

**Application for Recognition of Exemption
Under Section 501(c)(4) of the Internal Revenue Code**Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form1024A for instructions and the latest information.**Note:** If exempt status is approved, this application will be open for public inspection.

Use the "?" buttons throughout this form for help in completing this application. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 877-829-5500.

If you cannot complete required responses within the textbox limits throughout this form, upload your additional narratives with the other required documents.

A request for a determination under section 501(c)(4) is optional. See instructions for additional information.

Part I Identification of Applicant**1** Full Name of Organization (exactly as it appears in your organizing document)

AMERICAN OPPORTUNITY ACTION

2 Care of Name (if applicable)**3** Mailing Address (number, street and room/suite)

420 FLORIDA AVE NE NUM 114

4 City

WASHINGTON

5 Country

United States

6 State

District Of Columbia

7 Zip Code + 4

20002

8 Foreign Province (or State)**9** Foreign Postal Code**10** Employer Identification Number

33-2238677

11 Month Tax Year Ends

DECEMBER

12 Person to Contact if More Information is Needed (officer, director, trustee, or authorized representative)

KATHERINE LABEAU

13 Contact Telephone Number

202-968-4501

14 Fax Number (optional)**15** User Fee Submitted

\$600.00

16 Organization's Website (if available):**17** List the names, titles, and mailing addresses of your officers, directors, and/or trustees.

First Name: PRESTON

Last Name: ELLIOTT

Title: DIRECTOR/PRESIDENT

Mailing Address: 420 FLORIDA AVE NE NUM 114

City: WASHINGTON

State (or Province): DC

Zip Code (or Foreign Postal Code): 20002

First Name: DANIEL

Last Name: BOYSEN

Title: DIRECTOR

Mailing Address: 420 FLORIDA AVE NE NUM 114

City: WASHINGTON

State (or Province): DC

Zip Code (or Foreign Postal Code): 20002

First Name: JESSICA

Last Name: POST

Title: DIRECTOR/TREASURER

Mailing Address: 420 FLORIDA AVE NE NUM 114

City: WASHINGTON

State (or Province): DC

Zip Code (or Foreign Postal Code): 20002

First Name:

Last Name:

Title:

Mailing Address:

City:

State (or Province):

Zip Code (or Foreign Postal Code):

First Name:

Last Name:

Title:

Mailing Address:

City:

State (or Province):

Zip Code (or Foreign Postal Code):

☐ Check here to add more officers, directors, and/or trustees.

Part II Organizational Structure

- 1** You must be a corporation, limited liability company (LLC), unincorporated association, or trust to be tax exempt.

Select your type of organization.

☒ Corporation

At the end of this form, you must upload a copy of your articles of incorporation (and any amendments) that shows proof of filing with the appropriate state agency.

☐ Limited Liability Company (LLC)

At the end of this form, you must upload a copy of your articles of organization (and any amendments) that shows proof of filing with the appropriate state agency. Also, if you adopted an operating agreement, upload a copy, along with any amendments.

☐ Unincorporated Association

At the end of this form, you must upload a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.

☐ Trust

At the end of this form, you must upload a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.

- 2** Enter the date you formed. (MM/DD/YYYY)

12/04/2024

- 3** Select your state (or U.S. territory) of incorporation or other formation. If you were formed under the laws of a foreign country, select Foreign Country.

District Of Columbia

- 4** Have you adopted bylaws? If "Yes," at the end of this form, upload a current copy showing the date of adoption. If "No," explain how you select your officers, directors, or trustees.

☒ Yes

☐ No

Part III Your Activities

- 1** Describe completely and in detail your past, present, and planned activities. Do not refer to or repeat the purposes in your organizing document or speculate about potential future programs. Your narrative description of activities should be thorough and accurate because we determine whether you qualify for 501(c)(4) exempt status based on the information in your application.

For each past, present, or planned activity, include information that answers the following questions:

- What is the activity?
- Who conducts the activity?
- Where is the activity conducted?
- What percentage of your total time is allocated to the activity?
- How is the activity funded (for example, donations, fees, etc.) and what percentage of your overall expenses is allocated to this activity?
- How does the activity further your exempt purposes?

American Opportunity Action's (Applicant) mission is to rebuild the middle class by advancing policies that create economic opportunity, protecting democratic institutions and educating the public on issues that affect them.

