

ARTICLES OF INCORPORATION
OF
MOBILITY FUTURES ALLIANCE

For Office Use Only

-FILED-

File No.: 6449657

Date Filed: 10/31/2024

FIRST: The name of the corporation is Mobility Futures Alliance (hereinafter the "Corporation").

SECOND: The initial street address of the Corporation is 2255 Will O View Circle, Lakeport, CA 95453. The initial mailing address of the Corporation is 2255 Will O View Circle, Lakeport, CA 95453.

THIRD: The name and street address in the State of California of the Corporation's initial agent to accept service of process is Geoff Wardle, 2255 Will O View Circle, Lakeport, CA 95453.

FOURTH: The Corporation is organized for the following purposes:

a. The Corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

b. The specific purpose of the Corporation is to:

- i. Explore, identify, and visualize future American transportation and mobility systems to inspire and accelerate change towards a more equitable and inclusive society and greater economic prosperity for all, and to help mitigate the damage caused by climate change;
- ii. Engage with multi-disciplinary subject experts, communities, and appropriate stakeholders to lead processes to develop and present how new transportation and mobility systems will look, feel, and function in the real world; and
- iii. Conduct any and all lawful activities that may be necessary for the accomplishment of the foregoing purposes.

FIFTH: Notwithstanding any other provisions of these Articles:

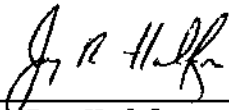
a. The Corporation is organized exclusively for charitable, educational, scientific, and literary purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time (hereinafter the "Code"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Code.

b. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent permitted by Section 501(h) of the Code) in a manner or to an extent which would disqualify the Corporation for tax exemption under Section 501(c)(3) of the Code. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

c. The property of the Corporation is irrevocably dedicated to charitable, educational, scientific, and literary purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or employee of the Corporation or to the benefit of any private individual. Reasonable compensation, however, may be paid for services actually rendered to or for the Corporation in furtherance of one or more of its purposes. Reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts. No director, officer, employee, or private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

d. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed, as determined by the Board of Directors, to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, scientific, or literary purposes and which has established its tax-exempt status as described under Section 501(c)(3) of the Code.

SIXTH: The Corporation shall seek sources of support and operate in such a manner as will enable it to qualify as an organization that is not a private foundation within the meaning of Section 509 of the Code. However, with respect to any taxable year or years during which the Corporation is a private foundation, as defined by Section 509 of the Code, it shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.



Jay R. Halfon, Incorporator

Date: October 31, 2024