

Division of Corporations

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**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : AGENTS AND CORPORATIONS, INC
Account Number : 120010000112
Phone : (302) 575-0875
Fax Number : (302) 575-1642

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Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
AMERICANS FOR INTEGRITY IN GOVERNMENT
OFFICIALS, INC.**

Certificate of Status	0
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15 OCT 23 PM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 OCT 23 AM 12:30

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ARTICLES OF INCORPORATION
OF
AMERICANS FOR INTEGRITY IN GOVERNMENT OFFICIALS, INC.

The undersigned, acting as the incorporator of this corporation not-for-profit pursuant to Chapter 617, Florida Statutes, adopts the following articles of incorporation and states as follows:

ARTICLE I
Name and Principal Place of Business

The name of the corporation is "Americans for Integrity in Government Officials, Inc."
The initial principal place of business is: 1825 NW Corporate Boulevard, Suite 110, Boca Raton, FL 33431.

ARTICLE II
Duration

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III
Purposes

The purposes for which this corporation is created and maintained shall be exclusively for the promotion of social welfare and no activities which are not permitted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended, shall be permitted.

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The corporation shall have the following specific powers:

- (1) To educate the public that we need to hold all elected officials accountable for their actions and to provide a core organization of citizens who will work to do so;
- (2) To educate the public when elected officials waiver from their commitment to the people they serve and focus their priorities on donors or themselves instead;
- (3) To educate the public on issues of reapportionment, redistricting, elections laws and voting procedures, constitutional amendments and other issues that are the domain of the people and for the people and advocate for the proper conduct of such activities;
- (4) To conduct fundraising activities for the production of revenues adequate to carry out the purposes of the corporation;
- (5) To employ or contract with staff, consultants, attorneys and accountants to ensure that all regulatory provisions are abided and the corporation's goals are achieved;
- (6) To disseminate to the public, civic and governmental organizations and other non-profit and business entities information relating to the purposes of the corporation and such other subjects as may from time to time arise and to serve as a core organization to coordinate advocacy on such issues;
- (7) To exercise any other powers permitted by Florida law for a corporation not-for-profit;
- (8) To conduct such other related activities permitted to be conducted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended.

ARTICLE IV
Restrictions

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; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by directors, officers, members and other private citizens and to make payments and distributions in furtherance of the purposes set forth in Article III, hereof and to pay or reimburse the reasonable expenses of fundraising or incurred in carrying out the objectives of the corporation.

ARTICLE V
Members

The incorporator shall be the initial member of the corporation. Other classifications of membership may be established by the Board of Directors as provided in the by-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities. Initial members shall be subject to the approval of the incorporator.

ARTICLE VI
Resident Office and Agent

The street address and city of the registered office of the corporation is:

300 Fifth Avenue South, Suite 101-330
Naples, Florida 34102

The name of the initial registered agent at such address is Agents and Corporations, Inc..

ARTICLE VII
Board of Directors

The number of persons constituting the Board of Directors of the corporation shall not be less than three (3). The number of Directors shall be established in the by-laws. The by-laws

shall provide the process for the selection of Directors; provided, however, the incorporator shall appoint the initial members of the Board of Directors who shall serve until successors qualify in accordance with the by-laws. There shall be no limit on the number of terms a Board member may serve unless provided otherwise in the by-laws. The term of office of Board members shall be stated in the by-laws. The Board of Directors may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes and Board members may be paid a stipend for their service as Directors.

Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII **Officers**

The corporation shall have such Officers as may be provided for in the by-laws. The manner of selection of Officers shall also be provided for in the by-laws; provided, however, the initial officers shall be appointed by the incorporator. The corporation shall have at least the following Officers - President/Chair, Secretary and Treasurer.

An individual may hold more than one office in the corporation. Duties of Officers shall be described in the by-laws.

ARTICLE IX **Indemnification of Officers and Directors**

Officers and Directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided in the by-laws. The corporation may purchase and maintain insurance on behalf of all Officers and Directors against any such liability

asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE X
Non-Stock Basis

This corporation is organized on a non-stock basis.

ARTICLE XI
Dissolution

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

ARTICLE XII
Amendments

These Articles of Incorporation may be amended by majority vote of the Board of Directors as provided in Section 617.1002(1)(b), Florida Statutes, at a meeting called for such purpose.

ARTICLE XIII
Incorporator

The name and address of the incorporator of this Corporation are as follows:

Stephanie Dill
1825 NW Corporate Boulevard, Suite 110
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned incorporator, pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certifies that the facts stated herein are true and correct.

Stephanie Dill
STEPHANIE DILL
Incorporator

VERIFICATION

STATE OF PENNSYLVANIA)
COUNTY OF Delaware)

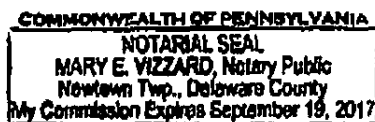
The foregoing instrument was acknowledged before me this 20 day of October, 2015, by Stephanie Dill, who is ☐ personally known to me or ☒ has produced satisfactory evidence of identification. (Type of Identification Produced: Delaware license).

WITNESS my hand and seal in the County and State named above on this 20 day of October, 2015.

My Commission Expires: Sept. 19, 2017

Mary E. Vizzard
NOTARY PUBLIC

Notary Public: Mary E. Vizzard
Printed Name



ACCEPTANCE BY REGISTERED AGENT

Agents and Corporations, Inc, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of Section 607.0501, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 300 Fifth Avenue South, Suite 101-330, Naples, Florida 34102.

AGENTS AND CORPORATIONS, INC.

By: Jeanette LaVecchia
Name: Jeanette LaVecchia
Title: Asst. Secretary