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FLORIDA PROFIT/NON PROFIT CORPORATION  
Bruce O'Donoghue for Congress, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BRUCE O'DONOGHUE FOR CONGRESS, INC.**

The undersigned incorporator, being competent to contract, subscribes to 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 shall be:

BRUCE O'DONOGHUE FOR CONGRESS, INC. (the "Corporation").

**ARTICLE II - Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation is 707 Nicolet Avenue, Suite 101, Winter Park, Florida 32789.

**ARTICLE III - Purpose**

The Corporation is organized to support Bruce O'Donoghue for the Republican nomination and election to Congress, the 8th District of Florida, and serve as principal campaign committee; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 527 of the Code are not permitted to engage.

**ARTICLE IV - Term of Existence**

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 707 Nicolet Avenue, Suite 101, Winter Park, Florida 32789, and the name of the initial registered agent of the Corporation at that address is W. Bruce O'Donoghue.

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ARTICLE VI - Directors

- A. The initial number of directors of the Corporation shall be four (4).
- B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors are:
- | <u>Name</u>              | <u>Street Address</u>                                       |
|--------------------------|---|
| W. BRUCE O'DONOGHUE      | 707 Nicolet Avenue, Suite 101<br>Winter Park, Florida 32789 |
| R. SCOTT BATTERSON       | 4292 Haws Court<br>Orlando, Florida 32814                   |
| WALTER N. CARPENTER, JR. | 824 Highland Avenue<br>Orlando, Florida 32803               |
| PAUL KILGORE             | 264 N. Lurkin Street #202<br>Athens, Georgia 30601          |
- F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
W. BRUCE O'DONOGHUE	707 Nicolet Avenue, Suite 101 Winter Park, Florida 32789

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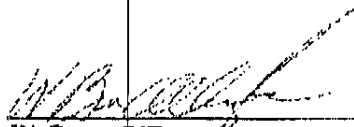
SECRETARY OF STATE  
TALLAHASSEE, FLORIDAARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

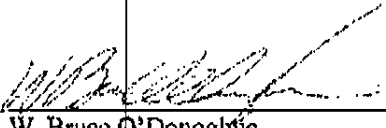
ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of January, 2010.

  
W. Bruce O'DonoghueACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of BRUCE O'DONOGHUE FOR CONGRESS, INC.

  
W. Bruce O'Donoghue

Dated as of this 29 day of January, 2010.

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