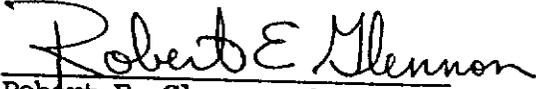


RECEIVED
CRIMINAL DIVISION
JUN 15 12 21 PM '80
INTERNAL SECURITY
SECTION
REGISTRATION UNIT

EXHIBIT "C"

ARTICLES OF INCORPORATION
AND
BYLAWS
OF
WILLIAMS AND JENSEN,
A PROFESSIONAL CORPORATION

I hereby certify that the attached is a true copy of the Articles
of Incorporation and Bylaws of the Corporation.


Robert E. Glennon, Secretary

(Corporate Seal)

ARTICLES OF INCORPORATION

OF

WILLIAMS AND JENSEN, A PROFESSIONAL CORPORATION

FILED

To: The Recorder of Deeds, D.C.
Washington, D.C.

FEB. 16 1972

BY: *WJ*

We, the undersigned natural persons of the age of twenty-one or more, acting as incorporators of a professional corporation under the District of Columbia Professional Corporation Act adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the corporation is "Williams and Jensen, a professional corporation".

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is rendering professional services as attorneys at law.

FOURTH: The aggregate shares which the corporation is authorized to issue is one hundred (100) shares of common stock without par value only.

FIFTH: The preferences, qualifications, limitations, restrictions and special or relative rights in regard to the shares of each class are:

- (1) No person shall be a shareholder unless he is an individual licensed to practice law in the District of Columbia.

SIXTH: The corporation will not commence business until at least one thousand dollars has been received by it as consideration for the issuance of shares.

SEVENTH: The provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation are: None.

EIGHTH: The provisions for regulation of the internal affairs of the corporation are: None.

NINTH: The address including street and number of the initial registered office of the corporation is 1130 17th Street, N.W., Washington, D.C. 20036, and the name of the initial registered agent is J.D. Williams. The address, including street and number, if any, where it conducts its principal business is, 1130 17th Street, N.W., Washington, D.C. 20036.

TENTH: The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses, including street and number, if any, of the persons who are licensed to practice law in the District of Columbia and who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

J.D. Williams

1130 17th Street, N.W.
Washington, D.C. 20036

Robert E. Jensen

1130 17th Street, N.W.
Washington, D.C. 20036

Fred A. Gipson

1130 17th Street, N.W.
Washington, D.C. 20036

ELEVENTH: The name and addresses, including street and number, if any, of the original shareholders are:

NAME

ADDRESS

J.D. Williams

1130 17th Street, N.W.
Washington, D.C. 20036

Robert E. Jensen

1130 17th Street, N.W.
Washington, D.C. 20036

Fred A. Gipson

1130 17th Street, N.W.
Washington, D.C. 20036

TWELFTH: The name and address, including street and number, if any, of each incorporator is:

NAME

ADDRESS

J.D. Williams

1130 17th Street, N.W.
Washington, D.C. 20036

Robert E. Jensen

1130 17th Street, N.W.
Washington, D.C. 20036

Fred A. Gipson

1130 17th Street, N.W.
Washington, D.C. 20036

THIRTEENTH: Each of the original shareholders and directors named herein is licensed to render professional services as an attorney at-law in the District of Columbia.

DATE:

J. D. Williams
Incorporator

Robert E. Jensen
Incorporator

Fred A. Gipson
Incorporator

Mail to:

Office of Recorder of Deeds,
Washington, D.C.

Fees Due:

| | |
|------------------------|-----------------|
| Filing Fee | \$ 20.00 |
| Indexing Fee | 2.00 |
| Initial License Fee | <u>10.00</u> |
| Total | <u>\$ 32.00</u> |

BYLAWS

of

Williams & Jensen

A District of Columbia Professional Corporation

Article I

Meetings of Shareholders

Section 1. Place. All meetings of shareholders shall be held at the principal office of the Corporation in the District of Columbia or at such other place, either within or without the District of Columbia, as from time to time may be determined by the Board of Directors and specified in the notice of such meeting.

