

RESOLUTION ADOPTING ARTICLES OF INCORPORATION
OF ANN ARBOR TRANSPORTATION AUTHORITY

BE IT RESOLVED that pursuant to Public Act 55 of 1963, the City Council of the City of Ann Arbor does hereby adopt the following Articles of Incorporation for the Ann Arbor Transportation Authority and does hereby authorize and direct the Mayor and City Clerk to execute and certify the said Articles of Incorporation and to do any and all other acts which may be necessary to bring into full effect the said Transportation Authority:

ARTICLES OF INCORPORATION OF
ANN ARBOR TRANSPORTATION AUTHORITY

These Articles of Incorporation of the Ann Arbor Transportation Authority are adopted by the City Council of the City of Ann Arbor for the purpose of creating an Authority under the provisions of Act 55 of the Public Acts of Michigan of 1963.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is the Ann Arbor Transportation Authority.

ARTICLE II

PURPOSES

This Authority is incorporated for the purposes of acquiring, owning, operating or causing to be operated a mass transportation system within the corporate limits of the City of Ann Arbor, and beyond the said corporate limits.

ARTICLE III

POWERS, DUTIES AND LIMITATIONS

Section 1. The Authority shall be a body corporate with power to sue and be sued in any court in the State of Michigan.

Section 2. The Authority shall possess all the powers necessary to carry out the purposes of its incorporation and all things incident thereto.

Section 3. The Authority by contract may employ a management firm, either corporate or otherwise to operate the mass transportation system under the supervision of the Authority.

Section 4. The Authority may acquire property for a mass transportation system by purchase, construction, lease, gift or devise, either within or without the area served by such mass transportation system, and may hold, manage, control, sell, exchange or lease such property.

Section 5. The Authority with the consent of the Ann Arbor City Council, may utilize any appropriate statute for the purpose of condemnation.

Section 6. The Authority may establish and charge such fares and enter into contracts for the service provided by the mass transportation system as shall be necessary to provide funds to meet the obligations of said Authority.

Section 7. For the purpose of acquiring, improving, enlarging or extending a mass transportation system, the Authority may issue self-liquidating revenue bonds in accordance with the provisions of State law. No such bonds shall be a general obligation of the Authority, but shall be payable solely from the revenues of the mass transportation system.

Section 8. All property owned by or leased to the Authority shall be exempt from all taxes levied by the State and by the political subdivisions in which the Authority is incorporated. All such leased property in order to be exempt shall be used and owned by the company which is under contract with the Authority for the operation of the Authority's transit system. The Authority shall be required to pay taxes or assessments upon its real and personal property situated outside the corporate boundaries in which the Authority is incorporated.

Section 9. The powers stated in these Articles of Incorporation pursuant to the above named enabling Act are in addition to those granted by any other statute or by the Charter of the City of Ann Arbor, or any future statute or amendment thereto, and the enumeration of any power either in these Articles of Incorporation or in the enabling Act shall not be construed as a limitation on the general powers of this Authority.

ARTICLE IV

GOVERNING BODY - OFFICERS

Section 1. The Authority shall be directed and governed by a Transportation Board which shall consist of five members, each to be appointed by the Mayor with the concurrence of the Ann Arbor City Council.

Section 2. Of the members appointed to this first Transportation Board, one shall be appointed to serve until the first Monday in May, 1969; one to serve until the first Monday in May, 1970; one to serve until the first Monday in May, 1971; one to serve until the first Monday in May, 1972; and one to serve until the first Monday in May, 1973. Thereafter, all appointments shall be for a term of five years. Members of the Transportation Board shall serve without compensation and may be removed from office by the Ann Arbor City Council. Any vacancy in office shall be filled by the Ann Arbor City Council for the remainder of the term.

Section 3. The Transportation Board shall designate one of its members as chairman, one of its members as secretary, and one of its members as treasurer, each to be designated for such term in office as may be fixed in the Board's bylaws.

Section 4. The Transportation Board shall adopt and may amend bylaws and rules of procedure.

Section 5. The Chairman shall preside at meetings of the Transportation Board and shall sign and execute all authorized bonds, contracts, checks and other obligations in the name of the Authority when so authorized by the Board. He shall do and perform such other duties as may be fixed by the bylaws and from time to time assigned to him by the Board.

Section 6. The secretary shall keep the minutes of all meetings of the Transportation Board, and of all committees thereof, and books provided for that purpose. He shall attend to the giving, serving, and receiving of all notices or process of or against the Authority. He shall sign with the Chairman

in the name of the Authority all contracts authorized by the Board. He shall have charge of all books and records, which shall at all reasonable times be open to inspection and examination of the Board, or any member thereof, and in general perform all the duties instant to this office. The secretary shall preside at meetings of the Board in the absence of the Chairman.

Section 7. The treasurer shall have custody of all the funds and securities of the Authority which may come into his hands or possession. When necessary or proper, he shall endorse in behalf of the Authority for collection, checks, notes and other obligations and shall deposit them to the credit of the Authority in a designated bank or depository. He shall sign all receipts and vouchers for payments made to the Authority. He shall jointly with such other officer as may be designated by the Board sign all checks, bonds, promissory notes or other obligations of the Authority when so ordered by the Board. He shall render a statement of his cash account when required by the Board. He shall enter regularly in the books of the Authority to be kept by him for this purpose full and accurate accounts of all monies received and paid by him on account of the Authority, and shall at all reasonable times exhibit his books and accounts to the Board or any member thereof when so required. He shall perform all acts incidental to the position of treasurer fixed by the bylaws and as assigned to him from time to time by the Board. He shall be bonded for the faithful discharge of his duties as treasurer, the premium to be paid by the Authority.

