

Filing Fee: \$50.00

ID Number: \_\_\_\_\_



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**NON-PROFIT CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is Common Cause Education Fund
- It is incorporated under the laws of Delaware
- The date of its incorporation is February 29, 2000
- The address of its principal office in the state or country under the laws of which it is incorporated is:  
1133 19TH STREET, NW 9TH FLOOR, WASHINGTON , DC, 20036
- The address of its proposed registered office in Rhode Island is \_\_\_\_\_  
(Street Address, not P.O. Box)  
7 Eva Lane, Cranston, RI 02921 and the name of its proposed registered agent in  
(City/Town) (Zip Code)  
Rhode Island at that address is Corporate Creations Network Inc.  
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:  
Nonprofit, nonpartisan citizen's lobbying organization promoting open,  
honest, and accountable government.

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**FILED**

OCT 01 2010

By GRB 127909

7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	Please attached list. 	
Director		
Director		
President		
Vice President		
Treasurer		
Secretary		

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 9/30/2010

**Common Cause Education Fund**

Print Exact Name of Corporation Making Application

By Diana Urrego ROBERT EDGAR, President  
by Diana Urrego as attorney-in-fact  
 President or  Vice President (check one)

**AND** Martha Tierney, Chair  
By Diana Urrego by Diana Urrego as attorney-in-fact  
 Secretary or  Assistant Secretary (check one)

## COMMON CAUSE EDUCATION FUND

OFFICERS AND DIRECTORS	ADDRESS
Bob Edgar, President	1133 19 <sup>th</sup> Street NW, Suite 900 Washington, DC 20036
Martha Tierney, Chair	1133 19 <sup>th</sup> Street NW, Suite 900 Washington, DC 20036
Jack Taylor, Vice Chair	1133 19 <sup>th</sup> Street NW, Suite 900 Washington, DC 20036
Beth Garrett, Treasurer	1133 19 <sup>th</sup> Street NW, Suite 900 Washington, DC 20036
Julie Fernandez, Director	1133 19 <sup>th</sup> Street NW, Suite 900 Washington, DC 20036
Margaret Fung, Director	1133 19 <sup>th</sup> Street NW, Suite 900 Washington, DC 20036
Jack Gould, Director	1133 19 <sup>th</sup> Street NW, Suite 900 Washington, DC 20036
Peter Lauria, Director	1133 19 <sup>th</sup> Street NW, Suite 900 Washington, DC 20036
Leonard Baynes, Director	1133 19 <sup>th</sup> Street NW, Suite 900 Washington, DC 20036
Harold Pachios, Director	1133 19 <sup>th</sup> Street NW, Suite 900 Washington, DC 20036
Ben Barber, Director	1133 19 <sup>th</sup> Street NW, Suite 900 Washington, DC 20036
Len Hill, Director	1133 19 <sup>th</sup> Street NW, Suite 900 Washington, DC 20036

**Limited Power of Attorney**

The undersigned officer of Common Cause Education Fund., a Delaware entity ("the Company"), appoints Valerie Hawk-Donohue, Diana Urrego, and Kelly Cianfarano as attorneys-in-fact for the Company and its subsidiaries for the limited purposes authorized in this Limited Power of Attorney.

The Company and its subsidiaries grant to the attorneys-in-fact the power to execute the documents necessary to register the Company and its subsidiaries in the jurisdictions where those entities are applying. The named individual shall act in such office and with such authority as is required to effect the changes contemplated in this Limited Power of Attorney.

This Limited Power of Attorney expires on the earlier of (a) the filing of the registration forms for the Company and its subsidiaries or (b) six months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by written notice to Corporate Creations, 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410.

The undersigned has executed this Limited Power of Attorney effective as of this 28th day of September 2010.

Common Cause Education Fund

By: Diana Williams

Name: Diana Williams

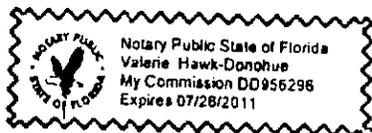
Title: Special Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

Subscribed and sworn to before me this 28th day of September 2010.

Valerie Hawk-Donohue  
Notary Public



# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "COMMON CAUSE EDUCATION FUND" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2000, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-FIFTH DAY OF APRIL, A.D. 2007, AT 11:30 O'CLOCK A.M.

