

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM717952

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HEAVY VEHICLE ELECTRONIC LICENSE PLATE, INC.		12/20/2021	Non-Profit Corporation: ARIZONA
RECEIVING PARTY DATA			
Name:	PrePass Safety Alliance		
Street Address:	2929 N. Central Avenue		
Internal Address:	Suite 1500		
City:	Phoenix		
State/Country:	ARIZONA		
Postal Code:	85012		
Entity Type:	Non-Profit Corporation: ARIZONA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	87924420	TRUSTED TRUCK	
Registration Number:	2227810	PREPASS	
Registration Number:	2227811	PREPASS	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	602-3640-7000		
Email:	pxbcipdocketing@bclplaw.com		
Correspondent Name:	LiJen Shen		
Address Line 1:	Two N. Central Avenue		
Address Line 2:	Suite 2100		
Address Line 4:	Phoenix, ARIZONA 85004		
ATTORNEY DOCKET NUMBER:	1019265.099		
NAME OF SUBMITTER:	LiJen Shen		
SIGNATURE:	/LiJen Shen/		
DATE SIGNED:	03/31/2022		

CH \$90.00 87924420

Total Attachments: 5

source=Approved Restated Articles of Incorporation 02.02.2022#page1.tif

source=Approved Restated Articles of Incorporation 02.02.2022#page2.tif

source=Approved Restated Articles of Incorporation 02.02.2022#page3.tif

source=Approved Restated Articles of Incorporation 02.02.2022#page4.tif

source=Approved Restated Articles of Incorporation 02.02.2022#page5.tif

RESTATED ARTICLES OF INCORPORATION
OF
PREPASS SAFETY ALLIANCE
An Arizona Nonprofit Corporation

Article I
NAME

The name of this corporation is PrePass Safety Alliance ("Corporation").

Article II
PLACE OF BUSINESS

The principal place of business of the Corporation is:

2929 N. Central Ave.
Suite 1500
Phoenix, AZ 85012

Article III
STATUTORY AGENT

The address of the Corporation's registered office in the State of Arizona and the name of its registered agent at that address are:

Registered Agent Solutions, Inc.
300 W. Clarendon Ave., Suite 240
Phoenix, AZ 85013

Article IV
MEMBERSHIP

The Corporation will have members.

Article V
BOARD OF DIRECTORS

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, the board of directors of the Corporation ("Board"). The names and addresses of the persons who currently serve as directors until their successors are elected and qualified are:

John Espurza, Kirstie Nixon, Collin Stewart, Dave Lorenzen, Jim Burg, Don Schaefer, Chad Sheppick, Jim Subler, Omar Villareal, and Dan Wyrick

Article VI
PURPOSES, ACTIVITIES, POWERS AND LIMITATIONS

Section 1. Purposes. The Corporation is organized

exclusively for charitable, educational or scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code ("Code"). Specifically, the Corporation is formed to develop and deploy advanced technology systems to create a cooperative operating and regulatory environment to improve the efficient and safe movement of commercial vehicles and the performance of the highway systems, so that commercial vehicles will operate on North American highway systems with the same ease as passenger vehicles, while ensuring regulatory compliance and user safety and any other lawful purposes, including:

- a) to benefit North American industry through increased productivity for commercial vehicle operations;
- b) to increase efficiency for government;
- c) to improve traffic safety and highway operations;
- d) to encourage continued commercial vehicle/intelligent vehicle and highway system technology development and implementation;
- e) to enhance industry and government partnering through mutual benefit of shared authority and responsibility;
- f) to promote and encourage the use of the Corporation's services and products by the motor carrier industry and government; and
- g) to perform any and all acts and services for government and industry and its members as may be deemed more satisfactorily to be performed by group action rather than individual action.

Section 2. Activities. The Corporation will:

- a) advance a safer, more economical, energy efficient and environmentally sound commercial vehicle highway transportation system;
- b) implement programs which assist, advise and inform the public and private sectors about the use and benefits of advanced technology and procedures to apply these technologies to provide a safe and efficient commercial vehicle transportation system;

c) advise, as appropriate, the U.S. Department of Transportation, other federal and state agencies and the private sector in their efforts to implement and operate intelligent vehicle highway systems;

d) provide for and cooperate with independent organizations to carry out the purposes set forth herein; and

e) provide managerial administrative, technical and support service necessary to achieve corporate goals and objectives.

