

LAW FOUNDATION

THIS AMENDED TRUST AGREEMENT is dated this 17th day of November, 2011, and is intended to amend that certain Trust Agreement made the 10th day of June, 1997, between THE ROANOKE BAR ASSOCIATION, INC., (the "Donor"), and THE TRUSTEES OF THE ROANOKE LAW FOUNDATION (the "Trustees"), as amended on the 24th day of October, 2006 and the 28th day of April, 2010..

The Donor desires to create a charitable foundation and in furtherance of this purpose has transferred to this trust certain property. The Donor intends that additional contributions of money or property shall be made to the trust for the purposes hereinafter provided.

ARTICLE I

NAME

Effective January 1, 2012, the trust shall be named THE ROANOKE LAW FOUNDATION (the "Foundation").

ARTICLE II

PURPOSES

The Foundation is organized and shall be operated exclusively to improve and facilitate the administration of justice, to promote the diffusion of knowledge of the law and to affect such other educational and charitable purposes as the Trustees shall from time to time determine. No part of the earnings of the Foundation shall inure to the benefit of any private individual, and no part of the activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding anything to the contrary in this Agreement, this trust shall not conduct or

carry on any activities not permitted to be conducted or carried on by any organization which is exempt from tax or to which donations are deductible from taxable income to the extent allowed by the provisions of the Internal Revenue Code of 1986, *as* amended (the "Code"), and other applicable legislation and regulations now existing or hereafter enacted.

ARTICLE III

RECEIPT OF CONTRIBUTIONS AUTHORIZED

The Trustees are authorized to receive contributions of money or other property from any lawful source. All contributions received and the income therefrom shall be held and administered by the Trustees as herein provided, solely for the purposes delineated in Article II.

ARTICLE IV

USE OF TRUST FUND

The Trustees shall apply the income of the trust fund, and so much of the corpus of the trust fund as they may, in their reasonable discretion, deem necessary and proper, at such times, in such manner and in such amounts *as* they may determine for the purposes set forth in Article II, or they may make contributions to other charitable organizations to be used within the United States or any of its possessions. For this purpose, the term "charitable organizations" shall mean corporations, trusts, community chests, funds or foundations created or organized in the United States, or in any possession, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation and which does not participate in, or intervene in (including the publishing or

distributing of statements), any political campaign on behalf of any candidate for public office. The Trustees shall distribute the income of the trust fund for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by § 4942 of the Code or corresponding provisions of any subsequent tax laws.

ARTICLE V

TRUSTEES

The trustees shall consist of the following persons:

The immediate Past President of the Roanoke Bar Association, Inc., who shall serve as Chairperson;

Three members at large, who shall be members of the Roanoke Bar Association and elected as stated below:

The President of the Roanoke Bar Association, Inc.

The President-Elect of the Roanoke Bar Association Inc.; and

The Secretary-Treasurer of the Roanoke Bar Association, Inc.

The Past President, President, President-Elect and the Secretary-Treasurer shall be appointed for terms that coincide with their terms as officers of the Donor. The members at large shall be nominated and elected by the Board of Directors of the Roanoke Bar Association. Members at large are eligible for re-election to one additional term, and members who serve as an officer of the RBA are also eligible for election to one additional term *as* a member at large. No Trustee shall serve more than six consecutive years, unless he or she serves as a Trustee for more than three years in Roanoke Bar Association Offices in which case he or she is eligible for one additional term as a member at large, even if the total term exceeds six years.

In the first year of this seven-member organization (June 2010-June 2011), one member at large shall be elected as a members for a one year term, in the second year (June 2011-12) one member at large shall be elected for a two year term, and in the third year one member at large shall be elected to a three year term. Thereafter all appointees shall serve three year terms, with one elected per year. The Trustees may act notwithstanding the existence of a vacancy as long as there shall continue to be at least five Trustees in office.

