

Exhibit 1

**CERTIFICATE OF INCORPORATION
OF
WE THE PEOPLE OF NEW YORK, Inc.**

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: We The People of New York, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (a) (5) of section 102 (Definitions) of the Not-For-Profit Corporation Law.

THIRD: The purpose or purposes for which the corporation is formed are as follows:

I. The Corporation is established to operate exclusively for the promotion of social welfare.

II. The Corporation will be primarily engaged in promoting the common good and general welfare of the people of the State.

III. The Corporation will be operated primarily for the purpose of bringing about civic betterments, social improvements and economic benefits through an improved understanding of and adherence to, via organized lawful citizen vigilance, the Charters of Freedom – i.e., the United States Declaration of Independence, the Constitution for the United States of America, the Constitution for the State of New York, and the New York State's City Charters.

IV. The Corporation honors the centuries of dedicated efforts by many individuals and small groups to provide civic education and conduct appropriate civic actions in defense of these Charters of Freedom and the individual Rights of Free People.

V. The Corporation is established to:

a. Secure, harness and utilize the fundamental political power of the People as it was intended from the time of America's Founding; and

b. Ensure the proper role of public officials, that is, securing the Liberty and Rights of the Free People; and

c. Honor the genius of our Declaration of Independence and State and Federal Constitutions; and

d. Continue the Spirit and Cause for Freedom established by our Founding Fathers; and

e. Experience the Divine Gift of Liberty; and

f. Fulfill the solemn duty to preserve and carry this Divine Legacy forward -- not only for our progeny, but for all Mankind.

VI. The Corporation is established to assist the Free People of this State to institute a culture and environment where all elected officials will be expected to exercise and embrace a sufficient reverence and enduring official respect for the People and their Charters of Freedom, with the knowledge that a critical mass of People - well educated about their Rights and the means to secure them - are watching what they are doing in their official capacities, and are able to hold them directly accountable, without undue reliance on the electoral process, and regardless of their political party.

VII. The Corporation is compelled, during this critical time in America, to organize large numbers of the People of the State, into what shall hereafter be known as a Constitution Lobby, which seeks to identify and redress violations of local, state and federal Charters by government officials to protect, preserve and enhance the experience and enjoyment of Liberty.

VIII. The Corporation, as a Constitution Lobby, shall assist the Free People of the State to ensure that both the letter and spirit of the Charters of Freedom and the essential principles embodied within, are upheld and maintained through perpetuity, never again to be set adrift by the ceaseless whims, promises and assurances of men, the machinations of government institutions, or the violative instructions of an errant political majority.

IX. The Corporation, as a Constitution Lobby, shall be a permanent, statewide, grass roots network of informed People committed to the personal duty of citizen vigilance in the cause of securing Constitutional Governance and Accountability by raising the consciousness of the State's citizens above and beyond politics, personalities and parties so as to effect accord and compliance with the principles, prohibitions, restrictions and mandates of the Charters of Freedom for the People of the State.

X. The Corporation, as a Constitution Lobby, shall be designed as a balanced operational and management framework capable of supporting its communications, financing and mission needs, for the purpose of becoming an Effective Voice of the People, by embracing the responsible citizenry of the State who are devoted to the Cause of individual Liberty, Freedom, and accountable governance to:

a. Effectively, cohesively and consistently **monitor the official actions of public officials** within their town, city, county, state and federal levels of government;

- b. **Measure the actions of their public servants** against the requirements of their City Charters, state and federal Constitutions, laws and oaths of office;
- c. In the event of a conflict or violation, **prepare and serve a constitutionally protected First Amendment Petition** for Redress of the Grievance upon all responsible parties;
- d. **Facilitate public awareness** about violation(s) and remedy(s), and **apply public pressure** upon the served parties to reply and/or comply and/or provide Redress as mandated by the Charters of the People;
- e. In the event of no response, **take intelligent, rational, legal and non-violent steps to enforce the Rights of the People** that have been violated, engaging all of the Lobby's members, supporters and People of the state in the civic action.

XI. The Corporation, as a Constitution Lobby, is committed to ensuring that the power of America's system of limited and accountable government is returned to the People and that all elected officials recognize themselves and behave as true servants of the People, binding them to the universal proposition that the very first obligation of government is to secure the Rights of the People and ensure their Freedom.

XII. The Corporation, as a Constitution Lobby, will within the State, **lead educational and legal research efforts** focusing on the principles, prohibitions, restrictions and mandates of the Charters of Freedom, violations thereof by government officials (elected or otherwise), and the People's inherent, natural Right to a Remedy and the Right to Petition for Redress to cure such wrongs, both Rights guaranteed by the Charters of Freedom, in order that the People may exercise vigilance, secure Redress for their Grievances and restore and maintain Constitutional Order.

XIII. The Corporation, as a Constitution Lobby will **train and employ a network of "Constitutional Monitors,"** to be located in towns and cities across the State, for the purpose of maintaining Constitutional Order by diligently monitoring the actions of public officials as they operate our institutions of local, state and national governments, and holding them justly accountable without reservation, regardless of political affiliation, regardless of whether or not Lobby supporters voted for such officials and regardless of perceived implications of any such effort to Redress a violation.

XIV. The Corporation, as a broad based Constitution Lobby, respected, endorsed and supported by other institutions and an extensive multitude of individuals within the State, will **finance the construction and operation of a highly visible Citizen Vigilance Center in the State Capital,** manned with paid attorneys and professional staff who will provide the necessary legal expertise and management resources to:

- a. Lead civic education outreach on the State Constitution and City Charters, violations thereof, and the People's inherent Right to secure Redress of their Grievances; and
- b. Coordinate citizen vigilance and enforcement efforts across the State; and
- c. Interact with the Constitutional Monitors to be located in towns and counties across the State who will:
 - i. Systematically, routinely and quietly monitor what their elected officials are saying and doing at their town, city and state and federal levels of government; and
 - ii. Compare what their local and State elected officials are doing with the requirements of their state Constitutions, City Charters, and Law.

XV. The Corporation, as a Constitution Lobby, will confront many problems, including:

- a. Governments at the local, state and federal levels currently operate in sharp contrast to the way they were designed and legally authorized by the People to **operate according to our Constitutions**; and
- b. Ongoing departures from essential, fundamental principles of Liberty that, in the one instance have become precedents for a second, that second for a third and so forth, until, as Jefferson warned, "[T]he bulk of society [is being] reduced to be mere automations of misery...."; and
- c. Mounting debt, dependency and decay at every level of government.

XVI. The Incorporators believe that when it comes to confronting uncivil, unjust and unauthorized acts of government, i.e., when government steps outside the boundaries drawn around its power by our written Charters of Freedom, the education of citizens is for naught unless that education is coupled with civic action by a critical mass, ready, willing and able to enforce their Rights, intelligently, rationally, legally and non-violently.

XVII. The Incorporators believe Frederick Douglas was correct when he said in 1849:

"Power concedes nothing without a demand. It never did, and it never will.

