

RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
THE NEW YORK LAW INSTITUTE

(Under Section 805 of the New York Not-for-Profit Corporation Law)

THE UNDERSIGNED, being the President of THE NEW YORK LAW INSTITUTE (the “Corporation”), does hereby certify:

1. The name of the Corporation is The New York Law Institute. This name has never been changed.

2. The Certificate of Incorporation of the Corporation was filed on February 22, 1830 by a special act of the New York Legislature.

3. 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 a Type B corporation under Section 201 of that Law.

4. The amendments to the Certificate of Incorporation of the Corporation effected by this Restated Certificate of Incorporation relate to (a) changing the Corporation’s name to The New York Law Institute, Inc. and (b) striking, changing or adding certain provisions relating to the affairs of the Corporation and its rights or powers consistent with the requirements of the New York Not-for-Profit Corporation Law and the Internal Revenue Code of 1986, as amended (the “Code”), with the corporate purposes changed thereby; and (c) designating (i) the Secretary of State of the State of New York as the agent of the Corporation upon whom process against it may be served, and (ii) the post office address of the Corporation

within or without the State of New York to which the Secretary of State of the State of New York shall mail a copy of any process served upon him as agent of the Corporation as The Library of the New York Law Institute, 120 Broadway, New York, New York 10271.

5. To accomplish the foregoing amendments, the following sections of the Certificate of Incorporation of the Corporation relating to the name and affairs of the Corporation are hereby amended to effect the changes hereinafter stated:

(a) Section 1 setting forth the Corporation's name, purposes, and associate/membership share structure will be amended by striking the whole text and replacing it with the following:

“1. NAME — The name of the Corporation is THE NEW YORK LAW INSTITUTE, INC.”

(b) Section 2 setting forth the officers of the Corporation will be amended by striking the whole text and replacing it with the following:

“2. NO PRIVATE INUREMENT — The Corporation is not formed for pecuniary profit or for financial gain, and no part of its assets, income, or profit shall be distributed to, or inure to the benefit of, any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.”

(c) Section 3 setting forth for whom the Corporation's property will be used and benefit will be amended by striking the whole text and replacing it with the following:

“3. PURPOSES — The purposes for which the Corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and shall include:

(a) Promoting the advancement of jurisprudence and the civilization of legal science as well as providing a seminary of learning in the law and the formation of a law library;

(b) cooperating with other charitable organizations whether local, national, or international, for any of the foregoing purposes; and

(c) conducting any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes,

provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

(d) Section 4 setting forth the use of the estate, property and funds of the Corporation will be amended by striking the whole text and replacing it with the following:

“4. POWERS — In furtherance of the foregoing purposes, the Corporation 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. The Corporation 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.”

(e) Sections 5 and 5a setting forth the law to which the Corporation is subject will be amended by striking the whole text and replacing it with the following:

“5. FEDERAL INCOME TAX EXEMPTION — Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable and educational purposes, as specified in Code section 501(c)(3), and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Code section 501(c)(3).”

(f) Section 6 relating to the special act under which the corporation was formed will be amended by striking the whole text and replacing it with the following:

“6. CLASSIFICATION — The Corporation 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 under Section 201 of the New York Not-for-Profit Corporation Law.”

(g) Section 7 noting the effective date of the special act under which the corporation was formed will be amended by striking the whole text and replacing it with the following:

“7. LOBBYING AND PARTICIPATION IN POLITICAL CAMPAIGNS — No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation (except to the extent authorized by Code section 501(h), during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision), and the Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.”

(h) A new section relating to the federal excise taxes imposed on private foundations will be added as Section 8:

“8. FEDERAL EXCISE TAXES — If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, if the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

(i) A new section relating to the Corporation’s offices will be added as section 9:

“9. OFFICES — The office of the Corporation shall be located in the County of New York, State of New York.”

(j) A new section relating to membership will be added as Section 10:

“10. MEMBERS — The Corporation shall have no members within the meaning of Section 601(a) of the Not-for-Profit Corporation Law.”

