

**ARTICLES OF INCORPORATION
INTERURBAN TRANSIT PARTNERSHIP**

ARTICLE I

SUCCESSOR AUTHORITY TO GRATA

These Articles are adopted by the incorporating political subdivisions listed below (the "Initial Members") to incorporate a public authority under the Public Transportation Authority Act, P.A. 196 of 1986 ("Act 196") to be named the Interurban Transit Partnership (the "Authority"). The Initial Members anticipate that the Authority will enter into an agreement with the Grand Rapids Area Transit Authority created under the Interlocal Agreement of July 1, 1977 ("GRATA") under which the Authority will acquire all of GRATA's assets and assume all of GRATA's liabilities to the extent permitted under Act 196.

ARTICLE II

NAME AND DISTRICT

Section 1. Name. The name of the Authority shall be Interurban Transit Partnership.

Section 2. Authority District. For purposes of property tax levies as permitted by Act 196, the boundaries of the Authority's district shall be the combined geographical boundaries of its members. The Authority may provide service both within and outside of that district in accordance with Act 196.

ARTICLE III

PURPOSES AND POWERS OF THE AUTHORITY

Section 1. Purposes. The purposes for which the Authority is created are:

- a. To provide public transportation services to the extent authorized by Act 196.
- b. To succeed to all rights, duties and obligations of GRATA regarding public transportation services to the extent permitted under Act 196.
- c. To do all things necessary, suitable, or proper for the accomplishment of any of the above purposes.

d. To contract to provide public transportation services outside the boundaries of the Authority.

Section 2. General Powers. The Authority has the power to do anything authorized or permitted by Act 196, as amended, and to do any other lawful act reasonably necessary, proper, suitable, or convenient for the achievement or furtherance of the purposes above stated.

ARTICLE IV

BOARD OF DIRECTORS - GOVERNANCE OF THE AUTHORITY

Section 1. The Board. The Authority shall be governed by a Board of Directors comprised of fifteen (15) persons (individually, a "Director", collectively the "Directors" or the "Board").

Section 2. Appointment of Directors; Vacancies. Each member of the Authority shall appoint two (2) Directors. The City of Grand Rapids shall appoint three (3) additional "at-large" Directors. Any vacancy on the Board shall be filled by the Authority member that appointed the previous Director to that Board position. Each member of the Authority may designate one (1) or more alternate Directors who may attend meetings and otherwise act on behalf of any Director appointed by that member of the Authority.

Section 3. Qualifications of Directors. Each Director must be at least eighteen years of age.

Section 4. Term of Office of Directors. The term of each Director shall be two (2) years, except that terms of the Directors first appointed shall be staggered as follows. Each Authority member shall designate one (1) of its Director appointees for a one-year term and the other for a two-year term. The City of Grand Rapids shall designate one (1) of the at-large members to serve a one-year term and the remaining two (2) at-large members shall serve two-year terms. Thereafter, each succeeding Director shall be appointed for a two-year term.

Section 5. Board Meetings. The Board shall hold an initial meeting at a time and place selected and agreed to by the Directors for the purpose of appointing officers, adopting bylaws, employing an Executive Director, and taking any other action the Board deems necessary. Thereafter, the Board shall hold at least an annual meeting at such place and time as shall be fixed by the Board. The Board shall transact other business as may be necessary at its annual meeting and shall hold regular meetings on a schedule to be determined by the Board.

Section 6. Voting and Decisions. Each Director shall have one (1) vote. All decisions of the Board shall require a majority vote of the total number of Directors present at any meeting of the Board in which a quorum is present.

Section 7. Quorum. A majority of the total number of Directors then in office who are present in person at a duly held meeting shall constitute a quorum for conducting business at any meeting of the Board.

Section 8. Compensation of Directors. Directors may be paid a per diem fee for attending meetings as determined by the Authority. Directors shall be entitled to reimbursement by the Authority for actual expenses incurred in the discharge of their duties as determined by the Authority. Nothing in these Articles shall limit in any way the power of the Authority to indemnify any Director, officer or employee for any liability or expense arising out of that person's actions on behalf of the Authority.

Section 9. Indemnification of Directors. The Board shall indemnify Directors of the Authority to the fullest extent permitted by applicable law. The Board may indemnify employees and other agents of the Authority as permitted by applicable law.

Section 10. Annual Report. The Board shall prepare and submit an annual report on the Authority's operation, maintenance, and financial condition to the governing bodies of all members of the Authority.

Section 11. Bylaws, Rules and Regulations. The Board shall adopt and establish its own bylaws, rules and regulations regarding the operation, maintenance and management of the public transportation system.

Section 12. Open Meetings Act. The Board is a public body under the Open Meetings Act, P.A. 267 of 1976, as amended.

Section 13. Removal or Resignation. Any Director may be removed from office by the member of the Authority that appointed that Director at any time with or without cause. A Director may resign from office at any time, to be effective upon the Executive Director's receipt of written notice of resignation unless otherwise specified in the notice of resignation.