"Find out just what the people will submit to and you have found out the exact amount of injustice and wrong which will be imposed upon them...The limits of tyrants are prescribed by the endurance of those whom they suppress."

XVIII. The Corporation, as a Constitution Lobby, will be guided by the following wise and prudent advice of Thomas Jefferson:

"The price of freedom is eternal vigilance.

"The People are the only sure reliance for the preservation of Liberty.

"On every question of the construction of the Constitution, let us carry ourselves back to the time when the Constitution was adopted, recollect the spirit manifested in the debates, and instead of trying what meaning may be squeezed out of the text, or invented against it, conform to the probable one in which it was passed."

XIX. The Corporation, as a Constitution Lobby, will teach and adhere to the Fundamentals of Freedom, including:

- a. Citizen vigilance is a personal and lifelong duty, a necessary activity and investment by each citizen required to sustain Liberty and chain the violative nature of all governments; and
- b. The People of the State must never turn their attentions away from their public servants; and
- c. As all things political naturally tend toward servicing of the collective desires of the majority as opposed to the defense of the firm principles embodied by the Charters, the People cannot generally afford to rely upon elections to reverse substantial wrongs; and
- d. The People must never assume that the Charters of Freedom and Rule of Law, which established America and made Her exceptional, and which were meant to guide Her Destiny, will ever be obeyed -- much less revered by their elected officials, without the continuing vigilance, action, presence and pressure of a Constitution Lobby.

XX. The Corporation, as a Constitution Lobby, shall assist the Free People in the State through the inextricably intertwined, measured disciplines of civic education and civic action, knowing that under the circumstances, one without the other will be for naught.

XXI. The Incorporators believe civic education must be promoted for two principal reasons:

1. Ignorance is incapable of self-government. To be free, the People must know with certainty and specificity what their Rights are, and what Obligations and Restraints bind public officials within the Law. The People must rectify the abject failure of their education institutions to teach the history, meaning, effect and significance of every provision of the Charters of Freedom; and
2. Unknown to most, the ordinary, non-aligned citizen, tax-payer must first learn about the tactics and legal tools possessed by Free Citizens, and then learn how to wield them

intelligently, rationally and peacefully to confront unconstitutional and illegal behavior by those wielding governmental power.

XXII. The Incorporators believe civic action must be promoted for two principal reasons:

1. The Charters of Freedom cannot defend themselves and will not be defended unless the People defend them. Constitutional governance is simply not possible through established political and governmental structures or processes, with or without the nefarious control and influence the major political parties, special interests and moneyed entities have over the selection and behavior of our legislators, governors and judges, virtually ensuring the impossibility of Righteous reform or substantive Redress; individual Rights are guaranteed by the words and well-ordered Principles embodied within the Charters of Freedom, not the transient and biased will or interpretation of elected officials or judges in our local, State and National units of government; and
2. Individuals and small groups cannot prevail against a determined, but errant political majority in the task of holding elected officials within the boundaries drawn around their power by our written Charters of Freedom. Instead, true reform requires an organized pro-active, non-violent, mass-movement comprised of knowledgeable and committed Citizens, guided by the moral imperatives of securing the Freedom of the People and their Individual Rights, limiting the actions of all public officials to those authorized by our Charters of Freedom.

XXIII. The Corporation, as a Constitution Lobby, will always be on guard against violations of the People's Absolute Rights of Life, Liberty, Property, and the Pursuit of Happiness.

XXIV. The Corporation, as a Constitution Lobby, will, whenever necessary, vindicate and protect the Absolute Rights by claiming and exercising the Subordinate Rights of Remedy and Petition for Redress and, in the event of no substantive response from their elected officials to their Petition for Redress and/or failure of the judiciary to issue a holding, addressing the merits of their Petitions for Redress, concurrent with the Founding Principles and Charters, the Lobby will claim and exercise their collateral Right of Enforcement through intelligent, rational, non-violent civic action.

XXV. The Corporation will work with such organizations as the We The People Foundation for Constitutional Education, Inc., a national civic research and **educational** Foundation that, as a non-partisan, non-political, educational entity that avoids all political questions: a) focuses on the Federal Constitution; b) provides

constitutional education, outreach and assistance to citizens, nationwide; c) scrutinizes the actions of those operating the central government relative to the federal Constitution; d) guards against violations of the Absolute Rights of Liberty and Property; e) vindicates and protects the Absolute Rights by claiming and exercising the Subordinate Rights of Remedy and Petition for Redress; and f) in the event of no response from their federal officials to a Petition for Redress, calls upon the People in each State for assistance in enforcing the Rights of the People that have been violated.

XXVI. The Corporation will assist the Foundation, as appropriate, when called upon to do so by engaging all members and supporters of the Constitution Lobby created by the Corporation.

XXVII. The Corporation will also work with such national social benefit organizations as the We The People Congress, Inc., a civic action entity that, as a non-partisan, non-political organization: a) avoids all political activity; b) focuses primarily on State Constitutions and City Charters, taking appropriate peaceful and lawful actions to remedy government improprieties until they are resolved according to constitutional law; and c) is comprised of a non-partisan group of members from the ordinary, non-aligned citizenry of each state committed to what Mahatma Gandhi and Martin Luther King, Jr. referred to as a "pro-active, non-violent, mass-movement" with the goal of achieving and maintaining constitutional governance in America.

XXVIII. The Corporation shall be supported by the dues of its members and donations from the People.

XXIX. The Incorporators believe it is through this State's Constitution Lobby that the elected officials will eventually come to listen to and heed the People, knowing their outside political influences, and natural proclivity to operate without accountability, are no match against the committed curative efforts of the Constitution Lobby.

XXX. The Incorporators recognize that the path back toward Freedom will be difficult and that to secure permanent fundamental change in how governments currently behave and operate requires the enlightenment of both the People and those they elect as public servants.

XXXI. The Incorporators recognize that until the tide is reversed, there may be contentious confrontations involving the true nature of limited government and Individual Rights inherent in our Charters of Freedom.

XXXII. The Incorporators believe that in order for the Free People of the State to live Free, each succeeding generation of citizens must understand the history, meaning, effect and significance of every provision of the documents that frame their Republic, and be instructed in their duty to defend the Republic by holding their public officials accountable to those provisions.

XXXIII. The Incorporators believe that governments within this State are, for the most part, dysfunctional, non-responsive, non-representative and generally unaccountable for their faults or continuing violations against the Constitutions, People, their Liberty interests, and their Individual Rights; it is "broken" and needs to be fixed.

XXXIV. The incorporators acknowledge that Popular Sovereignty is a force of nature which expressly defines the relationship between Free Men and the governments they create to serve them, and that the claim and exercise of such force is a fundamental necessity for the perpetuation of Freedom, and that such force may only be realized practically through civic education and civic action of a devoted Citizenry.

