

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond,

November 1, 1988

This is to Certify that the certificate of incorporation of
CITIZENS UNITED

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its
business subject to all the laws of the State applicable to the
corporation and its business.*



State Corporation Commission

George M. M. M. M. M.

Clerk of the Commission

ARTICLES OF INCORPORATION
OF
CITIZENS UNITED

We hereby adopt the following Articles of Incorporation to form a nonstock, nonprofit Corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

ARTICLE I

NAME

The name of the Corporation is: CITIZENS UNITED, hereinafter referred to as the "Corporation."

ARTICLE II

PURPOSES AND POWERS

(A) Purposes: The purposes for which the Corporation is organized are to promote social welfare through informing and educating the public on conservative ideas and positions on issues, including national defense, the free enterprise system, belief in God, and the family as the basic unit of society. These purposes of the Corporation are to be accomplished as follows:

(1) By engaging in analysis, study, and research and by preparing, assembling, and distributing the results to interested individuals and organizations and the public through various means of communications, including reports, studies, monographs, and other educational materials;

(2) By sponsoring and supporting public discussion groups, forums, panels, lectures, symposiums, seminars, debates, and other similar events to which interested individuals and organizations and members of the public will be invited; and

(3) By working with other educational organizations and individuals in order to achieve the above stated purposes.

(B) Powers: In addition to the foregoing objects and purposes, the Corporation shall have all of the specific, general, and incidental powers granted to it under Chapter 10 of Title 13.1 of the Code of Virginia and other laws of the Commonwealth of Virginia, and the Corporation is empowered to do all and everything necessary, suitable and proper for the accomplishment, attainment or furtherance of its purposes, subject to the limitation that:

(1) The Corporation is a nonprofit corporation organized without capital stock;

(2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section (A) of this Article; and

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation

exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

ARTICLE III

MEMBERS

The Corporation shall have such class or classes of members or membership as the Board may prescribe in its Bylaws, but members shall not have the right to vote.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

Floyd Brown
3901 Longstreet Court
Annandale, Virginia 22003

Brian Berry
3351 Hewitt Avenue, #2
Silver Spring, Maryland 20906

Ron Robinson
11207 Longwood Grove Drive
Reston, Virginia 22090

The Directors of the Corporation shall elect their successors in accordance with the Bylaws of the Corporation.

ARTICLE V

DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE VI

INDEMNIFICATION

The Corporation shall indemnify each of its Directors and Officers, whether or not then in office, and his executor, administrator, and heirs, against all reasonable expenses actually and necessarily incurred by him, including but not limited to, judgments, costs and counsel fees, in connection with the defense of any litigation, including any civil, criminal or administrative action, suit or proceeding, to which he may have been made a party because he is or was a Director or Officer of the Corporation. The right to indemnity shall also apply to claims or suits which are reasonably compromised or settled. The right to indemnity shall also apply to Directors for liability arising from the acts of any agent or employee selected by the Directors with reasonable care, or for liability arising from any act of omission of any other Director.

No person shall have a right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for misconduct in the performance of his duties.

The foregoing right of indemnification shall be in addition to, not exclusive of, all other rights to which such Director or Officer may now, or in the future, be lawfully entitled, including those under Chapter 10 of Title 13.1 of the Code of Virginia.

ARTICLE VII

LIABILITY OF DIRECTORS AND OFFICERS

In any proceeding brought in the right of the Corporation, the damages assessed against a Director or Officer of the Corporation arising out of a single transaction, occurrence, or course of conduct shall not exceed \$1,000.

Notwithstanding any other provisions of this Article, the liability of a Director or Officer shall not be limited if the Director or Officer engaged in willful misconduct or a knowing violation of the criminal law.

ARTICLE VIII

DISSOLUTION

In the event of the dissolution, liquidation or winding up of the business and affairs of the Corporation, whether voluntary or involuntary or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all proper liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such corporation(s) or organization(s) then exempt under Sections 501(c)(4) or 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for Fairfax County, Virginia exclusively for such purposes or to such corporation(s) or organization(s).

as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 10521 Judicial Drive, Suite 310, Fairfax, Virginia 22030 and the office is located within the City of Fairfax. The initial registered agent of the Corporation is William J. Olson, who is a member of the Virginia State Bar and a resident of the Commonwealth of Virginia, and whose business address is the same as the registered office.