Applicant will provide educational information to the public on important policy issues that are at stake in the state, local, or federal government, and encourage constituents to support or oppose certain legislation, including ballot measures. Applicant will focus on topics such as healthcare, reproductive rights, climate change, human rights, economic policy, education policy, and protecting democratic institutions. Applicant will especially prioritize engagement in states with pending ballot measure issues that impact middle class families like the minimum wage and paid parental leave. Applicant will conduct its activity through digital ads, mailers, and in-person meetings and events. Applicant will spend about 40 percent of its exempt purposes on these activities.

Applicant will conduct research and provide analysis on important public policy issues such as health care, reproductive rights, climate change, human rights, economic policy, education policy, and protecting democratic institutions. Applicant will make some of the research and analysis available to partner organizations to support their advocacy efforts, as well as the public. Applicant will spend about 25 percent of its exempt purposes on these activities.

Applicant will work to protect democratic institutions through oversight and combatting disinformation. It will support democratic institutions including the press, an independent judiciary, and anti-corruption agencies through oversight to include public records requests, litigation and education of the public. Applicant will provide fact-based educational information to the American people on the important and historic role these institutions have played in our democracy, through digital ads and in-person meetings and events. Applicant will spend about 10 percent of its tax exempt purposes on these activities.

Applicant will provide educational information to American voters on the voting process, including how and where to vote as well as general information pertaining to the offices and ballot questions presented. Applicant will provide this information through digital ads, mailers, and in-person meetings and events, and especially target underrepresented and low turnout voters. Generally, Applicant's voter information will be conducted on a nonpartisan basis, and such programs (1) will not name or depict candidates for public office, (2) will not name political parties, (3) will be made available without regard to a voter's political preference, (4) will not target voters who are members of a particular political party who support or oppose a particular candidate for public office, or who have a particular position on an issue that divides candidates in an election for public office, and (5) will not otherwise be biased towards or against candidates for public office. Applicant will spend about 25 percent of its exempt purposes on these activities.

Funding sources for these activities will include donations and grants from individuals, foundations, and corporate entities. These activities, dedicated to strengthening the middle class and protecting democratic institutions, support Applicant's mission to promote social welfare.

Part III Your Activities (continued)

- 2** Enter the 3-character NTEE Code that best describes your activities.

Or check here if you want the IRS to select the NTEE Code that best describes your activities.

☐

- 3** Do you or will you spend any money or time attempting to influence the selection, nomination, election, or appointment of any person to any federal, state, or local public office or to an office in a political organization? If "Yes," explain in detail and list the amounts of money and time you spent or plan to spend in each case.

☒ Yes☐ No

Applicant will spend only a limited amount of resources influencing federal, state, or local elections, such as by running get-out-the-vote programming targeted specifically at members of a political party or at voters who support or oppose certain candidates or policies. Applicant's political activity will not exceed 49 percent of its budget in any given fiscal year. Any political intervention that may be conducted by the organization will be conducted within the limits imposed by Internal Revenue Code section 501(c)(4), Treasury Regulation section 1.501(c)(4)-1(a)(2), and Revenue Ruling 81-95, 1981-1C.B.332. Applicant will track its expenses to ensure that political activities do not become a majority of its activities in the course of a fiscal year, and to ensure that all required taxes are paid under Internal Revenue Code section 527(f).

- 4** Have you previously received a ruling or determination letter recognizing you (or any predecessor organization) as exempt under section 501(c)(3) which was later revoked by the IRS on the basis that you (or your predecessor) were carrying on propaganda or otherwise attempting to influence legislation or on the basis that you (or your predecessor) engaged in political activity? If "Yes," explain.

☐ Yes☒ No

- 5** Are you a successor to another organization? Answer "Yes" if you have taken or will take over the activities of another organization, you took over 25% or more of the fair market value of the net assets of another organization, or you were established upon the conversion of an organization from for-profit to nonprofit status. If "Yes," explain. If "No," continue to Line 6.

☐ Yes☒ No

- 5a** Are you a successor to a for-profit organization?

☐ Yes☐ No

- 5b** List the name, last address, and EIN of your predecessor organization and describe its activities.

Part III **Your Activities** (continued)

- 5c** List the owners, partners, principal stockholders, officers, and governing board members of your predecessor organization. Include their names, addresses, and share/interest in the predecessor organization (if for-profit).

- 5d** Explain your relationship with your predecessor organization and why you took over its activities or assets or converted from for-profit to nonprofit status.

- 5e** Do you or will you maintain a working relationship with any of the persons listed in question 5c or with any for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the relationship.