The Trustees may establish from time to time in its discretion an Advisory Board consisting of an odd number of members numbering between three and seven members, consisting of members of the Donor and of the community at large, to consult and advise it as to (1) investment of trust funds; (2) application of the trust funds to charitable purposes of the Foundation and the Donor; and (3) contribution of the trust funds to other charitable organizations. The Advisory Board shall serve at the pleasure of the Trustees, and the Trustees may, but are not required to, follow the advice of the Advisory Board in making such decisions.

The Trustees shall act by a vote of the majority of their number at any given time. All actions of the Trustees shall be taken either by resolution at a meeting or by a written record without a meeting. The Trustees shall appoint from among themselves a secretary, who shall keep a record of all actions by the Trustees.

The Trustees shall render accounts of their actions to the Donor at least annually.

ARTICLE VI

At their discretion, the trustees may employ an executive director. Such person need not be a member of the Roanoke Bar Association. Such person may be named by the Trustees to provide executive, administrative, and management support for the affairs of the foundation as directed by the chair and the trustees. Such person may be compensated is authorized by the trustees and shall

serve at its pleasure.

ARTICLE VII

AMENDMENT

This Agreement may be amended from time to time by a majority of the Trustees whenever in their opinion it is necessary or advisable to enable the Trustees to carry out the purposes of the Foundation more effectively. No amendment shall alter the intention that the trust be operated exclusively for the purposes and within the limits set forth in Articles II and IV; that the income of the trust shall be exempt from taxation; and that contributions to the trust shall be deductible for income, estate, inheritance and gift tax purposes, to the extent allowed by the Code and other applicable legislation and regulations. Every amendment shall be in writing and shall be signed by a majority of the Trustees.

ARTICLE VIII

TERMINATION

The trust may be terminated at any time by vote of a majority of the Trustees and by subsequent distribution of all of the principal and income of the trust for the purposes and within the limits set forth in Articles II and IV.

ARTICLE IX

POWERS OF THE TRUSTEES

Subject to the prohibitions of Article IX, the Trustees shall have all the powers set forth in Section 64.1-57 of the Code of Virginia of 1950, as amended from time to time, including the following specific powers:

(1) To retain any property transferred to the Trustees without any liability for loss even though the Trustees would not purchase the property as a -trust investment and though to

retain it might violate sound investment diversification principles.

(2) To invest in bonds, common or preferred stocks, notes, real estate mortgages, common trust funds, shares of any investment company or trust, or other securities, and real or personal property, without being limited by any law regarding investments by Trustees,

(3) To exercise in person or by proxy all voting and other rights, powers and privileges, and take all steps to realize all benefits, with respect to stocks or other securities.

(4) To cause any security or other property to be held in the name of the Trustees personally, or in the name of a nominee.

(5) To pay all expenses incurred in the administration of the trust and in carrying out the purposes of the Foundation, including reasonable compensation to agents, employees and counsel, including investment counsel.

(6) To compromise or abandon any claim or demand in favor of or against the trust,

(7) to do all other acts to accomplish the proper management, investment and distribution of the trust.

ARTICLE X

PROHIBITIONS

(The Section references in this Article are to the Code of Virginia of 1950, as amended through the date of this agreement). The Trustees are prohibited from engaging in any act of self-dealing as defined in Section 494 1(d) and from making any taxable expenditures as defined in Section 4945(d). The Trustees are also prohibited from retaining any excess business holdings as defined in Section 4943(e) and from making any investments in such

manner as to subject the Foundation to tax under Section 4944 and, to the extent required, shall make distributions at such times and in such manner as not to subject the Foundation to tax under Section 4942. The purpose of this paragraph is to comply with the provisions of Sections 508(e).

ARTICLE XI

LIABILITY OF TRUSTEES

No trustee shall be answerable for loss in investments made in good faith. No trustee shall be liable for the acts or omissions of any other trustee or of any professional or agent selected with reasonable care. Each trustee shall be fully protected in acting upon any instrument, certificate or paper believed by him or her to be genuine and to be signed or presented by the proper persons, and no trustee shall be under any duty to make any investigation or inquiry as to any statement contained in any such writing but may accept the same as conclusive evidence of the truth and accuracy of the statements.

