

AMERICANS ELECT 2012

August 6, 2012

EXPRESS MAIL

Aaron Lorenzen
Director of Elections
Office of South Dakota Secretary of State
500 East Capitol Avenue, Suite 204
Pierre, SD 57501

Re: Americans Elect

Dear Mr. Lorenzen:

This letter will serve as formal notice that Americans Elect has terminated or otherwise dissolved its status as a qualified political party in South Dakota effective immediately. According to the Americans Elect Amended and Restated Bylaws, as most recently amended, "the only offices eligible for nomination by Americans Elect shall be President and Vice President of the United States and no other federal, state, county or local office." (Section 7.3). Americans Elect will not have any Presidential or Vice Presidential candidates, or any other candidates, for election in 2012, and thus Americans Elect withdraws its ballot line and is terminating its status as a qualified party in South Dakota.

Attached for your records please find a Resolution of Americans Elect to this effect.

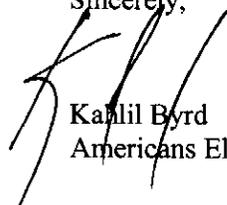
We also enclose a copy of this letter. Kindly stamp the letter received and then return the letter to counsel for Americans Elect in the self-addressed, postage pre-paid envelope that has been provided for your convenience.

On behalf of Americans Elect, it has been a pleasure working with your office and we thank you for your time, assistance and professional courtesy.

Please direct all future correspondence regarding Americans Elect to its Chief Legal Counsel at the following:

Daniel B. Winslow
Proskauer Rose LLP
One International Place,
Boston, MA 02110
dwinslow@proskauer.com
(617) 526-9736

Sincerely,



Kamli Byrd
Americans Elect

Enclosures

Cc: Daniel B. Winslow, Esq.

AmericansElect.org

Americans Elect is a 501(c)(4) organization, and contributions are not deductible for federal income tax purposes.
Americans Elect is not affiliated with and does not support or oppose any particular candidate or candidate's committee.

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS OF
AMERICANS ELECT**

Pursuant to Section 29-406.21 of the District of Columbia Nonprofit Corporation Act of 2010, the undersigned, being all of the members of the Board of Directors of Americans Elect, a District of Columbia nonprofit corporation ("Americans Elect"), in lieu of a meeting, hereby consent to and adopt in all respects the following resolutions, and such consent shall have the same force and effect as a vote of the undersigned at a meeting of the Board of Directors of Americans Elect duly called and held.

RESOLVED, that the Board of Directors hereby dissolves or otherwise terminates Americans Elect's status as a qualified political party in all states in which it has so qualified.

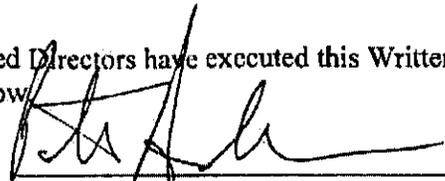
RESOLVED, that the Board of Directors hereby withdraws the Americans Elect ballot line in all states in which Americans Elect has obtained a ballot access line.

RESOLVED, that the Board of Directors hereby dissolves or otherwise terminates all state-based chapters or state committees of Americans Elect in all states in which such chapters or committees have been authorized and established in accordance with the Amended and Restated Bylaws of Americans Elect. The Board wishes to acknowledge and thank all state-based chapters or committees for their service to Americans Elect.

This Written Consent may be executed in one or more counterparts, each of which shall be an original of which shall constitute a single instrument.

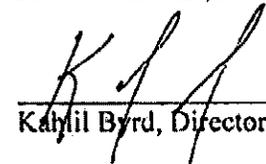
IN WITNESS WHEREOF, the undersigned Directors have executed this Written Consent, effective as of the latest date set forth below:

Dated: July 23, 2012



Peter Ackerman, Director

Dated: July 23, 2012



Kahlil Byrd, Director

Dated: July 24, 2012



Joshua S. Levine, Director