

ATTACHMENT TO
ARTICLES OF INCORPORATION
OF
THE CLEVELAND METROPOLITAN BAR ASSOCIATION

THIRD: The Corporation is formed exclusively for purposes for which a corporation may be formed under the Non Profit Corporation Law of the State of Ohio, Chapter 1702 et. seq. of the Ohio Revised Code, and not for pecuniary profit or financial gain, including, without limitation, the following purposes:

- (A) To uphold high standards of integrity and honor in the legal profession;
- (B) To encourage and assist lawyers in improving their competence so that they can better serve their clients and the public;
- (C) To uphold the Constitution of the United States and the Constitution of Ohio;
- (D) To make legal services available to all in the Greater Cleveland area who need such services;
- (E) To aid in educating the public, with reference to law and the administration of justice;
- (F) To exert the Corporation's influence in connection with issues involving the Courts and the methods of selecting judges and to facilitate the administration of justice by assisting in the election or appointment of qualified persons to the judiciary and other law enforcement offices;
- (G) To exert the Corporation's influence in connection with issues involving the profession of law and involving its administration and its enforcement, the assuring of justice for all persons, and the protections afforded by the Constitution of the United States and by the Constitution of Ohio; and to encourage the Corporation's members as individuals to take an active part in the resolution of public issues;
- (H) To cultivate a spirit of good fellowship among members of the legal profession;
- (I) To accept contributions from any persons, corporations, associations or governmental units; to make contributions to other non-profit organizations; and to make donations irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof; and

- (J) To do everything necessary, suitable, or proper for the accomplishment, attainment or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in the Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Ohio, upon a non-profit corporation organized under the laws of the State of Ohio , and in general.

The Corporation shall carry on only such activities as are consistent with the purposes set forth in this Article THIRD. No part of the net earnings of the Corporation shall inure to the benefit of any incorporator, member, or trustee of the Corporation, or of any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article THIRD.

The Corporation shall carry on only such activities as are consistent with the purposes set forth in this Article THIRD. It is intended that the Corporation shall have the status of an organization which is exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 and the Regulations thereunder (or the corresponding provisions of any future United States Internal Revenue Law) (collectively, the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(6) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation.

FOURTH: The Corporation shall indemnify each trustee and officer, each former trustee and officer, and each person who is serving or has served at its request as a director, trustee or officer of another enterprise and may indemnify any employee or agent, any former employee or agent, and any person who is serving or has served at its request as an employee or agent of any other enterprise to the fullest extent from time to time permitted by the laws of the State of Ohio in the event any of such persons shall be made, or be threatened to be made, a party to any action, suit or proceeding, whether criminal, civil, administrative or investigative. As used herein, the terms trustee, officer, director, employee and agent shall include their heirs and personal representatives.

FIFTH: The Corporation is not organized for profit and shall not have any authority to issue capital stock. The Corporation shall have perpetual existence.

SIXTH: Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all just debts and liabilities of the Corporation, dispose of the assets of the Corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under either 501(c)(3) or 501(c)(6) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations which are organized and operated for such purposes, as said Court shall determine.

SEVENTH: These Articles of Incorporation may be amended as follows:

(A) A proposal that the Articles of Incorporation be amended may be made by fifty (50) or more regular members by filing with the Secretary of the Corporation a written statement setting forth the proposed amendment or amendments, signed by the proposers, together with a request that the proposal be submitted at the next stated or annual meeting of the Corporation or at a special meeting of the Corporation called to consider such proposal.

(B) A proposal that the Articles of Incorporation be amended may also be made by resolution of the Board of Trustees, and in such case the Board of Trustees may direct that the proposal be submitted at the next stated or annual meeting of the Corporation or at a special meeting of the Corporation called by the Board of Trustees to consider such proposal.

(C) When a proposal has been made as provided in this Article SEVENTH, the notice of the meeting at which the proposed amendment or amendments are to be considered shall state that the purpose or one of the purposes of the meeting is the consideration of such proposal, and a copy of the proposed amendment or amendments or a summary of the changes to be effected thereby shall be set forth in or mailed with the notice.

(D) An amendment or amendments proposed and submitted at a meeting of the Corporation as provided in this Article SEVENTH shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the members present and voting at such meeting.