REDRAFTING AMERICA | CONTROLLED DOCUMENT

Articles of Incorporation

A Pennsylvania Nonprofit Corporation

DOCUMENT CONTROL			
DOCUMENT TITLE	Articles of Incorporation		
CONTROL ID	RDA-GOV-001		
WORK ID	01a131c7-1e25-7a9b-aaf0-d81ff2aa710c		
ARTIFACT ID	01a131c7-1e25-790e-96b0-1f7d5d2ceae0		
TYPE	GOV — Governance		
SUBTYPE	Articles of Incorporation		
CLASSIFICATION	PUBLIC		
VERSION	v2.0	**BUILD NUMBER**	250
VERSION DATE	2026-07-04	**EFFECTIVE**	2026-07-04
LIFECYCLE STATUS	PUB — Published		
SUPERSEDES	RDA-GOV-001	**VERSION**	v1.0
DOCUMENT OWNER	Todd McGuckin		
PREPARED BY	Todd McGuckin		
APPROVAL AUTHORITY	Todd McGuckin		
CONFORMANCE STANDARD	RDA-OPS-003	**VERSION**	v1.0
GOVERNING TEMPLATE	RDA-TPL-001	**VERSION**	v4.7

Table of Contents

Select any Article title to go to it. Every page has 🔼 TOC in the footer to return here.

ARTICLE NUMBER	ARTICLE TITLE	TOPICS COVERED	PAGE
FOUNDATION			
I	Name and Corporate Identity	Legal name, corporate identity, registered office, incorporator	3
II	Nonprofit and Tax-Exempt Character	Nonprofit status, tax-exempt character, private inurement, political campaign activity, legislative activity, limitation on activities, conflicts of interest	4
III	Purposes	Primary mission, charitable and educational purposes, pursuit of the mission, lawful and peaceful means, construction of purposes, dedication of assets	6
IV	Perpetual Existence	Perpetual duration, continuity of governing obligations	8
GOVERNANCE			
V	Membership	Nonstock membership, single Member, no ownership interest, limited powers, Independent Director positions and firewall, succession and removal, Acting Member, confidentiality and communications, Guardian of the Eternity Clauses	9
VI	Other Bodies	Other Body framework, authority and independence, Independent Review Panel, Constitutional Review Panel, limits and separation	14
VII	Bylaws	Role of the Bylaws as principal governance instrument, Public Benefit Governance Model, Bylaws Article Record, Standard Clause amendments and Member veto, Eternity Clause amendments, consistency with the Articles, construction and severability	17
MISSION			
VIII	Constitution v2.0	Definition and design goals of Constitution v2.0, Guardian of Constitution v2.0, development and refinement, amendment and constitutional review, custody and protection of the record, national transition	21
ENTRENCHMENT			
IX	Amendments	Board-first amendment procedure, 90-day Board vote, limits on Member petitions, restatement, mandatory legal compliance, Amendment Bridge, Formation authority	25
X	Protected Provisions	Definition of Eternity Clauses, designated Eternity Clause Articles, Mission Preservation Covenants, safeguards, anti-circumvention, recursive protection, order of precedence, severability of protections, enforcement	30
DISSOLUTION			
XI	Dissolution	Authorization to dissolve, distribution of assets, no private distribution, restricted property	35
APPENDIX			
APPENDIX A	Glossary	Every defined term used in these Articles, with a short definition and the provision that governs it	36
APPENDIX B	Acknowledgements	The people, institutions, and tools whose work contributed to these Articles	40
APPENDIX C	Review	Which AI systems wrote to this file, and how many independent audits it requires before publication	43
APPENDIX D	Version History	Each version's date, build, lifecycle status, and summary of changes	44
APPENDIX E	Integrity	SHA-256 and chain hashes that show each version's file has not been altered	45
—	Certification	Certification of adoption by the Board of Directors, approval by the Member, and execution for filing	46

Article I — Name and Corporate Identity

Section 1.1 — Name

The name of the corporation is ReDrafting America (the "**Nonprofit**").

Section 1.2 — Corporate Identity

ReDrafting America is a nonprofit corporation incorporated under the laws of the Commonwealth of Pennsylvania. The Nonprofit shall possess the legal identity, rights, powers, privileges, duties, and limitations established by applicable law and these Articles of Incorporation.

Section 1.3 — Registered Office

The Nonprofit's registered office in the Commonwealth of Pennsylvania shall be provided by its commercial registered office provider, M. Burr Keim Company in Philadelphia County.

Section 1.4 — Incorporator

The name of the incorporator is Todd McGuckin, who is also the principal architect of these Articles.

End of Article I. Return to the TOC

Article II — Nonprofit and Tax-Exempt Character

Section 2.1 — Nonprofit Corporation Law

The Nonprofit is incorporated under the provisions of the Nonprofit Corporation Law of 1988, as amended. The Nonprofit does not contemplate pecuniary gain or profit, incidental or otherwise.

Section 2.2 — Tax-Exempt Character

The Nonprofit is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the **Internal Revenue Code** of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Internal Revenue Code").

Section 2.3 — Private Inurement

The Nonprofit may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purposes. Otherwise, no part of the Nonprofit's net earnings shall inure to the benefit of, or be distributable to, any **Official Representative** or other private person.

Section 2.4 — Political Campaign Activity

The Nonprofit shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. The official stance of the Nonprofit is that it is nonpartisan.

Section 2.5 — Legislative Activity

No substantial part of the activities of the Nonprofit shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted for an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 2.6 — Limitation on Activities

Notwithstanding any other provision of these Articles, the Nonprofit shall not carry on any activity that is not permitted to be carried on by either of the following:

(a) a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code

(b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code

Section 2.7 — Conflicts of Interest

No Official Representative shall decide any matter in which that person has a conflict of interest as defined by the Bylaws, except as the **Formation authority** provides. Deciding includes voting on, approving, consenting to, or vetoing the matter, except legally permissible mandatory ministerial Member execution under the Member conflict procedure in Article V. When a conflicted Official Representative's action is required, or the assigned decision-maker has not been established or cannot act, a Member act proceeds under the Member conflict procedure in Article V; other matters proceed as provided by the **Chain of Authority** established by the Bylaws.

End of Article II. Return to the TOC

Article III — Purposes

This Article is an Eternity Clause under Article X.

Section 3.1 — Primary Mission

The primary mission of ReDrafting America (the "**Primary Mission**") shall be the peaceful design, continual refinement, public education, and lawful adoption of a modern United States Constitution founded upon the principles of truth, liberty, accountability, social democracy, and the long-term flourishing of the American people.

Section 3.2 — Charitable and Educational Purposes

In furtherance of its **Primary Mission**, and subject to the limitations stated in the Nonprofit and Tax-Exempt Character Article, the Nonprofit shall pursue charitable and educational purposes that include all of the following:

(a) **Design** — conducting nonpartisan research to draft, evaluate, and refine a modern United States Constitution, known as **Constitution v2.0**

(b) **Education** — educating the public about constitutional government, civic institutions, and democratic processes

(c) **Participation** — providing peaceful public forums in which people may study, discuss, and contribute to the design of **Constitution v2.0**

(d) **Publication and Preservation** — publishing **Constitution v2.0** and related research and educational materials, and preserving the historical record of its development

(e) **Other Activities** — undertaking other charitable and educational activities reasonably necessary to advance the Primary Mission and consistent with Section 501(c)(3) of the Internal Revenue Code

Section 3.3 — Pursuit of Primary Mission

The Nonprofit shall pursue every element of its Primary Mission, including lawful adoption, only through public education and nonpartisan analysis, study, and research made available to the public, and never through activities not permitted to an organization described in Section 501(c)(3) of the Internal Revenue Code.

Establishing an independent organization to advocate for the lawful ratification of **Constitution v2.0**, and paying that organization's reasonable formation expenses, is

consistent with this Section. Each such payment shall serve a documented charitable purpose, shall not be earmarked for attempting to influence legislation or for participating or intervening in any political campaign, and shall confer no continuing control over that organization. The Nonprofit itself shall continue to pursue its Primary Mission only as this Section provides.

Ratify America, as an independent sister organization, determines its own advocacy positions. The Nonprofit determines only the content and official status of its own proposal and the authorized attribution and use of its licensed property. Ratify America may advocate independently revised or derived text without the Nonprofit's approval if it is clearly identified as Ratify America's own proposal and is not represented as approved or endorsed by the Nonprofit.

In addition to approved formation expenses, the Nonprofit shall provide for nonexclusive, royalty-free sharing of specified intellectual property with Ratify America under a standing written agreement. Conflict-free qualified tax counsel shall review its resources, permitted uses, and terms for consistency with charitable purposes and tax restrictions before approval. Routine covered sharing requires no separate approval; new resources or uses require review before expansion.

The agreement shall distinguish public educational access from specially supplied resources and specify attribution, objective brand standards, use restrictions, records, and remedies. No supplied resource may support candidate-election intervention or a separate political entity. This authorization permits no other advocacy subsidy or control of Ratify America and remains subject to the Nonprofit and Tax-Exempt Character Article.

