

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 21, 2007

The State Corporation Commission has found the accompanying articles submitted on behalf of  
United States Court of Federal Claims Bar Association

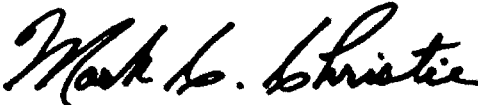
to comply with the requirements of law, and confirms payment of all required fees. Therefore, it  
is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the  
Commission, effective December 21, 2007.

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

07-12-20-0604  
AMENACPT  
CIS0322

ARTICLES OF RESTATEMENT

OF THE

UNITED STATES COURT OF FEDERAL CLAIMS BAR ASSOCIATION

The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, hereby executes the following articles of restatement and sets forth:

1. The name of the corporation immediately prior to restatement is the **United States Court of Federal Claims Bar Association**.
2. The restatement contains an amendment to the articles of incorporation.
3. The text of the amended and restated articles of incorporation is attached hereto.
4. The restatement was adopted by the corporation on November 15, 2007.
5. The restatement was proposed by the board of directors and submitted to the members in accordance with the Virginia Nonstock Corporation Act.
6. At a meeting of the members where a quorum of the members entitled to vote on the amendment were present (such members comprising the sole voting group entitled to vote), the total number of votes cast for the amendment were 36, and the total number of votes cast against the amendment were 0.

Executed in the name of the corporation this 15<sup>th</sup> day of November, 2007:

By:

Marc A. Smith  
Name: Marc A. Smith  
Title: President  
SCC ID: 0306297-3

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE  
UNITED STATES COURT OF FEDERAL CLAIMS BAR ASSOCIATION

ARTICLE I.

Name and Purpose

Section 1.1. Name. The name of this nonstock corporation is the United States Court of Federal Claims Bar Association (the "Association").

Section 1.2. Purposes. The Corporation is a non-profit corporation organized for the following exclusively charitable, scientific, religious, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Articles of Incorporation as the "Code"):

- (a) To maintain and raise the standards of proficiency, integrity, and ethics in the administration of justice before the United States Court of Federal Claims (the "Court of Federal Claims"), through fostering continuing legal education;
- (b) To acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, religious, literary and educational purposes;
- (c) To preserve and promulgate the heritage and tradition of the Court of Federal Claims and its predecessor Court, the United States Court of Claims;
- (d) To sponsor and encourage research, publications, and forums for the benefit of the public for the furtherance of justice under the law;
- (e) To provide financial assistance to support legal aid and other public interest law organizations that provide assistance to indigents and needy individuals;
- (f) To engage the legal community to contribute their time and money and to use their influence to improve access to justice;

- (g) To make the justice system more user-friendly and accessible for the public;
- (h) To promote broader community awareness and support for access to justice; and
- (i) To engage in any lawful act or activities related to the foregoing which are consistent with the provisions of section 501(c)(3) of the Code. The Association is not organized and shall not be operated for pecuniary gain or profit.

Section 1.3. Tax-Exempt Status. It is intended that the Association will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170(c)(2), 642(c), 2055 and 2522 of the Code; therefore, notwithstanding any other provision in these Articles of Incorporation, the Association shall never be authorized to engage in any activity except in furtherance of the purposes for which the Association is organized, and the Association shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code and (ii) by a corporation, contributions to which are deductible under sections 170(c)(2), 642(c), 2055 and 2522 of the Code. The Association shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, and the Association shall not engage in any activities which would subject it to tax under section 4955 of the Code. No substantial part of the activities of the Association shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Code, except as otherwise provided in section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the Corporation to tax under section 4911 of the Code.

Section 1.4. Additional Limitations. To the extent that section 4942 of the Code is applicable to the Association, the directors shall cause the Association to distribute amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by such section. Notwithstanding any other provisions of these Articles of Incorporation, to the extent that the following provisions of the Code are applicable, the Association and the directors shall not engage in any act of self-dealing which would give rise to any liability for tax under section 4941(d) of the Code, shall not retain any excess business holdings which would subject the Association to tax under section 4943(c) of the Code, shall not make any investments in such manner as to subject the Association to tax under section 4944 of the Code, and shall not make any taxable expenditures which would subject the Association to tax under section 4945 of the Code.

Section 1.5. Unless otherwise provided in these Articles of Incorporation or in the Bylaws of the Association, the Association shall have all of the powers conferred upon nonstock corporations under the Virginia Nonstock Corporation Act, as amended from time to time (the "Act"), to be exercised solely in furtherance of the charitable purposes described in Article I hereof. The Association shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property, but only if the objects specified by the testator or donor are within the objects and purposes of the Association.

