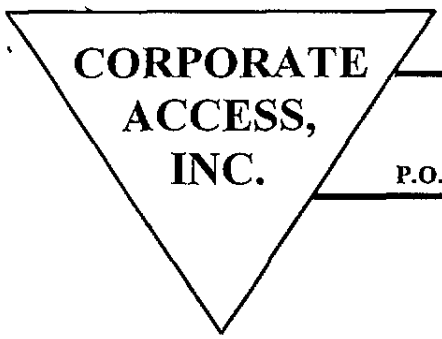


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236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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☒ FILING Acts

1.) Transparency and Accountability in Government
(CORPORATE NAME & DOCUMENT #)
Foundation, Inc.

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

FILED

03 OCT 24 AM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TRANSPARENCY AND ACCOUNTABILITY IN GOVERNMENT FOUNDATION, INC.
(A NOT-FOR-PROFIT FLORIDA CORPORATION)

THE UNDERSIGNED forms a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certifies as follows:

ARTICLE I
NAME

The name of this Corporation shall be:

TRANSPARENCY AND ACCOUNTABILITY IN GOVERNMENT FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is:

450 W. Dilido Drive
Miami Beach, Florida 33139

ARTICLE III
PURPOSES OF CORPORATION

The purposes for which this Corporation is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), and notwithstanding any

other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code Section 501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. The Corporation's purposes shall include, but are not limited to:

(i) making public records requests and freedom of information requests in order to obtain records, documents and other information to which the public is legally entitled;

(ii) analyze public records in order to understand their impact on public policy, transparency and accountability in Government;

(iii) educate the public on issues of transparency and accountability in Government;

(iv) cause employees, officers and Members of the Corporation to attend public meetings in order to hear and record discussions that might impact public policy, transparency and accountability in Government;

(v) bring legal actions in order to enforce the public's right to transparency in Government and/or to recover monies rightfully belonging to the public;

(vi) raising funds to support the aforementioned activities by soliciting charitable contributions from corporations, partnerships, limited liability companies and other businesses, private individuals, charitable organizations and private foundations, and other persons;

(vii) receiving by way of gift, purchase, grant, devise, will or otherwise, real, personal or mixed property;

(viii) holding, using, maintaining, leasing, donating, pledging, encumbering, loaning, selling, conveying and otherwise disposing of all such property in furtherance of the objectives and purposes of this Corporation; and

(ix) doing all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its

corresponding Treasury Regulation for an entity which qualifies under Code Section 501(c)(3).

C. This Corporation is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific and literary purposes.

D. This Corporation does not contemplate any pecuniary gain or profit to Members, directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation), and no Member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any not-for-profit corporation described in Code Section 501(c)(3) and 170(c)(2) as specified below.

E. No substantial part of the activity of the Corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

F. All the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more organizations that are organized and exist exclusively for educational, scientific, charitable, or literary purposes, which at the time of such dissolution, qualify as an exempt organization under Code Section 501(c)(3), 170(c)(2) and 509(a)(1) or (2) or any corresponding

section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, the County of Dade or other local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine. In no event shall the assets or the property of the Corporation or the proceeds of such assets or property, upon dissolution, go or be distributed to the Members of the Corporation, if any, either for reimbursement of any sums subscribed, donated or contributed by such Members, or for any other purpose.

ARTICLE IV
MANNER OF ELECTION

The affairs of the Corporation are to be managed by a Board of Directors consisting of no less than three (3) Directors, which number may be increased from time to time as provided in the Corporation's Bylaws. Unless otherwise provided in the Bylaws, the Board of Directors shall be appointed by the Members from time to time, and may be removed by the Members with or without cause from time to time in the sole discretion of the Members.

ARTICLE V
INITIAL DIRECTORS

Michael Kosnitzky
450 W. Dilido Drive
Miami Beach, Florida 33139

Jennifer G. Altman
2142 Alton Road
Miami Beach, Florida 33139

Remedios Rodriguez
2112 Alton Road
Miami Beach, FL 33139

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered agent of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Michael Kosnitzky
450 W. Dildo Drive
Miami Beach, Florida 33139

ARTICLE VII
INCORPORATOR

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

Michael Kosnitzky
450 W. Dildo Drive
Miami Beach, Florida 33139

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Members, and the By-Laws shall be hereby adopted at the first meeting of the Members. Any amendment to the By-Laws shall be binding on all Members of this Corporation.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation shall be adopted by a majority of the Members at a meeting in which a quorum exists.

ARTICLE XI
MEMBERS

This Corporation shall have Members. Qualification, voting and other rights of the Members, if any, and the manner of their appointment or election shall be set forth in the By-Laws of the Corporation. Such Members may be composed of one or more classes with such differences and qualification, voting rights and manner of election or appointment as shall be set forth in the By-Laws.

The initial Member of the Corporation shall be Michael Kosnitzky.

ARTICLE XII
COMMENCEMENT

This Corporation shall commence its corporate existence upon the filing of these Articles of Incorporation.

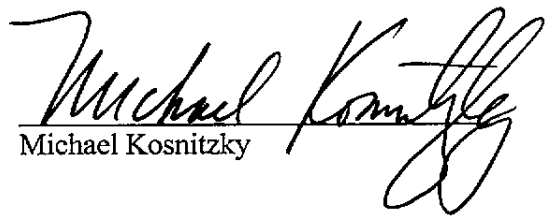
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

DATED: October 17, 2003


Michael Kosnitzky

ACCEPTANCE

Michael Kosnitzky, located at 450 W. Dilido Drive, Miami Beach, Florida 33139 agrees to act as initial Registered Agent for TRANSPARENCY AND ACCOUNTABILITY IN GOVERNMENT FOUNDATION, INC., a not-for-profit corporation, as stated in the Articles of Incorporation of said Corporation.


Michael Kosnitzky

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03 OCT 24 AM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA