

CERTIFICATE OF INCORPORATION

OF

AMERICAN COUNSEL ASSOCIATION

FIRST: The name of this corporation is AMERICAN COUNSEL ASSOCIATION.

SECOND: Its principal office in the State of Delaware is located at 400 Continental American Building, Eleventh and King Streets, in the City of Wilmington, County of New Castle, State of Delaware. The name and address of its resident agent is Arthur G. Logan, 400 Continental American Building, Wilmington, Delaware.

THIRD: The nature of the business of the corporation, sometimes hereinafter called the "Association", or objects or purposes to be transacted, promoted or carried on are:

(1) To establish and maintain an organization of lawyers experienced in the general practice of law and united in fellowship and effort, thereby to improve and enhance standards of practice, the administration of justice and the discharge of the responsibilities of the profession.

(2) To encourage and assist law students in preparing, qualifying and establishing themselves in general practice.

(3) To promote or assist programs designed to inculcate in law students the principles of professional responsibility and service to the profession and to the public.

(4) To promote or assist programs of continuing legal education for active practitioners.

(5) To promote programs designed to draw together in cordial fellowship all members of this Association.

(6) To conduct and carry on the work of the Association not for profit, but exclusively for charitable, scientific, literary and educational purposes, in such manner that no part of its net earnings or income shall inure in whole or in part to the benefit of any private individual, and so that no substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence state or national legislation.

(7) Subject always to the provisions of paragraph (6) of this Article Third, to accept by gift, devise, bequest or otherwise, real and personal property of every kind and description wheresoever the same may be situated and without limit as to amount; and to purchase or otherwise acquire real and personal property of every kind and description wheresoever the same may be situated and without limit as to amount; and to hold, invest, reinvest, use, effect, borrow, administer, operate, mortgage, pledge, sell, lease, assign, transfer or otherwise dispose of the principal and income of the funds and property of the Association of every kind and description, including without limiting the generality of the foregoing, money, lands, buildings, plants, machinery, fixtures, appliances and equipment, mortgages, shares, stocks, debentures, bonds, securities, concessions, bills, notes

book-debts, claims and any interest in any property which may be necessary or convenient for the conduct of the work of the Association; and to enter into, make, perform and carry out contracts of every kind or nature for any of the purposes of the Association without limit as to amount; to lend money without interest, subject to such restrictions and under such conditions as may be imposed by law, in such sums as the Board of Directors may from time to time determine, and without security, collateral or endorsement for such loans; to have one or more officers to carry on all or any of the operations and to exercise any of the powers of the Association; and to pay reasonable compensation for services rendered by officers and employees in effecting one or more of its objects or purposes, including, without limiting the generality of the foregoing, to establish or otherwise provide for, pension, sick relief and retirement or similar funds and to contribute or otherwise provide for group life, dismemberment, accident, health and hospitalization insurance for such officers and employees.

(8) Subject always to the provisions of paragraph (6) of this Article Third, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the advancement of any of the objects or the furtherance of any of the powers hereinbefore set forth and to the same extent as natural persons might or could do either alone or through the agency of other corporations, organizations, foundations, institutions, governmental bodies or individuals, and to do every other act, or acts, thing or things incidental or pertinent to or growing out of or connected with the aforesaid objects or purposes, or any part or parts thereof, and to do all things not forbidden by the laws the State of Delaware and with all the powers conferred upon corporations by the laws of said State.

(9) In its by-laws, delegate to its proper officers or Board of Directors full discretionary power of admitting or expelling members.

FOURTH: This corporation shall be a non-profit corporation and shall not have authority to issue capital stock. The conditions of membership in this Association shall be stated in the by-laws. The initial membership of this Association shall consist of all the members of the American Counsel Association, a corporation of the State of Massachusetts, who are in good standing on the date of the filing of this Certificate of Incorporation.

FIFTH: The names and places of residence of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Arthur G. Logan	Wilmington, Delaware
C. Edward Duff	Wilmington, Delaware
J. Caleb Boggs	Wilmington, Delaware

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the members of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: This corporation shall be managed by a Board of Directors who shall be chosen in the manner provided by, and whose powers shall be designated in, the by-laws. The number of directors shall be as specified in the by-laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the by-laws, provided the number of directors of the corporation shall not be less than three

NINTH: In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

1. To make, alter or repeal the by-laws of the Association.
2. By resolution or resolutions passed by a majority vote of the directors in attendance at any regular or special meeting of the Board of Directors, at which a quorum is present, to designate one or more committees, each committee to consist of two or more of the directors of the Association, which, to the extent provided in said resolution or resolutions, or in the by-laws of the Association, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Association and may have power to authorize the seal of the Association to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in

the by-laws of the Association or as may be determined from time to time by resolution adopted by the Board of Directors.

3. To conduct the affairs of the Association, carry on its operations, elect officers and exercise the Association's corporate powers in any state, territory, district or possession of the United States or in any foreign country.

4. To make donations from the assets of the Association for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

5. To prescribe in the by-laws that a member shall not have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of the corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue if his membership ceases, or while he is not in good standing; provided, that before his membership shall cease against his consent he shall be given an opportunity to be heard.

6. Nothing herein contained shall be construed to prevent a distribution from the properties of the Association otherwise properly made in accordance with the provisions and

purposes hereof by reason of the fact that one or more of the members, directors or officers of the Association may be connected or associated with the distributee as member, trustee, director, officer or in any other capacity.

7. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.



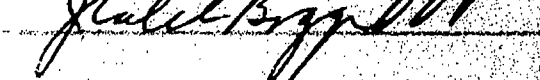
8. In the event of the liquidation, dissolution, or winding up of the Association whether voluntary or involuntary or whether by operation of law or otherwise, none of the property of the Association nor any proceeds thereof, nor any other assets of the Association shall be distributed to or inure to the benefit of any member or individual, but shall be distributed to and inure to the benefit of the American Bar Association of 1155 East 60th Street, Chicago 37, Illinois.

9. The Association may, in its by-laws, confer upon the Board of Directors powers in addition to the foregoing, not inconsistent with this Certificate, or the laws of the State of Delaware.

TENTH: The members, the Board of Directors, or any Committee shall have power to hold all or any of their meetings and the corporation may have one or more offices within or without the State of Delaware, and may keep the books, documents and records of the corporation, subject to the provisions of the laws of the State of Delaware, within or without the State of Delaware at such places as may from time to time be designated or ordered by the Board of Directors.

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the Association is formed, and all rights herein conferred upon members are granted subject to this reservation.

WE HEREBY UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 2<sup>nd</sup> day of November, A.D. 1960.

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 (SEAL)  
 (SEAL)

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STATE OF DELAWARE :  
NEW CASTLE COUNTY : SS:

BE IT REMEMBERED, that on this 2<sup>nd</sup> day of November, A.D. 1960, personally came before me, a Notary Public for the State and County aforesaid, ARTHUR G. LOGAN, C. EDWARD DUFFY and J. CALEB BOGGS, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers respectively. and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Kathy C. Bassler  
Notary Public

