

231330

AZ CORP COMMISSION
FOR THE STATE OF AZ.
FILED

MAR 29 4 16 PM '91

ARTICLES OF INCORPORATION
FOR
INTERNATIONAL FUEL TAX ASSOCIATION, INC.

APPROVED *Esther Thomas*
DATE APR 4-4-91
TERM _____
DATE _____ TIME _____

1. NAME. The name of the Corporation is International Fuel Tax Association, Inc.
2. PURPOSE. The purposes for which this Corporation is organized are the administration and management of the International Fuel Tax Agreement and all other lawful business for which nonprofit Corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.
3. INITIAL BUSINESS. The Corporation initially intends engage in the administration and management of the International Fuel Tax Agreement including, but not limited to, contracting with the Lockheed IMS for repository services, communication with members, and organizational meetings as necessary.
4. RESTRICTION ON DISTRIBUTION OF EARNINGS. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 of the purposes in paragraphs 2 and 3. 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 by a corporation exempt from Federal Income Tax under Section 501 of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).
5. DURATION. The period of duration of the corporation is perpetual.
6. DISSOLUTION. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for

the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purpose of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

6. STATUTORY AGENT. The name and address of the initial statutory agent of the Corporation is Bonnie J. Anderson, Repository Manager for Lockhead IMS, 40 N. Central Avenue, Suite 2250, Phoenix, AZ 85004. This address shall be the principal address of the corporation unless otherwise decided by the Board of Directors.

7. BOARD OF DIRECTORS. The initial Board of Director shall consist of seven (7) Directors. The persons who are to serve as Directors until their successors are elected and qualify are:

Maureen Hlavacek, President, 4802 Sheboygan Avenue, Room 253, P.O. Box 7907, Madison, Wisconsin 53707.

James W. Poe, First Vice-President, 1001 N. Senate Avenue, Room 218, Indianapolis, Indiana 46204.

Cliff W. Thomas, Second Vice-President/Secretary Treasurer, 301 Centennial Mall South, P.O. Box 94818, Lincoln, Nebraska 68509-4818.

James R. Davis, Director, 1375 Street, Room 204, Denver, Colorado 80261.

Ruth Skluzacek, Director, 5239 N.W. 2nd Avenue, Des Moines, Iowa 50313.

Roger O. Tew, Director, 160 East 300 South, Salt Lake City, Utah 84134.

Robert L. McKee, Director, 122 W. 25th Street, Cheyenne, Wyoming 82002.

8. THE NUMBER OF DIRECTORS. The number of persons to serve on the Board shall be fixed by the Bylaws.

9. INCORPORATORS. The incorporators of the Corporation are:
Maureen Hlavacek, 4802 Sheboygan Avenue, Room 253, P.O. Box 7907,
Madison, Wisconsin 53707.

James W. Poe, 1001 N. Senate Avenue, Room 218, Indianapolis,
Indiana 46204.

All powers, duties and responsibilities of the incorporators shall cease immediately following adoption of the initial bylaws of the Corporation.

10. AMENDMENT. These articles may be amended in the manner authorized by law at the time of amendment.

11. MEMBERSHIP. Membership provisions will be set forth in the by-laws.

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

JUN 18 10 56 AM '93

APPR Louis Sullivan
DATE APPR 7/26/93 FILED
TERM _____
DATE _____ TIME _____

ARTICLES OF AMENDMENT

131390-3

FOR

INTERNATIONAL FUEL TAX ASSOCIATION, INC.

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

MAY 11 9 52 AM '93

APPR _____
DATE APPR _____ FILED _____
TERM Catherine Thomas
DATE 6-9-93 TIME 12-30 PM

The Board of Trustees of the International Fuel Tax Association, Inc. hereby gives notice that its Articles of Incorporation were amended to added the following paragraph:

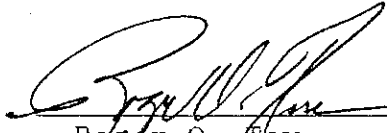
12. AMENDMENT OF BYLAWS. The Bylaws of the Corporation shall be amended only by a majority vote of the full Membership.

The Amendment was adopted by act of the Board of Trustees at their duly noticed regular meeting on July 16, 1992.

CERTIFICATION

I hereby certify that I am the duly elected, qualified and acting First Vice President of International Fuel Tax Association, Inc., a duly organized and existing Arizona corporation; that I am empowered to make this certification by the Board of Trustees; that the foregoing is a true and correct copy of resolutions adopted at a regular meeting of the Board of Trustees duly called on July 16, 1992; that the same has been duly recorded in the minutes of the Corporation and has not been amended, modified, rescinded or revoked.

IN WITNESS WHEREOF, I affix my name as First President of the Corporation this 6th Day of November 1992.



Roger O. New
First Vice President

Subscribed and sworn to before me on 6th day of November, 1992

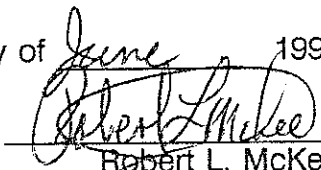


Rachel Seward
Notary Public

My Commission Expires:

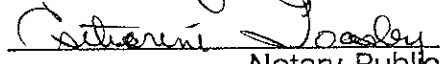
June 15, 1993

IN WITNESS WHEREOF, I affix my name as Secretary/Treasurer of the Corporation this 17th Day of June 1993.



Robert L. McKee
Secretary/Treasurer

Subscribed and sworn to before me on 17th day of June, 1993



Catherine Joadley
Notary Public

My Commission Expires:

11-9-95