

CERTIFICATE OF INCORPORATION

OF

TOMPKINS CONSOLIDATED AREA TRANSIT, INC.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of New York, do hereby certify:

1. The name of the Corporation is Tompkins Consolidated Area Transit, Inc.
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the New York Not-for-Profit Corporation Law, and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.
3. The Corporation is formed for charitable purposes to provide public bus service and other public transportation services to the general public, on a non-profit basis.

Notwithstanding the foregoing, the purposes of this Corporation do not include (1) the operation of a ferry, or any other purpose for which a corporation may be formed under the Transportation Corporations Law, (2) the operation of a railroad, or any other purpose for which a corporation may be formed under the Railroad Law, or (3) the operation of any other form of transportation system which is not permitted by applicable law to be operated by a corporation formed under the Not-for Profit Corporation Law.

The public objective which will be achieved by the foregoing purpose of this Corporation is to lessen the burdens on government by: providing municipal public transportation services to the general public, including those who have no other means of transportation, at the lowest feasible cost; providing County-wide transportation services in Tompkins County, with services available to and benefiting the general public on the same basis as if they were provided directly by a municipality; and reducing traffic congestion and alleviating parking shortages in areas served by the Corporation.

4. In furtherance of the foregoing purpose of this Corporation, the Corporation shall have all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purpose of this Corporation. In particular, in furtherance of the foregoing purpose of this Corporation, the Corporation shall have (subject to such restrictions and limitations as may be imposed by applicable law) the power to:

(a) Establish, operate and maintain municipal public transportation services to the general public through agreements with municipal recipients of federal and state transportation grants and funding. The public transportation services shall be provided to residents of Tompkins County, New York, and may be provided to residents of adjacent counties and other areas of New York State. The public transportation services furnished by the Corporation shall replace those currently being provided by a public joint venture established by Tompkins County, the City of Ithaca, and Cornell University. The Corporation's services are expected to be the only public transportation services operating on a County-wide basis in Tompkins County. To the extent permitted by applicable law, the Corporation's fare and service structures shall be established through agreements with Tompkins County and the other partners in the public joint venture that currently provides municipal public transportation services;

(b) Construct, improve, operate and maintain any work, improvement or program related to the provision of municipal public transportation services, including but not limited to buses, transportation facilities, and operational programs. Among other things, the Corporation is expected to utilize and operate from the public transportation facility owned by Tompkins County and the City of Ithaca and to utilize buses currently owned by the public joint venture referenced in subparagraph (a) above;

(c) Encourage and solicit grants, gifts, contributions and other funds to be used for the purposes herein;

(d) Acquire by lease, gift, purchase, grant, contract, transfer, devise or bequest any property, real or personal, and the interests therein (both tangible and intangible, and with or without restrictions on use), as may be necessary and desirable to obtain the objectives herein and to carry into effect the above-stated purposes of the Corporation;

(e) Hold for investment or in trust and to sell, lease, encumber, or dispose of any such real or personal property, or other indebtedness of any person, firm, partnership, association, or corporation for the benefit of the Corporation, and not for pecuniary profit;

(f) Use all properties held or controlled by the Corporation, and their net earnings, to promote the purposes of the Corporation and for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and

(g) Conduct any and all lawful activities which may be useful in accomplishing the Corporation's purposes.

Notwithstanding any other provision of this certificate of incorporation, the Corporation shall not operate any public transportation system or engage in any other act or activity requiring the consent or approval of any governmental or quasi-governmental official, department, board, agency or body without such consent or approval first being obtained.

5. Notwithstanding any other provisions of this certificate of incorporation, the Corporation is organized and will be operated exclusively for charitable purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Code, and, in connection therewith:

(a) The Corporation shall not, directly or indirectly, engage in or include among its purposes any of the activities mentioned in subparagraphs (b) through (v) of Section 404 of the Not-for Profit Corporation Law, unless the appropriate waiver or consent is attached hereto.

(b) The Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or net earnings shall be distributed to or inure to the benefit of its members, directors, officers, or other private persons; provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation and from making payments in furtherance of one or more of its purposes.

(c) 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 the Code whether pursuant to an election under Section 501(h) or otherwise; and no part of the activities of the Corporation shall be devoted to participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) The Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, as it may be amended.