## ARTICLE II.

### Initial Registered Agent and Registered Office

The initial registered office of the Association shall be located at 11006 Birdfoot Court in the City of Reston, Virginia, and its initial registered agent at that office shall be Gregory A. Smith, who is a resident of Virginia and a member of the Virginia State Bar.

## ARTICLE III.

### Membership

Section 3.1. Membership Qualifications. Any member in good standing of the Court of Federal Claims shall be eligible for membership in the Association, and shall be admitted to membership upon payment of dues determined in accordance with the Bylaws, and upon approval of an application in accordance with the procedures and requirements set forth in the Bylaws. Except as otherwise provided in these Articles of Incorporation or in the Bylaws, such persons satisfying the conditions of the preceding sentence shall be referred to herein as "Members." Members shall pay annual dues in the manner set forth in the Bylaws and maintain good standing to practice law in one of the states, territories, or possessions of the United States. In accordance with these Articles of Incorporation and the Bylaws, the membership of any Member may be terminated for failure to meet the above qualifications or as otherwise provided in the Bylaws.

Section 3.2. Membership Rights. Each Member shall be entitled to one (1) vote as to each matter submitted to the Members. Any Member may vote in person or by proxy, and may cumulate his or her votes for candidates for the Board of Governors.

Section 3.3. Honorary Members. The judges of the Court of Federal Claims, the clerk of the Court of Federal Claims and such other individuals as the Board of Governors may designate shall, without further qualification, be deemed "Honorary Members" of the Association. Honorary Members shall be entitled to attend any meeting of the Members, receive all publications of the Association without charge, and shall have such other rights and privileges as set forth in the Bylaws or are otherwise determined by majority vote of the Board of Governors, in either case to the extent not otherwise inconsistent with these Articles of Incorporation; *provided*, that Honorary Members shall not have the right to vote on matters

submitted for a vote of the Members, nor be included for purposes of a quorum. Honorary Members shall not be required to pay dues.

#### ARTICLE IV.

##### Association Meetings

Section 4.1. Meetings. The Association shall hold annually a meeting of the Members at a time and place determined in accordance with the Bylaws. The Association shall hold special meetings of Members on call of any person authorized to do so in the Bylaws.

Section 4.2. Quorum and Voting Requirements. The Bylaws shall provide the number or percentage of Members entitled to vote represented in person or by proxy, or the number or percentage of votes represented in person or by proxy, which shall constitute a quorum at a meeting of the Members. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members.

Section 4.3. Notice of Meetings. The Association shall notify Members of the date, time and place and each annual or special Members' meeting. Such notice shall be given no less than ten nor more than sixty days before the meeting date, except that notice of a Members' meeting to act on an amendment of these Articles of Incorporation, a plan of merger, domestication, a proposed sale of assets other than in the regular course of business or the dissolution of the Association shall be given not less than twenty-five nor more than sixty days before the meeting date. Such notice may be provided by electronic transmission to the fullest extent permitted by the Act. Unless otherwise required by the Act, these Articles of Incorporation or the Bylaws, the Association is required to give notice only to Members entitled to vote at the meeting. Notice of a special meeting shall state the purpose or purposes for which the meeting is called; notice of an annual meeting need not state the purpose or purposes for which the meeting is called.

#### ARTICLE V.

##### Board of Governors

Section 5.1. Powers and Functions. The Board of Directors of the Association shall be known as the "Board of Governors." The Board of Governors shall formulate policy for, and administer the affairs of, the Association, and shall have all the powers necessary or incidental to performing those functions. It shall supervise and direct the Officers, committees, employees and agents of the Association. It may adopt rules consistent with these Articles of Incorporation and Bylaws.

Section 5.2. Composition. The Board of Governors shall consist of the following seventeen persons: (i) four persons designated to serve simultaneously in the following officer

positions: President, President-Elect, Treasurer, and Secretary (the "Officers"); (ii) twelve "Governors at Large"; and (iii) the immediate past President.

Section 5.3. Eligibility. Any Member is eligible for election to the Board of Governors. There shall be a Nominating Committee of at least five Members appointed by the President, with the advice and consent of the Board of Governors, and the Nominating Committee shall designate a slate of candidates for President-Elect, Secretary, Treasurer and vacancies on the Board of Governors for the next year. In arriving at a slate of candidates, the Nominating Committee shall consider the capability of potential candidates in carrying out the purposes of the Association and the past activity of potential candidates in the Association, with a view toward achieving a Board of Governors that is (1) reasonably representative of the various jurisdictional areas of practice before the Court of Federal Claims, (2) reasonably geographically representative of the Association membership, and (3) divided roughly evenly between Members who are employed by the United States Government and those who are in private practice. Any Member not otherwise nominated by the Nominating Committee may be nominated, with permission of the nominee, upon petition signed by 15 percent (15%) of the Members.