ARTICLE X

INCORPORATOR

The name and address of the incorporator is as follows:

William J. Olson
Suite 310
10521 Judicial Drive
Fairfax, Virginia 22030

IN WITNESS WHEREOF I have signed and acknowledged these Articles of Incorporation this 28th day of October, 1988.


WILLIAM J. OLSON

Articles of Amendment
Of
Citizens United

CITIZENS UNITED, a corporation organized and existing under and by virtue of the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, hereby acts to amend its Articles of Incorporation and to that end sets forth the following:

- A. The name of the Corporation is: CITIZENS UNITED
- B. The amendment so adopted is as follows:
 - 1. Change the Corporation from a member organization where members had no voting rights to a membership organization where such rights exist to the extent set forth in the Bylaws, by deleting the text of existing Article III and substituting in its place new Article III, as follows:

The Corporation shall have Members, the qualifications and rights of each class of Members being set forth in the Bylaws of the Corporation.
- C. At the time the Amendment was adopted, the Corporation had no voting members, and member action was thus not required.
- D. The amendment was adopted at a meeting of the Board of Directors held on May 27, 1994, at which time said amendment received the vote of at least two-thirds of the Directors in Office.
- E. The registered office of the Corporation is located in the County of Fairfax, Virginia.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be executed by its President and by its Secretary this 27th day of May, 1994.

CITIZENS UNITED

By: Raymond G. Brown
President

By: Kevin A. Welch
Secretary

BYLAWS
OF
CITIZENS UNITED

ARTICLE I
OFFICES

Section 1. Registered Office. The Corporation shall at all times maintain in the Commonwealth of Virginia a registered agent, whose business office shall be the registered office of the Corporation.

Section 2. Other Offices. The Corporation may also have such other offices within or without the Commonwealth of Virginia as the Board of Directors may, from time to time, designate, and as the business and affairs of the Corporation may require.

ARTICLE II
PURPOSES

Section 1. Nature of Corporation. The Corporation is a nonprofit corporation formed under the Virginia Nonstock Corporation Act, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(4) of the Internal Revenue Code and the Regulations issued thereunder.

Section 2. Primary Purposes. The Corporation is organized for the purposes set forth in its Articles of incorporation which are filed with the Commonwealth of Virginia.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of at least four (4) and no more than six (6) members. Directors need not be residents of the Commonwealth of Virginia, but each Director must be a Member of the Corporation in good standing at the time of his or her election to the Board. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Nominations to serve on the Board of Directors shall be made by the Board of Directors. Each Director shall hold office for a term of one (1) year and thereafter until his successor is elected and qualified.

Section 3. Officers. The Board of Directors may designate from among its members a Chairman, Vice Chairman, and such other officers as it may consider appropriate with such duties as it may prescribe.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 5. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman, President, or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the Commonwealth of Virginia, as the date, hour, and place for holding any special meeting of the Board called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attend a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any meeting of the

Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum and Proxies. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Compensation. Directors may be compensated for attendance at meetings of the Board of Directors and meetings of any committee established by the Board, in such amounts as the Board by resolution shall determine. Nothing herein shall be construed to preclude any Director from serving the Corporation any other capacity and receiving compensation therefor.

Section 11. Informal Action. Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 12. Resignation. A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the Chairman, President, or Secretary of the Corporation or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors.

ARTICLE IV

REGULAR COMMITTEES

Section 1. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

Section 3. Officers. The Board of Directors may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as it may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the Board of Directors prescribes.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 7. Powers. Each regular committee shall have such powers as the board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE V

ADVISORY COMMITTEES

Section 1. Purpose. The Board of Directors may establish such advisory committees as it considers appropriate. The purpose of all such committees shall be to advise the Board of Directors on such matters relating to the Corporation as the Board of Directors designates.

Section 2. Number, Election, and Term of Office. The number of members of each advisory committee shall be as determined by the Board of Directors. Members of each advisory committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

Section 3. Officers. The Board of Directors may designate from among the members of each advisory committee a Chairman and Vice Chairman of such committee, and such other officers as it may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the Board of Directors prescribes.

