
**WINCHESTER-FREDERICK COUNTY BAR ASSOCIATION
RESOLUTION TO APPROVE NONSTOCK, NONPROFIT
CORPORATION STATUS AND AFFIRMATION OF
ARTICLES OF ASSOCIATION AS BY-LAWS**

June 7, 2002

WHEREAS the Board of Directors of the Winchester-Frederick County Bar Association has recommended that the Association incorporate under Virginia law as a nonstock, nonprofit corporation, and

WHEREAS it is deemed to be in the best interest of the Association and its members to do so, it is

RESOLVED, that the Articles of Incorporation of the Winchester-Frederick County Bar Association, a copy of which is attached to and made a part of this resolution, be and hereby are approved by the members and the Board of Directors are authorized and directed to execute the Articles of Incorporation and to file the same with the State Corporation Commission of Virginia and to take such other steps as are necessary and appropriate to facilitate the incorporation of the Winchester-Frederick County Bar Association as a nonstock, nonprofit corporation.

FURTHER RESOLVED, that the Articles of Association of the Winchester-Frederick County Bar Association, most recently approved effective June 5, 1998, be adopted as the by-laws of the Winchester-Frederick County Bar Association, upon incorporation, and that the Board of Directors be authorized to amend and restate the Articles of Association in the form of corporate by-laws, changing only terminology as necessary and appropriate to the revised corporate status.