Section 5.4. Term. The total number of Governors at Large shall be divided into three groups, with each group containing one-third of the total, as near as may be. With regard to the initial Board of Governors, the terms of the first group shall expire at the first annual meeting after their election, the terms of the second group shall expire at the second annual meeting after their election, and the terms of the third group shall expire at the third annual meeting after their election. At each annual meeting held thereafter, Governors at Large shall be chosen for a term of three years to succeed those who have terms that have expired. At least four Governors at Large shall be elected at each annual Members' meeting. No Governor at Large shall be elected for a second consecutive three-year term as Governor at Large; *provided, however*, that Governors at Large elected to the initial Board of Governors for one or two-year terms may be elected for a succeeding three-year term. Officers shall be chosen for a term of one year to succeed those who have terms that have expired. An Officer may be elected to serve as a Governor at Large immediately upon completion of his or her term as an Officer. After a lapse of one year, a Governor at Large otherwise precluded from serving on the Board of Governors may be elected to the Board of Governors. The Treasurer and the Secretary may serve successive terms. Immediately following the expiration of the President's term, the President-Elect shall succeed to the position of the President. The immediate past President shall be an *ex officio* member of the Board of Governors (the "*Ex Officio* Governor").

Section 5.5. Election. The Board of Governors (except the President and the *Ex Officio* Governor) shall be elected by the Members. The Association shall notify the Members of an impending election of the Board of Governors in accordance with the notice requirements specified in these Articles of Incorporation. Only those persons nominated by the Nominating Committee or placed in nomination by a petition as prescribed in Section 5.3 shall be eligible for election.

Section 5.6. Vacancies. A vacancy in a position on the Board of Governors shall be filled for the unexpired term by an individual designated by the President and approved by a majority vote of the Board of Governors; *provided*, that if the office of President becomes vacant, the President-Elect shall fill such vacancy for the unexpired term, and the position of President-Elect shall be filled for the unexpired term in accordance with the process set forth in this Section 5.6.

Section 5.7. Meetings. The Board of Governors shall hold periodic regular meetings at a date, time and location determined by the President and communicated in advance to the members of the Board of Governors. The annual meeting of the Board of Governors shall be held at a date, time, and place determined by the President and communicated in advance to the members of the Board of Governors. Except as otherwise provided in the Act or in these Articles, no further notice shall be required with regard to regular or annual meetings of the Board of Governors. Special meetings of the Board of Governors may be held on call of the President or at the request of five or more members of the Board of Governors; *provided*, that notice of such special meetings must comply with the Act and Section 5.11 herein.

Section 5.8. Quorum and Voting by Governors. A quorum at a meeting of the Board of Governors shall be equal to a majority of the members of the Board of Governors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board members present shall be the act of the Board of Governors.

Section 5.9. Committees of the Board. The Board of Governors may establish such committees as it considers desirable to further the accomplishment of its functions; *provided*, however that a committee of the Board of Governors may not:

1. Approve or recommend to Members action that the Act requires to be approved by Members;
2. Fill vacancies on the Board of Governors or on any of its committees;
3. Amend these Articles of Incorporation;
4. Adopt, amend, or repeal the Bylaws;
5. Approve a plan of merger not requiring Member approval.

Section 5.10. Attendance at Meetings and Removal from Office. The Board of Governors may establish such rules as it deems necessary to encourage attendance at regular, annual, and special meetings of the Board of Governors, including rules for the removal from office of such persons who fail to satisfy minimum requirements for attendance established by the Board of Governors.

Section 5.11. Notice of Special Meetings. Notice may be given by mail, telephone or electronic transmission consented to by the member of the Board of Governors to

whom the notice is given. Notice given by mail shall be deemed given two (2) days after being mailed to such person at his or her business or residence address. Notice given by electronic transmission shall be deemed given (a) if by facsimile telecommunication, when directed to a number at which such person has consented to receive notice; (b) if by electronic mail, when directed to an electronic mail address at which such person has consented to receive notice; (c) if by a posting on an electronic network together with separate notice to such person of such specific posting when such notice is directed to an address at which such person has consented to receive notice, upon the later of such posting or the giving of such separate notice; and (d) if by any other form of electronic transmission, when consented to by such person. Notice of a special meeting may be waived by the written consent of the member of the Board of Governors, which may be executed before or after such meeting. Attendance of a member of the Board of Governors at a special meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when such person states, at the beginning of the meeting, any such objection or objections to the transaction of business. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Governors need be specified in the notice or waiver of notice of the meeting, unless otherwise specified in these Articles of Incorporation or the Bylaws, or as required by law.