XXXV. The incorporators also recognize that the requirements for changes in governmental structure and process may and probably will include, but not necessarily be limited to: the teaching of the history, meaning, effect and significance of every provision of the Declaration of Independence and the federal and state constitutions; increased accountability, ethics and efficiency; the clarification and strengthening of public-debt-limiting restrictions; the clarification of the federal taxing powers; the clarification of the federal war making powers; clarification and strengthening of the prohibitions regarding the gifting and lending of public funds for definitively private purposes; legislature reform including the strengthening of representative democracy and participatory democracy; greater compliance with constitutional treaty provisions; a reduction in and control over the cost and secrecy of the legislatures; easier access to the ballot for independents and party insurgents; limiting the power of political parties and of government in general; less voter fraud; weakening of the desire of special interests to influence legislative bodies; non-partisan elections; a judiciary that is less politicized and more independent and accountable; and, laws that do not favor public education over private education.

XXXVI. The Incorporators believe these needed reforms are simply not possible through existing political and governmental processes due in large part to the control and influence the major political parties have over the selection and behavior of our representatives, governors and judges and the influence various special interests and

moneyed institutions have over our political and governmental leaders, creating a virtual impossibility of reform.

XXXVII. The Corporation will, by rational, intelligent and professional means: 1) make it difficult for those currently wielding political and governmental power to continue in power with a "business as usual" approach; and 2) lead the people of the State of New York toward significant improvements in our system of governance, including the achievement of the reforms listed above. The Corporation is committed to achieving its purposes by all possible peaceful, lawful means.

XXXIX. The primary goal of the Corporation is to enable, encourage and facilitate enduring institutionalized Citizen Vigilance of governmental behavior on the part of the People and the protection, preservation and enhancement of constitutional governance carried out in decency and good order, with the Highest Fidelity to, and in accordance with, the essential principles of: Natural Rights; Popular Sovereignty; the equality of Men; the origin, object and limited nature of government according to America's Declaration of Independence; the Principle of separation of powers; the public's right to Privacy; the public's right to Access and Accountability; the Individual Right to Petition one's government for a Redress of Grievances (without exception or limitation); and the obligation of the Government to adhere to the Charters of Freedom and to respond to the People's Petitions for Redress of Grievances.

XL. In summary, this Corporation will serve as an instrument of the People of this State, dedicated and directed with Just Purpose toward the manifestation and maintenance of forms and institutions of government that will best secure the promises of Life, Liberty, and the Pursuit of Happiness passed to us through our Charters of Freedom, being fully concordant and resonant with the Laws of Nature and the intention of Nature's God.

FOURTH: The corporation shall be a Type A corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of Washington, State of New York.

SIXTH: The names and addresses of the three initial directors of the corporation are:

Name: Robert L. Schulz
Address: 2458 Ridge Road, Queensbury, NY 12804

Name: Anthony Futia, Jr.
Address: 34 Custis Ave., North White Plains, NY 10603

Name: Judith M. Whitmore
Address: 2458 Ridge Road, Queensbury, NY 12804

SEVENTH: The Secretary of State is designated as agent of the Corporation on whom process may be served. The post office address to which the Secretary of State shall mail a copy of any such process is:

2458 Ridge Road,
Queensbury, New York 12804

EIGHTH: *(Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph.)*

Included under "THIRD" above.

Incorporator Name: Robert L. Schulz
Address: 2458 Ridge Road, Queensbury, NY

Signature: 

12/5/97

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

DEC 05 1997



Special Deputy Secretary of State

F 971124000800

**CERTIFICATE OF INCORPORATION
OF
WE THE PEOPLE FOUNDATION FOR
CONSTITUTIONAL EDUCATION, INC.**

under section 402 of the Not-For-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

- (1) The name of the corporation is:

We The People Foundation For Constitutional Education, Inc.

- (2) The corporation is a corporation as defined in subparagraph (a) (5) of section 102 (Definitions) of the Not-For-Profit Corporation Law.

- (3) The purpose or purposes for which the corporation is formed are as follows:

The Foundation is established to fulfill what its incorporators believe to be a fundamental need in New York State for more information, awareness, and knowledge about the state constitution, about the sovereignty of the people whose will the constitution is designed to express, and about the government it is meant to control. The need for such an informational campaign by the We The People Foundation has most recently been shown in the circumstances of the defeat of the constitutional convention question on November 4, 1997.

The need for better information has at least three causes: first, the failure of the public schools of the state to teach the principles, history, and language of the state constitution; second, the failure of the political and governmental leadership of the state to draw attention to the upcoming ballot question or to acknowledge the need for governmental reform on a scale that can only be accomplished by the intensive, broadscale review and revision of a periodic Constitutional Convention (in fact, the government did nothing to let the people know the question was on the ballot and how the convention process would work); and third, the need for the citizenry to always be vigilant and conscious about their right to conduct a wholesale revision and amendment process through a Constitutional Convention.

In view of the enlightened and supportive editorial analysis provided by almost all of the sixty-five major daily newspapers circulated in the State, what happened on November 4, 1997, was a grave socio-political calamity. The required referendum provided an opportunity for the people of the State of New York to elect "special delegates" who, in convention assembled, would review and evaluate the performance of their government and recommend any necessary revisions to their State Constitution. The referendum was ordered to occur by the Constitution itself, without fail, every twenty years, unless a shorter period should be ordered

by the Legislature. The question was defeated 60-40 at the ballot box in an off-year election in which some counties recorded an unprecedented low voter turnout. It can only be assumed that not enough supportive information was publicized about the issue to enable voters to recognize the importance and opportunity it afforded.

Amid almost universal agreement that New York's government badly needs fixing, in order to provide and sustain appropriate governmental organization, functions and procedures, this defeat -- one that denied the people of the State a fundamental right -- was organized and paid for by well-financed and highly-organized special interests concerned that constitutional revision and governmental reform would result in changes to their hard-won institutional benefits and that the type of public attention engendered by a "wholesale" evaluative and amending process would interfere with the easily manipulated legislative constitutional amendment process now considered by them to be practical and "comfortable."

The preponderantly negative vote was "bought" by strong "political-type" organizations that were not concerned about the public interest, and that were supported by the leadership of the state's labor unions, with their "war chest" derived substantially from statutory State-employee dues deductions, and by a major contribution from the leadership of the Trial Lawyers Association. Representing themselves as a "citizens group" they conducted a major direct mail and television campaign full of outright misstatements and innuendoes, playing upon the fears of their constituencies, which voted the party line, based on false premises, not the public interest. Obviously, this calls for an answer that can only be supplied by a Statewide educational effort.

The Foundation's education program will work to inform the public, increase awareness, and encourage appropriate governmental reform through constitutional processes. The Foundation will organize throughout the State, will obtain the necessary funding, for the work, through contributions, and will use its influence and funds to facilitate other programs and activities pursuing the same socially beneficial ends.

- (4) The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in section 202 of the Not-For Profit Corporation Law, subject to any limitations provided in the Not-For-Profit Corporation Law or any other statute of the State of New York.
- (5) The corporation shall be a Type B corporation pursuant to section 201 of the Not-For-Profit Corporation Law.

