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ARTICLES OF INCORPORATION

OF

NATIONAL FOUNDATION FOR WOMEN'S BAR ASSOCIATIONS

TO: The Recorder of Deeds, D.C.
Washington, D.C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-Profit Corporation Act:

FIRST: The name of the corporation is The National Foundation for Women's Bar Associations.

SECOND: The period of duration is perpetual and the corporation shall have no members.

THIRD: This corporation is organized and will be operated exclusively to perform the educational and charitable functions of and to carry out the educational and charitable purposes of the National Conference of Womens Bar Associations. The specific educational and charitable purposes for which the corporation is organized are:

- (1) To research, analyze, compile, publish and distribute educational materials to enable women attorneys and those interested in encouraging women attorneys to become more proficient in their profession with the assistance of their local and national womens bar associations.
- (2) To assist, conduct or sponsor educational conferences, forums and seminars for the benefit of women's bar associations and other interested persons.
- (3) To assist, conduct or sponsor training programs to aid new womens bar organizations to establish their association, to help existing womens bar organizations develop educational programs for the benefit of their members.
- (4) To study and educate the general public about the number of women attorneys, women judges, and womens bar associations and the barriers which interfere with women's full participation in the legal process.
- (5) To encourage the selection of additional women judges by compiling and presenting accurate information on judicial candidates and potential candidates and by cooperating with private and governmental organizations concerned with judicial selection.

BY: *[Signature]*
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- (6) To provide a clearinghouse for information on current litigation impacting on women in our society in order to ensure that each attorney or organization involved in similar litigation is fully aware of relevant litigation strategies by other persons or organizations.
- (7) To advance opportunities for women attorneys and to improve access to positions of merit and responsibility.
- (8) To serve as a vehicle for the exchange and dissemination of information and ideas among women's bar associations.
- (9) To promote continuing legal education.
- (10) To promote and assist in the organization and growth of local and statewide women's bar associations.
- (11) To do all things necessary and proper to accomplish the foregoing purposes.
- (12) This corporation shall not engage in any act prohibited to a corporation exempt from tax under Section 501 (c) (3) and at any time this corporation is a private foundation within the meaning of Section 509 (a), it shall distribute its income each taxable year in such time and manner as not to be subject to tax under Section 4942 and shall be prohibited from engaging in any act of self-dealing [as defined in Section 4941 (d)], from retaining any excess business holdings [as defined in Section 4943 (c)], from making any investments in such manner as to subject the foundation to tax under Section 4944, and from making any taxable expenditures [as defined in Section 4945 (d)]. All references to sections in these Articles are to the Internal Revenue Code of 1954 as amended and to comparable sections of all subsequent Internal Revenue laws.

FOURTH: No part of the net earnings of this corporation shall inure to the benefit of or be distributable to any director, employee or other individual, partnership, estate, trust, or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify it for tax exemption under §501 (c)(3), and this corporation 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. Notwithstanding any other provision of these Articles or of any By-Laws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation.

FIFTH: The internal affairs of the corporation shall be regulated by its Board of Directors as described in the By-laws. Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purpose of the corporation or distributed to such organizations organized and operated exclusively for charitable or educational purposes as shall, at the time, qualify as an exempt organization under Section 501 (c)(3).

SIXTH: The address, including street and number, of its initial registered office, is 1819 H Street, N.W., Suite 300 Washington, D.C. 20006, and the name of the registered agent is Carol S. Rabenhorst.

SEVENTH: The number of directors constituting the initial Board of Directors is three (3), and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting or until the successors be elected and qualified, are:

BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Janis L. McDonald	27368 Hickory Blvd. S.W. Bonita Springs, Florida 33923
Carol Rabenhorst	1140 Connecticut Avenue, N.W. Washington, D.C. 20036
Joan Ellenbogen	888 Seventh Avenue New York, New York 10106

The members of the Board of Directors shall be those individuals elected from time to time by the Board of Directors of the National Foundation for Women's Bar Associations as described in the By-Laws.

EIGHTH: The name and address, including street and number, of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Carol S. Rabenhorst	1140 Connecticut Avenue, N.W. Suite 900 Washington, D.C. 20036
Jennifer Ruddle	1140 Connecticut Avenue, N.W. Suite 900 Washington, D.C. 20036