

NO 1000005192

RUDEN
MCCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW

145 NW CENTRAL PARK PLAZA
SUITE 200
PORT ST. LUCIE, FLORIDA 34986

(561) 340-7781
FAX: (561) 340-0804
ELS@RUDEN.COM

July 17, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700004488257--2

-07/20/01--01097--004
*****78.75 *****78.75

IN RE: NATIONAL INSTITUTE FOR DIVERSITY IN THE LAW, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.

By: E. L. Simmons
Evet L. Simmons
Fl Bar No.: 358053
Suite 200, 145 NW Central Park Plaza
Port St. Lucie, FL 34986
561.340.7781
561.340.0804(fax)

FILED
01 JUL 20 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

ARTICLES OF INCORPORATION
OF
NATIONAL INSTITUTE FOR DIVERSITY IN LAW INC.

FILED

01 JUL 20 AM 10:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation is National Institute for Diversity in Law, Inc. (the "Corporation").

ARTICLE II

Principal Office

The street address of the initial principal office of the Corporation is 145 NW Central Park Plaza Suite 200, Port St. Lucie, Florida 34986, and the mailing address of the Corporation is One Blackfield Drive, P.M.B. #412, Tiburon, California 94920.

ARTICLE III

Purpose

The purpose for which the Corporation is formed and shall be operated is to increase awareness as a holistic approach for the development of a justice system and legal profession that are both reflective of, and sympathetic to, the needs of a diverse society by (a) increasing awareness of the barriers to achieving a just and equitably diverse society and present solutions to the removal of these barriers; (b) identifying, assisting and supporting strategic partner organizations and constituencies through outreach, research, and programmatic solutions; and (c) intervening along

educational and business pipelines to remove barriers for students and graduates of color who wish to study and practice law. All powers exercised herein shall be in conformance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), including, but not limited to, the following:

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

Board of Directors

A. The method of election or appointment of the Board shall be determined by the Bylaws of the Corporation to be hereafter adopted.

B. All powers of the Board in the management of the day-to-day affairs of the Corporation shall be exercised by the officers of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board.

ARTICLE V

Distributions of Surplus on Dissolution

In the event of liquidation, dissolution or other discontinuance of the business and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all the liabilities of the Corporation, the remaining assets shall be distributed to the Corporation, if then in existence, and, if not in existence, to such organization or organizations described in Code Section 501(c)(3) as the Board of Trustees shall consider most nearly meets the objectives and purposes of the Corporation.

ARTICLE VI

Bylaws

Bylaws shall be adopted, altered, amended, or replaced by a majority vote of the Board and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE VII

Incorporator

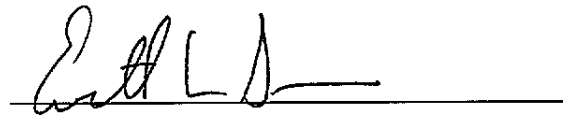
The name of the Incorporator of the Corporation is Evett L. Simmons, and the address of said Incorporator is 145 NW Central Park Plaza, Suite 200, Port St. Lucie, FL 34986-2482.

ARTICLE VIII

Initial Registered Office and Agent

As set forth in the registered agent's written acceptance of her appointment, which shall be delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent of the Corporation is Evett L. Simmons, 145 NW Central Park Plaza, Suite 200, Port St. Lucie, FL 34986-2482.

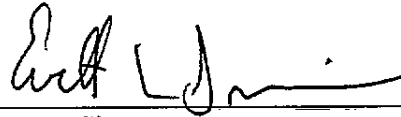
IN WITNESS WHEREOF, the Incorporator has hereunto fixed her signature this 18th day of July, 2001.

A handwritten signature in cursive script, appearing to read 'E L Simmons', is written over a horizontal line.

Evett L. Simmons, Incorporator

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

The undersigned, Evett L. Simmons, hereby accepts appointment as the initial registered agent of National Institute for Diversity in Law, Inc., as set forth in the foregoing Articles of Incorporation.



Evett L. Simmons

Dated: July 18th, 2001

FILED
01 JUL 20 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA