

**ARTICLES OF INCORPORATION**  
**OF**  
**THE GREATER RICHMOND**  
**INTELLECTUAL PROPERTY LAW ASSOCIATION**

**ARTICLE I**

**Name**

The name of this Association shall be:

"The Greater Richmond Intellectual Property Law Association", and may be referred to by the acronym "GRIPLA."

**ARTICLE II**

**Objects**

Section 1. **Purposes**. Subject to the limitations set forth below, the Association may conduct any or all lawful affairs, not required to be specifically stated in these Articles, for which a corporation may be incorporated under the Virginia Nonstock Corporation Act, and in particular, the objects of the Association shall be:

- a. To encourage and promote in the Greater Richmond geographic area the progress of science and the useful and creative arts;
- b. To aid in the development of patent, trademark, copyright, trade secret and other intellectual property laws and the principles of fair competition; to advocate the efficient and just administration of said laws and to advance the procedures in connection therewith in the Patent and Trademark Office, the Copyright Office, the Courts and other offices or tribunals charged with drafting, interpreting and administering such laws;

- c. To maintain high professional standards of conduct in the community served by the Association and to present continuing education programs;
- d. To discuss and take appropriate action in connection with any of the objects of the Association; and
- e. To foster good fellowship and communication and to promote social relations among its members.

**Section 2. Limitations.** The Association shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (the "Code"). To the extent consistent with Section 501(c)(6) of the Code, the Corporation may exercise any and all powers conferred upon nonstock corporations by Sections 13.1-826 and -827 of the Virginia Nonstock Corporation Act.

### **ARTICLE III**

#### **Membership**

**Section 1. Membership Classes.** There shall be four classes of membership in the Association: Active, Associate, Honorary, and Life, as defined below:

**Active Members:** Any member of the Bar of any State or foreign jurisdiction, who resides or maintains an office in the Greater Richmond geographic area, shall be eligible for election to active membership.

**Associate Members:** Any Patent Agent admitted to practice before the United States Patent and Trademark Office or the comparable office of any foreign jurisdiction, or any paralegal or other person who is interested in or concerned with promoting the progress of science and the useful and creative arts, who resides or maintains an office in the Greater Richmond geographic area, shall

be eligible for election to associate membership.

**Honorary members:** Judges and other distinguished persons interested in or concerned with promoting the progress of science and the useful and creative arts may, upon nomination and for good cause shown, be elected to honorary membership.

**Life Members:** Any member of the Association, upon his/her retirement, may, should that member so desire, become a life member of the Association.

**Section 2. Admission of Members.** Application for membership in any class may be made at any meeting of the Association by a member of any class presenting a motion, made and duly seconded, for membership into any class of a qualified candidate; and the candidate shall be elected to such class of membership by a vote of not less than two-thirds of the Active Members present and voting.

**Section 3. Rights and Privileges.** Members in the respective classes shall have the following rights and privileges:

**Active Members** shall have all powers and privileges including those of voting, election to and holding office, membership on committees, and other privileges and powers set forth under these Articles of Incorporation and in the By-Laws.

**Associate, Honorary and Life Members,** unless such members otherwise maintain Active Membership, shall have all of the powers and privileges of Active Members, except those of voting and election to and holding of office.

**Section 4. Additional Classes.** In addition to the classes of Active, Associate, Honorary, and Life members, the By-Laws of the Association may provide for additional or supplementary classes of membership or membership designation according to criteria, and having rights and privileges, as provided in the By-Laws as appropriate for such classes.

## **ARTICLE IV**

### **Registered Office**

The Corporation's initial registered office address, which is also the business address of the initial registered agent, is 1021 East Cary Street, Richmond, Virginia 23219. The registered office of the Corporation is located in the City of Richmond, Virginia.

## **ARTICLE V**

### **Registered Agent**

The name of the Corporation's initial registered agent is Ian D. Titley, an individual who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office of the Corporation.

## **ARTICLE VI**

### **Board of Directors**

The affairs and business of the Association shall be under the management and control of the Board of Directors which shall be composed of not less than five (5) nor more than nine (9) directors, or such other number as may be fixed from time to time by the members. The directors shall each serve for a term of two (2) years. Each director shall hold office until his or her death, resignation, disqualification or removal, or until his or her successor is elected and qualified at the expiration of his or her term. The duties of the Board of Directors shall include the appointment of Active Members to the Officers positions of President-Elect, Treasurer and Secretary and such other offices as the Board may deem necessary. A Director can serve for successive terms. The initial Board of Directors and their initial terms of office shall be Auzville Jackson, Jr., one (1) year; Lee N. Kump, two (2) years; J. Michael Martinez, one (1) year; Dana D. McDaniel, one (1) year; James T. Moore, two (2) years; Dennis H. Rainear, two (2) years; and Ian D. Titley, two (2) years.

## ARTICLE VII

### Officers

Section 1. Officers. The officers of the Association shall consist of a President, a President-Elect, a Secretary, a Treasurer and such other officers as the Board of Directors from time to time deems appropriate. Each officer shall hold office for a term of one (1) year or until his/her successor has been appointed and installed.

