

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF THE  
CALIFORNIA BAR FOUNDATION,

Deleted: THE FOUNDATION OF THE STATE BAR OF CALIFORNIA

I

The name of the corporation is the California Bar Foundation,

Deleted: The Foundation of the State Bar of California

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the privat gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The purposes of this corporation are limited to being organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the charitable, educational, and public benefit purposes of The State Bar of California.

III

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3). Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section(c)(3), or (ii) by a corportation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2). All section references are to the Internal Revenue Code of 1986 and to corresponding provisions of any future United States Internal Revenue law.

**B. Except as permitted by law, no substantial part of the activities of the corporation shall consist in the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation 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.**

#### **IV**

**The property of this corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private individual. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of the corporations, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any United States Internal Revenue law.**

CERTIFICATE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF THE  
CALIFORNIA BAR FOUNDATION

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The undersigned certify that:

1. They are the president and secretary, respectively, of the  
CALIFORNIA BAR FOUNDATION, a California nonprofit public benefit corporation.

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2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Amended and Restated Articles of Incorporation.

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3. The foregoing amendment has been duly approved by this corporation's board of directors.

4. This corporation has no members.

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We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our knowledge.

DATED: \_\_\_\_\_  
President

DATED: \_\_\_\_\_  
Secretary