☐ Yes☐ No

- 5f** Were any assets transferred, whether by gift or sale, from the predecessor organization to you? If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof and describe any restrictions that were placed on the use or sale of the assets.

☐ Yes☐ No

Part III **Your Activities** (continued)

- 5g** Were any debts or liabilities transferred from the predecessor organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed. ☐ Yes ☐ No

- 5h** Will you lease or rent any property or equipment to or from the predecessor organization or any persons listed in Line 5c or a for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the arrangement(s) including how the lease or rental value was determined. ☐ Yes ☐ No

- 6** Do you or will you have members? If "Yes," state your membership requirements, your classes of membership, the number of members in each class, and the voting rights or privileges associated with each class. ☐ Yes ☒ No

- 7** Do you or will you make any distributions of property or surplus funds to shareholders or members? If "Yes," explain. ☐ Yes ☒ No

Part III Your Activities (continued)

- 8** Do you or will you make grants, loans, or other distributions to organizations? If "Yes," describe the type and purpose of the grants, loans, or distributions, how you select your recipients including submission requirements (such as grant proposals or application forms), and the criteria you use or will use to select recipients. Also, describe how you ensure the grants, loans, and other distributions are or will be used for their intended purposes (including whether you require periodic or final reports on the use of funds and any procedures you have if you identify that funds are not being used for their intended purposes). Finally, describe the records you keep with respect to grants, loans, or other distributions you make and identify any recipient organizations and any relationships between you and the recipients. If "No," continue to Line 9. ☒ Yes ☐ No

Applicant may grant funds to other organizations to support civic education and engagement programs. All grants will be restricted for activity that is permissible for a 501(c)(4) organization. Potential grantees will be required to submit a proposal and a budget for review by Applicant before funds are dispersed. Grant agreements will require grantees to use grant funds only for the purposes for which the grant was made and acknowledge Applicant's authority to withhold or recover grant funds if funds are misused. The grant agreement will require grantees to submit periodic reports concerning use of grant funds. Reports will include a full accounting of how all grant dollars were spent. Applicant will maintain a grant agreement for each grant it funds, and each report received from grantees and any additional reports made by Applicant or independent auditors concerning the expenditure.

- 8a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," name each foreign organization, the country and region within each country in which each foreign organization operates, any relationship you have with each foreign organization, and whether the foreign organization accepts contributions earmarked for a specific country or organization (if so, specify which countries or organizations). If "No," continue to Line 9. ☐ Yes ☒ No

- 8b** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ Yes ☐ No

- 8c** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including periodic reporting requirements, auditing grantees, or site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ Yes ☐ No

Part III **Your Activities** (continued)

8d Do you share board members or other key personnel with the recipient organization(s)? If "Yes," identify the relationships. ☐ Yes ☐ No

8e When you make grants, loans, or other distributions to foreign organizations, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-exempt activities. ☐ Yes ☐ No

8f Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC? ☐ Yes ☐ No

8g Will you acquire from OFAC the appropriate license and registration where necessary? ☐ Yes ☐ No

9 Do you or will you operate in a foreign country or countries? If "Yes," name each foreign country and region within each country in which you do or will operate and describe your operations in each one. If "No," continue to Line 10. ☐ Yes ☒ No

9a When you conduct activities in foreign countries, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-exempt activities. ☐ Yes ☐ No

Part III **Your Activities** (continued)

9b Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC? ☐ Yes ☐ No

9c Will you acquire from OFAC the appropriate license and registration where necessary? ☐ Yes ☐ No

10 Are you a homeowners' association? If "Yes," describe the area that your homeowners' association covers. If "No," continue to Line 11. ☐ Yes ☒ No

10a Explain who owns the properties in the area your homeowners' association covers, including common areas, and explain the respective voting rights of each property.

10b Do you or will you own or maintain common areas, streets, sidewalks, or facilities (such as swimming pools, tennis courts, parking, etc.)? If "Yes," describe these areas or facilities. ☐ Yes ☐ No

10c Do you or will you restrict your facilities and common areas from public access and use? If "Yes," describe the restrictions. If "No," explain the extent to which the general public may use your facilities and common areas. ☐ Yes ☐ No

Part III **Your Activities** *(continued)*

10d Do you or will you administer or enforce covenants for preserving your association's property? If "Yes," describe your covenant agreements and policies.

☐ Yes☐ No

10e Do you or will you provide maintenance services to the exterior of private residences? If "Yes," explain.

