

**ARTICLES OF INCORPORATION  
OF  
COLLABORATIVE  
DISPUTE RESOLUTION PROFESSIONALS, INC.**

**First:** I, Suzy Eckstein, Esq., of 51 Monroe Street, Suite 600, Rockville, MD 20850, being over the age of eighteen (18) hereby form a Maryland, nonstock, nonprofit, corporation, under the laws of Maryland;

**Second:** The name of the corporation (hereinafter “the Corporation”) is **COLLABORATIVE DISPUTE RESOLUTION PROFESSIONALS, INC.**

**Third:** Purpose:

A. Said Corporation is not organized for profit. It shall neither have nor issue any capital stock. The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and including but not limited to the following principal purposes:

B. To receive donations from individuals, corporations and any other legal persons, to form and maintain a fund or funds of money, real or personal property or any combination thereof and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes either directly, or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

C. The Corporation shall develop, implement, teach, present, coordinate and/ or convene, policies, programs, seminars, discussions groups, forums, training, and other education opportunities as shall from time to time be appropriate, for professionals working with persons and entities in disputes, as well as provide public education opportunities to those persons and entities experiencing such disputes; promote public awareness of the benefits of collaborative law practice as an alternative to the greater stress and inherent combativeness of litigation; to provide such public education assistance, as is consistent with the Corporation’s tax-exempt, nonprofit, charitable and educational purposes, and as may be otherwise appropriate, to the Courts, administrative agencies, and adjudicative bodies of the State of Maryland and its counties and cities, as well as to such federal agencies, courts and bodies , within the state of Maryland. To such extent as a non-stock, non-profit corporation organized under the Corporation Law of this state, and exempt from federal taxes,

may now or hereafter lawfully do, to do all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated, or designed directly or indirectly to promote the interest of this Corporation; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

D. 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 reimbursement of expenses incurred, and to make payments and distributions in furtherance of the purposes set forth in Article Third herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (1) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law, or (2) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

E. The assets of the Corporation are permanently dedicated exclusively to an exempt purpose. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, all as determined by the Corporation's Board of Directors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such charitable, religious, educational, and scientific purposes, including, for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes, and that qualify as organizations exempt from federal tax within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Fourth:** The number of Directors of the Corporation shall, after the initial annual meeting, never be fewer than five (5), which number may be increased pursuant to the Bylaws of the Corporation. The number and qualifications for members, if any, shall be as set forth in the By-Laws of the Corporation or in resolutions duly adopted thereunder.

The names of the initial Officers, who also shall serve as Directors of the corporation, and shall so serve at least until the first annual meeting are:

Suzy Eckstein - President  
Karen Robbins - President-Elect  
Bob Baum - Treasurer  
Bruce Avery - Secretary

**Fifth:** The address of the principal office of the Corporation in this State is 51 Monroe Street, Suite 600, Rockville, MD 20850. The name and address of the Resident Agent of the Corporation is: Ronald D. Jacobs, Esq., 11300 Rockville Pike, Suite 1200, Rockville, MD 20852. Said Resident Agent is an individual actually residing in this state.

**Sixth:** The Corporation may, by its By-Laws, make any other provisions or requirements for the arrangement of the conduct of business of the Corporation, provided the same be not inconstant with these Articles of Incorporation nor contrary to the laws of the state of Maryland or of the United States.

**Seventh:** No director or officer of the Corporation shall be liable to the Corporation or to its members for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services. for the amount of the benefit or profit in money, or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

**Eighth:** The duration of the Corporation shall be perpetual and shall be dissolved in the usual manner in accordance with the law.

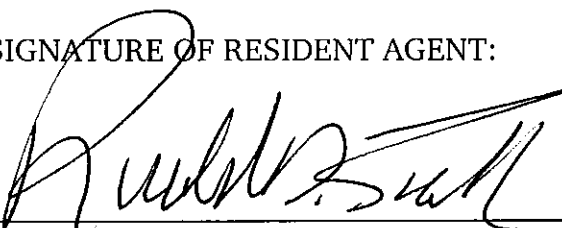
**IN WITNESS WHEREOF**, I have signed these Articles of Incorporation this 28<sup>th</sup> day of April, 2005, and I acknowledge the same to be my act.

SIGNATURE OF INCORPORATOR:

  
\_\_\_\_\_  
Suzy Eckstein, Esq.

I hereby consent to my designation in this document and acknowledge the same to be my act as resident agent for this corporation:

SIGNATURE OF RESIDENT AGENT:

  
\_\_\_\_\_  
Ronald D. Jacobs, Esq.

Filing party's return address:

Return to:

Suzy Eckstein, Esq.  
51 Monroe Street, Suite 600  
Rockville, MD 20850