

**Articles of Incorporation
of the Southeastern Association of Law Schools, Inc.**

The undersigned incorporator, desiring to form a not-for-profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation in accordance with the laws of the United States of America and the State of Florida.

Article I - Name

The Name of the Corporation is the Southeastern Association of Law Schools, Inc.

Article II - Purpose

Section 1. The Corporation is organized exclusively for educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Section 2. To the extent consistent with the above general purposes, the specific purpose of the Corporation shall be to improve legal education, to provide a forum to stimulate intellectual discourse, to encourage faculty scholarship, and to enhance the quality of teaching.

Section 3. Notwithstanding any other provision of the Articles of Incorporation or the By-Laws of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Section 4. The intent of the Articles of Incorporation is that the Corporation shall be exempt from federal income taxation under the provisions of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Section 5. The Corporation shall be operated not for profit and no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner that might jeopardize the tax-exempt status of the Corporation.

Section 6. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 7. Except to the extent inconsistent with Sections 1 through 6 of this Article, the Corporation shall exercise all powers conferred on a corporation organized under the Florida Statutes, Chapter 617, Corporations Not for Profit statutes as currently in effect

and as such may be amended, and all such other powers as are permitted by applicable law.

Article III - Incorporator

The name and address of the incorporator is

Gail Levin Richmond
Nova Southeastern University Law Center
3305 College Avenue
Fort Lauderdale-Davie, FL 33314-7721

Article IV - Registered Office

The registered office of the Corporation is located at Nova Southeastern University Law Center, 3305 College Avenue, Fort Lauderdale-Davie, FL 33314-7721. The registered office may be changed by a vote of a majority of members of the Board of Trustees without an amendment to the Articles of Incorporation.

Article V - Registered Agent

The registered agent for service of process on the Corporation is Gail Levin Richmond, Nova Southeastern University Law Center, 3305 College Avenue, Fort Lauderdale-Davie, FL 33314-7721. The registered agent may be changed by a vote of a majority of members of the Board of Trustees without an amendment to the Articles of Incorporation.

Article VI - Principal Office of Corporation

The principal office of the Corporation is c/o Gail Levin Richmond, Nova Southeastern University Law Center, 3305 College Avenue, Fort Lauderdale-Davie, FL 33314-7721. The principal office may be changed by a vote of a majority of members of the Board of Trustees without an amendment to the Articles of Incorporation.

Article VII - Term

The Corporation shall commence corporate existence upon the filing of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to applicable state law.

Article VIII - Membership

Section 1. The Members of the Corporation shall consist of the law schools and individuals committed to the purpose for which the Corporation was created. The initial members of the Corporation consist of the law schools and individuals listed in Appendix A, Appendix B, and Appendix C to the By-Laws of the Corporation. Law schools and individuals seeking to attain membership in the Corporation shall do so in accordance

with the By-Laws of the Corporation, and the appendices may be updated to reflect new members without an amendment to the Articles of Incorporation.

Section 2. Membership shall consist of Institutional Members, Affiliate Members, and Honorary Members as defined in the By-Laws of the Corporation.

Section 3. The Corporation is organized upon a nonstock basis and shall not issue shares of stock.

Section 4. Institutional Members and Affiliate Members of the Corporation shall pay dues in the amount that the Board of Trustees shall fix. Dues shall be collected as established by the By-Laws of the Corporation. Honorary Members shall not be required to pay dues.

Article IX - Officers

Section 1. The Officers of the Corporation are a President, Vice-President/President Elect, Executive Director, Deputy Executive Director, Corporate Compliance Officer/Secretary, Deputy Corporate Compliance Office/Secretary, Treasurer, and an Immediate Past President. The Officers of the Corporation shall be full-time faculty members of Institutional Member schools, except that a faculty member who retires from, or takes emeritus status from, an Institutional Member school remains eligible to serve as an Officer.

Section 2. The Executive Director, Corporate Compliance Officer/Secretary, and Treasurer shall each serve a five year term except that the initial term of the Corporate Compliance Officer shall be three years and the initial term of the Treasurer shall be two years.

Section 3. The Deputy Corporate Compliance Officer/Secretary shall be appointed by a majority vote of the Board of Trustees. The Deputy Corporate Compliance Officer/Secretary shall serve a three-year term. The Deputy Executive Director shall be appointed by the President in consultation with the Executive Director and confirmed by a majority of the Board of Trustees. The Deputy Executive Director shall serve a one-year term.