☐ Yes☐ No

11 Are you a local association of employees? If "Yes," state the name and address of each employer whose employees are eligible for membership.

☐ Yes☒ No

Part IV Compensation and Other Financial Arrangements

1 Do you or will you compensate your officers, directors, trustees, employees, members, or independent contractors? If "No," continue to Line 2. ☒ Yes ☐ No

1a Do or will the individuals that approve compensation arrangements follow a conflict of interest policy? If "No," describe how you set compensation that is reasonable. ☒ Yes ☐ No

1b Do or will you compensate any of your officers, directors, trustees, employees, members, or independent contractors through nonfixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all nonfixed compensation agreements. ☐ Yes ☒ No

2 Do you or will you purchase or sell any goods, services, or assets from or to: (i) any of your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest; (iv) your highest compensated employees; (v) your highest compensated independent contractors; or (vi) any member of your organization? If "Yes," describe any such transactions that you made or intend to make, with whom you make or will make such transactions, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. ☐ Yes ☒ No

Part IV Compensation and Other Financial Arrangements *(continued)*

- 3** Do you or will you have any leases, contracts, loans, or other agreements with: (i) your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest; (iv) your highest compensated employees; (v) your highest compensated independent contractors; or (vi) any member of your organization? If "Yes," describe any written or oral arrangements that you made or intend to make, with whom you have or will have such arrangements, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value.

☐ Yes☒ No

- 4** Do you or will you be paid for services you perform? If "Yes," describe these services, the income and expenses related to the services, and the benefits these activities provide to the general public.

☐ Yes☒ No

- 5** Do you or will you participate in any joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners? If "Yes," for each joint venture, state your ownership percentage and your investment in each joint venture, describe the tax status of all other participants, describe the activities of each and how you exercise control over those activities, and describe how each joint venture furthers your exempt purposes.

☐ Yes☒ No

Part V Financial Data**A. Statement of Revenues and Expenses**

Type of revenue	Current tax year	2 prior or succeeding tax years	
	From: 01/01/2025 To: 12/31/2025	From: 12/04/2024 To: 12/31/2024	From: 01/01/2026 To: 12/31/2026
1 Gifts, grants, and contributions received	\$20,000,000.	\$0.	\$20,000,000.
2 Membership fees received			
3 Gross investment income			
4 Net unrelated business income			
5 Taxes levied for your benefit			
6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)			
7 Any revenue not otherwise classified (provide an itemized list below)			
8 Total of lines 1 through 7	\$20,000,000.	\$0.	\$20,000,000.
9 Gross receipts from any activity that is related to your exempt purpose (provide an itemized list below)			
10 Total of lines 8 and 9	\$20,000,000.	\$0.	\$20,000,000.
11 Net gain or loss on sale of capital assets (provide an itemized list below)			
12 Total Revenue	\$20,000,000.	\$0.	\$20,000,000.
Type of expense	Current tax year	2 prior or succeeding tax years	
13 Fundraising expenses	\$20,000.	\$0.	\$20,000.
14 Contributions, gifts, grants, and similar amounts paid out (provide an itemized list below)	\$13,000,000.		\$20,000,000.
15 Disbursements to or for the benefit of members (provide an itemized list below)			
16 Compensation of officers, directors, and trustees			
17 Other salaries and wages	\$500,000.		\$500,000.
18 Interest expense			
19 Occupancy (rent, utilities, etc.)	\$12,000.		\$12,000.
20 Depreciation and depletion			
21 Professional fees	\$534,000.	\$0.	\$534,000.
22 Any expense not otherwise classified, such as program services (provide an itemized list below)	\$1,170,000.	\$0.	\$2,170,000.
23 Total Expenses	\$15,236,000.	\$0.	\$23,236,000.

24 Itemized financial data

Current Tax Year: Insurance: \$20,000. Operations: \$150,000. Programming Communications: \$1,000,000. Succeeding Tax Year: Insurance: \$20,000. Operations: \$150,000. Programming Communications: \$2,000,000.

