

#5699

EXHIBIT C

Part 1 of 2

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of WILLIAMS, MULLEN, CLARK & DOBBINS, P.C. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.

2005 JUL 21 PM 4:27
CORP/ISS/REGISTRATION UNIT



*Signed and Sealed at Richmond on this Date:
June 14, 2005*

Joel H. Peck
Joel H. Peck, Clerk of the Commission

ARTICLES OF MERGER

OF

HOFHEIMER NUSBAUM, P.C.
(a Virginia professional corporation)

INTO

WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.
(a Virginia professional corporation)

2015 JUL 21 PM 4:27
CORPORATE REGISTRATION UNIT

Pursuant to Section 13.1-720 of the Virginia Stock Corporation Act, Hofheimer Nusbaum, P.C., a Virginia professional corporation ("Hofheimer Nusbaum"), and Williams, Mullen, Clark & Dobbins, P.C., a Virginia professional corporation ("Williams Mullen"), hereby execute these Articles of Merger for the purpose of merging Hofheimer Nusbaum with and into Williams Mullen (the "Merger"). The Merger is permitted by the laws of the Commonwealth of Virginia and the organizational documents of Williams Mullen and Hofheimer Nusbaum, both of which have complied with the laws of the Commonwealth of Virginia and their organizational documents in effecting the Merger.

ARTICLE I

The Plan of Merger governing the Merger is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").

ARTICLE II

Williams Mullen shall be the "Surviving Corporation" in the Merger.

ARTICLE III

A. The Plan of Merger was submitted to the shareholders by the board of directors of Hofheimer Nusbaum in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group of Hofheimer Nusbaum entitled to vote separately on the Plan of Merger were:

<u>Designation</u>	<u>No. of Outstanding Shares</u>	<u>No. of Votes</u>
Common	1,330	1,300

The total number of votes cast for and against the Plan of Merger by each voting group of Hofheimer Nusbaum entitled to vote separately on the Plan of Merger were:

<u>Voting Group</u>	<u>Total No. of Votes Cast FOR the Plan</u>	<u>Total No. Votes Cast AGAINST the Plan</u>
Common	1,300	-0-

The number of votes cast for the Plan of Merger by each voting group of Hofheimer Nusbaum was sufficient for approval by that voting group.

B. The Plan of Merger was submitted to the shareholders by the board of directors of Williams Mullen in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group of Williams Mullen entitled to vote separately on the Plan of Merger were:

<u>Designation</u>	<u>No. of Outstanding Shares</u>	<u>No. of Votes</u>
Common	10,100	10,100

The total number of votes cast for and against the Plan of Merger by each voting group of Williams Mullen entitled to vote separately on the Plan of Merger were:

<u>Voting Group</u>	<u>Total No. of Votes Cast FOR the Plan</u>	<u>Total No. Votes Cast AGAINST the Plan</u>
Common	10,100	-0-

The number of votes cast for the Plan of Merger by each voting group of Williams Mullen was sufficient for approval by that voting group.

ARTICLE IV

The Merger shall become effective at 12:01 a.m. Eastern Time on May 1, 2004.

The undersigned Chairman and President of Hofheimer Nusbaum, P.C. declares that the facts herein stated are true as of April 30, 2004.

HOFHEIMER NUSBAUM, P.C.,
a Virginia professional corporation

By: William A. Old, Jr.
William A. Old, Jr., Chairman & President

The undersigned Chairman and CEO of Williams, Mullen, Clark & Dobbins, P.C. declares that the facts herein stated are true as of April 30, 2004.

WILLIAMS, MULLEN, CLARK & DOBBINS,
P.C., a Virginia professional corporation

By:



Julius P. Smith, Jr., Chairman & CEO

1010058.03

2005 JUL 21 PM 4: 27
CRM/ISS/REGISTRATION UNIT

Exhibit A

**PLAN OF MERGER
BETWEEN
HOFHEIMER NUSBAUM, P.C.
AND
WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.**

Pursuant to this Plan of Merger ("Plan of Merger"), Hofheimer Nusbaum, P.C., a Virginia professional corporation ("Hofheimer Nusbaum"), shall merge with and into Williams, Mullen, Clark & Dobbins, P.C., a Virginia professional corporation ("Williams Mullen"), pursuant to Section 13.1-716 of the Virginia Stock Corporation Act.

**ARTICLE I
Terms of the Merger**

1.1 The Merger. Subject to the terms and conditions of that certain Agreement dated April 23, 2004 between Williams Mullen and Hofheimer Nusbaum (the "Merger Agreement"), Hofheimer Nusbaum shall merge with and into Williams Mullen pursuant to Section 13.1-716 of the Virginia Stock Corporation Act (the "Merger"). At the Effective Time, the Merger shall have the effect provided in Section 13.1-721 of the Virginia Stock Corporation Act. Williams Mullen shall be the "Surviving Corporation" and the separate corporate existence of Hofheimer Nusbaum shall cease.

1.2 Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of Williams Mullen in effect at the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Corporation (until hereafter amended or repealed).

1.3 Management of the Surviving Corporation.

(a) By virtue of the Merger, at the Effective Time, the Board of Directors of the Surviving Corporation shall consist of the following fourteen (14) individuals, with terms as follows and as more fully set forth in the Bylaws: (i) Directors with three-year terms expiring February 1, 2005: Julious P. Smith, Jr., R. Brian Ball, and James V. Meath; (ii) Directors with three-year terms expiring February 1, 2006: Donald H. Clark, William A. Old, Jr., Samuel W. Hixon, III, and Craig L. Rascoe; (iii) Directors with three-year terms expiring February 1, 2007: Thomas R. Frantz, A. Brooks Hock, and Malcolm E. Ritsch, Jr.; (iv) Directors with two-year terms expiring February 1, 2006: Craig L. Mytelka, David A. Reed, and John L. Walker, III; and (v) Directors serving pursuant to the Bylaws as Region Head of a Region Office, Thomas B. McVey.

