

Internal Revenue Service
P. O. Box 2508
Cincinnati, OH 45201

Department of the Treasury

Date: June 15, 2012

ProPublica
c/o Kim Barker
55 Broadway 23rd Floor
New York, NY 10006

Person to Contact:

Karen Batey 0202939

Toll Free Telephone Number:

877-829-5500

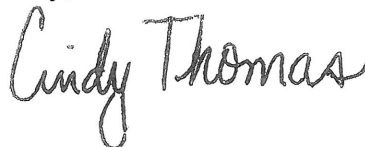
Dear Sir or Madam:

This is in response to your June 5, 2012, request for copies of records for Patriot Majority USA.

Enclosed are the copies you requested.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,

A handwritten signature in black ink that reads "Cindy Thomas". The signature is written in a cursive, flowing style.

Cindy Thomas
Manager, Exempt Organizations
Determinations

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: JUL 8 - 2011

PATRIOT MAJORITY USA INC
1717 RHODE ISLAND AVE NW STE 600
WASHINGTON, DC 20036

Employer Identification Number:
45-0710294
DIN:
17053098325921
Contact Person:
BRYAN C WOESTE ID# 31660
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Form 990 Required:
Yes
Effective Date of Exemption:
March 17, 2011
Contribution Deductibility:
No
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Publication 4221-NC, Compliance Guide for Tax-Exempt Organizations (Other Than 501(c)(3) Public Charities and Private Foundations), for some helpful information about your responsibilities as an exempt organization.

Contributions to you are not deductible by donors under section 170(c)(2) of the Code.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Lois G. Lerner
Director, Exempt Organizations

Enclosure: Publication 4221-NC

Letter 249 (DO/CG)

BCW
07/07/11

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: JUL 8 - 2011

PATRIOT MAJORITY USA INC
C/O EZRA W REESE
700 13TH ST #600
WASHINGTON, DC 20005

Employer Identification Number:
45-0710294
DLN:
17053098325021
Contact Person:
BRYAN C WOESTE ID# 31650
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Form 990 Required:
Yes
Effective Date of Exemption:
March 17, 2011
Contribution Deductibility:
No
Addendum Applies:
No

Dear Applicant:


We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

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Contributions to you are not deductible by donors under section 170(c)(2) of the Code.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Lois G. Lerner
Director, Exempt Organizations

Enclosure: Publication 4221-NC

Letter 948 (DO/CG)

BCW
07/07/11

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **JUL 8 - 2011**

PATRIOT MAJORITY USA INC
C/O MARC E BLIAS
700 13TH ST #600
WASHINGTON, DC 20005

Employer Identification Number:
45-0710294
DLN:
17053098325021
Contact Person:
BRYAN C WOESTE ID# 31660
Contact Telephone Number:
(877) 829-8500
Accounting Period Ending:
December 31
Form 990 Required:
Yes
Effective Date of Exemption:
March 17, 2011
Contribution Deductibility:
No
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Publication 4221-NC, Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), for some helpful information about your responsibilities as an exempt organization.

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We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Lois G. Lerner
Director, Exempt Organizations

Enclosure: Publication 4221-NC

Letter 948 (DO/CG)

BCW
07/07/11

Power of Attorney and Declaration of Representative

▶ Type or print. ▶ See the separate instructions.

OMB No. 1545-0150
For IRS Use Only
 Received by: _____
 Name _____
 Telephone _____
 Function _____
 Date / /

Part I Power of Attorney

Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address Patriot Majority USA, Inc. 1717 Rhode Island Avenue, NW Suite 660 Washington, DC 20036	Social security number(s) : : : : Daytime telephone number (202) 654-6200	Employer identification number 45 : 0710294 Plan number (if applicable)
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hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address Marc E. Elias 700 13th Street, #600, Washington, DC 20005	CAF No. _____ Telephone No. 202-654-6200 Fax No. 202-654-6211 Check if new: Address <input checked="" type="checkbox"/> Telephone No. <input checked="" type="checkbox"/> Fax No. <input checked="" type="checkbox"/>
Name and address Ezra W. Reese 700 13th Street, #600, Washington, DC 20005	CAF No. 0306-87178R Telephone No. 202-434-1616 Fax No. 202-654-1909 Check if new: Address <input checked="" type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Application for Recognition under Section 501(a)	1024	2011

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Uses Not Recorded on CAF**

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative or add additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: _____

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ▶ _____

7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

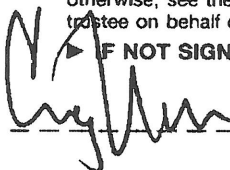
- a If you also want the second representative listed to receive a copy of notices and communications, check this box
- b If you do not want any notices or communications sent to your representative(s), check this box

8 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here.

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

 _____
Signature

5/28/2011 _____
Date

President _____
Title (if applicable)

Craig Varoga _____
Print Name

PIN Number

Patriot Majority USA, Inc. _____
Print name of taxpayer from line 1 if other than individual

Signature

Date

Title (if applicable)

Print Name

PIN Number


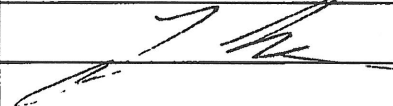
Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels k and l), see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.
 - d Officer—a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See **Unenrolled Return Preparer** on page 1 of the instructions.
 - k Student Attorney—student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230.
 - l Student CPA—student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
 - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. See the Part II instructions.

Designation—Insert above letter (a-r)	Jurisdiction (state) or identification	Signature	Date
A	DC		4/5/11
A	DC		4/5/11

**Application for Recognition of Exemption
Under Section 501(a)**

If exempt status is approved,
this application will be open
for public inspection.