Section 8. The books and records of the Authority and of the Transportation Board, officers and agents thereof, shall be open to inspection and audit by the City of Ann Arbor

at all reasonable times. The Authority shall submit an annual report to the Ann Arbor City Council and such additional reports as the said City Council may from time to time request.

ARTICLE V

PUBLICATION AND FILING

The City Clerk of the City of Ann Arbor is charged with the responsibility of causing these Articles of Incorporation to be published at least once in the Ann Arbor News. The said City Clerk is further charged with the responsibility of filing with the Secretary of State of the State of Michigan and with the County Clerk of the County of Washtenaw a printed copy of these Articles of Incorporation certified as a "true copy" with the date and place of publication.

ARTICLE VI

AMENDMENTS

Amendments may be made to these Articles of Incorporation in the same manner in which the said Articles were originally adopted.

ARTICLE VII

REGISTERED OFFICE

Location of registered office and post office address of this Authority is the Office of the Ann Arbor City Clerk, City Hall, Ann Arbor, Michigan.

ARTICLE VIII

EFFECTIVE DATE

These Articles of Incorporation shall become effective and be in full force upon the filing of a printed copy with the Secretary of State of the State of Michigan and the County Clerk of the County of Washtenaw as herein provided.

IN WITNESS WHEREOF, the Ann Arbor City Council has adopted and authorized to be executed these Articles of Incorporation in behalf of the City of Ann Arbor, a Michigan municipal corporation, by the Mayor and City Clerk.

WITNESSES:

CITY OF ANN ARBOR, a Michigan
municipal corporation,

By: _____
Wendell E. Hulcher, Mayor

By: _____
John P. Bentley, City Clerk

The foregoing Articles of Incorporation were adopted by an affirmative vote of the majority of the members elect of the City Council of the City of Ann Arbor, Washtenaw County, Michigan, at a meeting duly held on the _____ day of _____, 1968.

Wendell E. Hulcher, Mayor

John P. Bentley, City Clerk

RESOLUTION AMENDING ARTICLES OF INCORPORATION
OF ANN ARBOR TRANSPORTATION AUTHORITY TO
INCREASE TRANSPORTATION BOARD MEMBERSHIP TO SEVEN

WHEREAS, the City of Ann Arbor by prior resolution has incorporated an entity known as the Ann Arbor Transportation Authority; and

WHEREAS, it has become necessary and is deemed advisable to enlarge the size of the Transportation Board created by those articles; and

WHEREAS, said Articles provide that they may be amended in the same manner in which they were originally enacted;

NOW, THEREFORE, BE IT RESOLVED that Sections 1 and 2 of Article IV be and the same hereby are amended to read as follows:

Section 1. The Authority shall be directed and governed by a Transportation Board which shall consist of seven (7) members, each to be appointed by the Mayor with concurrence of the Ann Arbor City Council.

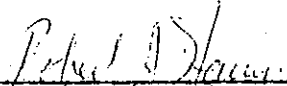
Section 2. Of the members appointed to the Transportation Board, one shall be appointed to serve until the first Monday in May, 1970; two to serve until the first Monday in May, 1971; one to serve until the first Monday in May, 1972; and two to serve until the first Monday in May, 1973; and one to serve until the first Monday in May, 1974. Thereafter all appointments shall be for a term of five years. Members of the Transportation Board shall serve without compensation and may be removed from office by the Ann Arbor City Council. Any vacancy in office shall be filled by an appointment for the remainder of the term made by the Mayor with the concurrence of the Ann Arbor City Council.

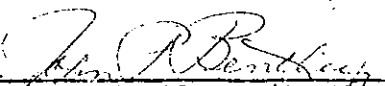
BE IT FURTHER RESOLVED, that the remaining Articles and Sections shall remain unchanged, and shall continue in full force and effect.

BE IT FURTHER RESOLVED that the City Clerk of the City of Ann Arbor is charged with the responsibility of causing this amendment of the Articles of Incorporation to be published at least once in the Ann Arbor News. The said City Clerk is further charged with the responsibility of filing with the Secretary of State of the State of Michigan and with the County Clerk of the County of Washtenaw a printed copy of this amendment certified as a "true copy" with the date and place of publication.

BE IT FURTHER RESOLVED that this amendment shall take effect immediately.

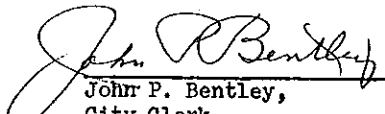
The foregoing amendment of the Articles of Incorporation of the Ann Arbor Transportation Authority were adopted by an affirmative vote of a majority of the members elect of the City Council of the City of Ann Arbor, Washtenaw County, Michigan, at a meeting duly held on the 30th day of June, 1969.


Robert J. Harris, Mayor


John P. Bentley, City Clerk

I, John P. Bentley, the duly appointed, qualified and acting City Clerk of the City of Ann Arbor, County of Washtenaw, State of Michigan, do hereby certify that the foregoing is a true and exact copy of a Resolution adopted by the City Council of said City at a Regular Meeting held in Council Chambers on Monday, June 30, 1969; and

I further certify that the said Resolution was published in full in the Ann Arbor News on July 9, 1969.


John P. Bentley,
City Clerk