ARTICLES OF INCORPORATION
of the
INDIANA STATE BAR ASSOCIATION, INC.

Amended October 11, 2007

ARTICLE I. NAME

The name of this Corporation shall be "Indiana State Bar Association, Inc." (the "Association"). This corporation is a mutual benefit corporation, existing under the Indiana Nonprofit Corporation Act of 1991 (the "Act").

ARTICLE II. PURPOSES

A. The Association is formed to foster and advance the profession of law; to encourage and promote reforms in the law; to cultivate the science of jurisprudence; to secure the more efficient administration of justice; to endorse and encourage reforms in legislation; to encourage and advocate effective and thorough legal education; to encourage the continued education of the practicing lawyer; and to afford a means of social intercourse among the lawyers of the State of Indiana. The Association is not formed for pecuniary profit.

B. The Association shall be authorized to exercise and enjoy all other powers, rights, and privileges granted by the Act, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any powers, rights, and privileges granted or conferred by the Act or by the laws now or hereafter in force.

ARTICLE III. LOCATION AND REGISTERED OFFICE

A. The principal office of the Association shall be located and maintained in or near the City of Indianapolis, Marion County, Indiana. Offices may be established and maintained at such other places within the State of Indiana as the Board of Governors from time to time may determine. The registered office of the Association is located at One Indiana Square, Suite 530, Indianapolis, IN 46204.

ARTICLE IV. REGISTERED AGENT

The name and address of the registered agent of the Association is Thomas A. Pyrz, c/o Indiana State Bar Association, Inc., One Indiana Square, Suite 530, Indianapolis, IN 46204.

ARTICLE V. SEAL

The Association shall have a seal, which shall consist of a circular die containing the following words, figures and symbols: "Indiana State Bar Association," "1896," "Lex," "Rex," "Lux," "Dux," a lamp symbolizing the light of freedom, an open book symbolizing the book of law, and other devices or designs symbolic of strength and unity under law. The failure to affix the seal on any document shall not affect the validity of the document or the matters contained therein.

ARTICLE VI. BYLAWS

A. Bylaws shall be enacted to implement these Articles of Incorporation (the "Articles of Association"). In the event of any conflict between these Articles of Association and the Bylaws of the Association, these Articles of Association shall control.

B. The Bylaws of the Association may be amended from time to time as follows:

1. The Board of Governors, at a scheduled meeting at which no fewer than 12 members are present and voting, may approve, by a two-thirds vote, a proposed Bylaw amendment and refer the same to the next meeting of the House of Delegates, with the recommendation that the proposed Bylaw amendment be approved.

2. A Bylaw amendment may also be proposed by an individual member of the Association by presentation of the same in writing to the Board of Governors at any scheduled meeting of the Board. The Board of Governors shall vote upon the proposal in accordance with paragraph 1 of this Section B, and thereafter shall submit the proposed Bylaw amendment, together with a report of the Board of Governors' recommendation for or against approval, to the next meeting of the House of Delegates.

3. The House of Delegates shall vote on all Bylaw amendment proposals referred to it in accordance with paragraphs 1 and 2 of this Section B. Adoption of a bylaw amendment shall be by the majority vote of the members of the House of Delegates present and voting.

4. Due notice of any such proposed amendments shall be given as required by the Act.

ARTICLE VII. MEMBERSHIP

A. Any member of the legal profession in good standing may be admitted to membership in the manner and upon the conditions prescribed by the Bylaws of the Association. Students enrolled in accredited law schools also may be admitted to limited, non-voting, membership. Paralegals may also be admitted to membership under conditions prescribed by the Bylaws of the Association.

B. The Bylaws of the Association may provide for resident, non-resident, resident associate, honorary, military, affiliate, and life memberships in the Association.

C. The procedure for establishing dues for the various categories of membership in the Association, and the payment thereof, shall be described in the Bylaws of the Association.

D. The Bylaws of the Association may prescribe requisites for the good standing, resignation, suspension, expulsion and reinstatement of members.