(b) By virtue of the Merger, at the Effective Time the officers of the Surviving Corporation shall be as follows:

Julious P. Smith, Jr.
Chairman & Chief Executive Officer

Thomas R. Frantz
President & Chief Operating Officer

Donald H. Clark
President Emeritus

R. Brian Ball
Vice President

Thomas B. McVey
Vice President

James V. Meath
Vice Chairman

Craig L. Mytelka
Vice President

William A. Old, Jr.
Vice President

Craig L. Rascoe
Vice President

David A. Reed
Vice President

Malcolm E. Ritsch, Jr.
Vice President

Frederick T. Stant, III
Vice President

John L. Walker, III
Vice President

A. Brooks Hock
Secretary

Samuel W. Hixon, III
Treasurer

Howard W. Dobbins
Vice Chairman Emeritus

Danny W. Jackson
Executive Director (Ex Officio)

2005 JUN 21 PM 4: 27
GEN/ISS/REGISTRATION UNIT

1.4 Effective Time. The Effective Time shall be 12:01 a.m. Eastern Daylight Time on May 1, 2004.

ARTICLE II Manner of Converting Shares

2.1 Exchange of Shares. Each shareholder of Hofheimer Nusbaum currently owns and holds 70 shares of the common stock of Hofheimer Nusbaum (the "Hofheimer Nusbaum Common Stock"). Upon, and by reason of, the Merger becoming effective pursuant to the issuance of a Certificate of Merger by the Virginia State Corporation Commission, the 1,330 shares of Hofheimer Nusbaum Common Stock issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be converted into and exchanged for shares of common stock of Williams Mullen (the "Williams Mullen Common Stock") so that each shareholder of Hofheimer Nusbaum of record immediately prior to the Effective Time receives, in the aggregate, 100 shares of Williams Mullen Common Stock in exchange for his or her 70 shares of Hofheimer Nusbaum Common Stock, with only such rights as are provided with respect to such shares pursuant to the Articles of Incorporation of Williams Mullen in effect at the Effective Time, as the same may be amended from time to time hereafter, or pursuant to applicable law. After the Effective Time, each holder of a certificate representing any shares of Hofheimer Nusbaum Common Stock shall cease to have any rights with respect to such Hofheimer Nusbaum Common Stock, except the right to receive any dividends previously declared but unpaid as to such stock. Upon surrender by the holders thereof of the certificates evidencing the shares of stock of Hofheimer Nusbaum outstanding at the Effective Time, such holders shall be entitled to receive in exchange therefor a certificate for the appropriate number of shares of common stock of the surviving corporation determined in accordance with the provisions of this Article II.

ARTICLE III Termination

This Plan of Merger may be terminated at any time prior to the Effective Time by the parties hereto pursuant to Article V of the Merger Agreement.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, MAY 1, 2004

The State Corporation Commission finds the accompanying articles submitted on behalf of

WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective May 1, 2004, at 12:01 AM. Each of the following

HOFHEIMER NUSBAUM, P.C.

is merged into WILLIAMS, MULLEN, CLARK & DOBBINS, P.C., which continues to exist under the laws of VIRGINIA with the name WILLIAMS, MULLEN, CLARK & DOBBINS, P.C., the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By 

Commissioner

ARTICLES OF MERGER

OF

WISE & MARSAC, a PROFESSIONAL CORPORATION
(a Michigan professional corporation)

Wise

INTO

WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.
(a Virginia professional corporation)

Williams

Pursuant to Sections 13.1-720 and 13.1-722 of the Virginia Stock Corporation Act, Wise & Marsac, a Professional Corporation, a Michigan professional corporation ("W&M") and Williams, Mullen, Clark & Dobbins, P.C., a Virginia professional corporation ("WMCD"), hereby execute these Articles of Merger for the purpose of merging W&M with and into WMCD (the "Merger"). The Merger is permitted by the laws of the State of Michigan and the organizational documents of W&M, and W&M has complied with the laws of the State of Michigan and the organizational documents of W&M in effecting the Merger.

ARTICLE I

The Plan of Merger governing the Merger is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").

ARTICLE II

WMCD shall be the "Surviving Corporation" in the Merger.

ARTICLE III

The Plan of Merger was approved at a special meeting of the Board of Directors of W&M duly called and held on March 20, 2001, and recommended to the shareholders by the

Board of Directors at a special meeting of the shareholders duly called and held on March 31, 2001, where it was approved by the affirmative vote of a sufficient number of holders of the common stock of W&M. The Plan of Merger was also approved at a special meeting of the Board of Directors of WMCD duly called and held on March 19, 2001, and submitted to the shareholders by the Board of Directors at a special meeting of the shareholders duly called and held on March 22, 2001, where it was approved by the unanimous vote of the holders of the common stock of WMCD.

ARTICLE IV

The Merger shall become effective at 12:01 a.m. Eastern Time on the 10th day of April, 2001.

IN WITNESS WHEREOF, these Articles of Merger have been executed for and on behalf of W&M and WMCD as of the 31st day of March, 2001.

WISE & MARSAC, a Michigan professional corporation

By: 
Robert A. Marsac, Chairman of the Board

WILLIAMS, MULLEN, CLARK & DOBBINS, P.C., a Virginia professional corporation

By: _____
Julious P. Smith, Jr., CEO

**PLAN OF MERGER
BETWEEN
WISE & MARSAC, a PROFESSIONAL CORPORATION
AND
WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.**

2005 JUL 21 PM 4:27
CRM/ISS/REGISTRATION UNIT

Pursuant to this Plan of Merger ("Plan of Merger"), Wise & Marsac, a Professional Corporation, a Michigan professional corporation ("W&M"), shall merge with and into Williams, Mullen, Clark & Dobbins, P.C., a Virginia professional corporation ("WMCD"), pursuant to Section 13.1-716 of the Virginia Stock Corporation Act.

