

Said corporation is organized exclusively for administrative, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law).

Consistent with the foregoing the corporation may exercise all powers which a corporation organized in the District of Columbia Nonprofit Corporation Act, as from time to time amended, may be authorized, and may do and engage in any and all lawful activities incidental or reasonably necessary to the accomplishment thereof.

FOURTH: Membership in the corporation shall consist of the Governor's Highway Safety Representative of each State, territory and District of Columbia or his designated alternate pursuant to the Highway Safety Act of 1966, as amended, or regulations adopted pursuant thereto by the U.S. Department of Transportation. These persons shall be the only members of the corporation, and there is only one class of membership. Whenever such Representative (or his duly designated alternate) shall cease to hold such position his membership and any office he is holding in the corporation shall terminate forthwith and shall be filled by his successor.

FIFTH: The Board of Directors shall consist of the Chairman, the immediate past Chairman, the Vice Chairman, the Secretary, the Treasurer and each Regional Chairman of the ten regional groups of the Association, all of whom shall be elected in accordance with the Articles of the Constitution of the National Conference of Governors' Highway Safety Representatives. All vacancies on the Board of Directors and all terms of such Directors shall be in accordance with the Articles of the aforesaid Constitution.

SIXTH: In all events and all circumstances, and notwithstanding any merger, consolidation, reorganization, termination, dissolution or winding up of the corporation, voluntary or involuntary by operation of law, or amendment of the Articles of the Corporation:

(a) The Corporation shall neither have nor exercise any power or authority either expressly, by interpretation or by operation of law, nor directly or indirectly engage in any activity which would prevent it from qualifying (and continue to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), contributions to which are deductible for federal income tax purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 Third 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) 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 United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the aforesaid Internal Revenue Code.

SEVENTH: 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 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 the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the United States District Court for the District of Columbia exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: The initial registered office of the National Conference of Governors' Highway Safety Representatives is:

1725 K Street NW
Washington, DC 20036

The name of the initial registered agent at the foregoing office is:

Jack H. Olender 1725 K Street, NW
Washington, DC 20035

NINTH: The number of directors constituting the initial Board of Directors of not more than fifteen (15), and the names and addresses, including street and number, of

TENTH: The names and address, including street and number, of each incorporator is:

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|-----|----------------------|--|
| (1) | Joseph P. Murphy | Department of Motor Vehicles
301 C Street, NW
Washington, DC 20001 |
| (2) | Thomas T. Richardson | Department of Motor Vehicles
301 C Street, NW
Washington, DC 20001 |
| (3) | Carole A. Shapiro | Munsey Building, Suite 908-18
1329 E Street, NW
Washington, DC 20004 |

IN WITNESS WHEREOF, the incorporators hereof have signed these Articles of Incorporation this 25th day of Feb. 1975.

DISTRICT OF COLUMBIA:

The undersigned, a notary public in and for the District of Columbia, hereby certifies that on this 25th day of Feb., 1975, personally appeared before me, Joseph P. Murphy, Thomas T. Richardson and Carole A. Schapiro, who, being by me first duly sworn, declared that they signed the foregoing Articles of Incorporation.

Notary Public

My commission expires: _____, 19 ____

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF THE
NATIONAL ASSOCIATION OF GOVERNORS'
HIGHWAY SAFETY REPRESENTATIVES**

TO:

Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporation Division
941 North Capitol Street, NE
Washington, DC 20002

Pursuant to the provisions of the District of Columbia Non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is: National Association of Governors' Highway Safety Representatives (NAGHSR).

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

The new name of the corporation is: **GOVERNORS HIGHWAY SAFETY ASSOCIATION (GHSA).**

THIRD: The amendment was adopted in the following manner: At a meeting of the Board of Directors held on October 14, 2001. The amendments received the vote of a majority of the Directors in office.

November 15, 2002

Governors Highway Safety Association (GHSA)

By _____
Yvonne L. McBride
Chairman of the Board

ATTEST: _____
Jo Ann Moore
Secretary