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March 14, 2001

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/19/01--01133--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT: FLORIDA VOTER-ED, INC.**

Enclosed is an original and one (1) copy of the articles of incorporation for the above-referenced nonprofit corporation and a check in the amount of \$70.00 representing the filing fee and designation of registered agent fee.

Thank you for your assistance in this matter.

FROM: Gayle A. Moseley  
O'Connor & Hannan, LLP  
1666 K Street, NW, Suite 500  
Washington, DC 20006-2803  
(202) 778-2113

Enclosures  
cc: Stephen J. Powell  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
of  
FLORIDA VOTER-ED, INC.**

The undersigned, a natural person of legal age, acting as the incorporator of a nonstock, nonprofit corporation pursuant to Chapter 617 of the Florida Statutes hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the nonprofit corporation shall be: **FLORIDA VOTER-ED, INC.**  
("Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:  
914 S. Fremont Avenue, Tampa, Florida 33606.

**ARTICLE III  
PURPOSE**

The Corporation is exclusively organized and it shall be exclusively administered and operated for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any successor provisions of law (the "Code"). The Corporation shall engage in the following and/or similar activities in order to accomplish its scientific, educational and charitable objectives:

1. To conduct activities, and to encourage other Code Section 501(c)(3) organization, to conduct activities, for the purpose of promoting voter education, including but not limited to:
  - (a) Creating and implementing a statewide campaign to educate the Florida electorate about the basics of voting;
  - (b) Crafting and distributing a media program demonstrating the basics of voting;
  - (c) Carrying on a voter education advertising campaign; and
  - (d) Developing voter education seminars and training programs.
2. To contribute funding to support voter education.
3. To engage in any form of activities for any lawful purpose or purposes not prohibited under the provisions for nonprofit organizations set forth in the Florida Statutes and not inconsistent with Code Section 501(c)(3) and the regulations promulgated thereunder.

In carrying out such purposes, the Corporation may make distributions to other organizations that qualify as tax-exempt organizations under Code Section 501(c)(3), and shall have all of the rights, powers, privileges and immunities which are now, or hereafter may be, allowed to nonprofit organizations under the laws of the State of Florida and to scientific, educational and charitable organizations under Code Section 501(c)(3).

**ARTICLE IV**  
**MANNER OF ELECTION**

The affairs of the Corporation shall be managed by a Board of Directors. The Directors shall be elected by a majority vote of the Directors then in office and entitled to vote.

**ARTICLE V**  
**INITIAL DIRECTORS**

The number of Directors may be changed from time to time in such manner as shall be provided in the Bylaws of the Corporation, but shall be at least three (3). The initial Directors and their addresses are as follows:

Stephen J. Powell  
1781 River Road, #1  
Jacksonville, FL 32207

Michael Hamby  
914 S. Fremont Avenue  
Tampa, FL 33606

T. Clay Phillips  
1000 W. Horatio Street, #330  
Tampa, FL 33606

**ARTICLE VI**  
**RESIDENT AGENT**

The name of the Resident Agent is Michael Hamby, whose address, and where process may be served upon the nonprofit corporation, is 914 S. Fremont Avenue, Tampa, Florida 33606.

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**ARTICLE VII**  
**NO INUREMENT**

No part of the net earnings 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 or distributions in furtherance of the purposes and objects set forth in these Articles. 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 provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation under the Code, the Corporation:

(1) 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 Code Section 4942 or any successor provisions of the law; (2) shall not engage in any act of self-dealing as defined in Code Section 4941(d) or any successor provision of law; (3) shall not make any investments in such manner as to subject the Corporation to the tax under Code Section 4944 or any successor provision of law; (4) shall not make any taxable expenditures as defined in Code Section 4945(d) or any successor provision of law; and (5) shall not hold stock or any other business interest in amounts sufficient to be subject to the tax on excess business holdings under Code Section 4943 or any successor provision of law.

## **ARTICLE VIII DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all of the Corporation's liabilities, dispose of the Corporation's assets as follows, and otherwise in accordance with the Florida Statutes (or any successor provision of law): the assets of the Corporation shall be distributed exclusively for scientific, charitable or educational purposes within the meaning of Code Section 501(c)(3) or any successor provision of law, or to an organization or organizations which are then exempt from federal tax under Code Section 501(c)(3) or any successor provision of law and to which contributions are then deductible under Code Section 170(c)(2) or any successor provision of law.

## **ARTICLE IX INDEMNIFICATION**

In addition to any other rights of indemnification permitted by the laws of the State of Florida as may be provided for by the Corporation in its Bylaws or by agreement, the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such officer or director in his or her capacity as an officer or director of the Corporation, must be paid by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount, if it is ultimately determined

by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

**ARTICLE X  
TERM**

The corporation shall have perpetual existence.

**ARTICLE XI  
INCORPORATOR**

The name and address of the Incorporator is Stephen J. Powell, 1781 River Road,  
#1, Jacksonville, Florida 32207.

\*\*\*\*\*  
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature/Registered Agent

3/8/01  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

3/5/01  
\_\_\_\_\_  
Date

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