Read the instructions for each Part carefully. **A User Fee must be attached to this application.**
If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 6 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)
Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document) Patriot Majority USA, Inc.		2 Employer identification number (EIN) (if none, see Specific Instructions on page 2) 45: 0710294
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed Marc E. Elias / Ezra W. Reese (202) 654-6200
1c Address (number and street) 1717 Rhode Island Avenue, NW	Room/Suite 600	
1d City, town or post office, state, and ZIP + 4 If you have a foreign address, see Specific Instructions for Part I, page 2. Washington, DC 20036		
1e Web site address www.PatriotMajority.org	4 Month the annual accounting period ends December	5 Date incorporated or formed March 17, 2011

6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? Yes No
If "Yes," attach an explanation.

7 Has the organization filed Federal income tax returns or exempt organization information returns? Yes No
If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.

8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
- b Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare, under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE SIGN HERE

(Signature)

CRAIG VAROGA

(Type or print name and title or authority of signer)

5 APR 2011

(Date)

POSTMARK

RECEIVED

APR 06 '11

APR 07 '11

CINCINNATI
SERIAL CENTER

Part II. Activities and Operational Information (Must be completed by all applicants)

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.
See Attachment A.

-
- 2 List the organization's present and future sources of financial support, beginning with the largest source first.
The organization expects that it will receive most, if not all, of its income in the form of gifts from individuals, corporations, partnerships, unions, and other organizations.
-

Part II. Activities and Operational Information (continued)

3 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
Craig Varoga, President & Treasurer 700 13th Street, Suite 600, Washington, DC 20003	\$0.00
Bill Burke, Director 700 13th Street, Suite 600, Washington, DC 20003	\$0.00
Joe Householder, Secretary 700 13th Street, Suite 600, Washington, DC 20003	\$0.00

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected. **Patriot Majority USA, Inc. (PMUSA) is a successor organization to the American Alliance for Economic Development, Inc. (EIN: 26-2495846), which was incorporated on April 29, 2008, received its recognition of tax-exempt status under section 501(c)(4) of the Code on May 12, 2009. AAED wound down its affairs, distributed its assets in accordance with section 501(c)(4), and dissolved as of January 14, 2011. PMUSA was originally started as an unincorporated nonprofit association and was the recipient of AAED's remaining assets. It was then incorporated in March 2011 to continue the mission of AAED, with substantially similar activities and goals.**

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).
NA

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.
The organization does not issue stock.

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. **Attach sample copies of all types of membership certificates issued. Any person at least 18 years of age or older is eligible to request membership in the organization, subject to approval by an affirmative vote of the existing members. There is no fee to become a member. There is only one class of members. Each member has the right to elect members of the Board of Directors, as well as vote on major decisions of the organization presented at the annual meeting.**

8 Explain how your organization's assets will be distributed on dissolution.
Upon dissolution, any of the organization's remaining assets shall be distributed in accordance with the laws of the District of Columbia and the organization's Bylaws. No assets shall be distributed for purposes inconsistent with the organization's overall mission and/or tax status under 26 U.S.C. § 501(c)(4).

Part II. Activities and Operational Information (continued)

9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? Yes No
 If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? Yes No
 If "Yes," state in detail the amount received and the character of the services performed or to be performed.

11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? Yes No
 If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? Yes No
 If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? Yes No
 If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

14 Does the organization now lease or does it plan to lease any property? Yes No
 If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)

15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? Yes No
 If "Yes," explain in detail and list the amounts spent or to be spent in each case.
See ATTACHMENT B.

16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? Yes No
 If "Yes," attach a recent copy of each.

Part III. Financial Data (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(e) Total
	From To 3/17/11 12/31/11	(b) 2012	(c) 2013	(d)	
1 Gross dues and assessments of members	2,000,000	3,000,000	3,000,000		8,000,000
2 Gross contributions, gifts, etc.	0	0	0		0
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)	0	0	0		0
4 Gross amounts from unrelated business activities (attach schedule)	0	0	0		0
5 Gain from sale of assets, excluding inventory items (attach schedule)	0	0	0		0
6 Investment income (see page 3 of the instructions)	0	0	0		0
7 Other revenue (attach schedule).	0	0	0		0
8 Total revenue (add lines 1 through 7)	2,000,000	3,000,000	3,000,000		8,000,000
Expenses					
9 Expenses attributable to activities related to the organization's exempt purposes. **	1,900,000	3,000,000	3,000,000		8,000,000
10 Expenses attributable to unrelated business activities	0	0	0		0
11 Contributions, gifts, grants, and similar amounts paid (attach schedule).	0	0	0		0
12 Disbursements to or for the benefit of members (attach schedule)	0	0	0		0
13 Compensation of officers, directors, and trustees (attach schedule)	0	0	0		0
14 Other salaries and wages.	0	0	0		0
15 Interest	0	0	0		0
16 Occupancy	0	0	0		0
17 Depreciation and depletion	0	0	0		0
18 Other expenses (attach schedule)	0	0	0		0
19 Total expenses (add lines 9 through 18)	1,900,000	3,000,000	3,000,000		7,900,000
20 Excess of revenue over expenses (line 8 minus line 19)	100,000	0	0		100,000

** See Attachment C.

B. Balance Sheet (at the end of the period shown)

Assets		Current Tax Year as of 2/28/2011	
1 Cash		1	18,803
2 Accounts receivable, net		2	0
3 Inventories		3	0
4 Bonds and notes receivable (attach schedule)		4	0
5 Corporate stocks (attach schedule),		5	0
6 Mortgage loans (attach schedule)		6	0
7 Other investments (attach schedule)		7	0
8 Depreciable and depletable assets (attach schedule)		8	0
9 Land		9	0
10 Other assets (attach schedule)		10	0
11 Total assets		11	18,803
Liabilities			
12 Accounts payable		12	0
13 Contributions, gifts, grants, etc., payable		13	0
14 Mortgages and notes payable (attach schedule)		14	0
15 Other liabilities (attach schedule)		15	0
16 Total liabilities.		16	0
Fund Balances or Net Assets			
17 Total fund balances or net assets		17	18,803
18 Total liabilities and fund balances or net assets (add line 16 and line 17)		18	18,803

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation.

