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March 16, 2020

BY EMAIL

Ms. Lisa J. Stevenson
Acting General Counsel
Federal Election Commission
1050 First Street, NE
Washington, DC 20463

Re: MUR 7683 - Response of Our Revolution

Dear Ms. Stevenson:

This response is submitted on behalf of Our Revolution in response to the Commission's letter dated January 27, 2020, notifying Our Revolution of a complaint filed jointly by Common Cause and Mr. Paul S. Ryan,¹ designated by the Commission as MUR 7683 (the "Complaint").²

Our Revolution is an independent IRS Section 501(c)(4) nonprofit social welfare organization whose mission is to "organiz[e] a political revolution to challenge the power of the plutocrats and prioritize the needs of people and our planet."³

Although the initial Articles of Incorporation for Our Revolution filed electronically with the District of Columbia on July 15, 2016, listed a projected – but ultimately inaccurate – five-person Board of Directors, the Articles were amended on September 6, 2016, *nunc pro tunc*, to list the corrected and accurate 11-person Board of Directors.⁴ Throughout its history – from

¹ According to Common Cause's website, Mr. Ryan serves as its Vice President of Policy and Litigation.
<https://www.commoncause.org/people/paul-s-ryan/>.

² This response is filed timely pursuant to an extension granted by Commission staff.

³ See <https://www.ourrevolution.com/> (Mission).

⁴ Only one of the initially projected five-person Board of Directors – Huck Gutman – in fact became a member of Our Revolution's 11-person corrected initial Board of Directors. A copy of the initial Articles of Incorporation, filed on July 15, 2016, is attached as Exhibit A. A copy of the "Corrective Action of the Listed Original Directors" is attached as Exhibit B. A copy of the corrected Articles of Incorporation, filed on September 7, 2016, is attached

Ms. Lisa J. Stevenson
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inception to present – Our Revolution has been, and is, a progressive grassroots membership-driven organization independent from any political campaign or political party.⁵

Although Common Cause and Mr. Ryan allege that Our Revolution was *established* by Senator Sanders,⁶ the fact is that Our Revolution was established and has continued to operate independently of the Senator.⁷

Accordingly, pursuant to 52 U.S.C. § 30109, this matter should be dismissed.

Respectfully Submitted,

Brad Deutsch

Digitally signed by Brad Deutsch
 DN: cn=Brad Deutsch, o, ou,
 email=bcdeutsch@verizon.net, c=US
 Date: 2020.03.16 15:49:54 -04'00'

Brad Deutsch
Counsel to Our Revolution

as Exhibit C. Senator Sanders was not listed as a Director on either the initial filing or on the corrected filing. Although Dr. Jane Sanders was listed as a Director on the original July 15, 2016, filing with the District of Columbia, this was corrected *nunc pro tunc* in the September 6, 2016, Articles of Amendment and Dr. Sanders never, in fact, served as a Director. In any event, even had Dr. Sanders served as a Director, this alone would by no means suggest that her husband, Senator Sanders, had “established” Our Revolution.

⁵ Undoubtedly, Our Revolution was “*inspired* by Bernie Sanders and his historic presidential campaign” but, of course, that does not mean that he *established* the organization. Press Release, “Founding Statement of Our Revolution Board of Directors,” Jan. 11, 2017, available in Complaint Appendix (emphasis added).

⁶ Based on the mistaken premise that Our Revolution was *established* by Senator Sanders, Common Cause and Mr. Ryan mistakenly and erroneously argue that Our Revolution is subject to the so-called “soft money” restrictions of 52 U.S.C. 30125(e)(1)(A). Although these restrictions do not, in fact, apply to Our Revolution, it should be noted that all fundraising by Our Revolution is explicitly “to support Our Revolution’s general mission and are not designated for any specific activity.” See www.ourrevolution.com (disclaimer at the bottom of home page). Moreover, in any event, Our Revolution has never spent any funds “in connection with an election” that came from individuals who contributed to Our Revolution in excess of \$5,000 per year.

⁷ In the August 24, 2016, public launch of Our Revolution, Senator Sanders explicitly stated that he would not be “directing or controlling” the organization. And, in fact, Our Revolution Board Chair Larry Cohen has served continuously in that role since Our Revolution’s launch. Even if one were to erroneously conclude that Our Revolution was initially *established* by the Senator, the “soft money” restrictions still would not apply to Our Revolution because the Senator has not, and does not, *finance, maintain or control* Our Revolution and has not been otherwise materially involved with Our Revolution over the last three and a half years (other than an occasional show of support that is no different from support that the Senator expresses for other progressive organizations). See 11 C.F.R. 300.2(c)(4).