#### ARTICLE VI.

##### Committees of the Association

Committees of the Association may be created as provided in the Bylaws to carry on the work of the Association and to promote its purposes.

#### ARTICLE VII.

##### Emolument

The members of the Board of Governors, Officers and committee members, shall not receive compensation for their services. Their reasonable expenses directly incident to the carrying out of their duties may be reimbursed, except that travel expenses incurred may not be reimbursed except by a majority vote of the Board of Governors.

#### ARTICLE VIII.

##### Indemnification

Section 8.1. Indemnification. The Association shall indemnify all members of the Board of Governors, Officers, committee members, employees, and agents of the Association, and the heirs and legal representatives of such persons to the fullest extent allowed by the Act, insofar as any such member of the Board of Governors, Officer, employee,

committee member, or agent, or his or her legal representatives, is made, or is threatened to be made, a party to any action, suit or proceeding arising out of his or her position.

Section 8.2. Insurance. The Board of Governors may authorize, by a vote of the majority of the full Board of Governors, the Association to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Governors, Officer, committee member, employee, or agent of the Association, or is or was serving at the request of the Association as a member of the Board of Governors, Officer, committee member, employee, or agent of another Association, and any others whom the Board of Governors may designate, against any liability asserted against or incurred by him or her and arising out of his or her position with the Association.

## ARTICLE IX.

### The Bylaws

Section 9.1. Adoption and Amendment. The Board of Governors shall adopt Bylaws not inconsistent with these Articles of Incorporation to further the administration of the Association. Any proposed amendment shall be sent to the Secretary, who shall give notice of the substance of the proposed amendment to the Board of Governors at least five (5) days before the meeting at which such amendment will be considered. Unless otherwise provided, an amendment is effective upon adoption by the Board of Governors.

Section 9.2. Correction. Upon the adoption of an amendment to the Bylaws, the Secretary may correct punctuation, grammar, or numbering where appropriate in the Bylaws, if such correction does not alter the meaning of the amendment.

## ARTICLE X.

### Amendment of the Articles of Incorporation

#### Section 10.1. Adoption and Amendment.

(a) These Articles of Incorporation may be amended upon (i) adoption of the amendment by the Board of Governors, followed by (ii) the affirmative vote of more than two-thirds of all the votes cast on the amendment by the Members at a meeting at which a quorum is present. The Association shall notify each Member entitled to vote of the proposed Members' meeting in accordance with these Articles of Incorporation. The notice of meeting shall also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy of the amendment.

(b) Notwithstanding the provisions of Section 10.1(a), these Articles of Incorporation may also be amended by unanimous consent of the Members.

Section 10.2. Correction. Upon the adoption of an amendment to these Articles of Incorporation, the Secretary may correct punctuation, grammar, or numbering where appropriate in these Articles of Incorporation, if the correction does not change the meaning of the amendment, and the Secretary may make conforming changes in the Bylaws.

## ARTICLE XI.

### Property and Dissolution

Section 11.1. Property. The property of the Association may be used only for Association purposes.

Section 11.2. Net Earnings. No part of the property or net earnings of the Corporation shall inure to the benefit of any individual, except as reasonable compensation for services actually rendered by such individual and as payments and distributions in furtherance of the purposes set forth in Article I.

Section 11.3. Dissolution. If the Association is dissolved, all its property not needed for the payment of debts and expenses shall be transferred and conveyed to one or more organizations that engage in activities of the legal profession and that qualify for exemption under Section 501(c)(3) of the Code. The Board of Governors shall select the organizations to which such transfer or conveyance is made and shall determine how the property is apportioned between them. In the absence of such a selection or determination by the Board of Governors, it may be made by a court of competent jurisdiction. In the event, however, the Association holds assets belonging to or advanced by the Court of Federal Claims, upon dissolution such assets shall be delivered to the Court of Federal Claims and upon such delivery, title thereto shall immediately vest in the Court of Federal Claims.

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 21, 2007

The State Corporation Commission has found the accompanying articles submitted on behalf of  
United States Court of Federal Claims Bar Association

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

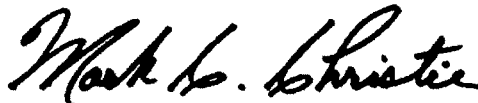
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the  
Commission, effective December 21, 2007.

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

# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of the certificate of amendment of United States Court of Federal Claims Bar Association issued December 21, 2007.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
December 26, 2007*

*Joel H. Peck*  
\_\_\_\_\_  
*Joel H. Peck, Clerk of the Commission*