Schedule B

Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? . . . Yes No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? . . . Yes No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? . . . Yes No

If "Yes," explain.

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

N/A

**User Fee for Exempt Organization
 Determination Letter Request**

▶ **Attach this form to determination letter application.**
 (Form 8718 is NOT a determination letter application.)

For
 IRS
 Use
 Only

OMB No. 1545-1798

Control number

Amount paid **850.00**

User fee screener

1 Name of organization

Patriot Majority USA, Inc.

2 Employer Identification Number

45

0710294

Caution. Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

3 Type of request

Fee

a Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years or

- A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ▶ **\$400**

Note. If you checked box 3a, you must complete the *Certification* below.

Certification

I certify that the annual gross receipts of
name of organization

have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶

Title ▶

b Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years or

- A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years ▶ **\$850**

c Group exemption letters

▶ **\$3,000**

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2009-8; 2009-1 I.R.B. 229, or latest annual update.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Generally, the user fee will be refunded only if the Internal Revenue Service declines to issue a determination.

Where To File

Send the determination letter application and Form 8718 to:

Internal Revenue Service
 P.O. Box 12192
 Covington, KY 41012-0192

Who Should File

Organizations applying for federal income tax exemption, other than Form 1023 filers. Organizations submitting Form 1023 should refer to the instructions in that application package.

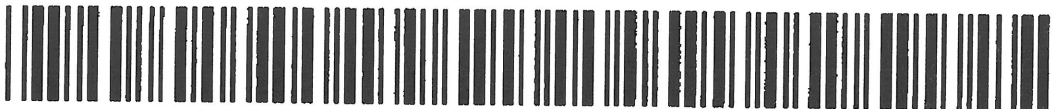
Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating

to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of Form 8718 are covered in section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Internal Revenue Service, Tax Products Coordinating Committee, SE:W:CAR:MP:T:T:SP, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send this form to this address. Instead, see *Where To File* above.

Am



Procedural Checklist

Make sure the application is complete.

If you do not complete all applicable parts or do not provide all required attachments, we may return the incomplete application for the organization to resubmit with the missing information or attachments. This will delay the processing of the application and may delay the effective date of your organization's exempt status. The organization may also incur additional user fees.

Have you . . .

- Attached **Form 8718** (User Fee for Exempt Organization Determination Letter Request) and the appropriate fee?
 - Prepared the application for mailing? (See **Where To File** addresses in Form 8718.)
 - Completed all Parts and Schedules that apply to the organization?
 - Shown your organization's **Employer Identification Number (EIN)**?
 - a. If your organization has an EIN, write it in the space provided.
 - b. If this is a newly formed organization and does not have an Employer Identification Number, obtain an EIN by telephone. (See Specific Instructions, Part I, Line 2, on page 2.)
 - If applicable, described your organization's **specific activities** as directed in Part II, question 1 of the application?
 - Included a **conformed copy** of the complete organizing instrument? (Part I, question 8 of the application.)
 - Had the application signed by one of the following:
 - a. An officer or trustee who is authorized to sign (e.g., president, treasurer); **or**
 - b. A person authorized by a power of attorney (submit Form 2848 or other power of attorney)?
 - If applicable, enclosed **financial statements** (Part III)?
 - a. Current year (must include period up to within 60 days of the date the application is filed) and 3 preceding years.
 - b. Detailed breakdown of revenue and expenses (no lump sums).
 - c. If the organization has been in existence less than 1 year, it must also submit proposed budgets for 2 years showing the amounts and types of receipts and expenditures anticipated.
- Note:** *During the technical review of a completed application, it may be necessary to contact the organization for more specific or additional information.*

Do not send this checklist with the application.

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

PATRIOT MAJORITY USA, INC.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of **03/17/2011 09:48:59**



Business and Professional Licensing Administration

A handwritten signature in cursive script, reading "Patricia E. Grays", is written over a horizontal line.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: R06XFLS8N0

ARTICLES OF INCORPORATION
of
PATRIOT MAJORITY USA, INC.

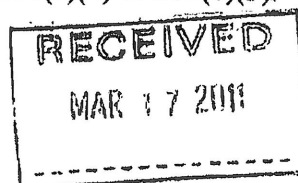
TO: Department of Consumer and Regulatory Affairs
Business Regulation Division
Corporation Division
Washington, D.C. 20001

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation, under the District of Columbia Nonprofit Corporation Act (Title 29, Chapter 3, D.C. Code), adopt the following Articles of Incorporation:

- FIRST: The name of the corporation is Patriot Majority USA, Inc.
- SECOND: The period of duration is perpetual.
- THIRD: The Corporation shall have voting members.
- FOURTH: The Corporation is organized and will be operated exclusively for the purpose of educating the public on policies that effectively create jobs, improve investment opportunities, and foster economic development that benefits all American workers, their families, and employers.

In furtherance of these purposes the Corporation shall have the powers to do all things necessary, proper and consistent with maintaining its tax-exempt status under section 501(c)(4). All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue codes. Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this Corporation.

- FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this Corporation shall be limited to reasonable amounts. Upon dissolution of the Corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for the promotion of social welfare or for charitable purposes which shall, at the time, qualify as exempt organizations under sections 501(c)(4) or 501(c)(3).



SIXTH: The address, including street and number, of the initial registered office is 1015 15th Street, NW, Ste. 1000, Washington, DC 20005, and the name of the registered agent at such address is CT Corporation System.