(k) A new section will be added relating to the designation of the Secretary of State as the Corporation’s agent for service of process and setting forth the address to which any process will be mailed to the Corporation will be added as Section 11:

“11. DESIGNATED AGENT — The Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him or her is:

Library of The New York Law Institute  
120 Broadway  
New York, NY 10271  
Attention: Secretary”

(l) A new section relating to dissolution of the corporation will be added as section 12:

“12. DISSOLUTION — In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the

satisfaction of all liabilities shall be distributed as determined by the Board of Directors and as approved by a court of competent jurisdiction, to charitable organizations then qualified under Code section 501(c)(3). Any of the Corporation's assets not so distributed shall be disposed of for such purposes as approved by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation.”

6. Pursuant to Section 802 of the New York Not-for-Profit Corporation Law, the Board of Directors of the Corporation adopted the foregoing amendments to the Certificate of Incorporation of the Corporation and authorized the restatement of the Certificate of Incorporation of the Corporation by the affirmative vote of all of the Corporation's directors at a meeting on vote of the board on April 6, 2005, at which a quorum was present.

7. Pursuant to Section 802 of the New York Not-for-Profit Corporation Law, the members of the Corporation adopted the foregoing amendments to the Certificate of Incorporation of the Corporation and authorized the restatement of the Certificate of Incorporation of the Corporation by the affirmative vote of a majority of the Corporation's members present at a meeting on May 26, 2005, at which a quorum was present.

8. The text of the Certificate of Incorporation of the Corporation will be hereby restated as amended or changed herein to read as follows:

“1. NAME — The name of the corporation is THE NEW YORK LAW INSTITUTE, INC. (the “Corporation”).

2. NO PRIVATE INUREMENT — The Corporation is not formed for pecuniary profit or for financial gain, and no part of its assets, income, or profit shall be distributed to, or inure to the benefit of, any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

3. PURPOSES — The purposes for which the Corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and shall include:

- (a) Promoting the advancement of jurisprudence and the civilization of legal science as well as providing a seminary of learning in the law and the formation of a law library;
- (d) cooperating with other charitable organizations whether local, national, or international, for any of the foregoing purposes; and
- (e) conducting any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

Nothing herein shall be construed as authorizing the Corporation to operate a nursery school, an elementary school, a secondary school, an institution of higher learning, a public or free association library, or an institution of any of the professions designated in Title VIII of the New York Education Law, or any other operation described in Sections 404(b) - (u) of the New York Not-for-Profit Corporation Law or in Section 460-a of the New York Social Services Law.

4. **POWERS** — In furtherance of the foregoing purposes, the Corporation 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. The Corporation 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.

5. **FEDERAL INCOME TAX EXEMPTION** — Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable and educational purposes, as specified in Code section 501(c)(3), and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Code section 501(c)(3).

6. **CLASSIFICATION** — The Corporation 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 under Section 201 of the New York Not-for-Profit Corporation Law.

7. **LOBBYING AND PARTICIPATION IN POLITICAL CAMPAIGNS** — No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation (except to the extent authorized by Code section 501(h), during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision), and the Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

8. **FEDERAL EXCISE TAXES** — If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such

manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, if the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

9. OFFICES — The office of the Corporation shall be located in the County of New York, State of New York.

10. MEMBERS — The Corporation shall have no members within the meaning of Section 601(a) of the Not-for-Profit Corporation Law of the State of New York.

11. DESIGNATED AGENT — The Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him or her is:

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New York, NY 10271  
Attention: Secretary

12. DISSOLUTION — In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors and as approved by a court of competent jurisdiction, to charitable organizations then qualified under Code section 501(c)(3). Any of the Corporation's assets not so distributed shall be disposed of for such purposes as approved by a Justice of the Supreme Court of the State of New York or such other court having jurisdiction over the Corporation.”



WAIVER OF NOTICE

I, \_\_\_\_\_, a Justice of the Supreme Court of the State of New York, First Judicial District, hereby approve the foregoing Restated Certificate of Incorporation of THE NEW YORK LAW INSTITUTE, INC., and consent that the same be filed with the Office of the Secretary of State of the State of New York.

Dated: [\_\_\_\_\_], 2005

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Justice of the Supreme Court of the State of New  
York, First Judicial District

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SIMPSON THACHER & BARTLETT LLP  
425 Lexington Avenue  
New York, New York 10017