

Articles of Incorporation of the Southeastern Association of Law Schools, Inc.
(as adopted on June 22, 2005 and amended on April 30, 2008, August 8, 2013, and June 4, 2018)

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 Stetson University College of Law, 1401 61st Street South, Gulfport, FL 33704. 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 Louis J. Virelli III, Stetson University College of Law, 1401 61st Street South, Gulfport, FL 33704. 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 Louis J. Virelli III, Stetson University College of Law, 1401 61st Street South, Gulfport, FL 33704. 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

Requirements for membership are contained in the By-Laws of the Corporation.

Article IX – Officers

Information pertaining to officers is contained in the By-Laws of the Corporation.

Article X – At-Large Members

Information pertaining to at-large members of the Board of Trustees is contained in the By-Laws of the Corporation.

Article XI - Board of Trustees

The Board of Trustees is the board of directors of the Corporation. Members of the Board of Trustees are elected or appointed as stated in the By-Laws of the Corporation.

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, creed, sex, gender, gender expression or identity (including a transgender identity), marital status, sexual orientation, age, national or ethnic origin, veteran or military status, political belief or affiliation, 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 in any way permitted under Florida Law.

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 distribute them 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.