(6) The initial Directors are:

Robert L. Schulz
2458 Ridge Road
Queensbury, New York 12804

Fairlene G. Rabenda
8 Claudia Lane
Poughkeepsie, New York 12630

David Carney, Ph.D.
PO Box 1465
Sag Harbor, New York 11963

Carl Lanzisera
1395 N.Y. Avenue
Huntington, New York 11746

Elena Sassower
16 Lake Street, Apt. 2C
White Plains, New York 10603

Edward P. Scharfenberger, Esq.
6 Henry Close
Warwick, New York 10990

Patricia A. Friedman
175 Roxbury Road So.
Garden City, New York 11530

Burr V. Deitz
444 Whitehall Road
Albany, New York 12208

Paul Gilchrist, Ph.D.
14 Stevens Road
Queensbury, New York 12804

Ruth E.A. Davis
4057 State Rt. 9
Plattsburgh, New York 12901

Peter J. Galie, Ph.D.
22 Highland Drive
Williamsville, New York 14221

Peter Candela
7 Nautilus Ct.
Hampton Bays, New York 11946

Lee Lutz
17 Audubon Gate
Miller Place, New York 11764

Chris Garvey, Esq.
16 Nicoll Avenue
Amityville, New York 11701

Lloyd F. Wright
16 Farview Road
Hopewell Jct., New York 12533

Dottie-Lou Brokaw
PO Box 66
Lake Hill, New York 12448

Robert G. Prentiss
~~315 Ushers Road~~ 19 MC NUTT AVE
~~Executive Park, N. Way Exit 10~~ ALBANY N.Y.
Ballston Lake, New York 12019 12205

Anthony Futia, Jr.
34 Custis Ave.
N. White Plains, New York 10603

Keith W. McCart
RD#1 Box 211A
White Creek, New York 12057

Lenore Clesceri, Ph.D.
Lake Shore Drive
Bolton Landing, New York 12814

George McGowan
313 Bloody Pond Road
Lake George, New York 12845

Marilyn Helen McDougall
4528 Middle Reservation Road
Perry, New York 14530

- (7) The office of the corporation is to be located in the County of Washington, State of New York.
- (8) The Secretary of State is designated as agent of the corporation on whom process may be served. The post office address to which the Secretary of State shall mail a copy of any such process is:

2458 Ridge Road
Queensbury, New York 12804
- (9) No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- (10) No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
- (11) In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.
- (12) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954; as amended, and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941 (d) of the Code; (b) retain any excess business holdings as defined in Section 4943 (c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 (d) of the Code.

IN WITNESS WHEREOF, the undersigned incorporator, or each of them if there are more than one, being at least eighteen years of age, affirm(s) that the statements made herein are true under the penalties of perjury.

F 971124000800

SIGNED THIS DATE: November 24, 1997

Robert L. Schulz
2458 Ridge Road
Queensbury, New York 12804

Robert L. Schulz
Signature

Paul Gilchrist
14 Stevens Road
Queensbury, New York 12804

Paul Gilchrist
Signature

Keith W. McCart
RD#1 Box 211A
White Creek, New York 12057

Keith W. McCart
Signature

NOV 24 4 42 PM '97

RECEIVED

CERTIFICATE OF INCORPORATION

OF

WE THE PEOPLE FOUNDATION FOR CONSTITUTIONAL EDUCATION, INC

under Section 402 of the Not-For-Profit Corporation Law

NOV 24 4 48 PM '97

FILED

Filed by: Robert L. Schulz
2458 Ridge Road
Queensbury, New York 12804

97-236

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 24 1997
TAX \$ 0
BY: JW

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WASHINGTON

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12/31/01

We The People Foundation For Constitutional Education, Inc.

2458 Ridge Road, Queensbury, NY 12804
Telephone: (518) 656-3578 Fax: (518) 656-9724
www.givemeliberty.org

December 31, 2001

Hon. Eliot Spitzer, Esq.
Attorney General
NYS Department of Law
The Capitol
Albany, NY 12224

Re: Amended Certificate of Incorporation

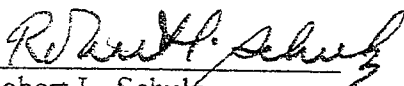
Dear Mr. Spitzer,

Attached to this letter is a copy of this Foundation's Certificate of Amendment, which was approved by our Board of Directors on December 15, 2001, and which now needs the approval of a Justice of the NYS Supreme Court because the Foundation is a Type B Corporation under the State's Not-For-Profit Corporation Law. We are now seeking that approval.

We are required by Section 807 of the Not-For-Profit Corporation Law to notify you that we are seeking the approval of a Justice of the Supreme Court. Please review the Certificate of Amendment and, if appropriate, indicate your approval in the space provided.

Thank you for your consideration.

Very truly yours,


Robert L. Schulz
Chairman

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
WE THE PEOPLE FOUNDATION FOR
CONSTITUTIONAL EDUCATION, INC.

under section 803 of the Not-For-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the corporation is:

We The People Foundation For Constitutional Education, Inc.

(2) The Certificate of Incorporation was filed by the department of State on November 24, 1997, under section 402 of the Not-For-Profit Corporation Law.

(3) The corporation is a corporation as defined in subparagraph (a) (5) of section 102 (Definitions) of the Not-For-Profit Corporation Law; the corporation was and remains a Type B corporation pursuant to section 201 of the Not- For-Profit Corporation Law.

(4) The ^{THIRD} ~~fourth~~ provision of the certificate of incorporation, which lists the purposes of the corporation, is amended to read as follows:

The purpose or purposes for which the corporation is formed are as follows:

The Foundation is established to fulfill what its incorporators believe to be a fundamental need in the country among the people for more information, awareness, and knowledge about the federal and state constitutions, about the

sovereignty of the people whose will the constitutions are designed to express, and about the government they are meant to control.

The need for better information has at least three causes: first, the failure of the K-12 schools of the country to teach the principles, history, and language of the federal and state constitutions; second, government at all levels appears to be disregarding the boundaries placed around its power by our written constitutions; and third, the need for the citizenry to always be vigilant and conscious about what is going on in government and their right to intelligently, professionally and rationally confront unconstitutional and illegal behavior by those wielding governmental power.

The Foundation's education program will work to inform the public, increase awareness, and encourage appropriate governmental reform through constitutional processes. The Foundation will organize throughout the country, will obtain the necessary funding for the work, through contributions, and will use its influence and funds to facilitate other programs and activities pursuing the same socially beneficial ends.

(5) This amendment of the Certificate of Incorporation was authorized by a majority vote of the members of the Board of Directors present at the annual meeting of the Board held on December 15, 2001.

(6) The Secretary of State is designated as agent of the corporation on whom process may be served. The post office address to which the Secretary of State shall mail a copy of any such process is:

2458 Ridge Road
Queensbury, New York 12804

Director

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, affirm(s) that the statements made herein are true under the penalties of perjury.

SIGNED THIS DATE: December 19, 2001

Robert L. Schulz
Robert L. Schulz
2458 Ridge Road
Queensbury, New York 12804

Filed by:

Burr V. Deitz
444 Whitehall Road
Albany, New York 12208

Approved us to from

Joseph R. Cannizzaro
Hon.