Part V **Financial Data** (continued)

B. Balance Sheet (for your most recently completed tax year)		Year End: 12/31/2024
Assets		
1 Cash		\$0.
2 Accounts receivable, net		
3 Inventories		
4 Bonds and notes receivable (provide an itemized list below)		
5 Corporate stocks (provide an itemized list below)		
6 Loans receivable (provide an itemized list below)		
7 Other investments (provide an itemized list below)		
8 Depreciable assets (provide an itemized list below)		
9 Land		
10 Other assets (provide an itemized list below)		
11 Total Assets		\$0.
Liabilities		
12 Accounts payable		\$0.
13 Contributions, gifts, grants, etc. payable		
14 Mortgages and notes payable (provide an itemized list below)		
15 Other liabilities (provide an itemized list below)		
16 Total Liabilities		\$0.
Fund Balances or Net Assets		
17 Total fund balances or net assets		
18 Total Liabilities and Fund Balances or Net Assets		\$0.

19 Itemized financial data

--

Part VI Effective Date

In general, a determination letter recognizing exemption of an organization described in section 501(c)(4) is effective as of the date of formation if: (1) its purposes and activities prior to the date of the determination letter have been consistent with the requirements for exemption; and (2) it has filed an application for recognition of exemption within 27 months from the end of the month in which it was organized.

An organization that otherwise meets the requirements for tax-exempt status and the issuance of a determination letter that does not meet the requirements for recognition from the date of formation will be recognized from the submission date of its Form 1024-A application.

- 1** Are you submitting this application within 27 months of the end of the month in which you were legally formed? If "Yes," continue to Part VII. ☒ Yes ☐ No
- 2** Are you applying for reinstatement of exemption after being automatically revoked for failure to file required returns or notices for three consecutive years? If "No," continue to Part VII. ☐ Yes ☐ No
- 2a** Revenue Procedure 2014-11, 2014-1 C.B. 411, provides for four procedures for reinstating your tax-exempt status. Select the section of Revenue Procedure 2014-11 under which you want us to consider your reinstatement request.
- ☐ Section 4. You are seeking retroactive reinstatement under section 4 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 4, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future.
- ☐ Section 5. You are seeking retroactive reinstatement under section 5 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 5, that you have filed required annual returns, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future. Describe how you exercised ordinary business care and prudence in determining and attempting to comply with your filing requirements in at least one of the three years of revocation and the steps you have taken or will take to avoid or mitigate future failures to file timely returns or notices.
- ☐ Section 6. You are seeking retroactive reinstatement under section 6 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 6, that you have filed required annual returns, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future. Describe how you exercised ordinary business care and prudence in determining and attempting to comply with your filing requirements in each of the three years of revocation and the steps you have taken or will take to avoid or mitigate future failures to file timely returns or notices.
- ☐ Section 7. You are seeking reinstatement under section 7 of Revenue Procedure 2014-11, effective the date you are filing this application.

Part VII Annual Filing Requirements

If you fail to file a required information return or notice for three consecutive years, your exempt status will be automatically revoked.

- 1** Certain organizations are not required to file annual information returns or notices (Form 990, Form 990-EZ, or Form 990-N, e-Postcard). If you are granted tax-exemption, are you claiming to be excused from filing Form 990, Form 990-EZ, or Form 990-N?

☐ Yes☒ No

If "Yes," are you claiming you are excepted from filing because you are:

☐ An affiliate of a governmental unit that meets the requirements of Revenue Procedure 95-48, 1995-2 C.B. 418

☐ Other (describe)

Part VIII Notification Requirement Under Section 506

Most organizations described in section 501(c)(4) are required to notify the IRS that they are operating under section 501(c)(4) within 60 days of formation by filing Form 8976, Notice of Intent to Operate Under Section 501(c)(4). If an organization doesn't submit a timely notification, a penalty will be assessed. Submission of Form 1024-A doesn't satisfy the requirement to provide notice to the IRS.

- 1** Did you file Form 8976, Notice of Intent to Operate Under Section 501(c)(4), within 60 days of your formation? If "No," explain.

☒ Yes☐ No**Part IX Signature**

☒ I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, and to the best of my knowledge it is true, correct, and complete.

