

**ARTICLES OF INCORPORATION
OF
NATIONAL COUNCIL OF JUVENILE AND FAMILY COURT JUDGES
FUND, INC.**

The undersigned, desiring to form a nonprofit corporation under Chapter 82 et seq. of the Nevada Revised Statutes, hereby certify:

FIRST: The name of the Corporation shall be National Council of Juvenile and Family Court Judges Fund, Inc.

SECOND: The name of the resident agent and the street address where said agent maintains an office for service of process is: Executive Director, 1041 North Virginia Street, Third Floor, Reno, Nevada 89557.

THIRD: The Corporation is a nonprofit corporation.

FOURTH: The Corporation is organized and at all times shall be operated exclusively as a nonstock charitable "supporting organization" within the meaning of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "internal Revenue Code"), for the following purposes:

(a) To support, benefit and assist the National Council of Juvenile and Family Court Judges (which is a publicly supported organization, as defined in Internal Revenue Code Section 509(a)), or programs which support or benefit the National Council of Juvenile and Family Court Judges;

(b) To receive from any person, firm, foundation, corporation, or governmental agency, property which will constitute the endowment funds of the Corporation or which by gift, bequest, or otherwise is dedicated to the Corporation; to own, hold, manage, invest and reinvest all such property received by it; to use and apply the net income and principal of all such property in such manner and in such time as the Corporation may deem best for the use or benefit of the National Council of Juvenile and Family Court Judges.

FIFTH: The governing board of the Corporation shall be a Board of Trustees. The names and residences of the persons who are to be the initial Trustees of the Corporation, and the year in which the term of each will expire are as follows:

Judge W. Donald Reader ('94)
President
Stark County Office Building
209 W. Tuscarawas, Rm M-50
Canton, OH 44702

Louis W. McHardy ('93)
Secretary/Treasurer
Executive Director & Dean
National Council of Juvenile and
Family Court Judges
P.O. Box 8970
Reno, Nevada 89507

Judge Maurice B. Cohill, Jr. ('93)
Federal District Judge
803 U.S. Post Office & Courthouse
Pittsburgh, PA 15219

Judge Ninian M. Edwards ('93)
Vice President
Senior Judge
7 N. Brentwood
Clayton, MO 63105

Judge James M. Farris ('94)
317th District Court
Jefferson County Courthouse
1149 Pearl Street
Beaumont, TX 77701

Judge Carmen A. Ferrante ('94)
Passaic County Courthouse
Courthouse Annex
63-65 Hamilton Street
Paterson, NJ 07505

Judge David E. Grossmann ('94)
Hamilton County Court of
Common Pleas
800 Broadway
Cincinnati, OH 45202

Judge Stephen B. Herrell ('95)
Multnomah County Courthouse
1021 S.W. 4th Street, Room 508
Portland, OR 97204

Judge Thomas E. Hornsby ('95)
15th Judicial Circuit Court
309 South Galena Avenue
Dixon, IL 61021

Judge John S. McGroarty ('95)
8th Judicial District Court
200 South 3rd Street
Las Vegas, NV 89155-0001

William J. Samford, II, Esq. ('93)
Dept. of Youth Services
State of Alabama
P.O. box 66
Mt. Meigs, AL 36057

Judge Roy B. Willett ('94)
23rd Circuit Court
Roanoke City Courthouse
P.O. Box 211
Roanoke, VA 24002-0211

SIXTH: The Board of Trustees may consist of fifteen (15) members, who shall also constitute the members of the Corporation, as follows:

(a) Until July 1995, the membership of the Board of Trustees shall consist of the Executive Director of the National Council of Juvenile and Family Court Judges (the "Council"), the President, the President-Elect, the Immediate Past President, the three Vice Presidents (except that following the Council's 1993 convention, the third Vice President shall also be the Treasurer), the Secretary and the Treasurer of the Council and six (6) other persons to be elected by the Board of Trustees of the Council at its annual meeting. Thereafter, the membership of the Board of Trustees shall consist of the Executive Director, the President, the President-Elect, the Immediate Past President, the Vice President, the Secretary, and the Vice President and Treasurer of the Council and eight (8) other persons to be elected by the Board of Trustees of the Council at its annual meeting.

