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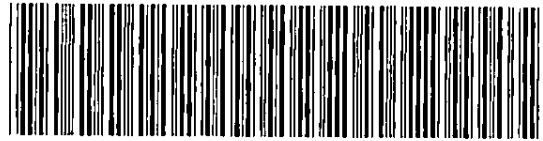
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

202

## COVER LETTER

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

SUBJECT: Floridian's for Open Democracy, 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: MARK HERRO  
Name (Printed or typed)

2618 Centennial Place  
Address

Tallahassee, FL 32308  
City, State & Zip

(850) 567-4878  
Daytime Telephone number

lherro@aiafla.com  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
OF  
FLORIDIANS FOR OPEN DEMOCRACY, INC.**

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**A FLORIDA NOT-FOR-PROFIT CORPORATION**

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**ARTICLE I – NAME**

The name of the not-for-profit corporation ("Corporation") under Chapter 617, Florida Statutes, shall be: Floridians for Open Democracy, Inc.

**ARTICLE II – PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation is: 2618 Centennial Place, Tallahassee, FL 32308. The Corporation may, as it deems appropriate, move its principal office to another location.

**ARTICLE III - DURATION**

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida until such time as it is dissolved according to law.

**ARTICLE IV – PURPOSE**

The purpose for which the Corporation is organized is the promotion of social welfare within the meaning of 501(c)(4) of the Internal Revenue Code. The general purposes of the Corporation are to:

- A. Oppose Amendment 6 which repeals Article VI, Section 7 of the Florida Constitution which provides for public campaign financing for statewide candidates who agree to spending limits. Amendment 6 is on the Florida November 5, 2024 general election ballot.
- B. Educate citizens and voters of the state to the benefits of Article VI, Section 7 of the Florida Constitution which provides for public campaign financing for statewide candidates who agree to spending limits and the threats to democracy from the repeal of Article VI, Section 7 of the Florida Constitution.
- C. Do other acts necessary and appropriate to accomplish these purposes, including, but not limited to, soliciting and receiving contributions, purchasing, owning and selling real and personal property, to make contracts, to invest corporate funds, to spend corporate funds

for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes; and

- D. Engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code, and which are consistent with those powers described in the Florida Not for Profit Corporation Act, as amended, which power are included herein by reference.

#### **ARTICLE V – STOCK**

The Corporation shall have no authority to issue capital stock and shall have no members.

#### **ARTICLE VI – DEDICATION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the Corporation, its directors, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein. 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, as amended (or the corresponding provision of any future United States Internal Revenue law).

#### **ARTICLE VII – ELECTION OF DIRECTORS**

The directors of the Corporation shall be elected as provided in the bylaws of the Corporation.

#### **ARTICLE VIII – INITIAL DIRECTORS**

The names and addresses of the persons who are to serve as the initial directors of the Corporation are:

Amy Keith  
2618 Centennial Place  
Tallahassee, FL 32308

Peter Butzin  
2618 Centennial Place  
Tallahassee, FL 32308

Ben Wilcox  
2618 Centennial Place  
Tallahassee, FL 32308

## **ARTICLE IX – INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which such person served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

B. Any indemnification under paragraph A shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, such person had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph A above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph A above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article IX. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by

it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by such person, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article IX.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

E. The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not-for-profit corporations from liability.

#### **ARTICLE X - MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors: The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the Corporation shall initially be three (3); provided, however, that such number may be changed by the addition of directors by unanimous action of the directors.

The board of directors shall consist of such persons as may be chosen from time to time by a majority of the board of directors then in office. Each director shall serve until his successor is named by the board of directors.

B. Corporate Officers: The board of directors shall be entitled to elect such officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

#### **ARTICLE XI – DISTRIBUTION OF ASSETS**

In the event of the dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes. In no event shall any of such assets or property be distributed to any officer or director of the Corporation or to any private individual.

## ARTICLE XII – FINANCIAL INFORMATION

Except to the extent required by law, the Corporation shall not be required to prepare, provide, or file a balance sheet or a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the directors each year hereafter unless a resolution to the contrary has been adopted by the directors.

## ARTICLE XIII – AMENDMENTS TO ARTICLES

The Corporation reserves the right to amend in any manner these Articles of Incorporation by the affirmative vote of the majority of the members of its Board of Directors then in office as provided for by law.

## ARTICLE XIV – REGISTERED AGENT

The name and street address of the registered agent is Mark Herron, Esq., 2618 Centennial Place, Tallahassee, FL 32308.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature of Registered Agent

19 August 2021  
Date

## ARTICLE XV – INCORPORATOR

The name and street address of the incorporator is Mark Herron, 2618 Centennial Place, Tallahassee, FL 32308.

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.

  
\_\_\_\_\_  
Signature of Incorporator

19 August 2021  
Date