PRESTON ELLIOTT

(Type name of signer)

DIRECTOR/PRESIDENT

(Type title or authority of signer)

01/17/2025

(Date)

Upload checklist:

- ☒ Organizing document (and any amendments)
- ☒ Bylaws, if adopted
- ☒ Form 2848, Power of Attorney and Declaration of Representative (if applicable)
- ☐ Form 8821, Tax Information Authorization (if applicable)
- ☐ Supplemental responses (if applicable)
- ☐ Expedited handling request (if applicable)

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF LICENSING AND CONSUMER PROTECTION
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 INCORPORATION*** is hereby issued to:

American Opportunity Action

Effective Date: 12/4/2024

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 12/4/2024 10:05 AM

Business and Professional Licensing Administration



Rebecca Janovich

REBECCA JANOVICH
Superintendent of Corporations,
Corporations Division

Muriel Bowser
Mayor

Tracking #: exnvmASr



DEPARTMENT OF LICENSING AND CONSUMER PROTECTION

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:

American Opportunity Action

Second: The corporation will have members: No

Third: Registered Agent's name and address in the District Columbia:

C T CORPORATION SYSTEM

1015 15th St NW

Suite 1000

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):

INDEMNIFICATION

The corporation reserves the power to indemnify a Director who is a party to a proceeding because they are or were a Director, for judgments, settlements, penalties, fines, including excise taxes assessed with respect to employee benefit plans, or reasonable expenses (including attorneys' fees) incurred with respect to a threatened, pending, or completed proceeding, except liability for:

1. Receipt of a financial benefit to which the Director is not entitled;
2. An intentional infliction of harm;
3. A violation of D.C. Code § 29-406.33 or a successor provision of law; or
4. An intentional violation of criminal law.

LIMITATION OF LIABILITY

A Director shall not be liable to the corporation or its members for money damages for any action taken, or any failure to take action, as a Director, except liability for:

1. The amount of a financial benefit received by the Director to which the Director is not entitled;
2. An intentional infliction of harm;
3. A violation of District of Columbia Code § 29-406.33 or a successor provision of law; or
4. An intentional violation of criminal law.

DIRECTORS

The manner in which Directors shall be elected or appointed shall be provided in the Bylaws of the Corporation.

The initial Directors are:

Preston Elliott, 1015 15th St NW, Ste 1000, Washington, DC 20005.

Jessica Post, 1015 15th St NW, Ste 1000, Washington, DC 20005.

Daniel Boysen, 1015 15th St NW, Ste 1000, Washington, DC 20005.

Sixth: Directors Name & Address:

No directors.

Seventh: Incorporators Name & Address:

Name	Address
Katherine LaBeau	250 Massachusetts Ave NW, Ste 400, Washington, District of Columbia 20001

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: 12/4/2024 10:05 AM

E-Signed

BY-LAWS
OF
AMERICAN OPPORTUNITY ACTION

BY-LAWS
OF
AMERICAN OPPORTUNITY ACTION.

ARTICLE 1. OFFICES

The principal office of American Opportunity Action (the “*corporation*”) shall be located at its principal place of business or such other place as the Board of Directors (“*Board*”) may designate. The corporation may have such other offices as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Membership

The corporation shall not have members.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by the Board.

3.2 Number, Election and Tenure

The Board shall consist of not less than three Directors. Initial Directors shall be appointed by the incorporator(s). Each Director shall be at least eighteen years of age. Successor Directors shall be elected by the affirmative vote of a majority of Directors serving at the time. A Director shall hold office for a term of one year. Despite the expiration of a Director’s term, a Director shall continue to serve until the Director’s successor is elected, appointed, or designated and until the Director’s successor takes office.

3.3 Regular Meetings

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

3.4 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or a majority of the Board. The person or persons authorized to call special meetings may fix any place as the place for holding any special Board or committee meeting called by them. Notice of a special meeting shall be delivered to the Directors not less than two days before the meeting according to the provisions of Section 3.7 of these By-Laws.

3.5 Meetings by Telephone or Internet

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone, Internet videoconferencing or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.6 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.7 Notice of Special Meetings

3.7.1 In Writing

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. If notice is delivered via regular mail, the notice shall be deemed effective five days after being deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

3.7.2 Personal Communication

Notice may be by personal communication with the Director.

3.7.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically

transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

3.7.4 Posting Electronic Notice

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.7.4.

3.8 Waiver of Notice

3.8.1 Record

Whenever any notice is required to be given to any Director under the provisions of these By-Laws, the Certificate of Incorporation or applicable law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.8.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.9 Quorum

A majority of the number of Directors then serving shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a

meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.10 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these By-Laws, the Certificate of Incorporation or applicable law.

3.11 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as chair of the meeting before the adjournment thereof, or forwards such dissent or abstention to the President of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.12 Action by Board without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.13 Resignation

Any Director may resign at any time by delivering written notice to the President, the Treasurer, or the Board; or by giving oral notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.14 Removal

One or more Directors (including the entire Board) may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors then serving.

