

CERTIFICATE OF INCORPORATION  
OF  
INTERNATIONAL BAR ASSOCIATION FOUNDATION, INC.

UNDER SECTION 402 OF THE NEW YORK  
NOT-FOR-PROFIT CORPORATION LAW

The undersigned, being a natural person over the age of eighteen, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of New York, does hereby certify:

1. The name of the corporation is INTERNATIONAL BAR ASSOCIATION FOUNDATION, INC. (hereinafter referred to as the "Foundation").

2. The Foundation is a "corporation" as defined in subparagraph (a)(5) of Section 102 of the New York Not-for-Profit Corporation Law, and shall be a Type B corporation within the meaning of Section 201 of the Not-for-Profit Corporation Law.

3. The Foundation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States internal revenue law). Within the foregoing, the Foundation's purposes are as follows:

a) To promote, foster and provide education on law, including, without limitation, international and comparative law, and topics having legal significance or bearing on the administration of justice;

b) To study, advance and facilitate the administration of justice in the United States and throughout the world;

c) To promote, foster and aid the development of primitive or developing legal systems;

d) To promote, foster and advance the right, in the United States and throughout the world, of public access on a non-discriminatory basis to justice and law, and the right and ability of lawyers to practice their profession freely and without interference;

e) To promote the non-partisan study and research of legal problems and issues and to disseminate the results of such studies and research on a non-discriminatory basis or other basis directed to the public benefit, and to hold seminars or other educational programs in furtherance of the same;

f) To acquire, preserve and maintain books, documents and other objects or materials concerning the law or having legal significance or bearing on the administration of justice including, without limitation, such materials as may not be generally available, and to act as a repository for the same; and

g) To conduct any and all other activities as shall from time to time be found appropriate in connection with the foregoing and as are lawful for not-for-profit corporations.

4. In furtherance of the foregoing purposes, the Foundation shall have all of the general powers enumerated in Section 202 of the New York Not-for-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property for any corporate purpose. The Foundation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

5. The Foundation shall be empowered to solicit funds from the general public.

6. Notwithstanding any other provision in this Certificate, the Foundation is organized exclusively for charitable, scientific, literary or educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time, and shall not carry on any activities not permitted to be carried on by a corporation described in Section 501(c)(3) of, and exempt from federal income tax under Section 501(a) of, the Internal Revenue Code of 1954, as amended.

7. Nothing herein shall be construed as authorizing the Foundation, directly or indirectly, to engage in or include among its purposes any of the activities for which approval must be obtained from the commissioner of social services, the commissioner of health, the superintendent of insurance, the cemetery board, or any other authority mentioned in subsections (b) through (u) of Section 404 of the New York Not-for-Profit Corporation Law. Nothing herein shall authorize the Foundation to operate or maintain an institution of higher learning on the grant degrees.

8. The Foundation is not formed for pecuniary profit or for financial gain, and no part of its assets, income or profits shall be distributed to or inure to the benefit of its members, trustees or officers or of any private person; provided, however, that reasonable compensation may be paid for services rendered to or for the Foundation in furtherance of one or more of its purposes.

9. No substantial part of the activities of the Foundation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the United States Internal Revenue Code, as amended, or the corresponding provision of any future United States internal revenue law, during any fiscal year or years in which the Foundation has chosen to utilize the benefits authorized by that statutory provision) and the Foundation shall not participate in or

intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

10. In the event of the dissolution of the Foundation or the winding up of its affairs, the assets and property of the Foundation remaining after the payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Trustees of the Foundation, subject to the approval of a Justice of the Supreme Court of the State of New York upon application of the Board of Trustees, exclusively to charitable, religious, scientific, testing for public safety, literary and/or educational organizations as shall then qualify under the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may be amended from time to time. Any of such assets and property not so distributed shall be disposed of for such purposes as directed by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Foundation.

11. In any taxable year in which the Foundation is a private foundation exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1954, as amended, the Foundation shall distribute its income for said period at such time and in such manner so as not to subject it to tax under Section 4942 of said Code; and the Foundation shall not (a) engage in any act of self-dealing as defined in Section 4941(d)

of said Code; (b) retain any excess business holdings as defined in Section 4943(c) of said Code; (c) make any investments in such manner as to subject the Foundation to tax under Section 4944 of said Code; nor (d) make any taxable expenditures as defined in Section 4945(d) of said Code.

12. The office of the Foundation within the State of New York shall be located in the County of New York. The Foundation may have such other offices as it may from time to time deem necessary or advisable.

