

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION**

NON-PROFIT CORPORATION

ENTITY INFORMATION

ENTITY NAME: ELECTION FAIRNESS INSTITUTE, INC.
ENTITY ID: 1874281
ENTITY TYPE: Domestic Nonprofit Corporation

ADOPTION AND VOTE

ADOPTION DATE: 02/24/2023

The restated Articles were approved by the board of directors without member or third person action, and the approval of member of any other persons not required. YES

The restated Articles contain one or more amendments that required approval by members and/or other persons
Approved by members NO
Approved by other person(s) as required by the articles of incorporation NO

SIGNATURE

Officer: Mark Finchem - 04/06/2023



Election Fairness Institute, Inc.

A Arizona Non-profit Corporation

ARTICLE I NAME

1.01 Name

The name of this corporation shall be ELECTION FAIRNESS INSTITUTE, INC. and may do business as EFI.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

Election Fairness Institute, Inc. is a non-profit corporation and shall operate exclusively for philanthropic purposes and engage in research of election process to identify defects, inform voters, educate elected officials and work to identify solutions to address such defects. Education is a priority for EFI. EFI will only operate with purpose and within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. As an approved Sec. 501 (c)(3) entity, EFI is prohibited from engaging in advocacy for people running for any office, political parties and propositions. EFI is committed to process examination, advocacy for process improvement, and litigation where necessary

The work of Election Fairness Institute, Inc. is primarily focused on research and analysis of election process at the county and state level. The Corporation is interested in providing guidance to elected and appointed officials and policy makers on best practices that maximize quality outputs from public funding for voter education and election management.

Other interests may include external taxpayer polling on a wide range of subjects related to elections and governance of how taxpayer resources are spent by municipal, county and state governmental units.

3.02 Non-Profit

Election Fairness Institute, Inc. is designated as a non-profit corporation.

ARTICLE IV
NON-PROFIT NATURE

4.01 Non-profit Nature

The Election Fairness Institute, Inc. is organized exclusively for philanthropic, charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Election Fairness Institute, Inc. shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The ELECTION FAIRNESS INSTITUTE, INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Election Fairness Institute, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the ELECTION FAIRNESS INSTITUTE, INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the ELECTION FAIRNESS INSTITUTE, INC. hereunder shall be selected by the discretion of a majority of the managing body of the ELECTION FAIRNESS INSTITUTE, INC., and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the ELECTION FAIRNESS INSTITUTE, INC. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Arizona.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation. then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Arizona to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall lobbying to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the ELECTION FAIRNESS INSTITUTE, INC. shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V BOARD OF DIRECTORS

5.01 Governance

The ELECTION FAIRNESS INSTITUTE, INC. shall be governed by its Board of Directors.

5.02 Directors

Hon. Mark Finchem, Chairman of the Board
4201 N. 20th Street
Phoenix, AZ 85016

Hon. David Stevens, Director
1540 Jasmin Drive
Sierra Vista, AZ 85635

Matthew McKean, Director
7349 Via Paseo del Sur
Scottsdale, AZ 85260

Heather Hobbs, Director
2005 5th Street
Hempstead, TX 77445

Articles of Incorporation: Revised

EIN 82-4566363

ARTICLE VI
MEMBERSHIP

6.01 Membership

The ELECTION FAIRNESS INSTITUTE, INC. Election Fairness Institute, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

Election Fairness Institute, Inc.
C/O Mark Finchem
4201 N 20th Street, Unit 205
Phoenix, AZ 85016

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Mark Finchem
4201 N 20th Street, Unit 205
Phoenix, AZ 85016

The undersigned, does hereby certify that the above stated Articles of Incorporation of Election Fairness Institute, Inc. are a revision of the original Articles that were approved by the board of directors on June 7, 2018 and the revision constitutes a complete copy of Articles of Incorporation for the entity previously known as PATHWAY RESEARCH & EDUCATION CORPORATION, now renamed the ELECTION FAIRNESS INSTITUTE, INC. and registered with the Arizona Corporation Commission on November 24, 2022.

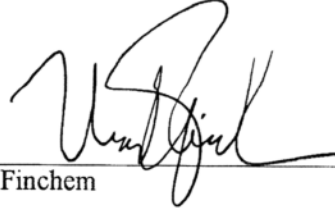
Mark Finchem, 4201 N 20TH Street, Phoenix, AZ 85016

Articles of Incorporation: Revised

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ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT

I, Mark Finchem, agree to be the registered agent for the ELECTION FAIRNESS INSTITUTE, INC. as appointed herein.

A handwritten signature in black ink, appearing to read 'Mark Finchem', is written over a horizontal line.

Mark Finchem