

*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.ORG, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2004, AT 9:57 O'CLOCK A.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3757579 8100

AUTHENTICATION: 2898946

040057643

DATE: 01-29-04

**CERTIFICATE OF INCORPORATION**

**OF**

**VERIFIED VOTING.ORG, INC.**

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**FIRST:** The name of the corporation is **VERIFIED VOTING.ORG, INC.**  
(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 nature of the purposes designed to be effected is exclusively to  
promote social welfare through championing reliable and publicly verifiable elections in the  
United States and, more particularly, is:

to deal with the threat to our nation's democracy posed by the use  
of electronic voting machines with no paper recordation;

(B) 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;

(D) 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;

(F) to advocate for federal legislation and national, state and local policies which will further the above purposes and against such policies and legislation which will hinder the above purposes; and

(G) 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 stated in the by-laws.

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

<u>me</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
Pamela Gage	620 Park Road Redwood City, CA 94062
Cindy A. Cohn	454 Shotwell San Francisco, CA 94110

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 which is exempt from Federal income taxation under I.R.C. § 501(a) as an organization described in I.R.C. § 501(c)(4).

**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.

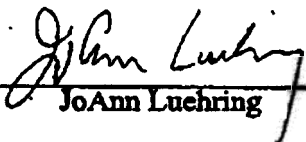
**TWELFTH:** Upon the dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for the application of the remaining assets and property of the Corporation to accomplish the educational, charitable and social welfare 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, or in I.R.C. § 501(c)(4) 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.

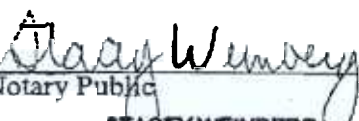
**THIRTEENTH:** The Corporation is organized and operated exclusively for educational, charitable and social welfare purposes qualifying it for exemption from taxation under I.R.C. §§ 501(a) and 501(c)(4). Except as may otherwise be permitted by any provision of the Internal Revenue Code as now in effect or hereafter amended to organizations exempt from tax under I.R.C. §§ 501(a) and 501(c)(4), 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 27<sup>th</sup> day of January, 2004.

  
\_\_\_\_\_  
JoAnn Luehring

Sworn to before me this  
27<sup>th</sup> day of January, 2004

  
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Notary Public  
STACEY WEINBERG  
Notary Public, State of New York  
No. 02WE0059760  
(00120376)  
Qualified in New York County  
Commission Expires June 04, 2007