

ARTICLES OF INCORPORATION
OF
VIRGINIANS FOR AMERICA FIRST

TO: The State Corporation Commission
Richmond, VA

I, the undersigned natural person of the age of 21 years or more, acting as the incorporator of a corporation adopt the following Articles of Incorporation for such corporation pursuant to the Virginia Nonstock Corporation Act.

FIRST: The name of the corporation is:

Virginians for America First

SECOND: The period of duration is perpetual.

THIRD: This corporation is organized, and shall be administered and operated, exclusively to receive, administer, and expend funds for the following social welfare purposes, within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended:

1. To educate the public and advocate for policies that enhance an American-centric positions on trade, the economy, and foreign affairs;
2. To engage in social welfare activities as determined by the Board of Directors;
3. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing social welfare purposes, and for no other purpose or purposes, the corporation shall have the all of the powers granted to nonstock corporations by Sections 13.1-826 and 13.1-827 of the Code of Virginia, and may do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation; provided, however, that the corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation.

FOURTH: The corporation shall not have members.

FIFTH: No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof.

SIXTH: The affairs of the corporation shall be carried on through its Board of Directors. The election or appointment of new directors shall be by the present Board; successors to outgoing directors shall be elected by the Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its affairs and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

SEVENTH: The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever. A director shall not be liable to the Corporation for money damages for any action taken, or any failure to take any action, as a director, to the fullest extent allowed by the Virginia Nonstock Corporation Act, as amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal.

EIGHTH: Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

NINTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to organizations which are then exempt from federal income tax under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

TENTH: The initial registered agent is Corporation Service Company, a foreign stock corporation authorized to transact business in Virginia. The corporation's initial registered office address, which is identical to the business office of the initial registered agent, is 100 Shockoe Slip, 2nd Floor, Richmond, VA 23219 located in the City of Richmond.

ELEVENTH: The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

TWELFTH: The number of directors constituting the initial Board of Directors is three (3), but the number of directors may be increased or decreased in the manner set forth in the bylaws, provided that the number shall not be less than one. The name and address, including street and number, of the persons who are to serve as the initial directors are:

NAME

ADDRESS

Leon Benjamin

5941 Saint Moritz Drive
Richmond, VA 23224-5433

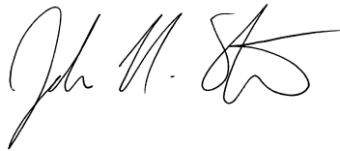
Frederick C. Larmore

213 Queen Charlotte Road
Richmond, VA 23221

Ralph Seymour Reynolds

815 Henri Rd.
Richmond, Va. 23226

THIRTEENTH: The name and address of the incorporator is John R. Strout, 1747 Pennsylvania Avenue, Suite 1000, Washington, D.C. 20006.

A handwritten signature in black ink, appearing to read "John R. Strout". The signature is fluid and cursive, with a large initial "J" and "S".

Dated: February 2, 2021

John R. Strout, Incorporator

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, FEBRUARY 2, 2021

The State Corporation Commission has found the accompanying articles of incorporation submitted on behalf of

Virginians for America First

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective February 2, 2021.

The corporation is granted the authority conferred on it by law in accordance with the articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "Jehmal T. Hudson", with a long horizontal flourish extending to the right.

Jehmal T. Hudson
Commissioner