SEVENTH: The internal affairs of the corporation shall be regulated by its Board of Directors as described in the Bylaws. The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Bill Burke	300 M Street, SE Suite 1102 Washington, DC 20003
Joe Householder	300 M Street, SE Suite 1102 Washington, DC 20003
Craig Varoga	300 M Street, SE Suite 1102 Washington, DC 20003

EIGHTH: The name and address, including street and number, of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
James Lamb	300 M Street, SE Suite 1102 Washington, DC 20003
Neil Reiff	300 M Street, SE Suite 1102 Washington, DC 20003
Elizabeth F. Getman	300 M Street, SE Suite 1102 Washington, DC 20003

[signatures on following page]

James Lamb
James Lamb

Neil Reiff
Neil Reiff

Elizabeth F. Getman
Elizabeth F. Getman

Washington)
District of Columbia) ss:

I, Donald W. Henshaw, a Notary Public in and for the District of Columbia, hereby certify that on the 16th day of March 2011, James Lamb, Neil Reiff and Elizabeth F. Getman appeared before me and signed the foregoing document as an incorporator and averred that the statements therein contained are true.

(Notary Seal)

Notary Public

My commission expires: _____

Donald W. Henshaw
Notary Public District of Columbia
My Commission Expires August 14, 2012

**Bylaws of
Patriot Majority USA, Inc.
A Nonprofit Corporation**

1. NAME.

- 1.1 The name of the nonprofit corporation is Patriot Majority USA, Inc. (the “Corporation”).

2. PURPOSE.

- 2.1 The Corporation is a nonprofit corporation organized and operated for the purpose of promoting social welfare by advocating for public policies that effectively create jobs, improve investment opportunities, and foster economic development that benefits all American workers, their families, and employers.
- 2.2 In pursuance of these purposes the Corporation shall have the powers to do all things necessary, proper and consistent with maintaining its tax-exempt status under section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

3. OFFICES

- 3.1 The principal office of the Corporation shall be located at such place within the District of Columbia as may be designated by the Board of Directors. Such other offices as the Board of Directors may establish shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Directors.

4. MEMBERS

- 4.1 **Eligibility.** Persons eligible to become Members of the Corporation shall be:
- a. At least eighteen (18) years of age; and
 - b. Admitted by a vote of the membership of the Corporation.
- 4.2 **Resignation and Removal.** Any member may resign by filing a written resignation with the Secretary. A member can have their membership terminated by a majority vote of the membership.
- 4.3 **Meetings of Members.** An annual meeting of the members shall take place in the month of January, the specific date, time, and location of which shall be designated by the

President. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the coming year.

- 4.4 **Special Meetings.** Special meetings may be called by the President or a simple majority of the membership.
- 4.5 **Meeting by Telephone Conference.** Members may participate in a meeting by means of telephone conference or similar means of communication provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.
- 4.6 **Notice.** Written notice stating the place, day and hour of each annual or special membership meeting shall be delivered personally by U.S. mail or electronic mail (e-mail) to each member at his or her address shown on the records of the Corporation at least two calendar days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by U.S. mail shall also be deemed effective if deposited in the mail properly addressed with postage prepaid at least five calendar (5) days before the meeting.
- 4.7 **Waiver of Notice.** Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles, or the Act, the person entitled to such notice may waive notice by signing a waiver of notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened pursuant to the notice requirements of these Bylaws or the Act.
- 4.8 **Quorum.** The members present at any properly announced meeting shall constitute a quorum.
- 4.9 **Voting by the Membership.**
- a. All issues to be voted on by the membership shall be decided by a simple majority of the members present at the membership meeting.
 - b. Any action which could be taken at a membership meeting may be taken without a meeting if a written consent stating the action taken is signed by each of the members. The statement of action shall be inserted in the minute book as if it were the minutes of a membership meeting.

5. BOARD OF DIRECTORS

- 5.1 **General Powers and Duties.** Management of the affairs of the Corporation shall be vested in its Board of Directors (the "Board"). The Board shall possess, and may exercise, any and all powers necessary to carry out its purpose and that are not inconsistent with its Articles of Incorporation or prohibited by any applicable federal or state law.
- 5.2 **Number, Selection and Tenure.** The Board shall consist of no fewer than three (3) Directors. The number of Directors may be changed from time to time by a vote of the membership, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The members shall elect directors by a majority vote of the membership. A Director may serve for any number of one year terms, consecutive or otherwise. A Director shall hold office for the duration of his term, or until he or she dies, resigns or is removed by a majority vote of the membership.
- 5.3 **Residency.** Directors need not be residents of the District of Columbia.
- 5.4 **Membership.** Directors need not be members of the Corporation.
- 5.5 **Regular Meetings.** By resolution, the Board may specify the time and place either within or without the District of Columbia for holding regular meetings without other notice than such resolution
- 5.6 **Special Meetings.** Special Board meetings may be called by or at the request of the President, Secretary or any Director. The person or persons authorized to call special meetings may fix any place either within or without the District of Columbia as the place for holding any special Board meeting called by them.
- 5.7 **Notice of Special Meetings.** Special meetings may be called by the President or a simple majority of the Board of Directors. Written notice stating the place, day and hour of each special membership meeting shall be delivered personally, by U.S. mail, or electronic mail (e-mail) to each member at his or her address shown on the records of the Corporation at least two calendar days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by U.S. mail shall also be deemed effective if deposited in the mail properly addressed with postage prepaid at least five calendar (5) days before the meeting. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings.

