

EXHIBIT P

**ARTICLES OF AGREEMENT OF  
A NEW HAMPSHIRE NONPROFIT CORPORATION**

THE UNDERSIGNED, BEING PERSONS OF LAWFUL AGE, ASSOCIATE UNDER THE PROVISIONS OF  
THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, CHAPTER 292 BY THE FOLLOWING:

**Article 1.**

The name of the corporation shall be: American Freedom Defense Initiative

**Article 2.**

The object for which this corporation is established is:

An educational organization designed to defend Constitutional principles against academic, cultural, sociological, and other attacks upon them, and to exposing media bias in reporting upon such attacks.

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

State of New Hampshire  
Form NP 1 - Articles of Agreement 3 Page(s)



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**Article 3.**

The provisions for establishing membership and participation in the corporation are:  
*Determined by the directors.*

**Article 4.**

The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

1. To pay all outstanding debts of the corporation.
2. To repay capital contributions.
3. The remainder will be used for charitable purposes.

**Article 5.**

The address at which the business of this corporation is to be carried on is:  
7 Colby Ct. #7213, Bedford, New Hampshire 03110

**Article 6.**

The amount of capital stock, if any, or the number of shares or Membership Certificates, if any, any provisions for retirement, reacquisition and redemption of those shares or certificates are:  
None

**Article 7.**

Provision eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both is: (Note 2)  
None

**Article 8.**


Signature and post office address of each of the persons associating together to form the corporation: (Note 3)

Signatures and Name


Post Office Address

  
Pamela Geller

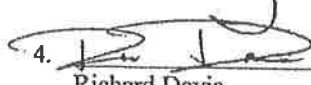
1040 1st Avenue PO Box 121, New York, New York 10022

2.   
Robert Spender

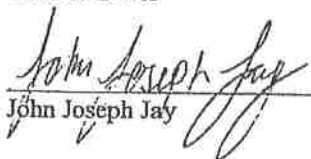
7 Colby Ct. #7213, Bedford, New Hampshire 03110

3.   
Anders Gravers

1040 1st Avenue PO Box 121, New York, New York 10022

4.   
Richard Davis

1040 1st Avenue PO Box 121, New York, New York 10022

5.   
John Joseph Jay

1040 1st Avenue PO Box 121, New York, New York 10022

City/Town Clerk's office, City /Town of \_\_\_\_\_  
Received and recorded this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_.

City/Town Clerk's Signature \_\_\_\_\_

City/Town Clerk's Name (Please Print) \_\_\_\_\_

Prepared for:  
**American Freedom Defense Initiative**

**ACTION OF SOLE INCORPORATOR  
OF  
American Freedom Defense Initiative**

The undersigned, being the sole incorporator of American Freedom Defense Initiative, a New Hampshire Corporation, (the "Corporation"), does hereby approve and adopt the following resolutions:

**Election of Directors**

RESOLVED, that the following persons are hereby elected as the directors of the Corporation to serve until the first annual meeting of the directors or until their successors are duly elected and qualified:

Pamela Geller, 1040 1st Avenue PO Box 121, New York, New York 10022  
Robert Spencer, 7 Colby Ct. #7213, Bedford, New Hampshire 03110  
Anders Gravers, 1040 1st Avenue PO Box 121, New York, New York 10022  
Richard Davis, 1040 1st Avenue PO Box 121, New York, New York 10022  
John Joseph Jay, 1040 1st Avenue PO Box 121, New York, New York 10022

The undersigned, upon completion of this Action of Incorporator, shall have no further responsibilities or obligations to the Corporation in his capacity as sole incorporator.

**Dated: April 14, 2010**



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**Business Filings Incorporated, Incorporator  
Mark Williams, A.V.P.**

# State of New Hampshire

OFFICE OF SECRETARY OF STATE



*I, DAVID M. SCANLAN, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the attached is a true copy of Articles of Agreement of American Freedom Defense Initiative as filed in this office and held in the custody of the Secretary of State.*



*In Testimony Whereof, I hereto set my hand  
and cause to be affixed the Seal of the State,  
at Concord, this 5<sup>th</sup> day of April A.D. 2010*

A handwritten signature in cursive script, appearing to read "D M Scanlan".

*Deputy Secretary of State*

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# State of New Hampshire

Recording fee: \$25.00  
Use black print or type.  
Leave 1" margins both sides.

Form NP-3  
RSA 292:7

## AFFIDAVIT OF AMENDMENT OF

### AMERICAN FREEDOM DEFENSE INITIATIVE A NEW HAMPSHIRE NONPROFIT CORPORATION

I, ROBERT SPENCER, the undersigned, being the ASSOCIATE DIRECTOR  
(Note 1) of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was  
held on NOVEMBER 16, in BEDFORD, NH (Note 2), for the purpose of  
amending the articles of agreement and the following amendment(s) were approved by a majority vote of  
the corporation's BOARD OF DIRECTORS (Note 3)

Article 2: replace - see attached

Article 5: replace - see attached

(If more space is needed, attach additional sheet(s).)

A true record, attest:

Robert Spencer  
(Signature)

Date signed:

11/24/10

- Notes: 1. Clerk, secretary or other officer.  
2. Town/city and state.  
3. Enter either "Board of Directors" or "Trustees".

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee with DATED AND SIGNED ORIGINAL to: Corporate Division, Concord NH 03301-4989.

File a copy with Clerk of the town/city of the principal place of business.

State of New Hampshire  
Form NP 3 - Affidavit of Amendment 2 Page(s)



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**Article 2.**

The object for which this corporation is established is:

An educational organization designed to defend Constitutional principles against academic, cultural, sociological, and other attacks upon them, and to exposing media bias in reporting upon such attacks.

This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, but not necessarily limited to organizations that have been qualified under such tax code provisions. The corporation itself, however, is not and has no present intention to qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

**Article 5.**

The address at which the business of this corporation is to be carried on is: 373 South Willow St. #109, Manchester, New Hampshire 03103.