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**STATE OF FLORIDA
NON-PROFIT CORPORATION**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VOTA, INC.**

JUL 12 PM 7:00

SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, VOTA, Inc., a Florida not-for-profit corporation ("VOTA", the "Corporation") originally incorporated on October 13, 2021 (Document Number N21000012098), does hereby certify that:

(a) These Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of the Board of Directors on July 1, 2022, by unanimous written consent, and there are no members or members entitled to vote on this amendment and restatement, and

(b) Such corporation hereby amends and restates its Articles of Incorporation to read as follows:

FIRST: Name. The name of the corporation shall hereinafter be VOTA, INC.

SECOND: Principal Office. The mailing address and street address of the principal office of VOTA is:

2501 Bay Ave
Miami Beach, FL 33140

THIRD: Duration. The period of its duration is perpetual.

FOURTH: Purpose. VOTA is organized and shall be operated exclusively for religious, charitable, scientific and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to: educating people about the right to vote and registering people to vote in order to cultivate a higher level of civic engagement and education, particularly with historically underrepresented Hispanic youth voters (18-24 years); and for any other purpose consistent with being a charitable and educational organization within the meaning of Section 501(c)(3) of the Internal revenue Code, and any and all related charitable purposes and to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of VOTA, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of VOTA, or any laws applicable thereto. VOTA may do any other act or thing incidental to or connected with the foregoing purposes, or

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in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except as permitted under the Act. In furtherance of its corporate purposes, VOTA shall have all general powers enumerated in the Act, or any successor provisions thereto.

FIFTH: Exempt Status. Provisions for the regulation of the internal affairs of VOTA, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) VOTA shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) VOTA shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) The affairs and business of VOTA shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of VOTA, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of VOTA.

(d) Without in any way limiting the foregoing, VOTA shall have those powers granted by the Act.

(e) No part of the assets of VOTA and no part of any net earnings of VOTA shall be divided among or inure to the benefit of any member, officer or director of VOTA or any private individual or be appropriated for any purposes other than the purposes of VOTA as herein set forth; and no substantial part of the activities of VOTA shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that VOTA makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and VOTA shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of VOTA, VOTA shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, VOTA may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or dissolution of VOTA, after payment of all of the liabilities of VOTA or due provision therefor, all of the assets of VOTA shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event VOTA is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of VOTA, the following provisions shall apply for the period in which VOTA is so deemed:

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VOTA shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

VOTA shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, VOTA may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

SIXTH: Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, trustee or officer of VOTA, (b) who is or was an agent or employee of VOTA and as to whom VOTA has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of VOTA as its representative in the position of a member, director, advisor, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and to whom VOTA has agreed to grant such indemnity hereunder, shall be indemnified by VOTA as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits VOTA to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorney fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. VOTA may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not VOTA would have the legal power to directly indemnify him or her against such liability.

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in paragraph 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and advisors of VOTA, shall be paid) by VOTA in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by VOTA as authorized

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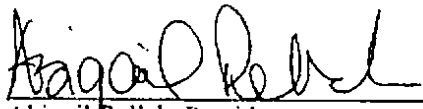
by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, VOTA nevertheless indemnifies each director, advisor and officer and employee of VOTA to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

SEVENTH: Restatement. The intention of the restatement of these Articles of Incorporation are that they shall supersede in their entirety the original Articles of Incorporation and all amendments thereto.

EIGHTH: Amendment of Articles. These Articles of Incorporation may only be amended after approval by the Board of Directors.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.


Abigail Pollak, President

Date: July 1, 2022

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