

**UNANIMOUS WRITTEN CONSENT OF
DIRECTORS OF
THE CALIFORNIA ATTORNEYS, ADMINISTRATIVE LAW JUDGES AND
HEARING OFFICERS IN STATE EMPLOYMENT ("CASE")**

A California Mutual Benefit Corporation

The undersigned, constituting all of the present Directors of the above-named corporation, DO HEREBY consent to take the following action, adopt the following resolution and transact the following business:

RESTATEMENT OF ARTICLES

RESOLVED, that the Articles of Incorporation be amended and restated to read as follows:

“ARTICLE 1

NAME

The name of this corporation is:

CALIFORNIA ATTORNEYS, ADMINISTRATIVE LAW JUDGES
AND HEARING OFFICERS IN STATE EMPLOYMENT ("CASE").

ARTICLE 2

PURPOSE

This corporation is a nonprofit Mutual Benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

The specific purposes of this corporation are: 1) To promote the employment and professional interests of persons who are employed by the State of California as attorneys, administrative law

judges, hearing officers and other State Bargaining Unit 2 employees; 2) To further the common good and general welfare of the people of the State of California by informing the State Constitutional Officers, the Agency and Department heads, the Legislature and the public regarding the significant role played by attorneys, administrative law judges, deputy labor commissioners and other Unit 2 employees in state government in preserving and maintaining justice and the general welfare of all Californians; 3) To improve the salaries, benefits and working conditions of state Bargaining Unit 2 employees through the negotiation, administration and enforcement of collective bargaining agreements with the State of California; 4) To represent its members, both individually and collectively, before the Legislature, administrative agencies and judicial bodies on employment related issues; 5) To provide benefits to its members; 6) To promote the professional interests of all Unit 2 employees through increased training, improvements to the promotional process, meaningful continuing education standards, and reasonable bar dues; and 7) To engage in any other lawful activities permitted under the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE 3

MEMBERSHIP PROVISIONS

Qualification for classes of membership, and the rights and obligations of membership, including liability for dues and assessments, shall be set forth in the bylaws.

ARTICLE 4

LIMITATION

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

ARTICLE 5

GOVERNED BY NONPROFIT CORPORATION LAW

The corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law effective January 1, 1980, not otherwise applicable to it under Part 5 thereof."

and be it

FURTHER RESOLVED, that the officers of this corporation be and hereby are authorized and directed, as the act of this corporation, to execute an amendment to the Articles and have the same filed with the California Secretary of State, and to take any other steps necessary to effectuate the purpose for which this resolution has been adopted.

The undersigned direct that this Consent be filed with the Minutes of the proceedings of the Board of Directors of this Corporation.

This Consent is executed pursuant to Corporations Code Section 7211(b) and the Bylaws of this corporation, and shall be effective on the date of the last signature hereof.

Directors

Date of Signature

Holly Wilkens

Kyle Brodie

Alan D. Tate