

Certificate of Incorporation of the

Juris Institute, Inc.

under Section 402 of the Not-for-Profit Corporation Law

The undersigned person, acting as incorporator of a corporation under Section 402 of the *Not-for-Profit Corporation Law* of New York, adopt the following *Certificate of Incorporation* for such corporation:

Article I

The name of the corporation is the *Juris Institute, Inc.*

Article II

The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the New York *Not-for-Profit Corporation Law* and is organized and operated for Type B purposes under Section 201 of that law.

Article III

The purpose or purposes for which the corporation is organized are:

(a). The specific and primary purposes for which this corporation is formed are to operate for the advancement of educational, religious, scientific, literary, cultural and charitable purposes, by the distribution of its funds for such purposes, and particularly for development of training, exchange and public programs and activities involving legal matters, i.e. matters related to law, civil society and the development of free and democratic societies where the rule of law is practiced as a fundamental component of a society's social institutions. These activities include the production and sponsoring of events such as professional "continuing legal education (CLE)" training seminars for licensed lawyers, legal education programs and seminars for legal professionals and for the general public, including but not limited to audio, video, film and multi-media documentaries, public seminars, educational conferences and symposia; the creation of books, pamphlets, online e-learning courses, pod casting, social networking web sites, volunteer placements and activities on and relating to such diverse subjects as legal history, jurisprudence, the practice of law, human rights, intellectual property, legal entitlements and obligations and other law related subjects and the development of programs that provide legal information to the general public or specialized audiences.

(b). The general purposes for which this corporation is formed are to operate exclusively for such educational, religious, scientific, literary, cultural and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue

Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c). This corporation shall not, as a substantial part of its activities, carry on political propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

Article IV

The office of this corporation is to be located in Kings County, New York.

Article V

The period of the corporation's duration is perpetual.

Article VI

The Secretary of State is designated as the corporation's agent upon whom service of process against the corporation may be made. The post office address to which the Secretary of State shall mail a copy of any process against the corporation is 325 Eighth Street, Brooklyn NY 11215-3313.

Article VII

In accordance with §402(a)(7) of the *Not-for-Profit Corporation Law* the registered agent of the corporation is Alex T. Roshuk upon whom service of process against the corporation may be made, at the following post office address: 325 Eighth Street, Brooklyn NY 11215-3313.

Article VIII

The corporation shall have all the powers given to not-for-profit corporations under the law of New York.

Article IX

The corporation shall not have a membership distinct from the board of directors who shall be considered members. The Directors of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments. All directors shall be elected by the then current board of directors at an annual election and shall serve three year terms.

Article X

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The initial number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation in classes of three directors each; each new class of directors shall serve three year terms which terms shall be not be concurrent with the terms of all other previously elected directors. If there is a tie amongst the directors for any vote the then chairperson of the corporation shall cast the deciding vote.

The names and addresses of the persons who are to serve as the initial three directors are:

Name	Address
1. Alex T. Roshuk	325 Eighth Street, Brooklyn NY 11215-3313
2. Charles D. Parisi	220 Bay Street, Staten Island NY 10301
3. Nathaniel Leo Nneke	220 Bay Street, Staten Island NY 10301

The directors named herein as the first board of directors shall hold office until the first meeting, to be held at a time, place and date determined by a written resolution of the initial incorporator within ninety days of the filing of this certificate.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of three years until the annual meeting of directors following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 12 Noon Eastern Standard Time on the first Saturday in June of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution and they may also be held via internet software, the members shall be considered present at said meeting if they are logged on to any such web site though its software program.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the certificate of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Article XI

The members shall elect the following officers: Chairperson, Secretary-Treasurer, and Executive Director and such other officers as the bylaws of this corporation may authorize the board of directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting and reconfirmed yearly thereafter.

Article XII

Subject to the limitations contained in the bylaws and any limitations set forth in the Not-for-Profit Corporation Law of New York described above the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

Article XIII

The property of this corporation is irrevocably dedicated to of educational, religious, scientific, literary, cultural and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual except for reasonable compensation for actual services rendered for the needs of organization.

Article XIV

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for social and charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the *Internal Revenue Code*, or corresponding provisions of any subsequent federal tax laws.

Article XV

Amendments to this certificate of incorporation may be proposed by a resolution adopted by the board of directors and presented in writing to all the board members for their vote at a specially called meeting. Amendments may then be adopted by a vote of at least two-thirds of a quorum of members of the Board at such specially called meeting.

Article XVI

Nothing herein shall authorize the corporation to operate or maintain a library, museum


or historical society or to own or hold collections. Nothing herein shall authorize the corporation to operate or maintain a charter school, a nursery school, an elementary school or a secondary school. Nothing herein shall authorize the corporation to operate a college or university or to advertise or offer credit-bearing courses or degrees in New York State. Nothing herein shall authorize the corporation to engage in the practice of any profession, or to use a professional title of any profession, required to be licensed by Title VIII of the *Education Law*. Nothing herein shall authorize the corporation to provide professional training in the profession of or any other profession required to be licensed by Title VIII of the *Education Law*.

Article XVII

Each director and officer of the corporation shall be indemnified against all expenses actually and necessarily incurred by such director or officer in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of being or having been such director or officer except in relation to matters as to which such director or officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty unless and if such director or officer acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the corporation, and, in criminal actions or proceedings, in which he or she had no reasonable cause to believe the conduct was unlawful.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the Laws of New York, have executed this certificate of incorporation on November 7, 2007.

Signature of incorporator:



Alex T. Roshuk
325 8th Street
Brooklyn NY 11215-3313