

VOL 1 192

E 1609

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ENO FOUNDATION FOR TRANSPORTATION INC.

Pursuant to Sections 33-473 and 33-474 of the Connecticut Nonstock Corporation Law, the certificate of incorporation for the ENO FOUNDATION FOR TRANSPORTATION INC is hereby amended and restated in its entirety. This amendment and restatement was adopted by the Board of Directors at a meeting held August 21, 1991, at which a quorum was present, as required by § 33-450 of the Connecticut Nonstock Corporation Law and the corporation's bylaws. The directors adopted the amended and restated certificate of incorporation by a vote of six (6) to zero (0).

ARTICLE I -- NAME

The name of the corporation is hereby changed from Eno Foundation for Transportation Inc. to Eno Transportation Foundation, Inc.

ARTICLE II -- PURPOSES

The purposes of the corporation are:

(1) the investigation and study of programs, methods, rules, ordinances, laws or regulations at any time in force or proposed, whether in the United States of America or elsewhere,

relating to the planning, development, conduct, supervision, control and regulation of all kinds and classes of transportation systems and facilities, whether pedestrian, vehicular or other, in or upon highways of all kinds (including elevated, underground and surface), railroads of all kinds, bridges, tunnels, canals and maritime and intercoastal waters of all kinds, and in or through the air or space, for the purpose of promoting, in the interest of the public, the facility and safety of such transportation, and reducing confusion, inconvenience and delay therein, and danger and injury connected therewith to persons and property;

(2) the publication, dissemination, and other communication of information, analysis, or advice on behalf of the general public with respect to transportation of any kind;

(3) collaboration with academic institutions to promote excellence in transportation curricula, educators, and students of the various transportation disciplines, and the creation of methods, plans, and devices relating to the foregoing, or which may be used in connection therewith;

(4) the maintenance of a productive and mutually beneficial liaison with government, industry, and academia, and national, regional, or other organizations associated with those sectors;
and

(5) the conduct of the corporation's activities, as described above and in addition to any other activities permitted under the law, with a view toward encouraging technological, physical, and systemic improvements and progress to facilitate the unrestricted, safe, and environmentally sound movement of people and goods, in fulfillment of the corporation's objects and purposes.

ARTICLE III -- LOCATION

The corporation is currently located in the Town of Westport, County of Fairfield, and State of Connecticut, and is the principal office and place of business of the corporation.

The corporation shall have power to conduct any of its activities in any of the States, territories, colonies and dependencies of the United States, in the District of Columbia, and in any and all foreign countries; to have one or more offices therein; to hold, purchase, mortgage and convey real and personal property, without limit as to amount in any such State, territory, colony, dependency, district or foreign country, subject to the laws thereof.

ARTICLE IV -- DIRECTORS

The names and addresses of the corporation's directors are:

Joseph M. Clapp

Business Address: Roadway Services, Inc.
1077 Gorge Boulevard
Box 88
Akron, Ohio 44309-2343

Residence: 1756 Brookwood Drive
Akron, Ohio 44313

Lawrence D. Dahms

Business Address: Metropolitan Trans. Commission
Joseph B. Bort MetroCenter
101 Eighth Street
Oakland, California 94607-4700

Residence: 22 El Camino Real
Berkeley, California 94705

Robert S. Holmes, Chairman

Business Address: none

Residence: 378 Briarwood Villa
Hilton Head Island, South Carolina 29928

H. Burr Kelsey, Secretary-Treasurer

Business Address: none

Residence: 10 Crestmont Road
Montclair, New Jersey 07042

Roland A. Ouellette, President

Business Address: Eno Transportation Foundation, Inc.
270 Saugatuck Avenue
P.O. Box 2055
Westport, Connecticut 06880

Residence: 166 Brushy Hill Road
Newtown, Connecticut 06470

John L. Sweeney

Business Address: CSX Transportation
500 Water Street J-120
Suite 1500
Jacksonville, Florida 32202

Residence: 4029 Duval Drive
Jacksonville Beach, Florida 32250

ARTICLE V -- LIABILITY OF DIRECTORS

The personal liability of any of the corporation's directors to the corporation for monetary damages for breach of duty as a director is limited to an amount that is not less than the compensation received by the director for serving the corporation during the year of the violation. Such limitation shall not apply if the director's breach:

(1) involved a knowing and culpable violation of the law by the director;

(2) enabled the director or an associate to receive an improper personal economic gain;

(3) showed a lack of good faith and a conscious disregard for the director's duty to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation; or

(4) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation.

ARTICLE VI -- MEMBERS

The corporation shall not have voting members. The corporation is authorized to create one or more classes of associate members, who shall not have voting rights.

