

CODE OF REGULATIONS

OF

COLUMBUS BAR SERVICES, INC.

Adopted October 6, 1989 and amended January 15, 1999

ARTICLE I

Action of Shareholder

The sole shareholder of the Corporation is The Columbus Bar Association (the "Shareholder"). The Shareholder shall act through its Board of Governors by any resolution adopted at any duly convened meeting of the Board of Governors. Such action shall be evidenced by recording same in the minutes of the Board of Governors.

ARTICLE II

Board of Directors

Section 1. General Powers of Board. The powers of the Corporation shall be exercised, its business and affairs conducted, and its property controlled by the Board of Directors, except as otherwise provided by the law of Ohio or in the Articles of Incorporation.

Section 2. Number. The Board of Directors shall consist of eleven Directors.

Section 3. Election of Directors. The directors shall be elected by the Shareholder.

Section 4. Classification of Directors, Qualifications and Term of Office. Unless he or she shall earlier resign, be removed, die or be adjudged mentally incompetent, each director shall hold office until the election of his or her successor.

The Board of Directors shall be divided into three classes. Each class shall consist of three Directors. At the effective date of this amendment, the Directors in the first class shall be elected for an initial term of one year; the Directors in the second class shall be elected for an initial term of two years; and the Directors in the third class shall be elected for an initial term of three years. Annually, the successors to the Directors of the class whose term expires in that year shall be elected for a three-year term. No Director shall serve more than two consecutive three-year terms.

The remaining two Directors shall consist of the then current Secretary/Treasurer and Executive Director of the Shareholder.

Section 5. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the president or the secretary of the Corporation. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. Vacancies in the Board of Directors shall be filled by the Shareholder.

Section 7. Meetings of the Board. Regular meetings of the Board of Directors shall be held quarterly at a date and time to be determined by the Board on an annual basis.

Special Meetings of the Board of Directors may be held at any time upon call of the president, a vice-president, or any two members of the Board.

Notice of each meeting of the Board of Directors shall be given either (a) in writing addressed to the Director at his or her usual place of business mailed at least three days before the day of the meeting or delivered in person or by telecopy (Fax) at least one day before the day of the meeting, or (b) verbally delivered in person or by telephone at least one day before the day of the meeting. Notice of any meeting of the Board need not be given to any director if waived by him or her in writing or by telecopy (Fax), whether before or after such a meeting be held, or if he or she shall be present at such meeting.

All meetings of the Board shall be held at the office of the Corporation in the City of Columbus, Ohio, or at such other place, within or without the State of Ohio, as the Board may determine from time to time and as may be specified in the notice thereof. A majority of the directors in office constitutes a quorum for the transaction of business.

ARTICLE III

Officers

Section 1. General Provisions. The officers of the Corporation shall be a president, a secretary and a treasurer. The Corporation in its discretion may elect a chairman of the board and such vice presidents as it deems appropriate. Any person may hold any two of more offices and perform the duties thereof, except the offices of president and secretary.

Section 2. Election, Terms of Office, and Qualification. The officers of the Corporation shall be appointed by the Board of Directors. The chairman of the board shall serve for a term of one year and shall serve no more than two consecutive one-year terms. The chairman of the board must be a director, and if the person who is chairman of the board shall cease to be a director, he or she shall immediately cease to be chairman of the board. All other officers shall hold office at the pleasure of the Board of Directors and shall have such qualifications as the Board of Directors may impose.

Section 3. Additional Officers, Agents, Ect. In addition to the officers mentioned in Section 1 of this Article III, the Corporation may have such other officers, agents, or factors as the Board of Directors may appoint, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to appoint any subordinate officers, committees, agents or factors. In the absence of any officer of the Corporation, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, the powers and duties, or any of them, of such office to any other officer, or to any director.

Section 4. Removal. The chairman of the board and the president of the Corporation may be removed, either with or without cause, at any time, by resolution adopted by the Board of Directors at any meeting of the board. Any other officer may be removed, in the absence of an exercise of authority by the Board of Directors, by the president with or without cause.

