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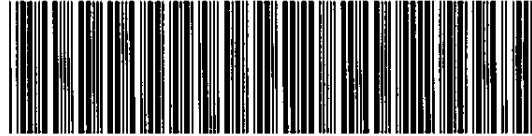
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16 JUL 29 AM 10:30

DIVISION OF REVENUE



**LYONS GADDIS**  
ATTORNEYS & COUNSELORS

July 27, 2016

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**VIA FEDERAL EXPRESS**

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John Wade Gaddis  
Bradley A. Hall  
Steven P. Jeffers  
Anton V. Dworak  
Adele L. Reester  
Catherine A. Talerico  
Scott E. Holwick  
Cameron A. Grant  
Matthew Machado

*Re: Nonprofit Incorporation*

Gentlemen:

Enclosed is the Cover Sheet and the original and one copy of the Articles of Incorporation for Come Out Against Gun Violence, Inc. to be filed along with our check in the amount of \$70.00. Please file and return a file-stamped copy to us via the business reply envelope enclosed.

If you have any questions or need additional information, please do not hesitate to contact me.

Madoline Wallace-Gross  
Chad A. Kupper  
Elizabeth M. Joyce

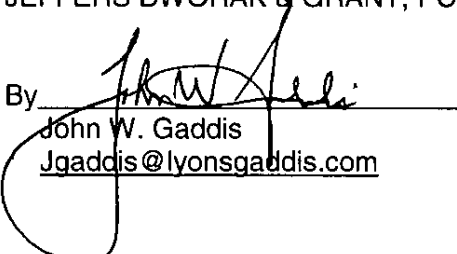
Very truly yours,

LYONS GADDIS KAHN HALL  
JEFFERS DWORAK & GRANT, PC

SPECIAL COUNSEL  
Wallace H. Grant  
Suzan D. Fritchel  
Eve I. Canfield

SENIOR COUNSEL  
Richard N. Lyons, II

Daniel F. Bernard  
(1942-2011)

By   
John W. Gaddis  
[Jgaddis@lyonsgaddis.com](mailto:Jgaddis@lyonsgaddis.com)

JWG:ast  
Enclosure  
EM: Scott Tayloe  
Troy Peden

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LYONS GADDIS KAHN HALL JEFFERS DWORAK & GRANT, PC

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## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** COME OUT AGAINST GUN VIOLENCE, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** John W. Gaddis, Esq., Lyons Gaddis Kahn Hall Jeffers Dwo  
Name (Printed or typed)

P.O. Box 978

Address

Longmont, CO 80502-0978

City, State & Zip

303-776-9900

Daytime Telephone number

jgaddis@lyonsgaddis.com

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

**NOTE: Please provide the original and one copy of the articles.**

16 JUL 29 AM 10:30

**COME OUT AGAINST GUN VIOLENCE, INC.  
A FLORIDA NONPROFIT CORPORATION  
ARTICLES OF INCORPORATION**

**FIRST:** I, John W. Gaddis, whose post office address is P.O. Box 978, Longmont, CO 80502, being at least eighteen (18) years of age, am hereby forming a nonprofit corporation under and by virtue of the Florida Nonprofit Corporation Act.

**SECOND:** The name of the Corporation (which is hereafter called the "Corporation") is COME OUT AGAINST GUN VIOLENCE, INC.

**THIRD:** The street address of the principal office of the Corporation in this State is 39 Kiwi Palm Court, Ponte Vedra, FL 32081.

**FOURTH:** The period of duration for this corporation shall be perpetual or until such time as the Board of Directors shall adopt a resolution recommending that the Corporation be dissolved pursuant to the Florida Nonprofit Corporation Act.

**FIFTH:** The name and street address of the Registered Agent of the Corporation in this State is Scott Tayloe, 39 Kiwi Palm Court, Ponte Vedra, FL 32081.

**SIXTH:** The Corporation will not have voting members.

**SEVENTH:** The Corporation shall use its funds and assets only to accomplish the purposes stated in these Articles of Incorporation. Upon the winding up and dissolution of this Corporation and after paying or adequately providing for the debts and obligations of the Corporation, all of the business properties, assets and income of the Corporation shall be distributed to a nonprofit fund, association or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation, and which has established its tax exempt status under §501(c)(3) or §501(c)(4) of the Internal Revenue Codes of 1986, as amended.