**ARTICLE I
Terms of the Merger**

1.1 The Merger. Subject to the terms and conditions of that certain Agreement dated March 30, 2001, between WMCD and W&M (the "Merger Agreement"), W&M shall merge with and into WMCD pursuant to Section 13.1-716 of the Virginia Stock Corporation Act (the "Merger"). At the Effective Time, the Merger shall have the effect provided in Section 13.1-721 of the Virginia Stock Corporation Act. WMCD shall be the "Surviving Corporation" and the separate corporate existence of W&M shall cease.

1.2 Amendment and Restatement of Articles of Incorporation of the Surviving Corporation. Pursuant to Sections 13.1-711 and 13.1-716 of the Code of Virginia of 1950, as amended, at the Effective Time, the Articles of Incorporation of WMCD, as the Surviving Corporation, shall be amended and restated as set forth in Annex I hereto.

1.3 Articles of Incorporation and Bylaws. The Articles of Incorporation, as amended and restated hereby, and the Bylaws of WMCD in effect at the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Corporation (until hereafter amended or repealed).

1.4 Management of the Surviving Corporation.

(a) By virtue of the Merger, at the Effective Time, the Board of Directors of the Surviving Corporation (the "Board") shall consist of the following (i) ten (10) elected individuals: Julious P. Smith, Jr.; Samuel W. Hixon, III; Reginald N. Jones; A. Brooks Hock; James V. Meath; Malcolm E. Ritsch, Jr.; R. Brian Ball; Donald H. Clark; Frederick T. Stant, III; and Thomas R. Frantz; (ii) the heads of regions having twenty (20) or more full-time attorneys with no other voting representation on the Board: Robert A. Marsac and Thomas B. McVey; and (iii) director emeritus (a nonvoting director): Howard W. Dobbins.

(b) As more fully set forth in the Bylaws, the elected directors shall be divided into three classes. Class I shall consist of Samuel W. Hixon, III, Reginald N. Jones and Donald H. Clark; Class II shall consist of Malcolm E. Ritsch, Jr., A. Brooks Hock and Thomas R. Frantz; and Class III shall consist of Julious P. Smith, Jr., James V. Meath, R. Brian Ball and Frederick T. Stant, III. The initial term of the Class I directors shall expire at the annual meeting of shareholders in 2003, the initial term of the Class II directors shall expire at the annual meeting of shareholders in 2004 and the initial term of the Class III directors shall expire at the annual meeting of shareholders in 2002.

(c) By virtue of the Merger, at the Effective Time the officers of the Surviving Corporation shall be as follows:

Julious P. Smith, Jr.	-	Chairman and Chief Executive Officer
Donald H. Clark	-	President and Chief Operating Officer
Frederick T. Stant, III	-	Vice President
Thomas R. Frantz	-	Vice President
Reginald N. Jones	-	Vice President
James V. Meath	-	Vice President
Malcolm E. Ritsch, Jr.	-	Vice President
R. Brian Ball	-	Vice President
Robert A. Marsac	-	Vice President
Thomas B. McVey	-	Vice President
Samuel W. Hixon, III	-	Treasurer
A. Brooks Hock	-	Secretary

1.5 **Effective Time.** The Effective Time shall be 12:01 a.m. Eastern Time on April 10, 2001; provided however that, for tax purposes only, the Effective Time shall be deemed to be 12:01 a.m. Eastern Time on April 1, 2001.

ARTICLE II

Manner of Converting Shares

2.1 **Exchange of Shares.** Each shareholder of W&M currently owns and holds 1 share of the common stock of W&M (the "W&M Common Stock"). Upon, and by reason of, the Merger becoming effective pursuant to the issuance of a Certificate of Merger by the Virginia State Corporation Commission, the 7 shares of W&M Common Stock issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be converted into and exchanged for shares of common stock of WMCD (the "WMCD Common Stock") so that each shareholder of W&M of record immediately prior to the Effective Time receives, in the aggregate, 100 shares of WMCD Common Stock in exchange for his or her 1 share of W&M Common Stock with only such rights as are provided with respect to such shares pursuant to the Amended and Restated Articles of Incorporation attached hereto, as the same may be amended from time to time hereafter, or pursuant to applicable law. After the Effective Time, each holder of a certificate representing any shares of W&M Common Stock shall cease to have any rights with respect to such W&M Common Stock, except the right to receive any dividends previously declared but unpaid as to such stock. Upon surrender by the

holders thereof of the certificates evidencing the shares of stock of W&M outstanding at the Effective Time, such holders shall be entitled to receive in exchange therefor a certificate for the appropriate number of shares of common stock of the surviving corporation determined in accordance with the provisions of this Article II.

ARTICLE III Termination

This Plan of Merger may be terminated at any time prior to the Effective Time by the parties hereto pursuant to Article V of the Merger Agreement.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.**

ARTICLE I

Name

The name of the Corporation shall be Williams, Mullen, Clark & Dobbins, P.C. (hereinafter referred to as the "Corporation").

ARTICLE II

Purposes and Powers

The Corporation is organized for the following purposes:

- A. To engage in every phase and aspect of rendering the professional services of attorneys-at-law through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services. The Corporation's shareholders, officers, employees, and agents licensed or otherwise legally qualified to render such professional services shall perform such professional services only in states or jurisdictions wherein they are legally qualified to do so pursuant to applicable law.
- B. For the purposes of rendering of the above described professional services, to invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investments, to own real or personal property, or to exercise any other investment power granted to

corporations under Title 13.1 of the Code of Virginia, as amended, which is not in conflict with Chapter 7 of Title 13.1 of the Code of Virginia, as amended and in effect from time to time.

The paragraphs of this Article shall be construed as both objects and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III

Capital Stock

A. The aggregate number of shares of stock which the Corporation shall have authority to issue is 15,000 shares of common stock with a par value of \$1.00 per share. No shareholder shall have the preemptive right to acquire unissued shares of stock of the Corporation.

B. The Corporation shall have as its shareholders only individuals who themselves are duly licensed or otherwise legally authorized to render the same professional services as the Corporation and of which shareholders at least one is duly licensed or otherwise legally authorized to render such professional services within a state or jurisdiction wherein the Corporation maintains an office.