ARTICLE VII -- POWERS

In furtherance of the corporation's purposes as described in Article II of this certificate, and in furtherance of the powers conferred upon the corporation by statute, the corporation shall have the powers set forth below:

- (1) to sue and be sued and complain and defend in any court;
- (2) to make and use a common seal and alter the same at pleasure;
- (3) to acquire by purchase, lease, gift, devise, bequest or otherwise, and to own, hold, improve, mortgage, pledge, lease, sell, assign or otherwise dispose of real and personal property of every kind, including patents and patent rights, copyrights and securities of corporations, to do any acts or things designed

to protect or enhance the value of any of its properties, and to acquire and hold any such property in trust for any of the corporation's purposes;

(4) to elect or appoint in such manner as it may determine, all necessary or proper officers and agents, and to fix their compensation and define their powers and duties;

(5) to make bylaws consistent with law, which shall regulate the corporation's operations and management;

(6) to wind up and dissolve itself, or to be wound up and dissolved in the manner provided by law;

(7) to acquire or construct any instrument or means, necessary or advisable, for the research and development of devices, appliances, or methods related to and in furtherance of the objects and purposes of the corporation; and

(8) to work with colleges, universities, or other institutions to encourage transportation education and to educate transportation officials.

The powers herein provided shall not be deemed to authorize the corporation to do any business except such as is permitted by the law of the State of Connecticut with respect to corporations without capital stock.

ARTICLE VIII -- LIMITATIONS

The corporation is nonprofit, and does not have, nor shall it issue shares of stock or pay dividends. In conducting its activities, the corporation shall observe the following regulations:

(1) The internal affairs of the corporation shall be regulated by the Board of Directors whose actions shall be consistent with the requirements of the Connecticut Nonstock Corporation Law and the bylaws of the corporation.

(2) No part of the assets or net earnings of the corporation shall ever be used for, nor shall the corporation ever be organized or operated for, purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(3) No part of the assets or net earnings of the corporation, current or accumulated, shall inure to the benefit of, or be distributable as dividends or otherwise, to the directors, officers or employees of the corporation, or to other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions to further its purposes and objectives.

(4) No director, officer, employee, member of a committee, person connected with the corporation, or any other private individual shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.

(5) Upon dissolution or winding up, assets of the corporation then remaining in the hands of the Board of Directors, shall, after paying or making provisions for payment of all of the liabilities of the corporation, be distributed, transferred, conveyed, delivered and paid over only to educational, scientific, religious and charitable organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and which are not private foundations within the meaning of Section 509(a) of the Code, except that no distribution shall be made to organizations testing for public safety. The distribution shall be made on whatever terms and conditions and in whatever amounts the Board of Directors may determine, to be used by the institutions receiving them exclusively for educational, scientific, religious, or charitable purposes.

(6) 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 political campaigns on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise.

(7) The corporation will carry on, otherwise than as an insubstantial part of its activities, only activities that in themselves are in furtherance of educational or charitable purposes.

(8) The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business for profit.

ARTICLE IX -- FOUNDATION STATUS

The corporation is a private operating foundation within the meaning of Section 509(a) of the Internal Revenue Code, and as such the corporation:

(1) shall not engage in any act of self-dealing that would result in the liability of the corporation, any corporate manager, or other disqualified person (as defined in § 4940(d)(3)(B) of the Internal Revenue Code) for excise tax under Section 4941 of the Internal Revenue Code;

(2) shall distribute its income for each taxable year at such time and manner so that the corporation, any corporate manager, or other disqualified person (as defined in § 4940(d)(3)(B) of the Internal Revenue Code) would not be liable for excise tax under Section 4942 of the Internal Revenue Code;

(3) shall not retain any excess business holdings that would result in the liability of the corporation, any corporate

manager, or other disqualified person (as defined in § 4940 (d)(3)(B) of the Internal Revenue Code) for excise tax under Section 4943 of the Internal Revenue Code;

(4) shall not invest any amounts in such manner as to jeopardize accomplishment of any of its exempt purposes that would result in the liability of the corporation, any corporate manager, or other disqualified person (as defined in § 4940 (d)(3)(B) of the Internal Revenue Code) for excise tax under Section 4944 of the Internal Revenue Code; and

(5) shall not make any taxable expenditures that would result in the liability of the corporation, any corporate manager, or other disqualified person (as defined in § 4940 (d)(3)(B) of the Internal Revenue Code) for excise tax under Section 4945 of the Internal Revenue Code.

ARTICLE X -- DURATION


The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have set forth our signatures below, and declare, under penalties of false statement, that the statements contained herein are true.



Roland A. Ouellette
President

ATTEST:



H. Burr Kelsey
Secretary