

Articles of Incorporation

The Name of the Corporation:

Georgia Republican Party, Inc.

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

The Principal Place of Business:

P.O. Box 550008
Atlanta, Georgia 30355

Registered Agent's Name and Address:

Anne W Lewis
1170 Peachtree St NE
Ste 2200
Atlanta, Georgia 30309-7200, Fulton County

Effective Date: **February 07, 2014**

Optional Provisions:

DIRECTORS.

(a) The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of one person whose name is John Padgett and whose address is P.O. Box 550008, Atlanta, GA 30355. The Board of Directors shall exercise all of the powers of the Corporation, including the adoption and amendment of the Bylaws of the Corporation. The number, qualifications, terms of office, and manner of selection of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

(b) No person who is serving or has served as a member of the Board of Directors shall have any liability to the Corporation for monetary damages for any action taken, or any failure to take any action, as a member of the Board of Directors, except liability:

(i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;

(ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(iii) for the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or

(iv) for any transaction from which such person derived an improper personal benefit.

The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities, and indemnities conferred by law, these Articles, and the Bylaws of the Corporation.

PURPOSE.

The Corporation is organized and shall be operated to conduct and carry on the not for profit work of the Corporation exclusively as a political organization in a manner consistent with section 527 of the Internal Revenue Code of 1986 (the "Code") and any Treasury Regulations promulgated thereunder and for such related purposes as may be permitted to corporations which are organized under the Georgia Nonprofit Corporation Code and which are described in the aforesaid provision of the Code.

NO PRIVATE INUREMENT.

No part of the net earnings of the Corporation or its assets upon dissolution 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 rendered and to make payments and distributions in furtherance of the purposes set forth above. Notwithstanding any other provision of these Articles, 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 527 of the Code.

AMENDMENT.

These Articles of Incorporation may be altered, amended or repealed as specified in the Bylaws of the Corporation.

Incorporator(s):

Anne W Lewis

1170 Peachtree St NE

Ste 2200

Atlanta, Georgia 30309-7200

The Coproration will not have members.

A person who signs a document submits an electronic filing he or she knows is false in any material respect with the intent that the document be delivered to the Secretary of State for filing shall be guilty of a misdemeanor and, upon conviction thereof, shall be punished to the highest degree permissible by law. [O.C.G.A. § 14-2-129.]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the date set forth below:

Signed by: Anne W Lewis Attorney-in-Fact

Date: February 10, 2014