

JUL - 2 2012

**RESTATED ARTICLES OF INCORPORATION
OF
ANAHEIM TRANSPORTATION NETWORK**

The undersigned certify that:

1. They are the Chairman of the Board and the Secretary, respectively, of ANAHEIM TRANSPORTATION NETWORK.

2. The Articles of Incorporation of this Corporation is hereby deleted in its entirety and amended and restated to read as follows:

“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 event 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 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 all 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 States Internal Revenue Code.


4. 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.
5. 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."

3. The foregoing amended and restated Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amended and restated Articles of Incorporation has been duly approved by the required vote of the members. The percentage vote required was sixty-six and two-thirds percent (66-2/3%) of the total membership of the corporation.

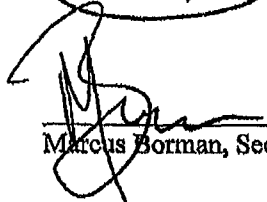
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 6, 2012



Raul Sanford, Chairman of the Board

Date: June 6, 2012



Marcus Borman, Secretary

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I hereby certify that the foregoing transcript of _____ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUL 25 2012

Date: _____ *Jm*

Debra Bowen
DEBRA BOWEN, Secretary of State