

MAY-14-2008 WED 06:02 PM

FAX NO.

P. 01/08

Division of Corporations

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ATTN: SUSAN PAYNE

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

From:

Account Name : MORGAN LEWIS & BOCKIUS LLP
Account Number : 076077003570
Phone : (305) 415-3000
Fax Number : (305) 415-3001

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FLORIDA VOTERS COALITION, INC.

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ARTICLES OF CORRECTION

for

Florida Voters Coalition, Inc.Name of Corporation as currently filed with the Florida Dept. of StateN08000004549Document Number (if known)

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These articles of correction correct the electronic Articles of Incorporation

(Document Type Being Corrected)

filed with the Department of State on 9May08

(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

The electronic articles of incorporation submitted on 9May08 were

intended to refer to the document being submitted as these articles

of correction, entitled "ARTICLES OF INCORPORATION OF FLORIDA VOTERS.
COALITION, INC."

Correct the inaccuracy, incorrect statement, or defect:

These articles of correction contain the correct Articles of Incorporation prepared
to be filed on 9May08.

FILED
08 MAY 15 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Signature of a director, president or other officer - If directors or officers have not been selected, by an incorporator - If in the hands of the receiver, trustee, or other court appointed fiduciary, by that fiduciary.)Dan McCrea(Typed or printed name of person signing)President/Director(Title of person signing)**Filing Fee: \$35.00**

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**ARTICLES OF INCORPORATION
OF
FLORIDA VOTERS COALITION, INC.**

The undersigned, acting as incorporator of a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this Corporation shall be:
FLORIDA VOTERS COALITION, INC.

**ARTICLE II
BUSINESS ADDRESS**

The principal office and mailing address of this Corporation shall be:

**FLORIDA VOTERS COALITION, INC.
6200 SW 63rd Court
South Miami, FL 33143**

The Board of Directors of the Corporation, or an officer of the Corporation acting under the authority of the Board of Directors, is authorized to change the principal office of the Corporation from time to time without amendment to these Articles of Incorporation.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively for social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as it may be amended (the "Code"). In furtherance of these purposes, the Corporation shall promote development of a fair and transparent electoral system and shall monitor developments in the electoral process.

The Corporation may engage in any and all other charitable, religious, educational, and scientific and social welfare activities permitted to an organization exempt from federal income tax under Section 501(c)(4) of the Code or corresponding future provisions of the federal tax law. To these ends, the Corporation may do and engage in any and all lawful

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activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the State of Florida.

No part of the income or principal of the Corporation shall inure to the benefit of, or be distributable to any of its directors, officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in any activity which is not permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(4) of the Code or any corresponding future provision of the federal tax law.

It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(4) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE IV BOARD OF DIRECTORS

The authority for all affairs of the Corporation shall reside in the Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time are in effect. The Board of Directors shall consist of such number of directors as shall be approved established from time to time in the Bylaws. The Board of Directors shall be elected in the manner set forth in the Bylaws.

ARTICLE V OFFICERS AND DIRECTORS

The officers and directors of the Corporation shall be:

President/Director Dan McCrea
Florida Voters Coalition, Inc.
6200 SW 63rd Court
South Miami, FL 33143

Vice President/ Director Pam Haengel
Florida Voters Coalition, Inc.

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6200 SW 63rd Court
South Miami, FL 33143

Treasurer/Director

David Jacobs
Jacobs, Nones and Carney CPAs, LLP
6401 SW 87th Ave., Ste. 204
Miami, FL 33173

Secretary/Director

Lisa Fletcher
Florida Voters Coalition, Inc.
6200 SW 63rd Court
South Miami, FL 33143

ARTICLE VI
REGISTERED OFFICE AND AGENT

The name and address of the registered agent and registered office are:

Registered Agent: David Jacobs

Registered Office: Jacobs, Nones and Carney, CPAs, LLP
6401 SW 87th Ave., Ste. 204
Miami, FL 33173
Voice: (305) 274-1200
Fax: (305) 274-0191
www.jnccpas.com

ARTICLE VII
INCORPORATOR

The name and address of the incorporator are:

Incorporator: Dan McCrea
Florida Voters Coalition
6200 SW 63rd Court
South Miami, FL 33143

ARTICLE VIII
DISSOLUTION

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Although the period of duration of the Corporation is perpetual, if for any reason the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the directors of the Corporation. Upon dissolution of the Corporation, no assets will be distributed to any individual, but shall be distributed solely to the Federal, State or Local government for public use, to a then existing not for profit organization which has as its purpose voter education or elections reform or to establish a not for profit organization for voter education or elections reform purposes as the Board of Directors may determine.

ARTICLE IX
AMENDMENT

The Articles of Incorporation may be amended at any duly called annual or special meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the total number of Directors. Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the Bylaws and of the laws of the State of Florida.

ARTICLE X
BYLAWS

The Bylaws may be altered, amended or repealed from time to time by the affirmative vote of a majority of the Board of Directors.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he 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, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. No director shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director (a) shall be liable under Section 617.0831 of the Act or any amendment

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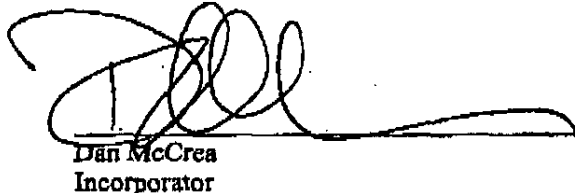
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thereto or successor provision thereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he (i) shall have breached his duty of loyalty to the Corporation; (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith; (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation; or (iv) shall have derived an improper personal benefit.

ARTICLE XII
INTERNAL REVENUE CODE

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on the 21 day of April, 2008.


Dan McCrea
Incorporator

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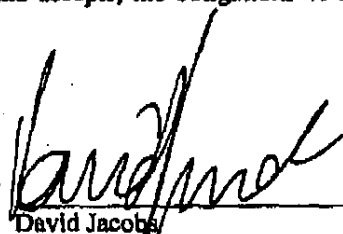
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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Florida Voters Coalition, Inc., and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: April 23 2008.



David Jacobs
Jacobs, Nones and Carney, CPAs, LLP
Registered Agent