EXHIBIT A



DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS
District of Columbia Government
Corporations Division

Articles of Incorporation of Domestic Nonprofit Corporation

One or more persons acting as the incorporator or incorporators under the provisions of the Title 29 of D.C. Code (Business Organizations Act) adopt the following Articles of Incorporation:

First: Corporation Name:
Our Revolution

Second: The corporation will have members: No

Third: Registered Agent's name and address in the District Columbia:
INCORP SERVICES, INC.
1090 VERMONT AVENUE NW
SUITE 910
WASHINGTON, District of Columbia 20005

Fourth: The corporation is incorporated as a nonprofit corporation under D.C. Code Title 29 Chapter 4.

Fifth: Miscellaneous Provisions (may attach the statement):

FIRST: This corporation is organized and operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, including, but not limited to: (1) developing and advocating for legislation, regulations, and government programs to protect the legal rights of all citizens to avoid disenfranchisement of the average citizen and to improve the political process, (2) conducting research about and publicizing the positions of elected officials concerning these issues and, (3) including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under Section 501(c)(4) of the Internal Revenue Code.

SECOND: The corporation will never be operated for the primary purpose of carrying on a trade or business for profit.

THIRD: This corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

FOURTH: The Corporation may devote a substantial part of its activities to lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation in furtherance of its purpose. However, the Corporation may participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office only to an insubstantial degree as permitted by Section 501(c)(4) of the Internal Revenue Code.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any private person except the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

SIXTH: Upon dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for a non-profit fund, association, or corporation, which is organized and operated exclusively for those tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its tax exempt status under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

SEVENTH: The corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the members of its Board of Directors, any of the provisions contained in these Articles of Incorporation.

Sixth: Directors Name & Address:

| Name | Address |
|------------------|--|
| Michael Briggs | Washington, District of Columbia 20003 |
| Richard Sugarman | Vermont 05401 |
| Jane Sanders | Vermont 05408 |
| Brad Deutsch | Maryland 20817 |

Huck Gutman

Vermont 05401

Seventh: Incorporators Name & Address:

| Name | Address |
|-------------------|----------------|
| Nicholas J Gehrig | Virginia 22314 |

Eighth: Incorporators executing this form:

No information provided.

If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405;

Amount Paid: \$180.00**Date:** 7/15/2016 11:14 AM**E-Signed**

EXHIBIT B

OUR REVOLUTION
CORRECTIVE ACTION OF THE LISTED INITIAL DIRECTORS BY WRITTEN CONSENT
WITHOUT A MEETING

The undersigned, being all the persons listed as the initial directors in the Articles of Incorporation (the "Articles") of Our Revolution, a District of Columbia Nonprofit corporation (the "Corporation"), hereby consent to and adopt the following resolutions by unanimous written consent without a meeting, in accordance with Section 29-406.21 and Section 29-408.05 of the District of Columbia Nonprofit Corporation Code.

Resolution to Amend Articles of Incorporation
To, Inter Alia, Correct List of Initial Directors

WHEREAS, the Articles set forth, in Article Sixth: Directors Name and Address, a list of directors' names and addresses that is incorrect, and thus must be amended to be correct, *nunc pro tunc* to the date of formation of the Corporation;

WHEREAS, the Directors desire to amend Article Fifth: Miscellaneous Provisions, to be more accurate; and

WHEREAS, Directors have reviewed the Articles of Amendment attached hereto, which reflect the desired amendments to Article Fifth and Article Sixth.

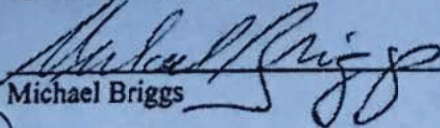
NOW, THEREFORE, BE IT RESOLVED that the Articles of Amendment attached hereto be, and hereby is, approved and authorized; and it is

FURTHER RESOLVED that the amendments contained in the Articles of Amendment are to be effective, *nunc pro tunc* to the Corporation's formation; and it is

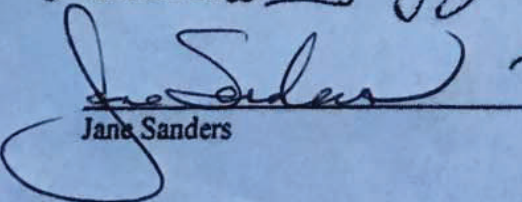
FURTHER RESOLVED that each listed director below of the Corporation and John Knab, as attorney, with full power of substitution, is, severally and jointly, authorized to date and to file the below Articles of Amendment with the D.C. Department of Consumer and Regulatory Affairs to reflect the foregoing resolutions, including to file such amendments contained in the Articles of Amendment on-line, as the authorized person and/or executing officer, for the purposes of accomplishing the filing, and any and all such actions taken to complete the filing are hereby approved and ratified.