JOSEPH R. CANNIZZARO

Justice of the Supreme Court

of the State of New York

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

Timothy B. Lennon 12/5/01
ASSISTANT ATTORNEY GENERAL DATE

Timothy B. Lennon

RESOLUTION # 3: To amend the Certificate of Incorporation

BE IT RESOLVED, that a Certificate of Amendment of the Certificate of Incorporation of We The People Foundation for Constitutional Education, Inc., as approved by the Board at today's meeting, shall be filed in the office of the Secretary of State of New York State, and be it further

RESOLVED, that a copy of said Certificate shall be filed with the minutes of today's board meeting.

Introduced by: Burr Deitz

Seconded by: Chris Garvey

Voting "Yes": David Carney, Ruth Davis, Burr Deitz, Pat Friedman, Anthony Futia, Carl Lanzisera, Robert Prentiss (by proxy), Faye Rabenda, Chris Garvey and Bob Schulz

Voting "No":

Abstain: Elena Sassower

Approved: Yes X

No _____

BYLAWS FOR

WE THE PEOPLE FOUNDATION FOR CONSTITUTIONAL EDUCATION, INC.

(As amended on December 15, 2001)

ARTICLE I. GENERAL.

1. Name. This organization is named We The People Foundation for Constitutional Education, Inc., (the Foundation) and is incorporated under the laws of the State of New York, Not-For-Profit Corporation Law, subparagraph (a)(5) of Section 102 (Definitions). It shall be a Type B corporation pursuant to Section 201. 2. Location. The principal corporate office of the Foundation is located in Washington County, New York. Its mailing address is 2458 Ridge Road, Queensbury, New York, 12804.

3. Purpose. The Foundation is established to fulfill a fundamental need for more public information, awareness, and knowledge about the federal and state constitutions, about the sovereignty of the people whose will the constitution is supposed to express, and about the government it is meant to control. The Foundation will address these needs with a variety of educational programs, research and investigation into constitutional issues, and evaluation of governmental performance with respect to the constitutions.

ARTICLE II. BOARD OF DIRECTORS.

1. The activities of the Foundation shall be overseen, regulated, and generally directed by a Board of Directors (the Board). The Board shall be comprised of no less than five and no more than 21 members. The current members are listed on the list of Members of the Board of Directors, attached. The size of the Board may be changed from time to time through amendment to the Bylaws by the Board of Directors.

2. Terms and succession. Members of the Board shall serve until new members are selected. Members shall be elected or re-elected by the Board at a meeting scheduled to be held in November 2002. Such election may occur sooner if so determined by the Board.

3. Meetings. Regular meetings of the Board shall be held quarterly. At least ten days prior to each meeting, the Secretary shall send to each member written notification of the meeting, including a preliminary agenda, as prepared by the Chairman, and notice of any actions taken by the Executive Committee. Special meetings may be called by the Chairman upon seven days' written notice to members of the Board.

4. Quorum. For the purposes of conducting business at a meeting of the Board, at least 5 members must be present. A majority of those present and voting shall be sufficient to pass a motion. If there is not a quorum, business may be conducted by the Executive Committee, as prescribed below, waiving 24-hour notice. If there is not a quorum at a meeting of the Board at which a matter is to be voted upon that is beyond the power of the Executive Committee to take action upon, the motion or resolution may be sent out to the Board members by the Secretary for ratification; such ratification shall require that a majority of the Board members send back a response approving the motion.

5. Order of Business. The order of business at regular board meetings shall be as follows: roll call; requests for additional agenda items; vote to approve minutes of previous meeting; committee reports; officers' reports; old business; new business. Meetings shall be guided by Roberts' Rules of Order.

6. Removal of board member. A member of the Board may be removed from office for actions or behavior detrimental to the purposes of the Foundation by a majority vote in a meeting of the Board at which a quorum is present.

ARTICLE III. OFFICERS AND OFFICIALS.

1. The Board of Directors shall elect from among its members a Chairman, Vice-Chairman, Treasurer, and Secretary. The Board may also designate other officials, including a Bookkeeper/accountant and an Attorney. Duties are as follows:

The Chairman shall be the Executive Officer of the Foundation, and shall perform all the duties usually incident to such office.

The Vice-Chairman shall have authorization to perform the duties of the Chairman in the event the Chairman is absent, incapacitated, or unable to act.

The Treasurer shall have custody of the Foundation's funds and securities, and shall keep full, clear, and accurate accounts of all receipts and disbursements in books belonging to the Foundation. The Treasurer shall deposit all funds of the Foundation in the name of the Foundation in such bank or banks as shall from time to time be designated by the Board of Directors.

The Secretary shall issue or cause to be issued all notices and agendas of meetings of the Foundation's Board of Directors, and shall keep complete records of the minutes of the meetings of the Board and the Executive Committee. The Secretary may use audio and/or video tape of meetings to assist in this function.

The Secretary shall also keep custody of updated Bylaws and Policy Statements of the Foundation.

A Bookkeeper/accountant may be elected by the Board of Directors to assist the Treasurer, and an Attorney may be appointed by the Board of Directors for legal consultation.

2. Election and Terms of Officers and Officials. The officers and officials of the Foundation shall be elected by the Board of Directors at such meeting thereof previously designated for the purpose by the Board and noticed to Board members in the meeting announcement. Officers and officials shall serve until their successors are elected, providing the Board of Directors may terminate the tenure of their office at will.

3. Removal of officer or official. An officer or official may be removed by vote of the Board for excessive absence, unsatisfactory performance, or any other sufficient reason.

ARTICLE IV. COMMITTEES.

1. Standing committees of the Foundation shall include the Executive, Finance, Fundraising, and Program. The members of any committee shall serve until their successors have been selected. The chairperson and all committee members not otherwise provided for in these Bylaws shall be appointed by the Chairman subject to approval by the Board of Directors. The absence of a veto by the Board shall be regarded as approval. The Chairman shall be an ex-officio member of any committee. All committees shall report to the Board and submit reports of their meetings to the Secretary.

2. The Executive Committee shall consist of the Chairman, Vice-Chairman, Treasurer, Secretary, and the chairpersons of Fundraising and Program Committees. The Executive Committee shall have full authority to conduct the affairs of the Foundation between meetings of the full Board as if it were the full Board, except that the Executive Committee may not amend the Bylaws, nor remove an officer or member of the Board, nor reverse or undo an action or resolution previously adopted by the Board. A quorum for the Executive Committee shall be three. If a quorum is present, a simple majority vote is sufficient to carry a motion. Executive Committee meetings may be called by the Chairman or any two of its members on 24 hours notice by telephone, or less if there is no objection. Committee members shall be notified of agenda items at the time the meeting is called. It is permissible to conduct an Executive Committee meeting by conference call, if notification, agenda, and quorum requirements, above, are met. If a Board of Directors meeting shall fail to have a

quorum, the Executive Committee may meet in lieu of the Board, with notification requirement waived.