13. The management of the Foundation shall be vested in a Board of Trustees the number of members of which shall be fixed from time to time by the By-Laws of the Foundation, provided, however, that at no time shall the number of members of the Board of Trustees be fixed at less than three (3). The names and addresses of the initial trustees of the Foundation are as follows:


1. Edward A. Morgan  
299 Park Avenue  
New York, New York 10171
2. Carol Spawn Desmond  
299 Park Avenue  
New York, New York 10171
3. Lawrence Rosenberg  
299 Park Avenue  
New York, New York 10171

14. The Secretary of State of the State of New York, pursuant to Section 402(a)(6) of the New York Not-For-Profit Corporation Law, is hereby designated as the agent of the

Foundation upon whom process against the Foundation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Foundation served upon him is:

c/o Edward A. Morgan, Esq.  
Alexander & Green  
299 Park Avenue  
New York, New York 10171

IN WITNESS WHEREOF, the undersigned incorporator has signed this Certificate of Incorporation and affirmed as true the statements made herein under the penalties of perjury this 12th day of September, 1986.

  
Edward A. Morgan  
c/o Alexander & Green  
299 Park Avenue  
New York, New York 10171





The undersigned has no objection to the granting of  
judicial approval hereon and waives statutory notice.

Dated: Sept 15, 1986

Robert Abrams  
Attorney General  
State of New York

THE UNDERSIGNED HAS NO  
OBJECTION TO THE GRANTING OF  
JUDICIAL APPROVAL HEREON AND  
WAIVES STATUTORY NOTICE.

By Karin J. Feld  
Assistant Attorney  
General

ROBERT ABRAMS ATTORNEY GENERAL  
STATE OF NEW YORK

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**THOMAS J. HUGHES**

I, \_\_\_\_\_, a Justice of the Supreme Court  
of the State of New York, First Judicial District, do hereby  
approve the foregoing Certificate of Incorporation of  
International Bar Association Foundation, Inc. and consent that  
the same be filed.

Dated: SEPT. 16, 1986

Thomas J. Hughes  
Justice of the Supreme Court  
of the State of New York,  
First District

**THOMAS J. HUGHES**



This consent to filing is granted with the understanding that nothing contained in the annexed certificate of incorporation shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to use any title restricted by such law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the certificate of incorporation shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of section 5002 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.



STATE OF NEW YORK  
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN  
ATTORNEY GENERAL

DIVISION OF SOCIAL JUSTICE  
CHARITIES BUREAU

March 30, 2017

Elizabeth Buckley Lewis  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019

**RE: INTERNATIONAL BAR ASSOCIATION FOUNDATION, INC.**

Dear Ms Buckley Lewis:

The Attorney General hereby approves pursuant to NPCL 804(a)(ii)(A) the proposed  
Certificate of Amendment of

**INTERNATIONAL BAR ASSOCIATION FOUNDATION, INC.**

Said approval is conditioned on submission to the Department of State for filing within  
60 days hereafter. A copy of the filed certificate shall be provided to the Attorney General.

March 30 2017

Date

A handwritten signature in cursive script that reads 'Laura Werner'.

Assistant Attorney General  
Laura Werner

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
INTERNATIONAL BAR ASSOCIATION FOUNDATION, INC.**

Under Section 803 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is International Bar Association Foundation, Inc. (the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on September 18, 1986 with the consent of the Department of Education.

THIRD: The Corporation was formed under the Not-for-Profit Corporation Law.

FOURTH: The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

FIFTH: This Certificate of Amendment of the Certificate of Incorporation was duly authorized by an Action of Voting Members in Lieu of a Meeting executed by all of the Members of the Corporation.

SIXTH: Prior to delivery of the Certificate of Amendment of the Certificate of Incorporation to the Department of State for filing, there will be endorsed upon or annexed to the Certificate of Amendment of the Certificate of Incorporation the consent of the New York State Education Department and the approval of the New York Attorney General; no other approvals or consents are necessary for the filing of this Certificate of Amendment of Certificate of Incorporation.

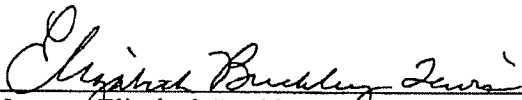
SEVENTH: The second sentence of Paragraph 3 of the Certificate of Incorporation regarding the purposes of the Corporation is hereby amended to read in its entirety as follows:

Specifically, the Foundation is organized and shall at all times be operated solely to (a) support the charitable and educational undertakings of the International Bar Association (the "IBA") and its rule of law and related projects; (b) solicit and raise funds for individuals, businesses, foundations and other charitable organizations to support the IBA rule of law and related projects; (c) educate the public regarding the IBA rule of law and related projects and regarding the importance of the rule of law; and (d) do all things necessary for and incidental to the accomplishment of the purposes and goals of the Foundation.

EIGHTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is:

Elizabeth Buckley Lewis, Esq.  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019

IN WITNESS WHEREOF, I have signed this Certificate of Amendment of  
Certificate of Incorporation as of this 1<sup>st</sup> day of June, 2017, and do hereby affirm the  
foregoing as true under the penalties of perjury.

  
Name: Elizabeth Buckley Lewis  
Title: Treasurer