

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

DCRA Corp. Div.

WOMEN'S BAR ASSOCIATION FOUNDATION

DEC 27 2019

Pursuant to the District of Columbia
Nonprofit Corporation Act

File Copy

(PN)

On this twelfth day of November, 2019, the undersigned, being an authorized officer of the corporation named herein, pursuant to the District of Columbia Nonprofit Corporation Act, District of Columbia Code § 29-301.01 et seq. (the "Act") for the purpose of amending and restating the Articles of Incorporation of a District of Columbia nonprofit corporation, states as follows:

FIRST: Name. The name of the Foundation is the Women's Bar Association Foundation (the "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 1986 (the "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 bring greater understanding and awareness among both the legal and non-legal communities of the unique legal challenges facing women and girls across the socioeconomic and demographic spectrum;
- (2) To support nonprofit organizations that serve the legal and related needs of women, children, and other vulnerable populations in the DC metropolitan community;
- (3) To promote education in the delivery of legal services;

(4) To do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Foundation.

(b) In furtherance of the above and related purposes, the Foundation shall have all powers granted to it under the laws of the District of Columbia and the District of Columbia Nonprofit Corporation Act as now in effect or as may hereafter be amended.

FOURTH: Limitations on Activity.

(a) 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 any applicable sections of the Code. The Foundation shall not engage in any act of self-dealing (as defined in the Code), retain any excess business holdings (as defined in the Code), make any investments in such manner as to subject the Foundation to tax under the Code, or make any taxable expenditures, as defined in the 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 engage in any activity that will or might prevent it at any time from qualifying and continuing to qualify as an organization exempt under Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue Code) and the regulations pertaining thereto as they now exist or may hereafter be amended.

FIFTH: Members. The Foundation shall have no members.

SIXTH: Directors.

(a) The Foundation shall be controlled by a Board of not less than twelve nor more than twenty-five Directors. 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 every three years 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.

SEVENTH: 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.

EIGHTH: 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 organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Code, 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.

NINTH: Address and Agent. The address of the registered office of the Foundation is 2020 Pennsylvania Avenue, N.W., Suite 446, Washington, D.C. 20006 and the name of its registered agent at such address is Carol Montoya.

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. 20036

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. If any provision or provisions of this Article are held to be invalid, illegal or unenforceable for any reason whatsoever: (i) the validity, legality and enforceability of the remaining provisions of this Article (including without limitation, all portions of any sections of this Article containing any such provision held to be invalid, illegal or unenforceable, that are not by

themselves invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby, and (ii) to the fullest extent possible, the provisions of this Article (including, without limitation, all portions of any section of this Article containing any such provision held to be invalid, illegal or unenforceable, that are not themselves invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

* * *

The foregoing Amended and Restated Articles of Incorporation (including each new amended contained therein) were duly adopted and approved by the Board of Directors on November 12, 2019 in accordance with the requirements of the Act; the Foundation having no members, member approval was not required.

- Signature Page Follows -

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the undersigned as of the date first written above.

By: /s/ Bridget Bailey Lipscomb

Bridget Bailey Lipscomb

President and Board Member