

RESTATED ARTICLES OF INCORPORATION

OF THE

FEDERAL COMMUNICATIONS BAR ASSOCIATION FOUNDATION

Under the provisions of the District of Columbia Nonprofit Corporation Act of 2010, District of Columbia Code, Title 29, Chapter 4 (the “Nonprofit Corporation Act” or “Act”), the Federal Communications Bar Association Foundation (the “Foundation”), incorporated on April 4, 1991, states that that the Articles of Incorporation of the Foundation are restated to read in their entirety as follows:

ARTICLE I NAME

The name of the corporation is: Federal Communications Bar Association Foundation (“Foundation”).

ARTICLE II PURPOSES

The Foundation is 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 amended (the “Code”), including for such purposes but not limited to, assisting 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) of the Code, the Foundation may engage in any lawful act or activity for which nonprofit public benefit corporations may be organized under the Nonprofit Corporation Act and exercise all the powers conferred by the District of Columbia upon corporations formed under the Act.

ARTICLE III ACTIVITIES AND RESTRICTIONS

Section 1. The Foundation shall not have capital stock and is not organized for profit. The term for which the Foundation is organized shall be perpetual.

Section 2. No part of the assets or net earnings of the Foundation shall inure to the benefit of, or be distributable to, any private individual or officer or trustee of the Foundation; provided, however, that the Foundation shall be authorized and empowered to pay reasonable compensation for personal services actually rendered (and to reimburse reasonable expenses incurred), which are reasonable and necessary to carrying out the exempt purposes of the Foundation, and to make payments and distributions in furtherance of its exempt purposes set forth in these Articles of Incorporation.

Section 3. No substantial part of the activities of the Foundation shall consist in carrying on propaganda, or otherwise attempting, to influence legislation. The Foundation shall not 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.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Foundation 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)(3) of the Code or by a corporation contributions to which are deductible for federal income, estate, and gift tax purposes under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code, respectively.

Section 5. If at any time the Foundation is determined to be a private foundation within the meaning of Section 509(a) of the Code, the Foundation shall (a) 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 Section 4942 of the Code; (b) not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (c) not retain any excess business holdings that would subject the Foundation to tax under Section 4943(a) of the Code; (d) not make any investment in such manner as to incur tax liability under Section 4944 of the Code; and (e) not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV MEMBERS

Section 1. The Foundation shall have a single class of voting members (the “Members”), whose rights and responsibilities shall be specified in these Articles of Incorporation and the Bylaws of the Foundation.

Section 2. All members in good standing with the Federal Communications Bar Association (“FCBA”) shall be Members of the Foundation. Termination of a Member’s good standing in the Federal Communications Bar Association shall result in the automatic termination of such Member’s membership with the Foundation.

Section 3. The Members shall have the authority and be responsible to discharge the duties and responsibilities imposed on the Members under the Act, as well as those imposed under the Articles of Incorporation and Bylaws of the Foundation.

ARTICLE V BOARD OF TRUSTEES

Section 1. The affairs of the Foundation shall be managed by its board of trustees (the “Board of Trustees”), which shall consist of such number of persons as shall be fixed by the Foundation’s Bylaws from time to time. Except as otherwise specified in this Article V, the terms of office, qualifications, and method of election of the trustees shall be as specified in the Bylaws.

Section 2. All Trustees of the Foundation shall be members in good standing with the FCBA. In the event that a person currently serving as a trustee is no longer a member in good standing with the FCBA, such trustee's term in office shall automatically terminate.

Section 3. The immediate past President of the Association shall be an ex-officio member of the Board of Trustees and liaison to the Association Executive Committee.

Section 4. The Board of Trustees by resolution may create one or more committees (each, a "Board Committee"). The terms of office, qualifications, and method of election of the members of each Board Committee shall be as specified in the Bylaws.

