

RESOLUTION NO. 06-001

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ANAHEIM TRANSPORTATION NETWORK APPROVING AMENDMENTS TO ARTICLES OF INCORPORATION AND AUTHORIZING FILING OF CERTIFICATE OF AMENDMENT

WHEREAS, the California Corporations Code requires each corporation upon its establishment to adopt Articles of Incorporation setting forth the governance of the corporation, and pursuant to California law the Anaheim Transportation Network (“ATN”) did adopt and file with the California Secretary of State its original Articles of Incorporation in compliance with California law; and

WHEREAS, California law permits the amendment of corporate Articles of Incorporation in the manner set forth in the corporation’s Articles of Incorporation; and

WHEREAS, the original Articles of Incorporation for ATN provide that the Articles of Incorporation may be amended by the vote or written assent of at least sixty-six and two-thirds percent (66-2/3%) of the total membership of the corporation and a majority of the Board of Directors; and

WHEREAS, on November 15, 2006, a majority of the Board of Directors of ATN approved amendments to the Articles of Incorporation of ATN; and

WHEREAS, on November 15, 2006, sixty-six and two-thirds percent of the total membership of ATN approved by vote or written assent amendments to the Articles of Incorporation of ATN; and

WHEREAS, now the Board of Directors by this Resolution are reporting the results of the results of the election by ATN members in favor of aforementioned amendments to the Articles of Incorporation and authorizing the ATN Chairman and Secretary to cause to be filed with the California Secretary of State a Certificate of Amendment of Articles of Incorporation.

*NOW, THEREFORE*, THE BOARD OF DIRECTORS OF THE ANAHEIM TRANSPORTATION NETWORK DOES HEREBY FIND, RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Certain proposed amendments to the Anaheim Transportation Network (“ATN”) Articles of Incorporation, to read in its entirety as set forth in Attachment “A” of this Resolution, were put to all 152 members of the ATN, and said amendments were approved by vote or written assent by 104 and disapproved by none, with 48 members casting no vote for or against the proposed amendments. Since 69% percent of all ATN members approved the amendments by vote or written assent, which exceeds the required

sixty-six and two-thirds percent to amend the ATN Articles of Incorporation, the proposed amendments are deemed approved by the ATN membership.

Section 2. On November 15, 2006, the Board of Directors of ATN approved the proposed amendments to the Articles of Incorporation.

Section 3. The Board of Directors of ATN hereby finds and declares that all prerequisites for amendments to the ATN Articles of Incorporation have been met and, in accordance with State law and ATN governing documents, does authorize and order that the Chairman and Secretary of ATN shall cause to be filed with the California Secretary of State a Certificate of Amendment of Articles of Incorporation indicating such amendments. The Executive Director of ATN shall take all steps necessary to assist with updating ATN governing documents and other acts necessary to comply with the order set forth in this Resolution.

*ADOPTED, SIGNED and APPROVED* this 15 day of November, 2006.

Paul Sanford  
Chairman

Attest:

Diana Kotler  
Executive Director

STATE OF CALIFORNIA )  
COUNTY OF ORANGE ) ss.  
)

I, Diana Kotler, Executive Director of the Anaheim Transportation Network, DO HEREBY CERTIFY that the foregoing Resolution Number 06-001 was duly adopted by the Board of Directors of the Anaheim Transportation Network, a non-profit corporation, at a regular meeting of said Board on the 15 day of November, 2006, and that it was so adopted by the following vote:

AYES: 8  
NOES: 0  
ABSENT: 3

ATTACHMENT “A”

RESTATED ARTICLES OF INCORPORATION  
OF  
ANAHEIM TRANSPORTATION NETWORK (2006)

1. The name of this corporation is Anaheim Transportation Network.
2. (A) This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the nonprofit Public Benefit Corporation Law for public purposes.  
  
(B) The specific purpose of this corporation is to organize the collective actions of the public and private sectors to address the unique transportation and air quality issues of local employers, major even centers, and visitor-and convention-related businesses located throughout certain portions of the City of Anaheim, California known as the Anaheim Resort Area (“ARA”) and Stadium Business Center (“SBC”); to facilitate a forum for the corporation’s members and other interested persons to work together to develop workable transportation solutions; and to provide leadership to maximize access, enhance mobility, and assist with regulatory compliance, including environmental mitigation measures, all for the benefit of the corporation’s members and the public who are visitors to, or are employed within, the ARA, and the SBC.  
  
(C) Notwithstanding any of the above statements of purposes and power, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of this specific purpose of this corporation.
3. The name and address in the State of California of this corporation’s initial agent for service of process is: Ms. Kelly Vasquez, 100 S. Anaheim Boulevard, Suite 300, Anaheim, California 92805.
4. The property of this corporation is irrevocably dedicated to social welfare purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision for payment, of al debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for social welfare purposes and which has established its tax exempt status under Section 501(c)(4) of the United State Internal Revenue Code.

5. The membership of this corporation shall consist of the municipal government of the City of Anaheim and other public agencies, and employers and event centers within the ARA and the SBC area of the City of Anaheim. Voting members, each of whom shall have one vote, shall be owners of hotels, motels and event centers, and other employers, whose places of business are located in the ARA or SBC area. Non-voting, ex-officio members may include public agencies such as the California Department of Transportation (“Caltrans”). The City of Anaheim shall be a voting member. The corporation may also have Associates, who will participate in the corporation’s programs and activities on a non-voting basis.
6. These Articles may be amended or repealed only by the vote or written assent of at least sixty-six and two-thirds percent (66-2/3%) of the total membership of the corporation and a majority of the Board of Directors.

[END]