ARTICLE XII

FELLOWS

- (1) At their discretion, the Trustees may designate Fellows of the Foundation.
- (2) The Fellows of the Foundation shall be those persons who have been honored by selection as a Fellow in the manner set forth in paragraph 4 of this Article.
- (3) The purpose of the Fellows shall be to support the Foundation in carrying out its vision and its mission and, to that end, when requested by the Trustees, the Fellows shall:
 - (a) assist the Foundation in its efforts to improve and facilitate the administration of justice, and provide and support law-related education; and
 - (b) undertake such other projects and support such other causes as, with

approval of the Trustees of the Foundation, the Fellows may determine to be in the best interest of the Foundation and the administration of justice.

(4) The initial invitees to become Fellows shall consist of those persons otherwise meeting the requirements to become a Fellow who have served in the past in the offices of President of the Virginia State Bar, the Virginia Bar Association, the Virginia Law Foundation and the Roanoke Bar Association, all of whom shall be invited by the Trustees of the Foundation to become Fellows. All persons who subsequently serve in such positions otherwise meeting the requirements to become a Fellow shall be invited to become a Fellow, notwithstanding the limitation on the total number of fellows that follows.

With the exception of the past presidents of those organizations listed above, the total number of Fellows shall not exceed ten (10) percent of the total number of active and associate members of the Roanoke Bar Association whose official Virginia State Bar addresses of record are in the Commonwealth of Virginia. Initial nominations and invitations extended to individuals who are not past presidents of the organizations listed above shall be made by the Trustees.

Once the limitation on the number of Fellows is reached, selections thereafter shall be made as desired to fill vacancies resulting from death, resignation or increases in the ten (10) percent limitation herein prescribed. Such additional Fellows shall be nominated only by other Fellows and selected annually by the Trustees as the Trustees shall determine.

Fellows shall be members in good standing of the Virginia State Bar and of the Roanoke Bar Association. Fellows candidates may be nominated only by the Trustees or by current Fellows, and must (1) have been an active member of the Roanoke Bar Association for at least ten years, but at the time of their selection may be an Honorary, Life or Associate member of the

Association; (2) be a person of integrity and character; (3) have maintained and upheld the highest standards of the profession; (4) be outstanding in the community; and (5) be distinguished in the practice of law. Retired and senior status judges are eligible. Sitting full-time judges are not eligible during their tenures. Such additional criteria for the selection of fellows may be established by the Trustees as they may from time to time determine.

Each Fellow is expected to contribute to the Foundation a minimum of Two Hundred Fifty Dollars (\$250) per year for a minimum of ten (10) consecutive years.

(5) Life Fellows. A Fellow who has contributed to the Foundation an amount aggregating ten (10) times the amount of such Fellow's annual contribution at the time of such Fellow's election shall automatically become a Life Fellow. Persons who are Life Fellows are not obligated to make contributions to the Foundation, but are invited and encouraged to do so to the extent possible. Life Fellows shall constitute a separate category. There is no quota on the number of Life Fellows.

Life Fellows shall be recognized for their continuing contributions to the Foundation as follows:

(a) Sustaining Life Fellow. A Sustaining Life Fellow is a Life Fellow who, after becoming a Life Fellow, has continued to contribute the annual minimum contribution the Fellow was required to contribute in order to become a Life Fellow. In the year the contribution is made, such Life Fellow shall be deemed a Sustaining Life Fellow.

(b) Life Patron Fellow. A Life Patron Fellow is any Life Fellow who contributes, or pledges to contribute to the Foundation in keeping with the policy for pledges approved by the Trustees of the Foundation, in aggregate, between Five Thousand

Dollars (\$5,000) and Nine Thousand Nine Hundred and Ninety-Nine Dollars (\$9,999).