Section 4. An annual election shall be conducted to elect a Vice-President/President Elect.

Section 5. An election shall be conducted every five years to elect an Executive Director, Corporate Compliance Officer/Secretary, and Treasurer except that the second election of the Corporate Compliance Officer/Secretary shall be conducted three years after the initial election and the second election of the Treasurer shall be conducted two years after the initial election.

Section 6. The Vice-President/President Elect shall serve as Vice-President for one year after election. Upon completion of a one-year term as Vice-President, the Vice-President shall serve as President for a one-year term. Upon completion of a one-year term as President, the President shall serve as Immediate Past President for a one-year term.

Section 7. In the event that the President resigns prior to completion of the term in office or is otherwise unable to perform the duties of the office, the Vice-President/President Elect shall assume the office of President and shall serve as President until the original term would have expired. Such person may serve a second consecutive term provided that the initial vacancy occurred no more than six months before the Vice-President/President Elect was to assume the office of President and that the Board of Trustees vote to approve a second term by a majority vote of the Board of Trustees. The vote shall take place not more than thirty (30) days after the President assumes office. For this purpose, the President shall not cast a vote. A special election shall be held for the office of the Vice-President/President Elect upon the assumption of the office of President by the Vice-President/President Elect. The newly elected Vice-President/President Elect shall serve as Vice-President/President Elect until such time as the term of the President expires.

Section 8. In the event that the Vice-President/President Elect resigns prior to the completion of the term in office or is otherwise unable to perform the duties of the office, a special election shall be held for the office of the Vice-President/President Elect. The newly elected Vice-President/President Elect shall serve as Vice-President/President-Elect until the original term would have expired or until such time as the Vice-President/President Elect becomes President as provided in Section 5 above.

Section 9. In the event that the Executive Director, Corporate Compliance Officer/Secretary and/or Treasurer resigns prior to the completion of the term in office or is otherwise unable to perform the duties of the office, a special election shall be held for the office of the Executive Director, Corporate Compliance Officer/Secretary, and/or Treasurer. The newly elected Executive Director, Corporate Compliance Officer/Secretary, and/or Treasurer shall serve in that capacity until the original term would have expired.

Section 10. In the event that the Deputy Corporate Compliance Officer resigns prior to the completion of the term in office or is otherwise unable to perform the duties of the office, the Board of Trustees, by a majority vote, shall appoint a replacement Deputy Corporate Compliance Officer/Secretary. The newly appointed Deputy Corporate Compliance Officer/Secretary shall serve in that capacity until the original term would have expired.

Section 11. In the event that the Immediate Past President resigns prior to the completion of the term in office or is otherwise unable to perform the duties of the office, the President shall appoint a fourth At-Large Member to the Board of Trustees to serve until the original term of the Immediate Past President would have expired.

Section 12. In the event that the Deputy Executive Director resigns prior to the completion of the term in office or is otherwise unable to perform the duties of the office, the President shall appoint a Deputy Executive Director in consultation with the Executive Director and confirmed by a majority of the Board of Trustees. The newly appointed Deputy Executive Director shall serve in that capacity until the original term would have expired.

Section 13. No officer shall hold more than one office at any one time and the President may not serve for two consecutive terms except as provided in Section 7 above. The Executive Director, Corporate Compliance Officer/Secretary, and/or Treasurer may stand for re-election. The Deputy Corporate Compliance Officer/Secretary may be appointed by the Board of Trustees for more than one term in this capacity. The Deputy Executive Director may be appointed for more than one term in this capacity provided that the President, in consultation with the Executive Director, appoints such person for an additional term and such person is confirmed by a majority of the Board of Trustees.

Section 14. All Officers shall begin to serve at the conclusion of the Annual Meeting following their election or appointment and shall serve in their respective capacities until their terms end or, if earlier, a successor is elected or appointed to complete an unexpired term.

Article X - At-Large Members

Section 1. Three At-Large Members shall be elected to serve as members of the Board of Trustees. The At-Large Members of the Corporation shall be full-time faculty members of Institutional Member schools, except that a faculty member who retires from, or takes emeritus status from, an Institutional Member school remains eligible to serve as an At-Large Member.

Section 2. Each At-Large Member shall serve a term of three years except that the initial term of one member shall be one year and the initial term of one member shall be two years.

Section 3. An election shall be conducted every three years to elect each At-Large Member except that the election for one At-Large Member shall be conducted one year after the initial election and the election for one At-Large Member shall be conducted two years after the initial election.

