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T SCHROEDER

COATES LAW FIRM, PL
ATTORNEYS AT LAW

RICHARD E. COATES
EMMETT MITCHELL, IV
ROGER N. BEAUBIEN

115 EAST PARK AVENUE, SUITE 1
TALLAHASSEE, FLORIDA 32301
(850) 681-1029
FAX: (208) 248-9038

November 4, 2015

Department of State
Division of Corporations
2661 Executive Center Circle West
Tallahassee, Florida 32301

RE: VOTERS IN CHARGE, INC.

To Whom It May Concern:

Please find enclosed for filing the Articles of Incorporation for Voters in Charge, Inc., a not-for-profit corporation.

You may contact me at 850-681-1029 with any questions or concerns.

Sincerely,

Emmett Mitchell, IV

Enclosure

ARTICLES OF INCORPORATION

OF

VOTERS IN CHARGE, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

Name and Address

The name of the Corporation shall be VOTERS IN CHARGE, INC., and the address of the Corporation is 2640-A Mitcham Drive, Tallahassee, Florida 32308.

ARTICLE II

Nature of Business

The Corporation shall be organized as a not-for-profit corporation under chapter 617, Florida Statutes. The Corporation is organized and shall operate exclusively for the promotion of social welfare as permitted in Section 501(c)(4) of the Internal Revenue Code of the United States, by, including but not limited to, citizen outreach. No part of the Corporation's earnings shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose. The Corporation shall not engage in any activity not permitted under Section 501(c)(4) of the Internal Revenue Code of the United States. The Corporation shall not engage in any transaction, including compensation of

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any person, which would result in an excess benefit transaction under section 4958 of the Internal Revenue Code as amended.

ARTICLE III

Stock/Members

The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the bylaws of the Corporation.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Emmett Mitchell, IV
115 East Park Avenue, Suite 1
Tallahassee, Florida 32301

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ARTICLE V

Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law. Upon dissolution of the Corporation, assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for either charitable or social welfare purposes, having established its tax exempt status under either Section 501(c)(3) or 501 (c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose.

ARTICLE VI

Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 115 East Park Avenue, Suite 1, Tallahassee, Florida 32301. The name of

the initial registered agent of the Corporation at the above address shall be Emmett Mitchell, IV. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VII

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least three persons, the exact number to be determined from time to time in accordance with the By-Laws. The directors shall be elected as provided in the By-Laws.

ARTICLE VIII

Officers

The corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices.

ARTICLE IX

Transactions in Which Directors

Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director (s) or officer (s) are present at or

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participate in the meeting of the board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

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(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

(c) The Board shall not approve a transaction, which would result in an excess benefit transaction under section 4958 of the Internal Revenue Code as amended.

ARTICLE X

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether

civil, criminal, administrative, or investigative (other than an action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

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(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was

unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

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(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE XI

Financial Information

Except to the extent required by any agreement between the Corporation and its members, or as required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its members, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the members each year hereafter unless a resolution to the contrary has been adopted by the members.

ARTICLE XII

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his signature and seal this 3rd day of November, 2015.

EMMETT MITCHELL, IV

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STATE OF FLORIDA
COUNTY OF LEON

Emmett Mitchell, IV, who is personally known to me, acknowledged this instrument before me this 4th day of November 2015.

Notary Public
My commission expires: 3-2-19

SHELLEY B. GREEN
MY COMMISSION EXPIRES
March 2, 2019
#FF 174394
Bonded thru
Notary Public Underwriters
NOTARY PUBLIC, STATE OF FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

VOTERS IN CHARGE, INC., desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated 115 East Park Avenue, Suite 1, Tallahassee, Florida 32301, as its initial Registered Office and has named Emmett Mitchell, IV, located at said address, as its initial Registered Agent.

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Emmett Mitchell, IV
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and aggress to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping the office open.

Emmett Mitchell, IV