Section 3.4 — Lawful and Peaceful Means

The Nonprofit shall pursue its purposes and Primary Mission only through lawful and peaceful means, consistent with these Articles and applicable law.

Section 3.5 — Construction of Purposes

The purposes stated in this Article shall be construed in furtherance of the Primary Mission.

Section 3.6 — Dedication of Assets

All assets of the Nonprofit, tangible and intangible, are irrevocably dedicated to the purposes stated in this Article.

End of Article III. Return to the TOC

Article IV — Perpetual Existence

Section 4.1 — Perpetual Duration

The Nonprofit shall have perpetual existence. Perpetual existence means the Nonprofit has no fixed term. It does not preclude dissolution under the Dissolution Article once the Primary Mission is fulfilled or can no longer lawfully or practically be pursued.

Section 4.2 — Continuity of Governing Obligations

A succession to any office, membership, directorship, or other position within the Nonprofit changes no limitation binding it under these Articles. Every obligation, restriction, and **Eternity Clause** protection continues undiminished and without suspension.

End of Article IV. Return to the TOC

Article V — Membership

> **This Article is an Eternity Clause under Article X.**

Section 5.1 — Membership Corporation

The Nonprofit is a membership corporation organized on a nonstock basis. It shall have one (1) statutory voting member (the "**Member**").

Section 5.2 — No Ownership Interest

Membership confers governance rights only. It creates no ownership, proprietary, economic, or beneficial interest in the Nonprofit or its assets. It creates no entitlement to compensation, employment, distributions, or service in any other office. The Member receives no compensation, stipend, or expense reimbursement for service as Member.

Section 5.3 — Limited Powers of the Member

The Member's voting rights are limited to matters expressly reserved to the Member by these Articles and the Bylaws, subject to nonwaivable law. Membership does not confer a general right to vote on every matter of corporate governance. Except under the Formation authority, the Member has no discretionary authority to initiate, adopt, approve, reject, amend, repeal, or reverse a Standard Clause. The Board of Directors governs Standard Clauses. Where applicable law requires Member execution or adoption of a Standard Clause amendment, the Member shall perform only that required ministerial act, without approval discretion or veto, subject to the Member conflict procedure. Classification follows substantive effect: a change affecting an Eternity Clause remains subject to its safeguards regardless of its label or placement. The Member shall not manage the business and affairs of the Nonprofit. It shall not direct any Official Representative except through a power expressly reserved to the Member.

Except under the Formation authority, the Member shall not, by amending the Bylaws or otherwise, confer upon itself any power inconsistent with this Article. No reserved power diminishes the fiduciary duties or independent judgment of any **Director**.

The Independent Review Panel determines whether the Member has a personal conflict and resolves the treatment of that conflict under these Articles, the Bylaws, and applicable law. For each affected Member act, the Panel shall determine in writing

whether the act involves discretion or constitutes mandatory ministerial execution. The Panel may obtain legal advice as needed.

The Member shall perform a mandatory ministerial act when the Panel determines that execution is legally permissible notwithstanding the conflict, that no approval discretion is involved, and that all other applicable conditions have been satisfied. This exception does not authorize a conflicted discretionary vote, consent, or Guardian veto.

When a conflict prohibits a discretionary Member act, the Panel shall administer any expressly authorized and legally permissible substitute procedure. This procedure does not itself expand Acting Member authority or remove restrictions certified against the incumbent. If no lawful substitute is available, the matter remains pending until the conflict is resolved or lawful judicial relief permits it to proceed.

The Panel's determination does not itself constitute a required Member vote, consent, adoption, or approval. Silence, recusal, or expiration of a deadline does not supply that act. No execution deadline requires an act prohibited by applicable law. Where a certified conflict lawfully prevents timely execution, the Panel shall record the reason and status; the Member shall execute a required ministerial act promptly when the legal impediment ends. Independent Counsel performs the Panel's functions only when the existing stand-in provisions authorize it.

Section 5.4 — Succession and Removal of the Member

The Member shall designate a **Designated Successor** and a **Designated Alternate**. Each designation takes effect when lodged with the **Independent Review Panel**. The Panel reviews a designation only for eligibility under the Bylaws and shall privately notify the Member of any defect so that the Member may replace the designee. Until Independent Counsel is engaged, a designation under this Section, and any Reserved Designation, takes effect when the sealed designation instrument is placed in the Nonprofit's records, and shall be lodged with Independent Counsel upon its engagement; eligibility review under this Section occurs upon that lodging. When the office of Member becomes vacant, the Designated Successor succeeds to it. If the Designated Successor is unable or unwilling to serve, the Designated Alternate succeeds. If neither can serve, the Independent Review Panel shall vet and select a successor Member, together with a Designated Successor and a Designated Alternate for that Member, through the Bylaws' process.

During the temporary incapacity of the Member, or while the Member has activated Acting Member service by signed notice, an Acting Member may exercise the

Member's reserved powers as provided by the Bylaws. Acting service ends when the incapacity ends or the Member gives written return notice, and does not constitute succession.

Except under the Formation authority, the Member may be removed only for Just Cause. Removal requires the Independent Review Panel's written finding of Just Cause by clear and convincing evidence and the unanimous sealed ballots of the participating **Disinterested Directors**, under procedures and participation thresholds established by the Bylaws. A vacancy created by removal is filled under this Section.

Removal proceedings shall preserve the confidentiality of the Member's identity required under the Confidentiality and Communications Section. The **Independent Review Panel** shall conduct the entire removal proceeding. Participating Directors shall receive only the Panel's findings and a redacted record, shall deliver their ballots to the Panel outside a **Board of Directors** meeting, and shall not deliberate on the matter as a **Board of Directors**, as the Bylaws further provide.

While the office of Member is vacant and no Acting Member is serving, no approval assigned to the Member may be given. Any matter awaiting that approval shall wait until the office is filled, except an action taken under the Formation authority that the law does not require the Member to approve.

Section 5.5 — Independent Director Firewall

Until Mission Fulfillment Conversion, the Bylaws shall establish three (3) Independent Director positions, filled as the Bylaws provide; a position closes before conversion only as the Bylaws' conversion provisions provide.

Except under the Formation authority, the Member shall have no authority, directly or indirectly, to nominate, appoint, elect, remove, suspend, replace, or control the tenure of an **Independent Director**. Except under the Formation authority, Independent Directors shall be selected and removed only through a process established by the Bylaws that excludes the Member. They shall perform their oversight duties without direction or control by the Member.

Good-faith disagreement with the Member over policy, strategy, governance, or fiduciary judgment is not, by itself, grounds for the Member to remove any Director.

Section 5.6 — Confidentiality and Communications

The identity of the Member is a confidential record of the Nonprofit, kept on the Nonprofit's behalf by the **Independent Review Panel.** The identity of the Member is known only to the Independent Review Panel, Independent Counsel, the Designated

Successor and Designated Alternate, the holder of any Reserved Designation, and anyone to whom applicable law requires disclosure. The Member's powers and limits are public; only the Member's identity is protected.

The Member acts only in writing and communicates with the Nonprofit only through the Independent Review Panel. The Board of Directors delivers every matter requiring the Member's consent or veto to the Independent Review Panel. The Panel delivers it to the Member, authenticates the Member's written response, and returns that response to the Board of Directors. The Independent Review Panel certifies the Member's authority without disclosing the Member's identity, and a Member act so certified binds the Nonprofit.

Until the Independent Review Panel is fully seated, and whenever it cannot act, Independent Counsel performs its functions under this Article. Until Independent Counsel is engaged, the Member may act by a signed written instrument that identifies its signer only as "the Member" and is placed in the Nonprofit's records. The signed original, which identifies the Member, shall be sealed and lodged with Independent Counsel upon its engagement. The Board of Directors shall engage Independent Counsel within ninety (90) days after incorporation, and in any event before Formation Governance concludes.

Every matter concerning the Member's identity, eligibility, conduct, conflicts, incapacity, succession, or removal is assigned to the Independent Review Panel. No Official Representative may attempt to discover or disclose the Member's identity except as the Bylaws or applicable law require. Confidentiality shall not be used to conceal misconduct or to obstruct the oversight duties of any Director.

The Nonprofit shall not voluntarily disclose the Member's identity to a Director. A Director's need for information shall first be addressed through redacted records, conflict checks, certifications, or authenticated instruments that do not identify the Member. The Independent Review Panel shall respond to a Director's request within two (2) business days. Any disputed demand for identity disclosure shall be contested through lawful judicial procedures, with protective orders, sealed proceedings, and limits on recipients and use sought as appropriate. Disclosure to a Director requires a binding court order compelling it and shall be limited to what the order requires. A challenge does not itself stay an order; the Nonprofit shall comply with an enforceable order unless its operation has been stayed. Nothing in this procedure authorizes violation of nonwaivable law or obstruction of judicial enforcement of informational rights.

