

**FIFTH RESTATED ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION OF PATENT PRACTITIONERS, INC.**

The undersigned, being a citizen of the United States, does hereby desire to form a non-stock, non-profit corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia and to that end sets forth the following:

ARTICLE I

The name of the corporation shall be NATIONAL ASSOCIATION OF PATENT PRACTITIONERS, INC. (hereinafter referred to as the “Corporation”).

ARTICLE II

The Corporation is formed exclusively for non-profit purposes as a business league, promoting, supporting, and improving business practice in the areas of patent law; specifically, to provide networking, education, collegial exchange, benefits, and a collective voice in the larger IP community on patent law and prosecution practice, so that patent practitioners can flourish and achieve the highest levels of competence and professionalism in their practice; and generally to consider and act upon such other similar or related matters as may be of common interest of the Corporation’s members, and as may improve the general business conditions for the Corporation’s members; and further to conduct any and all lawful affairs allowed under Chapter 10 of Title 13.1 of the Code of Virginia; and any activities in furtherance of these exempt purposes, and the making of distributions to organizations that qualify as exempt organizations under Section 501[c] of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, bolster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501[c] of the Code.

ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501[c](6) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170[c](2) of the Internal Revenue Code.

ARTICLE V

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the exempt purposes of the Corporation, or to one or more organizations organized and operated exclusively for exempt purposes as shall at the time

qualify as an exempt organization or organizations under Section 501[c] of the Code, or shall be distributed to the Federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County or City in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for purposes within the meaning of Section 501[c] of the Code.

ARTICLE VI

The Corporation shall have the following classes of members:

A. The Practitioner Membership shall consist of persons who are interested in the branch of law relating to patents, whose practice in the opinion of the Board of Directors of the Corporation conforms to the Code of Professional Responsibility of the Corporation, and who shall be and have been members in good standing as patent agents and/or patent attorneys with the United States Patent and Trademark Office. Practitioner members shall have the right to vote and hold office.

B. The Bylaws of the Corporation may define and establish further membership categories consisting of persons who are not registered as patent agents and/or patent attorneys with the United States Patent and Trademark Office but who have an interest in the branch of law relating to patents.

ARTICLE VII

The business and affairs of the Corporation shall be managed and controlled by the Board of Directors. Directors shall serve a three (3) year term and shall serve until their successors are duly elected by the Corporation's practitioner members except as provided for below. Election of directors shall be held at the Corporation's annual meeting, and in a staggered way, so that as

nearly as possible to one third (1/3) of the total directors are elected each year. At any election of directors, the candidates receiving the highest number of actual votes cast, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidates to the Board of Directors. All vacancies on the Board of Directors shall be filled in accordance with the Bylaws of the Corporation. Directors can be re-elected.

A president, secretary, and such other officers as deemed appropriate, and an executive director, may be elected or appointed in accordance with the Bylaws of the Corporation.

The Bylaws of the Corporation shall establish a range between a minimum and maximum number of directors. The Board of Directors shall set a number of directors within this range. In the event of a change in the number of directors, the Board of Directors may set a term of less than three (3) years for elections to any director position or positions for the purposes of making a transition to the newly established number of directors and having as nearly as possible to one third (1/3) of the total directors elected each year.

Dated: July 17, 2022

Chris Turoski, President of NAPP