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TALLAHASSEE, FLORIDA

*Amend  
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12-3-10*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Committee for Open Democracy, Inc.

**DOCUMENT NUMBER:** N10000010575

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David W. Wilcox, Esq.

(Name of Contact Person)

David W. Wilcox, Attorney

(Firm/ Company)

308 13th St. W.

(Address)

Bradenton, FL 34205

(City/ State and Zip Code)

dwilcox@wilcox-law.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DAVID W. WILCOX, ESQ.

(Name of Contact Person)

at ( 941 ) 746-2136

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Committee for Open Democracy, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N10000010575

(Document Number of Corporation (if known))

FILED

2010 NOV 30 A 9:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

, Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

**E. If amending or adding additional Articles, enter change(s) here:**

(attach additional sheets, if necessary). (Be specific)

The Amended Articles of Incorporation attached hereto are substituted in its entirety for  
the original articles electronically filed on November 12, 2010.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

**AMENDED  
ARTICLES OF INCORPORATION  
OF  
COMMITTEE FOR OPEN DEMOCRACY, INC.  
  
A NOT FOR PROFIT COMPANY**

**ARTICLE ONE  
NAME**

The name of this corporation is the **COMMITTEE FOR OPEN DEMOCRACY, INC.**

**ARTICLE TWO  
STATEMENT OF CORPORATION NATURE**

This is a not for profit corporation organized exclusively for charitable, educational and scientific purposes including, but not limited to, observing and monitoring elections and the electoral process domestically and internationally to evaluate the transparency and their adherence to electoral norms and democratic principles. In addition, the Company is organized for the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE THREE  
TERM**

This corporation shall have a perpetual existence.

**ARTICLE FOUR  
MEMBERSHIP**

The corporation may have one or more classes of members. Designation of classes, manner of election or appointment, the duration of membership and qualifications and rights, shall be set forth in the bylaws of the corporation.

**ARTICLE FIVE**  
**INCORPORATOR**

The name and address of the incorporator of the corporation is David W. Wilcox, Esquire, 308 13<sup>th</sup> Street West, Bradenton, Florida 34205.

**ARTICLE SIX**  
**LOCATION OF PRINCIPAL OFFICE**  
**AND IDENTIFICATION OF REGISTERED AGENT**

A. The initial principal office and mailing address for the transaction of the business of this corporation is to be located in the County of Manatee at 431 Old Main Street, Suite 203, Bradenton, FL 34205.

B. The name and address of this corporation's registered agent is DAVID W. WILCOX, Esquire, 308 13<sup>th</sup> Street West, Bradenton, Florida 34205.

**ARTICLE SEVEN**  
**MANAGEMENT OF CORPORATE AFFAIRS**

A. **BOARD OF DIRECTORS.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of initial Director of this corporation shall be three (3), provided however, that such number may be changed in accordance with the bylaws of the organization.

B. **ANNUAL MEETINGS.** Annual meetings shall be held on the second Monday in June of each year unless a different place and time shall be set by the Chairman or a majority vote of the Directors.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes

of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by a vote of the Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting and that the articles of incorporation of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

C. **INITIAL BOARD OF DIRECTORS.** The initial Board of Directors of the corporation shall be:

**THOMAS P. NOLAN**  
431 Old Main Street  
Suite 203  
Bradenton, Florida 34205  
USA

**BRUCE E. BARCELO**  
431 Old Main Street  
Suite 203  
Bradenton, Florida 34205  
USA

**DAVID W. WILCOX**  
308 13<sup>TH</sup> St. W.  
Bradenton, Florida 34205  
USA

D. **CORPORATE OFFICERS.** The Board of Directors may elect such officers as the bylaws of this corporation may authorize.

## **ARTICLE EIGHT** **BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or

approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, by a resolution of the Board of Directors.

#### **ARTICLE NINE** **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

#### **ARTICLE TEN** **DISSOLUTION**

A. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC, or corresponding section of any future federal tax code, or shall be distributed to the U.S. federal government, or to a state or local government located in the U.S., for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court in the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the



purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE ELEVEN**  
**AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be made by the vote of a majority of a quorum of Directors of the corporation at a meeting called for that purpose, or as otherwise provided in the bylaws.

**NOW, THEREFORE,** I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation on the date indicated below.

  
**DAVID W. WILCOX**

**STATE OF FLORIDA  
COUNTY OF MANATEE**

**BEFORE ME**, a Notary Public, appeared **DAVID W. WILCOX**, to me known to be the person described as the incorporator, who executed the foregoing Articles of Incorporation and said person did acknowledge subscribing to same.

**WITNESS** my hand and official seal this 23<sup>rd</sup> day of November, 2010.

*Adriann Arias*  
\_\_\_\_\_  
**NOTARY PUBLIC**

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**



Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.

**DATED:** November 23, 2010

*David W. Wilcox*  
\_\_\_\_\_  
**REGISTERED AGENT  
DAVID W. WILCOX**

The date of each amendment(s) adoption: November 23, 2010

Effective date if applicable: November 23, 2010  
*(date of adoption is required)*

*(no more than 90 days after amendment file date)*

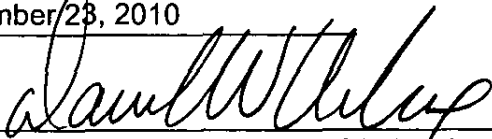
**Adoption of Amendment(s)**

**(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated November 23, 2010

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

David W. Wilcox, Esq.

(Typed or printed name of person signing)

Director, Incorporator

(Title of person signing)