

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
AMERICANS ELECT CORP.**

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Electronic Filing Menu

Corporate Filing Menu

Help

**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)**

F10000003404

(Document Number of Corporation (If known))

1. Americans Elect Corp.
(Name of corporation as it appears on the records of the Department of State)
2. District of Columbia 3. July 28, 2010
(Incorporated under laws of) (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? _____

5. _____
(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.

(New duration)

(Date)

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

(New jurisdiction)

(Date)

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

To engage in any and all lawful activities as permitted for organizations qualifying as "social welfare

organizations" under Section 501(c)(4) of the IRS Code except as restricted therein.

(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)

Kahlil Byrd

(Typed or printed name of the person signing)

Secretary

(Title of person signing)

FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
10 NOV 12 PM 2:33

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



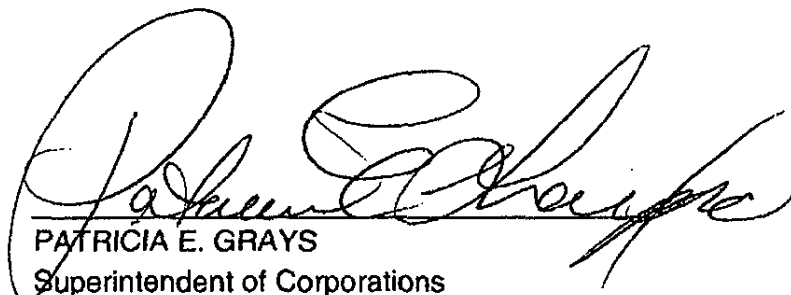
C E R T I F I C A T E

THIS IS TO CERTIFY that the attached is a true and correct copy of the documents for this entity as shown by the records of this office.

AMERICANS ELECT

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **9th** day of **November**, **2010**.

LINDA K. ARGO
Director


PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

297407



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF AMENDMENT** is hereby issued to:

AMERICANS ELECT

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the 1st day of **October, 2010**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration

A handwritten signature in cursive script, reading "Patricia E. Grays/mch", is written over a horizontal line.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor



**DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS
District of Columbia Government**

Corporations Division

**Articles of Amendment of Domestic Non-Profit Corporation
Form DNP-2, Version 2, July 2010**

Pursuant to the provisions of the District of Columbia non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

1. Name the non-profit corporation.

Americans Elect

2. The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

Articles FOURTH is amended and the new Article Fourth is as follows:

Article FOURTH: The Corporation is organized and shall be administered and operated exclusively to operate as a political organization within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect or may hereafter be amended (the "Code"), including the following:

1. To engage in any and all lawful activities as permitted for organizations qualifying as "political organizations" under Section 501(c)(4) of the Code except as restricted herein; and
2. To engage in any lawful act or activity for which corporations may be organized under the District of Columbia Nonprofit Corporation Act. In order to accomplish the foregoing purposes, and for no other purpose or purposes, the 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 the Corporation; provided, however, that the 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 the Corporation.

FILE

Mail all forms and required payment to:
Department of Consumer and Regulatory Affairs
Corporations Division
PO Box 92300
Washington, DC 20000
Phone: (202) 442-4400

Please check dcra.dc.gov to view organizations required to register, to search business names, to get step-by-step guidelines to register an organization, to search registered organizations, and to download forms and documents. Just click on "Corporate Registrations."

3. Amendment has been adopted in the following manner: Option A or B or C must be chosen, but not both:

- ☐ (A) "The amendment was adopted at a meeting of members held on the following date at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast."
- ☐ (B) "The amendment was adopted by consent in writing signed by all members entitled to vote with respect hereto."
- ☒ (C) "The amendment was adopted at a meeting of the Board of Director held on the following date and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof."

September 30, 2010

If you sign this form, you agree that you understand that anyone who makes a false statement anywhere on it can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405.