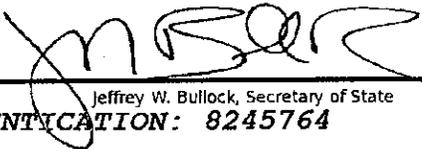
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "COMMON CAUSE EDUCATION FUND".

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100935002

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8245764

DATE: 09-23-10

**CERTIFICATE OF INCORPORATION  
OF  
COMMON CAUSE EDUCATION FUND**

THE UNDERSIGNED INCORPORATOR, a natural person of the age of twenty-one years or more, in order to form a nonprofit corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

**ARTICLE I. NAME**

The name of the Corporation is Common Cause Education Fund (the "Corporation").

**ARTICLE II. ADDRESS**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**ARTICLE III. PURPOSE**

A. The Corporation is a nonprofit organization organized and operated exclusively for charitable, educational, and other purposes beneficial to social welfare within the meaning of section 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"). All references to sections of the Code include the corresponding provision of any subsequent federal tax law. More specifically, the Corporation shall be organized and operated

exclusively for the benefit of Common Cause by providing financial support for its charitable and educational programs and by conducting such programs directly, provided, however, that any program conducted directly by the Corporation shall carry out the purposes of Common Cause.

B. As a means of accomplishing the foregoing purposes, the Corporation shall have all powers granted to a corporation under the Delaware General Corporation Law and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(3) of the Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent which would disqualify the Corporation for tax exemption under section 501(c)(3) of the Code. The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including publishing or distributing statements).

D. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Code, (b) a corporation, contributions to which are deductible under section 170(a) and (c)(2) of the Code, or (c) by an organization described in section 509(a)(3) of the Code.

**ARTICLE IV. STOCK**

The Corporation is not organized for profit and shall not have authority to issue capital stock.

**ARTICLE V. MEMBERS**

The Corporation shall have no members.

**ARTICLE VI. INCORPORATOR**

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Derek Bok	Kennedy School of Government Harvard University 79 John F. Kennedy Street Cambridge, Massachusetts 02138

**ARTICLE VII. DIRECTORS**

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors, who shall be nominated and elected by the Incorporator immediately upon the organization of the Corporation and who shall act as the directors of the Corporation until the election of their successors as provided in the Bylaws of the Corporation. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the Bylaws.

**ARTICLE VIII. REGULATION OF INTERNAL AFFAIRS**

The initial Bylaws shall be adopted by the Board of Directors, which may alter, amend or repeal the Bylaws or adopt new Bylaws.

### **ARTICLE IX. PRIVATE FOUNDATION RULES**

The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation shall be classified as a private foundation under federal tax laws, then at such time or times the Corporation shall be subject to the following restrictions:

1. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.
2. The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.
3. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.
4. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.
5. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

### **ARTICLE X. DISSOLUTION**

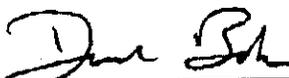
In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be

calculated to carry out the objects and purposes of the Corporation; and, provided further, that all such distributions must be to one or more organizations (a) which are exempt from tax as organizations described in section 501(c)(3) of the Code, and (b) contributions to which are deductible under the provisions of sections 170, 2055 and 2522 of the Code.

#### ARTICLE XI. DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director for any breach of a director's duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction from which the director involved derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinabove named, do hereby affirm under penalties of perjury that this Certificate is my act and deed, and the facts herein stated are true and, accordingly, I have executed this Certificate this 28<sup>th</sup> day of February, 2000.

  
\_\_\_\_\_  
Derek Bok

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:30 AM 04/25/2007  
FILED 11:30 AM 04/25/2007  
SRV 070475426 - 3184995 FILE

**STATE OF DELAWARE  
CERTIFICATE OF CHANGE  
OF REGISTERED AGENT AND/OR  
REGISTERED OFFICE**

The Board of Directors of Common Cause Education Fund,  
a Delaware Corporation, on this 24 day of  
April, A.D. 2007, do hereby resolve and order that the  
location of the Registered Office of this Corporation within this State be, and the  
same hereby is 1308 Delaware Avenue  
Street, in the City of Wilmington  
County of New Castle Zip Code 19806

The name of the Registered Agent therein and in charge thereof upon whom  
process against this Corporation may be served, is Corporate Creations Network Inc.

The Corporation does hereby certify that the foregoing is a true copy of a  
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be  
signed by an authorized officer, the 24 day of April,  
A.D., 2007.

By: Megan Allen  
Authorized Officer

Name: Megan Allen  
Print or Type

Title: Assistant Secretary



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

