

**EMAIL EVIDENCE TO:**  
**mary@uccretrievals.com**

UCC RETRIEVALS, INC.  
7288 HANOVER GREEN DRIVE  
MECHANICSVILLE, VA 23111  
MARY COLLINS / TRACI LOVING  
(804) 559.5919

STATE CORPORATION COMMISSION  
1300 EAST MAIN STREET  
RICHMOND VA 23209-1197

**May 17, 2022**

***ROUTINE!!***

DEAR SIRs,

PURSUANT TO INSTRUCTIONS OF COUNSEL, I ENCLOSE FOR FILING ON  
BEHALF OF:

**AMERICAN PROSPERITY ALLIANCE**

**ARTICLES OF INCORPORATION**

CHECK(S) IN PAYMENT OF THE REQUIRED FEES ARE ENCLOSED. I WOULD APPRECIATE YOU  
TELEPHONING ME AT (804) 559-5919 IF THERE IS A PROBLEM WITH THIS FILING AND TO ADVISE ME  
WHEN THE EVIDENCE IS AVAILABLE TO BE PICKED UP.

THANK YOU FOR YOUR ASSISTANCE IN THIS REGARD.

SINCERELY,  
MARY COLLINS

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERICAN PROSPERITY ALLIANCE**

The undersigned, acting as the Incorporator of a nonstock corporation pursuant to the Virginia Nonstock Corporation Act (Chapter 10 of Title 13.1 of the Code of Virginia) (the "Act"), hereby states as follows:

1. The name of the corporation is American Prosperity Alliance (the "Corporation").
2. The Corporation shall have no members.
3. The initial directors of the Board of Directors of the Corporation shall be appointed by the sole incorporator. Thereafter, directors shall be elected by an affirmative vote of a majority of the directors then in office, and each shall continue in office for a three (3) year term until such Director's successor is elected and qualified, or until such Director's earlier death, resignation or removal.
4. The name of the initial registered agent of the Corporation is COGENCY GLOBAL INC. The registered agent is a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in Virginia.
5. The Corporation's initial registered office address, which is identical to the business office of the initial registered agent, is: 250 Browns Hill Court, Midlothian, Virginia 23114. The registered office is located in the county of Chesterfield.
6.
  - A. The Corporation shall operate as a nonprofit organization qualifying as an exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The purpose for which the Corporation is organized is to promote social welfare within the meaning of Section 501(c)(4) of the Code, such purpose including but not limited to: (1) the advancement of conservative economic, domestic and foreign policy which benefit the United States of America, and (2) engaging in any lawful activity incidental to the foregoing purposes and not otherwise prohibited by the Act, Section 501(c)(4) of the Code, the Corporation's Bylaws or these Articles of Incorporation.
  - B. In furtherance of its corporate purposes, the Corporation shall have all the general and emergency powers enumerated in the Act, as now in effect or as may be amended in the future, together with the power to solicit grants and contributions for such purposes.
  - C. In furtherance of its corporate purposes, the Corporation may receive property by gift, devise, or bequest; invest and reinvest the same; and apply the income and principal thereof, as the Board of Directors may from time to time determine, to accomplish such corporate purposes, either directly or through contributions to any charitable organization or other tax-exempt organization organized exclusively for charitable, educational, or social welfare purposes, and

engage in any lawful act or activity for which corporations may be organized under the Act and Code.

D. The Corporation shall not possess or exercise any power or authority expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(4) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

E. The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

7. The duration of the existence of the Corporation is perpetual.

8. Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on 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 individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of its purposes as described herein.

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

C. In the event of dissolution or final liquidation of the Corporation, the remaining assets of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, be distributed as the Board of Directors shall determine and in accordance with applicable law and regulations.

D. To the fullest extent permitted by the Act, as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as an officer or director of the Corporation; provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with applicable law. Subject to the provisions of the Bylaws, the Corporation shall indemnify any officer, director, or agent of the Corporation to the fullest extent permitted by and in accordance with the Act.

9. To the fullest extent permitted by the Act, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation.

10. 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 statute, and all rights conferred upon directors herein are granted subject to this reservation.

Dated: May 17, 2022

[SIGNATURE PAGE FOLLOWS]

SIGNATURE PAGE TO  
ARTICLES OF INCORPORATION  
OF  
AMERICAN PROSPERITY ALLIANCE

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



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Thomas W. Antonucci, Incorporator