**EIGHTH:** The purposes for which the Corporation is organized are to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, including but not limited to: 1) to seek nationwide support to end gun violence in America; 2) develop and advocate for legislation, regulations and government programs to decrease gun violence in America; 3) conducting research concerning ways to reduce gun violence in America; and 4) to promote the common good and general welfare on the people in the community.

The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that the Corporation may make payments of reasonable compensation for services rendered. The Corporation shall not participate or intervene in any political campaign on behalf of, or in

opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(4) of the Internal Revenue Code. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Notwithstanding any provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under 501(c)(4) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

**NINTH:** The management of the affairs of the Corporation shall be vested in a board of directors, and elected as provided in the Bylaws of the corporation. The initial number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation.

**TENTH:** The Corporation may, by its Bylaws, make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same is not inconsistent with these Articles of Incorporation, nor contrary to the laws of the State of Florida or of the United States. The bylaws may not be amended without the consent of the directors of Come Out Against Gun Violence, Inc.

**ELEVENTH:** With respect to indemnification of directors and officers of this corporation, the following shall apply:

1. *Definitions.* The following definitions shall apply to the terms as used in this Article:

**"Corporation"** includes this corporation and any domestic or foreign predecessor entity of the corporation in a merger, consolidation, or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

**"Director"** means an individual who is or was a director of the corporation or an individual who, while a director of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan. A director shall be considered to be serving an employee benefit plan at the corporation's request if his or her duties to the corporation also impose duties on or otherwise involve services by him or her to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context otherwise requires, the estate or personal representative of a director.

**"Expenses"** includes counsel fees.

**"Liability"** means the obligation incurred with respect to a proceeding to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses.

**"Official capacity,"** when used with respect to a director, means the office of director in the corporation, and, when used with respect to a person other than a director, means the office in the corporation held by the officer or the employment, fiduciary, or agency relationship undertaken by the employee or agent on behalf of the corporation." Official capacity" does not include service for any other foreign or domestic corporation, nonprofit corporation or other person or employee benefit plan.

**"Party"** includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

**"Proceeding"** means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

2. *Indemnification for Liability.*

- a. Except as provided in paragraph (d) of this section (2), the corporation shall indemnify against liability incurred in any proceeding any individual made a party to the proceeding because he or she is or was a director or officer if:
  - (I) He or she conducted himself or herself in good faith;
  - (II) He or she reasonably believed:
    - (A) In the case of conduct in his or her official capacity with the corporation, that his or her conduct was in the corporation's best interests; or
    - (B) In all other cases, that his or her conduct was at least not opposed to the corporation's best interests; and
  - (III) In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.
- b. A director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of this Section (2). A director's or officer's conduct with respect to an employee benefit plan for a purpose that he or she did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of this Section (2).
- c. The termination of any proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, is not of itself determinative that the individual did not meet the standard of conduct set forth in paragraph (a) of this Section (2).
- d. The corporation may not indemnify a director or officer under this Section (2) either:
  - (I) In connection with a proceeding by or in the right of the corporation in which the director or officer was adjudged liable to the corporation; or
  - (II) In connection with any proceeding charging that a director or officer derived an improper personal benefit to the director or officer, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that he or she derived an improper personal

benefit.

- e. Indemnification permitted under this Section (2) in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

3. *Mandatory Indemnification.*

- a. Except as limited by these Articles of Incorporation, the corporation shall be required to indemnify a director or officer of the corporation who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he or she was a party because he or she was a director or officer against reasonable expenses incurred by him or her in connection with the proceeding.
- b. Except as otherwise limited by these Articles of Incorporation, a director or officer who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification in the following manner:
  - (I) If it determines the director or officer is entitled to mandatory indemnification, the court shall order indemnification under paragraph (a) of this Section 3, in which case the court shall also order the corporation to pay the director's or officer's reasonable expenses incurred to obtain court-ordered indemnification.
  - (II) If it determines that the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the standard of conduct set forth in paragraph (a) of Section (2) of this Article or was adjudged liable in the circumstances described in paragraph (d) of Section (2) of this Article, the court may order such indemnification as the court deems proper, except that the indemnification with respect to any proceeding in which liability shall have been adjudged in the circumstances described in paragraph (d) of Section (2) of this Article is limited to reasonable expenses incurred.

4. *Limitation on Indemnification.*

- a. The corporation may not indemnify a director or officer under Section (2) of this Article unless authorized in the specific case after a determination has been made that indemnification of the director or officer is permissible in the circumstances, because he or she has met the standard of conduct set forth in paragraph (a) of Section (2) of this Article.
- b. The determination required to be made by paragraph (a) of this Section (4) shall be made:
  - (I) By the board of directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding; or
  - (II) If a quorum cannot be obtained, by a majority vote of a committee of the board designated by the board, which committee shall consist of two or more directors not parties to the proceeding, except that directors who are parties to the proceeding may participate in the designation of directors for the

committee.

