

**ARTICLES OF INCORPORATION OF  
COMMON SENSE LEADERSHIP FUND INC.**

Chris Ashby (the “Incorporator”), in order to form a non-stock corporation for the purposes stated below, pursuant to the Virginia Nonstock Corporation Act (the “Act”), certifies as follows:

**ARTICLE 1**      Name. The name of the corporation is Common Sense Leadership Fund Inc. (the “Corporation”).

**ARTICLE 2**      Registered Agent. The name of the Corporation’s Registered Agent is CT Corporation System. CT Corporation System is a foreign stock corporation authorized to transact business in Virginia.

Registered Office. The address of the Corporation’s Registered Office in the Commonwealth of Virginia, which is identical to the business office of the Registered Agent, is located in Henrico County at 470 Cox Road, Suite 285, Glen Allen, Virginia 23060.

**ARTICLE 3**      Stock. The Corporation shall not have any capital stock.

**ARTICLE 4**      Purpose. The Corporation shall be a nonprofit organization organized and operated as a social welfare organization within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, (the “Code”). The purposes for which the Corporation is formed are to engage in public policy and issue advocacy, grassroots organizing, and any other lawful act or activity for which corporations may be organized under the Act. In furtherance these purposes, the Corporation shall have all the general powers enumerated in Sections 13.1-826 and 13.1-827 of the Act, together with the power to solicit grants and contributions for such purposes.

**ARTICLE 5**      Board of Directors. Except as otherwise provided by law, or in any Bylaw of the Corporation, the Board of Directors shall manage the business of the Corporation and exercise all of its powers. The Incorporator shall appoint the initial directors, and thereafter the Board of Directors shall elect them at an annual meeting by an affirmative vote of a majority of the directors then in office. Each director shall continue in office until his or her successor is elected and qualified, or until his or her earlier death, resignation, or removal.

**ARTICLE 6**      Bylaws. In furtherance and not in limitation of the powers conferred upon the Directors by law, the Directors shall have the power to make, adopt, alter or repeal Bylaws.

**ARTICLE 7**      Members. The Corporation shall have no members.

**ARTICLE 8**      Limitation of Liability. No director or officer of the Corporation shall be

personally liable for the payment of the debts of the Corporation except as such member or officer may be liable by reason of his or her own conduct or acts; provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to organizations described in Section 501(c)(4) of the Code. Furthermore, no director shall have personal liability to the Corporation for the monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation (ii) for facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for any transaction from which the director derived an improper personal benefit; and further provided that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to organizations described in Section 501(c)(4) of the Code.

Indemnification. The Corporation shall indemnify each and every director, officer or other agent of the Corporation to the fullest extent permitted by and in accordance with the Act. The Board of Directors is authorized to purchase insurance for this purpose.

## **ARTICLE 9**

Additional Provisions. Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets upon dissolution or final liquidation, are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay such individuals or contractors reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the educational purposes of the Corporation.

B. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from Federal income taxation as an organization described in Section 501(c)(4) of the Code, or cause it to lose such exempt status.

C. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 10**     Duration. The duration of the existence of the Corporation is perpetual.

**ARTICLE 11**     Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon directors are subject to this limitation.

**ARTICLE 12**     Contact. The name and mailing address of the Incorporator is:

Chris Ashby  
ASHBY LAW PC  
602 Cameron Street, Suite 102  
Alexandria, Virginia 22314

Dated: March 25, 2021

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation as of the date set forth above.

**CHRIS ASHBY**

A handwritten signature in blue ink, appearing to read "Chris Ashby", with a long horizontal flourish extending to the right.

Incorporator

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

AT RICHMOND, MARCH 26, 2021

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

**Common Sense Leadership Fund Inc.**

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 March 26, 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 "Angela Navarro", with a long horizontal flourish extending to the right.

Angela L. Navarro  
Commissioner