Section 5.7 — Guardian of the Eternity Clauses

The **Member** serves as **Guardian** of the **Eternity Clauses** and is entrusted with protecting their substance and purpose and their fidelity to the **Primary Mission** and the **Mission Preservation Covenants**.

Guardianship is a stewardship capacity held by virtue of membership. As **Guardian**, the **Member** holds the authority the Guardian Protection safeguard of the Eternity Clause Safeguards Section and the Amendment Bridge assign: a veto over every amendment, repeal, designation, or removal affecting an Eternity Clause of the Bylaws or of these Articles, delivered within that safeguard's window. The Member is Guardian of the Eternity Clauses only. Standard Clauses belong to the Board of Directors; the Member has no discretionary approval or veto over them. Any legally required Member execution or adoption is ministerial and subject to the Member conflict procedure. The Member's vote on an amendment of these Articles is ministerial: the Member shall adopt the amendment in writing within thirty (30) days after delivery and may withhold that adoption only by a Guardian veto of an amendment affecting an Eternity Clause.

Guardianship passes with the office of **Member**. An **Acting Member** serves as **Guardian** while exercising the **Member**'s reserved powers. No change affecting an Eternity Clause takes effect while no Member or Acting Member serves, except under the Formation authority.

End of Article V. Return to the TOC

Article VI — Other Bodies

> **This Article is an Eternity Clause under Article X.**

Section 6.1 — Other Bodies Overview

Under 15 Pa.C.S. §§ 5103 and 5721, the Nonprofit exercises certain specialized governance functions through Other Bodies. Their powers are vested by provisions of the Bylaws adopted by the Member. Other Bodies provide independent review, accountability, and constitutional oversight where separation from the Board of Directors, the Member, or management is necessary. That separation preserves impartiality, institutional integrity, and public trust.

An **Other Body** is distinct from the Board of Directors and is not a committee or subdivision of it. The Other Bodies established by these Articles are the **Independent Review Panel** and the **Constitutional Review Panel**.

Section 6.2 — Authority and Independence

Each Other Body exercises only the authority expressly assigned to it by these Articles, or by Bylaws consistent with these Articles. Its members exercise independent and impartial judgment. They do not act as representatives or agents of the Board of Directors, the Member, management, any donor, any political affiliation, or any other interest.

No Official Representative shall direct, supervise, control, retaliate against, or improperly influence an Other Body or its members in the lawful exercise of its authority. Service by the same person on an Other Body and in another capacity does not merge those capacities. Authority exercised in one capacity remains distinct from authority exercised in the other.

Section 6.3 — Independent Review Panel

The Independent Review Panel is the Nonprofit's standing independent review and accountability body, composed of independent attorneys. It provides independent and impartial consideration of matters that require separation from the Board of Directors, the Member, management, or another interested authority. These include the reviews, determinations, and communications assigned to it by the Membership Article and the vetoes delivered to it under the Adoption and Amendment of the Bylaws Section. The Bylaws establish its composition, qualifications, eligibility, and

procedures. Each regular member of the Independent Review Panel also serves on the **Constitutional Review Panel** as a mandatory duty of that membership, as the Constitutional Review Panel Section provides, and receives no separate compensation for that service.

Section 6.4 — Constitutional Review Panel

The Constitutional Review Panel is the **Other Body** that reviews and approves amendments to **Constitution v2.0** and Eternity Clauses protected under the **Protected Provisions** Article. Until **Mission Fulfillment Conversion**, the Constitutional Review Panel consists of the following twenty-eight (28) members:

Component	Count
Board of Directors (Pillar and Independent)	14
Independent Review Panel	5
Outside members (appropriate expertise or experience)	9
Total	28

The regular members of the Independent Review Panel hold the five Independent Review Panel seats on the Constitutional Review Panel by virtue of that membership, without separate appointment. The nine outside members who do not hold Independent Review Panel seats shall be citizens of the United States and independent of the Nonprofit, and shall be selected so that together they bring expertise and experience in constitutional design and the public interest, including lived experience in communities most affected by government, and a broad range of constitutional perspectives, as the Bylaws provide. After Mission Fulfillment Conversion, its composition is established by the Bylaws and includes every regular member of the Independent Review Panel. Its qualifications and procedures are established by the Bylaws within an Eternity Clause. The Member shall adopt the provisions of the Bylaws that vest the Independent Review Panel and the Constitutional Review Panel with their powers, as 15 Pa.C.S. § 5721 requires. The Member shall adopt each amendment of those provisions that the Board of Directors adopts; that adoption is not an approval that may be withheld, and it does not replace any consent the Member gives as Guardian of the Eternity Clauses.

The Constitutional Review Panel shall review and approve every amendment to **Constitution v2.0** while it remains the Nonprofit's proposal, under procedures established by the Bylaws. No such amendment takes effect without the Panel's approval and the written approval of the Guardian of Constitution v2.0, except under the Formation authority and except that while the Amendment Bridge applies, it governs in place of the Panel's approval. An **Interim President** may not give that

approval, and while no eligible Guardian is serving, the amendment shall wait, except under the Formation authority. Once **Constitution v2.0**, or text substantially derived from it, formally enters a United States constitutional process, the Nonprofit's authority over that text is limited to maintaining its own proposal. After an Adoption Trigger, amendments follow the ratified constitution's own procedures.

Section 6.5 — Limits and Separation

No Other Body may exercise ordinary management or executive authority, or assume authority assigned to another person or body. Action by one Other Body does not substitute for an action, approval, or consent independently required of the Board of Directors, the Member, the President, or any Other Body. No Bylaw, Board Resolution, policy, or other subordinate governance instrument may enlarge, transfer, circumvent, or materially diminish the authority or independence established by this Article.

End of Article VI. Return to the TOC

Article VII — Bylaws

Section 7.1 — Bylaws Overview

The Nonprofit shall maintain Bylaws as its principal instrument for implementing the governance architecture established by these Articles.

The Bylaws shall provide sufficient detail for the consistent administration of the Nonprofit's governance structure and shall serve as the primary repository for governance requirements that do not require constitutionalizing in these Articles.

ReDrafting America holds that an organization advocating constitutional reform should itself be governed by constitutional principles. The Bylaws shall therefore serve as the principal governance framework through which the Nonprofit applies the principles of durability, transparency, accountability, ethical governance, and institutional integrity to itself.

The Bylaws shall contain the governance, operational, and administrative provisions necessary to implement these Articles and govern the continuing affairs of the Nonprofit. Core ethical standards, transparency requirements, governance safeguards, institutional protections, and fiduciary responsibilities shall be established in the Bylaws rather than delegated solely to policies, manuals, or administrative procedures.

The Bylaws shall establish the procedures, responsibilities, qualifications, standards, thresholds, timelines, records requirements, and administrative requirements necessary for the governance and operation of the Nonprofit, including provisions governing Official Representatives, governing bodies, offices, programs, and organizational activities, while preserving the purposes, authority, boundaries, and institutional relationships established by these Articles. Matters of implementation and administration should be governed by the Bylaws rather than these Articles unless constitutional protection, permanence, institutional independence, reserved authority, or another governance consideration requires their establishment in the Articles of Incorporation.

The Nonprofit shall maintain a **Public Benefit Governance Model** informed by principles used by benefit corporations and directed toward mission accountability, consideration of affected communities, long-term public benefit, and transparent reporting.

The Bylaws may allocate duties and responsibilities within authority established by these Articles but shall not independently create, transfer, or extinguish authority reserved or assigned by these Articles.

The Bylaws were architected and developed by Todd McGuckin as the comprehensive governance framework through which these Articles are implemented and the Nonprofit is administered. They shall be maintained as an official governing record of the Nonprofit, together with their authorship, amendment history, and institutional provenance. Lawful amendment of the Bylaws shall not alter the historical record of their authorship or development.

Section 7.2 — Bylaws Article Record

The Bylaws shall be organized according to the following Article structure. This Article Record identifies the top-level architecture of the Bylaws; the sections and substantive provisions within each Article shall be established by the Bylaws.

ARTICLE NUMBER	ARTICLE TITLE	AOI ARTICLE
I	Organizational Identity	I
II	Legal Structure	II, V
III	Governance Structure	V, IX
IV	Board Nomination and Election	V
V	Leadership Structure	V
VI	Board Meetings	
VII	Leadership Accountability	V
VIII	Committees	VI
IX	Code of Ethics	II
X	Conflict-of-Interest Policy	II
XI	Whistleblower Policy	
XII	Financial Administration	III
XIII	Donation Ethics	
XIV	Fiduciary Duties	
XV	Indemnification	
XVI	Digital Governance	
XVII	Artificial Intelligence	
XVIII	Mission Preservation Covenants	X
XIX	Intellectual Property	

ARTICLE NUMBER	ARTICLE TITLE	AOI ARTICLE
XX	Constitution v2.0	VIII
XXI	Emergencies	
XXII	Amendments	VII, IX
XXIII	Ex Uno Floremus	X
XXIV	Dissolution	XI

Section 7.3 — Adoption and Amendment of the Bylaws

Standard Clauses. Any Article of the Bylaws that is not an Eternity Clause is a Standard Clause. The Board of Directors may adopt, amend, and repeal any Standard Clause by the vote and procedures the Bylaws establish. An amendment on a subject the law commits to the members takes effect only when the Member adopts it in writing. Every such Standard Clause adoption is ministerial and may not be withheld as a discretionary approval or veto; the Member conflict procedure governs any personal conflict. Member Accountability Provisions are the provisions of the Bylaws governing the Member's compensation, conflicts of interest, ethics and relationship rules, and maximum age for service, and the protection of Directors against retaliation by the Member, including cooling-off periods. No amendment of a Member Accountability Provision may shorten the service of, or disqualify, the serving Member or a lodged designee, or limit a power reserved to the Member. Every Guardian veto under the Eternity Clause Safeguards Section shall be in writing, state its reasons, be delivered to the Board of Directors through the Independent Review Panel within that safeguard's window, and be published. A veto that does not satisfy every requirement of this Section is without effect, and the Independent Review Panel, or Independent Counsel when the Panel cannot act, shall so certify.

