

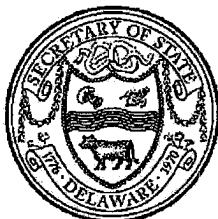
Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE AMERICAN BRANCH OF THE INTERNATIONAL LAW ASSOCIATION", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2012, AT 11:51 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9935512

DATE: 10-23-12

CERTIFICATE OF INCORPORATION

OF

THE AMERICAN BRANCH OF THE INTERNATIONAL LAW ASSOCIATION

**A NONSTOCK CORPORATION ORGANIZED UNDER
THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE**

ARTICLE I

The name of the corporation is The American Branch of the International Law Association. Subject to the approval of the member or members of the corporation, the corporation shall become a branch of the International Law Association, an unincorporated association registered as a charity under the laws of England and Wales (the "ILA"), and the successor to the unincorporated association known as The American Branch of the International Law Association. This Certificate shall be deemed the constitution of the corporation under the constitution of the ILA.

ARTICLE II

The address of the corporation's registered office in the State of Delaware is c/o Registered Agent Solutions, Inc. 1679 S. Dupont Hwy., Suite 100, in the City of Dover, County of Kent, 19901. The registered agent of the corporation at such address is Registered Agent Solutions, Inc.

ARTICLE III

The corporation is a nonprofit corporation organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any subsequent federal tax law, including, but not limited to, the following:

- (1) to further, in cooperation with the ILA, the education of academic scholars and practitioners in the field of international law, public and private;
- (2) to promote, in cooperation with the ILA, the study, discussion, development and advancement of international law; and
- (3) to engage, in furtherance of the foregoing, in any and all lawful activities for which a corporation may be organized under the General Corporation Law of the State of Delaware (the "DGCL"), except as restricted herein or in the bylaws of the corporation.

Notwithstanding any provision of this Certificate or any provisions of applicable state law to the contrary, the corporation is not authorized (a) to make any payments or distributions or otherwise carry on any activities, which would cause it to fail to qualify, or to continue to qualify, as (i) an organization exempt from federal income tax under section 501(c)(3) of the Code, or (ii) an organization contributions to which are deductible under sections 170, 2055 and 2522 of the Code, or (b) to accept gifts or contributions for other than the charitable purposes stated above.

ARTICLE IV

The corporation is not organized for pecuniary profit or financial gain, and no part of the earnings or assets of the corporation shall ever inure to the benefit of or be distributable to any individual having a personal or private interest in the activities of the corporation. No member, Director (as defined below), officer or employee of the corporation is entitled or permitted to receive any pecuniary profit from the operations and activities of the corporation, except reimbursement of out-of-pocket expenditures incurred

in carrying out the exempt purposes of the corporation and reasonable compensation for services actually rendered to or on behalf of the corporation.

ARTICLE V

Under no circumstances may the corporation (a) carry on propaganda or otherwise attempt to influence legislation in a manner that would subject the corporation to any tax imposed by section 4911 of the Code, or (b) participate in, or intervene in (including by the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office or engage in any activities which would characterize it as an "action organization" as defined in Treasury Regulation section 1.501(c)(3)-1(c)(3). No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code, whether pursuant to an election under section 501(h) or otherwise.

ARTICLE VI

The corporation is a nonstock corporation and has no authority to issue capital stock.

ARTICLE VII

The member or members of the corporation shall be those persons, institutions, firms, associations or corporations meeting such conditions of membership as shall be set forth in the bylaws. Each member of the corporation, whether a natural person, an institution, a firm, an association or a corporation, shall be entitled to one vote on each matter submitted to a vote of members at any meeting of members of the corporation. Each member of the corporation entitled to vote at a meeting of members of the corporation may authorize another person or persons to act for such member by proxy. A member of the corporation may revoke any proxy that is not by law irrevocable by attending the meeting and voting in person or by filing with the Secretary either an instrument in writing revoking the proxy or another duly executed proxy bearing a later date. Each proxy shall be deemed to have expired, and no such proxy shall be voted, after six months from its date of execution unless such proxy provides on its face for a longer period.