(b) The initial Trustees shall serve until the annual meeting of the Board of Trustees of the Council in the years specified, respectively, in article Fifth, and until the election and qualification of their respective successors are elected, and shall be eligible to succeed themselves. These Trustees shall be divided into three (3) classes so that approximately one-third of the Trustees shall be elected in each year.

SEVENTH: The number of trustees may be increased or decreased by the vote of a majority of the trustees; provided, however, that the total number of trustees shall never be less than five (5) nor more than fifteen (15).

EIGHTH: The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes, subject to the following terms, provisions and limitations.

(a) The Corporation is organized and at all time shall be operated exclusively for the support or benefit of the National Council of Juvenile and Family Court Judges or for programs which support or benefit the

National Council of Juvenile and Family Court Judges and is not to engage in any activity which is not consistent with such purpose.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any members, trustee or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to the Corporation, and no member, trustee or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Internal Revenue Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code by an organization contributions to which are deductible under Section 170(c)(2) thereof.

(d) In the event of liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to the National Council of Juvenile and Family Court Judges or its successors or designees, as determined the National Council of Juvenile and Family Court Judges is no longer in existence or unwilling or unable to accept such assets, then the assets of the Corporation shall be transferred to one or more domestic corporations or associations having a similar or analogous character or purpose as may be selected by the Trustees of the Corporation; and provided further, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and shall be described in Section 509(a)(1), (2) or (3) of the Internal Revenue Code.

NINTH: The duration of the existence of the Corporation is perpetual.

TENTH: The name and address of each incorporator is:

Thomas J. Madden, Esq.
Venable, Baetjer, Howard and Civiletti
Suite 1000
1201 New York Avenue, N.W.
Washington, D.C. 20005

Joe A. Shull
Venable, Baetjer, Howard and Civiletti
Suite 1000
1201 New York Avenue, N.W.
Washington, D.C. 20005

Janet R. Radman, Esq.
Venable, Baetjer, Howard and Civiletti
Suite 1000
1201 New York Avenue, N.W.
Washington, D.C. 20005

IN WITNESS WHEREOF, we have hereunto subscribed our names this 8th day of February, 1993.

/s/ Thomas J. Madden
/s/ Joe A. Shull
/s/ Janet R. Radman

**BYLAWS OF THE NATIONAL COUNCIL OF JUVENILE AND FAMILY COURT JUDGES
FUND, INC.**

ARTICLE I - TRUSTEES

A. Number and Terms of Office

The number of Trustees, their term of office, and how they are to be chosen shall be as provided in the Articles of Incorporation of the Corporation

B. General Powers

The business and affairs of the Corporation shall be managed under the direction of its Board of Trustees, consisting initially of those individuals named in the Articles of Incorporation. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Trustees may exercise all the powers of the Corporation, with the right to delegate officers and agents of the Corporation such powers and duties as it may see fit in addition to those specifically provided in these Bylaws.

C. Regular Meetings

A regular annual meeting of the Board of Trustees shall be held at the same time and place as the annual meeting of the National Council of Juvenile and Family Court Judges. Other regular meetings shall be held on such dates and at such times as may be designated from time to time by the chairman, the President or by the Trustees.

D. Special Meetings

Special meetings of the Board of Trustees may be called by the President and shall be called by him or her upon the request of the majority of the Trustees.

E. Place of Meetings

The Board of Trustees may hold its regular and special meetings at such place within or without the State of Nevada as it or the President may from time to time determine. In the absence of such determination, regular and special meetings of the Board of Trustees shall be held at the principal business office of the corporation.