Eternity Clauses. An Article of the Bylaws that is an Eternity Clause may be adopted, amended, or repealed only as the **Protected Provisions** Article provides.

Required Changes. The Guardian may not veto an amendment required under the Mandatory Legal Compliance Section.

Section 7.4 — Consistency with the Articles

The **Order of Precedence** Section of the Protected Provisions Article ranks the laws and governing instruments. The Bylaws and every Board Resolution, policy, and procedure shall be consistent with these Articles.

Section 7.5 — Construction and Severability

A provision of these Articles that is reasonably susceptible to more than one interpretation shall be construed to best preserve three things. **They are the Primary Mission, the Mission Preservation Covenants, and the Nonprofit's charitable purposes.** If a court of competent jurisdiction holds any provision invalid or unenforceable, that provision is limited only as far as needed to make it lawful. Every other provision remains in full force and shall be given the fullest effect permitted by law.

End of Article VII. Return to the TOC

Article VIII — Constitution v2.0

> **This Article is an Eternity Clause under Article X.**

Section 8.1 — Cv2

Constitution v2.0 ("Cv2") is ReDrafting America's flagship product: a ground-up reimagining and public constitutional proposal to succeed the existing United States Constitution through peaceful and lawful means, developed and advanced by ReDrafting America as the central expression and intended fulfillment of the **Primary Mission**.

Constitution v2.0 shall embody the principles and purposes that the Purposes Article establishes and provide a comprehensive constitutional framework capable of serving as a successor to the existing *United States Constitution* through peaceful and lawful constitutional means.

The design goals of Constitution v2.0 shall be:

(a) Unify Services — make government simpler, more accessible, and easier for people to navigate and use

(b) Separate Powers — distribute governmental authority to prevent dangerous concentrations of power and preserve effective checks and balances

(c) Eliminate Duplication — reduce unnecessary institutional overlap, redundancy, and fragmentation

(d) Preserve Accountability — ensure that public authority remains transparent, answerable, reviewable, and subject to meaningful oversight

(e) Balance Rights and Responsibilities — recognize that Citizens, Corporations, and Government each possess rights and responsibilities within society, and that a flourishing democracy depends upon all three working in harmony by balancing the exercise of their rights with their responsibilities to one another and to the common good

(f) Advance Flourishing — establish conditions that support the long-term well-being, opportunity, security, and flourishing of the American people

These design goals shall operate together as an integrated constitutional framework and shall guide the continuing development and refinement of Constitution v2.0.

Constitution v2.0 is a public constitutional proposal developed for the benefit of the American people. No person, office, governing body, donor, or private interest shall possess ownership or unilateral control over its constitutional substance.

The Nonprofit shall pursue the development and lawful adoption of Constitution v2.0 through peaceful, transparent, educational, and participatory means consistent with its charitable mission and these Articles.

Section 8.2 — Guardian of Constitution v2.0

The President shall serve as Guardian of Constitution v2.0. In that capacity, the President is entrusted with protecting its integrity, continuity, and fidelity to the mission and principles established by these Articles.

Guardianship is a stewardship capacity held by virtue of the office of President. As Guardian, the President holds the approval and veto authority over amendments to Constitution v2.0 that the Amendment and Constitutional Review Section assigns, together with every other stewardship approval the Bylaws assign to the Guardian of Constitution v2.0.

Authority exercised as Guardian remains separate from authority exercised as President, Director, Corporate Officer, or in any other capacity within the Nonprofit.

Guardianship passes with the presidency. An elected President or a properly installed Acting President serves as Guardian; an Interim President may not. No amendment to Constitution v2.0 takes effect while no eligible Guardian serves, except under the Formation authority.

Guardianship exists to provide continuity for mission-critical constitutional decisions and to protect Constitution v2.0 from unilateral control, institutional capture, abandonment, or alteration inconsistent with the Nonprofit's mission and governing principles.

Section 8.3 — Development and Refinement

Constitution v2.0 shall remain subject to continual research, evaluation, public participation, testing, and refinement throughout its development.

The Nonprofit shall encourage contributions from citizens, scholars, professionals, subject-matter experts, civic organizations, and other participants capable of contributing knowledge, experience, evidence, or perspective to the constitutional-development process.

Development and refinement shall be guided by the mission and principles that the Purposes Article establishes and the design goals stated in the Cv2 Section of this Article. Proposed provisions shall be evaluated for constitutional coherence, practical workability, protection of rights and responsibilities, institutional accountability, and their contribution to the long-term flourishing of the American people.

Research, drafting, public discussion, modeling, testing, and proposed revisions shall remain part of the development process.

Section 8.4 — Amendment and Constitutional Review

Formal amendments to Constitution v2.0 shall require approval by the **Constitutional Review Panel** and separate affirmative written approval by the Guardian, except under the Formation authority. While the Amendment Bridge applies, it governs in place of Constitutional Review Panel approval.

The Constitutional Review Panel shall evaluate proposed amendments collectively and independently in accordance with the constitutional-review authority established by these Articles. The Guardian shall separately determine whether to grant or withhold stewardship approval.

Each required approval shall constitute a separate and independent condition to effectiveness.

The amendment process shall preserve the integrity of the exact text under consideration. An amendment shall become effective only when all required reviews and approvals have been completed for the same proposed text.

The Bylaws shall establish the submission, public review, analysis, notice, voting, documentation, and other procedures governing amendments to Constitution v2.0.

Section 8.5 — Custody and Protection

The Nonprofit shall preserve an authoritative version of Constitution v2.0 together with a complete historical record of its development and amendment.

The official record shall preserve the text of each authoritative version, approved amendments, drafting history, supporting materials, public contributions, review records, and other materials necessary to document the constitutional-development process.

The integrity and provenance of Constitution v2.0 shall be protected through appropriate records management, version control, archival preservation, and security

safeguards so that the authoritative text and its history remain identifiable, verifiable, and accessible.

No person or body may alter, replace, conceal, destroy, or misrepresent the authoritative text or historical record of Constitution v2.0 outside the processes established by these Articles and the Bylaws.

The Nonprofit shall preserve the constitutional record as part of its enduring institutional and public legacy.

Section 8.6 — National Transition

Constitution v2.0 shall remain the constitutional proposal of ReDrafting America until the nation adopts it.

Once Constitution v2.0, or text substantially derived from it, is formally taken up through a lawful United States constitutional process, the Nonprofit shall possess no special authority, veto, or control over the constitutional text under consideration. The authority of the lawful national constitutional process shall control.

ReDrafting America may continue to research, educate, publish, analyze, and maintain its own version of Constitution v2.0 while the national constitutional process is underway.

Upon an Adoption Trigger, the Nonprofit's constitutional-development and stewardship authority over the adopted national text shall end. Thereafter, amendment, interpretation, and governance of the adopted Constitution shall proceed exclusively through the institutions and procedures established by that Constitution and applicable law.

The Nonprofit shall thereafter carry forward the continuing charitable and public-purpose responsibilities of the Mission Fulfillment Phase established by the Bylaws.

End of Article VIII. Return to the TOC

Article IX — Amendments

This Article is an Eternity Clause under Article X.

Section 9.1 — Amendment Procedure

Except under the Formation authority, every amendment of these Articles, the Bylaws, or **Constitution v2.0**, and every proposal for voluntary dissolution, begins with a resolution of the Board of Directors, except a petition of the Member under 15 Pa.C.S. § 5972(a)(2), which the Board shall take up as a proposal. For these Articles, that resolution is the proposal under 15 Pa.C.S. § 5912(a)(1). The Bylaws establish who may submit proposals to the Board and the vote each type of amendment requires. After the Board acts, the following rules apply:

Type of Action	Resulting Procedure
Standard Clause of the Bylaws	Takes effect as provided in the Adoption and Amendment of the Bylaws Section
Standard Clause of these Articles	Adopted upon legally required ministerial Member adoption without approval discretion or veto, subject to the Member conflict procedure; takes effect upon filing with the Department of State
Amendment affecting an Eternity Clause	Proceeds to the Constitutional Review Panel; takes effect only when every safeguard of the Eternity Clause Safeguards Section is satisfied, or as the Amendment Bridge provides while it applies
Amendment to **Constitution v2.0**	Follows the Bylaws' review procedures and a Constitutional Review Panel vote, or the Amendment Bridge while it applies; takes effect only as the Constitutional Review Panel Section of these Articles provides
Voluntary dissolution	Proceeds as provided in the Anti-Circumvention Section, the Dissolution Article of these Articles, and the Bylaws
Amendment required by law	Proceeds as provided in the Mandatory Legal Compliance Section

The Board of Directors shall vote to adopt or reject each complete proposal affecting an Eternity Clause or **Constitution v2.0**. It shall vote within ninety (90) days after the proposal is submitted; a proposal not voted on within that period stands on the agenda of every regular meeting of the Board of Directors until voted on.

