

**DULLES AREA TRANSPORTATION ASSOCIATION, INC.**  
**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**ARTICLE I – NAME**

The name of the Corporation is the DULLES AREA TRANSPORTATION ASSOCIATION, INC.

**ARTICLE II – PURPOSE**

The Corporation is organized exclusively for charitable, educational and scientific purposes including, for such purposes, lessening of the burdens of Government and making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or any successor provision, and to which end, purpose, and objective the Corporation is further authorized to conduct, perform and undertake any of the following activities:

a. To provide in the geographic environs generally surrounding Washington Dulles International Airport including to the north, the areas bordering the Potomac River; to the west, portions of Loudoun and Prince William Counties including the U.S. Route 15 Corridor; to the south, portions of Prince William County bordering the Linton Hall Road Corridor; and to the eastern portions of Fairfax County up to the borders of Tysons Corner, Vienna, and Fairfax City, referred to collectively as “the Association’s area of concern”, an organization dedicated to achieving a significantly improved transportation system through private and public sector activities in the Association’s area of concern; and

b. To identify and evaluate measures and means that will collectively provide the Association’s area of concern with an effective and efficient transportation system, including, but not limited to, the following activities:

(1) Active participation in the public process of allocating funds for transportation facilities and services; and

(2) Plan, fund and provide enhanced public transportation facilities and public and/or private mass transit services within or serving the Association’s area of concern; and

(3) Reduce transportation demand through application and coordination of transportation system management (“TSM”) programs, such as shuttle buses, car pools, van pools, staggered work hours, and high occupancy vehicle (“HOV”) lanes; and

c. To plan, develop, implement, operate, and evaluate additional programs that provide for TSM services as the demand warrants, thus relieving local government of the burden of such programs; and

d. To cooperate and coordinate with local jurisdictions’ and state and regional agencies’ efforts to enhance private and public transportation systems in the Association’s area of concern; and

e. To carry on any other lawful business whatsoever that the Corporation may deem appropriate, and to exercise all powers and authorities conferred upon it by the Virginia Non-Stock Corporation Act, now in effect or as subsequently amended, provided such activities or exercise of powers is otherwise consistent with the purposes and objectives of the Corporation, as set forth in these Articles of Incorporation.

This foregoing statement of corporate purposes and objectives shall be liberally construed in furtherance of aiding the conduct and operation of the Corporation in promoting and assisting in the development of an efficient and convenient transportation system in the Association's area of concern. No express recital of power or authority shall be construed or interpreted to restrict or limit any general power or authority when such general power or authority is otherwise conferred by these Articles of Incorporation or by applicable corporation law.

### **ARTICLE III – NON-PROFIT ORGANIZATION**

Notwithstanding any of the purposes, objectives, or powers described or enumerated in Article II, the Corporation shall, in all events, be operated as a non-profit corporation not engaged in the pursuit of pecuniary profit or financial gain. No part of the assets, income or net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in the furtherance of its corporate purposes and objectives. The Corporation shall not participate or intervene in any political campaign or support or endorse any candidate for public office, nor shall it publish or distribute any statements which contravene these restrictions. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempt to influence legislation. In no event shall the Corporation undertake, perform, or conduct any activity, nor shall it exercise any power, which (a) would result in its disqualification as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision, or (b) is not permitted by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any successor provision.

### **ARTICLE IV – MEMBERSHIP**

The Corporation shall have such classes of membership as its Board of Directors may prescribe in its By-laws, and such By-laws shall designate and define such membership class or classes, and state the qualification and rights of each membership class and either confer, limit or deny the right of members of any such class to vote for the election of Directors of the Corporation; provided, however, that the By-laws shall authorize and empower at least one class of members to elect the Corporation's Directors. The Corporation shall not have any capital stock nor shall it have the right to issue any capital stock.

### **ARTICLE V – REGISTERED AGENT**

The registered agent of the Corporation is Derek E. Karchner, who is a member of the Virginia State Bar, and the registered office of the Corporation shall be at c/o McCandlish

Lillard, 11350 Random Hills Road, Suite 500, Fairfax, Virginia 22030, which registered office is located in the County of Fairfax, Virginia, and which is also the business office of the registered agent.

#### ARTICLE VI – INDEMNIFICATION

Each person now or hereafter a Director or Officer of the Corporation, and his or her heirs, executors and administrators, shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him or her in connection with, or resulting from any action, suit, proceeding, or claim to which he or she is or may be made a party by reason of his or her being, or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him or her, except in relating to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such Director or Officer. In the event of any other judgment against such Director or Officer, or in the event of a settlement, such indemnification shall be made only if the Corporation shall be advised either by the Board of Directors, if none of the persons involved shall be, or shall have been, a Director; or if otherwise, then by independent counsel to be appointed by the Board of Directors, that in its opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his or her duty, and in the event of a settlement, that such settlement is in the best interests of the Corporation. If the determination is made by the Board of Directors, it may rely as to all questions of law upon the advice of independent counsel. The right of indemnification conferred by this Article shall not be deemed exclusive of any other right or contract of indemnification to which such Director or Officer may be entitled under any By-law, agreement, resolution, or otherwise.

#### ARTICLE VII – DISSOLUTION

If the Corporation is dissolved, terminated, or otherwise disbanded, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of its assets in conformity with law to one or more organizations engaged in activities substantially similar to those of the Corporation, or if no such organization(s) exist, then to one or more other organizations which the Directors of the Corporation shall identify; provided, however, that any such recipient organization shall be qualified as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision.

Dated:

3/26/14

By:

*Connie Haines Hutchinson*

Connie Haines Hutchinson, President