

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MAY 23, 2006

The State Corporation Commission has found the accompanying articles submitted on behalf of
Richmond Paralegal Association

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

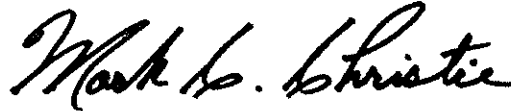
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective May 23, 2006.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

**Resolution to be adopted at
a Regular Meeting of the Membership of
Richmond Paralegal Association**

March 28, 2006

WHEREAS, effective December 31, 2003, Articles of Restatement Amending and Restating the Articles of Incorporation of the Richmond Paralegal Association (the "Articles") were filed with the State Corporation Commission to, among other things, change the name of the Association and change the classes of membership; and

WHEREAS, it has come to the Board's attention that paragraph C of Article 4 of the Articles stated incorrectly that the Association is "exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code"; and

WHEREAS, the Association is exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code and the Board hereby recommends an amendment to the Association's Articles to reflect the correct tax status; and

WHEREAS, pursuant to Section 13.1-886 of the Code of Virginia, as amended, upon the Board of Director's recommendation and proper notice to the membership, an amendment to Articles of Incorporation of a Virginia nonstock corporation must be approved by more than two-thirds of all the votes cast on the amendment by the voting group at a meeting at which a quorum of the voting group exists.

NOW, THEREFORE, BE IT RESOLVED, that paragraph C of Article 4 of the Articles of the Association be deleted in its entirety and that the following be substituted therefore:

"C. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or any similar statute that now exists or is enacted in the future)."

FURTHER RESOLVED, that the President of the Association be, and she hereby is, authorized and directed to execute and file with the State Corporation Commission Articles of Amendment to effect the foregoing amendment to the Association's Articles of Incorporation and to take any and all other actions deemed necessary and reasonable to accomplish that purpose.

NOTICE

Amendment of Charter

You are hereby notified that, at the March 28, 2006 dinner meeting, the membership will be asked to vote on the amendment of the Articles of Incorporation of the Richmond Paralegal Association (the "Association") as recommended by the Executive Board of the Association. The charter currently reflects that the Association is exempt under Section 501(c)(3) of the Internal Revenue Code (the "Code"). This language must be corrected to reflect that the Association received its exempt determination from the Internal Revenue Service under Section 501(c)(6) of the Code.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

December 31, 2003

The State Corporation Commission has found the accompanying articles submitted on behalf of Richmond Paralegal Association (formerly RICHMOND ASSOCIATION OF LEGAL ASSISTANTS ("RALA"))

to comply with the requirements of law, and confirms payment of all related fees

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective December 31, 2003, at 03:36 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

03-12-31-0515
AMENACPT
CIS0352

**ARTICLES OF RESTATEMENT
AMENDING AND RESTATING THE
ARTICLES OF INCORPORATION
OF
RICHMOND ASSOCIATION OF LEGAL ASSISTANTS**

1. The name of the Association is Richmond Association of Legal Assistants
2. The Articles of Incorporation of the Association are hereby amended and restated in whole, as follows:

ARTICLE 1

Name

The name of the Association is: Richmond Paralegal Association (hereinafter referred to as the "Association").

ARTICLE 2

Members

The Association shall have six (6) classes of members: Active, Associate, Student, Sustaining, Retired, and Provisional. The qualifications for each class of member shall be set forth in the Bylaws of the Association.

ARTICLE 3

Election of Board of Directors

The Board of Directors of the Association shall be elected by a majority vote of the members by proxy or in person at the annual meeting of the Board of Directors each year. Each director shall hold office for the term of two (2) years and until his or her successor is elected.

ARTICLE 4

Purposes of Association

A. The Association is a non-stock nonprofit organization organized for the purpose of promoting the common interests of the members in the matters affecting legal assistants including development of the higher professional and ethical standards, providing information to the public to increase knowledge of the role of legal assistants and transacting any or all lawful business not required to be specifically stated herein for which corporations may be incorporated under Virginia law.

B. No substantial part of the activities of the Association shall be or involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of, or in the opposition to, any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Association shall only carry on activities permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(e) 2055 and 2522 of the Internal Revenue Code.

ARTICLE 5.

Inurement of Earnings and Compensation.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, the Association's Board of Directors, officers, trustees (if any), or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to the Association and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.

ARTICLE 6.

Disposition of Assets Upon Dissolution.

Upon the dissolution of the Association, the Association's Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized exclusively for religious, charitable, scientific, literary and/or educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of by the Board of Directors shall be disposed of by the Court of the city or county in which the principal office of the Association is then located, exclusively for the purposes set forth in Article 4 hereof or to such organization or organizations as said Court shall determine, which organization(s) is or are organized exclusively for such purposes.

