

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**NEVADA BAR FOUNDATION**

The undersigned, to form a nonprofit corporation under Chapter 82 of the Nevada Revised Statutes, certifies that:

1. **NAME:** The name of the corporation is the NEVADA BAR FOUNDATION.
2. **TERM:** The term or life of the corporation shall be perpetual unless dissolved as provided in Section 12 hereof.
3. **NONPROFIT STATUS:** The corporation shall be a nonprofit corporation, and these Articles of Incorporation may not be amended to alter the corporation's nonprofit status.
4. **PURPOSE AND LIMITATIONS:** The corporation is a nonprofit corporation for public benefit organized under the provisions of Chapter 82 of Nevada Revised Statutes (hereinafter "NRS") and subject to its provisions. The corporation is organized exclusively for educational, charitable and eleemosynary purposes (a) as provided in NRS section 82.021, as amended, and (b) within the meaning of Sections 170 and 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter "Code"), and any acts amendatory thereto.
  - a. **General Powers:** The specific purposes of the corporation are to provide legally related services to the poor, to the victims of domestic violence and to children protected by or in need of protection of the juvenile court; to promote or provide law related educational programs for members of the public; to develop and improve legal education; to engage in research in the field of law and legal practice and to assist qualified individuals in the study of law; to fund the charitable and tax exempt programs or activities of the State Bar of Nevada; to provide programs similar to those described above which qualify for tax exempt status under Code section 501(c)(3), as amended.
  - b. **Specific Limitations:** In the conduct of its activities, the corporation shall be subject to and governed by the following restrictions and prohibitions:
    - i. The corporation shall be organized and operated exclusively for charitable, scientific, and educational purposes;
    - ii. No part of the net earnings of the corporation shall inure to the benefit of any member of its Board of Trustees or officers or any private individual;
    - iii. 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 publication or distribution of statements) in any political campaign or behalf of (or in opposition to) any candidate for public office.

iv. The corporation shall not, otherwise than as an insubstantial part of its activities, engage in activities which in themselves are not in the furtherance of the purposes of the corporation as stated in Section 4 hereof.

c. IRC 501(c)(3): 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

5. **PRIVATE FOUNDATION RULES:** At any time the Corporation is a Private Foundation within the meaning of IRC § 509, and is not an Operating Foundation as defined by IRC § 4942(j)(3):

a. The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by IRC § 4942.

b. The corporation shall not engage in any act of self-dealing as defined in IRC § 4941(d).

c. The corporation shall not retain any excess business holdings as defined in IRC § 4943(c).

d. The corporation shall not make any investments in such manner as to subject it to tax under IRC § 4944.

e. The corporation shall not make any taxable expenditures as defined in IRC § 4945(d).

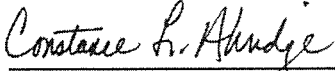
f. The corporation shall not engage in any other prohibited transaction as provided in any corresponding provisions of any subsequent Federal tax laws or NRS 81.630.

6. **TRUSTEES:** The corporation shall be governed by a Board of Trustees and each member of the governing board shall be a "Trustee". The Board of Trustees shall be composed of eleven (11) members: seven (7) of whom shall be members in good standing of the State Bar of Nevada. The Nevada Supreme Court shall appoint six (6)

members and the State Bar of Nevada Board of Governors shall appoint five (5) members.

7. **MEMBERS:** The corporation shall have no members other than the Trustees.
8. **AMENDMENT:** These Articles and the Bylaws of the corporation may be amended by a vote of a majority of the Trustees; provided that any amendment shall be void to the extent it adversely affect the status of the Corporation as an organization qualifying under IRC § 501(c)(3).
9. **BYLAWS:** The Trustees shall adopt bylaws to govern the administration and management of the corporation.
  - a. The bylaws shall be consistent with Nevada law and these Articles of Incorporation and shall be void to the extent they are inconsistent therewith.
  - b. The selection, removal, replacement, terms, duties, and powers of the corporation's Trustees and officers shall be governed by the bylaws.
10. **DISSOLUTION:** The Trustees of the corporation may dissolve the corporation at any time by two-thirds vote of the then existing Board of Trustees. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.
11. **INTERNAL REVENUE CODE:** All references herein to the "IRC" or the "Internal Revenue Code" are references to the Internal Revenue Code of 1986, as amended, and to corresponding provisions of any later federal tax laws.

This instrument was acknowledged before me on this 5th day of September, 2014.

  
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Trustee, Nevada Bar Foundation

**CERTIFICATE TO ACCOMPANY RESTATED ARTICLES OR  
AMENDED AND RESTATED ARTICLES FOR  
NEVADA BAR FOUNDATION**

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**Item 4, Resident Agent and Principal Office**, has been deleted.

**Item 5, Purpose and Limitations, Section ‘a’**, has been renumbered to Item 4. It has also been revised with the sentence listed in bold below being deleted:

**PURPOSE AND LIMITATIONS:** The corporation is a nonprofit corporation for public benefit organized under the provisions of Chapter 82 of Nevada Revised Statutes (hereinafter “NRS”) and subject to its provisions. The corporation is organized exclusively for educational, charitable and eleemosynary purposes (a) as provided in NRS section 82.021, as amended, and (b) within the meaning of Sections 170 and 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter “Code”), and any acts amendatory thereto.

- a. General Powers: The specific purposes of the corporation are to provide legally related services to the poor, to the victims of domestic violence and to children protected by or in need of protection of the juvenile court; to promote or provide law related educational programs for members of the public; to develop and improve legal education; to engage in research in the field of law and legal practice and to assist qualified individuals in the study of law; to fund the charitable and tax exempt programs or activities of the State Bar of Nevada; **to develop or hold appropriate facilities for housing the corporation or the State Bar of Nevada; to maintain and furnish the historic Nevada Bar building located at 6000 East Charleston Boulevard, Las Vegas, Nevada;** to provide programs similar to those described above which qualify for tax exempt status under Code section 501(c)(3), as amended.

**Item 6, Private Foundation Rules**, has been renumbered to Item 5.

**Item 7, Trustees**, has been renumbered to Item 6. All of this item has been deleted and the following paragraph has been added:

**TRUSTEES:** The corporation shall be governed by a Board of Trustees and each member of the governing board shall be a “Trustee”. The Board of Trustees shall be composed of eleven (11) members: seven (7) of whom shall be members in good standing of the State Bar of Nevada. The Nevada Supreme Court shall appoint six (6) members and the State Bar of Nevada Board of Governors shall appoint five (5) members.

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**Item 8, Members**, has been renumbered to Item 7.

**Item 9, Initial Trustee**, has been deleted.

**Item 10, Incorporator**, has been deleted.

**Item 11, Amendment**, has been renumbered to Item 8.

**Item 12, Bylaws**, has been renumbered to Item 9.

**Item 13, Indemnification**, has been deleted.

**Item 14, Dissolution**, has been renumbered to Item 10.

**Item 15, Internal Revenue Code**, has been renumbered to Item 11.