

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

282195



C E R T I F I C A T E

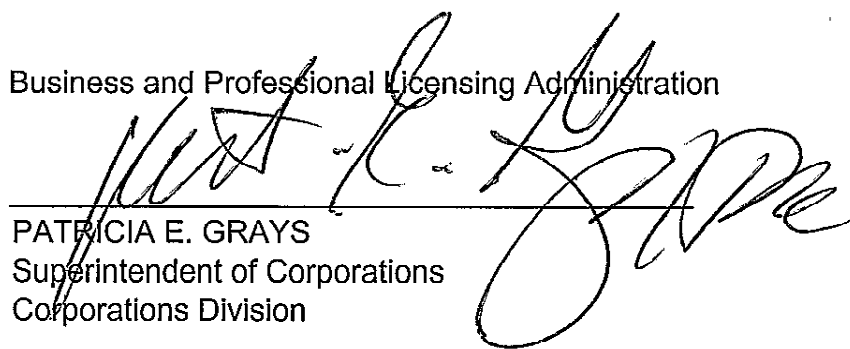
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

ACCOUNTABLE AMERICA, INC

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **30th** day of **July, 2008**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

ARTICLES OF INCORPORATION
OF
ACCOUNTABLE AMERICA, INC.

To: Department of Consumer and Regulatory Affairs
Business & Professional Licensing Administration
Corporations Division
941 North Capital Street, NE
Washington, DC 20002

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the provisions of the District of Columbia Nonprofit Corporation Act (D.C. Code, Title 29, Chapter 3):


FIRST: The name of the corporation is: Accountable America, Inc.

SECOND: The period of duration is perpetual.

THIRD: The primary purposes for which the corporation is organized shall be to research, analyze, critique and publicize the policy proposals, structures, funding and activities of conservative policy and political organizations, and their supporters in public office, particularly in the economic, energy, government reform and national security areas.

FOURTH: The corporation shall not have members.

FIFTH: The corporation may exercise all power or authority granted to it under the District of Columbia Nonprofit Corporation Act or otherwise, including, but not limited to, the power to accept donations of money or property, and to own or lease property, whether real or personal.


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SIXTH: The corporation shall not be operated for the primary purpose of carrying on a trade or business with the general public for profit.

SEVENTH: The internal affairs of the corporation shall be managed by a Board of Directors. Qualifications for membership on the Board of Directors shall be described in the Bylaws. The number of members of the Board of Directors shall be fixed by the Bylaws and may be increased or decreased from time to time as provided in them, but in no event shall the number of members be less than three. Each member of the Board of Directors shall be elected or appointed in the manner and for the term provided in the Bylaws.

EIGHTH: Upon the termination, dissolution, or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation shall be distributed to, and only to, one or more charitable or social welfare organizations described in Section 501(c) of the Internal Revenue Code.

NINTH: The number of members of the initial Board of Directors shall be three. The names and addresses of the initial Board of Directors, who shall serve until their successors are elected or appointed and qualified, are as follows:

Zack Exley
1209 W 40th Street
Kansas City, MO 64111

Robert Borosage
1825 K Street NW; Suite 400
Washington, DC 20006

Thomas Matzzie
1417 Chapin St NW; #509
Washington, DC 20009

TENTH: The private property of officers and directors of the corporation shall not be subject to payment of the corporation's debts to any extent whatsoever.

ELEVENTH: The address of the initial registered office of the corporation in the District of Columbia is Fifth Floor, 1666 Connecticut Avenue, NW, Washington, DC 20009, and the name of the initial registered agent at such address is Laurence E. Gold, a resident of the District of Columbia.

TWELFTH: The name and address of each incorporator is as follows:

Laurence E. Gold
Suite 500, 1666 Connecticut Avenue, NW
Washington, DC 20009

Allen H. Mattison
Suite 500, 1666 Connecticut Avenue, NW
Washington, DC 20009

Thomas Matzzie
1417 Chapin St NW; #509
Washington, DC 20009

IN WITNESS WHEREOF, we have signed and acknowledged these Articles of Incorporation this 30 day of July, 2008.

INCORPORATORS:

Laurence E. Gold
Laurence E. Gold

Allen H. Mattison
Allen H. Mattison

Thomas Matzzie
Thomas Matzzie

District of Columbia) ss

I, Gretchen L. Colbert, a Notary Public, hereby certify that on July 30, 2008, personally appeared before me, Laurence E. Gold, Allen H. Mattison and Thomas Matzzie, who, being first duly sworn, declared that they severally and individually signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the day and year written above.

GOVERNMENT
OF THE
DISTRICT OF COLUMBIA

BRA 29 (REV 09/02)

Billing Voucher

Charge To: **accountable america, inc**

Charge For: **NP-ARTICLES OF INC**

Department of Consumer and Regulatory Affairs
Business and Professional License Administration
941 North Capital St, N.E.
Washington, D.C. 20002

D.C. TREASURER

QTY:

1
1
1
1

Office Use Only

\$	70.00	3222
\$		
\$		
\$		
\$	70.00	Total

PAY THIS AMOUNT PAYABLE
TO THE D.C. TREASURER

Date **7/30/2008**

Michelle Colbert

NOTARY PUBLIC

My Commission expires:

10-31-2011