(c) Life Benefactor Fellow. A Life Benefactor Fellow is any Life Fellow who contributes, or pledges to contribute to the Foundation in keeping with the policy for pledges approved by the Trustees of the Foundation, in aggregate, between Ten Thousand Dollars (\$10,000) and Twenty-Four Thousand Nine Hundred and Ninety-Nine Dollars (\$24,999).

(d) Life Leadership Fellow. A Life Leadership Fellow is any Life Fellow who has contributed Twenty-Five Thousand Dollars (\$25,000) or more to the Foundation.

(6) Honorary Fellows. The Trustees of the Foundation may elect a person to the status of Honorary Fellow. Such person need not meet the requirements for selection as a Fellow.

A maximum of two (2) persons may be elected annually as Honorary Fellows. Other than the annual maximum of two (2) persons, there is no quota for the total membership of Honorary Fellows.

(7) Each lawyer selected to be honored as a Fellow shall, upon acceptance of such honor be recognized and inducted into the Fellows, and shall pay such initiation fee and annual dues as may from time to time be set by the Trustees.

(8) A law firm contributing the following amounts in support of the Fellowship program during the year 2012 shall be recognized as a Charter Patron of the Fellows of the Roanoke Law Foundation: (1) law firms of 5 lawyers or less - \$500; (2) law firms of 6-10 lawyers - \$1,000; (3) law firms of 11-25 lawyers - \$2,500; and (4) law firms of 26 or more lawyers - \$5,000. The law firm's size shall be set as of January 1, 2012. Thereafter, contributing law firms may be recognized by the Foundation from time to time in such manner as the Trustees may determine.

(9) The Fellows may adopt such instruments of governance as may be necessary or desirable, subject to the other provisions this Trust Agreement. The records and affairs of the Fellows shall be administered in such manner as the Trustees may from time to time determine.

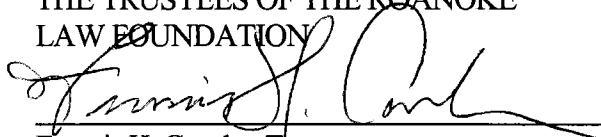
ARTICLE XIII

GOVERNING LAW

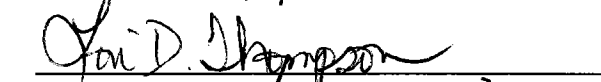
This Agreement shall be construed and the Foundation hereby created shall be administered under the laws of Virginia.

This Agreement has been executed on the date set forth on page 1.

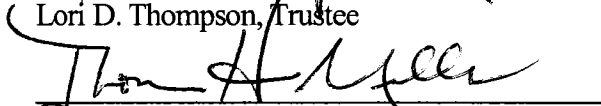
THE TRUSTEES OF THE ROANOKE
LAW FOUNDATION



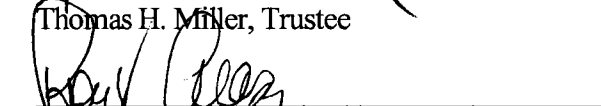
Francis H. Casola, Trustee



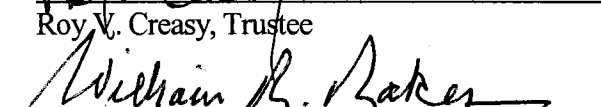
Lori D. Thompson, Trustee



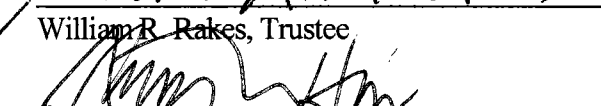
Thomas H. Miller, Trustee



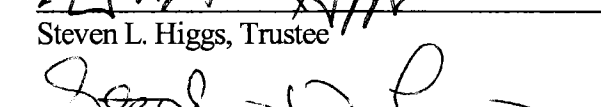
Roy V. Creasy, Trustee



William R. Rakes, Trustee



Steven L. Higgs, Trustee



Stephen W. Lemon, Trustee