

**ARTICLES OF INCORPORATION
OF
INSTITUTE FOR TRADE AND TRANSPORTATION STUDIES, INC.**

The undersigned, a person of the full age of majority, acting as incorporator of a nonprofit corporation under the laws of the State of Louisiana and particularly Title 12 Section 201, et seq., of the Louisiana Revised Statutes of 1950, and Acts of amendatory thereof and supplementary thereto, does hereby, effective this 12th day of September, 2008, adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be Institute for Trade and Transportation Studies, Inc. (the "Corporation").

ARTICLE II

The Corporation is organized and shall at all times be operated exclusively for charitable, educational, literary, and scientific purposes and to engage in any lawful activity for which a corporation may be formed under the Louisiana Nonprofit Corporation Law. The purpose of the Corporation is to lessen the burdens of government of its Members by providing research data and expert opinion to its Members concerning the effects of commercial freight movements on domestic and international activities, with references to infrastructure and transportation needs. The Corporation shall be a voluntary, nonprofit, incorporated, nonstock membership organization.

ARTICLE III

The period of duration of the Corporation shall be perpetual, unless otherwise liquidated, dissolved, or merged as permitted by law.

ARTICLE IV

The Corporation shall be a nonprofit corporation and shall have no capital stock. It shall be operated and maintained by such membership dues and assessments and endowments as the Board of Directors shall determine to be necessary or acceptable for the proper functioning of the Corporation. Under no circumstances shall any of the net earnings or assets of the Corporation inure or be distributed to the benefit of its members, directors, officers, or other private persons, 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 II 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 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 section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation:

- (a) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (b) shall distribute its income for such 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;
- (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations qualified under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE VII

The location and post office address of the registered office of the Corporation is:

811 Bonfouca Lane
Mandeville, Louisiana 70471

The full name and mailing address of the initial registered agent of the Corporation is:

Bruce Lambert
811 Bonfouca Lane
Mandeville, Louisiana 70471

ARTICLE VIII

The Corporation is organized on a nonstock basis with one class of membership. Additional members may be elected by a majority vote of all those then existing members.

ARTICLE IX

A Board of Directors shall have the full authority and power to manage the business and affairs of this Corporation. The Board of Directors shall be composed of not less than three natural persons (unless there are less than three members, in which case there shall be as many Directors as there are members). The exact number of Directors shall be determined from time to time by the Bylaws or the Directors and members, provided, however, that the Directors shall not have the authority to reduce the number of Directors constituting the Board of Directors so as to shorten the terms of any incumbent Director. Either the President or Secretary of the Corporation may call special meetings of the Board of Directors at any time and from time to time, subject to reasonable notice being given of such meetings.

Any Director absent from a meeting of the Board of Directors or any committee thereof may be represented by any other Director or member, who may cast the vote of the absent Director according to written instructions, general or specific, of the absent Director.

The full names and mailing addresses of the Corporation's initial Directors are:

William Ankner
1201 Capitol Access Rd.
P.O. Box 94245
Baton Rouge, LA 70804-9245

Larry "Butch" Brown
Mississippi Department of Transportation,
401 North West Street
Jackson MS 39201
P.O. Box 1850
Jackson, MS 39215-1850

Joe McInnis
Alabama Department of Transportation
1409 Coliseum Blvd. (zip 36110)
P.O. Box 303050
Montgomery, AL 36130-3050

W. Lyndo Tippet
North Carolina Department of Transportation
1507 Mail Service Center
1. S. Wilmington Street
Raleigh, NC 27699-5207

Dan Flowers
Arkansas Department of Transportation
10324 Interstate 30
P.O. Box 2261
Little Rock, AR 72203-2261

Stephanie C. Kopelousos
Florida Department of Transportation
605 Suwannee Street
Tallahassee, FL 32399-0450

Gena Abraham
Georgia Department of Transportation
#2 Capitol Square, S.W.
Atlanta, GA 30334-1002

Joe Prather
Kentucky Transportation Cabinet
200 Mero Street
Frankfort, KY 40622

Carlos J. Gonzales
Puerto Rico Department of Transportation and
Public Works
P.O. Box 41269 Minillas Station San Juan, PR
00940-2007

H.B. Limehouse, Jr.
South Carolina Department of Transportation
Silas N. Pearman Building
955 Park Street
Columbia, SC 29201-3959

Gerald F. Nicely
Tennessee Department of Transportation
700 James K. Polk Building
505 Deaderick St.
Nashville, TN 37243-0349

Pierce R. Homer
Virginia Department of Transportation
1111 E. Broad Street, Suite 3054
Richmond, VA 23219

Paul A. Mattox, Jr.
West Virginia Department of Transportation
1900 Kanawha Boulevard, E.
Building 5
Charleston, WV 25305-0440

The term of office for each of the initial Directors is from the date of the commencement of corporate existence until one year after the date hereof, or until their successors are elected and qualified.