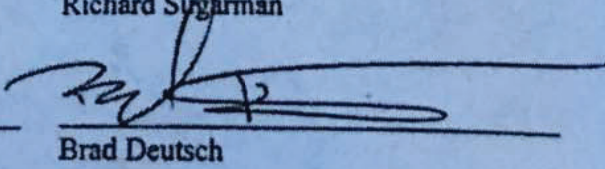
IN WITNESS WHEREOF, the undersigned have executed this action by the Board in writing without a meeting on _____, 2016, with the intention that the amendments be effective *nunc pro tunc* to the Corporation's formation.

LISTED DIRECTORS


Michael Briggs

Richard Sugarman


Jane Sanders


Brad Deutsch

Huck Gutman

OUR REVOLUTION

**CORRECTIVE ACTION OF THE LISTED INITIAL DIRECTORS BY WRITTEN CONSENT
WITHOUT A MEETING**

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WHEREAS, the Directors desire to amend Article Fifth: Miscellaneous Provisions, to be more accurate; and

WHEREAS, Directors have reviewed the Articles of Amendment attached hereto, which reflect the desired amendments to Article Fifth and Article Sixth.

NOW, THEREFORE, BE IT RESOLVED that the Articles of Amendment attached hereto be, and hereby is, approved and authorized; and it is

FURTHER RESOLVED that the amendments contained in the Articles of Amendment are to be effective, *nunc pro tunc* to the Corporation's formation; and it is

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IN WITNESS WHEREOF, the undersigned have executed this action by the Board in writing without a meeting on _____, 2016, with the intention that the amendments be effective *nunc pro tunc* to the Corporation's formation.

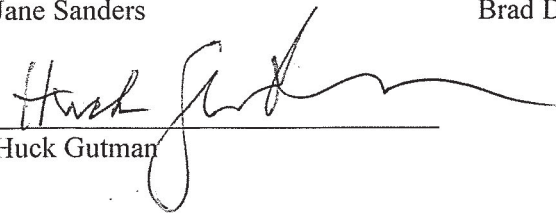
LISTED DIRECTORS

Michael Briggs

Richard Sugarman

Jane Sanders

Brad Deutsch



Huck Gutman

OUR REVOLUTION

CORRECTIVE ACTION OF THE LISTED INITIAL DIRECTORS BY WRITTEN CONSENT WITHOUT A MEETING

The undersigned, being all the persons listed as the initial directors in the Articles of Incorporation (the "Articles") of Our Revolution, a District of Columbia Nonprofit corporation (the "Corporation"), hereby consent to and adopt the following resolutions by unanimous written consent without a meeting, in accordance with Section 29-406.21 and Section 29-408.05 of the District of Columbia Nonprofit Corporation Code.

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WHEREAS, the Directors desire to amend Article Fifth: Miscellaneous Provisions, to be more accurate; and

WHEREAS, Directors have reviewed the Articles of Amendment attached hereto, which reflect the desired amendments to Article Fifth and Article Sixth.

NOW, THEREFORE, BE IT RESOLVED that the Articles of Amendment attached hereto be, and hereby is, approved and authorized; and it is

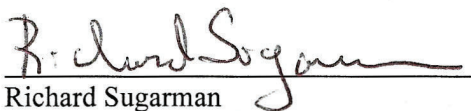
FURTHER RESOLVED that the amendments contained in the Articles of Amendment are to be effective, *nunc pro tunc* to the Corporation's formation; and it is

FURTHER RESOLVED that each listed director below of the Corporation and John Knab, as attorney, with full power of substitution, is, severally and jointly, authorized to date and to file the below Articles of Amendment with the D.C. Department of Consumer and Regulatory Affairs to reflect the foregoing resolutions, including to file such amendments contained in the Articles of Amendment on-line, as the authorized person and/or executing officer, for the purposes of accomplishing the filing, and any and all such actions taken to complete the filing are hereby approved and ratified.

