

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF THE**  
**MISSOURI TRANSPORTATION FINANCE CORPORATION**  
**(A GENERAL NONPROFIT CORPORATION)**

The Board of Directors and the Missouri Highways and Transportation Commission have approved the amendment and restatement of the Articles of Incorporation as provided herein. No other approvals are required to amend and restate the Articles of Incorporation. The Articles of Incorporation shall be restated to read as follows:

**ARTICLE I**

**NAME**

The name of the corporation is:

**MISSOURI TRANSPORTATION FINANCE CORPORATION**

**ARTICLE II**

**PUBLIC BENEFIT**

This corporation is a Public Benefit Corporation.

**ARTICLE III**

**DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE IV**

**REGISTERED AGENT**

The address of its initial registered office in the State of Missouri is 105 West Capitol, P.O. Box 270, Jefferson City, MO, 65102 and the name of its initial registered agent at said address is Mari Ann Winters.

ARTICLE V

**INITIAL BOARD OF DIRECTORS**

The first board of directors of the corporation shall be five (5) in number, their names and addresses being as follows:

<u>Name</u>	<u>Address</u>
Robert E. Jones	13100 Manchester Road Des Peres, Missouri 63131
H. Mark Preyer	102 Slicer P.O. Box 189 Kennett, Missouri 63857
Joe Mickes	Capitol and Jefferson Streets P.O. Box 270 Jefferson City, MO 65102
David DeWitt	Capitol and Jefferson Streets P.O. Box 270 Jefferson City, MO 65102
Mel Sundermeyer	Capitol and Jefferson Streets P.O. Box 270 Jefferson City, MO 65102

ARTICLE VI

**PURPOSES**

The purposes for which the corporation is organized are:

(a) To benefit and carry out the purposes of the Missouri Highways and Transportation Commission (the "Commission") by providing, or assisting in the provision of, the funding, establishment, acquisition, development, promotion, planning, design, construction, improvement, maintenance or operation of transportation projects, facilities, equipment and systems in the State of Missouri.

(b) To cooperate with the Commission toward the continued economic, social, industrial, cultural and commercial growth of the State of Missouri, act in the public interest and

promote the health, safety and general welfare of the citizens of the State of Missouri by providing financing and other assistance to public and private entities carrying out or proposing to carry out transportation projects in the State of Missouri.

(c) To issue revenue bonds and refunding revenue bonds for the purposes set forth herein.

(d) To secure and obtain to the extent authorized by law rights-of-way for transportation projects.

(e) To perform functions normally undertaken by the Commission and its staff, thus reducing the burdens and demands on limited funds available to the Commission.

(f) To operate exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, the Commission. The corporation is not organized, nor will it be operated, for the benefit of, or to perform the functions of, or to carry out the purposes of, any other person, organization or entity.

## ARTICLE VII

### NONPROFIT STATUS

1. The corporation shall be a nonprofit corporation, organized under the Missouri Nonprofit Corporation Act, and no part of the net earnings or other assets of the corporation shall inure to the benefit of, or be distributable to, any director, officer, contributor, or other private person, having, directly or indirectly, any personal or private interest in the activities of the corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof.

2. 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 any candidate for public office.

## ARTICLE VIII

### POWERS

The corporation shall have all the powers of a nonprofit corporation enumerated in the Missouri Nonprofit Corporation Act, to be exercised only to prosecute and further its nonprofit purposes; provided, however, that none of the powers of the corporation shall be exercised to engage in activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the civic, social welfare and charitable purposes of the corporation.

## ARTICLE IX

### **NO CAPITAL STOCK OR MEMBERS**

The corporation shall not have authority to issue capital stock and shall not have any members as such but, in lieu thereof, shall have only a self-perpetuating board of directors, in which board there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The rights, powers and privileges of the directors shall be fixed in the bylaws. The first board of directors shall be as set forth in Article V hereof and shall hold office until their successors are duly elected and qualified as provided in the bylaws. The number of members of the board of directors shall be fixed by the bylaws, as amended from time to time at any time after the adoption of the initial bylaws, but in no event shall such number be less than three (3). Directors shall be elected or appointed in the manner and for the terms as provided in the bylaws.

## ARTICLE X

### **LIABILITY AND INDEBTEDNESS**

No officer or director of this corporation shall be individually or personally liable for the debts, liabilities or obligations of the corporation. Bonds, notes or other obligations issued by the corporation shall not be a debt of the Commission, and the Commission shall not be liable thereon. In no event shall such bonds, notes or other obligations be payable out of any funds or properties other than those acquired for the purposes of the corporation, and such bonds, notes or other obligations shall not constitute an indebtedness of the Commission, within the meaning of any constitutional or statutory debt limitation or restriction. The corporation shall issue no bonds, notes or other obligations until, in each case, the Commission adopts a resolution approving each specific issuance of obligations.

## ARTICLE XI

### **DISSOLUTION**

1. Upon dissolution of the corporation and after payment of all debts and satisfaction of all liabilities and obligations of the corporation (or making adequate provision therefor), and after the return, transfer or conveyance thereof because of the dissolution of the corporation, any remaining assets of the corporation shall be disposed of exclusively for the purposes of the corporation by distributing such assets to the Commission, if then in existence, and, if not in existence, then to the State of Missouri.

2. All distributions upon dissolution shall be in accordance with a plan of distribution duly adopted in the manner provided by law; provided, however, that no distribution shall be made (i) which would violate the statutes of Missouri then in effect, or (ii) except in furtherance of the civic, social welfare and charitable purposes of the corporation.

3. The foregoing shall constitute the plan of distribution upon dissolution of the corporation.

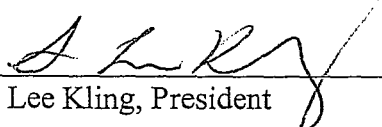
**ARTICLE XII**

**AMENDMENTS**

These Articles of Incorporation may be amended in the manner now or hereafter prescribed by the Missouri Nonprofit Corporation Act, but only upon (i) the affirmative vote of a majority of the entire number of directors then fixed by the bylaws; and (ii) the approval of the Commission. The bylaws of the corporation may from time to time be altered, amended, suspended or repealed, or new bylaws may be adopted, by resolution adopted by a majority of (a) the entire number of directors then fixed by the bylaws, and (b) the Commission.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation this 13<sup>th</sup> day of November, 1998.

**MISSOURI TRANSPORTATION  
FINANCE CORPORATION**

By:   
S. Lee Kling, President