ARTICLE VIII. HOUSE OF DELEGATES

A. There shall be a House of Delegates, which shall control and determine policy of this Association, with all powers incidental thereto, except as otherwise limited by these Articles of Association.

B. The House of Delegates shall be composed of members of this Association in good standing as follows:

1. Delegates from the Counties shall be selected in such manner as a majority of the Association members whose principal office is located in each respective County shall determine. Each Delegate shall be a bona fide resident or life member of the Association, be

admitted to practice law in Indiana and maintain his or her principal office within such County. Each County shall be entitled to:

a. One Delegate as the representative of its first one to 50 voting members of this Association;

b. One additional Delegate as the representative of each additional 50 voting members of this Association; and/or

c. One additional Delegate for any additional voting members of this Association fewer than 50 but in excess of 25.

2. The members of the Board of Governors, as designated in the Articles of Association.

3. Such other persons as may be selected by the House of Delegates in the manner provided in the Bylaws of the Association.

4. Such other persons as may be selected in accordance with the Bylaws of the Association.

C. The House of Delegates shall establish its own Rules of Procedure, consistent with these Articles of Association and the Bylaws of the Association.

D. The House of Delegates shall hold an Annual Meeting in conjunction with the Annual Meeting of the Association Assembly (within or without the State of Indiana), the time and place to be determined, and notice thereof to be given, in accordance with the Bylaws of the Association. Other Regular and Special Meetings may be called as provided in the Bylaws of the Association.

ARTICLE IX. BOARD OF GOVERNORS

A. There shall be a Board of Governors, which shall exercise all functions of administration of Association affairs, including, but not limited to:

1. Determining Association policy, whenever necessary, between meetings of the House of Delegates.

2. Supervising and controlling all fiscal affairs, including all receipts and expenditures of funds of the Association and its Committees.

3. Employing and supervising an executive and administrative staff.

4. Supervising and controlling all property of the Association, including acquisition, maintenance and disposition thereof.

5. Entering into contractual obligations in furtherance of Association programs and its financial well being.

6. Performing such other functions as may be necessary or proper to carry out the policies and programs of the Association.

B. The Board of Governors shall hold an Annual Meeting in conjunction with the Annual Meeting of the Association Assembly (within or without the State of Indiana), the time and place to be determined, and due notice thereof to be given, in accordance with the Bylaws of the Association. Other Regular and Special Meetings may be called, and due notice thereof given, as provided in the Bylaws of the Association.

C. The Board of Governors shall be composed of:

1. The President, President-Elect, Vice President, Secretary, Treasurer and Counsel to the President, as elected or appointed in accordance with the Bylaws of the Association.

2. The Chair and the Chair-Elect of the House of Delegates.

3. The Immediate Past President.

4. An Association District Representative selected in accordance with the Bylaws of the Association from each Association District, except District 11, which shall have three Association District Representatives.

5. The Chair of the official organization of the Association members under age 36.

D. No individual shall have more than one vote on the Board of Governors even though entitled to member-ship under more than one of the foregoing categories.

E. The President shall preside over the Board of Governors. In the absence of the President, the President-Elect or the Vice President (in that order) shall preside.

ARTICLE X. EXECUTIVE COMMITTEE

A. There shall be an Executive Committee composed of the Officers of the Association, Chair of the House of Delegates and one Association District Representative member of the Board of Governors selected by majority vote of the Association District Representative members of the Board of Governors. The Executive Director shall serve in an ex-officio capacity without vote on the Executive Committee.

B. The Executive Committee shall supervise the affairs of the Association between meetings of the Board of Governors, and shall perform such other functions and have such other powers and duties as may be delegated to it by the Board of Governors or House of Delegates.

C. The President shall preside over the Executive Committee. In the absence of the President, the President-Elect or the Vice President (in that order) shall preside.

ARTICLE XI. ASSOCIATION ASSEMBLY

A. There shall be an Association Assembly, composed of the voting members of the Association in good standing, who are in attendance at a regular or special meeting of the Association.

