

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
OF
A NON-STOCK CORPORATION

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:45 AM 12/18/2015
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SR 20151425869 - File Number 5911128

- **First:** The name of the Corporation is Franklin & Lee, Inc.
- **Second:** Its Registered Office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of the registered agent is The Corporation Trust Company.
- **Third:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonprofit corporation. The Corporation is organized exclusively for the following social welfare and educational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"): to recruit, educate, train and support leaders who believe in the traditional political principles of individual responsibility, fiscal accountability and transparency as active participants in local, regional and statewide political activities, as candidates, campaign managers and otherwise, without regard to party affiliation; to engage in non-partisan advocacy and educational activities in support of this primary purpose; secondarily, to research and make public legislative, administrative and regulatory actions, decisions and determinations and analyze, for the public, a record of a government official's consistency with his/her respective prior positions and the effect those actions, decisions and determinations have on the growth of businesses, the creation of jobs, and community economic development progress; to evaluate candidates for political office and political office holders, regarding whether their policy positions both before and after being elected to office are consistent and support a pro-growth economic agenda that supports job creation and community economic development; all such activities to be performed in a nonpartisan manner with the goal of educating the general voting public on matters of public concern; and, to engage generally in any business which may lawfully be carried on by a corporation formed under the General Corporation Law of Delaware and which is not inconsistent with the Corporation's qualification as an organization described in Section 501(c)(4) of the Code.

For such purposes, and not otherwise, this Corporation shall have and may exercise all powers that are afforded to this Corporation by the Delaware General Corporation Law and by any future laws amendatory thereof and supplementary thereto; provided, however, that this Corporation shall not carry on any activity not permitted to be carried on by a Corporation that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(4) of the Code.

All references in these Articles of Organization to a particular section of the Code shall include the corresponding provision of any future federal tax law.

- **Fourth:** The Corporation shall not have any capital stock.

- **Fifth:** The conditions of membership are as stated in the Corporation's Bylaws.
- **Sixth:** The name and mailing address of the incorporator are as follows:

Name: Adam McLain

Mailing Address: 24 Church Road, Poquoson, Virginia 23662

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 17 day of December, A.D. 2015.

By: 

Adam McLain, Incorporator