Section 4. In the event that an At-Large Member resigns prior to the completion of the term in office or is otherwise unable to perform the duties of the office, the President shall appoint a successor to fill such office until the original term would have expired.

Section 5. In the event that an At-Large Member is elected or appointed as an officer of the Corporation to fill a vacancy, such person shall relinquish his/her position as an At-Large Member of the Board of Trustees. In such a case, the President shall appoint a successor to fill such office until the original term would have expired.

Section 6. At-Large Members begin to serve at the conclusion of the Annual Meeting following their election or appointment and shall serve in their respective capacities until a successor is elected or appointed.

Section 7. An At-Large Member may serve more than one term in this capacity except that an At-Large Member elected for a three-year term may not serve consecutive terms.

Article XI - Board of Trustees

Section 1. The Officers of the Corporation, other than those holding the title of Deputy, and the At-Large Members shall comprise the Board of Trustees of the Corporation.

Section 2. The Board of Trustees shall have general supervision, management, and control of the business affairs and activities of the Corporation in consultation with the Steering Committee as prescribed in the By-Laws of the Corporation.

Section 3. The Board of Trustees shall work with the Executive Director and oversee the performance of his/her duties as prescribed in the By-Laws of the Corporation.

Section 4. The powers of the Board of Trustees are subject to modification and/or limitation by any other article of the Articles of Incorporation and/or any other article of the By-Laws of the Corporation, and to the extent permitted by applicable state law.

Section 5. The names and addresses of the initial members of the Board of Trustees shall be as follows:

Robert Felix
University of South Carolina School of Law
Main & Green Streets
Columbia, SC 29208
President

Christopher M. Pietruszkiewicz
Louisiana State University Law Center
East Campus Drive
Baton Rouge, LA 70803
Vice President/President Elect

Russell L. Weaver
Louis D. Brandeis School of Law
University of Louisville
Louisville, KY 40292
Executive Director

Gail Levin Richmond
Nova Southeastern University Law Center
3305 College Avenue
Fort Lauderdale-Davie, FL 33314-7721
Corporate Compliance Officer/Secretary

David F. Partlett
Washington & Lee University School of Law
Lewis Hall #4005
Lexington, VA 24450
Treasurer

Paul Kurtz
University of Georgia School of Law
Athens, GA 30602
Immediate Past President

Steven Kaminshine
George State University College of Law
Urban Life Center, Suite 400
140 Decatur Street
Atlanta, GA 30303
At-Large Member of the Board of Trustees

Michael Allen
Stetson University College of Law
1401 61st Street S.
Gulfport, FL 33707
At-Large Member of the Board of Trustees

Thomas Metzloff
Duke University School of Law
CB 90360
Durham, NC 27708-0360
At-Large Member of the Board of Trustees

Article XII - Use of Assets

The assets and income derived from the assets of the Corporation shall be used solely for educational purposes. Any disbursements shall be made with the approval and direction of the Board of Trustees and the Members in accordance with the By-Laws of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

Article XIII - Non-Discrimination

Membership in the Corporation or participation in any activity of the Corporation shall not be denied to any individual or institution, or abridged, on the account of race, color, religion, sex, age, national or ethnic origin, sexual orientation, or disability.

Article XIV - Amendment of Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by the Board of Trustees or by a petition signed by 10% of the Institutional Members of the Corporation. A proposed amendment shall become effective after the proposed amendment has been submitted to the Institutional Members for approval and approved by the Institutional Members in accordance with the By-Laws of the Corporation.

Article XV - Amendment of By-Laws

Amendments to the By-Laws of the Corporation may be proposed by the Board of Trustees or by a petition signed by 10% of the Institutional Members of the Corporation. A proposed amendment shall become effective after the proposed amendment has been submitted to the Institutional Members for approval and approved by the Institutional Members in accordance with the By-Laws of the Corporation.

Article XVI - Dissolution

Section 1. The Corporation may be dissolved by a two-thirds (2/3) vote of all Institutional Members. The vote may be conducted by United States mail or electronic form or at a meeting of the Institutional Members in the manner provided in the By-Laws of the Corporation.

Section 2. Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for an exempt purpose within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set my hand and seal this 22nd day of June, 2005, for the purposes of forming this corporation not for profit under the laws of the State of Florida.

Gail Levin Richmond

Statement of Registered Agent for Southeastern Association of Law Schools, Inc.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Date

Signature/Incorporator

Date