B. The Association Assembly shall hold an Annual Meeting each year (within or without the State of Indiana), the time and place to be determined, and notice thereof given, in accordance with the Bylaws of the Association. Special meetings may be held as provided in the Bylaws of the Association.

C. The election of the elective officers of the Association and the Association District Representative members of the Board of Governors of the Association shall be by the majority vote of members of the Association, in good standing, present and voting at each Annual Meeting of the Association Assembly.

ARTICLE XII. OFFICERS

The officers of the Association shall be a President, President-Elect, Vice President, Secretary, Treasurer and Counsel to the President. No person shall be nominated for or hold elective or appointive office in the Association who is not a resident or life member of the Association in good standing. The duties, method of election, selection or removal, and other administrative matters related to the officers, shall be prescribed in the Bylaws of the Association.

ARTICLE XIII. ASSOCIATION DISTRICT REPRESENTATIVES

A. The Association District Representatives on the Board of Governors shall be nominated in accordance with the following procedures:

1. The Nominating Committee appointed by the President in accordance with the Bylaws of the Association shall nominate one candidate for the Board of Governors from each of the Association Districts, except District 11 from which three will be nominated, with all Association District Representatives being subject to election, in accordance with the staggered two year terms established in paragraph B of this Article. Each nominee shall be a resident or life member of the Association in good standing. The Nominating Committee shall give notice of its selections to the Association membership at least 60 days prior to the Annual Meeting of the Association Assembly at which the election is to be held. The manner and form of notice shall be prescribed in the Bylaws of the Association.

2. Any 50 voting members of the Association in good standing from a particular Association District may nominate another resident or life member of the Association from such District as a candidate for the Board of Governors from that Association District, by petition in writing, which shall be filed at the principal office of the Association no later than 20 days prior to the date of the Annual Meeting of the Association Assembly at which the election is to be held. The manner and form of filing the petition shall be prescribed in the Bylaws of the Association.

3. The methods of nomination provided in the fore-going paragraphs 1 and 2 of this Section A shall be exclusive, except that the Association Assembly, at an Annual meeting, by the two-thirds vote of the members thereof present and voting on the question, may permit further nominations of resident or life members, in good standing, from the floor.

B. The Association District Representatives on the Board of Governors subject to election shall be elected by majority vote of the Association Assembly at Annual Meetings, each Association District Representative serving staggered two year terms whereby each Annual Meeting of the Association Assembly shall elect, as nearly as possible mathematically, one half of the Association District Representatives on the Board of Governors.

ARTICLE XIV. MEETINGS OF THE ASSOCIATION ASSEMBLY

A. The Association Assembly shall have at least one Regular Meeting each calendar year, to be designated as the "Annual Meeting." Other Regular Meetings may be scheduled by the Board of Governors, which shall establish the exact dates for all such meetings. Due notice of Regular Meetings shall be given to the membership in accordance with the provisions of the Bylaws of the Association.

B. The President, with the consent of the Board of Governors, may call a Special Meeting of the Association Assembly at any time. Due notice of a Special Meeting shall be given to the membership in accordance with the provisions of the Bylaws of the Association. In the absence of the President, the President-Elect or the Vice-President (in that order), with consent of the Board of Governors, may call a Special Meeting of the Association.

ARTICLE XV. COMMITTEES AND SECTIONS

A. Standing Committees shall be established as provided by the Bylaws of the Association. If a Section of the Association is established under Section C of this Article, and its functions embrace the duties of a Standing Committee, then such Committee shall be discontinued by action of the Board of Governors.

B. Special Committees of limited duration may be created as set forth in the Bylaws of the Association. All such Special Committees shall cease to exist after a specified period of time prescribed in the Bylaws.

C. Sections and other elements of the Association may be created, merged, consolidated or terminated as pre-scribed by the Bylaws. Duties, functions and responsibilities of Sections, not inconsistent with these Articles of Association and the Bylaws of the Association shall be pre-scribed in their own Bylaws.

