

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MILWAUKEE TRANSPORT SERVICES, INC.

Milwaukee Transport Services, Inc., a Wisconsin nonstock and not-for-profit corporation (the “Corporation”), restates and amends its Articles of Incorporation under the provisions of Chapter 181 of the Wisconsin Statutes, known as The Wisconsin Nonstock Corporation Law.

ARTICLE I. NAME

The name of this corporation shall be:

MILWAUKEE TRANSPORT SERVICES, INC.

ARTICLE II. PURPOSES

This Corporation is organized and shall at all times be operated on a not-for-profit basis and exclusively for the charitable, scientific, literary, and educational purposes, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law (“IRC”), and the regulations thereunder for the benefit of or to carry out the purposes of the government of Milwaukee County. Without limiting the generality of the forgoing, the purposes of this Corporation shall include any or all of the following: (i) managing and operating a public transportation system for Milwaukee County; (ii) employing the management, supervisory and operating personnel necessary for managing and operating a public transportation system for Milwaukee County; (iii) conducting all lawful activities in connection with these purposes, provided however, such activities are in furtherance of this Corporation’s status as an organization described in Section 501(c)(3) of the IRC; and (iv) engaging in all lawful activities within the purposes for which corporations may be organized under Wisconsin Nonstock Corporation Law, provided however, such activities are in furtherance of this Corporation’s status as an organization described in Section 501(c)(3) of the IRC.

ARTICLE III. DIRECTORS; MEMBER

This Corporation shall be managed by its Board of Directors, subject to and in compliance with these Articles of Incorporation, the Bylaws of the Corporation, Wisconsin Nonstock Corporation Law and oversight by Milwaukee County as set forth in the Bylaws of this Corporation. The number of Directors shall be fixed by the Bylaws of this Corporation, but the number of Directors shall not be fewer than three (3). Directors shall be subject to such requirements for qualification as members of the Board of Directors and shall be appointed in such manner and for such terms as shall be provided in the Bylaws of this Corporation.

This Corporation shall have no capital stock nor shall there be any members of the Corporation. The Corporation shall be managed by its Board of Directors with oversight and supervision by Milwaukee County as set forth in the Bylaws of this Corporation.

ARTICLE IV. AMENDMENT.

The Board of Directors may from time to time, by vote of a majority of its voting members, adopt, amend or repeal any and all of the Articles of Incorporation of this Corporation, subject, however, to the prior approval of the Board of Supervisors of Milwaukee County which shall not be unreasonably withheld.

ARTICLE V. TERM OF EXISTENCE; DISTRIBUTION UPON DISSOLUTION

The period of existence of this Corporation shall be perpetual unless sooner dissolved by action of its Board of Directors, as approved by the government of Milwaukee County. If the Board of Directors has recommended and the government of Milwaukee County has approved the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all legal liabilities of the Corporation, shall distribute the assets of the Corporation to the government of Milwaukee County or its designee, if then in existence, or to a successor governmental unit charged with managing and operating a public transportation system for Milwaukee County. The Board of Directors of this Corporation may authorize the Corporation to make distributions under Section 181.1302(3) of the Wisconsin Statutes[, subject to the prior approval of the government of Milwaukee County.

ARTICLE VI. PRINCIPAL OFFICE; REGISTERED AGENT

The principal office of this corporation is located at 1942 North 17th Street in the City of Milwaukee, County of Milwaukee, State of Wisconsin, and the Registered Agent of this corporation is [Insert name_____], whose address as such Registered Agent is also 1942 North 17th Street in the City of Milwaukee, County of Milwaukee, State of Wisconsin.

ARTICLE VII. CERTIFICATION

The undersigned, being Secretary of this Corporation declares and certifies that: (i) these Amended and Restated Articles of Incorporation were approved by a majority vote of the Board of Directors of this Corporation on [_____], 2014; and (ii) these Amended and Restated Articles of Incorporation supersede and take the place of the existing Articles of Incorporation and any amendments thereto.

Executed this ____ day of _____, 2014.

Milwaukee County Transport Services, Inc.

_____(SEAL)
[Insert Name_____], Secretary

This Instrument Drafted by:
Lisa M. Gingerich
von Briesen & Roper, s.c.
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Milwaukee, WI 53202