

FILED
In the Office of the
Secretary of State of Texas

SEP 24 2003

Corporations Section

**ARTICLES OF INCORPORATION
OF**

**NATIONAL COUNCIL OF LAWYER DISCIPLINARY BOARDS, INC.,
a Texas non-profit corporation**

The undersigned, a natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the Corporation is National Council of Lawyer Disciplinary Boards, Inc. (the "Corporation").

ARTICLE TWO

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSE

A. The 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 corresponding section of any future federal tax code.

B. The primary purposes of the Corporation, subject to the limitations herein provided, are: (a) the exchange, among the members and staff of the lawyer disciplinary entities for each jurisdiction within the United States of America, of information about and views on the common duties, responsibilities, problems and procedures of the disciplinary entities; (b) the exchange of rules, both substantive and procedural, for the resolution of lawyer disciplinary proceedings; (c) joint, coordinated action to address lawyer discipline problems occurring throughout the country; (d) the exchange of information about findings of disciplinary liability and sanctions imposed on particular lawyers who practice within more than one jurisdiction; (e) the exchange of any other information of interest to all members and staff of the lawyer disciplinary entities; (f) participation in and promotion of institutes and seminars to increase the knowledge, efficiency and consistency of action of members and staff of the lawyer disciplinary entities; and (g) any purpose consistent with the above purposes which is proper for an exclusively charitable and educational organization.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Article Four 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 the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE FIVE

DISSOLUTION

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

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SIX

AGENT FOR PROCESS

The street address of the Corporation's initial registered office is 1414 Colorado, Suite 610, Austin, Texas 78701, and the name of its initial registered agent at such address is Christine E. McKeeman.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the Corporation's initial board of directors is seven (7), and the names and addresses of the persons who are to serve as directors until their successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald W. Stovitz	180 Howard Street, 6th Floor San Francisco, California 94105
Elizabeth J. Branda	515 5th Street, N.W., Room 102 Washington, D.C. 20001
Karen L. Watkins	919 Congress, Suite 1300 Austin, Texas 78701
George A. Reimer	5200 S.W. Meadows Rd. Lake Oswego, Oregon 97035
Sarah B. Akins	P. O. Box 9946 Savannah, Georgia 31412
John F. Van Bolt	211 W. Fort St., Suite 1410 Detroit, Michigan 48226

Elaine M. Bixler

2 Lemoyne Drive, 1st Floor
Lemoyne, Pennsylvania 17043

ARTICLE EIGHT

EXEMPTION OF DIRECTORS FROM LIABILITY

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except to the extent that any applicable law may prevent such director from being relieved of such personal liability. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE NINE

INCORPORATORS

The name and address of the incorporator of the Corporation is:

NAME

ADDRESS

Karen L. Watkins

919 Congress, Suite 1300
Austin, Texas 78701

IN WITNESS WHEREOF, the undersigned has executed these Articles this the 24th day of September 2003.

Karen L. Watkins

Karen L. Watkins, Incorporator



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

National Council of Lawyer Disciplinary Boards, Inc.
Filing Number: 800250550

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 09/24/2003

Effective: 09/24/2003



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State