ARTICLE IV

Directors

Only persons duly licensed or otherwise duly authorized to render the professional services of the Corporation shall be members of its Board of Directors.

ARTICLE V

Liability of Officers and Directors

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

A. In any proceeding brought by or in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, an officer or a director of the Corporation shall not be liable to the Corporation or its shareholders 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 or any federal or state securities law.

B. To the full extent required or permitted by the Virginia Stock Corporation Act and any other applicable law, and in the manner thereby prescribed, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or nonprofit enterprise. The Corporation shall promptly pay for or reimburse the reasonable expenses, including attorneys' fees, incurred by any such officer or director of the Corporation in connection with any such proceeding (whether or not made a party). Any payment or reimbursement of expenses under this Section 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 Corporation accompanied by (i) a written statement of good faith belief that such officer or director is entitled to indemnity by the

Corporation, and (ii) a written undertaking, executed personally or on his behalf, to repay the amount so paid or reimbursed if after final disposition of such proceeding it is determined that he 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 Corporation to indemnify or contract in advance to indemnify any person not specified in Section B of this Article V who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation 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 Section B.

D. The Corporation 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 V 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 Corporation, or is or was serving at the request of the Corporation 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 status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article V.

E. In the event 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 indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section B of this Article V 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 Section A of this Article V 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 V 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 shall diminish any of the limitations or rights provided pursuant to this Article V 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.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

April 10, 2001

The State Corporation Commission finds the accompanying articles submitted on behalf of

WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER AND RESTATEMENT

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

Wise & Marsac, a Professional Corporation

is merged into WILLIAMS, MULLEN, CLARK & DOBBINS, P.C., which continues to exist under the laws of VIRGINIA with the name WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on April 10, 2001, at 12:01 a.m.

STATE CORPORATION COMMISSION

By



Commissioner

2005 JUL 21 PM 4: 27
CRM/ISS/REGISTRATION UNIT

ARTICLES OF MERGER

CLARK & STANT, P.C.

INTO

WILLIAMS, MULLEN, CHRISTIAN & DOBBINS, P.C.

Pursuant to Section 13.1-720 of the Virginia Stock Corporation Act, Clark & Stant, P.C., a Virginia professional corporation ("C&S") and Williams, Mullen, Christian & Dobbins, P.C., a Virginia professional corporation ("WMCD"), hereby execute these Articles of Merger for the purpose of merging C&S with and into WMCD (the "Merger").

ARTICLE I

The Plan of Merger governing the Merger is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").

ARTICLE II

WMCD shall be the "Surviving Corporation" in the Merger. Pursuant to the Plan of Merger, the name of the surviving corporation is to be changed to Williams, Mullen, Clark & Dobbins, P.C.

ARTICLE III

The Plan of Merger was duly approved at a joint special meeting of the shareholders and Board of Directors of C&S on May 12, 1999. The Plan of Merger was also duly approved at a joint special meeting of the shareholders and Board of Directors of WMCD on May 14, 1999.

ARTICLE IV

The Merger shall become effective at 12:01 a.m. Eastern Daylight Time on the 1st day of June, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed for and on behalf of C&S and WMCD as of the 14th day of May, 1999.

CLARK & STANT, P.C., a Virginia professional corporation

By: 
Donald H. Clark, President

WILLIAMS, MULLEN, CHRISTIAN & DOBBINS, P.C., a Virginia professional corporation

By: 
Julius P. Smith, Jr., President

**PLAN OF MERGER
BETWEEN
CLARK & STANT, P.C.
AND
WILLIAMS, MULLEN, CHRISTIAN & DOBBINS, P.C.**

Pursuant to this Plan of Merger ("Plan of Merger"), Clark & Stant, P.C., a Virginia professional corporation ("C&S"), shall merge with and into Williams, Mullen, Christian & Dobbins, P.C., a Virginia professional corporation ("WMCD"), pursuant to Section 13.1-716 of the Virginia Stock Corporation Act.

**ARTICLE I
Terms of the Merger**

1.1 The Merger. Subject to the terms and conditions of that certain Agreement dated May 14, 1999 between WMCD and C&S (the "Merger Agreement"), C&S shall merge with and into WMCD pursuant to Section 13.1-716 of the Virginia Stock Corporation Act (the "Merger"). At the Effective Time, the Merger shall have the effect provided in Section 13.1-721 of the Virginia Stock Corporation Act. WMCD shall be the "Surviving Corporation" and the separate corporate existence of C&S shall cease.

1.2 Amendment and Restatement of Articles of Incorporation of the Surviving Corporation. Pursuant to Sections 13.1-711 and 13.1-716 of the Code of Virginia of 1950, as amended, at the Effective Time, the Articles of Incorporation of WMCD, as the Surviving Corporation, shall be amended and restated as set forth in Annex I hereto.

1.3 Articles of Incorporation and Bylaws. The Articles of Incorporation, as amended and restated hereby, and the Bylaws of WMCD in effect at the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Corporation (until hereafter amended or repealed).

1.4 Management of the Surviving Corporation.

(a) By virtue of the Merger, at the Effective Time, the Board of Directors of the Surviving Corporation shall consist of the following ten (10) individuals: Julius P. Smith, Jr.; Samuel W. Hixon, III; Philip deB. Rome; Theodore L. Chandler, Jr.; James V. Meath; Malcolm E. Ritsch, Jr.; R. Brian Ball; Donald H. Clark; Frederick L. Stant, III; and Thomas R. Frantz.

(b) As more fully set forth in the Bylaws, the directors shall be divided into three classes. Class I shall consist of Samuel W. Hixon, III, Theodore L. Chandler, Jr. and Donald H. Clark; Class II shall consist of Malcolm E. Ritsch, Jr., Philip deB. Rome and Thomas

R. Frantz; and Class III shall consist of Julious P. Smith, Jr., James V. Meath, R. Brian Ball and Frederick T. Stant, III. The initial term of the Class I directors shall expire at the annual meeting of shareholders in 2000, the initial term of the Class II directors shall expire at the annual meeting of shareholders in 2001 and the initial term of the Class III directors shall expire at the annual meeting of shareholders in 2002; provided, however, the initial term of Donald H. Clark shall expire at the annual meeting of shareholders in 2003 and the initial term of Thomas R. Frantz shall expire at the annual meeting of shareholders in 2004.

