

Certificate 38468



To all to whom these Presents Shall Come, Greeting:

Whereas, *Articles of Incorporation, duly signed, and verified, of*

NATIONAL ASSOCIATION OF BOND LAWYERS

have been filed, in the Office of the Secretary of State, on the 5th
day of February *A. D. 19* 79 *, as provided by the "GENERAL NOT*
FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943, in force
January 1, A. D. 1944.

Now Therefore, I, ALAN J. DIXON, Secretary of State of the State of Illinois,
by virtue of the powers vested in me by law, do hereby issue this Certificate of
Incorporation, and attach thereto a copy of the Articles of Incorporation
of the aforesaid corporation.

In Testimony Whereof, *I thereto set my hand and cause to*
be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield, this 5th

day of February *AD 19* 79 *and*

of the Independence of the United States

the two hundred and 3rd

(SEAL)

Alan J. Dixon

SECRETARY OF STATE

**ARTICLES OF INCORPORATION
UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT**

(These Articles Must Be Filed In Duplicate)

(Do Not Write in This Space)

Date Paid 2-5-79Filing Fee \$ 25.00Clerk CCZ

Secretary of State, Springfield, Illinois.

We, the undersigned,

(Not less than three)

Name	Number	Street	Address City	State
Randy P. Evangelides	111	W. Monroe St.	Chicago	Illinois
Terence T. O'Meara	111	W. Monroe St.	Chicago	Illinois
Manly W. Mumford	111	W. Monroe St.	Chicago	Illinois

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

- The name of the corporation is: National Association of Bond Lawyers *
- The period of duration of the corporation is: Perpetual
(Please state "perpetual" or a definite number of years)
- The address of its initial Registered Office in the State of Illinois is: 111 West Monroe
Street in the City of Chicago (60603) County of Cook and
(Zip Code)
the name of its initial Registered Agent at said Address is: Manly W. Mumford
- The first Board of Directors shall be 11 in number, their names and addresses being as follows:
(Not less than three)

Name	Number	Street	Address City	State
SEE EXHIBIT A HERETO ATTACHED				

- The purpose or purposes for which the corporation is organized are:

47 & 49

SEE EXHIBIT B HERETO ATTACHED

EXHIBIT A

Leo J. Beauclair, Esq.
Birdzell and Beauclair
810 E. Rosser Avenue
Bismarck Medical Arts Center
Bismarck, North Dakota 58501

Thomas S. Currier, Esq.
Dewey, Ballantine, Bushby,
Palmer & Wood
140 Broadway
New York, New York 10005

Philip J. Dorweiler, Esq.
Ahlers, Cooney, Dorweiler,
Haynie & Smith
920 Liberty Building
Grand Avenue & 6th Street
Des Moines, Iowa 50309

Bernard P. Friel, Esq.
Briggs and Morgan
2200 First National Bank
Building
Saint Paul, Minnesota 55101

Ruth W. Garrett, Esq.
King & Spalding
2500 Trust Company Tower
Atlanta, Georgia 30303

Donald L. Howel, Esq.
Vinson & Elkins
First City National Bank Building
1021 Main Street
Houston, Texas 77002

Donald R. Hodgman, Esq.
O'Melveny & Myers
611 West Sixth Street
Los Angeles, California 90017

Frederick O. Kiel, Esq.
Peck, Shaffer & Williams
1600 First National Bank
Building
105 East Fourth Street
Cincinnati, Ohio 45202

George M. Mack, Esq.
Roberts, Shefelman, Lawrence,
Gay & Moch
1818 IBM Building
1200 Fifth Avenue
Seattle, Washington 98101

Manly W. Mumford, Esq.
Chapman and Cutler
111 West Monroe Street
Chicago, Illinois 60603

James W. Perkins, Esq.
Palmer & Dodge
1 Beacon Street
Boston, Massachusetts 02108

EXHIBIT B

The purposes for which the Corporation is organized are exclusively charitable and educational, to wit:

(a) To promote the public good by:

1. Educating its members and others in the law relating to state and municipal obligations.
2. Providing a forum for the exchange of ideas as to law and practice in this field.
3. Improving the state of the art in the field.
4. Providing advice and comments at the federal, state and local levels with respect to legislation, regulations, rulings and other action, or proposals therefor, affecting state and municipal obligations.
5. Providing advice and comments with regard to state and municipal obligations in proceedings before courts and administrative bodies through briefs and memoranda as a friend of the court or agency.