Members have no right to propose an amendment of these Articles by petition under 15 Pa.C.S. § 5912(a)(2). They have no right to propose a plan by petition under 15 Pa.C.S. § 322(a)(2).

Section 9.2 — Restatement

The Nonprofit may restate these Articles as permitted by law. Any restatement which changes, omits, or weakens an Eternity Clause is an amendment of that Eternity Clause and is subject to the Protected Provisions Article.

Section 9.3 — Mandatory Legal Compliance

A change in applicable federal, state, or local law may require an amendment to these Articles or the Bylaws, including any Eternity Clause. When it does, the Board of Directors shall adopt that amendment within ninety (90) days after the change takes effect; until it is adopted, the conflicting provision is applied only to the extent the law permits. The amendment includes every conforming change to the provisions it affects. The amendment requires no other approval, finding, consent, or procedure under these Articles or the Bylaws, except that the Independent Review Panel shall certify in writing, before adoption, that each change the amendment makes is one the law requires; a change the Panel does not certify is not adopted under this Section. When the Independent Review Panel cannot act, Independent Counsel gives that certification. It prevails over any conflicting provision, including any Eternity Clause. Where applicable law requires the Member to approve an amendment of these Articles, the Member shall give that approval. The amendment shall be limited to the changes the law requires.

Section 9.4 — Amendment Bridge

While this Section applies, the **Amendment Bridge** established by this Section governs every amendment of these Articles, the Bylaws, and Constitution v2.0. It applies in place of the safeguards that the Eternity Clause Safeguards Section requires and in place of the Constitutional Review Panel approval required by the Constitutional Review Panel Section and by the Amendment and Constitutional Review Section, so that the Nonprofit always retains a lawful means of amending its governing documents while its Other Bodies are formed. An amendment required under the Mandatory Legal Compliance Section proceeds under that Section. For a voluntary dissolution, the Independent Review Panel, or Independent Counsel when the Panel cannot act, adopts at every stage after Formation Governance the written findings that replace the Preservation Findings.

Except during Formation Governance, when amendments are made as the Formation authority provides, each amendment requires a Board Resolution adopted under the requirements for the stage of the Governance Lifecycle in effect when the Board of Directors acts:

(a) **Formation Governance** — as the Formation authority in this Section provides.

(b) **Minimum Governance** — every amendment requires the affirmative vote of every occupied Director position eligible to vote on the matter. An amendment affecting an Eternity Clause or Constitution v2.0 also requires the Board of Directors' written reasons.

(c) **Quorum Governance** — an amendment of a Standard Clause requires the vote the Bylaws establish for it. An amendment affecting an Eternity Clause or Constitution v2.0 requires the affirmative vote of every occupied Director position eligible to vote on the matter and the Board of Directors' written reasons.

(d) **Pillar Governance** — the requirements of Quorum Governance apply. An amendment affecting an Eternity Clause or Constitution v2.0 also requires written Preservation Findings adopted by the Independent Review Panel, which bind as the Constitutional Review Panel's findings would. If the Independent Review Panel cannot act, Independent Counsel adopts the findings.

(e) **Complete Governance** — the Amendment Bridge does not apply while the Constitutional Review Panel can approve amendments. While it cannot, the requirements stated for Pillar Governance apply.

(f) **Legacy Governance** — the requirements stated for Pillar Governance apply.

Except for an amendment required under the Mandatory Legal Compliance Section, a Board of Directors occupying fewer than three (3) Director positions after Formation Governance has concluded may amend these Articles or the Bylaws, by the affirmative vote of every occupied Director position eligible to vote on the matter, only as the restoration of three (3) positions requires, with only legally required ministerial Member execution or adoption and no discretionary Member consent, and may not amend an Eternity Clause or Constitution v2.0.

During the Mission Fulfillment Phase and before Mission Fulfillment Conversion, an amendment affecting an Eternity Clause or Constitution v2.0 requires at least the requirements stated for Pillar Governance.

At least one (1) eligible position must vote. A recused, suspended, or incapacitated Director's position is not eligible to vote; an absent Director's position is.

An amendment of a Standard Clause of the Bylaws takes effect as the Adoption and Amendment of the Bylaws Section provides. Fewer than three (3) occupied Director positions does not create a discretionary Member approval or veto over a Standard Clause; the restoration limits and legally required ministerial adoptions remain applicable. Every amendment of these Articles requires the Member's written adoption, which the Member shall give within thirty (30) days after delivery and may withhold only by a Guardian veto of an amendment affecting an Eternity Clause; it takes effect upon filing with the Department of State. An amendment affecting an Eternity Clause takes effect only as the Eternity Clause Safeguards Section provides, including the Guardian Protection safeguard. An amendment to Constitution v2.0 requires the written approval of the Guardian of Constitution v2.0, which an Interim President may not give. These consents, and the Guardian's veto window, are not required for an action under the Formation authority, except where the law requires the Member's approval. Any discretionary consent or approval may be withheld or withdrawn before the amendment takes effect. A mandatory ministerial Member adoption is not a discretionary consent or approval; the Member conflict procedure remains controlling.

The Nonprofit shall publish every amendment adopted under this Section, together with any written reasons and Preservation Findings it required. Each amendment is authoritative when it takes effect and is not subject to later ratification or reversal, except by a later amendment adopted under the procedure then applicable.

When Formation Governance returns after every Director position has become vacant and the Founder does not return to serve, no Eternity Clause may be amended under this Section until the Founder, never removed for Just Cause, returns to serve as a Director, Pillar Governance is reached, or, once Pillar Governance can no longer be reached, the Constitutional Review Panel can approve amendments.

Formation authority. During Formation Governance, the Founder, while serving as a Director and never removed for Just Cause, and the Member each hold authority to take any action and amend any provision of these Articles of Incorporation, the Bylaws, or Constitution v2.0. The Founder acts by signed resolution filed in the corporate record and the Member by signed written instrument; an action the law assigns to both the Board of Directors and the Member requires the Founder's resolution and the Member's instrument. While no such Founder serves, a Board Resolution adopted by every occupied Director position takes the place of the Founder's resolution for an action the law assigns to both the Board of Directors and the Member. The Member may amend an Eternity Clause, or take an action the Eternity Clause safeguards treat as amending one, under this authority only while the Founder

serves as a Director and has never been removed for Just Cause. When the Founder's and the Member's exercises of this authority conflict, the Founder's controls, except where the law requires the Member's approval. The Member's veto as Guardian does not apply to an amendment the Founder makes under this authority. No other provision of these Articles of Incorporation or the Bylaws limits that authority, except that it does not waive fiduciary duties or legal obligations, and compensation the Founder approves under it shall be supported by comparability data and contemporaneous documentation.

This Section applies whenever, before Mission Fulfillment Conversion, Complete Governance has not been reached, or whenever the Constitutional Review Panel cannot approve amendments under the Bylaws, including when either condition fails after having been met. While Complete Governance has been reached but the Panel cannot yet approve amendments, the requirements stated for Pillar Governance apply. An amendment adopted under this Section remains in effect when this Section ceases to apply.

End of Article IX. Return to the TOC

Article X — Protected Provisions

This Article is an Eternity Clause under Article X.

Section 10.1 — Eternity Clauses

An Eternity Clause is an entire Article of these Articles or of the Bylaws that this Article designates for heightened protection. That protection covers amendment, entrenchment, and anti-circumvention, as this Article establishes. The concept draws from constitutional tradition, including the German Basic Law. An Eternity Clause may be changed only through the safeguards established by this Article.

Protection attaches to the substance and purpose of an Eternity Clause, not merely its title, number, location, or wording.

Section 10.2 — Designated Eternity Clauses

Eternity Clauses are designated only by entire Article. The following Articles are Eternity Clauses:

ARTICLE	TITLE
ARTICLES OF INCORPORATION	
III	Purposes
V	Membership
VI	Other Bodies
VIII	Constitution v2.0
IX	Amendments
X	Protected Provisions
XI	Dissolution
BYLAWS	
XVIII	**Mission Preservation Covenants**
XX	**Constitution v2.0**
XXIII	**Ex Uno Floremus**
XXIV	**Dissolution**

Each of these Articles shall state in its first sentence that it is an Eternity Clause. An Article is an Eternity Clause if it is listed in this Section or states that it is an Eternity Clause. Any doubt shall be resolved in favor of protection. The title of an Eternity Clause is part of its protected text.