- 5.8 **Waiver of Notice.** Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles, or the Act, the person entitled to such notice may waive notice by signing a waiver of notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not called or convened pursuant to the notice requirements of these Bylaws or the Act.
- 5.9 **Quorum.** A majority of the total number of Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 5.10 **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, unless the act of a greater number is required by law or by these Bylaws.
- 5.11 **Resignation.** Any Director may resign at any time by delivering written notice to the President, Secretary or to the registered office of the Corporation.
- 5.12 **Removal.** A Director shall be removed from office and his or her membership in the Corporation terminated upon the vote of a majority of the membership.
- 5.13 **Vacancies.** The members may elect an individual to fill a vacancy existing by reason of resignation, death, incapacity, or removal before the expiration of a term by a vote of the membership. Unless he or she dies, resigns or is removed, a Director so elected shall hold office until his or her successor is elected.
- 5.14 **Presumption of Assent.** A Director of the Corporation present at a Board meeting at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless he or she dissents at the beginning of the meeting (or promptly upon his or her arrival) to the holding of it or transacting business at the meeting; or his or her dissent is entered in the minutes of the meeting; or unless he or she files his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof; or unless he or she forwards such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

- 5.15 **Compensation.** Directors shall not receive any stated salaries for their services, but by Board resolution, Directors may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting; Nothing in the Bylaws shall be construed to preclude any Director, officer, or member from receiving compensation for services rendered to the Corporation.
- 5.16 **Loans.** No loans shall be made by the Corporation to any of its Directors.
- 5.17 **Meeting by Telephone Conference.** Members of the Board may participate in a meeting by means of telephone conference or similar means of communication provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.
- 5.18 **Action by Board Without A Meeting.** Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent stating the action taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

6. OFFICERS.

- 6.1 **Officers.** The officers of the Corporation shall consist of a President, a Treasurer, a Secretary, each of whom shall be elected by a vote of the membership. A Chair of the Board, one or more Vice Chairs and such other officers and assistant officers as the Board may deem necessary may be elected or appointed by the Board. The duties of any such officers and assistant officers shall be fixed by the Board of Directors, or by the President if authorized to do so by the Board. The Board may delegate to any officer or agent the power to appoint any such subordinate officers, or agents, and to prescribe their respective terms of office, authority and duties.
- 6.2 **Election and Term of Office.** The officers of the Corporation shall be elected annually by a vote of the membership. Unless he or she dies, resigns or is removed, each officer shall hold office until his or her successor is elected.
- 6.3 **Qualifications.** Officers may but need not be members of the Board. Any two or more offices may be held by the same person.
- 6.4 **Resignation.** Any officer may resign at any time by delivering written notice to the President, Secretary, or the Board.

- 6.5 **Removal.** Any officer or agent elected or appointed by a vote of the membership may be removed by the membership, with or without cause. Any such removal shall be without prejudice to the contract rights, if any, of the person removed.
- 6.6 **Vacancies.** A vacancy in any office because of death, resignation, removal or disqualification or any other cause may be filled by a vote of the membership for the unexpired portion of the term.
- 6.7 **President.** The President shall be chief executive officer of the Corporation and, subject to Board and membership approval, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over all Board meetings unless the Chair, if any, is present. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. The President may appoint or remove any staff or consultants for the Corporation and establish the rate of compensation for any such staff person or consultant. In general, he or she shall perform all duties incident to the office of President and such other duties prescribed by the Board from time to time.
- 6.8 **Secretary.** The Secretary shall: (a) record or cause to be recorded all votes and minutes of all proceedings of the Board in one or more book to be kept for that purpose; (b) shall give or cause to be given notice of all meetings, where required; (c) be custodian of the Corporation's records; (d) keep records of the e-mail and mailing address of each Director and member; (e) sign with the President, or other officer authorized by the President or Board, deeds mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation; (f) prepare and submit an annual report as required by the Act; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board. In the absence of the Secretary, an Assistant Secretary may perform his or her duties.
- 6.9 **Treasurer.** If required by the Board, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board

determines. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation. He or she shall keep full and accurate account of the receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys and other assets in the name and to the credit of the Corporation in such depositories as may be designated by the Board. He or she shall disburse or cause to be disbursed funds of the Corporation, making proper vouchers for such disbursements, and shall render to the President and the Board, upon request, an accounting of all his or her transactions as Treasurer and of the financial condition of the Corporation. In general, he or she shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board. In the absence of the Treasurer, an Assistant Treasurer may perform his or her duties.

- 6.10 **Chair of the Board.** The Chair of the Board (if the Board so deems advisable and selects one) shall be an officer of the Corporation and, subject to the direction of the Board, shall perform such executive, supervisory and management functions and duties as may be assigned to him or her from time to time by the Board. He or she shall, in present, preside at all meetings of the Board.
- 6.11 **Salary.** The officers may receive compensation for their services as adopted by resolution of the Board. Officers may be reimbursed for their expenses. No loans shall be made by the Corporation to its officers.

7. CONTRACTS, LOANS, CHECKS AND DEPOSITS

- 7.1 **Contracts.** The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.
- 7.2 **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- 7.3 **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

- 7.4 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.
- 7.5 **Gifts and Contributions.** The Treasurer may accept on behalf of the Corporation any contribution, gift, bequest or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state or federal law.

8. BOOKS AND RECORDS.

- 8.1 The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board and such other records as may be necessary or advisable, or required by law at the registered or principal office of the Corporation. All books and records of the Corporation may be inspected by a director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Corporation.

9. FISCAL YEAR.

- 9.1 The fiscal year of the Corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

10. INDEMNIFICATION.

- 10.1 To the full extent permitted, the Corporation shall indemnify any person who was or is a party in any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another association or Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him or her in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable

for negligence or misconduct in the performance of a duty. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

11. AMENDMENTS.

11.1 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of the membership at any regular or special meeting of the members.

These bylaws were adopted by the members of **Patriot Majority USA, Inc.** effective **March 17, 2011** .

/s/ _____

[insert name]
Secretary

Part II: Activities and Operational Information

Provide a detailed narrative description of all the activities of the organization—past, present, and planned.