For the purposes of this article, the term "state and municipal obligations" refers to obligations issued by or on behalf of states, territories, possessions of the United States, political subdivisions of any of the foregoing, and the District of Columbia.

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(c) No part of the net earnings of the corporation shall inure to the benefit of any director, officer or member of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director, officer or member of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 candidate for public office.

(d) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(i) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(j) Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(k) The corporation shall have such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois, but shall exercise such powers only within the restrictions set out above.

(NOTE: Any special provision authorized or permitted by statute to be contained in the Articles of Incorporation, may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

Manly W. Mumford
Randy P. Evangelides
Terence T. O'Meara

_____ } Incorporators

ACKNOWLEDGMENT

STATE OF ILLINOIS,

County of Cook

ss.

I, Linda M. Meyer, a Notary Public do hereby certify that on the

31st day of January, 1979, Manly W. Mumford

Randy P. Evangelides Terence T. O'Meara

(Names of Incorporators)

personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES AUG. 21 1982
ISSUED THRU ILLINOIS NOTARY ASSOC.

Linda M. Meyer
Notary Public

FORM NP-29

ARTICLES OF INCORPORATION

under the

GENERAL NOT FOR PROFIT

CORPORATION ACT

of

FILED

FEB 5 - 1979

Allen J. Smith
Secretary of State

SECRETARY OF STATE
CORPORATION DEPARTMENT
TELEPHONE: (217) 782-7880

(These Articles Must Be Executed and Filed in Duplicate)

Filing Fee \$25.00

5166
209-1

RECEIVED
FEB 16 1979

26120111



To all to whom these Presents Shall Come, Greeting:

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION, DULY SIGNED AND VERIFIED OF NATIONAL ASSOCIATION OF BOND LAWYERS INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1944.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois by virtue of the powers vested in me by law, do hereby issue this certificate and attach thereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois

Done at the City of Springfield this 11TH

day of JANUARY AD. 19 82 *and*

of the Independence of the United States the two hundred and 6TH



Jim Edgar
SECRETARY OF STATE

26120111

To Be Filed
in Duplicate
Filing Fee \$25.00

FORM NP-35

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
under the
GENERAL NOT FOR PROFIT CORPORATION ACT

(DO NOT WRITE IN THIS SPACE)

Date 11-82

Filing Fee \$ 25.00

Clerk Ag12

To Jim Edgar
Secretary of State
Springfield, Illinois

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 35 of the "General Not For Profit Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

1. The name of the corporation is: National Association of Bond Lawyers

2. There are some members, having voting rights with respect to amendments:
(Insert "no" or "some")

(Strike paragraphs (a), (b), or (c) not applicable)

3. (a) At a meeting of members, at which a quorum was present, held on September 30, 19 81, same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting.

~~(b) By a consent in writing signed by all members of the corporation entitled to vote with respect thereto,~~

~~(c) At a meeting of directors (members having no voting rights with respect to amendments) held on 10, same receiving the votes of a majority of the directors then in office, the following amendments were adopted in the manner prescribed by the "General Not For Profit Corporation Act" of the State of Illinois:~~

RESOLVED: That Article 5 of this Corporation's Articles of Incorporation be and it hereby is amended in its entirety to read as set forth in Exhibit A attached hereto and made a part hereof.

11100011

le No. AR AR

EXHIBIT A

ATTACHED TO
ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of the
NATIONAL ASSOCIATION OF BOND LAWYERS

5. The purposes for which the corporation is organized are exclusively those of a business league, to wit:

- (a) To improve the law and solve common problems relating to state and municipal obligations by:
1. Educating its members and others in the law relating to state and municipal obligations.
 2. Providing a forum for the exchange of ideas as to law and practice in this field.
 3. Improving the state of the art in the field.
 4. Providing advice and comments without violating paragraph (c) of this Article 5 at the federal, state and local levels with respect to legislation, regulations, rulings and other action, or proposals therefor, affecting state and municipal obligations.
 5. Providing advice and comments with regard to state and municipal obligations in proceedings before courts and administrative bodies through briefs and memoranda as a friend of the court or agency.

For the purpose of this Article, the term "state and municipal obligations" refers to obligations issued by or on behalf of states, territories, possessions of the United States, political subdivisions of any of the foregoing, and the District of Columbia.

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the purposes set forth above in paragraph (a) of this Article 5.

(c) Except as hereinafter provided in paragraph (e) of this Article 5 no part of the net earnings of the corporation shall inure to the benefit of any director, officer

26120111

or member of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). 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 candidate for public office.