ARTICLE VIII

The governing body of the corporation shall be known as the Board of Directors, and its members shall be known as Directors. Except as otherwise provided by the DGCL, the business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

The Board of Directors shall consist of the current Principal Officers of the corporation (as designated by or in the manner provided for in the bylaws; provided that the Principal Officers of the corporation shall include the president and the secretary of the corporation), the immediate past president of the corporation acting as the chairperson of the Board of Directors, and the honorary vice-presidents of the corporation, each *ex officio* (each of the foregoing, an "Ex Officio Director") and such number of Directors, not fewer than ten nor more than twenty, as may be fixed from time to time by the Board of Directors (the "At-Large Directors"). Election of Directors shall take place at each annual meeting of members of the corporation that takes place in an even-numbered year and shall be conducted in the manner provided for in the bylaws. Except as otherwise provided by this Certificate, any vacancies occurring in the Board of Directors may be filled as provided in the bylaws. Any At-Large Director may be removed at any time, and any *Ex Officio Director* may be removed at any time from the position or office giving rise to such *Ex Officio Directorship*, either for or without cause, upon the affirmative vote of not less than a majority of the members of the corporation present in person or by proxy at a meeting of members of the corporation. Any vacant At-Large Directorship or position or office giving rise to an *Ex Officio Directorship* that is created by such removal may be filled by a vote of the members of the corporation present in person or by proxy at such meeting, or in lieu thereof as provided by the bylaws.

At all meetings of the Board of Directors, the presence of seven Directors shall constitute a quorum for the transaction of business. An absence of quorum that occurs after a meeting of the Board has begun shall not preclude the transaction of business, provided, that an act of the Board shall in all cases

require an affirmative vote by the greater of (a) four Directors and (b) such vote as is otherwise required by law, this Certificate or the bylaws of the corporation.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a majority of members of the Board of Directors consent thereto in writing or by electronic transmission and such writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board of Directors; provided, that no such action without a meeting shall be effective if any member of the Board of Directors who has not consented to such action shall have transmitted to the president or secretary of the corporation his or her objection to such action, in writing or by electronic transmission, within ten days of his receipt of notice of such action.

The Board of Directors and the corporation shall have such sections and other committees, with such memberships and powers, as may be provided in the bylaws. The bylaws may delegate to the president of the corporation the power to establish and appoint or alter the membership of any committee of the Board of Directors or of the corporation.

The following persons shall serve as the initial Directors of the corporation, either *ex officio* or until their respective successors are duly elected and qualify, or until their earlier death, resignation or removal:

<u>Name</u>	<u>Ex Officio Position or At-Large Status</u>	<u>Mailing Address</u>
John E. Noyes	Chair	California Western School of Law 225 Cedar Street San Diego, CA 92101-3113
Ruth Wedgwood	President	11510 Lake Potomac Dr. Potomac, MD 20854
Valerie Epps	Vice-President	Suffolk University School of Law 120 Tremont Street Boston, MA 02114
Gary N. Horlick	Vice-President	1330 Connecticut Ave. NW Suite 219 Washington DC 20008
Philip M. Moremen	Vice-President	Seton Hall University, Whitehead School 400 S. Orange Ave. South Orange, NJ 07079
Leila N. Sadat	Vice-President	Washington University School of Law Campus Box 1120 One Brookings Drive St. Louis, MO 63130-4899
David P. Stewart	Vice-President	Georgetown University Law Center 600 New Jersey Ave NW Washington, DC 20001
Houston Putnam Lowry	Secretary	Brown & Welsh, P.C. Meriden Executive Park 530 Preston Avenue Meriden, CT 06450-0183
Charles N. Brower	Honorary Vice-President	White & Case LLP 701 13 St NW Washington, DC 20005
Edward Gordon	Honorary Vice-President	325 Sharon Park Dr. #809 Menlo Park, CA 94025

<u>Name</u>	<u>Ex Officio Position or At-Large Status</u>	<u>Mailing Address</u>
P. Nicholas Kourides	Honorary Vice-President	27 Polly Park Road Rye, NY 10580
Luke T. Lee	Honorary Vice-President	6624 River Road Bethesda, MD 20817
Cynthia Lichtenstein	Honorary Vice-President	22 Water Street Stonington, CT 06378
John F. Murphy	Honorary Vice-President	Villanova University School of Law Villanova, PA 19085-1682
James A. R. Nafziger	Honorary Vice-President	Willamette University School of Law 245 Winter St. NE Salem, OR 97301
Ved Nanda	Honorary Vice-President	Director, Int'l Legal Studies Program University of Denver College of Law 2255 East Evans Avenue Denver, CO 80208
Cecil J. Olmstead	Honorary Vice-President	4 Sprucewood Lane Westport, CT 06880-4021
Alfred P. Rubin	Honorary Vice-President	228 Slade St. Belmont MA 02478
Robert B. von Mehren	Honorary Vice-President	Debevoise & Plimpton LLP 919 Third Ave. New York, NY 10022
William Aceves	At-Large	California Western School of Law 225 Cedar Street San Diego, CA 92101-3046
Catherine Amirfar	At-Large	Debevoise & Plimpton LLP 919 Third Ave. New York, NY 10022
Dr. Kelly Askin	At-Large	Senior Legal Officer International Justice Open Society Justice Initiative 400 W. 59th St. New York, NY 10019
Andrea K. Bjorklund	At-Large	UC Davis School of Law 400 Mrak Hall Drive Davis, CA 95616
Ronald A. Brand	At-Large	Director, Center for Int'l Legal Education University of Pittsburgh School of Law 3900 Forbes Avenue Pittsburgh, PA 15260
John Carey	At-Large	860 Forest Avenue Rye, NY 10580
Christina M. Cerna	At-Large	550 N Street SW Apt #S-901 Washington, DC 20024