ARTICLE 7:

Indemnification.

The liability of the directors and officers of the Association shall be limited, and the Association shall indemnify its directors and officers, as follows:

A. In any proceeding brought by or in the right of the Association or brought by or on behalf of directors of the Association, a director or an officer of the Association shall not be liable to the Association for any monetary damages arising out of any transaction, occurrence or course of conduct, unless in such proceeding the director or officer was adjudged to have engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law.

B. To the full extent required or permitted by the Virginia Non-Stock Association Act and any other applicable law, and in the manner thereby prescribed, the Association shall indemnify a director or officer of the Association who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer or is or was serving at the request of the Association as a director, officer, employee or agent of another Association, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise. The Association shall promptly pay for or reimburse the reasonable expense, including attorneys' fees, incurred by any such director or officer of the Association in connection with any such proceeding (whether or not made a party). Any payment or reimbursement of expense under this Article shall be made in advance of final disposition of any such proceeding if a written request is made by such officer or director and delivered to the Association accompanied by (i) a written statement of good faith belief that such officer or director is entitled to indemnity by the Association, and (ii) a written undertaking, executed personally or on his or her behalf, to repay the amount so paid or reimbursed if after final disposition of such proceeding it is determined that he or she did not meet the applicable standard of conduct. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

C. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Association to indemnify or contract in advance to indemnify any person not specified in paragraph B of this Article 7 who was or is a party to any proceeding, by reason of the fact that he or she is or was an employee or agent of the Association as director, officer, employee or agent of another Association, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in paragraph B of this Article 7.

D. The Association may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article 7 and may also procure insurance, in such amount as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, employee or agent of another Association, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his or her status as such, whether or not the Association would have power to indemnify him or her against such liability under the provisions of this Article 7.

E. If there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to the indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to paragraph B of this Article 7 shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee shall each select a nominee, and the nominees shall select such special legal counsel.

F. The provisions of paragraph A of this Article 7 shall be applicable only with respect to acts or omissions of officers and directors occurring after the effective date of these Articles of Incorporation. All other provisions of this Article 7 shall be applicable to all actions, claims, suits or proceedings commenced after the effective date hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article 7 shall diminish any of the limitations or rights provided pursuant to this Article 7 with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

G. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

3. The undersigned hereby certifies the following:

A. The foregoing Articles of Restatement Amending and Restating the Articles of Incorporation contain amendments requiring membership approval.

B. The amendments made by the Articles of Restatement Amending and Restating the Articles of Incorporation include (i) change of the Association's name, (ii) amendment of classes of membership, (iii) the addition of officer and director indemnification provisions, (iv) and certain other amendments, the text of which are fully set forth therein, and such Articles of Restatement supersede and replace in whole the Articles of Incorporation of the Association as previously in effect.

C. The amendment was duly adopted by the Association's membership at the annual meeting of the membership on November 18, 2003. The Active Members present at the annual meeting constituted a quorum of members entitled to vote. The number of votes for and against the amendment either in person or by proxy was as follows:

<u>For</u>	<u>Against</u>
74	1

These Articles of Amendment are executed this 30th day of December, 2003, in the name of the Association by its President, who declares under the penalties of perjury that the facts stated herein are true.

RICHLAND ASSOCIATION OF LEGAL ASSISTANTS

By:

Ann Knobbe, President
Ann Knobbe, President

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

December 29, 1993

The State Corporation Commission has found the accompanying articles submitted on behalf of

RICHMOND ASSOCIATION OF LEGAL ASSISTANTS ("RALA")

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective December 29, 1993 at 08:45 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20436
93-12-22-0039

ARTICLES OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF
RICHMOND ASSOCIATION OF LEGAL ASSISTANTS

1. The name of the corporation is Richmond Association of Legal Assistants, hereinafter referred to as the "Corporation."

2. At a meeting of the Board of Directors held on October 26, 1993, the Board of Directors determined that the best interests of the Corporation would be served by amending its Articles of Incorporation as follows and directed that the amendment be submitted to a vote at a meeting of the Corporation's membership to be held on November 16, 1993. Notice of the meeting of the Corporation's membership was published in the October/November 1993 issue of RALA Resource, which publication is distributed to all voting members of the organization.

