

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE DISTRICT OF COLUMBIA BAR FOUNDATION**

FIRST: The name of the Corporation is the District of Columbia Bar Foundation (hereinafter referred to as the "Foundation").

SECOND: The period of duration of the Foundation is perpetual.

THIRD: (a) The purpose for which the Foundation is organized and operated shall be to receive and administer funds exclusively for charitable, scientific, or educational purposes and to make grants or loans to other corporations, associations or other organizations organized and operated exclusively for charitable, scientific, or educational purposes in order better to enable such organizations to:

(1) provide and support the provision of legal and related services (A) for poor or otherwise disadvantaged persons or groups of persons; (B) involving matters of importance to an individual who does not have the financial resources to compensate counsel; (C) involving a claim or defense of an individual which society has a special interest in protecting; or (D) involving an important claim or defense belonging to a significant segment of the public; and

(2) facilitate and improve the provision of legal services and the administration of justice; promote the study of the law and the science of jurisprudence and research therein, through the diffusion of legal knowledge and the continuing legal education of lawyers; publish and distribute essays, treatises, reports and other literary works on legal subjects.

The Foundation may make grants to individuals in the form of scholarships, awards and assistance programs to support, recognize or carry out one or more of the purposes described in

(1) or (2) above.

Provided, however, that no part of the assets and no part of the net earnings of the Foundation shall inure to the benefit of or be distributable to or among its directors or officers or other private persons except that the Foundation may pay reasonable compensation for services rendered and may make payments, loans, and distributions in furtherance of the purposes of the Foundation herein set forth and shall be used only within the United States of America; provided, further, that no portion of such assets or net earnings may be used for transactions or activities which are not permitted to be carried on by a corporation described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future act) (the "Code") which is exempt from Federal income taxes. The Foundation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(b) The Foundation shall have all powers granted to or exercisable by corporations under the non-profit corporation laws of the District of Columbia and all such powers necessary or convenient to effect any or all of the purposes for which the Foundation is organized, except as may otherwise be provided by any applicable law of the District of Columbia.

(c) Anything in these Articles of Incorporation to the contrary notwithstanding, if in any year the Foundation is treated as a private foundation described in section 509 of the Code:

(1) The Foundation shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(2) The Foundation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(3) The Foundation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

(4) The Foundation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(5) The Foundation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

(d) Anything in these Articles of Incorporation to the contrary notwithstanding, the Foundation shall not engage in transactions or activities which are not permitted to be carried on by a corporation described in section 501(c)(3) of the Code which is exempt from Federal income taxes, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

FOURTH: The Foundation shall have no members.

FIFTH: The affairs of the Foundation shall be managed by a Board of Directors consisting of up to eleven directors, each of whom shall be appointed for a term of three years by the Board of Governors of the District of Columbia Bar (hereinafter "Board of Governors"), except that the initial Board of Directors shall be appointed so as to provide for staggered terms. The first three directors shall be the three most recent past presidents of the District of Columbia Bar who are not ex officio members of the Board of Governors. In the event of the refusal or inability of such a past president to serve as a director, the Board of Governors shall appoint such other director or directors as necessary so that the number of directors shall be not less than three. Any director may be removed, after an opportunity to be heard, with or without cause, from office at any time by vote of two-thirds of the entire membership of the Board of Governors, and the Board of Governors may fill any vacancies occurring on account of such removal.

SIXTH: The name and address, including street and number, of each of the

members of the initial Board of Directors, is:

<u>Name</u>	<u>Address</u>
Charles T. Duncan	2935 Upton Street, N.W. Washington, D.C. 20008
John W. Douglas	5700 Kirkside Drive Chevy Chase, Md. 20015
Daniel A. Rezneck	1229 - 19th Street, N.W. Washington, D.C. 20036

SEVENTH: The affairs of the Foundation shall be administered by a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers as the Board of Directors shall deem desirable. Officers need not be directors of the Foundation. A person may hold more than one office, except that the persons holding the offices of President and Secretary may not hold any other office. The officers shall be elected by the Board of Directors at its first meeting following the organization of the Foundation and at such other meetings as shall from time to time be necessary to fill such offices. The officers shall serve at the pleasure of the Board of Directors.

EIGHTH: The Foundation may be dissolved by the Board of Governors, if approved by at least two-thirds of the entire membership of the Board of Governors. In the event of the dissolution of the Foundation, its assets, after payment of all debts and charges of the Foundation, and expenses of dissolution, shall be distributed by the Board of Governors among all properly accredited law schools within the District of Columbia, organized and operated exclusively for educational purposes, and not engaged in transactions or activities which are not permitted to be carried on by a corporation described in section 501(c)(3) of the Code.

NINTH: The first Board of Directors of this Foundation shall adopt By-laws for the Foundation, and said Board of Directors and its successors in office shall have power to

alter, amend, and rescind such By-laws or to adopt new By-laws. The Board of Governors shall be advised of any proposal to alter, amend or rescind the By-laws as originally adopted not less than thirty (30) days in advance of its consideration by the Board of Directors.

TENTH: The address, including street and number of the Foundation's registered office in the District of Columbia is 2000 P Street, NW, Washington, D.C. 20036. The name of the Foundation's registered agent at such address is Katherine L Garrett.

ELEVENTH: The Foundation may receive by gift, bequest, devise, or in any other manner money, assistance, and other form of contribution, whether of real, personal or mixed property, from any person, firm or corporation to be used in the furtherance of the purposes of the Foundation; provided, however, that gifts shall be subject to acceptance by the Board of Directors as required by the By-laws.

TWELFTH: Any provision contained in these Articles of Incorporation may be altered, amended or repealed by the Board of Directors in accordance with the procedure prescribed in the District of Columbia Nonprofit Corporation Act of 2010, Title 29, Chapter 4, of the District of Columbia Code, as amended, provided that no amendments shall be made which would change the provisions of Article THIRD of these Articles of Incorporation to allow transactions or activities which are not permitted to be carried on by a corporation described in section 501 (c)(3) of the Code which is exempt from Federal income taxes, or which would permit any of the assets or net earnings of the Foundation to inure to the benefit of any person having a personal or private interest in the Foundation, except for reasonable allowances for salaries for services actually rendered and for reimbursement in reasonable amounts for expenses actually incurred in attending to the affairs of the Foundation, or which would permit the Foundation either directly or indirectly, to participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, or which would permit the Foundation, in any year in which it is

treated as a private foundation described in section 509 of the Code, not to distribute its income at such time and in such manner so as to become subject to the tax on undistributed income imposed by section 4942 of the Code, to engage in any act of self-dealing as defined in section 4941(d) of the Code, to retain any excess business holdings as defined in section 4943(c) of the Code, to make any investment in such manner as to subject it to tax under section 4944 of the Code, or to make any taxable expenditure as defined in section 4945(d) of the Code, or which would change the method of appointment or removal of the Board of Directors specified in Article FIFTH of these Articles of Incorporation, or would alter the powers of the Board of Governors specified in Article EIGHTH. The Board of Governors shall be advised of any proposal to amend these Articles of Incorporation not less than thirty (30) days in advance of its consideration by the Board of Directors.

THIRTEENTH: The name and address, including street and number, of each incorporator of the Foundation is:

<u>Name</u>	<u>Address</u>
Robert Patrick Maxwell	3417 Quesada Street, N.W. Washington, D.C. 20015
Zona Fairbanks Hostetler	3011 Albemarle Street, N.W. Washington, D.C. 20008
Claudia Denyse Booker	1706 Q Street, N.W. Washington, D.C. 20009