(c) By virtue of the Merger, at the Effective Time the officers of the Surviving Corporation shall be as follows:

Julious P. Smith, Jr.	-	Chairman and Chief Executive Officer
Donald H. Clark	-	President and Chief Operating Officer
Frederick T. Stant, III	-	Vice President
Thomas R. Frantz	-	Vice President
Theodore L. Chandler, Jr.	-	Vice President
James V. Meath	-	Vice President
Malcolm E. Ritsch, Jr.	-	Vice President
R. Brian Ball	-	Vice President
Samuel W. Hixon, III	-	Treasurer
Philip deB. Rome	-	Secretary

1.5 **Effective Time.** The Effective Time shall be 12:01 a.m. Eastern Daylight Time on June 1, 1999.

ARTICLE II

Manner of Converting Shares

2.1 **Exchange of Shares.** Each shareholder of C&S currently owns and holds 125 shares of the common stock of C&S (the "C&S Common Stock"). Upon, and by reason of, the Merger becoming effective pursuant to the issuance of a Certificate of Merger by the Virginia State Corporation Commission, the 2,500 shares of C&S Common Stock issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be converted into and exchanged for shares of common stock of WMCD (the "WMCD Common Stock") so that each shareholder of C&S of record immediately prior to the Effective Time receives, in the aggregate, 100 shares of WMCD Common Stock in exchange for his or her 125 shares of C&S Common Stock with only such rights as are provided with respect to such shares pursuant to the Amended and Restated Articles of Incorporation attached hereto, as the same may be amended from time to time hereafter, or pursuant to applicable law. After the Effective Time, each holder of a certificate representing any shares of C&S Common Stock shall cease to have any rights with respect to such C&S Common Stock, except the right to receive any dividends previously declared but unpaid as to such stock. Upon surrender by the holders thereof of the certificates evidencing the shares of stock of C&S outstanding at the Effective Time, such holders shall be entitled to receive in exchange therefor a certificate for the appropriate number of shares of common stock of the surviving corporation determined in accordance with the provisions of this Article II.

ARTICLE III
Termination

This Plan of Merger may be terminated at any time prior to the Effective Time by the parties hereto pursuant to Article V of the Merger Agreement.

EXAMINER'S REPORT

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.**

2005 JUL 21 PM 4:28
COMMISSION/REGISTRATION UNIT

ARTICLE I

The name of the Corporation shall be Williams, Mullen, Clark & Dobbins, P.C. (hereinafter referred to as the "Corporation").

ARTICLE II

The Corporation is organized for the following purposes:

A. To engage in every phase and aspect of rendering the professional services of attorneys-at-law through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services. The Corporation's shareholders, officers, employees, and agents licensed or otherwise legally qualified by the Commonwealth of Virginia shall perform such professional services in the Commonwealth of Virginia.

B. For the purposes of rendering of the above described professional services, to invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investments, to own real or personal property, or to exercise any other investment power granted to corporations under Title 13.1, Code of Virginia which is not in conflict with Chapter 7 of Title

13.1. Code of Virginia.

The paragraphs of this Article shall be construed as both objects and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III

A. The aggregate number of shares of stock which the Corporation shall have authority to issue is 15,000 shares of common stock with a par value of \$1.00 per share. No shareholder shall have the preemptive right to acquire unissued shares of stock of the Corporation.

B. The Corporation shall have as its shareholders only individuals who themselves are duly licensed or otherwise legally authorized to render the same professional services as the Corporation and of which shareholders at least one is duly licensed or otherwise legally authorized to render such professional services within the Commonwealth of Virginia.

ARTICLE IV

Directors

No person not duly licensed or otherwise duly authorized to render the professional services of the Corporation shall be a member of its Board of Directors.

ARTICLE V

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

A. In any proceeding brought by or in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, an officer or a director of the Corporation shall not be liable to the Corporation or its shareholders 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 or any federal or state securities law.

B. To the full extent required or permitted by the Virginia Stock Corporation Act and any other applicable law, and in the manner thereby prescribed, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or nonprofit enterprise. The Corporation shall promptly pay for or reimburse the reasonable expenses, including attorneys' fees, incurred by any such officer or director of the Corporation in connection with any such proceeding (whether or not made a party). Any payment or reimbursement of expenses under this Section 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 Corporation accompanied by (a) a written statement of good faith belief that such officer or director is entitled to indemnity by the

Corporation, and (b) a written undertaking, executed personally or on his behalf, to repay the amount so paid or reimbursed if after final disposition of such proceeding it is determined that he 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 Corporation to indemnify or contract in advance to indemnify any person not specified in Section B of this Article V who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation 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 Section B.

D. The Corporation 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 V 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 Corporation, or is or was serving at the request of the Corporation 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 status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article V.

E. In the event 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 indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section B of this Article V 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 Section A of this Article V 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 V 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 shall diminish any of the limitations or rights provided pursuant to this Article V 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.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

June 1, 1999

The State Corporation Commission finds the accompanying articles submitted on behalf of

WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER AND RESTATEMENT

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following

CLARK & STANT, P.C.

is merged into WILLIAMS, MULLEN, CLARK & DOBBINS, P.C. (formerly WILLIAMS, MULLEN, CHRISTIAN & DOBBINS, P.C.), which continues to exist under the laws of VIRGINIA with the name WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on June 1, 1999.

STATE CORPORATION COMMISSION

By 

Commissioner

ARTICLES OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF
WILLIAMS, MULLEN & CHRISTIAN, P.C.