Section 5. The Board of Trustees shall elect a President (referred to as a Chair), a Secretary, a Treasurer, and such additional officers as the Board of Trustees may deem necessary or appropriate from time to time. The terms of office, qualifications, and method of election of the officers shall be as specified in the Bylaws.

Section 6. The Board of Trustees currently in office and such Trustees' addresses are as follows:

Trustee Name	Address
Van Bloys	1020 19th Street NW, #325, Washington, DC 20036
Karen Sprung	1020 19th Street NW, #325, Washington, DC 20036
Danielle Thumann	1020 19th Street NW, #325, Washington, DC 20036
Angela DeMahy	1020 19th Street NW, #325, Washington, DC 20036
Jacqueline Clary	1020 19th Street NW, #325, Washington, DC 20036
Kristine Hackman	1020 19th Street NW, #325, Washington, DC 20036
Angela Ball	1020 19th Street NW, #325, Washington, DC 20036
Crystal Evans	1020 19th Street NW, #325, Washington, DC 20036
David Grossman	1020 19th Street NW, #325, Washington, DC 20036
Jamile Kadre	1020 19th Street NW, #325, Washington, DC 20036
Angela Kung	1020 19th Street NW, #325, Washington, DC 20036
Nicol Turner Lee	1020 19th Street NW, #325, Washington, DC 20036

ARTICLE VI DISSOLUTION

Upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization(s) organized and operated exclusively for charitable, scientific, or educational purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Foundation is then located, exclusively for the purposes of the

Foundation or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VII
REGISTERED AGENT**

The name and physical street address of the registered agent of the Foundation is:

Federal Communications Bar Association
1020 19th Street NW
#325
Washington, DC 20036

**ARTICLE VIII
INCORPORATORS**

The names and addresses of the initial incorporators of the 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 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 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 they are made a party by reason of their being or having been a Trustee, officer, committee chair or co-chair, or committee member, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty. Indemnification is contingent on a full subrogation of the indemnified party's legal defense to the Foundation or its insurance carrier and shall exclude any liabilities incurred in violation of these Articles of Incorporation or the Foundation's Bylaws. Such indemnification shall not be deemed exclusive of any other rights to which such individual may be entitled, under any Bylaw, agreement, vote of the Board of Trustees or members of the Foundation, or otherwise. In furtherance of the purposes of this Article IX and to protect the 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 Foundation, in such amounts, at such costs, and upon such terms and conditions, as the Board of Trustees, in its sole discretion, deems necessary and appropriate.

ARTICLE X AMENDMENT

Section 1. These Articles of Incorporation may be altered, amended, or repealed, and new Articles of Incorporation may be adopted, by a two-thirds vote of the Members. Such vote may take place at an annual, regular, or special meeting of the Members. If such vote occurs at a meeting of the Members, Members may participate or conduct the meeting through the use of telephone or any other means of communications by which all participating Members may simultaneously hear or read each other's communication during the meeting; or all communication during the meeting is immediately transmitted to each participating Member, and each participating Member is able to immediately send messages to all other participating Members. Notice of any meeting of the Members to amend these Articles of Incorporation shall be given not less than ten (10) nor more than sixty (60) days before such meeting.

Section 2. The action described in Article X, Section 1 above to amend these Articles of Incorporation may be taken without a meeting of the Members if the Foundation delivers a ballot to every Member entitled to vote on the matter and such ballot is approved by two-thirds of the Members entitled to vote. Approval of the ballot shall be effective only when the number of votes cast by ballots equals or exceeds the quorum required to be present at an annual, regular, or special meeting required to authorize such action, and the number of approvals equals or exceeds the two-thirds vote required to approve the action at such annual, regular, or special meeting. The Board of Trustees shall provide notice of the proposed amendment in accordance with the requirements of Section 29-405.09 of the Act. The ballot shall remain open for voting for a period of thirty (30) days after the delivery of all ballots to Members entitled to vote.

The foregoing Restated Articles of Incorporation were adopted by resolution of the
Members on _____, 2025.

[Officer Name], [Officer Title]