Section 2. Annual Meeting. The annual meeting of shareholders shall be held on the first Monday in December at 2:30 p.m., if not a legal holiday, and if a legal holiday, then at the same hour on the next business day. At such meeting, the shareholders shall elect the directors of the Corporation and shall transact such other business as may come before the meeting.

Section 3. Special Meetings. Special meetings of shareholders may be called at any time by the President or by a majority of the directors. It shall also be the duty of the President to call such meetings whenever requested in writing so to do by the holders of not less than one-tenth of all the shares entitled to vote at the meeting, which request shall state the objects of the proposed meeting. Business transacted at all special meetings shall be confined to the objects stated in the notice.

Section 4. Quorum. A majority in number of the shares issued and outstanding and entitled to vote, represented by the holders in person, or by proxy, shall be requisite at all meetings to constitute a quorum for the election of directors or the transaction of any other business. If, however, such majority shall not be present at any such meeting, the

shareholders present and entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite amount of voting shares shall be represented. At any such adjourned meeting at which the requisite amount of voting shares shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5. Voting. At any meeting of the shareholders at which a quorum is present, the affirmative vote of the holders of a majority of the shares entitled to vote thereat shall be had on any matter coming before such meeting in order to constitute such action the valid act of the shareholders thereon, unless otherwise provided by law or by the Certificate of Incorporation or these Bylaws. Every shareholder of record shall be entitled to one vote for every share standing in his name on the books of the Corporation on the record date fixed as hereafter provided or, if no such record date was fixed with respect to such meeting, on the day of the meeting.

Section 6. Record date. The Board of Directors may close the stock transfer books of the Corporation for a period not exceeding 50 nor less than ten days preceding the date of any meeting of shareholders, or in lieu of closing the stock transfer books, the Board of Directors may fix in advance a date, not exceeding 50 nor less than ten days prior to the date of holding any meeting of shareholders as a record date for the determination of the shareholders entitled to notice of, and to vote at, any such meeting, and in such case only shareholders of record on the record date so fixed shall be entitled to such notice of, and to vote at, such meeting.

Section 7. Notice. Notice of the time and place of the annual meeting of shareholders and notice of the time, place, and purpose of each special meeting of the shareholders shall be given at least ten and not more than 50 days before the date set for such meeting to each shareholder of record and entitled to vote at such meeting, except that if the authorized shares are to be increased at least 30 days' notice shall be given.

Article II

Directors

Section 1. Number and qualifications. The management and control of the affairs, business, and property of the Corporation shall be vested in its Board of Directors. The number of directors of the Corporation shall be not more than five, nor less than two, which number may be increased from time to time by amendment of these Bylaws. The directors shall be elected at the annual meeting of shareholders, except as otherwise provided for filling vacancies. Each director shall hold office until the annual meeting of shareholders held next after his election or other manner of appointment, and until his successor shall have been elected and shall qualify or until his death, resignation, or removal. No person shall be elected or shall serve as a director unless such person is duly licensed to practice law in the District of Columbia.

Section 2. Annual meetings. The annual meeting of the Board of Directors shall be held in each year immediately after and at the same place as the annual meeting of shareholders. No notice of the annual meeting of the Board of Directors need be given.

Section 3. Regular meetings. Regular meetings of the Board of Directors may be held at such places and at such times as the Board may from time to time determine by resolution. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which otherwise would be held on that day shall be held at the same hour on the next succeeding business day not a legal holiday. No notice of regular meetings of the Board of Directors need be given.

Section 4. Special meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the directors. Notice of each special meeting of the Board of Directors shall be given to each director at least two days before the day on which the special meeting is to be held. Every such notice shall state the time and place of the meeting and the purpose thereof. The business transacted at such special meeting shall be confined to the purposes stated in the notice.

Section 5. Quorum. At each meeting of the Board of Directors, at least a majority of the directors shall be present in order to constitute a quorum for the transaction of business. In the absence of a quorum, those directors present may adjourn any meeting until a quorum is had. Notice of any such adjourned meeting need not be given.

Section 6. Place of meeting. The Board of Directors may hold its meetings at such places within or without the District of Columbia as shall be specified or fixed in the respective notice of waivers of notice thereof.