ARTICLE XVI. ASSOCIATION DISTRICTS

The geographical confines of the area within the borders of the State of Indiana shall be divided into 11 Districts ("Association Districts"). Each Association District shall be comprised of one or more whole counties, and shall be configured in such a way so as to have approximately the same number of members practicing therein, except Association District 11, Marion County, which is designated a single Association District without regard to membership numbers. Association District representation on the Board of Governors shall be as prescribed in Article IX. Association Districts shall be constituted as follows:

A. First District: Lake County

B. Second District: The Counties of DeKalb, Fulton, Kosciusko, LaGrange, LaPorte, Marshall, Noble, Porter, Pulaski, Starke, Steuben and Whitley.

C. Third District: The Counties of Elkhart and St. Joseph.

D. Fourth District: Allen County

E. Fifth District: The Counties of Benton, Boone, Carroll, Cass, Clinton, Fountain, Howard, Jasper, Montgomery, Newton, Tippecanoe, Warren and White.

F. Sixth District: The Counties of Decatur, Fayette, Franklin, Hamilton, Hancock, Johnson, Rush, Shelby and Union.

G. Seventh District: The Counties of Clay, Greene, Hendricks, Monroe, Morgan, Owen, Parke, Putnam, Sullivan, Vermillion and Vigo.

H. Eighth District: The Counties of Daviess, Dubois, Gibson, Knox, Martin, Perry, Pike, Posey, Spencer, Vanderburgh and Warrick.

I. Ninth District: The Counties of Bartholomew, Brown, Clark, Crawford, Dearborn, Floyd, Harrison, Jackson, Jefferson, Jennings, Lawrence, Ohio, Orange, Ripley, Scott, Switzerland, and Washington.

J. Tenth District: The Counties of Adams, Blackford, Delaware, Grant, Henry, Huntington, Jay, Madison, Miami, Randolph, Tipton, Wabash, Wells and Wayne.

K. Eleventh District: Marion County.

ARTICLE XVII. AMENDMENT OF ARTICLES AND BYLAWS

A. The Association reserves the right to amend, alter, change or repeal any of the provisions contained in these Articles of Association or Bylaws or any amendment thereof in the manner now or hereafter prescribed by any applicable Indiana law, and all rights and powers conferred hereby on the Board of Governors, officers, and/or others are subject to this reserve power.

B. These Articles of Association may be amended at any Annual or other Regular or Special Meeting as follows:

1. Notice of a proposed amendment shall be filed by one or more members of the Association at the registered office of the Association no later than 30 days before the Annual or other Regular or Special Meeting of the House of Delegates and the Association Assembly at which the amendment is to be presented for adoption.

2. The Board of Governors shall forward any such proposed amendment to the Chair of the House of Delegates, together with its recommendations thereon, and shall give due notice thereof to the members as provided in the Bylaws of the Association.

3. Proposed amendments complying with paragraphs 1 and 2 above, shall be placed on the agenda of the House of Delegates at its next meeting for vote. Upon approval of two-thirds of the members of the House of Delegates present and voting, the proposed amendment shall be referred to the Association Assembly which convenes during the same Regular or Special Meeting, or at the next Regular or Special Meeting of the Association Assembly.

4. After referral by the House of Delegates, the Association Assembly shall vote on the amendment. Enactment of the proposed amendment shall be by the two-thirds vote of the members of the Association Assembly present and voting, provided that not less than 50 such members are acting on the proposed amendment.

C. These Bylaws may be amended at any Annual or other Regular or Special Meeting as follows:

1. Notice of a proposed amendment shall be filed by one or more members of the Association at the registered office of the Association no later than thirty (30) days before the Annual or other Regular or special Meeting of the House of Delegates at which the amendment is to be presented for adoption.

2. The Board of Governors shall forward any such proposed amendment to the Chair of the House of Delegates, together with its recommendations thereon, and shall give due notice thereof to the members as provided in the Bylaws of the Association.

3. Proposed amendments complying with paragraphs 1 and 2 above shall be placed on the agenda of the House of Delegates at its next meeting for vote. Enactment of the proposed amendment shall be by two-thirds of the members of the House of Delegates present and voting.