6. The office of the Corporation shall be located in the County of Tompkins, State of New York.

7. The names and addresses of the initial directors of the Corporation, each of whom is of full age, are as follows:

Barbara Blanchard	Tompkins County Board of Representatives 320 N. Tioga St., Ithaca, NY 14850
Daniel Cogan	Ithaca City Common Council 108 E. Green St., Ithaca, NY 14850
Harold D. Craft, Jr.	Cornell University 317 Day Hall, Ithaca, NY 14853
Henrik N. Dullea	409 Warren Place, Ithaca, NY 14850

Kathy Luz Herrera

Tompkins County Board of Representatives
320 N. Tioga St., Ithaca, NY 14850

Pamela Mackesey

Ithaca City Common Council
108 E. Green St., Ithaca, NY 14850

Frank P. Proto

Tompkins County Board of Representatives
320 N. Tioga St., Ithaca, NY 14850

William E. Wendt

Cornell University
116 Maple Ave., Ithaca, NY 14853

David K. Whitmore

Ithaca City Common Council
108 E. Green St., Ithaca, NY 14850

8. The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: Tompkins Consolidated Area Transit, Inc., 737 Willow Avenue, Ithaca, New York 14850.

9. In the event of dissolution of the Corporation, all of the assets and property of the Corporation remaining after the proper payment of expenses and the satisfaction of all liabilities shall be distributed in accordance with Section 1102 of the Not-for-Profit Corporation Law, as it may be amended, to further the not-for-profit purposes of the Corporation and/or to such charitable organizations as shall qualify under Section 501(c)(3) of the Code.

10. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not:

- a) engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax laws;
- b) retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws;
- c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws, or
- d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

11. Each of the subscribers is of the age of eighteen years or over.

IN WITNESS WHEREOF, this certificate has been signed by the incorporators on the 30th, 5th,
and 4th days of July / August, 2004, respectively.

Carolyn K. Peterson
Carolyn K. Peterson
406 E. Buffalo Street, Ithaca, NY 14850

Tim Joseph
Tim Joseph
772 Elm Street, Ithaca NY 14850

James J. Mingle
James J. Mingle
411 Hanshaw Road, Ithaca, NY 14850

STATE OF NEW YORK)
COUNTY OF TOMPKINS) ss.:

On the 30th day of July in the year 2004 before me, the undersigned, a Notary Public in
and for said State, personally appeared Carolyn K. Peterson, personally known to me or proved to me
on the basis of satisfactory evidence to be the individual whose name is subscribed to the within
instrument and acknowledged to me that she executed the same in her capacity, and that by her
signature on the instrument, the individual, or the person upon behalf of which the individual acted,
executed the instrument.

Patricia Dunn
Notary Public

PATRICIA DUNN
Notary Public, State of New York
No. 4948393
Qualified in Tompkins County
Commission Expires March 20, 2007

STATE OF NEW YORK)
COUNTY OF TOMPKINS) ss.:

On the 5th day of August in the year 2004 before me, the undersigned, a Notary Public in and for said State, personally appeared Tim Joseph, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Catherine Covert
Notary Public

CATHERINE COVERT
Notary Public, State of New York
No. 4983156
Qualified in Tompkins County
Commission expires June 24, 2007

STATE OF NEW YORK)
COUNTY OF TOMPKINS) ss.:

On the 4th day of August in the year 2004 before me, the undersigned, a Notary Public in and for said State, personally appeared James J. Mingle, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Norma Weatherly Schwab
Notary Public

NORMA WEATHERLY SCHWAB
Notary Public, State of New York
No. 4822202
Qualified in Tompkins County
Commission Expires September 30, 192006

FILING RECEIPT

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ENTITY NAME: TOMPKINS CONSOLIDATED AREA TRANSIT, INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: B COUNTY: TOMP

SERVICE COMPANY: ** NO SERVICE COMPANY **

SERVICE CODE: 00

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FILED:08/06/2004 DURATION:PERPETUAL CASH#:040806000563 FILM #:040806000550

ADDRESS FOR PROCESS

EXIST DATE

THE CORPORATION
737 WILLOW AVENUE
ITHACA, NY 14850

08/06/2004

REGISTERED AGENT



AUG 13 2004

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FILER	FEES	85.00	PAYMENTS	85.00
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SUSAN H. BROCK	FILING	75.00	CASH	0.00
ATTORNEY AT LAW	TAX	0.00	CHECK	85.00
306 E. STATE ST., SUITE 230	CERT	0.00	CHARGE	0.00
ITHACA, NY 14850	COPIES	10.00	DRAWDOWN	0.00
	HANDLING	0.00	BILLED	0.00
			REFUND	0.00

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