

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "VERIFIED VOTING FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2004, AT 9:47 O'CLOCK A.M

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3768368 8100

040129102



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2947503

DATE: 02-24-04

CERTIFICATE OF INCORPORATION

OF

VERIFIED VOTING FOUNDATION

FIRST: The name of the corporation is **VERIFIED VOTING FOUNDATION** (hereinafter referred to as the "Corporation").

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, County of New Castle. The name of its registered agent at such address is **THE CORPORATION TRUST COMPANY**.

THIRD: The Corporation is formed and shall be operated exclusively for the following exempt charitable and educational purposes:

to champion reliable and publicly verifiable elections in the United States by exposing and dealing with the threat to our nation's democracy posed by the use of electronic voting machines with no paper recordation;

to bring to the nation's attention the fact that (i) ballots cast by such machines offer no assurance that votes are recorded and counted correctly, (ii) there is no method of effecting meaningful recounts, (iii) software errors are unavoidable, and (iv) inaccurate results could easily remain undetected;

to explain to the electorate that election processes in a democracy must ensure both the accuracy of the results and the public's acceptance of the outcomes, which goal is not achieved by elections conducted using paperless electronic voting machines;

to recommend that a voter-verifiable audit trail be required on all voting machine election equipment;

(E) to assist those state and local authorities who have recognized the

concerns expressed hereinabove in working toward the goal of requiring all electronic voting machines to have audit trails; and

to engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.

FOURTH: The Corporation is not organized for profit and shall not have authority to issue any capital stock, and the conditions of membership shall be as stated in the by-laws.

FIFTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
JoAnn Luehring	Roberts & Holland LLP Worldwide Plaza 825 Eighth Avenue New York, NY 10019

SIXTH: The names and addresses of the directors of the Corporation are as follows:

	<u>Address</u>
David L. Dill	630 Park Road Redwood City, CA 94062
Kevin B. Zeese	7711 Garland Avenue Takoma Park, MD 20912
Barbara Simons	770 Homer Avenue Palo Alto, CA 94301

SEVENTH: The Corporation shall have perpetual existence.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

NINTH: Elections of director(s) need not be by written ballot unless the by-laws of the Corporation shall so provide. Meetings of members may be held within or

without the State of Delaware, as the by-laws may provide. The Books of the Corporation may be kept (subject to any provision of law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or the by-laws of the Corporation.

TENTH: Notwithstanding any other provision herein, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation (i) which is exempt from Federal income taxation under I.R.C. § 501(a) as an organization described in I.R.C. § 501(c)(3) or (ii) contributions to which are deductible under I.R.C. § 170(b)(1), 170(c)(2), 2055(a)(2) and 2522(a).

ELEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 THIRD hereof, and no director or officer of the Corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution.

TWELFTH: Upon the dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for the application of the remaining assets and property of the Corporation to accomplish the educational and charitable purposes of the Corporation or for the distribution of all of the remaining assets and property of the Corporation to one or more organizations which then qualify for exemption under the provisions of I.R.C. § 501(a) as organizations described in I.R.C. §§ 501(c)(3) and 509(a)(1)-(3) and the regulations thereunder, as the Board of Directors may determine. Any of such assets not so distributed within a reasonable period of time after the dissolution of the Corporation shall be disposed of in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation last was located, exclusively in such manner as in the judgment of such court would accomplish the



purposes for which the Corporation was formed.

THIRTEENTH: The Corporation is organized and operated exclusively for educational and charitable purposes qualifying it for exemption from taxation under I.R.C §§ 501(a) and 501(c)(3). Except as may otherwise be permitted by any provision of the Internal Revenue Code as now in effect or hereafter amended to organizations exempt from tax under I.R.C. §§ 501(a) and 501(c)(3), no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and no part of the activities of the Corporation shall be participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office

FOURTEENTH All references herein to "I.R.C. §" are to provisions of the Internal Revenue Code of 1986, and shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws).

I, **THE UNDERSIGNED**, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and that the facts herein stated are true, and accordingly I have hereunto set my hand this 23rd day of February, 2004.

JoAnn Luehring
JoAnn Luehring

Sworn to before me this
23rd day of February, 2004

Claudia M. Isaacs
Notary Public

CLAUDIA M. ISAACS
Notary Public, State of New York
No. 41-4760785
Qualified in Queens County
Commission Expires Aug. 31, 2005 4

(00120376-2)