1. The name of the corporation is WILLIAMS, MULLEN & CHRISTIAN, P.C., hereinafter referred to as the "Corporation."

2. At a Board of Directors meeting on the 19th day of August, 1986, at which a quorum was present for the transaction of business, the Board of Directors voted unanimously that the following proposed amendment of its Articles of Incorporation was in the best interest of the Corporation and directed that it be submitted to a vote of the shareholders:

Amend Article 1 of the Articles of Incorporation to read as follows:

The name of the Corporation is WILLIAMS, MULLEN, CHRISTIAN & DOBBINS, P.C.

3. The amendment proposed by the Board of Directors as hereinabove set forth was adopted by a vote of the shareholders during a special meeting of the shareholders held August 20, 1986. The results of the voting were 1900 shares in favor of the amendment and 100 shares opposed.

These Articles of Amendment are executed this 1st day of October, 1986, in the name of the Corporation by its President and its Secretary, who declare under the penalties of perjury that the facts stated herein are true.

WILLIAMS, MULLEN & CHRISTIAN, P.C.

By Jolious P. Smith, Jr., President
Jolious P. Smith, Jr., President

By Theodore L. Chandler, Jr., Secretary
Theodore L. Chandler, Jr.,
Secretary

247086

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, December 23, 1986

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WILLIAMS, MULLEN, CHRISTIAN & DOBBINS, P.C. (formerly WILLIAMS, MULLEN & CHRISTIAN, P.C.)

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law, effective December 23, 1986 .

STATE CORPORATION COMMISSION

By Elizabeth B. Lacy
Commissioner

ARTICLES OF INCORPORATION
OF
WILLIAMS, MULLEN & CHRISTIAN, P.C.

2005 JUL 21 PM 4: 28
CRM/ISS/REGISTRATION UNIT

* * * *

I hereby form a professional stock corporation under the provisions of Chapter 7 of Title 13.1 of the Code of Virginia of 1950, as amended, (hereinafter referred to as the "Virginia Code"), and to that end set forth the following:

1. The name of the corporation is WILLIAMS, MULLEN & CHRISTIAN, P.C.
2. The purpose for which the Corporation is organized is to engage in, conduct and carry on the practice of law, and to do all things appropriate for rendering the services required in conjunction therewith. In addition, the Corporation shall have the power to invest in real estate, mortgages, stocks, bonds, and any other type of investment, and shall have such other general powers as are allowed by law.
3. No capital stock of the Corporation shall be issued or transferred to anyone other than to the Corporation or an individual who is duly licensed or otherwise legally

authorized to render the same professional services as those for which the Corporation was incorporated pursuant to Chapter 7 of Title 13.1 of the Virginia Code.

4. No stockholder of the Corporation will have the preemptive right to acquire unissued shares of stock of the Corporation.

5. The class of stock, the number of shares of stock which the Corporation shall have the authority to issue and the par value per share are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	15,000	\$1.00

6. The address of the initial registered office of the Corporation is Post Office Box 1320, 15th Floor, United Virginia Bank Building, 10th and Main Streets, ^{CITY OF} Richmond, Virginia 23210. The name of the initial registered agent is Samuel W. Hixon, III, 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.

7. The number of directors constituting the initial Board of Directors is five (5); which directors are duly licensed or otherwise legally authorized to render the professional services for which the Corporation was incorporated. The names and address of the persons who are to serve as the initial directors are:

Robert N. Pollard, Jr.

202 Oxford Circle East
Richmond, Virginia 23221

Walter J. McGraw	4 Lower Tuckahoe Road Richmond, Virginia 23223
Julious P. Smith, Jr.	214 Wexleigh Drive Richmond, Virginia 23229
Samuel W. Hixon, III	305 Arlington Circle Richmond, Virginia 23229
Philip deB. Rome	9516 Chatterleigh Drive Richmond, Virginia 23233

8. No person shall become a stockholder of the Corporation except by the unanimous consent of all stockholders. No amendment to this Section 8 shall be made except by unanimous consent of all stockholders.

9. Each director and officer shall be indemnified by the Corporation against liabilities, fines, penalties, and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a director or officer, whether or not then continuing to be so, and against all expense (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been adjudged to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such director or officer. In the event of any other judgment against such director or officer, or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a director of the Corporation, by the Board of Directors,

and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty and, in the event of a settlement, that such settlement was, or if still to be made, is in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel. Every reference herein to director or officer of the Corporation, and every person who may have served at its requests as a director or officer of another corporation in which the Corporation owns shares of stock or of which it is a creditor or in the case of a non-stock corporation, to which the Corporation contributes, and in all of such cases, his executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other rights to which any director or officer may be entitled.

10. The incorporator hereof shall be an individual who is duly licensed or otherwise legally authorized to render the same professional services for which the Corporation was incorporated pursuant to Chapter 7 of Title 13.1 of Virginia Code of 1954, as amended.

DATED: September 28, 1983.

INCORPORATOR:

Robert L. Musick, Jr.

247086

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, September 30, 1983

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WILLIAMS, MULLEN & CHRISTIAN, P.C.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have 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 Thomas P. Harwood, Jr.
Commissioner

2005 JUL 21 PM 4: 28
CRM/ISS/REGISTRATION UNIT

216

FIRST AMENDMENT TO THE AMENDED AND RESTATED
BYLAWS
OF
WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.

2005 JUL 21 PM 4: 28
CRM/ISS/REGISTRATION UNIT

The Amended and Restated Bylaws of Williams, Mullen, Clark & Dobbins, P.C. as adopted on April 1, 2001 are hereby amended as follows:

1. Section 1 of ARTICLE III is hereby deleted in its entirety and the following is substituted in lieu thereof:

Section 1. The affairs and business of the corporation shall be under the management and control of the Board of Directors which shall be composed of the following: (i) Three (3) Shareholders, elected by the Shareholders to two-year terms as Class A directors, with full voting rights; (ii) Ten (10) Shareholders, elected by the Shareholders, as Class B directors to three-year terms segregated into three (3) classes designated Class I, Class II, and Class III, with full voting rights; (iii) The Region Heads (as defined below) of Region Offices (as defined below) with no Class B directors, which Region Heads will have full voting rights; and (iv) Such other non-voting ex officio participants as may be appointed by the Board of Directors from time-to-time.