3. The Finance Committee shall consist of the Chairman of the Board, the Treasurer, and chairpersons of the Fundraising and Program Committees. At least three members of the Committee must be present at a meeting to conduct the business of the Committee. The Finance Committee shall: prepare the Foundation's budget for approval by the Board; audit the books of the Foundation; prepare quarterly financial reports to be reviewed by the Board; and prepare and propose rules, policies, and procedures for the conduct of financial affairs for approval by the Board of Directors. The Committee may be assisted by the Foundation's Bookkeeper and Attorney. The financial books of the Foundation shall be open for inspection or review by any members of the Board before, during, and after a Board meeting at least once each quarter.

4. The Fundraising Committee shall plan and conduct fundraising activities, including application for grants and solicitation of contributions from individuals or organizations.

5. The Program Committee shall plan and conduct educational activities to accomplish the purposes and goals of the Foundation. Such activities shall include programs to educate and inform the public about the Declaration of Independence, and the federal and state constitutions; foster vigilance in the citizenry; promote and conduct investigative research into constitutional issues and transgressions; evaluate performance of public officials with respect to the constitutions and their constitutional laws; focus the spotlight of public attention upon constitutional matters; communicate issues to the media and public; and propose plans for expenditure of Foundations funds for educational purposes.

ARTICLE V. AMENDING THE BYLAWS.

1. The Bylaws may be amended by the Board of Directors at any regular meeting or at a special meeting called for the purpose. Amendments may be proposed by a Board member at such a meeting, or may be prepared by the Executive Committee and presented to the Board for approval. A proposed amendment must be approved by a majority of those present and voting at a meeting with a quorum in attendance. If a quorum is not present at a Board meeting at which an amendment to the Bylaws is to be voted upon and was noticed in the meeting announcement, the amendment may be sent out to the Board members by the Secretary for ratification; such ratification shall require that a majority of members of the Board send back a response approving the amendment.

BOARD OF DIRECTORS

We The People Foundation for Constitutional Education, Inc
December 16, 2001

Robert L. Schulz, 2458 Ridge Road, Queensbury, New York 12804

Fairlene G. Rabenda, 8 Claudia Lane, Poughkeepsie, New York 12630

Peter Candela, 7 Nautilus Ct., Hampton Bays, New York 11946

David Carney, Ph.D., PO Box 1465, Sag Harbor, New York 11963

Cari Lanzisera, 1395 N.Y. Avenue, Huntington, New York 11746

Chris Garvey, Esq., 16 Nicoll Avenue, Amityville, New York 11701

Elena Sassower, 16 Lake Street, Apt. 2C, White Plains, New York 10603

Lloyd F. Wright, 16 Farview Road, Hopewell Jct., New York 12533

Patricia A. Friedman, 175 Roxbury Road So., Garden City, New York 11530

Burr V. Deitz, 444 Whitehall Road, Albany, New York 12208

Anthony Futia, Jr., 34 Custis Ave., N. White Plains, New York 10603

Paul Gilchrist, Ph.D., 14 Stevens Road, Queensbury, New York 12804

Keith W. McCart ,RD#1 Box 211A, White Creek, New York 12057

Ruth E.A. Davis, 4057 State Rt. 9, Plattsburgh, New York 12901

Lenore Clesceri, Ph.D., Lake Shore Drive, Bolton Landing, New York 12814

~~Marilyn Helen McDougall, 4528 Middle Reservation Road, Perry, New York 14530~~

*Resend
Feb 3*

F 971124000801

**CERTIFICATE OF INCORPORATION
OF
WE THE PEOPLE CONGRESS, INC.**

under section 402 of the Not-For-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

- (1) The name of the corporation is:

We The People Congress, Inc.

- (2) The corporation is a corporation as defined in subparagraph (a) (5) of section 102 (Definitions) of the Not-For-Profit Corporation Law.

- (3) The purpose or purposes for which the corporation is formed are as follows:

The Corporation is established for the purpose of developing in the public forum, from the ordinary, non-aligned citizenry, a constituency committed to what Mahatma Gandhi and Martin Luther King, Jr. referred to as a "militant, non-violent, mass-movement" with the goal of achieving substantial reforms in the structure and process of government in the State of New York, through constitutional means.

It is universally accepted that the government of the State of New York is, for the most part, dysfunctional, non-responsive, non-representative and not accountable for its faults; it is "broken" and needs to be fixed.

The incorporators recognize that the acknowledgment of popular sovereignty as a social and political force in the State of New York is a fundamental need and that this fundamental need may only be achieved through the medium of a people's constitutional convention with all that implies.

The incorporators also recognize that the requirements for changes in governmental structure and process may and probably will include, but not necessarily be limited to: increased accountability, ethics and efficiency; a non-partisan commission to determine the boundaries of the districts of state legislators; the adoption of a complete fiscal plan before the start of the ensuing fiscal year or the appropriation of any non-emergency funds for that fiscal year; the clarification and strengthening of public-debt-limiting restrictions; the clarification and strengthening of the prohibitions regarding the gifting of public funds for private purposes; legislature reform including the strengthening of representative democracy and participatory democracy; a reduction in and control over the cost and secrecy of the Legislature; easier access to the ballot for independents and party insurgents; tax simplification, fairness and reduction; weakening of the power

of political parties and of government in general; weakening of the desire of special interests to influence legislative bodies; non-partisan elections; a judiciary that is more independent and accountable; and, laws which do not favor public education over private education.

The incorporators believe these needed reforms are simply not possible through existing political and governmental processes due in large part to the control and influence the major political parties have over the selection and behavior of our legislators, governors and judges and the influence various special interests and monied institutions have over our political and governmental leaders, creating a virtual impossibility of reform.

The Corporation will, by rational, intelligent and professional means: 1) make it difficult for those currently wielding political and governmental power to continue in power with a "business as usual" approach; and 2) lead the people of the state toward significant improvements in our system of governance, including the achievement of the reforms listed above. The Corporation is committed to achieving its purposes by all possible means short of civil disobedience and violence.

The primary goal of the Corporation is for the people to assume command by ordering a constitutional convention in 1998, or as soon thereafter as possible, to achieve a state constitution which clearly demonstrates the principles of: natural rights; popular sovereignty; the equality of men; the origin and object of the government; separation of powers; the right to petition the government for a redress of grievances (without exception); the right of remonstrance and revolution, the public's right to privacy; the public's right to know; and "social values inculcated," among others.