(d) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(e) Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed pro rata to the members of the corporation.

(f) The corporation shall have such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois, but shall exercise such powers only within the restrictions set out above.

26120111

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its _____ Secretary, this 7th day of December, 19 81.

Corporate
Seal

NATIONAL ASSOCIATION OF BOND LAWYERS

(Exact Corporate Title)

By David L. Hall
Its _____ President
James W. Perkins
Its _____ Secretary

As authorized officers, we declare that this document has been examined by us and is to the best of our knowledge and belief, true, correct and complete.

FORM NP-35

File No. _____

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

SECRETARY OF STATE
CORPORATION DEPARTMENT
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-1832

File in Duplicate
Filing Fee \$25.00

26120111

1982 JAN 21 PM 4 22

JAN-21-82 579822 26120111 A -- 000

1400

~~STAMP~~

26120111

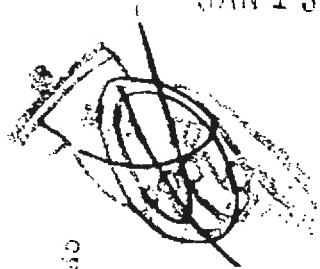
PAID

JAN 13 1982

FILED

JAN 11 1982

JIM LOGAN
Secretary of State



Recorder

Return to
Clerk of Superior Court
Box 211
W. M. 111

5166-209-1



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

NATIONAL ASSOCIATION OF BOND LAWYERS INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1944.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I thereto set my hand and cause to be affixed the Great Seal of the State of Illinois.*

at the City of Springfield, this 4TH
day of MARCH *AD 19* 86 *and*
of the Independence of the United States
the two hundred and 10TH.



Jim Edgar

SECRETARY OF STATE

To Be Filed
in Duplicate
Filing Fee \$25.00

FORM NP-35

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
under the
GENERAL NOT FOR PROFIT CORPORATION ACT

5166-209-1
(DO NOT WRITE IN THIS SPACE)

Date 3-4-86
Filing Fee \$ 25
Clerk BJH

To Jim Edgar
Secretary of State
Springfield, Illinois

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 35 of the "General Not For Profit Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

1. The name of the corporation is: National Association of Bond Lawyers -

2. There are some members, having voting rights with respect to amendments:
(Insert "no" or "some")

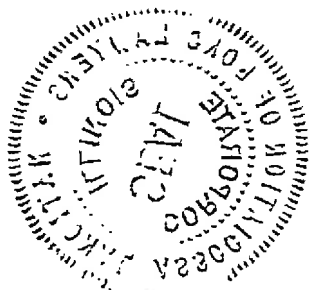
(Strike paragraphs (a), (b), or (c) not applicable)

3. (a) At a meeting of members, at which a quorum was present, held on February 3, 19 86, same receiving at least two-thirds (2/3) of the votes entitled to be cast by the members of the corporation present or represented by proxy at such meeting.

~~(b) - By a consent in writing signed by all members of the corporation entitled to vote with respect thereto,~~

~~(c) - At a meeting of directors (members having no voting rights with respect to amendments) held on _____, 19 _____, same receiving the votes of a majority of the directors then in office, the following amendments were adopted in the manner prescribed by the "General Not For Profit Corporation Act" of the State of Illinois:~~

See Exhibit A attached hereto and hereby made a part hereof.



28

EXHIBIT A
TO
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

RESOLVED, That paragraph (c) of Article 5 of the Association's Articles of Incorporation shall be and is hereby amended in its entirety to read and provide as follows:

"(c) Except as hereinafter provided in paragraph (e) of this Article 5 no part of the net earnings of the corporation shall inure to the benefit of any director, officer or member of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office."

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its _____ Secretary, this 18th day of February, 1986.



National Association of Bond Lawyers
(Exact Corporate Title)

By James W. Perkins
Its _____ President
Robert J. Pore
Its _____ Secretary

As authorized officers, we declare that this document has been examined by us and is to the best of our knowledge and belief, true, correct and complete.