IN WITNESS WHEREOF, the undersigned have executed this action by the Board in writing without a meeting on _____, 2016, with the intention that the amendments be effective *nunc pro tunc* to the Corporation's formation.

LISTED DIRECTORS

Michael Briggs


Richard Sugarman

Jane Sanders

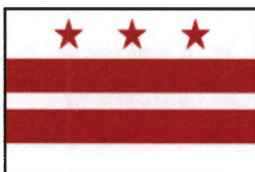
Brad Deutsch

Huck Gutman

EXHIBIT C

Initial File #: N00005478000

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



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF AMENDMENT*** is hereby issued to:

Our Revolution

Effective Date: 9/7/2016

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 9/7/2016 7:03 PM

Business and Professional Licensing Administration



Handwritten signature of Patricia E. Grays in cursive script.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Muriel Bowser
Mayor

Tracking #: iGY9fkIC



DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS
District of Columbia Government
Corporations Division

Articles of Amendment of Domestic Nonprofit Corporation
Form DNP-2, Version 3, April 2013

Under the provisions of the Title 29 of D.C. Code (Business Organizations Act), the domestic filing entity listed below hereby applies for a Certificate of Amendment and for that purpose submits the statement below.

1. Corporation Name.
Our Revolution

2. The text of each amendment adopted.

See attached document.

3. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment.

4. The date of each amendment's adoption.
7/15/2016 9:46:39 AM

5. Amendment has been adopted in the following manner.
The amendment was adopted by the incorporators or by the board of directors or designated body, as the case may be, and that member approval was not required.

If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405;

| Name of the Governor or Authorized Person | Date | Signature |
|---|---------------------|-----------|
| Knab John | 9/7/2016 7:03:35 PM | ESIGNED |

Mail all forms and required payment to:
 Department of Consumer and Regulatory Affairs
 Corporations Division
 PO Box 92300
 Washington, DC 20090
 Phone: (202) 442-4400

Corporate Online Services Information:
 Many corporate filings are available by using CorpOnline Service, Go to CorpOnline site at <https://corp.dca.dc.gov>, create a profile, access the online services main page and proceed. Online filers must pay by using a credit card.

Articles of Amendment of Domestic Nonprofit Corporation

of

Our Revolution

Under the provisions of Title 29 of the D.C. Code, Our Revolution, the domestic filing entity, hereby states that the following amendments to its Articles of Incorporation were adopted on September 6, 2016:

Articles Fifth and Sixth are amended and restated in their entirety, *nunc pro tunc* to the formation of the Corporation:

Fifth: Miscellaneous Provisions:

(A) This corporation is organized and operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, including, but not limited to: (1) developing and advocating for legislation, regulations, and government programs to protect the legal rights of all citizens in order to avoid disenfranchisement of the average citizen and to improve the political process, (2) conducting research about and publicizing the positions of elected officials concerning these issues, and (3) conducting such other activities as permitted under Section 501(c)(4) the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

(B) The Corporation will never be operated for the primary purpose of carrying on a trade or business for profit.

(C) This corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code.

(D) The Corporation may participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office to the extent permitted by Section 501(c)(4) of the Internal Revenue Code.

(E) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any private person except the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

(F) Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to, and only to, one or more charitable or social welfare organizations.

(G) The Corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the members of its Board of Directors, any of the provisions contained in these Articles of Incorporation.

Resolution of the Board of Directors
of Our Revolution

(H) The Corporation shall indemnify a person serving as a director or officer for liability, as defined under the DC Nonprofit Corporations Act of 2010 (as it may be amended) for any action taken, or any failure to take action, as a director or as an officer, to the fullest extent permitted by law.

(I) A director of the Corporation is not liable to the Corporation or its members for money damages for any action taken, or any failure to take any action, as a director, to the fullest extent permitted by law.

Sixth: Directors Names & Address

| <u>Name</u> | <u>Address</u> |
|--------------------|----------------------|
| Larry Cohen | Washington, DC 20002 |
| Lucy Flores | Washington, DC 20002 |
| Huck Gutman | Washington, DC 20002 |
| Jim Hightower | Washington, DC 20002 |
| Ben Jealous | Washington, DC 20002 |
| Jane Kleeb | Washington, DC 20002 |
| Deborah Parker | Washington, DC 20002 |
| Nina Turner | Washington, DC 20002 |
| Catalina Velasquez | Washington, DC 20002 |
| Shailene Woodley | Washington, DC 20002 |
| Jim Zogby | Washington, DC 20002 |