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FLORIDA PROFIT/NON PROFIT CORPORATION

Florida Voters Foundation, Inc.

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

**ARTICLE II
BUSINESS ADDRESS**

The principal office and mailing address of this Corporation shall be:
**FLORIDA VOTERS FOUNDATION, 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 charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code"). In furtherance of these purposes the Corporation shall conduct and support programs aimed at educating the general public regarding the US electoral system and the public right to proportional representation.

The Corporation may engage in any and all other charitable, religious, educational, and scientific activities permitted to an organization exempt from federal income tax under Section 501(c)(3) 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 activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise

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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)(3) of the Code or any corresponding future provision of the federal tax law. In accordance with the existing federal tax law, the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

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)(3) 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 Foundation, Inc.
6200 SW 63rd Court

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South Miami, FL 33143

Vice President/Director Pam Haengel
Florida Voters Foundation, Inc.
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 Foundation, 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 Foundation
6200 SW 63rd Court
South Miami, FL 33143

ARTICLE VIII

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DISSOLUTION

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 its purpose on 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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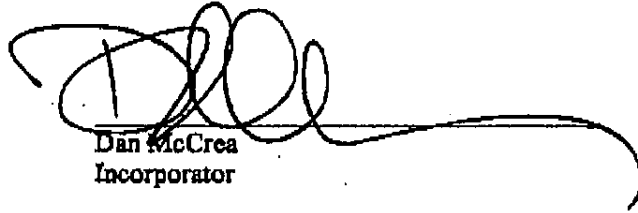
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thereto or successor provision thereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he (i) shall have breached his duty of loyalty to the Corporation; (ii) shall not have acted in good faith or, 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 2 day of April, 2008.


Dan McCrea
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Florida Voters Foundation, 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 29, 2008.



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

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