FORM NP-35

File No. _____

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

SECRETARY OF STATE
CORPORATION DEPARTMENT
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-1832

FILED

MAR 01 1986

JIM EDGAR
Secretary of State

File in Duplicate
Filing Fee \$25.00



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

NATIONAL ASSOCIATION OF BOND LAWYERS INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,*

at the City of Springfield, this 6TH

day of DECEMBER AD 19 90 *and*

of the Independence of the United States
the two hundred and 15TH



Jim Edgar

SECRETARY OF STATE

NFP - 110.30
(Rev. Jan., 1987)

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT
under the

GENERAL NOT FOR PROFIT CORPORATION ACT

File # 5166-209-

This Space For Use By
Secretary of State

Date 12-6-90

Filing Fee 25

Clerk MJ

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is National Association of Bond Lawyers

(Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on October 1
19 90 in the manner indicated below ("X" one box only.)

☐ By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)

☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)

☒ By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)

☐ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 4)

(INSERT RESOLUTION)

See Exhibit A attached hereto and hereby made a part hereof.

2X
PAID

DEC 7 1990

EXHIBIT A

NATIONAL ASSOCIATION OF BOND LAWYERS

RESOLUTION TO
AMEND THE ARTICLES OF INCORPORATION

WHEREAS, the Board of Directors (the "Board") of the National Association of Bond Lawyers, an Illinois Not-For-Profit Corporation ("NABL"), has proposed a job matching service intended to assist members who are seeking new professional opportunities find firms in need of bond attorneys; and

WHEREAS, the Board has been advised by counsel that NABL's Articles of Incorporation and By-laws must be amended in order for NABL to establish a job matching service; and

WHEREAS, on August 9, 1990 the Board adopted a Resolution which amended Article I of the By-laws by inserting, following clause 5 of paragraph (a) to Article I, the following language:

6. Disseminating information on developments in the field; providing services which facilitate interchange among members regarding professional opportunities; and undertaking other activities intended to further the shared professional interests of the members.

but provided that the amendment would not take effect unless an identical amendment of the purpose provisions of the Articles of Incorporation were approved by the members of NABL at the next annual meeting of members; and

WHEREAS, a copy of this Resolution was mailed to each member of NABL along with the annual meeting notice.

NOW, THEREFORE, BE IT RESOLVED by the members of NABL that Article 5 of the Articles of Incorporation of NABL be amended by inserting, following clause 5 of paragraph (a) to Article 5, the following additional purpose:

6. Disseminating information on developments in the field; providing services which facilitate interchange among members regarding professional opportunities; and undertaking other activities intended to further the shared professional interests of the members.

File No. _____

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25

Filing Fee for Re-Stated Articles \$100

FILED

DEC 6 1990

Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-6961

(If space is insufficient, attach additional pages size 8½ x 11)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated November 15, 19 90

NATIONAL ASSOCIATION OF BOND LAWYERS

(Exact Name of Corporation)

attested by M. Jane Dickey

(Signature of Secretary or Assistant Secretary)

M. JANE DICKEY, SECRETARY

(Type or Print Name and Title)

by Richard Childs

(Signature of President or Vice President)

Richard Childs, President

(Type or Print Name and Title)

NOTES AND INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the Office of the Secretary of State, **BEFORE** any amendments herein reported.

NOTE 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.

NOTE 3: Director approval may be (1) by vote at a director's meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

NOTE 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (*Sec. 110.20*)

NOTE 5: When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (*Sec. 107.10 & 110.20*)

FORM NFP 105.10/105.20 (rev. Dec. 2003)

**STATEMENT OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE**
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 328
Springfield, IL 62756
217-782-7808
www.cyberdriveillinois.com

FILED

JAN 07 2011

**JESSE WHITE
SECRETARY OF STATE**



CP0575381

Remit payment in the form of a
check or money order payable
to Secretary of State.

File # 5166-209-1

Filing Fee: \$25.00 Approved: JL

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate Name: NATIONAL ASSOCIATION OF BOND LAWYERS
2. State or Country of Incorporation: Illinois
3. Name and Address of Registered Agent and Registered Office as they appear on the records of the Office of the Secretary of State (before change):

Registered Agent:	<u>KENNETH</u>	<u>J</u>	<u>LUURS</u>
	First Name	Middle Name	Last Name
Registered Office:	<u>230</u>	<u>230 W MONROE ST</u>	<u>STE 320</u>
	Number	Street	Suite # (P.O. Box alone is unacceptable)
	<u>Chicago</u>	<u>60606</u>	<u>Cook</u>
	City	ZIP Code	County

4. Name and Address of Registered Agent and Registered Office shall be (after all changes herein reported):

Registered Agent:	<u>C T Corporation System</u>		
	First Name	Middle Name	Last Name
Registered Office:	<u>208</u>	<u>S LaSalle Street</u>	<u>Suite 814</u>
	Number	Street	Suite # (P.O. Box alone is unacceptable)
	<u>Chicago, IL</u>	<u>60604</u>	<u>Cook</u>
	City	ZIP Code	County

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)
 - a. ☒ Resolution duly adopted by the board of directors. (See Note 5 on reverse.)
 - b. ☐ Action of the registered agent. (See Note 6 on reverse.)