- (4) The Corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in section 202 of the Not-For-Profit Corporation Law, subject to any limitations provided in the Not-For-Profit Corporation Law or any other statute of the State of New York.
- (5) The Corporation shall be a Type A corporation pursuant to section 201 of the Not-For-Profit Corporation Law.
- (6) The initial Directors are:

Robert L. Schulz
2458 Ridge Road
Queensbury, New York 112804

Carol Cris
2 High Hill Drive
Sound Beach, New York 11789

Philip Goldstein
10 Rodney St.
Pt. Jefferson Sta., New York 11776

Patricia A. Friedman
175 Roxbury Road So.
Garden City, New York 11530

Harvey Kash
5 Hillside Avenue
Great Neck, New York 11021

Julia S. Gambino
15 Dale Drive
Farmingdale, New York 11735

Pat Beldotti
1 Marion Place
Millwood, New York 10546

Patricia Villanova
14 West Avenue
Putnam Valley, New York 10579

William E. Haase
42 Ervin Drive
Wappingers Falls, New York 12590

Dottie-Lou Brokaw
PO Box 66
Lake Hill, New York 12448

Fairlene G. Rabenda
8 Claudia Lane
Poughkeepsie, New York 12603

Posr A. Posr
PO Box 1429
New York, New York 10009

Burr V. Deitz
444 Whitehall Road
Albany, New York 12208

Keith W. McCart
RD#1 Box 211A
White Creek, New York 12057

A.J. Sweney
749 Bay Street
Rochester, New York 14609

Marilyn Helen McDougall
4528 Middle Reservation Road
Perry, New York 14530

Donald G. Hobel
3767 Moyer Road
North Tonawanda, New York 14120

Carl Frank
8905 Sheridan
Clarence, New York 14031

Charles A. Schiano, Sr.
3562 Lake Avenue
Rochester, New York 14612

- (7) The office of the Corporation is to be located in the County of Washington, State of New York.
- (8) The Secretary of State is designated as agent of the Corporation on whom process may be served. The post office address to which the Secretary of State shall mail a copy of any such process is:

2458 Ridge Road
Queensbury, New York 12804

F 971124000801

- (9) No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- (10) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the internal Revenue Code of 1954; as amended, and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941 (d) of the Code; (b) retain any excess business holdings as defined in Section 4943 (c) of the Code; (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 (d) of the Code.

IN WITNESS WHEREOF, the undersigned incorporator, or each of them if there are more than one, being at least eighteen years of age, affirm(s) that the statements made herein are true under the penalties of perjury.

SIGNED THIS DATE: November 24, 1997

Robert L. Schulz
2458 Ridge Road
Queensbury, New York 12804

Burr V. Deitz
444 Whitehall Road
Albany, New York 12208

Carol Cris
2 High Hill Drive
So. Beach, New York 11789

Robert L. Schulz
Signature

Burr V. Deitz
Signature

Carol Cris
Signature

RECEIVED

FILED

Nov 24 4 42 PM '97
Nov 24 4 48 PM '97

CERTIFICATE OF INCORPORATION
OF
WE THE PEOPLE CONGRESS, INC..

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 24 1997

TAX \$ 0
BY: JW

under Section 402 of the Not-For-Profit Corporation Law

WASHINGTON

Filed by: Robert L. Schulz
2458 Ridge Road
Queensbury, NY 12804

4

971124000831

PMS
(12/2)

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
WE THE PEOPLE CONGRESS, INC.

under section 803 of the Not-For-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the corporation is:

We The People Congress, Inc.

(2) The Certificate of Incorporation was filed by the Department of State on November 24, 1997, under Section 402 of the Not-For-Profit Corporation Law.

(3) The corporation is a corporation as defined in subparagraph (a) (5) of section 102 (Definitions) of the Not-For-Profit Corporation Law; the Corporation was and remains a Type A corporation pursuant to section 201 of the Not-For-Profit Corporation Law.

(4) The third provision of the certificate of incorporation, which lists the purposes or purpose of the corporation, is amended to read as follows:

The Corporation is established for the purpose of developing in the public forum, from the ordinary, non-aligned citizenry, a constituency committed to what Mahatma Gandhi and Martin Luther King, Jr. referred to as a "militant, non-violent, mass-movement" with the goal of achieving substantial reforms in the structure and process of government, through constitutional means.

It is universally accepted that the government is, for the most part, dysfunctional, non-responsive, non-representative and not accountable for its faults; it is "broken" and needs to be fixed.

The incorporators recognize that the acknowledgment of popular sovereignty as a social and political force in the country is a fundamental need and that this fundamental need may only be achieved through educational and political activities.

The incorporators also recognize that the requirements for changes in governmental structure and process may and probably will include, but not necessarily be limited to: the teaching of the history, meaning, effect and significance of every provision of the Declaration of Independence and the federal and state constitutions; increased accountability, ethics and efficiency; the clarification and strengthening of public-debt-limiting restrictions; the clarification of the federal taxing powers; the clarification of the federal war making powers; clarification and strengthening of the prohibitions regarding the gifting of public funds for private purposes; legislature reform including the strengthening of representative democracy and participatory democracy; greater compliance with constitutional treaty provisions; a reduction in and control over the cost and secrecy of the legislatures; easier access to the ballot for independents and party insurgents; weakening of the power of political parties and of government in general; less voter fraud; weakening of the desire of special interests to influence legislative bodies; non-partisan elections; a judiciary that is less politicized and more independent and accountable; and, laws which do not favor public education over private education.

The incorporators believe these needed reforms are simply not possible through existing political and governmental processes due in large part to the control and influence the major political parties have over the selection and behavior of our representatives, governors and judges and the influence various special interests

and monied institutions have over our political and governmental leaders, creating a virtual impossibility of reform.

The Corporation will, by rational, intelligent and professional means: 1) make it difficult for those currently wielding political and governmental power to continue in power with a "business as usual" approach; and 2) lead the people of the states toward significant improvements in our system of governance, including the achievement of the reforms listed above. The Corporation is committed to achieving its purposes by all possible means short of civil disobedience and violence.

The primary goal of the Corporation is for institutionalized vigilance of governmental behavior on the part of the people and the protection, preservation and enhancement of constitutional governance carried out in decency and good order, in line with the essential principles of: natural rights; popular sovereignty; the equality of men; the origin and object of the government; separation of powers; the right to petition the government for a redress of grievances (without exception); the right of remonstrance and revolution, the public's right to privacy; the public's right to know; and "social values inculcated," among others.

(5) This amendment of the Certificate of Incorporation was authorized by a majority vote of the members of the Board of Directors present at the annual meeting of the Board held on December 15, 2001.

(6) The Secretary of State is designated as agent of the Corporation on whom process may be served. The post office address to which the Secretary of State shall mail a copy of any such process is:

2458 Ridge Road
Queensbury, New York 12804

IN WITNESS WHEREOF, the undersigned incorporator, or each of them if there are more than one, being at least eighteen years of age, affirm(s) that the statements made herein are true under the penalties of perjury.

SIGNED THIS DATE: December 19, 2001

Robert L. Schulz
2458 Ridge Road
Queensbury, New York 12804

Burr V. Deitz
444 Whitehall Road
Albany, New York 12208

Filed by:

Burr V. Deitz
444 Whitehall Road
Albany, New York 12208

AMENDED BY-LAWS
WE THE PEOPLE CONGRESS, INC.
(as amended on December 15, 2001)

ARTICLE I. GENERAL

1. NAME: This corporation, We The People Congress, Inc., is organized under the laws of the State of New York, Not-For-Profit Corporation Law, subparagraph (a)(5) of section 102 (Definitions). It shall be a Type B Corporation pursuant to Section 201.

