

GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
BUSINESS REGULATION ADMINISTRATION



**C E R T I F I C A T E**

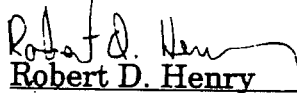
**THIS IS TO CERTIFY** that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this **CERTIFICATE of INCORPORATION** is hereby issued to

**ASSOCIATION OF PEDESTRIAN AND BICYCLE PROFESSIONALS**

as of **JULY 2ND, 1998**.

W. David Watts  
Director

Patricia A. Montgomery  
Administrator  
Business Regulation Administration

  
Robert D. Henry  
Act. Asst. Corporate Program Manager  
Corporations Division

Marion Barry, Jr.  
Mayor

ARTICLES OF INCORPORATION  
OF

ASSOCIATION OF PEDESTRIAN  
AND BICYCLE PROFESSIONALS

FILED

JUL - 2 1998

BY: 

TO: Department of Consumer and Regulatory Affairs  
Business Regulation Administration  
Corporations Division  
614 H Street, N.W.  
Washington, D.C. 20001

We, the undersigned, natural persons of age 21 years or more, acting as incorporators of a corporation under the Nonprofit Corporation Act (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation.

FIRST: The name of the corporation is Association of Pedestrian and Bicycle Professionals.

SECOND: The period of duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

1. To promote the progress and development of the emerging professional discipline of pedestrian and bicycle transportation which consists of engineers, urban planners, landscape architects and other professionals in the safety and promotion fields who specialize in improving conditions for cycling and walking.
2. To provide a forum for pedestrian and bicycle professionals to network and to share information, advice and expertise regarding issues and problems common to the field.
3. To gather and disseminate to members statistics and information relating to the pedestrian and bicycle transportation field.
4. To educate members regarding legislation and regulations which affect pedestrian and bicycle transportation professionals and to represent the interests of the profession before state and federal officials.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as

amended (or any corresponding provision of any future United States Internal Revenue Code).

FOURTH: The corporation shall have members. Members shall have voting rights.

FIFTH: The designation of the class or classes of membership, the manner of election or appointment, and the qualifications and rights of the members shall be set forth in the bylaws of the corporation.

SIXTH: There shall be a Board of Directors composed of no less than five or more than thirteen members. The manner of the appointment and removal of directors shall be provided in the Bylaws of the corporation.

SEVENTH: The Board of Directors shall have supervision, control and direction of the affairs of the corporation, shall determine its policies within the limit of these Articles and the Bylaws of the corporation, shall actively prosecute its objectives, and shall have discretion in the distribution of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of its powers, appoint such agents as it may consider necessary.

All of the property of this corporation, and accumulations thereof, shall be held and administered to effectuate its nonprofit purposes. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation to such organization or organizations as the Board of Directors shall select, which shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Code).

EIGHTH: The address, including street, number and zip code, of the initial registered office of the corporation is 1747 Pennsylvania Avenue, N.W., Suite 1050, Washington, D.C. 20006, and the name of the registered agent at such address is Potomac Programs, Inc.

NINTH: The number of directors constituting the initial Board of Directors is thirteen. The names and addresses, including street, number and zip code, of the persons who are to serve as initial directors until their successors are appointed and qualified are:

Mia Birk	City of Portland Department of Transportation 1120 SW Fifth Avenue, Room 730 Portland, OR 97204
Dan Burden	Walkable Communities 320 South Main Street High Springs, FL 32643
Andy Clarke	27 Hyson Lane Falls Church, VA 22043
Ben Gomberg	City of Chicago Department of Transportation 30 N. LaSalle Street Chicago, IL 60602
Ann Gordon	OKI Regional Council of Governments 801 B West Eighth Street, Suite 400 Cincinnati, OH 45203-1607
Barbara McMillen	Federal Highway Administration HEP 10 400 Seventh Street SW, Room 3222 Washington, DC 20590
Phil Miller	Metro King County 400 Yesler Way, MS 4Y Seattle, WA 98104
Tim Oliver	Maricopa County Department of Transportation 2901 West Durango Phoenix, AZ 85009
Jeff Olson	New York State Department of Transportation 1220 Washington Ave., Building 4 Albany, NY 12232
Arthur Ross	City of Madison Department of Transportation P.O. Box 2986 Madison, WI 53701
Dennis Scott	Missouri Department of Transportation P.O. Box 270 Jefferson City, MO 65102
Rick Waring	8307 Silver Ridge Drive Austin, TX 78759-8130

Craig Williams

Illinois Department of  
Transportation  
2300 South Dirksen Parkway  
Room 330  
Springfield, IL 62764

TENTH: The names and addresses, including street, number and zip code, of the incorporators are:

James E. Anderson

1747 Pennsylvania Ave., N.W.  
Suite 1050  
Washington, D.C. 20006


Robert J. Weil

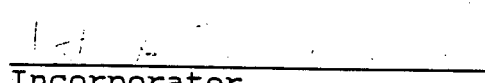
1747 Pennsylvania Ave., N.W.  
Suite 1050  
Washington, D.C. 20006

Patricia T. Gonsalves

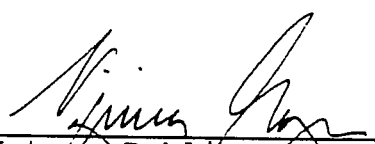
1747 Pennsylvania, Ave., N.W.  
Suite 1050  
Washington, D.C. 20006

  
\_\_\_\_\_  
Incorporator

  
\_\_\_\_\_  
Incorporator

  
\_\_\_\_\_  
Incorporator

I, Virginia Morgan, a notary public, hereby certify that on this 1<sup>ST</sup> day of July, 1998, JAMES E. ANDERSON, ROBERT J. WEIL AND PATRICIA T. GONSALVES appeared before me and signed the foregoing document as incorporators.

  
\_\_\_\_\_  
Notary Public Virginia Morgan

Notary Public, District of Columbia

My commission expires December 14, 1999

My commission expires: