

ARTICLES OF INCORPORATION  
OF THE  
FEDERAL COMMUNICATIONS  
BAR ASSOCIATION  
FOUNDATION

We, the undersigned natural persons of the age of twenty-one years or more acting as incorporators under the NONPROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Federal Communications Bar Association Foundation (hereinafter referred to as the "FCBA Foundation").

ARTICLE II

PURPOSES

The FCBA Foundation shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time (the "IRC"), or a corresponding section of any future federal tax code. The FCBA Foundation shall seek to assist worthwhile communications-related and other community service and educational projects through financial contributions and the provision of other resources. Within the parameters of Section 501(c)(3), the FCBA Foundation may engage in any lawful act or activity for which nonprofit public benefit corporations may be organized under the District of Columbia Nonprofit Corporation Act and exercise all the powers conferred by the District of Columbia upon corporations formed under such statute.

FILED

APR 4 1991

BY: \_\_\_\_\_

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## ARTICLE III

### CAPITAL STOCK: CERTAIN LIMITATIONS

SECTION 1. The FCBA Foundation shall not have capital stock and is not organized for profit.

SECTION 2. No part of the assets or net earnings of the FCBA Foundation, current or accumulated, shall inure to the benefit of, or be distributable to, its members, Trustees, officers, employees, or other private individuals, except that the FCBA Foundation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objectives set forth in Article II hereof.

SECTION 3. No substantial part of the activities of the FCBA Foundation shall be, or involve, the carrying on of propaganda, or otherwise attempting to influence legislation or regulations, and the FCBA Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 4. Notwithstanding any other provision of these Articles of Incorporation, the FCBA Foundation shall not carry on any activity that is not permitted to be carried on by (a) a corporation that is an exempt organization under Section 501(c)(3) of the IRC, or a corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC, or a corresponding section of any future federal tax code.

## ARTICLE IV

### MEMBERSHIP

SECTION 1. The FCBA Foundation shall have members. Initially, there shall be a single class of members, which shall be voting. All members in good standing of the Federal Communications Bar Association (the "FCBA") shall be the voting members of the FCBA Foundation. Termination of membership in good standing in the FCBA automatically terminates membership in the FCBA Foundation. Additional classes of membership, which shall be non-voting, may be designated in the FCBA Foundation's By-Laws. Unless a member is within a category of membership designated by the By-Laws as non-voting, FCBA Foundation members shall have the voting rights specified in the FCBA

Foundation's Articles of Incorporation and By-Laws and those voting rights otherwise required by the District of Columbia Nonprofit Corporation Act.

## ARTICLE V

### BOARD OF TRUSTEES

SECTION 1. The FCBA Foundation is to be governed by a board of directors, which shall be known as the "Board of Trustees." The Board of Trustees shall have authority, in accordance with the provisions of the FCBA Foundation's Articles of Incorporation and By-Laws, to govern the FCBA Foundation and to conduct any and all activities that it may consider necessary or appropriate in serving the purposes of the FCBA Foundation, as set forth in Article II hereof. The Board of Trustees also shall have responsibility for the financial management of the FCBA Foundation.

SECTION 2. Only voting members in good standing of the FCBA Foundation may serve as Trustees. Termination of membership in good standing in the FCBA Foundation automatically terminates membership on the Board of Trustees.

SECTION 3. The Board of Trustees may elect officers and appoint committees and advisors to, and agents of, the FCBA Foundation and the Board of Trustees. The number and terms of the Trustees, and the manner of their election, shall be as set forth in the By-Laws of the FCBA Foundation; *provided*, that in no case shall the Board of Trustees consist of fewer than three Trustees, or such other minimum number of Trustees as shall be required by the provisions of the District of Columbia Nonprofit Corporation Act.

SECTION 4. The initial Board of Trustees, which shall serve until Trustees are elected and qualified to serve in the first annual election of Trustees by the members of the FCBA Foundation, shall consist of eleven persons, two of whom shall be ex-officio members in accordance with Section 5 below. The names and addresses of the initial Trustees are as follows:

<u>Name</u>	<u>Address</u>
Alan C. Campbell	1255 23rd Street, N.W. Washington, D.C. 20037
Maurita K. Coley	1919 Pennsylvania Avenue, N.W. Washington, D.C. 20006
Michele Farquhar	1919 M Street, N.W. Washington, D.C. 20554

<u>Name</u>	<u>Address</u>
Kenneth C. Howard, Jr.	1050 Connecticut Avenue, N.W. Washington, D.C. 20036
Robert L. Pettit	1919 M Street, N.W. Washington, D.C. 20554
Lawrence Roberts	1000 Connecticut Avenue, N.W. Washington, D.C. 20036
Margaret L. Tobey	1722 Eye Street, N.W. Washington, D.C. 20006
Joseph W. Waz, Jr.	1317 F Street, N.W. Washington, D.C. 20004
Ramsey L. Woodworth	1666 K Street, N.W. Washington, D.C. 20006
Sally Katzen (ex officio)	2445 M Street, N.W. Washington, D.C. 20037
John D. Lane (ex officio)	1666 K Street, N.W. Washington, D.C. 20006

SECTION 5. The President and the President-Elect of the FCBA shall be ex-officio members of the Board of Trustees for the period during which they hold such FCBA offices. At the date of filing of these Articles of Incorporation, Sally Katzen is President of the FCBA and John D. Lane is President-Elect of the FCBA.

## ARTICLE VI

### TERM: DISSOLUTION

SECTION 1. The term for which the FCBA Foundation is organized shall be perpetual.

SECTION 2. Upon any dissolution of the FCBA Foundation in accordance with the provisions of the District of Columbia Nonprofit Corporation Act, any assets of the FCBA Foundation remaining after satisfaction of the liabilities of the FCBA Foundation may be distributed only (a) for the purposes of the FCBA Foundation and (b) to organizations that are organized and operated solely for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the IRC or a corresponding section of any future

federal tax code, and that shall, at the time of such distribution, qualify as organizations exempt from federal taxation under Section 501(a) of the IRC or a corresponding section of any future federal tax code.

## ARTICLE VII

### REGISTERED AGENT

The initial registered agent of the FCBA Foundation in the District of Columbia shall be the Federal Communications Bar Association, and the address of the initial registered office is 1150 Connecticut Avenue, N.W., Suite 1050, Washington, D.C. 20036.

## ARTICLE VIII

### INCORPORATORS

The names and addresses of the incorporators of the FCBA Foundation are as follows:

<u>Name</u>	<u>Address</u>
Sally Katzen	2445 M Street, N.W., Washington, D.C. 20006
John D. Lane	1666 K Street, N.W., Washington, D.C. 20006
Richard R. Zaragoza	1255 23rd Street, N.W., Washington, D.C. 20037

## ARTICLE IX

### INDEMNIFICATION: INSURANCE

The FCBA Foundation shall indemnify and save harmless from loss each of the members of the Board of Trustees, officers, committee chairs or co-chairs, and members of the FCBA Foundation individually and collectively, against judgment, loss, and expenses actually and reasonably incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of his or her being or having been a Trustee, officer, committee chair or co-chair, or committee member, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty. Indemnifica-

tion is contingent on a full subrogation of the indemnified party's legal defense to the FCBA Foundation or its insurance carrier and shall exclude any liabilities incurred in violation of the FCBA Foundation's Articles of Incorporation or By-Laws. Such indemnification shall not be deemed exclusive of any other rights to which such individual may be entitled, under any By-Law, agreement, vote of the Board of Trustees or members of the FCBA Foundation, or otherwise. In furtherance of the purposes of this Article IX and to protect the FCBA Foundation against liability for the costs and expenses of any indemnification obligations hereunder, the Board of Trustees may (but shall not be obligated to) obtain insurance, in the name and for the benefit of the FCBA Foundation, in such amounts, at such costs, and upon such terms and conditions, as the Board, in its sole discretion, deems necessary and appropriate.

## ARTICLE X

### AMENDMENT

SECTION 1. These Articles of Incorporation may be amended upon adoption by a majority of the Board of Trustees of a resolution setting forth the proposed amendment and affirmation by two-thirds of the members of the FCBA Foundation present (in person or by proxy) at any meeting of members; *provided*, that no such amendment shall be effective unless notice of the proposed amendment shall have been given in accordance with the requirements of the District of Columbia Nonprofit Corporation Act to the members of the FCBA Foundation at least thirty days prior to the date of the meeting at which the amendment is to be offered for affirmation by the members.

SECTION 2. The Board of Trustees may submit any proposed amendment of these Articles of Incorporation to the membership for adoption by mail ballot, and the affirmative vote of two-thirds of the membership entitled to vote and voting shall be effective to adopt any amendment; *provided*, that at least fifteen per cent of the members of the FCBA Foundation entitled to vote do so. In any instance in which a proposed amendment is to be submitted to the membership for mail balloting, the Board of Trustees shall provide notice of the proposed amendment in accordance with the requirements of the District of Columbia Nonprofit Corporation Act to the members of the FCBA Foundation and afford the membership a period of no less than thirty days for submitting to the Secretary of the FCBA Foundation written views as to the merits of the proposed amendment. Following said period of no less than thirty days, a ballot on the proposed amendment shall be mailed to the membership together with such views as shall have been timely received in writing by the Secretary. A period of an additional thirty days after such mailing shall be allowed for the return of the ballots to the Secretary by voting members.

IN WITNESS WHEREOF, I have hereunto set my hand this 25<sup>th</sup> day of March, 1991.

