

## ARTICLES OF ORGANIZATION

Articles of Organization of the undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit Corporation under the Non-Profit Corporation Law of New Jersey, do hereby certify:

**First:** The name of the Corporation shall be Tri-State Transportation Campaign, Inc.

**Second:** The principal office of the Corporation is to be located in the city of New York, New York County, State of New York.

**Third:** Said corporation is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, making distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code.

**Fourth:** The names and addresses of persons who are the initial trustees of the corporation are as follows:

Don Strait	1032 Chapel Street, New Haven, CT 06510
James T.B. Tripp	257 Park Avenue South, 16th Flr., New York, NY 10010
Brian Ketcham	175 Pacific Street, Brooklyn, NY 11201
Charles Komanoff	270 Lafayette Street, Room 400, New York, NY 10012
Richard Kassel	40 West 20th Street, New York, NY 10011
Marie Curtis	204 West State Street, Trenton, NJ 08608
Drew Kodjak	11 North Willow Street, Trenton, NJ 08904
Michelle DePass	271 West 125th Street, Room 303, New York, NY 10027
Loretta Simon	353 Hamilton Street, Albany, NY 12210
Jeffrey Zupan	570 Lexington Avenue, 20th Flr., New York, NY 10022
Edward Lloyd	15 Washington St., 3rd Flr., Newark, NJ 07102
Carol Sondheimer	9 Vassar Street, Poughkeepsie, NY 12601
Gene Russianoff	9 Murray Street, 11th Flr., New York, NY 10007
John Kaehny	92 St. Marks Place, New York, NY 10009

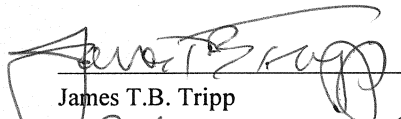
**Fifth:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered for the benefit of the corporation's aims and projects, and to make payments and distributions in furtherance of the purposes set forth in Article Third

hereof. 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 or in opposition to any candidate for public office.

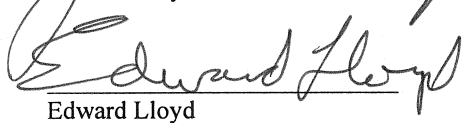
Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under the section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

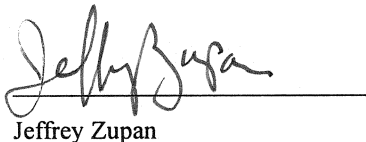
**Sixth:** Upon the cessation of business of the corporation, assets, if any, shall be donated for one or more exempt purposes to charitable organizations having 501(c)(3) tax status pursuant to IRS ruling. Assets shall be distributed in accordance with the desire of the majority of the remaining trustees voting at a properly noticed Board meeting.

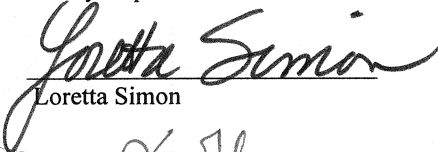
In witness whereof, we have hereunto subscribed our names this 3<sup>rd</sup> day of December, 1994. This document shall be considered a conformed instrument.

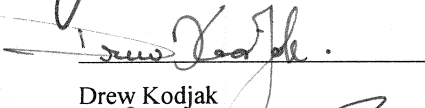
  
James T.B. Tripp

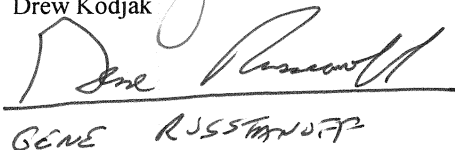
  
John Kaehny

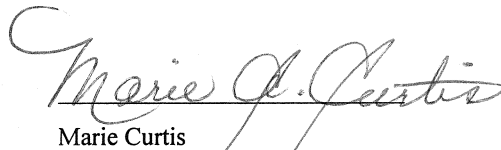
  
Edward Lloyd

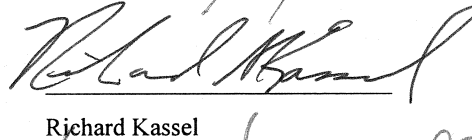
  
Jeffrey Zupan

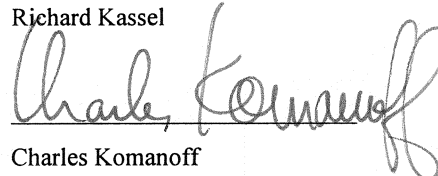
  
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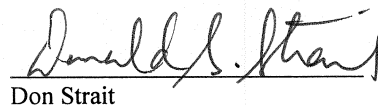
  
GENE RISSMANOFF

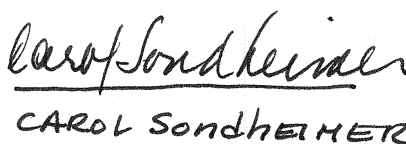
  
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