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 Secretary of State
 State of California W

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RESTATED ARTICLES OF INCORPORATION

MAY 05 2014
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The undersigned certify that:

1. They are the President and the Secretary, respectively, of LOS ANGELES COUNTY BAR ASSOCIATION PROJECTS, INC., a California nonprofit public benefit corporation (the "Corporation").

2. The Articles of Incorporation of the Corporation are amended and restated to read as follows:

AMENDED AND RESTATED ARTICLES OF INCORPORATION
 OF
 LACBA COUNSEL FOR JUSTICE

A California Nonprofit Public Benefit Corporation

ARTICLE I

The name of this corporation is LACBA Counsel for Justice.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized are to further the administration of justice and the delivery of legal services.

B. This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE III

A. No substantial part of the activities of this corporation shall consist of lobbying, carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office, except as provided in Section 501(h) of the Code.

B. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV

A. The property of this corporation is irrevocably dedicated to educational and charitable purposes meeting the requirements of Section 501(c)(3) of the Code and Section 214 of the California Revenue and Taxation Code. No part of the net income or assets of this corporation shall ever inure to the benefit of any of its members, directors or officers or other private person, except that this corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

B. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to one or more nonprofit funds, foundations or corporations organized and operated exclusively for educational or charitable purposes within the meaning of Section 501(c)(3) of the Code, which has established its tax exempt status under Section 501(c)(3) of the Code and which meets the requirements of Section 214 of the California Revenue and Taxation Code.

C. All references herein to (i) provisions of the Code shall be deemed to include corresponding provisions of any future United States internal revenue law and (ii) provisions of the California Revenue and Taxation Code shall be deemed to include corresponding provisions of any future California internal revenue law.

3. The foregoing amendment and restatement of the Articles of Incorporation has been approved by the Board of Directors of the Corporation.

4. The Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Los Angeles, California this 5th day of May, 2014.

Patricia Egan Daehnke

Name: Patricia Egan Daehnke
Title: President

Sally Suchil

Name: Sally Suchil
Title: Secretary

mirrored and sent to the Secretary
(2) copies to the Secretary
and to the Board of Directors
and to the State of California
for filing and recording.





I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAY 14 2014

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State