

ARTICLES OF INCORPORATION

OF

WOMEN'S BAR ASSOCIATION FOUNDATION

Pursuant to the District of Columbia
Nonprofit Corporation Act

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 Nonprofit Corporation Act:

FIRST: Name. The name of the Foundation is the Women's Bar Association Foundation.

SECOND: Duration. The Foundation's period of existence is perpetual.

THIRD: Purposes and Powers.

(a) The Foundation is organized and shall operate exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 ("Code") (or the corresponding provisions of any future United States Internal Revenue Law) and the regulations pertaining thereto as they now exist or may hereafter be amended. Among such purposes are:

(1) To foster the education and training of women in law by funding an internship program under which

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women students can spend time working at law firms in Washington, D.C.;

(2) To provide legal assistance and counseling for juveniles and elderly;

(3) To promote education in the delivery of legal services; and

(4) To promote greater understanding and awareness among both the legal and nonlegal communities of the special legal problems women face, for example, under the criminal justice system, in employment situations and arising out of marital and custodial disputes.

(b) The Foundation shall have all powers permitted by the laws of the District of Columbia.

(c) The foregoing purposes and powers are each and all subject to the following limitations:

(1) The Foundation is a nonprofit Corporation organized without capital stock;

(2) No part of the net earnings of the Foundation shall inure to the benefit of any director or officer of the Foundation, or any private individual and no director or officer of the Foundation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation;

(3) The income of the Foundation for each taxable year shall be distributed at such time and in

such manner as not to subject the Foundation to tax under Section 4942 of the Internal Revenue Code of 1954. The Foundation shall not engage in any act of self-dealing (as defined in Section 4941(d) of such Code), retain any excess business holdings (as defined in Section 4943(c) of such Code), make any investments in such manner as to subject the Foundation to tax under Section 4944 of such Code, or make any taxable expenditures, as defined in Section 4945(d) of such Code;

- (4) No substantial part of the activities of the Foundation shall involve the carrying on of propaganda or otherwise attempting to influence legislation. The Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; and
- (5) Notwithstanding any other provision of these articles, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code (or corresponding provisions of any future United State Internal Revenue Law) and the regulations pertaining thereto as they now exist or may hereafter be amended.

FOURTH: Members. The Foundation shall have no members.

FIFTH: Directors.

(a) The Foundation shall be controlled by a Board of not less than twelve nor more than fifteen Directors who may take any action permitted by the District of Columbia Nonprofit Corporation Act and the Bylaws of the Corporation.

(b) The Board of Directors of the Foundation shall be elected annually at the time and in the manner provided in the Bylaws of the Foundation.

(c) All matters pertaining to directors, including resignation, change of number and filling of vacancies, shall be regulated by the Bylaws to the extent that provision therefor is not made herein.

SIXTH: Internal Affairs.

(a) To the extent not set forth herein, the internal affairs of the Foundation shall be regulated by its Board of Directors in accordance with the Bylaws.

(b) No directorship or officership in this Foundation shall be assignable inter vivos, nor shall any directorship, or officership in this Foundation pass to any personal representative, heir, or devisee.

(c) The private property of the directors and officers of the Foundation shall not be subject to payment of the corporate debts to any extent whatsoever.

SEVENTH: Dissolution. Upon the liquidation, dissolution and winding up of the business and affairs of the Foundation, the Board of Directors shall pay or make provision for the payment of all liabilities of the Foundation. The Foundation's

remaining assets shall then be distributed, as the Board of Directors shall determine, exclusively to one or more charitable, scientific, literary, or educational organizations described in Section 170(b)(1)(A) of the Internal Revenue Code of 1954 (other than clauses (vii) and (viii) thereof), each of which has been in existence and so described for a continuous period of at least 60 calendar months. Any remaining assets not so disposed of by the Board of Directors shall be distributed by the court of competent jurisdiction under the District of Columbia Nonprofit Corporation Act exclusively to one or more organizations of the type described in the preceding sentence.

EIGHTH: Address and Agent. The address of the initial registered office of the Foundation is Dechert Price & Rhoads, 888 Seventeenth Street, N.W., Washington, D.C. 20006 and the name of its initial registered agent at such address is Judith E. McCaffrey.

NINTH: Initial Directors. The number of directors constituting the initial Board of Directors is twelve. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors shall be elected and qualified are:

Judith E. McCaffrey	888 17th Street, N.W. Washington, D.C. 20006
Susan A. Low	1100 H Street, N.W. Washington, D.C. 20080
Jane E. Petkofsky	14th & E Streets, N.W. Washington, D.C. 20004
Barbara I. Gersten	550 17th Street, N.W. Washington, D.C. 20429

Linda G. Davenport	1133 15th Street, N.W. Washington, D.C. 20005
Patricia D. Gurne	1120 20th Street, N.W. Washington, D.C. 20036
Florence R. King	927 15th Street, N.W. Washington, D.C. 20005
Mellie Nelson	619 G Street, S.E. Washington, D.C. 20003
Marjorie A. O'Connell	1730 Rhode Island Ave., N.W. Washington, D.C. 20036
Marguerite Rawalt	1600 S. Joyce Street Arlington, VA 22202
Suzanne V. Richards and	1701 K Street, N.W. Washington, D.C. 20006
Suzanne M. Snedegar	5454 Wisconsin Avenue, N.W. Chevy Chase, MD 20015

TENTH: Incorporators. The name and address of the incorporators is as follows:

Judith E. McCaffrey	888 17th Street, N.W. Washington, D.C. 20006
Susan A. Low	1100 H Street, N.W. Washington, D.C. 20080
Marjorie A. O'Connell	1730 Rhode Island Avenue, N.W. Washington, D.C. 200036

The authority of the Incorporators to act on behalf of the Foundation terminates once these Articles of Incorporation are approved by the District of Columbia.

ELEVENTH: Severability. Each provision in these Articles of Incorporation is considered independent of the other provisions.

In witness of the foregoing, we execute the Articles of Incorporation on _____, and submit them for approval and recordation.

April 16, 1981
Date

April 16, 1981
Date

April 16, 1981
Date

Judith E. McCaffrey
Judith E. McCaffrey

Susan A. Low
Susan A. Low

Marjorie A. O'Connell
Marjorie A. O'Connell

Washington,)
District of Columbia) ss:

THIS DAY personally appeared Judith E. McCaffrey, Susan A. Low and Marjorie A. O'Connell, the designated incorporators for the Women's Bar Association Foundation, who executed the foregoing Articles of Incorporation and stated that they are true and correct to the best of their knowledge, information and belief.

Subscribed and sworn to before me this 16th day of April, 1981

Deborah L. Brown
Notary Public

My Commission Expires July 14, 1985

