

# AADC Articles of Incorporation

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1. NAME. The name of the corporation is ARKANSAS ASSOCIATION OF DEFENSE COUNSEL, INC.
2. PURPOSES. The nature of the business of the corporation and the object or purposes proposed to be transacted, promoted or carried on by it, are as follows:
  - a. To bring together by incorporation organization, association and communication, lawyers of Arkansas who devote a substantial amount of their professional time to the handling of litigated cases and whose representation in such cases is primarily for the defense; to provide for the exchange among the members of the corporation of such general information, ideas, techniques of procedure and information on court rulings relating to the handling of litigation, as are calculated to enhance the knowledge and improve the skills of defense lawyers, to elevate the standards of trial practice in this area and, in conjunction with similar associations in other areas, to develop, establish and secure court adoption or approval of a high standard code of trial conduct and courtroom manners; to support and work for the improvement of the adversary system of jurisprudence in our courts; to cooperate with programs of public education directed toward highway and industrial safety and the reduction of costs resulting from highway, industrial and other casualties; to work for the elimination of court congestion and delays in civil litigation; and in general to promote improvements in the administration of justice and to increase the quantity and quality of the service and contribution which the legal profession renders to the community, state and nation.
  - b. To operate exclusively for charitable and eleemosynary purposes, including the promotion of the common professional and business purposes of members of the corporation, to the extent allowable for the corporation to qualify as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
  - c. To campaign for, solicit, receive, handle, administer, and disburse funds to further the specific purposes set forth in (a) and (b) above.
  - d. To do all and everything lawful, necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful object or purpose necessary or incident to the attainment of the objects and purposes of this corporation.
3. DURATION. The period of existence of this corporation shall be perpetual.
4. PRINCIPAL OFFICE AND REGISTERED AGENT. The registered office of this corporation shall be located at 1500 Union National Plaza, Little Rock, Arkansas, and the name of the registered agent of this corporation at that address is Robert L. Henry, III.
5. MANAGEMENT. The business affairs and management of the corporation are vested in the Board of Directors.

6. BOARD OF DIRECTORS. The number of Directors constituting the Board of Directors shall be not fewer than five (5) nor more than six (6) with the specific number of Directors provided in the bylaws. The number of Directors constituting the initial Board of Directors shall be five (5). The names and addresses of the initial Board of Directors of the corporation are:

Dennis L. Shackelford  
100 East Church Street  
El Dorado, Arkansas 71730

Sidney P. Davis, Jr.  
19 East Mountain Street  
Fayetteville, Arkansas 72701

Robert L. Henry, III  
1500 Union National Plaza  
Little Rock, Arkansas 72201

Tilden P. Wright  
19 East Mountain Street  
Fayetteville, Arkansas 72701

William H. Sutton  
2000 First Commercial Building  
Little Rock, Arkansas 72201

7. INCORPORATOR. The name and post office address of the incorporator is as follows:

Robert L. Henry, III  
1500 Union National Plaza  
Little Rock, Arkansas 72201

8. MEMBERSHIP. The corporation will be a membership organization and the eligibility standards for membership will be established in the Bylaws of the corporation.
9. OFFICERS. The officers of the corporation shall be a President, Vice-President (who shall be the President-Elect), Secretary, Treasurer, Program Chairman and such officers and assistant officers as may be deemed necessary, who shall be elected in such a manner and for such terms, as may be prescribed in the corporation's Bylaws.
10. NON-PROFIT STATUS. The corporation is not for profit and no part of the not 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 compensations for services rendered and to make payment and distribution in furtherance of the purposes set forth in Article 2 hereof. Notwithstanding any provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Cede of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

11. AMENDMENT. These Articles may be amended or altered at any meeting of the Board of Directors by an affirmative vote of a majority of the entire Board, provided that notice of the proposed amendment shall have been given at least ten (10) days before the meeting.
12. BYLAWS. The Board of Directors shall adopt Bylaws consistent with these Articles for the regulation and control of the affairs and property of the corporation and may, from time to time, alter, amend, modify, or repeal the Bylaws by an affirmative vote of a majority of the entire Board.