

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:32 PM 07/26/2011  
FILED 02:32 PM 07/26/2011  
SRV 110858628 - 5019103 FILE

**CERTIFICATE OF INCORPORATION**

**OF**

**THE DAILY CALLER NEWS FOUNDATION**

I, the undersigned natural person of the age of 21 years or more, acting as incorporators of a corporation do hereby adopt the following Articles of Incorporation for such corporation pursuant to the General Corporation Law of the State of Delaware.

**FIRST:** The name of the corporation is: The Daily Caller News Foundation

**SECOND:** The period of duration is perpetual.

**THIRD:** The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including the following:

1. To conduct research on public policy issues and publish the results of such research;
2. To engage in other charitable activities as determined by the Board of Directors; and
3. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this corporation shall have all the powers granted to it by the laws of the State of Delaware; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

**FOURTH:** The corporation shall have no authority to issue capital stock. The corporation shall not have members.

**FIFTH:** No part of the net earnings of the corporation shall inure to or for the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including by publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of

these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws), or by an organization contributions to which are to be deductible under section 170(c)(2) of such Code.

Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not make any investments in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

SIXTH: The number of Directors shall be fixed by the bylaws, but shall not be fewer than one (1). The affairs of the corporation shall be carried on through its Board of Directors. The election or appointment of new directors shall be as set forth in the Corporation bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its affairs and activities and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

SEVENTH: The private property of the incorporator, directors, and officers shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after payment of the debts of the corporation or provision therefor shall be distributed exclusively for charitable or educational purposes to organizations which are then exempt from federal tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws), and to which contributions are then deductible under section 170(c)(2) of such Code.

NINTH: The address, including the street and number of its initial registered office is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware, 19808. The registered agent in charge, located at the registered office stated, is Corporation Service Company.

TENTH: The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

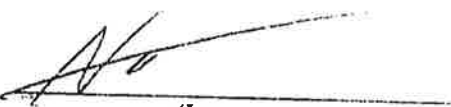
**ELEVENTH:** The initial board of directors will serve until their successors are elected and qualified. The number of directors constituting the initial Board of Directors is two (2). The name and street address of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Neil Patel	1050 17th St., N.W. Suite 900 Washington, DC 20036
Tucker Carlson	1050 17th St., N.W. Suite 900 Washington, DC 20036

**TWELFTH:** The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Neil Patel	1050 17th St., N.W. Suite 900 Washington, DC 20036

Dated: 7-22-11

  
\_\_\_\_\_  
(Incorporator)