2. LOCATION: The principal corporate office of We The People Congress, Inc. is located in Washington County, New York. Its mailing address is 2458 Ridge Road, Queensbury, New York 12804.

3. PURPOSE:
 - a. An independent organization to hold all public servants accountable to the Federal and State Constitutions.

 - b. To guard the sovereignty of the people against government wrongdoing by monitoring, influencing and promoting legislation, and actively lobbying legislatures.

 - c. To work for legislative reforms and greater citizen-voter-taxpayer participation in their government.

 - d. Work to have a New York State Constitutional Convention as soon as possible.

ARTICLE II. BOARD OF DIRECTORS

1. All activities of the CONGRESS shall be directed by the board of directors. The Board shall be comprised of no less than five and no more than 17 members. The current members are listed on the list of Members of the Board of Directors, attached. The size of the Board may be changed from time to time through amendment to the Bylaws by the Board of Directors.
2. TERMS OF OFFICE AND SUCCESSION: Members of the Board shall serve until new members are selected. Members shall be elected or re-elected by the Board at a meeting scheduled to be held in November 2002. Such election may occur sooner if so determined by the Board.
3. MEETINGS: Regular meetings shall be held quarterly or more frequently upon action of the board of directors. There shall be an annual meeting each year, the date to be determined by the board of directors. The annual, quarterly, or special meetings shall be called by written notice of at least 10 days in advance of said meeting. The Executive Board shall meet at least monthly to conduct normal and routine business of the Congress.
4. QUORUM: For the purpose of conducting business at a meeting of the board, at least five (5) directors shall be present. A simple majority of those present shall be sufficient to carry a motion or resolution.
5. ALTERNATIVE VOTING METHODS: Votes conducted by mail or other non-personal means will require a simple majority of the full board.

6. **REMOVAL OF A BOARD MEMBER** shall be by a majority vote at a regular or special meeting for behavior deemed to be detrimental to the best interests of the Congress.

ARTICLE III. OFFICERS

1. Officers shall be elected by the board of directors from its own members. Officers shall be Chairman, Vice Chairman, Treasurer, and Secretary. The board may designate other officials, including a Bookkeeper/Accountant and an Attorney.
2. The Chairman shall be the Executive Officer of the Congress, and shall conduct all duties usually incident to such office.
3. The Vice-Chairman shall have authorization to perform the duties of the Chairman in the event the Chairman is absent, incapacitated, or unable to act.
4. The Treasurer shall have custody of the Congresses' funds and securities, and shall keep full, clear and accurate accounts of all receipts and disbursements in the books belonging to the Congress. The Treasurer shall deposit all funds of the Congress in the designated bank account.
5. The Secretary shall issue or cause to be issued all notices and agendas of meetings of the Congress Board of Directors, and shall keep records of the minutes of the meetings of the board, and executive committee meetings. The Secretary may use audio and/or videotapes of meetings to assist in this function. The Secretary shall also keep custody of updated By-laws and Policy Statements of the Congress.

6. A bookkeeper/accountant may be elected by the board to assist the Treasurer, and an Attorney may be appointed by the board for legal consultation.
7. TERMS OF OFFICERS: Officers shall be elected for one (1) year terms and shall serve until their successors are elected or their term is terminated by the board of directors. Officers may be removed for excessive absence, unsatisfactory performance, or any other sufficient reason by 2/3 vote of the board of directors.

ARTICLE IV. MEMBERSHIP

1. People can become contributing members by application and approval of the board of directors and by paying a membership fee, which shall be set by the board of directors.
 - a. Members who comprise the Board of Directors, a list is attached, shall be the voting members, eligible to vote on all corporate business.
 - b. The contributing membership is encouraged to staff committees, the membership of which is not otherwise determined by bylaws, and attend corporate meetings.

ARTICLE V. COMMITTEES

1. STANDING COMMITTEES of the Congress shall include the Executive, Fundraising, Finance, and Program. The members of any committee shall serve until their successors have been selected. The chairperson and all committee members not otherwise provided for in these By-laws shall be appointed by the Chairman subject to approval by the Board of Directors.

The absence of a veto by the Board shall be regarded as approval. The Chairman shall be an ex-officio member of each committee. All committees shall report to the Board and submit reports of their meetings to the Secretary.

2. THE EXECUTIVE COMMITTEE shall consist of the Chairman, Vice-Chairman, Treasurer, Secretary, and Chairpersons of program and fundraising committees. The Executive Committee shall have full authority to conduct the business of the Congress between full board meetings. The Chairman or Vice-Chairman and two other board members from the ranks of the officers and standing committee Chairpersons shall be present at all official Executive Committee meetings and shall constitute a quorum. The Executive Committee may not amend by-laws, remove any officer or director, nor reverse or undo any action of resolution previously adopted by the board.
3. THE FINANCE COMMITTEE shall consist of the Chairman of the board, Treasurer, and the Chairpersons of Fundraising and Program committees. The Finance committee shall prepare the budget for board approval, prepare quarterly financial reports for board review, and prepare and propose rules, policies and procedures for the board. Financial books shall be open to all board members at all meetings.
4. FUNDRAISING COMMITTEE shall plan and conduct fundraising activities and solicit contributions from organizations and individuals.
5. THE PROGRAM COMMITTEE shall plan programs and such activities as to accomplish the purposes as set forth in ARTICLE I, 3. PURPOSE of these by-laws.

BOARD OF DIRECTORS
We The People Congress, Inc.
December 16, 2001

Robert L. Schulz, 2458 Ridge Road, Queensbury, New York 12804

Carol Cris, 2 High Hill Drive, Sound Beach, New York 11789

Philip Goldstein, 10 Rodney St., Pt. Jefferson Sta., New York 11776

Patricia Friedman, 175 Roxbury Road, South, Garden City, New York 11530

Harvey Kash , 5 Hillside Avenue, Great Neck, New York 11021

Julia S. Gambino, 15 Dale Drive, Farmingdale, New York 11735

Pat Beldotti, 1 Marion Place, Millwood, New York 10546

Patricia Villanova, 14 West Avenue, Putnam Valley, New York 10579

William E. Haase, 42 Ervin Drive, Wappingers Falls, New York 12590

Fairlene Rabenda, 8 Claudia Lane, Poughkeepsie, New York 12603

Posr A. Posr, P.O. Box 1429, New York, New York 10009

Burr V. Deitz, 444 Whitehall Road, Albany, New York 12208

Keith W. McCart, RD#1 Box 211A, White Creek, New York 12057

A.J. Sweeney, 749 Bay Street, Rochester, New York 14609

Marilyn H. McDougall, 4528 Middle Reservation Road, Perry, New York 14530

Donald G. Hobel, 3767 Moyer Road, North Tonawanda, New York 14120 Charles

A. Schiano, Sr., 3562 Lake Avenue, Rochester, New York 14612