<u>Name</u>	<u>Ex Officio Position or At-Large Status</u>	<u>Mailing Address</u>
Paul R. Dubinsky	At-Large	Wayne State University Law School 471 West Palmer St. Detroit, MI 48202
Malvina Halberstam	At-Large	Benjamin N. Cardozo School of Law 55 Fifth Ave. at 12th Street New York, NY 10003
Scott Horton	At-Large	Human Rights First 333 Seventh Ave. 13 Fl. New York NY 10001-5108
Karen A. Hudes	At-Large	5203 Falmouth Rd. Bethesda, MD 20816
Larry Johnson	At-Large	141 East 88th St., Apt. 3H New York, NY 10128
Anibal Sabater	At-Large	Fulbright Tower 1301 McKinney Suite 5100 Houston, TX 77010-3095
Michael P. Scharf	At-Large	13 Pepperwood Lane Pepper Pike, OH 44124
Louise Ellen Teitz	At-Large	Roger Williams University School of Law Ten Metacom Avenue Bristol, Rhode Island 02809
Nancy Thevenin	At-Large	Baker & McKenzie LLP 1114 Avenue of the Americas New York, NY 10036
Susan Tiefenbrun	At-Large	2683 Via dela Valle #G-514 Del Mar, CA 92014
Vince Vitkowsky	At-Large	Edwards Wildman Palmer LLP 750 Lexington Avenue New York, NY 10022
George Walker	At-Large	Wake Forest University School of Law PO Box 7206 Winston-Salem, NC 27109-7206
Peter K. Yu	At-Large	Drake University Law School 2507 University Avenue Des Moines, IA 50311

ARTICLE IX

No Director of the corporation has any liability to the corporation or its members for monetary damages for breach of such director's fiduciary duty as a Director. The preceding sentence does not eliminate or limit the liability of a Director (a) for any breach of the Director's duty of loyalty to the corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (c) under Section 174 of the DGCL (imposing certain penalties in the case of willful or negligent violation of certain provisions of the DGCL with regard to payment of dividends to members, and in the case of stock corporations of certain other dispositions of corporate stock) or (d) for any transaction from which the Director derived an improper personal benefit.

ARTICLE X

Bylaws may be adopted, amended, altered or repealed by a majority vote of the members of the corporation present in person or by proxy at a meeting of members of the corporation or by resolution adopted by the Board of Directors.

ARTICLE XI

The corporation shall not, at any time, allow to remain outstanding total indebtedness in excess of the net worth of the corporation or incur any financial or other obligation that would cause the corporation to have a total outstanding indebtedness in excess of the corporation's net worth.

If there is a liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary, involuntary or by operation of law, the Board of Directors shall, except as may be otherwise provided by applicable law, distribute all of the assets of the corporation in such manner as the Board of Directors may determine so long as the distribution is (a) solely in furtherance of the objectives and purposes set forth in Article III of this Certificate and (b) is made to one or more organizations that are exempt from taxation as organizations described in section 501(c)(3) of the Code.

ARTICLE XII

This Certificate may be amended by a three-fourths affirmative vote of those members of the corporation who are present at a meeting of the members of the corporation (provided that a notice setting forth the proposed amendment or amendments shall have been sent to the members of the corporation such member at least twenty days prior to such meeting) and the filing of a certificate of amendment in accordance with the requirements of the DGCL.

This Certificate may not be amended to authorize the Board of Directors to manage or conduct the operations or affairs of the corporation in any manner or for any purpose that would cause the corporation to fail to qualify or continue to qualify as an organization exempt from federal income tax under section 501(c)(3) of the Code or an organization contributions to which are deductible under sections 170, 2055 and 2522 of the Code.

ARTICLE XIII

This Certificate shall be effective on the date it is filed with the office of the Secretary of State of the State of Delaware.


ARTICLE XIV

The name and mailing address of the incorporator are as follows:

Sean P. Neenan
Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022

The powers of the incorporator shall terminate upon the filing of this Certificate with the office of the Secretary of State of the State of Delaware.

I, THE UNDERSIGNED, for the purpose of forming a nonstock, nonprofit corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, and do certify that the facts herein stated are true, and have accordingly hereunto set my hand this 22nd day of October, 2012.



Sean P. Neenan