

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE CHARLES EVANS HUGHES SOCIETY, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 2023, AT 4:10 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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Authentication: 203877661
Date: 08-02-23

You may verify this certificate online at corp.delaware.gov/authver.shtml

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
OF
THE CHARLES EVANS HUGHES SOCIETY, INC.

A NONSTOCK CORPORATION

First. The name of the corporation is The Charles Evans Hughes Society, Inc. (the "Corporation").

Second. The Corporation's Registered Office in the State of Delaware is to be located at 251 Little Falls Drive, Wilmington, Delaware 19808, County of New Castle. The name of the registered agent at such address upon whom process against the Corporation may be served is Corporation Service Company.

Third. The Corporation shall be a nonprofit corporation. The purpose of the Corporation is to engage in charitable and educational activities, including (without limitation) to promote a better understanding and appreciation of the United States Supreme Court, and the rule of law, through an examination of relevant jurisprudence and prior and potential amendments to the Constitution of the United States of America. The Corporation's purpose shall include conducting any and all other lawful acts or activities that may be useful in accomplishing the foregoing purpose and for which corporations may be organized under the General Corporation Law of Delaware, as it may be amended from time to time (the "GCL").

Fourth. The Corporation shall not have any capital stock.

Fifth. The conditions of membership, or other criteria for identifying members of the Corporation, shall be stated in the Corporation's bylaws.

Sixth. The name and the mailing address of the incorporator are as follows:

Jeffrey N. Schwartz
c/o Jeremy S. Steckel, Esq.
Carter Ledyard & Milburn LLP
28 Liberty Street
New York, New York 10005

Seventh. The Corporation shall be operated by a board of directors, the number of which is to be fixed in the manner provided in the bylaws. The initial board of directors shall be appointed by the incorporator.

Eighth. The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of section 102 of the GCL, as the same may be amended or supplemented.

Ninth. The duration of the Corporation is to be perpetual.

Tenth. In furtherance of its nonprofit corporate purposes, the Corporation shall have all of the authority to exercise all of the general powers conferred upon corporations organized as nonprofit corporations and without authority to issue capital stock under the provisions of the GCL, and such other powers as are hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitation, 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 in furtherance of such purposes, provided that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation.

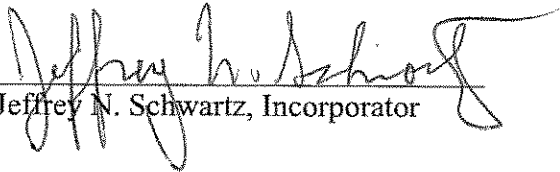
Eleventh. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable, scientific, literary, and/or educational purposes within the meaning of, and intends to qualify and remain qualified at all times as exempt from federal income tax under, Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended, or the corresponding section of any future federal tax code (the "Code"), and, in connection therewith:

- (a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation, or any other private person; provided, however, that nothing herein shall prevent the Corporation from making payments and distributions in furtherance of the purposes set forth in Article Third hereof, including payment of reasonable compensation to any person or entity for services rendered to or for the Corporation.
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by the Code, whether pursuant to an election under Section 501(h) or otherwise); 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.
- (c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

Twelfth. The Corporation shall, to the fullest extent permitted by the GCL, indemnify each director and officer of the Corporation.

Thirteenth. In the event of the dissolution of the Corporation, all of the assets and property of the Corporation remaining after the proper payment of expenses and satisfaction of all just liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 1st day of August, 2023.


Jeffrey N. Schwartz, Incorporator