- c. If the quorum cannot be obtained or the committee cannot be established under paragraph (b) of this Section (4), or even if a quorum is obtained or a committee designated if such quorum or committee so directs, the determination required to be made by paragraph (a) of this Section (4) shall be made by independent legal counsel selected by a vote of the board of directors or the committee in the manner specified in subparagraph (I) or (II) of paragraph (b) of this Section (4) or, if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board; or
- d. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by the body that selected said counsel.

5. *Advance Payment of Expenses.*

- a. The corporation shall pay for or reimburse the reasonable expenses incurred by a director, officer, employee or agent who is a party to a proceeding in advance of the final disposition of the proceeding if:
  - (I) The director, officer, employee or agent furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in paragraph (a) of Section (2) of this Article;
  - (II) The director, officer, employee or agent furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct; and
  - (III) A determination is made that the facts then known to those making the determination would not preclude indemnification under this Section (5).
- b. The undertaking required by subparagraph (II) of paragraph (a) of this Section (5) shall be an unlimited general obligation of the director, officer, employee or agent, but need not be secured and may be accepted without reference to financial ability to make repayment.
- c. Determinations and authorizations of payments under this Section shall be made in the manner specified under Section 4 hereof.

6. *Reimbursement of Witness Expenses.* The corporation shall pay or reimburse expenses incurred by a director in connection with his or her appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.

7. *Insurance for Indemnification.* The corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the corporation or who, while a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner,



trustee, employee, fiduciary, or agent of any other foreign or domestic corporation, nonprofit corporation or other person or of an employee benefit plan, against any liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article. Any such insurance may be procured from any insurance company designated by the Board of Directors of the corporation, whether such insurance company is formed under the laws of Florida or any other jurisdiction of the United States of America, including any insurance company in which the corporation has equity or any other interest, through stock or otherwise.

8. *Indemnification of Officers, Employees and Agents of the Corporation.* The Board of Directors may indemnify and advance expenses to an officer, employee or agent of the corporation who is not a director of the corporation to the same or greater extent as to a director if such indemnification and advance expense payment is provided for in these Articles of Incorporation, the Bylaws, by resolution of the shareholders or directors or by contract, in a manner consistent with the Florida Nonprofit Corporation Act.

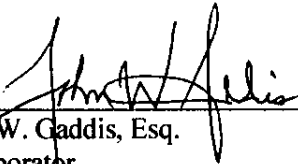
**TWELFTH:** As used in this Article "conflicting interest transaction" means any of the following: (1) a contract, transaction or other financial relationship between the corporation and a director or officer of the corporation, or (2) a contract, transaction or other financial relationship between the corporation and a party related to a director or officer, or (3) a contract, transaction or other financial relationship between the corporation and an entity in which a director or officer of the corporation is a director or officer or has a financial interest. No conflicting interest transaction shall be either void or voidable, be enjoined, be set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the corporation, solely because the conflicting interest in the transaction involves a director or officer of the corporation or a party related to a director or an entity in which the director or officer of the corporation is a director or officer of has a financial interest or solely because such directors or officers are present at or participate in a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such a conflicting interest transaction, or solely because his or her votes are counted for such purpose if:

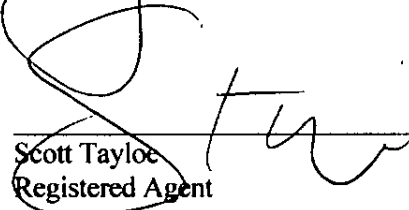
- (A) The material facts of such relationship or interest and as to the conflicting interest transaction are disclosed or known to the Board of Directors or committee and such board or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of disinterested directors even though the disinterested directors are less than a quorum; or
- (B) The conflicting interest transaction is fair as to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such conflicting interest transaction. A "party related to a director" shall mean a spouse, a descendant, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or officer or a party related to a director or officer has a beneficial interest, or an entity

in which a party related to a director or officer is a director, officer or has a financial interest.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21 day of July, 2016, and I acknowledge same to be my act.

  
\_\_\_\_\_  
John W. Gaddis, Esq.  
Incorporator

  
\_\_\_\_\_  
Scott Tayloe  
Registered Agent