

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

April 9, 1999

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

THE ILLUSTRATORS CLUB, INC.

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

Therefore, it is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective April 9, 1999 at 12:32 PM.

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

AMENACPT
CIS20436
99-03-30-0053

EXHIBIT A

RESTATEMENT OF
ARTICLES OF INCORPORATION OF
THE ILLUSTRATORS CLUB, INC.

WHEREAS, the Corporation has been in existence as a nonprofit corporation under the laws of the Commonwealth of Virginia since April 14, 1986, and

WHEREAS, the person who drafted the original Articles of Incorporation and acted as its initial director, incorporator and registered agent has been replaced, and

WHEREAS, the original Articles of Incorporation contained various errors and omissions, which did not conform to the true purpose and intent of the Corporation and which caused it to fail an operational test for tax-exempt status by the Internal Revenue Service under a mistaken section of the Internal Revenue Code, and

WHEREAS, the Board of Directors has deemed it in the best interest of the Corporation to restate its Articles so as to correctly express its nonprofit purposes, both in organization and in operation;

NOW, THEREFORE, the Corporation does hereby restate its Articles of Incorporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia as follows:

1. The name of the Corporation is THE ILLUSTRATORS CLUB, INC.
2. The Corporation shall have four classes of members, to wit, Active, Associate, Corporate, and Student. The qualifications and rights of the members of each class respecting the conferring, limiting, or denying the right to vote are set forth in the Bylaws of the Corporation.
3. The Board of Directors shall consist of not less than one (1) nor more than fifteen (15) persons, as determined in accordance with the Bylaws of the Corporation, and shall be elected by a majority of Active members. The Board of Directors shall have sole power to manage the activities and affairs of the Corporation.
4. A. The name of the Corporation's registered agent is Linda Lunsford.
B. The registered agent is an individual who is a resident of Virginia and an initial director of the Corporation.
5. A. The Corporation's registered office address, which is the business address of the registered agent, is 515 North Hudson Street, Arlington, Virginia 22201.
B. The registered office is physically located in the County of Arlington.

6. The Corporation is a nonstock, nonprofit professional association whose purposes are: (a) to support, promote and preserve illustration as an art form and an industry; (b) to improve the business of illustration and allied graphic arts by maintaining high standards in accordance with a Code of Fair Practice; (c) to promote social and professional relations and cooperation among its members; and (d) to engage in any lawful activity related to the foregoing purposes, not inconsistent with the definition and qualifications of a "business league" under section 501(c)(6) and other relevant tax-exempt sections of the Internal Revenue Code.

7. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes 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, except legislation to advance the common business interests of its members as permitted under Internal Revenue Service regulations. The Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(6) or other relevant sections of the Internal Revenue Code.

8. Directors or Officers of the Corporation shall not be liable to either the Corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (a) a duty of loyalty to the Corporation or its members; (b) acts or omissions not in good faith or which involve willful misconduct or a knowing violation of the law; (c) a transaction from which the Director or Officer derived an improper personal benefit. Any Director or Officer of the Corporation shall have the right to be indemnified by the Corporation as provided by Article 9, Sections 13.1-875 et seq. of the Code of Virginia, as amended.

9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or other nonprofit purposes as shall at the time qualify as an exempt organization under Section 501(c) of the Internal Revenue Code, as the Board of Directors shall determine.

RESTATEMENT OF
ARTICLES OF INCORPORATION OF
THE ILLUSTRATORS CLUB, INC.

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10. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to such reservation; provided, however, that any such action not cause its nonprofit tax-exempt status to be revoked.

IN TESTIMONY WHEREOF, The Illustrators Club, Inc. has caused these Articles of Restatement of its Articles of Incorporation to be signed in its name by its President, this 29th day of March, 1999, pursuant to the authority duly granted by resolution of its Board of Directors.

THE ILLUSTRATORS CLUB, INC.

By: Martha Vaughan
Martha Vaughan, President