Section 5. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, or to the president, or to the secretary of the Corporation. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled in the manner prescribed in the Code for regular appointments or elections to such office.

ARTICLE IV

Duties of the Officers

Section 1. Chairman of the Board. In the event the Board of Directors elects a chairman of the board he or she shall act in a general advisory capacity to the president in all matters concerning the interest and management of the Corporation. He or she shall provide leadership to the Board of Directors; he or she shall prepare agendas for, convene and preside over all meetings of the shareholders and the Board of Directors. In addition, if the board so directs, he or she shall serve as Chief Executive officer and perform such duties as the board so directs.

Section 2. President. The president, shall have responsibility for the day to day operations of the Corporation, including management and general supervision over the business of the Corporation. He or she shall have the authority to hire and remove all subordinate officers and employees in the absence of exercise of such authority by the Board of Directors . He or she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall report to the chairman of the board and to the Board of Directors all matters within his or her knowledge which the interests of the Corporation may require to be brought to the notice of the board. He or she may sign with the secretary, the treasurer, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares in the Corporation. Unless the chairman of the board has been appointed as Chief Executive officer of the Corporation the president shall serve in that position. In the absence of the chairman of the board the president shall assume his or her duties and responsibilities. The president shall assume all additional powers and duties as may be conferred upon him or her, from time to time, by the Board of Directors.

Section 3. Secretary. The secretary shall be responsible for minutes of board and shareholder meetings and for giving proper notice of such meetings. In addition he or she shall sign or attest documents as required by law or the business of the Corporation. In general, the secretary shall assume all additional powers and duties as may be conferred upon him or her, from time to time, by the Board of Directors or president.

Section 4. Treasurer. The treasurer shall be responsible for the receipt and disbursement of corporate funds. He or she shall maintain proper records of the Corporation's business transactions and exhibit such records and related financial reports in accordance with the instructions of the Board of Directors. In general, the treasurer shall assume all additional powers and duties as may be conferred upon him or her, from time to time, by the Board of Directors.

Section 5. Additional Officers, Agents, Ect. Additional officers and agents appointed under Section 1 of this Article III, shall perform such duties as the Board of Directors or the president shall determine.

ARTICLE V

Indemnification

The Corporation shall indemnify any director or officer (and may indemnify any other employee or agent of the Corporation or of any entity) who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another Corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

Determination of rights to indemnification shall be made (a) by a majority vote of a quorum consisting of directors of the Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding; (b) by shareholders; or (c) by the court in which such action, suit, or proceeding was brought.

The Corporation may obtain and maintain liability insurance against liabilities of its directors, officers, employees and agents, sufficient to cover its obligations under, these indemnification sections, and may obtain such liability insurance for liabilities of such persons not subject to any obligations of the Corporation under these indemnification sections.

The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement or vote of shareholders or disinterested directors.

ARTICLE VI

Amendment of Regulations

This code of Regulations may, at any time, be amended, added to, replaced or superseded by a new Code of Regulations by the action of the Shareholder as described in Article I of this Code of Regulations.

ARTICLE VII

Shares and Their Transfer

Section 1. Certificates for Shares. The shareholder is entitled to a certificate in such form as the Board of Directors shall prescribe, certifying the number and class of paid up shares in the Corporation owned by the Shareholder. The certificate shall be signed in the name of the Corporation by the president or vice president and by the secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, or the treasurer.

Section 2. Lost, destroyed or Mutilated Certificate. If the certificate for shares in this Corporation shall be lost, destroyed or mutilated, the Corporation shall issue a new certificate in the place of the certificate which has been lost, destroyed or mutilated.

Section 3. Transfers of Shares. Transfers of shares in the Corporation shall be made only on the books of the Corporation by the registered holder thereof or by his or her attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the Corporation.