An Article acquires or loses Eternity Clause status only by an amendment adopted through the safeguards of the Eternity Clause Safeguards Section.

Section 10.3 — Mission Preservation Covenants

The Mission Preservation Covenants are the enduring commitments that every Eternity Clause preserves. ReDrafting America shall remain permanently committed to all of the following:

(a) **Truth and Intellectual Integrity** — truth, evidence, intellectual honesty, transparency, reasoned inquiry, and the willingness to identify and correct error

(b) **Human Rights and Liberty** — the inherent dignity, equality, fundamental rights, freedoms, and individual liberty of every person

(c) **Social Democracy and Democratic Accountability** — democratic government, accountable exercise of power, social responsibility, and the social-democratic principles embodied in the Primary Mission

(d) **Nonpartisanship and Institutional Independence** — independence from political parties, candidates, governments, donors, corporations, private interests, and other influences that would compromise the Nonprofit's mission, integrity, or independent judgment

(e) **Public Benefit and Constitutional Governance** — governance according to the constitutional, ethical, transparency, accountability, and public-benefit principles the Nonprofit advocates, with its authority and resources exercised for its charitable mission and the public good rather than private advantage

(f) **Mission Permanence and Fidelity** — the Primary Mission stated in the Articles of Incorporation shall remain the permanent mission of ReDrafting America, and the Nonprofit shall pursue it faithfully; fulfillment of the Primary Mission completes it rather than abandoning it

The Mission Preservation Covenants in the Bylaws shall be identical to this Section. If they differ, this Section controls.

Section 10.4 — Eternity Clause Safeguards

An amendment, repeal, designation, or removal affecting an Eternity Clause takes effect only when all of the following are satisfied for the same exact text:

(a) **Preservation Findings** — the Constitutional Review Panel has adopted written findings, stating its reasons for each, that the change does all of the following:

(i) **Mission** — preserves the Primary Mission

(ii) **Covenants** — remains faithful to every Mission Preservation Covenant

(iii) **Purpose** — keeps faith with the purpose of the Eternity Clause, refining or improving it rather than abandoning it

(iv) **Public Interest** — serves the long-term public interest

(v) **Designation** — when Eternity Clause status is added or removed, correctly reflects whether the Article protects commitments whose loss would change what the Nonprofit is, rather than how it operates

(b) **Constitutional Review Panel Approval** — all participating eligible members of the Constitutional Review Panel have approved the amendment unanimously

(c) **Public Disclosure** — the proposal and Preservation Findings were published before the vote, and the voting record and the outcome of the Guardian Protection safeguard were published after it

(d) **Guardian Protection** — for a change affecting an Eternity Clause of the Bylaws, the exact text, the Preservation Findings, and the Constitutional Review Panel's voting record have been delivered to the Member, acting as Guardian of the Eternity Clauses, through the Independent Review Panel, and thirty (30) days have run from the Guardian's receipt without a written veto; a timely veto is final and terminates the proposal. For an amendment of these Articles, the exact text, the Preservation Findings, and the Constitutional Review Panel's voting record have been delivered to the Member through the Independent Review Panel, and the Member, acting as Guardian, has adopted the amendment in writing rather than vetoing it within thirty (30) days after delivery, so that every vote entitled to be cast has been cast in favor; this requirement is a greater vote than 15 Pa.C.S. § 5914(a) requires, and under § 5914(d) it may not be amended or repealed by any lesser vote.

(e) **Other Requirements** — every other requirement of applicable law, these Articles, and the Bylaws

Each safeguard is an independent condition. A material change to the text after any safeguard is completed requires that safeguard to be completed again. A failed vote, a timely Guardian veto, or withheld or withdrawn consent terminates the proposal. The Bylaws may add safeguards but may not reduce them.

Section 10.5 — Anti-Circumvention

Any action whose substance or reasonably foreseeable effect would weaken, defeat, suspend, replace, or evade an Eternity Clause is an amendment of that Eternity

Clause. It requires every safeguard of the Eternity Clause Safeguards Section. This includes a repeal, replacement, conflicting provision, restatement, reorganization, renumbering, merger or consolidation (15 Pa.C.S. §§ 331–336), conversion (15 Pa.C.S. §§ 351–356), or division (15 Pa.C.S. §§ 361–368). It also includes a sale or other disposition of all or substantially all assets (15 Pa.C.S. § 5930), or a voluntary dissolution (15 Pa.C.S. §§ 5971–5980). It also includes any Bylaw, Board resolution, policy, delegation, waiver, or emergency action.

No emergency, vacancy, deadlock, or inability to act suspends or waives an Eternity Clause.

For a voluntary dissolution, written findings of the Constitutional Review Panel replace the Preservation Findings that the Eternity Clause Safeguards Section requires. The findings must state that the Primary Mission has been fulfilled or can no longer lawfully or practically be pursued. Every other safeguard of the Eternity Clause Safeguards Section and every requirement of the Bylaws governing dissolution continues to apply.

Section 10.6 — Recursive Protection

The provisions of the listed Eternity Clauses that establish the Eternity Clause system, including this Article, the Mission Preservation Covenants, and the safeguards, are themselves protected; any other provision that would weaken them is subject to the Anti-Circumvention Section. No amendment may reduce the protection of an Eternity Clause by first weakening the rules governing its amendment, designation, or enforcement.

Section 10.7 — Order of Precedence

The Nonprofit shall obey all of the following, in descending order of authority:

1. federal law, including the Constitution of the United States
2. Pennsylvania law and other applicable state and local law
3. Eternity Clauses of these Articles
4. Standard Clauses of these Articles
5. Eternity Clauses of the Bylaws
6. Standard Clauses of the Bylaws
7. Board Resolutions, policies, procedures, and other subordinate governance instruments

A lower rule conflicts with a higher rule only when both cannot be obeyed at the same time. A lower rule that is stricter than a higher rule does not conflict with it. A conflicting lower rule is without effect only to the extent of the conflict, and any required amendment shall be made under the Mandatory Legal Compliance Section.

Within the same level, the more specific provision controls. If neither is more specific, the provision that better preserves the Primary Mission and the Mission Preservation Covenants controls.

Every provision of this Article, including its safeguards, operates subject to this Section and to the Mandatory Legal Compliance Section, or, while the Amendment Bridge applies, to the Amendment Bridge Section.

Section 10.8 — Severability of Protections

If any safeguard or protection in this Article is held unenforceable, every other safeguard and protection remains in effect. Each shall be given the fullest effect permitted by law. If a court holds a protection of this Article unenforceable in a way that would otherwise permit assets to be distributed or applied for purposes other than those substantially identical to the Primary Mission, the distribution rule of the Distribution of Assets Section governs in place of the unenforceable protection.

Section 10.9 — Enforcement

Any participating member of the Constitutional Review Panel who is not a Director, and the Independent Review Panel, or Independent Counsel when the Panel cannot act, has standing to bring an action to enforce this Article, including to prevent, restrain, or remedy a violation of the Anti-Circumvention Section.

This standing exists independently of any personal or financial stake in the outcome. It does not create a duty to sue, and it does not limit standing that applicable law, the Bylaws, or another provision of these Articles otherwise confers.

End of Article X. Return to the TOC

Article XI — Dissolution

> **This Article is an Eternity Clause under Article X.**

Section 11.1 — Authorization to Dissolve

The Nonprofit may be dissolved voluntarily only as authorized by law, by these Articles, including the Protected Provisions Article, and by the Bylaws.

Section 11.2 — Distribution of Assets

Upon dissolution, after paying or providing for its liabilities, the Nonprofit shall distribute its remaining assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government or a state or local government for a public purpose, with preference for purposes most closely aligned with the Nonprofit's charitable purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Nonprofit is then located, exclusively for those purposes or to organizations organized and operated exclusively for those purposes.

Section 11.3 — No Private Distribution

No asset shall be distributed to any Official Representative or other private person, except as reasonable compensation for services or payment of a lawful obligation.

Section 11.4 — Restricted Property

Property committed to charitable purposes shall not be diverted from the purposes for which it was given. The only exceptions are those permitted by 15 Pa.C.S. § 5547 and by order of a court of competent jurisdiction. Donor restrictions shall be honored or modified only as permitted by law.

End of Articles of Incorporation. Return to the TOC

Appendix A — Glossary

Capitalized terms used in these Articles have the meanings below. Each term links to the Article that controls it. Where a term's substantive source of truth is the Bylaws rather than these Articles, the link points instead to Article VII, which authorizes the Bylaws.

