ARTICLES OF INCORPORATION

OF

FAITH AND FAMILY ALLIANCE

We, the undersigned, being natural persons of the age of 21 years or more, acting as incorporators of a corporation, do hereby adopt the following Articles of Incorporation for such corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, which state as follows:

FIRST: The name of the corporation is:

FAITH AND FAMILY ALLIANCE

SECOND: The period of duration is perpetual.

THIRD: The purposes and powers of this corporation shall be:

Section One: The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds in connection with the following:

1. To encourage support, among the general public, for conservative issues, policies and programs;

2. To engage in non-partisan voter education, registration and get out the voter activities in conjunction with federal elections;

3. To engage in any activities related to federal elections that are authorized by and are consistent with section 527 of the Internal Revenue Code except that the corporation shall not:

   (a) express advocacy of the election or defeat of any clearly identified candidate for public office, or

   (b) make any contribution to any candidate for public office; and

4. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.
Section Two: In order to accomplish the foregoing purposes, this corporation shall also have the power to:

1. sue and be sued;
2. make contracts;
3. receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
4. act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
5. convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
6. borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and
7. do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

FOURTH: The corporation will not have members.

FIFTH: The business 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.

SIXTH: The private property of the incorporators, directors, and officers shall not be subject to the payment of corporate debts to any extent whatever; in furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors in any of the states, territories or possessions of the United States, or the District of Columbia.

SEVENTH: 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 527 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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EIGHTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for purposes described in Section 527 of the Internal Revenue Code or to organizations which are then exempt from Federal Tax under Section 527 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

NINTH: The name of its initial registered agent is Philip J. Cox; he is a resident of Virginia and is an initial director of the corporation.

TENTH: The address of its initial registered office is: 105 Wood Duck Place, Suite 301, Charlottesville, VA 22902. The registered office is physically located in the County of Albemarle.

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 calculated 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 three (3). The name and address, including street and number, of the persons who are to serve as initial directors are:

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Philip J. Cox</td>
<td>105 Wood Duck Place, Suite 301 Charleston, VA 22902</td>
</tr>
<tr>
<td>Mr. Kevin Gentry</td>
<td>9704 Bronte Drive Fairlax Station, VA 22032</td>
</tr>
<tr>
<td>Mr. Pat Mullins</td>
<td>53 Point Drive Bumpass, VA 23024</td>
</tr>
<tr>
<td>Mr. Robert L. Testwuide, III</td>
<td>11801 Wayland Street Oakton, VA 22124</td>
</tr>
</tbody>
</table>
THIRTEENTH: The name and address, including street and number, of each incorporator is:

NAME
James Bopp, Jr.

ADDRESS
1747 Pennsylvania Avenue, N.W.
Washington, DC 20006

Dated: 2/7/00

[Signature]
James Bopp, Jr.