F. Notice

Notice of the place, day and hour of every regular and special meeting shall be given to each Trustee not fewer than five (5) days nor more than thirty (30) days before the day set for the meeting, which notice need not specify the purposes of the meeting. Such notice shall be given by mail, telegram or by verbal communication. The giving of notice shall be deemed to be waived by any Trustee who attends the meeting, and may be waived in writing by any Trustee either before or after the meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

G. Quorum

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at every meeting; but if at any meeting there be less than a quorum present, a majority of those present may

adjourn the meeting from time to time, but not for a period in excess of 30 days, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the action of a majority of the Trustees present at a meeting at which a quorum is present shall be the action of the Board of Trustees.

H. Vacancies

Any vacancy occurring among the Trustees may be filled by a majority vote of the remaining Trustees. A Trustee so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

I. Removal

Any elected Trustee may be removed from office at any time, with or without cause, by the President of the National Council of Juvenile and Family Court Judges, with the concurrence of a majority of Trustees.

J. Compensation

Trustees shall receive no compensation for their services as such but may, by resolution of the Board of Trustees, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

K. Informal Action by Trustees

Any action of the Trustees may be taken without a meeting if consent in writing setting forth the action taken is signed by all Trustees and filed with the minutes of the Corporation.

L. Telephone Conference

Members of the Board of Trustees or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE II - OFFICERS

A. In General

The officers of the Corporation shall consist of a President, Vice President, Secretary-Treasurer, and one or more additional Vice Presidents.

B. President

The President shall perform the duties usually belonging to such office, including the general supervision and direction of all of the affairs of the Corporation, and shall perform such other duties as may be assigned to him by the Board of Trustees. The President or any other officer or Trustee designated by the President shall preside over the meetings of the Board.

C. Vice-President

The vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election or designated seniority) shall be vested with all the power and may perform all the duties of the President in his or her absence. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Trustees.

D. Secretary-Treasurer

The Executive Director of the National Council of Juvenile and Family Court Judges all serve as Secretary-Treasurer. The Secretary-Treasurer shall keep minutes of the meetings of the Board of Trustees, see that all notices are duly given in accordance with the provision of these Bylaws or as required by law, and be custodian of the corporate records and of the seal of the Corporation. If required by the Board of Trustees. He or she shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine, the cost of which shall be borne by the Corporation. He or she shall have charge and custody of all funds and securities of the Corporation, receive and give receipts for monies due to the Corporation, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall from time to time by be assigned to him or her by the President or by the Board of Trustees.

E. Compensation

No officers shall receive any compensation for their services as such but may, by resolution of the Board of Trustees, be allowed reimbursement for expenses actually and reasonably incurred on behalf of the Corporation.

F. Removal

The Board of Trustees shall have the power to set the term of any officer and at any regular or special meeting to remove any officer (other than the President and Treasurer) with or without cause. The Board may authorize any officer to remove subordinate officers.

G. Vacancies

The Board of Trustees at any regular or special meeting shall have the power to fill a vacancy occurring in any officership.

ARTICLE III EXECUTIVE COMMITTEE

The Board of Trustees may designate from among its members and Executive committee which Committee shall have and exercise the authority of the Board of Trustees in all matters arising between stated meetings of the Board, except that such Committee shall have no authority to amend, alter, or repeal the Bylaws, or to elect, appoint or remove any Trustee of officer of the Corporation.

ARTICLE IV MISCELLANEOUS PROVISIONS

A. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the

Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

B. Indemnification

To the extent that charitable immunity is not available as a defense, to the maximum extent permitted by the Nevada Revised Statutes as from time to time amended, the corporation shall indemnify its currently acting and its former Trustees, officers, agents and employees for acts and omissions (and/or any liabilities therefore) arising out of the normal course of business, excluding however liability for intentional torts and for punitive damages.

C. Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by a majority of the entire Board of Trustees at any regular meeting or at any special meeting called for that purpose.