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**FLORIDA PROFIT/NON PROFIT CORPORATION
NATIONAL POPULAR VOTE INITIATIVE, INC.**

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ARTICLES OF INCORPORATION
OF
NATIONAL POPULAR VOTE INITIATIVE, INC.
(A Corporation Not-for-Profit)

The undersigned natural persons of legal age, acting as incorporators for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I
Name and Address

The name and address of this corporation shall be: **NATIONAL POPULAR VOTE INITIATIVE, INC., 3000 Marion County Road, Weirsdale, FL 32195.**

ARTICLE II
Duration

The corporation shall have perpetual existence.

ARTICLE III
Purposes

Said corporation is organized exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

The specific purpose of this corporation is to study, analyze and educate the public regarding a proposal to provide for the nationwide popular election of the President and Vice President of the United States of America.

H. John Feldman, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar #0382965
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ARTICLE IV

Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, 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 set forth in Article III hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- (b) No member, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets of the corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Directors shall determine.

ARTICLE V

Membership

The corporation shall have no capital stock, and shall be composed of Members rather than stockholders. The membership of the corporation shall consist of the individuals consisting of the Board of Directors hereinafter provided, and their successors in office.

ARTICLE VI

Incorporator

The name and address of the original incorporator is: **LAUREEN OLIVER; 1906 Jenkins Court, The Villages, FL 32162.**

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ARTICLE VII**Officers**

The officers of the corporation shall consist of a President, Vice President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting. The names and addresses of the first officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President:	B. THOMAS GOLISANO
Vice President:	LAUREEN OLIVER
Secretary:	THOMAS J. D'AMORE, JR.
Treasurer:	LAUREEN OLIVER

ARTICLE VIII**Board of Directors**

Control of the affairs of the corporation shall be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be increased or decreased, by a two thirds (2/3) vote of the Board of Directors, but shall never be less than three (3) Directors. The initial Board of Directors shall be composed of three (3) Directors. The Board of Directors shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies on the Board of Directors shall be filled by a two-thirds (2/3) vote of the remaining members of the Board. Any members of the Board of Directors elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. Each member of the Board of Directors need not be a member of the corporation as a condition precedent to election or appointment to the Board. The Board of Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

Name**Address****B. THOMAS GOLISANO****3175 Green Dolphin Lane
Naples, FL 34102**

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LAUREEN OLIVER

**1906 Jenkins Court
The Villages, FL 32162**

THOMAS J. D'AMORE, JR.

**42 Turnbull Road
New Hartford, CT 06057**

ARTICLE IX

Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X

Amendment of Bylaws and Articles of Incorporation

The Bylaws and Articles of Incorporation may be amended or repealed by the Board of Directors by an eighty percent (80%) vote at any regular or special meeting of the Board of Directors. All proposed Amendments shall be submitted to each member of the Board of Directors at least ten days prior to the meeting date.

ARTICLE XI

Registered Office and Agent

The registered office of the corporation shall be: **1906 Jenkins Court, The Villages, FL 32162.**

The registered agent shall be: **LAUREEN OLIVER.**

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XII

Dissolution

The property of this corporation is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

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Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under 501(c)(4) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 3rd day of January, 2011.


LAUREEN OLIVER

ACCEPTANCE

I hereby accept appointment as Registered Agent of NATIONAL POPULAR VOTE INITIATIVE, INC.

Dated: January 3, 2011.


LAUREEN OLIVER

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