Section 7. Vacancies. All vacancies in the Board of Directors, whether caused by death, resignation, removal, or otherwise, shall be filled by a majority vote of the remaining directors.

Section 8. Removal. Any director may be removed at any time, with or without cause, by vote of the holders of a majority of the shares present, in person or by proxy, at any special meeting of the shareholders called for that purpose.

Section 9. Resignation. Any director may resign at any time by giving written notice to the President or to the Secretary. The resignation of any director shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article III

Officers

Section 1. Officers and qualifications. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices except that the President shall not be also the Secretary, but in no case shall one person sign a single instrument of any kind in more than one capacity. None of the officers except the President need be a member of the Board of Directors. No person shall be elected or shall serve as an executive officer of the Corporation unless such person is a shareholder in the Corporation.

Section 2. President. The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the shareholders and directors, shall have active and general management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President also shall appoint and discharge all subordinate agents and employees and fix their salaries, subject to review by the Board of Directors, and shall designate the duties they are to perform.

Section 3. Vice President. The Vice President shall perform such duties as may be assigned by the Board of Directors or by the President.

Section 4. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and the minutes of the meetings of the shareholders in appropriate books. He shall attend to the giving of all notices of the Corporation. He shall have charge of the books or records containing the names, alphabetically arranged, of all persons who are shareholders of the Corporation and such other books and papers as the Board may direct, and shall perform all the duties incidental to his office.

Section 5. Treasurer. The Treasurer shall have the care and custody of all of the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such banks or depositories as the Board of Directors may from time to time select.

Section 6. Bond. The Board of Directors, by resolution, may require any or all of the officers of the Corporation to give bonds in favor of the Corporation, with sufficient surety or sureties, and in such amounts as the Board of Directors may fix, conditioned for the faithful performance of the duties of their respective offices.

Article IV

Office

The principal office of the Corporation shall be located in the District of Columbia. The Corporation may have such additional offices as the Board of Directors from time to time may determine as the business of the Corporation may require.

Article V

Seal

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year in which incorporated, and the words, "District of Columbia - Corporate Seal."

Article VI

Shares

Section 1. Eligible shareholders. The shares of the Corporation shall be issued only to persons duly licensed to practice law in the District of Columbia.

Section 2. Certificates. The certificates for shares of the Corporation shall be in such form as shall be approved by the Board of Directors. The shares of the Corporation shall be transferable only on the books of the Corporation by the holder thereof in person or by his attorney, upon surrender for cancellation of the certificate or certificates with an assignment and power of transfer endorsed thereon or attached thereto duly executed, and with such proof of authenticity of the signature as the Corporation or its agents reasonably may require. The certificates shall be signed by the President or Vice President, and the Secretary or the Treasurer, and shall bear the seal of the Corporation, which seal may be facsimile, engraved, or printed.

Section 3. Lost certificates. No certificate for shares in the Corporation shall be issued in place of any certificate alleged to have been lost, stolen, or destroyed, except upon production to the Corporation or its agents of satisfactory evidence of such loss, theft, or destruction, and upon delivery to the Corporation of a bond of indemnity in such amount and upon such terms as the Board of Directors in its discretion may require.

Section 4. Restrictions on transfer of shares. No shareholder of the Corporation and no representative of a deceased or incompetent shareholder may sell, transfer, pledge, or hypothecate any of such shareholder's shares in this Corporation except to the Corporation or to another individual who is then a person duly licensed to practice law in the District of Columbia.

Section 5. Disbarment, death, or retirement. If any shareholder of the Corporation for any reason ceases to be duly licensed to practice law in the District of Columbia, or is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services as an attorney at law or upon the death or adjudication of incompetency of a shareholder, or upon the severance of a shareholder as an officer, agent, or employee of the Corporation, or in the event any shareholder of the Corporation, without first obtaining the written consent of all other shareholders of the Corporation, shall become a shareholder or an officer, director, agent, or employee of another professional service corporation authorized to practice law in the District of Columbia or if any shareholder makes an assignment for the benefit of creditors, or files a voluntary petition in bankruptcy or becomes the subject of an involuntary petition in bankruptcy, or attempts to sell, transfer, hypothecate, or pledge any shares in this Corporation to any person or in any manner prohibited by law or by the Bylaws of the Corporation or if any lien of any kind is imposed upon the shares of any shareholder and such lien is not removed within 30 days after its imposition, or upon the occurrence, with respect to a shareholder, of any other event hereafter provided for by amendment to the Certificate of Incorporation or these Bylaws, then and in any of such events, the shares in this Corporation of such shareholder shall then and thereafter have no voting rights of any kind, shall not be entitled to any dividend or rights to purchase shares of any kind which may be declared thereafter by the Corporation, and shall be forthwith transferred, sold, and purchased or redeemed at such price or value and only in the manner following:

(a) The purchase or redemption price of such shares shall be the book value of such shares as determined in accordance with §1117 of the District of Columbia Professional Corporation Act.

(b) Upon the occurrence of any such event, the holder of such shares shall forthwith endorse, assign, transfer, and deliver such shares and the certificates evidencing the same to such individual or individuals, or to the Corporation itself, as may be directed by resolution of the Board of Directors. Simultaneously with such delivery, the purchase

or redemption price, determined as provided in paragraph (a) of this section, shall become payable to such shareholder (or to his legal representative if he be deceased or incompetent) by the purchasing individual or individuals, or by the Corporation, as the case may be, in the following manner: 33-1/3% of such price shall be paid in cash on the date of such delivery, and the balance of such price shall be paid in two equal installments, without interest, payable respectively six months and one year following the date of such delivery. If requested, the purchasing individual or individuals, or the Corporation, as the case may be, shall evidence the deferred payments by promissory note or notes duly executed and delivered. To the extent any such shares are purchased by the Corporation, such shares and the certificates evidencing the same shall stand redeemed and shall forthwith be cancelled. To the extent any such shares are purchased by an individual or individuals, the shares and the certificates evidencing the same shall be reissued to the purchasing individual or individuals and in the name or names thereof.

Section 6. Restrictive endorsement. Each certificate representing shares of the Corporation shall contain an endorsement reading substantially as follows:

"The ownership and transfer of these shares and the rights and obligations of shareholders are subject to the limitations of the District of Columbia Professional Corporation Act."

Article VII

Notices

Section 1. Written notice. Whenever the provisions of a statute or the Certificate of Incorporation, or any of these Bylaws require or permit notice to be given to any director, officer, or shareholder, it shall not be construed to require personal notice, but any such notice may be given in writing by depositing the same in a post office or letter box in a postpaid, sealed wrapper, or by delivering the same to a telegraph company for transmission by wire, the cost thereof being prepaid, in either case addressed to such director, officer, or shareholder at his address as the same appears on the books of the Corporation, and the time when the same shall be so mailed or delivered to the telegraph company shall be deemed to be the time of the giving of such notice.

Section 2. Waivers. Any shareholder or director may waive in writing or by telegraph any notice required or permitted to be given under any provisions of any statute or of the Certificate of Incorporation or of these Bylaws, either before, at, or after the meeting or other event of which notice is so provided. All shareholders or directors present at any meeting shall be deemed to have waived any and all notice thereof.

Article VIII

Indemnification of Professional Employees

Each of the officers, shareholders, agents, and employees who renders professional services for the Corporation as an attorney, shall be, and is hereby, indemnified and held harmless by the Corporation from and against any and all liabilities, claims, losses, demands, and expenses whatsoever arising out of or by reason of any negligent or wrongful acts or misconduct committed by him, or by any person under his direct supervision and control, while rendering such professional services on behalf of the Corporation; provided, however, the Corporation shall not be so liable with respect to any matter in which such person has been guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders, or any other person.

Article IX

Fiscal Year

The fiscal year of the Corporation shall begin on the ^{every year, except that} the first fiscal year shall begin on the day of incorporation.

Article X

Amendment of Bylaws

The Board of Directors, by a vote of a majority of those present at any meeting at which a quorum is present, may alter, amend, or repeal these Bylaws, and any Bylaw or alteration, amendment, or repeal so made may be further amended, altered, or repealed by the Board of Directors as herein provided, or by the shareholders entitled to vote at any regular or special meeting of the shareholders.