Section 14. Registered Office. The registered office of the Board shall be at 333 Wealthy, S.W., Grand Rapids, Michigan 49503, or at such other location as shall be determined by the Board.

ARTICLE V

FINANCIAL MATTERS

Section 1. Financial Records. The Authority shall maintain adequate financial records in accordance with law and generally accepted accounting principles.

Section 2. Audits, Budgets, and Appropriations. The Authority shall provide for audits, budgets, and appropriations as required by Section 21 of Act 196.

ARTICLE VI

ADDITION OF MEMBERS

Any political subdivision may become a member of the Authority as permitted by Act 196.

ARTICLE VII

MEMBERSHIP RELEASE OR WITHDRAWAL

Any member may be released from or withdraw from the Authority as permitted by Act 196.

ARTICLE VIII

TAX LEVY FOR TRANSPORTATION PURPOSES

Section 1. Property Tax Levy. The Authority may levy a tax on all of the taxable property within the limits of the Authority's district for public transportation purposes as permitted by Act 196. This tax shall not be levied except upon the approval by a majority of votes cast by registered and qualified electors residing in the Authority's district and voting on the proposal as authorized by Act 196. Any election on a transit revenue proposal initiated by the Authority shall be conducted and certified in accordance with Act 196.

Section 2. Collection of Tax Levy. Any tax levy approved by the electorate shall be collected and transmitted to the Authority in accordance with the requirements of Act 196.

ARTICLE IX

DISSOLUTION

The Authority may be dissolved as permitted by Act 196.

ARTICLE X

AMENDMENT

These Articles may be amended only upon the approval of two-thirds (2/3ds) of the members of the Authority. No amendment shall be effective unless and until the amendment is filed and published in the same manner as required for adoption of these articles.

ARTICLE XI

FILING, PUBLICATION AND EFFECTIVE DATE

Within thirty (30) days after the signing deadline stated below, the Executive Director of GRATA or its designated agent shall:

- a. Publish a copy of these Articles at least once in the Grand Rapids Press or other newspaper circulated within the area proposed to be served by the Authority; and
- b. File a copy of these Articles with the Secretary of State, the Kent County Clerk and the Director of the State Department of Transportation.

These Articles shall become effective immediately upon filing and publication as described above. Each of the following cities that approves and signs these Articles (with respect to all of the property within their respective jurisdictions) on or before December 31, 1999 shall be members of the Authority. Each of the following cities that do not approve and sign these Articles (with respect to all of the property within their respective jurisdictions) on or before December 31, 1999, may later become a member of the Authority as permitted by Act 196.

East Grand Rapids
Grand Rapids
Grandville
Kentwood
Walker
Wyoming

ARTICLE XII

INCORPORATORS

The incorporators shall consist of those cities approving and signing these Articles by the above deadline, plus any townships (or portions thereof as permitted by Act 196) approving and signing these Articles on or before the above deadline.

ARTICLE XIII

SAVINGS CLAUSE

The invalidity or unenforceability of any term in these Articles shall not affect the validity or enforceability of any remaining term in these Articles.

THE FOREGOING ARTICLES OF INCORPORATION were adopted by an affirmative vote of the members serving on the governing body of the City of East Grand Rapids, at a meeting duly held on the 20th day of December, 1999.

Dated: December 30, 1999

Karen K. Brewer

Clerk

City of East Grand Rapids

THE FOREGOING ARTICLES OF INCORPORATION were adopted by an affirmative vote of the members serving on the governing body of the City of Grand Rapids, at a meeting duly held on the 7th day of December, 1999.

Dated: January 3, 2000

Mary Chese Hegarty

Clerk

City of Grand Rapids

THE FOREGOING ARTICLES OF INCORPORATION were adopted by an affirmative vote of the members serving on the governing body of the City of Grandville, at a meeting duly held on the 20th day of Dec., 1999.

Dated: Dec. 28, 1999

Marion Streelman
Clerk
City of Grandville

THE FOREGOING ARTICLES OF INCORPORATION were adopted by an affirmative vote of the members serving on the governing body of the City of Kentwood, at a meeting duly held on the 7th day of December, 1999.

Dated: 12/28/99

Kent Van Beek
Clerk
City of Kentwood

THE FOREGOING ARTICLES OF INCORPORATION were adopted by an affirmative vote of the members serving on the governing body of the City of Walker, at a meeting duly held on the 13th day of December, 1999.

Dated: 12/27/99

Sandra A. Skisniowski
Clerk
City of Walker

THE FOREGOING ARTICLES OF INCORPORATION were adopted by an affirmative vote of the members serving on the governing body of the City of Wyoming, at a meeting duly held on the 6 day of Dec., 1999.

Dated: 12/29/99

[Signature]
Clerk
City of Wyoming