Patriot Majority USA, Inc. (“PMUSA”) was incorporated in the District of Columbia on March 17, 2011 to encourage public discussion about economic development in the United States so that our country can begin a sustained effort to explore policies and practices that enable businesses, governments, families and individuals to survive the current recession, the worst international economic crisis since the Great Depression of the 1930s.

PMUSA will spend the majority of its budget on outreach in the public forum using new media and paid-communications venues. It will focus on further developing its web site, www.PatriotMajority.org, and using social media, networking, and other online strategies to reach a wide audience of opinion leaders and citizens throughout the United States. Topics covered on PMUSA’s website and other paid communications will include, but not be limited to:

- Economic-development and job-creating opportunities for businesses, entrepreneurs and individuals.
- “Best practice” fiscal policies of state and local governments that are designed to reduce government deficits and avoid burdensome tax rates.
- International efforts to stabilize the economies and fiscal policies of other nations, including but not limited to the G8 summit, energy-producing countries and strategically important nations.
- Economic effects and the economic benefits of public safety, education, health care, energy, economy, health care and fiscally responsible governmental policies on states, businesses and families.
- Regulatory policies that encourage ethical and responsible behavior by banks, investment companies and other private-sector finance institutions.
- Federal, state, local and public-private efforts to stabilize the financial system.
- New government efforts to protect taxpayers and middle-class families and to ensure that government funds are spent wisely.
- Personal finance strategies to enable families and individuals to weather the economic storm.

To encourage discussion on these topics, PMUSA will seek articles and commentary from engaged citizens, freelance writers, researchers, policy makers and academic experts with knowledge of the public and private sectors in order to increase public awareness of economic solutions and recession-survival strategies. PMUSA will engage in paid communications and electronic advertising to promote public awareness of responsible economic policies that help to create jobs and lay the foundation for future American economic success here in the United States and throughout the world. The organization hopes that encouraging discussion and consideration of diverse viewpoints on these sweeping issues will eventually translate into policy changes to nurture and cultivate the country’s future economic prosperity.

Part II: Activities and Operational Information
Political expenses.

PMUSA intends to spend a limited amount of resources on permissible activities involving federal and state elections. The organization has adopted a policy that its political activity will not exceed forty percent of its budget in a fiscal year. Any political intervention that may be conducted by the organization will be conducted within the limits imposed by Internal Revenue Code section 501(c)(4), Treasury Regulation section 1.501(c)(4)-1(a)(2), and Revenue Ruling 81-95, 1981-1 C.B. 332. The organization tracks and itemizes its expenses to ensure that political activities do not exceed the forty percent threshold in the course of a fiscal year, to ensure that all required taxes will be paid under Internal Revenue Code section 527(f), and that the organization remains in compliance with all other obligations Internal Revenue Code.

Part III. Financial Data

Line 9: Expenses attributable to activities related to the organization's exempt purposes

	2011	2012	2013	TOTAL
Bookkeeping & Accounting	\$55,000	\$60,000	\$60,000	\$175,000
Consulting	\$144,000	\$200,000	\$200,000	\$544,000
Dues & Subscriptions	\$500	\$500	\$500	\$1,500
Web Site Expenses	\$50,000	\$50,000	\$50,000	\$150,000
Travel	\$20,000	\$30,000	\$30,000	\$80,000
Postage & Shipping	\$3,500	\$4,000	\$5,000	\$12,500
Bank Charges	\$600	\$600	\$600	\$1,800
Professional & Legal Fees	\$100,000	\$125,000	\$100,000	\$325,000
Administrative & Supplies	\$8,000	\$10,000	\$10,000	\$28,000
Media Buy & Paid Communications	\$1,423,000	\$2,430,000	\$2,440,000	\$5,000,000
Mail communications	\$75,400	\$64,900	\$78,900	\$219,200
Supporter Outreach	\$20,000	\$25,000	\$25,000	\$70,000
TOTAL	\$1,900,000	\$3,000,000	\$3,000,000	\$7,900,000

Line 14: Other salaries and wages

PMUSA does not intend to hire employees or pay salaries at this time. The organization seeks to build a large base of volunteers who will be responsible for contributing to, developing, and disseminating the organization's message.

Line 16: Occupancy

PMUSA does not intend to rent office space at this time. Its officers and volunteers will contribute to the organization's mission using their own resources.

Internal Revenue Service
P.O. Box 2508 - Room 4-522
Cincinnati, Ohio 45201

Department of the Treasury

Date: May 27, 2011

Patriot Majority USA, Inc.
1717 Rhode Island Ave NW, STE 600
Washington, DC 20036

Employer Identification Number:

45-0710294

Person to Contact - Group #:

Bryan Woeste - 7827

ID# 1004831

Contact Telephone Numbers:

(513) 263-4761 Phone

(513) 263-4488 Fax

Response Due Date:

June 17, 2011

Dear Sir or Madam:

We need more information before we can complete our consideration of your application for exemption. Please provide the information requested on the enclosure by the response due date shown above. Your response must be signed by an authorized person or an officer whose name is listed on your application. Also, the information you submit should be accompanied by the following declaration:

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

To facilitate processing of your application, **please attach a copy of this letter to your response.** This will enable us to quickly and accurately associate the additional documents with your case file.

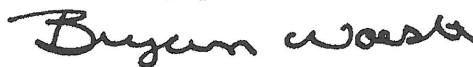
If we do not hear from you within that time, we will assume you no longer want us to consider your application for exemption and will close your case. As a result, the Internal Revenue Service will treat you as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new application.

In addition, if you do not respond to the information request by the due date, we will conclude that you have not taken all reasonable steps to complete your application for exemption. Under Code section 7428(b)(2), you must show that you have taken all the reasonable steps to obtain your exemption letter under IRS procedures in a timely manner and exhausted your administrative remedies before you can pursue a declaratory judgment. Accordingly, if you fail to timely provide the information we need to enable us to act on your application, you may lose your rights to a declaratory judgment under Code section 7428.