Peter Ackerman	9/30/10	
Kahlil J. Byrd	9/30/10	

Mail all forms and required payment to:
Department of Consumer and Regulatory Affairs
Corporations Division
PO Box 92300
Washington, DC 20090
Phone: (202) 442-4400

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GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



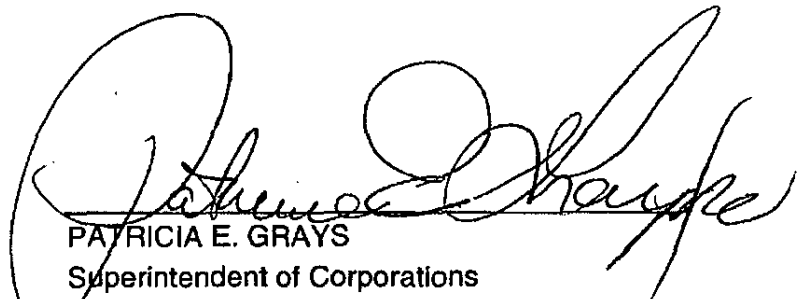
C E R T I F I C A T E

THIS IS TO CERTIFY that the attached is a true and correct copy of the documents for this entity as shown by the records of this office.

AMERICANS ELECT

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **9th** day of **November, 2010**.

LINDA K. ARGO
Director



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



CERTIFICATE

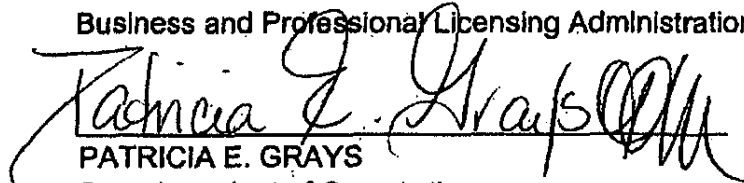
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF AMENDMENT** is hereby issued to:

AMERICANS ELECT

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the 15th day of October, 2010.

LINDA K. ARGO
Director

Business and Professional Licensing Administration


PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor



DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS
District of Columbia Government

Corporations Division

Articles of Amendment of Domestic Non-Profit Corporation
Form DNP-2, Version 2, July 2010.

Pursuant to the provisions of the District of Columbia non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

1. Name the non-profit corporation.

Americans Elect

2. The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

Article FOURTH is amended and the new Article FOURTH is as follows:

Article FOURTH: The Corporation is organized and shall be administered and operated exclusively to operate as a social welfare organization within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect or may hereafter be amended (the "Code"), including the following:

1. To engage in any and all lawful activities as permitted for organizations qualifying as "social welfare organizations" under Section 501(c)(4) of the Code except as restricted herein; and
2. To engage in any lawful act or activity for which corporations may be organized under the District of Columbia Nonprofit Corporation Act. In order to accomplish the foregoing purposes, and for no other purpose or purposes, the 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 the Corporation; provided, however, that the 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 the Corporation.

Article SIXTH is removed in its entirety.

Article SEVENTH is renamed Article SIXTH and amended as follows:

Article SIXTH: Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively for purposes described as permitted under the Code for organizations which are then exempt from federal tax under Section 501(c)(4) of the Code.

Article EIGHTH is renamed Article SEVENTH.

Article NINTH is renamed Article EIGHTH.

Article TENTH is renamed Article NINTH.

Article ELEVENTH is renamed Article TENTH.

Mail all forms and required payments to:
Department of Consumer and Regulatory Affairs
Corporations Division
575 Box 92306
Washington, DC 20009-0306
Phone: (202) 442-4400

FILE COPY
10-15-10

3. Amendment has been adopted in the following manner: Option A or B or C must be chosen, but not both:

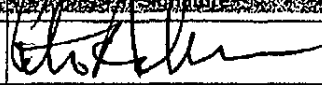
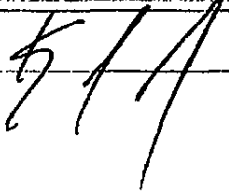
☐ (A) "The amendment was adopted at a meeting of members held on the following date at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast."

☐ (B) "The amendment was adopted by consent in writing signed by all members entitled to vote with respect hereto."

☒ (C) "The amendment was adopted at a meeting of the Board of Director held on the following date and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof."

October 13, 2010

If you sign this form, you agree that you understand that anyone who makes a false statement anywhere on it can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCCC § 22-2405.

Peter Ackerman	10/13/10	
Secretary/Assistant Secretary		
Kahlil J. Byrd	10/13/10	

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Corporations Division
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