Section 3. Powers. To enable the Corporation to carry out its purposes, the Corporation will have the power to perform any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized. In furtherance of its purposes, the Corporation may solicit grants and contributions; pay reasonable compensation for services rendered to or for the Corporation; receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board may from time to time determine, either directly or through contributions to any charitable organization or organizations; and otherwise engage in any lawful act or activity permitted to be carried on by an organization (i) exempt from federal income tax under Code Section 501(a), as an organization described in Code Section 501(c)(3), or (ii) contributions to which are deductible under Code Section 170(c)(2).

Section 4. Limitations. The Corporation will not engage in activities that are not in furtherance of the Corporation's purposes, as described in this article. No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its members, directors, officers or other private persons or entities. The Corporation will not devote more than an insubstantial part of its activities to influence legislation and will not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation is prohibited from making loans to (excluding advances made for legal defense made pursuant to the Bylaws of the Corporation,) or guaranty obligations of, its directors or officers under any circumstance.

Article VII DISSOLUTION

Upon the dissolution of the Corporation, the Board will, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes which qualify as an exempt organization or organizations by reason of description in Code Section 501(c)(3). Any assets not so disposed of will be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for those purposes or to the organization or organizations as that court determines which are organized and operated exclusively for those purposes.

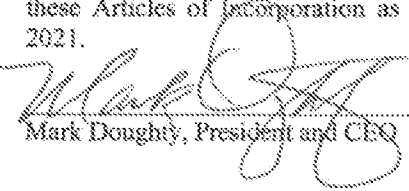
Article VIII LIABILITY

Section 1. Limitation of Liability. To the fullest extent permitted by the Arizona Nonprofit Corporation Act ("ANCA"), a director of the Corporation will not be personally liable to the Corporation or its members for money damages for any action taken or any failure to take any action as a director, except liability for any of the following: (i) the amount of a financial benefit received by a director to which the director is not entitled, (ii) an intentional infliction of harm on the Corporation or its members, (iii) a violation of Section 10-3833 of the ANCA, and (iv) an intentional violation of criminal law.

Section 2. Indemnification. In addition to the required indemnification under the Bylaws of the Corporation, the Corporation will indemnify a director for liability, as defined in Section 10-3850 of the ANCA, to any person for any action taken, or any failure to take any action, as a director, except liability for any of the exceptions described in Section 1 of this article.

Section 3. Effect of Amendment, Repeal or Adoption of Inconsistent Provision. No amendment, repeal or adoption of any provision of these Articles of Incorporation inconsistent with this article will apply or have any effect on the liability of any director of the Corporation for or with respect to any act or omission of that director occurring prior to that amendment, repeal or adoption.

IN WITNESS WHEREOF, the undersigned executes
these Articles of Incorporation as of December 20,
2021.


Mark Doughty, President and CEO

Old Name:Heavy Vehicle Electronic License Plate, Inc.Previous Officers/Directors:

<u>Title</u>	<u>Name</u>
Other Officer	John Esparza
Director	Tim Lane
Director	Matt Hart
Officer	Collin Stewart
Director	Don Schaefer
Director	James Burg
Treasurer	Dave Lorenzen
Director	Dave Huneryager
Chairman of the Board of Directors	Kirstie Nixon
President/CEO	Mark Doughty

New Name:PrePass Safety AllianceNew Officers/Directors:

<u>Title</u>	<u>Name</u>
Director	John Esparza
Director	Omar Villareal
Director	Chad Sheppick
Director	Collin Stewart
Director	Don Schaefer
Director	Jim Burg
Director	Dave Lorenzen
Director	Dan Wyrick
Director	Kirstie Nixon
Director	Jim Subler
President/CEO	Mark Doughty

Address for all of the above remains:

2929 N Central Ave Suite 1500

Phoenix, AZ 85012, USA