Delete paragraph SECOND of the Articles of Incorporation and substitute therefor the following:

"SECOND: The Corporation is a non-stock non-profit organization organized for the purpose of promoting the common interests of the members in the matters affecting legal assistants including development of the higher professional and ethical standards, providing information to the public to increase knowledge of the role of legal assistants and transacting any or all lawful business not required to be specifically stated herein for which corporations may be incorporated under Virginia law, except that it shall engage in

no activity inconsistent with its status as an organization exempt from taxation under Internal Revenue Code Section 501(c). No part of the earnings of the Corporation will inure to the benefit of any member of the organization. No substantial part of the activities of the Corporation will be devoted to lobbying efforts."

3. On November 16, 1993 there were present fifty-two (52) Active Members of the organization entitled to vote on the amendment, which constituted a quorum of the members entitled to vote.

4. The amendment was duly adopted by the Corporation's membership. The number of votes for and against the amendment was as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
51	0	1

These Articles of Amendment are executed this 29th day of November, 1993, in the name of the Corporation by its President, who declares under the penalties of perjury that the facts stated herein are true.

RICHMOND ASSOCIATION OF LEGAL ASSISTANTS

By: Lucy Strange
Lucy Strange, President

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SOC 84-24-10-15-05

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
December 8, 1982

The accompanying articles having been delivered to the State Corporation Commission on behalf of
Richmond Association of Legal Assistants ("RALA")

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION
be issued, and that this order, together with the articles, be admitted to record in the office of the Commission;
and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the
conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

Thomas P. Harwood, Jr.

Commissioner

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ARTICLES OF INCORPORATION
OF
RICHMOND ASSOCIATION OF LEGAL ASSISTANTS ("RALA")

FIRST: The name of the corporation is Richmond Association of Legal Assistants ("RALA").

SECOND: The corporation is organized for the purpose of transacting any or all lawful business not required to be specifically stated herein for which corporations may be incorporated under Virginia law.

THIRD: The corporation shall have four classes of members: Active, Associate, Student and Sustaining. Active Members shall be the only members with voting privileges.

Active Membership shall be open to any individual who has successfully completed a curriculum of training as a legal assistant or who is certified by a university, college, junior college or other approved school as having successfully completed a full course of study prescribed for training as a legal assistant; provided, however, all such schools, curricula, and certifications shall be subject to the approval of this Association; any individual who has been continuously employed as a legal assistant for a minimum of two (2) years by a licensed

attorney, whose attorney-employer attests that such person is qualified as a legal assistant; or any individual who has successfully completed the CLA examination administered by the National Association of Legal Assistants.

Associate Membership shall be open to members of bar associations or persons in the educational field endorsing the legal assistant concept or involved in the promotion of the legal assistant profession and those persons directly involved in the supervision of legal assistants.

Student Membership shall be open to any individual who is a student in good standing in any approved university, college, junior college or other approved school pursuing a course of study as a legal assistant; provided, however, that all such schools and curricula shall be subject to the approval of this Association. A student shall be defined as one who has completed a minimum of twelve (12) semester hours or the equivalent thereof, or who is taking all legal assistant courses offered, provided the individual is not currently employed as a legal assistant.

Sustaining Membership shall be open to individuals, law firms, corporations, and legal assistant programs representatives who endorse the legal assistant concept or are actively involved in the promotion of the legal assistant profession who contribute annual dues as set forth in the by-laws.

FOURTH: The post office address of the initial registered office is 8714 Beacontree Lane, Apt. #5, Richmond, Virginia, in the County of Henrico, and the initial registered agent at that address is Jane Lee Sutton, who is a resident of the State of Virginia and a director of the corporation.

FIFTH: The number of directors, or a minimum and maximum number of directors, shall be fixed in the bylaws of the corporation. In the absence of a bylaw fixing the number it shall be five (5). Directors shall serve an initial term of one, two or three years and terms of two or three years thereafter. The term each initial director shall serve is indicated in brackets following the names listed below. The names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Brenda R. Nuckols [2]	8204 Greenock Drive Richmond, VA 23235
Pamela P. Day [1]	4824 Morrison Road Richmond, VA 23230
Jane Lee Sutton [3]	8714 Beacontree Lane Apt. #5 Richmond, VA 23229
Katherine C. Meanley [2]	302 N. Lombardy Street Richmond, VA 23220
Donna W. Addison [1]	9740 Bending Oak Drive Midlothian, VA 23113

SIXTH: Every reference herein to director or officer shall include every director or officer or former director or

officer of the corporation and every person who may have served at the request of the corporation or one of its subsidiaries as a director or officer or in a similar capacity of another corporation (stock or non-stock), partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors, and administrators of such officer or director.

Given under my hand this 6 day of December,

1982.

Katherine C. Meanley