Only persons duly licensed or otherwise authorized to render professional services to the corporation shall be members of its Board of Directors.

A Class A director shall be elected for a two-year term and shall not be eligible for re-election as a Class A director until he/she has been off the Board for at least two (2) years. The Class A directors shall be elected as follows: (i) One (1) Shareholder from the Firm at large; (ii)

One (1) Shareholder from the Greater Richmond Region; and (iii) One (1) Shareholder from a Region other than Greater Richmond Region.”

2. Section 2 of Article IX is hereby deleted in its entirety and, in lieu thereof, the following is substituted:

“Section 2. The Compensation Committee shall determine salaries, bonuses, draws, and any other matter of compensation for Shareholders and shall consist of the (i) Chairman, (ii) the Region Heads, (iii) two members of the Board of Directors appointed by the Chairman, and (iv) two (2) Shareholders from the Greater Richmond Region and one (1) Shareholder from each of the other Regional Offices elected annually for a one (1) year term beginning February 1st of each year.”

3. In all other respects, the Amended and Restated Bylaws are hereby ratified and confirmed.

The foregoing First Amendment to the Amended and Restated Bylaws of Williams, Mullen, Clark & Dobbins, P.C. was adopted at a duly called meeting of the Board of Directors of the corporation on January 12, 2004.

Secretary

BYLAWS
OF
WILLIAMS, MULLEN, CLARK & DOBBINS, P.C.

* * * * *

ARTICLE I
Shareholders

2005 JUL 21 PM 4:28
CN/ISS/REGISTRATION UNIT

The shareholders of the Corporation shall be those who appear on the books of the Corporation as holders of one or more shares of the capital stock, and the transfer book and stock ledger of the Corporation shall be the only evidence as to who are the shareholders entitled to vote at any meeting of the Corporation. Pursuant to the provisions of Chapter 7 of Title 13.1 of the Code of Virginia, as amended, the owners of all of the outstanding shares of the Corporation at all times shall be persons who are duly licensed or otherwise legally qualified to practice law in a state or jurisdiction wherein the Corporation maintains an office, and a shareholder shall render such professional services only in the states or jurisdictions wherein he or she is duly licensed to perform such services pursuant to applicable law.

ARTICLE II

Meeting of the Shareholders

Section 1. The annual meeting of the shareholders of the Corporation shall be held on the third Wednesday in January of each year at 4:00 p.m., at the Richmond office of the Corporation, Two James Center, 1021 East Cary Street, Richmond, Virginia 23219, or at any other place as

may from time to time be fixed by the Board of Directors, or in the absence of action by the directors, as may be fixed by the President.

Section 2. A special meeting of the shareholders of the Corporation may be held at any time, at such place as shall be designated in the notice of said meeting, upon the call of the President, or by order of the Board of Directors, whenever they deem it necessary, and it shall be the duty of the Secretary to call such meeting whenever requested in writing by persons holding one-tenth of the outstanding stock of the Corporation.

Section 3. Notice of any annual or special meeting of the shareholders shall be delivered to each shareholder of record or delivered by electronic mail or scheduling device, at least ten (10) days prior to such meeting.

Section 4. To constitute a quorum, shareholders holding a majority of all the outstanding shares of stock of the Corporation entitled to vote must be present, either in person or by proxy, each share of such stock being entitled to one vote, which may be given personally or by duly authorized proxy. Less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting shall be required.

Section 5. The transfer books for shares of capital stock of the Corporation may be closed by order of the Board of Directors for not more than ten (10) days next preceding any shareholders' meeting for the purposes of determining shareholders entitled to notice of, or to vote at, any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date to be not more than

ten (10) days preceding the date on which the particular action requiring such determination of the shareholders is to be taken.

Section 6. The Chief Executive Officer shall preside over all meetings of the shareholders as chairman. If he is not present, a Chairman shall be elected by the meeting. The Secretary of the Corporation shall record the minutes of all the meetings. If he is not present, the Chairman shall appoint a Secretary of the meeting. The Chairman of the meeting may appoint one or more inspectors of the election to determine the qualification of voters, the validity of proxies, and the results of ballots.

ARTICLE III

Board of Directors

Section 1. The affairs and business of the Corporation shall be under the management and control of the Board of Directors, which shall be composed of the following: (i) ten (10) shareholders, elected by the Shareholders, to three year terms segregated into three (3) classes designated Class I, Class II and Class III, with full voting rights; (ii) the Region Heads (as defined below) of Region Offices (as defined below) with no other voting representation on the Board, with full voting rights; and (iii) such other non-voting ex officio participants as may be appointed by the Board of Directors from time to time. Only persons duly licensed or otherwise authorized to render the professional services of the Corporation shall be members of its Board of Directors.

Section 2. The Corporation shall consider its offices having twenty (20) or more full-time attorneys and any offices located within seventy (70) miles of such office as a single region (the "Region Offices"). The Region Offices shall each have a managing shareholder appointed by the

Board of Directors from time to time, who shall have been a resident shareholder in such Region Office for at least two (2) years ("Region Head").

Section 3. Vacancies on the Board of Directors, whether caused by death, resignation, or otherwise, may be filled by the Board of Directors or the shareholders, and the persons so elected shall hold office until the expiration of the term of the person whom he is replacing, or until their successors are elected; provided, however, that nothing herein shall prevent the shareholders from filling any such vacancies existing at the time of any meeting of the shareholders, annual or special, or created at the time of such meeting by resignations accepted, or otherwise, or additional places created by an increase in the Board authorized at such meetings. The shareholders may increase or decrease the number of directors from time to time and may provide that the additional places be filled by the Board of Directors at such time as they may deem proper. Should the number of directors at any time be increased, the resulting additional places on the Board shall be considered vacancies to be filled, as provided above, by the Board of Directors or the shareholders, but until any such additional places shall have been filled by the election of directors, the total number of directors of the Corporation, for the purposes of determining a quorum, shall be the number of directors immediately prior to the increase in number.