3.15 Vacancies

Any vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall serve the remainder of the term of his or her predecessor in office. Despite the expiration of a Director's term, a Director shall continue to serve until the Director's successor is elected, appointed, or designated and until the Director's successor takes office.

3.16 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a President and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers, including a Secretary, may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

4.2 Election and Term of Office

The officers of the corporation shall be elected each year by the Board. Unless he or she dies, resigns, or is removed, each officer shall hold office until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, the Treasurer or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these By-Laws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to them by the Board from time to time. If no Secretary is elected, the President shall be responsible for supervising the preparation of the minutes of meetings of the Board and the maintenance and authentication of the records of the corporation.

4.7 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these By-Laws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or the Board.

4.8 Secretary

If one is elected, the Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or

as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or the Board.

4.9 Compensation

The salaries of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a Director of the corporation.

ARTICLE 5. INTERESTS OF DIRECTORS AND OFFICERS

5.1 Compensation

Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.

5.2 Conflict of Interest

Directors and officers shall disclose to the Board any financial interest that the Director or officer directly or indirectly has in any person or entity that is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

5.3 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

ARTICLE 6. EXECUTIVE DIRECTOR

The corporation may employ an Executive Director who shall be appointed, employed, and discharged by the Board. The Executive Director shall manage the affairs of the corporation according to the policies, principles, practices and budget

authorized by the Board, and shall be responsible for management of personnel, finances and programs. The Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge.

ARTICLE 7. INDEMNIFICATION

To the fullest extent permitted by law, the corporation shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he or she is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a Director or officer of another corporation against expenses and amounts paid in settlement actually and necessarily incurred by them in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person that the corporation has the power to indemnify under the law. The indemnification provided by this Article 7 shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

ARTICLE 8. STANDING BOARD COMMITTEES

8.1 Creation of Committee

The Board, by majority vote, may designate and appoint one or more standing committees, each of which shall consist of not less than three Directors, to assist in preparing and implementing organization policies and programs. Committee members shall serve at the pleasure of the Board for one year or until they are reelected, or their successors are elected. The majority of members of a standing committee must be Directors. Committee members may be removed at any time, with or without cause, by the Board. Chairs of committees shall be appointed by the Board. No such committee may fill vacancies in the Board, fix compensation of Directors, amend or repeal the corporation's by-laws, or amend or repeal any resolution of the Board that states it may not be amended or repealed by a committee.

8.2 Meetings

A committee shall meet, from time to time, when any such meeting is called by the chair of the committee, or by a majority of the members of the committee. It shall keep regular minutes of its meetings and deliver such minutes to the Board.

8.3 Quorum

A majority of the members of the committee shall constitute a quorum for the transaction of business at a meeting of the committee.

8.4 Manner of Acting

The act of a majority of the members present at a meeting of the committee which a quorum is present shall be the act of the committee.

8.5 Action by the Committee without Meeting

Any action which could be taken at a meeting of the committee may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the members. Any such written consent shall be inserted in the minute book as if it were the minutes of a committee meeting.

ARTICLE 9. ADVISORY COMMITTEES

The Board may create advisory committees to serve to advise the Board, officers and employees of the corporation in any and all matters. Members of an advisory committee shall be appointed by the Board. Advisory committees may prescribe rules and regulations for the call and conduct of meetings and all other matters relating to its procedures and responsibilities. Advisory committees may elect a chair from among their membership. They shall keep regular minutes of their meetings and deliver such minutes to the Board.

ARTICLE 10. ADMINISTRATIVE AND FINANCIAL PROVISIONS

10.1 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

10.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

10.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

10.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

10.5 Books and Records

The corporation shall keep at its principal office copies of its current Certificate of Incorporation and By-Laws; correct and adequate records of accounts and finances, minutes of the proceedings of its committees and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

10.6 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall end December 31.

10.7 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these By-Laws, the Certificate of Incorporation or any resolution of the Board.

ARTICLE 11. AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these By-Laws, or by the written consent of each of the Directors.