TERM	DEFINITION
Acting Member	A person temporarily exercising the Member's reserved powers under the Articles of Incorporation, whose valid consent within that authority satisfies any requirement for Member consent.
Acting President	The first available, qualified, disinterested Director next in line who exercises ordinary presidential authority during presidential absence, incapacity, or vacancy.
Adoption Trigger	Constitution v2.0, or substantially derived text, becoming the effective United States constitution, after twelve months without a pending validity challenge or final resolution upholding it.
Amendment Bridge	Procedure for amending the Articles of Incorporation, Bylaws, and Constitution v2.0 before conversion without Complete Governance, or whenever the Constitutional Review Panel cannot approve amendments.
The Archive	The Nonprofit's permanent program preserving the complete record of the Nonprofit and Constitution v2.0, providing lasting public access to it.
Board of Directors	The Nonprofit's governing body, acting collectively rather than through any individual Director.
Board Resolution	A formal action adopted by the Board of Directors under the meeting and voting requirements applicable to that matter.
Bylaws	The bylaws of the Nonprofit, as amended from time to time, subordinate to these Articles.
Chain of Authority	The five-level escalation path established by the Bylaws for matters whose assigned decision-maker has not been established, cannot act, or cannot impartially decide.
Complete Governance	The governance stage in which all eleven Pillar Director and all three Independent Director positions are occupied by qualified, onboarded Directors.
Constitution v2.0	ReDrafting America's flagship product: a ground-up reimagining and public constitutional proposal to succeed the existing United States Constitution through peaceful and lawful means, developed through public research and participation and potentially culminating in ratification; abbreviated 'Cv2.'
Constitutional Review Panel	An Other Body vested with review and approval authority over Eternity Clause and Constitution v2.0 amendments, on which the regular members of the Independent Review Panel hold linked seats.
Corporate Officer	A Pillar Director who also holds the paired corporate office, leads its department, and answers to the Board. Independent Directors are not Corporate Officers.

TERM	DEFINITION
Designated Alternate	The eligible person the Member names, or the Independent Review Panel names when it selects a successor Member, to succeed as Member if the Designated Successor declines, misses the acceptance deadline, or is not eligible and willing.
Designated Successor	The eligible person each Member names, or the Independent Review Panel names when it selects a successor Member, with signed acceptance, to succeed first to the Member position when it becomes vacant.
Director	A member of the Board of Directors.
Disinterested Directors	Directors without a material personal, financial, familial, professional, or other conflict in the particular matter, excluding the subject of a proceeding.
Eternity Clause	A Protected Provision consisting of an entire Article of the Articles of Incorporation or the Bylaws designated for heightened amendment, entrenchment, and anti-circumvention protection.
Formation Governance	The temporary stage from incorporation until three different qualified Directors fill the President, Secretary, and Treasurer positions and every serving Director completes required onboarding.
Formation authority	The Founder's and the Member's authority during Formation Governance to take any action and amend the Articles of Incorporation, Bylaws, or Constitution v2.0.
Founder	ReDrafting America's original incorporator and principal architect, who conceived its mission, established its founding governance framework, and authored the Bylaws.
Governance Lifecycle	The six operating states — Formation, Minimum, Quorum, Pillar, Complete, and Legacy Governance — each defining the Board's composition, priority, and authority.
Guardian	A stewardship capacity which gives the President veto and consent authority over Constitution v2.0 and the Member over the Eternity Clauses.
Independent Counsel	A licensed Pennsylvania attorney or firm holding no internal office, standing in for the Independent Review Panel where assigned; the Chain of Authority's fourth level.
Independent Director	A Director serving in an Independent Director position established by the Bylaws, protected from Member control.
Independent Review Panel	An outside panel of independent attorneys making assigned reviews and decisions, including when internal decision-makers are conflicted or absent; the Chain of Authority's third level; its regular members serve on the Constitutional Review Panel as a mandatory duty of membership.
Interim President	A person temporarily holding the office of President until a permanent President takes office, exercising the authority the Bylaws or appointing resolution provide.
Internal Revenue Code	The Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.
Just Cause	Substantiated misconduct, neglect of duty, lost qualifications, mission abandonment, or comparable serious conduct justifying action. An allegation, investigation, or suspension alone is not Just Cause.

TERM	DEFINITION
Legacy Governance	The permanent governance stage beginning upon Mission Fulfillment Conversion, in which the five-position Mission Fulfillment Board operates the Nonprofit's continuing programs.
Member	The Nonprofit's single statutory voting member, holding only reserved powers, whose identity is confidential and who acts only through the Independent Review Panel.
Member Accountability Provisions	Bylaws provisions on the Member's compensation, conflicts, ethics, age limit, and protection of Directors against retaliation, which the Member may not veto and must adopt when the law requires.
Minimum Governance	The pre-conversion governance stage while three through six qualified Director positions are occupied, prioritizing preservation and recruiting enough Directors to reach Quorum Governance.
Mission Fulfillment Conversion	The certified transition from the Board of Directors to the five-position Mission Fulfillment Board, after which the Board's size is five and Quorum is three.
Mission Fulfillment Phase	The period beginning upon an Adoption Trigger during which the Nonprofit completes its post-adoption commitments and transitions to its continuing educational, preservation, and accountability responsibilities.
Mission Preservation Covenants	The enduring commitments that every Eternity Clause preserves.
The Museum	The Nonprofit's permanent program explaining the complete history of the Nonprofit and Constitution v2.0 through exhibits and educational programs.
Nonprofit	ReDrafting America, a Pennsylvania nonprofit corporation.
Official Representative	Any individual or Other Body that acts for, represents, or serves the Nonprofit, whether paid or unpaid.
Other Body	A person or group other than the Board of Directors or its committees, holding powers the Bylaws vest under 15 Pa.C.S. §§ 5103 and 5721.
Pillar Governance	The pre-conversion governance stage in which all eleven Pillar Director positions, but not all Independent Director positions, are occupied by qualified Directors.
Preservation Findings	The written findings, required for an amendment affecting an Eternity Clause, that the amendment preserves the Primary Mission and every Mission Preservation Covenant.
President	The Pillar Director who holds the office of President and serves as Chief Executive Officer under the Bylaws.
Primary Mission	The mission stated in Section 3.1 of the Articles of Incorporation.
Protected Provision	A provision of the Articles of Incorporation or the Bylaws given heightened amendment, entrenchment, and anti-circumvention protection, including every Eternity Clause.
Public Benefit Governance Model	The Nonprofit's voluntary commitment to governance principles used by benefit corporations, considering its mission, affected communities, and long-term public consequences.
Quorum	The minimum number of eligible voting members of a governing body who must be present to conduct business.

TERM	DEFINITION
Quorum Governance	The governance stage with at least seven qualified Director positions occupied but fewer than all eleven Pillar Director positions filled.
Reserved Designation	A sealed, nontransferable designation lodged with the Independent Review Panel during Formation Governance, entitling one named person to reclaim membership.
Standard Clause	Any Article of the Articles of Incorporation or the Bylaws that is not an Eternity Clause, including every provision within it.

End of Appendix A. Return to the TOC

Appendix B — Acknowledgements

B.1 — Contributions and Advisors

The following individuals, institutions, frameworks, publications, and technologies contributed to the structure, refinement, research, or conceptual integrity of this document. Their contributions came through authorship, consultation, historical influence, investigative journalism, or technical assistance.

CONTRIBUTOR	CATEGORY	CONTRIBUTION
Todd McGuckin, **Founder**	**Founder**	Author of these Articles, the Bylaws, and of the original Constitution v2.0; architect of the constitutional framework the **Nonprofit** exists to advance.
Universal Declaration of Human Rights (United Nations, 1948)	Charter	Served as the moral foundation and philosophical compass for the ethical principles, governance philosophy, and human rights framework incorporated throughout these Articles, the Bylaws, and Constitution v2.0.
San Min Chu I: The Three Principles of the People (Dr. Sun Yat-Sen, 1924)	Publication	The Principle of Democracy, "The Five-Power Constitution," setting out the five-branch design Sun first proposed in 1906. Provided the structural inspiration for *ReDrafting America*'s Five-Branch model of government: Legislative, Executive, Judicial, Education, and Oversight. Dr. Sun Yat-Sen's original fifth branch was named Examination; *ReDrafting America* expanded that concept and renamed it Education.
Library of Congress	Government	The nation's largest repository of legal, legislative, and historical scholarship. Its collections and research services informed the historical and comparative constitutional research underlying Constitution v2.0.
National Archives	Government	Permanent steward of the original Constitution, Declaration of Independence, and Bill of Rights, and of the federal government's enduring legal and historical record. Its custody of the nation's founding documents underscores why any serious constitutional reform effort, including Constitution v2.0, must be grounded in the actual historical and legal record rather than abstraction.
Smithsonian Institution	Government	**Steward** of the nation's museums and the public's shared memory of its history. Its model of turning preserved records into public understanding inspired the distinction between **The Museum** and **The Archive**.
The Audacity of Hope (Barack Obama, 2006)	Publication	Chapter 3, "Our Constitution"
Bill of Rights Institute	Civic	A national leader in primary-source constitutional education whose nonpartisan, founding-document-centered approach to civic literacy parallels *ReDrafting America*'s own commitment to grounding reform in first principles rather than partisanship.