Name: PATRIOT MAJORITY USA, INC.
EIN: 45-0710294
Page: 2

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

Sincerely yours,



Bryan Woeste
Exempt Organizations Specialist

Enclosure(s):

Additional Information Requested

Name: PATRIOT MAJORITY USA, INC.
EIN: 45-0710294
Page: 3

Additional Information Requested:

1. Per Revenue Procedure 2006-4, Section 9.12(13), Penalties of Perjury Statement, it is required that the information you submit must be accompanied by the following Declaration. The Declaration must be signed and dated by the taxpayer, not the taxpayer's representative. Thus, please have an officer or director of your organization sign and date the Declaration.

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Printed Name of Director/Officer

Signature of Director/Officer

Name of the Organization

Date

2. Please answer the following questions in detail describing the membership process of the organization:
 - Describe the organization's membership requirements and attach a schedule of membership fees and dues.
 - Describe the organization's present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.
 - What benefits do (or will) the members receive in exchange for their payment of fees or dues. Please list all benefits received and the portion of the registration fee that is dedicated to each benefit.

Name: PATRIOT MAJORITY USA, INC.
EIN: 45-0710294
Page: 4

- How many current members does the organization have?
 - Does the organization conduct any events for the members? If so, please describe the event in detail. How often is the event held? How many of the organizations members participate in the event?
3. The Articles of Incorporation that you submitted do not show proper proof that they have been filed with the District of Columbia. Please submit a complete copy of your Articles of Incorporation that are stamped "filed" by the District of Columbia. Please note that we cannot accept Articles of Incorporation that are marked "received".
4. I have sent a copy of this letter to your representatives as indicated in your power of attorney.

PLEASE DIRECT ALL CORRESPONDENCE REGARDING YOUR CASE TO:

US Mail:

Internal Revenue Service
Exempt Organizations
P. O. Box 2508
Cincinnati, OH 45201
ATT: Bryan Woeste
Room 4-522
Group 7827

Street Address:

Internal Revenue Service
Exempt Organizations
550 Main St, Federal Bldg.
Cincinnati, OH 45202
ATT: Bryan Woeste
Room 4-522
Group 7827

(YOU MAY ALSO FAX YOUR RESPONSE TO THE FAX NUMBER LISTED ABOVE)

Letter 1312

Internal Revenue Service
P.O. Box 2508 - Room 4-522
Cincinnati, Ohio 45201

Department of the Treasury

Date: May 27, 2011

Patriot Majority USA, Inc.
C/O Marc Elias
700 13th Street, #600
Washington, DC 20005

Employer Identification Number:

45-0710294

Person to Contact - Group #:

Bryan Woeste - 7827

ID# 1004831

Contact Telephone Numbers:

(513) 263-4761 Phone

(513) 263-4488 Fax

Response Due Date:

June 17, 2011

Dear Sir or Madam:

We need more information before we can complete our consideration of your application for exemption. Please provide the information requested on the enclosure by the response due date shown above. Your response must be signed by an authorized person or an officer whose name is listed on your application. Also, the information you submit should be accompanied by the following declaration:

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Name: PATRIOT MAJORITY USA, INC.
EIN: 45-0710294
Page: 2

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Bryan Woeste
Exempt Organizations Specialist

Enclosure(s):

Additional Information Requested

Letter 1312

Name: PATRIOT MAJORITY USA, INC.
EIN: 45-0710294
Page: 3

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Name: PATRIOT MAJORITY USA, INC.
EIN: 45-0710294
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Letter 1312

Internal Revenue Service
P.O. Box 2508 - Room 4-522
Cincinnati, Ohio 45201

Department of the Treasury

Date: May 27, 2011

Patriot Majority USA, Inc.
C/O Ezra Reese
700 13th Street, #600
Washington, DC 20005

Employer Identification Number:

45-0710294

Person to Contact - Group #:

Bryan Woeste - 7827

ID# 1004831

Contact Telephone Numbers:

(513) 263-4761 Phone

(513) 263-4488 Fax

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June 17, 2011

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Name: PATRIOT MAJORITY USA, INC.
EIN: 45-0710294
Page: 2

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Bryan Woeste
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Enclosure(s):

Additional Information Requested

Name: PATRIOT MAJORITY USA, INC.
FIN: 45-0710294
Page: 3

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Name: PATRIOT MAJORITY USA, INC.
EIN: 45-0710294
Page: 4

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(YOU MAY ALSO FAX YOUR RESPONSE TO THE FAX NUMBER LISTED ABOVE)

Letter 1312

June 16, 2011

VIA FACSIMILE & MAIL

**TE/GE, Processing
Correspondence
RECEIVED**

JUN 20 2011

Internal Revenue Service
Cincinnati, Ohio

Internal Revenue Service

Exempt Organizations

P.O. Box 2508

Cincinnati, Ohio 45201

- Attn: Bryan Woeste (Room 4-522, Group 7827)

Fax: (513) 263-4488

**Re: Patriot Majority USA, Inc.
EIN 45-0710294**

PDF # 21131624

Dear Mr. Woeste:

This letter, on behalf of Project Majority USA, Inc. ("PMUSA"), EIN# 45-0710294, responds to your information request dated May 27, 2011. Please let us know if you require any additional information.

The address of Patriot Majority USA, Inc. is:

1717 Rhode Island Avenue NW

Suite 660

Washington, DC 20036

1. Membership

PMUSA's membership structure is designed as a corporate oversight system; the role of members is to oversee the Board of Directors and the Officers of PMUSA, and to determine the overall direction of the organization.

a. Membership Requirements, Fees & Dues

PMUSA has no membership requirements; any individual 18 years of age or older is eligible to participate, so long as he or she supports the goals of the organization.