AMERICAN OPPORTUNITY ACTION

CONFLICTS OF INTEREST POLICY

A. Purpose

The purpose of the Conflicts of Interest Policy (the “**Policy**”) is to protect the interest of American Opportunity Action (the “**Corporation**”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

B. Definitions

1. Interested Person

Any Director, principal officer, or member of a committee with powers delegated by the Board of Directors (“**Board**”), who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under procedures outlined below, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

C. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a

conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Policy

1. If the Board or committee has reasonable cause to believe a Director, principal officer or member has failed to disclose actual or possible conflicts of interest, it shall inform such person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
2. If, after hearing the Director's, principal officer's or member's response and after making further investigation as warranted by the circumstances, the Board or committee determines such person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

E. Records of Proceedings

The minutes of the Board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

F. Compensation

1. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

G. Annual Statements

Each Director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the Policy;
2. Has read and understands the Policy;
3. Has agreed to comply with the Policy; and
4. Understands the Corporation is tax-exempt and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

H. Periodic Reviews

To ensure the Corporation operates in a manner consistent with tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax-exempt purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

I. Use of Outside Experts

When conducting the periodic reviews as provided for in this Policy, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Form **2848**
(Rev. January 2021)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

OMB No. 1545-0150

For IRS Use Only

Received by:

Name _____

Telephone _____

Function _____

Date / /

► Go to www.irs.gov/Form2848 for instructions and the latest information.**Part I Power of Attorney**

Caution: A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address

American Opportunity Action

420 Florida Ave NE Num 114
Washington, DC 20002

Taxpayer identification number(s)

33-2238677

Daytime telephone number

202-968-4501

Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address

Katherine LaBeau

250 Massachusetts Avenue NW Suite 400
Washington, DC 20001

Check if to be sent copies of notices and communications ☒

CAF No. 0312-22165R

PTIN P01965199

Telephone No. 202-968-4501

Fax No. 202-968-4498

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

Sarah Mahmood

250 Massachusetts Avenue NW Suite 400
Washington, DC 20001

Check if to be sent copies of notices and communications ☒

CAF No. 0314-96055R

PTIN

Telephone No. 202-968-4549

Fax No. 202-968-4498

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

Ezra Reese

250 Massachusetts Avenue NW Suite 400
Washington, DC 20001

(Note: IRS sends notices and communications to only two representatives.)

CAF No. 0306-87178R

PTIN P01521393

Telephone No. 202-968-4512

Fax No. 202-968-4498

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. _____

PTIN _____

Telephone No. _____

Fax No. _____

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

(Note: IRS sends notices and communications to only two representatives.)

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

- 3 Acts authorized (you are required to complete line 3).** Except for the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)

Tax Form Number
(1040, 941, 720, etc.) (if applicable)

Year(s) or Period(s) (if applicable)
(see instructions)

Application for Recognition of Exemption Under Section 501(c)(4)

1024-A

N/A

Return of Organization Exempt from Income Tax

990

2024 through 2026

- 4 Specific use not recorded on the Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See Line 4. Specific Use Not Recorded on CAF in the instructions ☐

5a Additional acts authorized. In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information): ☐ Access my IRS records via an Intermediate Service Provider;

☐ Authorize disclosure to third parties;☒ Substitute or add representative(s);☐ Sign a return;☐ Other acts authorized: _____

b Specific acts not authorized. My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.

List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b): _____

6 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this form. If you **do not** want to revoke a prior power of attorney, check here _____ ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

7 Taxpayer declaration and signature. If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, partnership representative (or designated individual, if applicable), executor, receiver, administrator, trustee, or individual other than the taxpayer, I certify I have the legal authority to execute this form on behalf of the taxpayer.

IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.

Signature

Date

Director & President

Title (if applicable)

Preston Elliott

Print name

American Opportunity Action

Print name of taxpayer from line 1 if other than individual

Part II Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
 - a** Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b** Certified Public Accountant—a holder of an active license to practice as a certified public accountant in the jurisdiction shown below.
 - c** Enrolled Agent—enrolled as an agent by the IRS per the requirements of Circular 230.
 - d** Officer—a bona fide officer of the taxpayer organization.
 - e** Full-Time Employee—a full-time employee of the taxpayer.
 - f** Family Member—a member of the taxpayer's immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
 - g** Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the IRS is limited by section 10.3(d) of Circular 230).
 - h** Unenrolled Return Preparer—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). **See Special Rules and Requirements for Unenrolled Return Preparers in the instructions for additional information.**
 - k** Qualifying Student or Law Graduate—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student, or law graduate working in a LITC or STCP. See instructions for Part II for additional information and requirements.
 - r** Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.

Note: For designations d–f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column.

Designation— Insert above letter (a–r).	Licensing jurisdiction (State) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable)	Signature	Date
a	DC	1028852	Karen T. Zeb	1/15/2025
a	DC	1670889	SMO	1/15/2025
a	DC	487760		1/15/2025