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(Requestor's Name)

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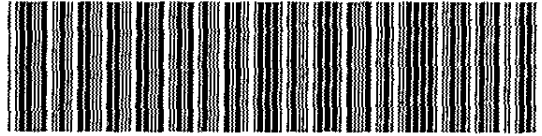
(Business Entity Name)

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FILED
04 APR 12 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NLC Amend
70



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 5, 2004

Citizens for a Sound Economy Educational Foundation Inc
1900 M Street, N.W.
Suite 500
Washington, DC 20036

SUBJECT: CITIZENS FOR A SOUND ECONOMY EDUCATIONAL
FOUNDATION, INC.
Ref. Number: F01000006056

We have received your document for CITIZENS FOR A SOUND ECONOMY EDUCATIONAL FOUNDATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 404A00014914

RECEIVED

04 APR 12 AM 8:02

DIVISION OF CORPORATIONS

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000006056

(Document Number of Corporation (if known))

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CITIZENS FOR A SOUND ECONOMY EDUCATIONAL FOUNDATION, INC.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 10/09/2001

(Date authorized to conduct affairs in Florida)

SECTION II

(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/20/2003

5. AMERICANS FOR PROSPERITY FOUNDATION CORPORATION

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

No change

(New duration)

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

No change


(New jurisdiction)

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

No change

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)


(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Michael D. Berry

(Typed or printed name of the person signing)

2/23/04
(Date)

Secretary

(Title of person signing)

Delaware

PAGE 1

The First State

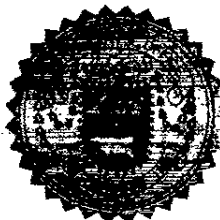
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AMERICANS FOR PROSPERITY FOUNDATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF JULY, A.D. 1987, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CITIZENS FOR A SOUND ECONOMY EDUCATIONAL FOUNDATION" TO "AMERICANS FOR PROSPERITY FOUNDATION", FILED THE TWENTIETH DAY OF NOVEMBER, A.D. 2003, AT 5:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



2132765 8100H

040207599

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3001541

DATE: 03-22-04

757203002

FILED

JUL 22 1961

9 AM
H. J. H. H.
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

CITIZENS FOR A SOUND ECONOMY EDUCATIONAL FOUNDATION

We, the undersigned natural persons of the age of 21 years or more, acting as incorporators of a non-profit, non-stock corporation do hereby adopt the following Articles of Incorporation for such corporation pursuant to the General Corporation Law of the State of Delaware.

FIRST: The name of the corporation is:

CITIZENS FOR A SOUND ECONOMY EDUCATIONAL FOUNDATION

SECOND: The period of duration is perpetual.

THIRD: The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for charitable and educational purposes, including the following:

1. To educate consumers, business owners, and the general public about the value and operation of an open and market-oriented economy that is free of government interference.

2. To assist by contributions of money or services to other organizations that are exempt from income tax under section 501(c)(3) of the Internal Revenue Code of 1986.

3. To engage in any and all lawful activities for which corporations may be organized under the General Corporation Law of Delaware incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- (d) act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- (f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and

(g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

FOURTH: The corporation shall have no authority to issue capital stock.

FIFTH: No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD 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 any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall distribute its income for each 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 Internal Revenue Code of 1986; the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject the corporation to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in this Certificate to the Internal Revenue Code of 1986 shall be deemed to include corresponding provisions of any subsequent federal tax laws.

SIXTH: (a) The business, property, and affairs of the corporation shall be controlled by its Board of Trustees; the manner of their election or appointment, other than the initial Board of Trustees provided for herein, shall be as provided in the Bylaws.

(b) Subject to the direction and approval of the Board of Trustees, the business, property, and affairs of the corporation shall be managed and supervised by a Board of Directors; their manner of election or appointment shall be as provided in the Bylaws.

(c) Elections of trustees and directors need not be by written ballot. The Board of Trustees shall have the power to adopt, amend, or repeal bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Trustees or Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

(d) No trustee or director of the corporation shall be liable to the corporation for monetary damages for any breach of his fiduciary duty as a trustee or director; provided, that this paragraph shall not eliminate any liability of a trustee or director (i) for any breach of the trustee's or director's duty of loyalty to the corporation; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; (iii) under section 174 of the General Corporation Laws of Delaware, for unlawful payments of dividends or unlawful stock purchases or redemptions; or (iv) for any transaction from which the trustee or director derived an improper personal benefit.

SEVENTH: The private property of the incorporator, trustees, directors, and officers shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

NINTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and to which contributions are then deductible under Section 170(c)(2) of such Code.

TENTH: The address, including the street and number of its initial registered office is 229 South State Street, Dover, Delaware 19901, County of Kent, and the name of its initial registered agent is The Prentice-Hall Corporation System, Inc.

ELEVENTH: The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

TWELFTH: The number of trustees constituting the initial Board of Trustees is one (1), but the number of trustees may be increased or decreased in the manner set forth in the bylaws, provided that the number shall not be less than one. The name and street address of the person who is to serve as the initial trustee is:

<u>NAME</u>	<u>ADDRESS</u>
Alan P. Dye	1747 Pennsylvania Avenue, N.W. Suite 1000 Washington, D.C. 20006

THIRTEENTH: The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Alan P. Dye	1747 Pennsylvania Ave., N.W. Suite 1000 Washington, D.C. 20006

Dated: 7-16-87

Alan P. Dye
(Incorporator)

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)**

Citizens for a Sound Economy Educational Foundation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at said meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows:

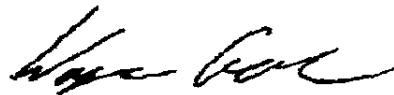
Article FIRST of the Certificate of Incorporation of this corporation is deleted in its entirety and the following inserted in lieu thereof:

FIRST: The name of the corporation is: Americans for Prosperity Foundation.

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Citizens for a Sound Economy Educational Foundation has caused this certificate to be signed by Wayne Gable, an authorized officer, this 20th day of November, A.D 2003.

By: _____



Authorized Officer

Name: Wayne Gable, Vice Chairman

M1:1050010.01

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:02 PM 11/20/2003
FILED 05:02 PM 11/20/2003
SRV 030749276 - 2132765 FILE