Section 4. The Board of Directors shall hold its meetings at such time and place as shall be designated, or in the absence of designation by the Board of Directors, at such time and place as shall be designated in the notice. A meeting may be called at any time by the Chairman and Chief Executive Officer or by any two directors. Due notice of the time and place of each meeting of the directors shall be given by the Secretary, personally or his delegate or delivered

by electronic mail or scheduling device to all directors. A majority of the directors shall constitute a quorum.

Section 5. Notwithstanding the other provisions of this Article, the Corporation may from time to time enter into certain agreements that will contain controlling provisions regarding the composition and powers of the Board of Directors. No such agreement shall be deemed to have amended these Bylaws, but each such agreement shall be given full force and effect by the Corporation in accordance with its terms and conditions.

ARTICLE IV

Officers

The executive officers of the Corporation shall be a Chairman and Chief Executive Officer, a President and Chief Operating Officer, a Secretary, a Treasurer, and such Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers as may be deemed necessary by the Board of Directors, which assistant officers shall have the same authority and power as the primary office holder. All of the officers shall be elected by the Board of Directors each year at the annual Board of Directors meeting.

ARTICLE V

Chairman and Chief Executive Officer and President and Chief Operating Officer

Section 1. The Chairman and Chief Executive Officer of the Corporation shall be a member of the Board of Directors, exercise general supervision over the property, business and affairs of the Corporation and do everything and discharge all duties generally pertaining to his office as the executive head of a Corporation of this character, subject always to the control of

the Board of Directors. He may at each annual meeting of the shareholders render a general report upon the Corporation's financial condition and business.

Section 2. In the case of the absence of the Chairman, or his inability to act, his duties shall be performed by the President and Chief Operating Officer, who in such event shall have and exercise all the above specific powers of the Chairman and Chief Executive Officer. The President and Chief Operating Officer shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VI

Vice President

In the case of the absence of the Chairman and Chief Executive Officer and the President and Chief Operating Officer, or their inability to act, those duties shall be performed by one or more duly elected Vice Presidents, who in such event shall have and exercise all of the above specific powers of the Chairman and Chief Executive Officer or President and Chief Operating Officer. The Vice President(s) shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VII

Treasurer

The Treasurer shall have charge and custody of the funds, securities of whatsoever nature, and other like property of the Corporation; he shall endorse checks, notes, and bills for deposit only as may be required for the business of the Corporation; and he shall have authority to collect the funds of the Corporation, and shall deposit the same in such bank or banks as the Board may designate, and the same shall not be drawn therefrom except by checks to be signed in the manner designated herein.

ARTICLE VIII

Secretary

The Secretary shall sign, with the President or the Vice President, all certificates of stock. The Secretary shall keep a book containing the names of all persons who are now, or may hereafter, become shareholders of the Corporation, showing their place of residence, the number of shares held by them, respectively, and the time when they respectively become the owners of such shares. He shall keep a record of the proceedings of the meetings of the shareholders and directors of the Corporation. He shall perform such other duties as pertain to said office or as the Chairman and Chief Executive Officer or Board of Directors may from time to time require.

ARTICLE IX

Committees

Section 1. There shall be the following standing committees:

- (a) Compensation Committee
- (b) Recruiting Committee
- (c) Associates Committee
- (d) Pension Committee

Section 2. The Compensation Committee shall determine salaries, bonuses, draws and any other matters of compensation for shareholders and shall consist of the Board of Directors and other shareholders who shall be elected annually for a one-year term beginning February 1, consisting of three (3) from the Richmond Office and one from each of the Region Offices.

Section 3. The Board of Directors may establish such additional committees as it may deem necessary from time to time. Except as otherwise provided in these Bylaws, the duties and membership of the committees shall be determined by the Board of Directors from time to time.

ARTICLE X

New Shareholders

The stock of the Corporation shall be restricted stock, subject to a right of first refusal in favor of the Corporation. No person shall become a shareholder of the Corporation except by the affirmative vote of ninety percent (90%) of all current shareholders.

ARTICLE XI

Certificates of Stock

Section 1. Each shareholder shall be entitled to a certificate or certificates of stock in such form as may be approved by the Board of Directors, signed by the Chairman or President and by the Secretary.

Section 2. All transfers of stock of the Corporation shall be made upon its books by surrender of the certificate for the shares transferred, accompanied by an assignment in writing by the holder, and may be accomplished either by the holder in person or by a duly authorized attorney-in-fact.

Section 3. In case of the loss, mutilation, or destruction of a certificate of stock, a duplicate certificate may be issued upon such terms, not in conflict with the law, as the Board of Directors may prescribe.

Section 4. The Board of Directors may also appoint one or more Transfer Agents and Registrars for its stock and may, at its option, require stock certificates to be both countersigned by a Transfer Agent and registered by a Registrar. If certificates of capital stock of the Corporation are signed both by a Transfer Agent and Registrar, the signatures thereon of the officers of the Corporation thereon may be facsimiles, engraved, or printed.

ARTICLE XII

Checks

All checks, notes, drafts, and bonds given by the Corporation in the course of its business shall be signed in the name of the Corporation and in such manner as may be designated by the Board of Directors from time to time.

ARTICLE XIII

Fiscal Year

The fiscal year of the Corporation shall end on January 31st of each calendar year.

ARTICLE XIV

Corporate Seal

The Corporate Seal of the Corporation shall consist of two concentric circles around the inner edge of which shall be engraved the words "WILLIAMS, MULLEN, CLARK & DOBBINS, P.C." and "VIRGINIA" and across the center thereof the word "SEAL."

ARTICLE XV

Amendment

The shareholders by a majority vote may amend these Bylaws except that it shall take the affirmative vote of ninety percent (90%) of the shareholders to change the requirement in Article X as to the requisite voting percentage for a new shareholder. The shareholders and not the Board of Directors may amend these Bylaws.

Certified to be the original of
the Bylaws as of April 1, 2001

Secretary

2005 JUL 21 PM 4: 29
CRM/ISS/REGISTRATION UNIT