

The undersigned, desiring to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended (the "Virginia Code"), sets forth the following:

Article I. Name.

The name of the Association is Homer Laughlin China Collectors Association.

Article II. Purpose.

A. The purpose of the Association shall be (i) to promote the collecting of vintage Homer Laughlin China Company dinnerware, (ii) to expand the knowledge and expertise of Homer Laughlin China collectors through seminars, forums, educational publications and other means, and (iii) to enhance public awareness of the historical significance of the designs Homer Laughlin China Company.

B. The Association is organized and shall be operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). The Association shall have all corporate powers of a nonstock corporation organized under Chapter 10 of Title 13.1 of the Virginia Code and not prohibited by Section 501(c)(6) of the Internal Revenue Code, any regulations promulgated thereunder, or any successor statutes or regulations. No part of the net earnings of the Association shall inure to the benefit of any member, director or officer of the Association, or any other private individual. Upon the dissolution of the Association, all its assets, after the satisfaction of its liabilities or adequate provision therefor, shall be distributed to an organization exempt from taxation under § 501(c)(3) or § 501(c)(6) of the Internal Revenue Code, or any successor statutes.

Article III. Registered Agent.

The post office address of the initial registered address of the Corporation is HLCCA, PO Box 26021, Crystal City, VA 22215-6021, which is located in the County of Arlington, Virginia. The Corporation's initial registered agent is Matthew V. J. Whalen, who is a resident of Virginia and whose address is the same as the initial registered office and who is a member of the initial Board of Directors and President of the Corporation.

Article IV. Members.

A. There shall be two classes of membership: Standard and Honorary.

B. The Standard members shall elect the Association's directors and shall vote in all other matters which by statute require a vote of the members with voting rights. Each Standard member shall have one vote for each director position to be elected and one vote on each other matter with respect to which such member is entitled to vote.

C. The Honorary members shall have no voting rights.

D. The Association's Bylaws may establish additional rights, privileges and qualifications for each class of membership not inconsistent with this Article.

Article V. Board of Directors.

The number of directors constituting the initial Board of Directors is four. Except for the initial Board of Directors, the number of directors may be fixed by Bylaw, or in the absence of such a Bylaw, shall be four.

Article VI. Indemnification.

A. Every person, and his heirs, executors and administrators, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of any kind, whether civil, criminal, administrative, arbitral or investigative, or was or is the subject of any claim, and whether or not by or in the right of the Association, by reason of his being or having been a director or officer of the Association, or by reason of his serving or having served at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, committee, trust or other enterprise, or at the request of the Association in any capacity that under Federal law regulating employee benefit plans would or might constitute him a fiduciary with respect to any such plan, whether or not such plan is or was for employees of the Association, shall be indemnified by the Association against expenses (including attorneys' fees), judgments, fines, penalties, awards, costs, amounts paid in settlement and liabilities of all kinds, actually and reasonably incurred by him in connection with, or resulting from, such action, suit, proceeding or claim, if he acted in good faith and in the manner he reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, provided that no indemnification shall be made in respect of any claim, issue or matter as to which he shall have been adjudicated to be liable to the Association for willful misconduct or a knowing violation of the criminal law in the performance of his duty to the Association unless, and only to the extent, that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, he is fairly and reasonably entitled to indemnity. The termination of any such action, suit or proceeding by judgment, order or conviction, or upon a plea of *nolo contendere* or its equivalent, or by settlement, shall not of itself create a presumption that any such person did not act in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association.

B. Any indemnification under the preceding paragraph (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of such person is proper in the circumstances because he had met the applicable standard of conduct set forth in such paragraph. Such determination may be made either (i) by the Board of Directors of the corporation by a majority vote of such quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the members.

C. Expenses (including attorneys' fees) incurred by or in respect of any such person in connection with any such action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, may be paid by the Association in advance of the final disposition thereof upon receipt of an undertaking by, or on behalf of, such person to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Association.

D. The Board of Directors of the Association shall have the power, generally and in specific cases, to indemnify its other employees and agents to the same extent as provided in this Article with respect to its directors and officers.

E. The provisions of this Article are in addition to, and not in substitution for, any other right to indemnity to which any person who is or may be indemnified by or pursuant to this Article may otherwise be entitled, and to the powers otherwise accorded by law to the Association to indemnify any such person and to purchase and maintain insurance on behalf of any such person against any liability asserted against or incurred by him in any capacity referred to in this Article or arising out of his status as serving or having served in any such capacity (whether or not the Association would have the power to indemnify against such liability.)

F. If any provision of this Article shall be adjudicated invalid or unenforceable, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the Association may have under the laws of the Commonwealth of Virginia.

G. No amendment or repeal of any provision of this Article shall limit or eliminate the right to indemnification provided hereunder with respects to acts or omissions occurring prior to such amendment or repeal.

Article VII. Elimination of Liability.

A. To the maximum extent permitted by Virginia Code § 13.1-870.1 or any successor provision thereto, or any other statutory or decisional law, no officer or director of the Association shall be liable in any proceeding brought by or in the right of the Association or brought by or on behalf of members of the Association against such officer or director.

B. No amendment to or appeal of this Article shall limit or eliminate the benefits provided to directors and officers of the Association hereunder with respect to any act or omission which occurred prior to such amendment or repeal.

DATE: July 28, 1998

Matthew V. J. Whalen, Incorporator