Section 4. Powers. Each advisory committee shall have the power to advise the board of Directors and such other powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Office shall hold office for a term of one (1) year and thereafter until his successor shall have been duly elected and qualified.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of a majority of the entire Board of Directors, whenever in its judgment the best interest of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the Corporation and, in general, shall supervise and control all of the business and affairs of the Corporation. He may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents with the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the event of the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be

assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers and/or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. Such contributions, gifts,

bequests, or devises shall be in conformity with the laws of the United States, the Commonwealth of Virginia, and any other relevant jurisdiction.

ARTICLE VIII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X

MEMBERS

Section 1. Membership. Members of the Corporation shall consist of those individuals who have responded to the Corporation's solicitation to become a member and have expressed a desire to become a member and paid such dues as prescribed by resolution of the Board of Directors, as well as such other persons as may from time to time be elected to membership, either at a regular or special meeting of the Board of Directors, in accordance with the criteria and procedures for the election of Members developed by the Board of Directors.

Section 2. Duties and Rights of Membership. Members shall pay annual dues in an amount to be established by resolution of the Board of Directors. Members

may be consulted and/or surveyed periodically by the Corporation on issues of policy and other matters of interest to the Board of Directors, but members shall have no right to vote on any matter. The primary functions of the Members will be voluntary participation in the affairs of the Corporation, and support of the Corporation. Members shall be entitled to review the Corporation's Articles of Incorporation and Bylaws, and the acceptance of membership shall be expressly acknowledged by the Corporation.

Section 3. Termination of Membership. A Member may be dropped or suspended from the membership by a two-thirds vote of those attending a regular meeting of the Board of Directors at which a quorum is present and voting, for any violation of the Bylaws or rules or regulations established by the Board of Directors, or for any conduct not in actual violation of the Bylaws or rule which, in the opinion of the Board, is nevertheless prejudicial to the best interest, reputation and proper function of the Corporation.

ARTICLE XI

AFFILIATES

The Board of Directors may establish such affiliate organizations as it considers appropriate. Each member of any such affiliate organization shall by virtue of his or her membership in the affiliate organization qualify as a member of Citizens United, provided the member of the affiliate organization is required to pay annual dues to the affiliate organization of an amount that is at least equal to the annual membership dues required for membership in Citizens United.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Virginia Nonstock Corporation Act or under the provisions of the Articles of Incorporation or by the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at annual, regular or special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

Internal Revenue Service
District Director

Department of the Treasury

P O BOX 36001 STOP SF-4-4-46
SAN FRANCISCO, CA 94108

Date: NOV. 13, 1989

CITIZENS UNITED
C/O WILLIAM J OLSON
GILMAN OLSON & PANGIA
1815 GH ST N W SUITE 600
WASHINGTON, DC 20006

Employer Identification Number:
91-1433368
EIN Number:
959317068
Contact Person:
JOHN PARKA
Contact Telephone Number:
(415) 556-0251

Internal Revenue Code
Section 501(c)(4)
Accounting Period Ending:
December 31
Form 990 Required:
Yes
Caveat Applies:
Yes

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under the provisions of the Internal Revenue Code section indicated above.

Unless specifically exempted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employer to whom you pay \$100 or more during a calendar year. And, unless exempted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment or other Federal taxes, please address them to this office.

If your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. Also, you should inform us of all changes in your name and address.

The heading of this letter indicates whether you must file Form 990, Return of Organization Exempt from Income Tax. If Yes is indicated, you are only required to file Form 990 if your gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law provides for a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonable cause for the delay. This penalty may also be charged if a return is not complete. So please make sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the

CITIZENS UNITED

Internal Revenue Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in Code section 513.

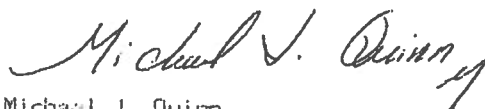
You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

If the heading of this letter indicates that a caveat applies, the caveat below or on the enclosure is an integral part of this letter.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Michael J. Quinn
District Director

CITIZENS UNITED

Because you are not an organization described in section 170(c) of the Code, donors may not deduct contributions to you. You should advise your contributors to that effect.