ARTICLE X

The private property of the members shall not be subject to the payment of corporate debt.

ARTICLE XI

Section 1. A member, director, trustee, officer, or volunteer worker of this Corporation shall be afforded the full protection allowed under La. R.S. 9:2792, 9:2792.1, and 2792.3. In addition to, and not in lieu of the foregoing, except for damage or injury caused by their willful or wanton misconduct, members, trustees, directors, officers, or volunteer workers of this Corporation, whether or not they are compensated for their services on a salary basis, shall not be personally liable to this Corporation or its members for any act or omission resulting in damage or injury (a) arising out of the exercise of their judgment in the formation and implementation of policy, or (b) arising out of the management of the affairs of this Corporation provided they were acting in good faith or within the scope of their official functions and duties.

Section 2. If the Louisiana Nonprofit Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of members, trustees, directors, officers, or volunteer workers, then the liability of a member, trustee, director, officer, or volunteer worker of this Corporation shall be limited to the fullest extent permitted by the amended state law.

Section 3. Any repeal or modification of this Article X by the members of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a member, trustee, director, officer, or volunteer worker of this Corporation existing at the time of such repeal or modification.

ARTICLE XII

Meetings of the membership of this Corporation may be held within or without the State of Louisiana. A member may vote personally or by proxy appointed in writing. The books of the Corporation may be kept, subject to applicable law, within or without the State of Louisiana at such place or places as may be designated from time to time by the Board of Directors.

ARTICLE XIII

The Articles of Incorporation may be amended or the Corporation may be dissolved by a two-thirds vote of the members present at a regular meeting of the Corporation or any special meeting called for that purpose; provided that notice of the proposed amendment or dissolution shall be given by mail ten (10) days in advance to all members of the Corporation at their respective last known post office addresses, unless such notice be waived. The Articles may not be amended in any way that would permit this Corporation to be operated other than exclusively for nonprofit purposes.

ARTICLE XIV

The full name and street address of the incorporator are:

Bruce Lambert
811 Bonfouca Lane
Mandeville, Louisiana 70471

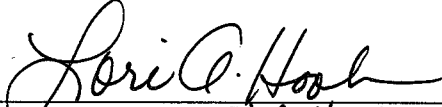
ACKNOWLEDGEMENT

STATE OF LOUISIANA

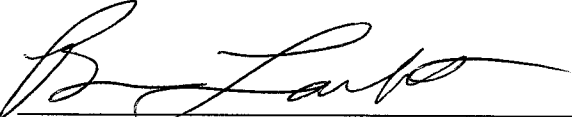
PARISH OF ORLEANS

BE IT KNOWN, that on this 11 day of September, 2008, before me, the undersigned Notary Public, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared, Bruce Lambert, to me known to be the identical person who executed the above and foregoing instrument, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he executed the above and foregoing instrument of his own free will, as his own act and deed, for the uses, purposes and benefits therein expressed.


WITNESSES:



Print Name: LORI A. HOOK



Bruce Lambert



Print Name: Catharine C. Betz



NOTARY PUBLIC

SETH A. LEVINE
NOTARY PUBLIC
Parish of Orleans, State of Louisiana
LSBA 27551
My Commission is issued for Life.

ARTICLE XV

The Corporation will make application to the Internal Revenue Service for assignment of its Tax Identification Number.

Thus executed on September 11, 2008.


Bruce Lambert, Incorporator

AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

I hereby acknowledge and accept the appointment of registered agent for and on behalf of Institute for Trade and Transportation Studies, Inc.


Bruce Lambert, Registered Agent

Sworn to and subscribed before me, this 11 day of September 2008.


NOTARY PUBLIC

SETH A. LEVINE
NOTARY PUBLIC
Parish of Orleans, State of Louisiana
LSBA 27551
My Commission is issued for Life.