Sally Katzen  
Sally Katzen

John D. Lane  
John D. Lane

Richard R. Zaragoza  
Richard R. Zaragoza

DISTRICT )  
of : ss.:  
COLUMBIA )

BE IT REMEMBERED that on the 28<sup>th</sup> day of March, 1991, personally appeared before me, Nancy R. Kent, a notary public for the District of Columbia, RICHARD R. ZARAGOZA, one of the Incorporators listed in the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged the said Articles of Incorporation to be his act and deed and that the facts therein stated are true.

GIVEN under my hand and seal of office the day and year aforesaid.

Nancy R. Kent  
Notary Public

My Commission Expires July 31, 1994



DISTRICT )  
of : ss.:  
COLUMBIA )

BE IT REMEMBERED that on the 28<sup>th</sup> day of March, 1991, personally appeared before me, Kerry M. Turner, a notary public for the District of Columbia, JOHN D. LANE, one of the Incorporators listed in the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged the said Articles of Incorporation to be his act and deed and that the facts therein stated are true.

GIVEN under my hand and seal of office the day and year aforesaid.

Kerry M. Turner  
Notary Public My Commission Expires June 14, 1992

DISTRICT )  
of : ss.:  
COLUMBIA )

BE IT REMEMBERED that on the 25<sup>th</sup> day of March, 1991, personally appeared before me, Cheryl A. Posee, a notary public for the District of Columbia, SALLY KATZEN, one of the Incorporators listed in the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged the said Articles of Incorporation to be her act and deed and that the facts therein stated are true.

GIVEN under my hand and seal of office the day and year aforesaid.

Cheryl A. Posee  
Notary Public

MY COMMISSION EXPIRES  
MAY 14, 1995



FEDERAL COMMUNICATIONS BAR ASSOCIATION  
WASHINGTON, D.C.

OFFICERS

Sally Katzen  
President  
2445 M Street, N.W.  
Washington, D.C. 20037  
(202) 643-6308

John D. Lane  
President-Elect  
1686 K Street, N.W.  
Suite 1100  
Washington, D.C. 20006  
(202) 457-7865

James M. Smith  
Secretary  
120 Maryland Avenue, N.E.  
Washington, D.C. 20002  
(202) 546-9022

Renee Lieb  
Assistant Secretary  
1979 M Street, N.W.  
Room 614  
Washington, D.C. 20054  
(202) 632-7020

Peter Townsend  
Treasurer  
1050 Connecticut Avenue, N.W.  
Suite 600  
Washington, D.C. 20036  
(202) 857-8024

EXECUTIVE COMMITTEE

Henry L. Eastman  
Robert E. Branson  
Alan C. Carroll  
Annabelle O'Brien Cook  
Margot Smiley Humphrey  
Susan White Ryan  
Kathryn A. Schwetzer  
Mark Van Berg  
R. Clark Walker  
Howard M. Weiss  
Richard A. Zarog

DELEGATE TO AMERICAN  
BAR ASSOCIATION

Patricia M. Reilly  
1776 K Street, N.W.  
Suite 1100  
Washington, D.C. 20006  
(202) 429-7285

MAILING ADDRESS  
1150 Connecticut Avenue, N.W.  
Suite 1050  
Washington, D.C. 20036  
(202) 833-2684  
Fax: (202) 833-1308

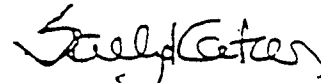
April 2, 1991

Federal Communications Bar  
Association Foundation  
1150 Connecticut Avenue, N.W.  
Suite 1050  
Washington, D.C. 20036

To Board of Trustees:

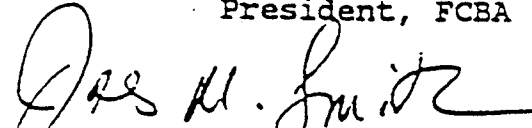
On behalf of the Federal Communications Bar Association (FCBA), I am writing to confirm that the FCBA consents to your use of the name "Federal Communications Bar Association" for the Federal Communications Bar Association Foundation.

Sincerely,



Sally Katzen  
President, FCBA

Attested to by:



James M. Smith  
Secretary, FCBA

FILED

APR 4 1991

BY: 

GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
BUSINESS REGULATION ADMINISTRATION



**CERTIFICATE**

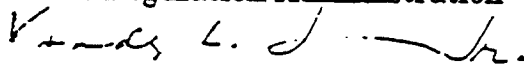
**THIS IS TO CERTIFY** that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this **CERTIFICATE of INCORPORATION** is hereby issued to

**FEDERAL COMMUNICATIONS BAR ASSOCIATION  
FOUNDATION**

as of **APRIL 4TH, 1991.**

Lacy C. Streeter  
Acting Director

Henry C. Lee, III  
Administrator  
Business Regulation Administration

  
Vandy L. Jamison, Jr.  
Assistant Superintendent of Corporations  
Corporations Division

Sharon Pratt Dixon  
Mayor