Section 2. Presiding Officers. At all meetings of the Association, the president shall preside, or, in his/her absence, the President-Elect, or, in his/her absence, the Secretary, or, in his/her absence, the Treasurer.

Section 3. Duties and Powers. The respective officers shall have the following duties and powers:

The President shall have the authority and power to do all things necessary to carry out all projects and purposes of the Association, subject to the control of the Board of Directors.

The President-Elect shall have such duties and powers as may be assigned or delegated to him/her by the President. In the event of a vacancy of the Office of President, the President-Elect shall succeed immediately to the Office of the President. The President-Elect shall succeed the President for the year following his/her year of tenure as President-Elect.

The Secretary shall keep a record of all proceedings of the meetings of the Association and shall at all times keep a complete roll of members according to membership classes.

The Treasurer shall collect, hold and regularly account for all funds and property of the Association from any source whatever, including annual dues and special assessments

which may be levied on the members of the Association. Subject to prior approval by the President, the Treasurer may disburse any and all funds and dispose of any and all property of the Association.

Section 4. Nomination and Election. Nominations for the Offices of the Association may be made to the Board of Directors by any member. The Board of Directors shall, by majority vote, appoint the President-Elect, the Secretary and the Treasurer and shall fill all vacancies which may arise.

## **ARTICLE VIII**

### **Dissolution**

Upon the dissolution of the Association and the winding up of its affairs, the assets of the Association shall be distributed exclusively to one or more entities organized and operated exclusively for charitable, scientific, literary or educational purposes.

## **ARTICLE IX**

### **Meetings**

Section 1. Annual Meeting. There shall be an Annual Meeting of the Association in May of each year and all members shall be notified in writing by the Secretary sent at least ten (10) days in advance of the place and time of meeting.

Section 2. Meetings. The President and the Board of Directors shall have authority to call meetings at their discretion upon notification in writing sent to the members of the Association at least ten (10) days in advance of a meeting.

Section 3. Quorum. At any meeting, ten (10) Active Members shall constitute a quorum to conduct any and all business of the Association.

## **ARTICLE X**

### **Property**

No person shall have any interest in the property of the Association.

## **ARTICLE XI**

### **Amendments**

These Articles of Incorporation may be amended at any meeting of the Association by at least a two-thirds vote of those Active Members present and voting, provided that a copy of the proposed amendment has been sent to the Active Members at least two (2) weeks prior to the meeting.

## **ARTICLE XII**

### **Indemnification**

The liability of the directors and officers of the Association shall be limited, and the Association shall indemnify its directors and officers, as follows:

- A. In any proceeding brought by or in the right of the Association or brought by or on behalf of directors of the Association, a director or an officer of the Association shall not be liable to the Association for any monetary damages arising out of any transaction, occurrence or course of conduct, unless in such proceeding the director or officer was adjudged to have engaged in willful misconduct or a knowing violation of the criminal law.
- B. To the full extent required or permitted by the Virginia Nonstock Corporation Act and any other applicable law, and in the manner thereby prescribed, the Association shall indemnify a director or officer of the Association who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or nonprofit enterprise. The Association shall promptly pay for or reimburse the reasonable expense, including attorneys' fees, incurred by any such

director or officer of the Association in connection with any such proceeding (whether or not made a party). Any payment or reimbursement of expense under this Article shall be made in advance of final disposition of any such proceeding if a written request is made by such officer or director and delivered to the Association accompanied by (i) a written statement of good faith belief that such officer or director is entitled to indemnity by the Association, and (ii) a written undertaking, executed personally or on his or her behalf, to repay the amount so paid or reimbursed if after final disposition of such proceeding it is determined that he or she did not meet the applicable standard of conduct. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

C. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Association to indemnify or contract in advance to indemnify any person not specified in paragraph B of this Article XII who was or is a party to any proceeding, by reason of the fact that he or she is or was an employee or agent of the Association as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or nonprofit enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in paragraph B of this Article XII.

D. The Association may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article XII and may also procure insurance, in such amount as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or nonprofit enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his or her status as such, whether or not the Association would have power to indemnify him or her



against such liability under the provisions of this Article XII.

E. If there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to the indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to paragraph B of this Article XII shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

F. The provisions of paragraph A of this Article XII shall be applicable only with respect to acts or omissions of officers and directors occurring after the effective date of these Articles of Incorporation. All other provisions of this Article XII shall be applicable to all actions, claims, suits or proceedings commenced after the effective date hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article XII shall diminish any of the limitations or rights provided pursuant to this Article XII with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

G. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

GIVEN under my hand this 23<sup>rd</sup> day of July, 1996.

INCORPORATOR

  
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Ian D. Titley

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

July 26, 1996

The State Corporation Commission has found the accompanying articles submitted on behalf of

**THE GREATER RICHMOND INTELLECTUAL PROPERTY LAW  
ASSOCIATION**

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

**CERTIFICATE OF INCORPORATION**

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective July 26, 1996.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT  
CIS20423  
96-07-25-0002