

**STATE OF DELAWARE**  
**CERTIFICATE OF INCORPORATION**  
**A NON-STOCK CORPORATION**

**January 19, 2018**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the General Corporation Law of Delaware, do hereby certify:

**First:** The name of the Corporation shall be The Global Pro Bono Bar Association.

**Second:** The place in this state where the principal office of the Corporation is to be located is the City of Dover, County of Kent, as the location of the Registered Agent. The Registered Office of the Corporation in the State of Delaware is located at 8 The Green, STE A in the City of Dover, County of Kent, Zip Code 19901. The name of the Registered Agent at such address upon whom process against this Corporation may be served is **A Registered Agent, Inc.**

**Third:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a non-profit corporation. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Fourth:** The Corporation shall not have any capital stock.

**Fifth:** The conditions of membership shall be stated in the bylaws of the Corporation.

**Sixth:** The names and addresses of the persons who are the initial trustees as well as the Incorporators of the Corporation are as follows:

**Name:** **Robert Houston**

██████████ ██████████  
██████████

**Name:** **Jeremy Lagelee**

██████████ ██████████  
██████████

**Name:** **John Sullivan III**


██████████ ██████████  
██████████

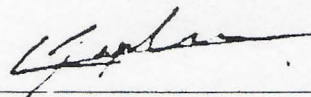
**Seventh:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

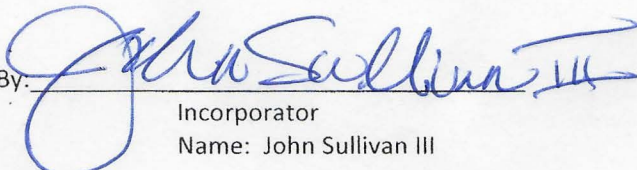
services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Eighth:** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 of the Corporation 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, we have hereunto subscribed our names this 19th day of January, 2018.

By:   
\_\_\_\_\_  
Incorporator  
Robert Houston

By:   
\_\_\_\_\_  
Incorporator  
Jeremy Lagelee

By:   
\_\_\_\_\_  
Incorporator  
Name: John Sullivan III