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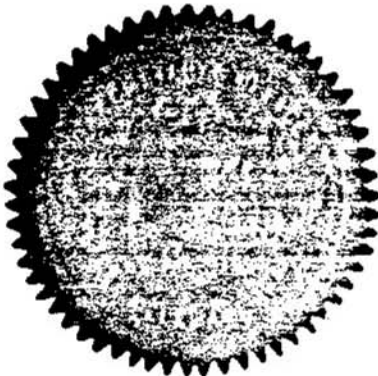
State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Incorporation of the "NATIONAL FEDERATION OF PARALEGAL ASSOCIATIONS, INC.", as received and filed in this office the thirtieth day of January, A.D. 1979, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this thirtieth day of January in the year of our Lord one thousand nine hundred and seventy-nine.



RECEIVED FOR RECORD

Jan. 30 A.D. 1979

Robert J. Lonaway
RECORDER

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

Tom Dunne
Assistant Secretary of State

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CERTIFICATE OF INCORPORATION OF
NATIONAL FEDERATION OF
PARALEGAL ASSOCIATIONS, INC.

FIRST: The name of this Corporation is the NATIONAL
FEDERATION OF PARALEGAL ASSOCIATIONS, INC.

SECOND: Its registered office in the State of Delaware is
to be located at 306 South State Street, in the City of Dover,
County of Kent. The registered agent in charge thereof is the
United States Corporation Company, 306 South State Street,
Dover, Delaware 19901.

THIRD: The Corporation is organized as a business league
within the meaning of Section 501(c)(6) of the Internal Revenue
Code of 1954, as amended (or the corresponding provision of any
future United States Internal Revenue Law).

FOURTH: The purposes and objectives of the Corporation
are as follows:

A. To advance, foster and promote the paralegal profes-
sion; to monitor and participate in developments in the
paralegal profession; to maintain a nationwide communications
network among paralegal associations and other members of the
legal community; and to advance the educational standards of
such profession.

B. To participate in, carry on and conduct research,
seminars, experiments, investigations, studies or other work
relative to the paralegal profession.

C. To conduct its affairs, carry on its operations, and

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have offices within and without the State of Delaware, and to exercise the purposes expressed herein in any other state, territory, district or possession of the United States or in any foreign country.

D. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, subject to the following limitations:

(1) The Corporation shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit, and no part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the Corporation or to any other 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 reimbursement may be made for any expenses incurred for the Corporation by any officer, director, member, agent or employee, or any other person or corporation pursuant to and upon authorization of the Board of Directors).

(2) On dissolution of the Corporation, all of the Corporation's property and assets remaining after payment of or provision for all of its obligations shall be distributed only to such organization or organizations exempt from taxation pursuant to Section 501(c) of the Internal Revenue Code of 1954 as amended (or the corresponding sections of any future United States Internal Revenue Law), as shall be designated by the

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Board of Directors.

(3) Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of Section 501(c)(6) of the Internal Revenue Code of 1954, as amended (or the corresponding sections of any future United States Internal Revenue Law).

FIFTH: The Corporation shall not have authority to issue any capital stock; the conditions of membership in the Corporation shall be as set forth in the Bylaws of the Corporation; and no member shall be entitled to vote by proxy.

SIXTH: The name and address of the incorporator is:

Nancy Siegel
Suite 2600
Two Embarcadero Center
San Francisco, California 94111

SEVENTH: The number of Directors which shall constitute the entire Board of Directors shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws. The names and addresses of the persons who are to serve as Directors until the first annual meeting of members or until their successors are elected and qualify are as follows:

Nancy Siegel
Suite 2600
Two Embarcadero Center
San Francisco, California 94111

Judith Current
Suite 1800
1700 Broadway
Denver, Colorado 80290

Lesslee Etwiler
Suite 1888
1888 Century Park East
Los Angeles, California 90067

Shannon Liddiard
Suite 104
7362 University Avenue, N.E.
Minneapolis, Minnesota 55432

Carol Ann Woods
Suite 600
815 Connecticut Avenue, N.W.
Washington, D.C. 20006

Mary Guinan
One Chase Manhattan Plaza
50th Floor
New York, New York 10005

EIGHTH: The period of duration of the Corporation shall be perpetual.

The undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, does hereby make this Certificate of Incorporation, declaring and certifying that the facts herein stated are true, and accordingly has hereunto set her hand and seal this 8th day of January, 1979.


Nancy Siegel

United States Corporation Company

306 South State Street, Dover, Delaware

Albany, N. Y.
Carson City, Nev.
Chicago, Ill.
Jersey City, N. J.

Los Angeles, Cal.
Philadelphia, Pa.
St. Louis, Mo.
Washington, D. C.

Executive Offices

70 Pine Street, New York, New York 10005

FILED

JAN 30 1979

JAM

Robert C. Keenan
SECRETARY OF STATE

STATE OF DELAWARE }
KENT COUNTY }

INDEXED

RECORDED in the Office for the Recording of Deeds, Be
at Dover, in and for the said County of Kent, In Corp.

Record Y Vol. 61 Page 332 Etc.
the 30th day of January D. 19 79

WITNESS my Hand and the Seal of said office.

Robert J. Donaway Recorder