SEE REVERSE FOR SIGNATURE(S).

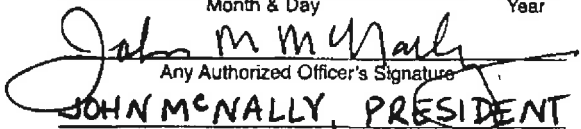
PAID

JAN 07 2011

**DEPARTMENT OF
BUSINESS SERVICE**

7. If authorized by the board of directors, sign here. (See Note 5 below.)

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated JANUARY 5, 2011 NATIONAL ASSOCIATION OF BOND LAWYERS
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature
JOHN McNALLY, PRESIDENT
Name and Title (type or print)

If change of registered office by registered agent, sign here. (See Note 6 below.)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true and correct.

Dated _____, _____
Month & Day Year

Signature of Registered Agent of Record

Name (type or print)
If Registered Agent is a corporation,
Name and Title of officer who is signing on its behalf.

NOTES

1. The registered office may, but need not be, the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address (P.O. Box alone is unacceptable).
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, the corporation must file with the Recorder of Deeds of the new county a certified copy of the Articles of Incorporation and a certified copy of the Statement of Change of Registered Office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he/she is a registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.



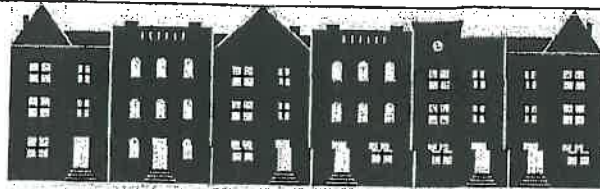
To all to whom these Presents Shall Come, Greeting:
I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE
AND CORRECT COPY, CONSISTING OF 24 PAGES, AS TAKEN FROM THE
ORIGINAL ON FILE IN THIS OFFICE FOR NATIONAL ASSOCIATION OF BOND
LAWYERS. *****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 20TH
day of JANUARY A.D. 2011

Jesse White



DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS
District of Columbia Government

Corporations Division

RA-3. Statement of Change of Registered Office or Registered Agent Version 2, July 2010

ENTITY TYPE All Entities **FILING FEE** Refer to Corporate Fee Schedule posted online.
Use this form to change the Registered Agent's (RA's) name or address, or both. The Registered Office's address and the RA's address must be the same by law. You must submit 2 signed originals of this form.
Under DCOG Titles 29 and 41, no Registered Agent may be:
A non-resident of the District of Columbia (DC); OR
A for-profit corporation authorized by articles of incorporation or certificate of authority to act as agent.
Limited Liability Companies (LLCs) and Limited Liability Partnerships (LLPs) and Limited Partnerships (LPs) may not act as RA's.
Registered Agent Address may never be outside the District of Columbia. Address must be physical street address, never a PO Box.
Entities may not act as their own RA's.

Entity Name

National Association of Bond Lawyers

Current Registered Agent

Victoria P. Rostow

Current Registered Agent Address in DC

3255 Garfield ST., N.W., Washington, DC 20008

Name of New Registered Agent (attach RA-1 Form)

CT Corporation System

New Registered Agent Address (address must be in DC: not a PO Box)

1015 15th Street NW, Suite 1000, Washington, DC 20005

NOTE: For-Profit/Nonprofit Corporations Only:

I certify that this change was authorized by resolution of the Board of Directors or corporation officers with the power to make it.

Indicate title and name of the signer:

- ☒ President or Vice-President (Corporations)
☐ Manager or Authorized Person (LLCs)
☐ General Partner (LLPs/LPs)

Signature

John M. Mally

Date

3/9/11

Required for Nonprofit Corporations only:
Secretary or Assistant Secretary

Signature

John M. Mally

Date

3.9.11

Mail all forms and required payments to:

Department of Consumer and Regulatory Affairs
Corporations Division
PO Box 92300
Washington, DC 20090
Phone: (202) 442-4400

Go to check dcra.dc.gov to find out which entities are required to register; search business names; get registration guidelines; search registered organizations; and download forms and documents. Just click on "Corporate Registrations."

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MAR 16 2011