There are no membership fees or dues.

b. Present & Proposed Efforts to Attract Members

PMUSA has not broadly advertised for members; it does not envision doing so in the future. It has not developed any descriptive literature or promotional material to attract members, and does not expect to develop such material.

c. Benefits of Members

PMUSA members will receive no benefits.

d. Number of Members

There are now two members of PMUSA. PMUSA expects that number to grow as time goes on.

CV/6-17-2011

e. **Member Events**

PMUSA conducts only one scheduled member event: the annual member meeting, during which the members elect directors and officers of the corporation, receive reports on the activities of PMUSA, and determine the direction of PMUSA for the coming year. Other member meetings may be called by the President or a simple majority of the membership.

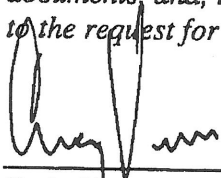
PMUSA has not yet held its first annual member meeting. Given the small size of the current membership, the annual member meeting will likely be either a conference call or small in-person meeting. PMUSA does not expect to incur any expenses in connection with the annual meeting.

2. **Articles of Incorporation**

Attached please find the Articles of Incorporation as filed with the District of Columbia on March 17, 2011; the Certificate of Incorporation issued by the District of Columbia; and a certification that the attached is a true and correct copy.

Note that the District of Columbia Department of Consumer and Regulatory Affairs has stamped the Articles on file with the District of Columbia with "Received" instead of "Filed." This is, however, a true copy of the Articles on file.

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.



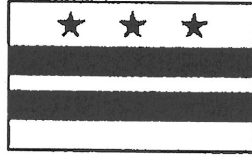
Craig Varoga
President, Patriot Majority USA, Inc.

17 June 2011

Date

cc: Marc Elias / Ezra Reese
Perkins Coie LLP
700 13th Street NW
Suite 1300
Washington, DC 20005
Fax: (202) 654-6211

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



CERTIFICATE

THIS IS TO CERTIFY that the attached is a true and correct copy of the documents for this entity as shown by the records of this office.

PATRIOT MAJORITY USA

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of **06/15/2011**



Vincent C. Gray
Mayor

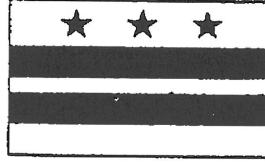
Tracking #: FIXGDCKOEQ

Business and Professional Licensing Administration

A handwritten signature in cursive script that reads 'Patricia E. Grays'.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION

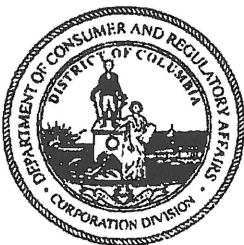


C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

PATRIOT MAJORITY USA, INC.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of **03/17/2011**



Business and Professional Licensing Administration

A handwritten signature in cursive script, reading 'Patricia E. Grays', written over a horizontal line.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: SRYM071SQM

ARTICLES OF INCORPORATION

of

PATRIOT MAJORITY USA, INC.

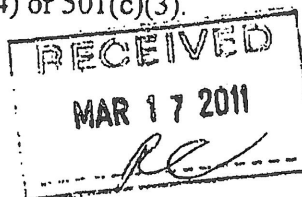
TO: Department of Consumer and Regulatory Affairs
Business Regulation Division
Corporation Division
Washington, D.C. 20001

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation, under the District of Columbia Nonprofit Corporation Act (Title 29, Chapter 3, D.C. Code), adopt the following Articles of Incorporation:

- FIRST: The name of the corporation is Patriot Majority USA, Inc.
- SECOND: The period of duration is perpetual.
- THIRD: The Corporation shall have voting members.
- FOURTH: The Corporation is organized and will be operated exclusively for the purpose of educating the public on policies that effectively create jobs, improve investment opportunities, and foster economic development that benefits all American workers, their families, and employers.

In furtherance of these purposes the Corporation shall have the powers to do all things necessary, proper and consistent with maintaining its tax-exempt status under section 501(c)(4). All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue codes. Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this Corporation.

- FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this Corporation shall be limited to reasonable amounts. Upon dissolution of the Corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for the promotion of social welfare or for charitable purposes which shall, at the time, qualify as exempt organizations under sections 501(c)(4) or 501(c)(3).



SIXTH: The address, including street and number, of the initial registered office is 1015 15th Street, NW, Ste. 1000, Washington, DC 20005, and the name of the registered agent at such address is CT Corporation System.

SEVENTH: The internal affairs of the corporation shall be regulated by its Board of Directors as described in the Bylaws. The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Bill Burke	300 M Street, SE Suite 1102 Washington, DC 20003
Joe Householder	300 M Street, SE Suite 1102 Washington, DC 20003
Craig Varoga	300 M Street, SE Suite 1102 Washington, DC 20003

EIGHTH: The name and address, including street and number, of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
James Lamb	300 M Street, SE Suite 1102 Washington, DC 20003
Neil Reiff	300 M Street, SE Suite 1102 Washington, DC 20003
Elizabeth F. Getman	300 M Street, SE Suite 1102 Washington, DC 20003

[signatures on following page]

James Lamb
James Lamb

Neil Reiff
Neil Reiff

Elizabeth F. Getman
Elizabeth F. Getman

Washington)
District of Columbia) ss:

I, Donald W. Henshaw, a Notary Public in and for the District of Columbia, hereby certify that on the 16th day of March 2011, James Lamb, Neil Reiff and Elizabeth F. Getman appeared before me and signed the foregoing document as an incorporator and averred that the statements therein contained are true.

(Notary Seal)

Donald W. Henshaw
Notary Public

My commission expires: _____
Donald W. Henshaw
Notary Public District of Columbia
My Commission Expires August 14, 2012