CONTRIBUTOR	CATEGORY	CONTRIBUTION
Citizens for Self-Governance	Civic	Through its Convention of States Project, provided a well-developed procedural and legal framework for invoking Article V of the U.S. Constitution, including model state resolutions, delegate apportionment approaches, and convention-rules scholarship. Its work helped inform *ReDrafting America*'s thinking on convention mechanics, delegate credentialing, and the procedural safeguards a lawful Article V process requires.
iCivics	Civic	Founded by Justice Sandra Day O'Connor, the nation's most widely used civic education platform. Its work advancing informed civic participation reflects the same educational mission *ReDrafting America* pursues through Constitution v2.0 and its companion materials.
National Constitution Center	Civic	America's leading platform for nonpartisan constitutional education, whose Constitution Drafting Project — convening libertarian, progressive, and conservative teams of scholars to draft competing constitutions — stands as the closest national analog to the cross-ideological, evidence-based approach *ReDrafting America* has tried to bring to Constitution v2.0.
Annenberg Public Policy Center	Policy	Publisher of the nation's most widely cited annual survey of public constitutional knowledge. Its research on the state of American civic literacy helped inform the educational urgency behind *ReDrafting America*'s mission.
BoardSource	Policy	Nonprofit board governance reference. BoardSource guidance on board structure, roles, committees, and accountability was consulted repeatedly to resolve governance questions during the drafting of the Bylaws.
Brennan Center for Justice	Policy	A leading nonpartisan voice on structural democracy and governance reform, whose research and advocacy on the mechanics of American government paralleled and informed the structural reform questions Constitution v2.0 attempts to answer.
National Civic League	Policy	The nation's oldest cross-partisan organization devoted to improving the structure and performance of American government, founded in 1894. Its long history of work on governmental efficiency and accountability informed the design principles behind Constitution v2.0's Five-Branch model.
Last Week Tonight	Media	Through more than a decade of award-winning investigative journalism and public policy analysis, John Oliver and his team of researchers helped illuminate numerous systemic failures within American government, law, economics, and public administration. While the constitutional solutions proposed by Constitution v2.0 are original to *ReDrafting America*, *Last Week Tonight* served as an invaluable public education resource and recurring research reference, helping identify institutional weaknesses, ethical failures, and governance challenges requiring structural reform. Throughout the development of Constitution v2.0, the series functioned as an informal "checklist" of real-world problems to be studied, independently researched, and addressed through durable constitutional solutions.
Brookings Institution	Research	One of the nation's most widely cited think tanks on governance and public policy. Paired with the Cato Institute below, its inclusion reflects the same cross-ideological principle that shaped the National Constitution Center's own Drafting Project.

CONTRIBUTOR	CATEGORY	CONTRIBUTION
Cato Institute	Research	A participating institution in the National Constitution Center's Constitution Drafting Project, representing the libertarian constitutional tradition. Its inclusion here reflects *ReDrafting America*'s commitment to engaging seriously with constitutional perspectives across the ideological spectrum rather than from within a single one.
Anthropic & Claude	Technology	Assisted with structural drafting and revision, legal and coherence audits, terminology and cross-reference consistency, formatting standardization, and document integrity and version control.
Google & Gemini	Technology	General analysis, fit and finish.
OpenAI & ChatGPT	Technology	Assisted with initial drafting, diagrams, figures, tables, Pennsylvania nonprofit research, and finalization.

This section may be expanded in future versions to acknowledge additional contributors, advisors, researchers, institutions, technologies, or historical influences that materially contribute to the ongoing evolution of ReDrafting America and Constitution v2.0.

End of Appendix B. Return to the TOC

Appendix C — Review

Instructions: Enter Yes or No for AI Assisted, and a whole number from 0 through 3 for Independent Audits Required — the number of independent audits this managed file must pass before it may be published. That count is separate from the numbered AI blocks below, which record which AI systems wrote to the file. When an AI first writes to the managed file, it must use the next available numbered block. After every write session — including drafting, editing, updating, or recording audit results — the AI must update its assigned block with its current vendor, name, model, and UTC timestamp. Read-only activities, including opening, reading, analyzing, or auditing the file, do not require an update. Enter N/A in every field of a block beyond the required count. If a required block has not yet been completed, enter Pending instead of N/A.

FIELD	VALUE	
AI Assisted	Yes	
Independent Audits Required	3	
AI 1		
AI 1 Vendor	OpenAI	
AI 1 Name	Codex	
AI 1 Model	Astra-6	
AI 1 Timestamp	2026-07-04 T12:00:12Z	
AI 2		
AI 2 Vendor	Anthropic	
AI 2 Name	Claude	
AI 2 Model	Fable-5	
AI 2 Timestamp	2026-07-04 T12:00:12Z	
AI 3		
AI 3 Vendor	Google	
AI 3 Name	Gemini	
AI 3 Model	Argon-4	
AI 3 Timestamp	2026-07-04 T12:00:12Z	
CERTIFICATION	**CERTIFIED**	**CERTIFIED BY**
Facts, calculations, quotations, sources	Yes	Todd McGuckin
Privacy, confidentiality, intellectual property, security	Yes	Todd McGuckin
Bias, accessibility, legal, policy, mission impacts	Yes	Todd McGuckin
Accountable Human	Todd McGuckin	

End of Appendix C. Return to the TOC

Appendix D — Version History

Add one entry whenever a new version begins. List entries in reverse chronological order, from newest to oldest, with the current version first. BUILD NUMBER is the build this version currently stands at, and for the newest entry it is the same value shown in Document Control. AUTHORIZING INSTRUMENT names the governance document, decision, or approval that authorized this version's changes, or — when none applies. PREPARED BY names the person or AI that prepared the version; for an AI, use the vendor and name recorded in Appendix C. SEE E cross-references the matching Appendix E — Integrity row (for example, E-1) once that row exists for this version. Complete the Approved By and Approval Timestamp fields when approval is granted.

Do not alter this appendix's columns. They are fixed by the conformance standard named in Document Control: never add, rename, reorder or remove one. This appendix is a governance record, read by other managed files and checked against this exact shape. Add rows only.

VERSION	BUILD NUMBER	DATE	LIFECYCLE	AUTHORIZING INSTRUMENT	CHANGES SUMMARY	PREPARED BY	APPROVED BY	APPROVAL TIMESTAMP	SEE E
v2.0	250	2026-07-04	PUB — Published	Todd McGuckin	Renamed Utopia Project as ReDrafting America and moved it to Pennsylvania. Clarified the Primary Mission and purposes. Added a single statutory Member for mission protection; Independent Directors, Pillar Directors and the Independent Review Panel for accountability; the Constitution v2.0 structure with the Constitutional Review Panel; Eternity Clause mission preservation; and Ex Uno Floremus ratification provisions. Expanded board meetings, leadership accountability, fiduciary duties, emergencies and compensation, and adopted the RDA-TPL-001 managed-file standard.	Todd McGuckin	Todd McGuckin	2026-07-04T12:00:00Z	E-2
v1.0	100	2025-05-05	PUB — Published	Todd McGuckin	Original publication.	Todd McGuckin	Todd McGuckin	2025-05-05T12:00:00Z	E-1

End of Appendix D. Return to the TOC

Appendix E — Integrity

This appendix records the cryptographic and independent-verification evidence that this exact file matches its recorded Version History. Coverage begins with the version below; versions before it predate this appendix and are not retroactively hashed.

REF	VERSION	SHA-256 (SOURCE)	CHAIN HASH	VERIFIED BY / METHOD
E-1	v1.0	461d1fadce54f9c704899a6524e00e44f9bc1213c1ae8eddcae29ee760b524d2	a825cb39002dc7ea3710028419667d4f970bf0a431760b1f89f33cc5fe38ac7b	Claude (Anthropic) — fingerprint of the archived v1.0 Articles, 'The Utopia Project - Articles Of Incorporation - Official.pdf'. First link of this document's chain. Method and chain authority: RDA-TPL-001.
E-2	v2.0	4ae2cae06e607772fa18f46335c3e35885e6b8d218778007d9b813423e295980	6616352eb2e1c7044410c287508cf1e79291ba2fe8690f0618412a3d81216152	Claude (Anthropic) — fingerprint of this v2.0 file, taken at sealing and linked to E-1. Method and chain authority: RDA-TPL-001.

End of Appendix E. Return to the TOC

CERTIFICATION

I hereby certify that these Articles of Incorporation constitute the official governing document of ReDrafting America and were adopted by resolution of the Board of Directors on July 4, 2026, approved in writing by the Member on the same date, and executed for filing with the Pennsylvania Department of State. During the Formation Governance period, and pursuant to the temporary Founder powers established by the Bylaws, the Founder is authorized to serve simultaneously as President, Secretary, and Treasurer until the conclusion of the Formation Governance period. The Founder's signature appears below.

Todd R. McGuckin

Todd McGuckin, Incorporator and Founding Director
Acting as: President, Secretary, Treasurer
Date: July 4, 2026

Pursuant to the temporary Founder powers during the **Formation Governance** period



National Seal — *Ex Uno Floremus*