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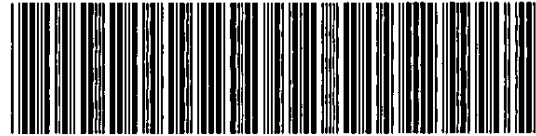
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

*File per Jay Kassus
6/6/13*

added note per Jay (on correspondence)

*"This name is similar to a
name already on file. This
similarity may result in
future complications"*



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05/21/13--01001--010 **87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CU3-2924

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

May 20, 2013

Via Hand Delivery

Department of State
Division of Corporations
Clifton Building
Executive Center Circle
Tallahassee, Florida 32301

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DEPT OF STATE
TALLAHASSEE, FLORIDA

Re: The Southern Project, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for The Southern Project, Inc., as well as, a check for \$87.50 for the Filing Fee, Certified Copy, and Certificate. Please send all documents and future notifications to the following:

Loranne Ausley
The Southern Project, Inc.
118 North Gadsden Street
Tallahassee, Florida 32301
(850) 459-1469
loranne@projectnewamerica.com

Should you have any questions concerning the enclosed, please feel free to contact me.

Respectfully,



Kevin A. Forsthoefer

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 21, 2013

AUSLEY & MCMULLEN ***WALK-IN***
ATTN: KEVIN A. FORSTHOEFEL
PO BOX 391
TALLAHASSEE, FL 32301

SUBJECT: THE SOUTHERN PROJECT, INC.
Ref. Number: W13000029427

We have received your document for THE SOUTHERN PROJECT, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 513A00012607

**ARTICLES OF INCORPORATION OF
THE SOUTHERN PROJECT, INC.**

Pursuant to Chapter 617, Florida Statutes, the undersigned Incorporator hereby files these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I
Name

The name of the corporation is **THE SOUTHERN PROJECT, INC.**

ARTICLE II
Purpose

The corporation shall be a corporation not-for-profit pursuant to Chapter 617, Florida Statutes. The purpose of the corporation is to further the common good and general welfare of the American people by engaging in research, education and advocacy in efforts to promote responsible and efficient government and to encourage citizen participation in the shaping of laws and regulations. The corporation may engage only in activities that may be carried on by a corporation exempt from Federal income taxes under Section 501(c)(4) of the Internal Revenue Code or any section of any statute adopted in succession thereof. No part of the net earnings of the corporation shall inure to the benefit of any member, except that the corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth herein.

ARTICLE III
Members

This corporation shall have no members.

ARTICLE IV
Directors

The initial Directors of the corporation are:

Burns Strider
1901 N. Fort Myer Drive
Arlington, VA 22209

Scott Arceneaux
4026 Corrientes Court East
Jacksonville, FL 32217

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Loranne Ausley
826 Washington Street
Tallahassee, FL 32302

Additional Directors of the corporation shall be elected as set forth in the corporation's by-laws and shall serve until their successors are elected. Until by-laws have been adopted, additional directors shall be elected as provided in Chapter 617, Florida Statutes, or any statute adopted in succession thereof.

ARTICLE V
Amendments to Articles

These articles may be amended as set forth in the by-laws of the corporation. Until by-laws have been adopted, these articles may be amended as provided in Chapter 617, Florida Statutes, or any statute adopted in succession thereof.

ARTICLE VI
Principal Office

The principal office and mailing address of the corporation is The Perkins House at 118 North Gadsden Street, Tallahassee, Florida 32301.

ARTICLE VII
Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

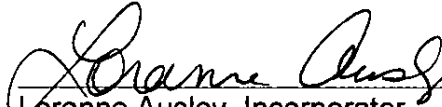
Loranne Ausley
826 Washington Street
Tallahassee, FL 32302

ARTICLE VIII
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 118 North Gadsden Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be Loranne Ausley. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

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TALLAHASSEE, FLORIDA

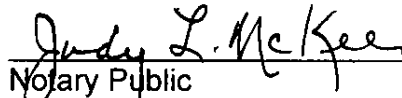
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 20th day of May, 2013.

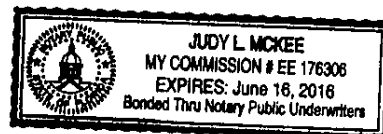

Lorraine Ausley, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Lorraine Ausley, who is personally known to me and who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

20th IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this day of May, 2013.


Notary Public
State of Florida at Large
My Commission Expires:

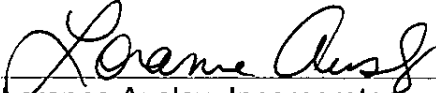


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NOTARY PUBLIC
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

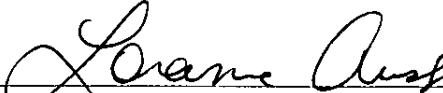
In compliance with Florida Statutes Section 617.0501 and 48.091, the following is submitted:

The Southern Project Inc., desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated 118 North Gadsden Street, Tallahassee, Florida 32301 as its initial Registered Office and has named Loranne Ausley, located at said address as its initial Registered Agent.


Loranne Ausley, Incorporator

Date: 5/20/13

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


Loranne Ausley

Date: 5/20/13

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TALLAHASSEE, FLORIDA