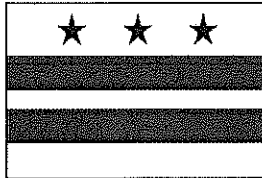


GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

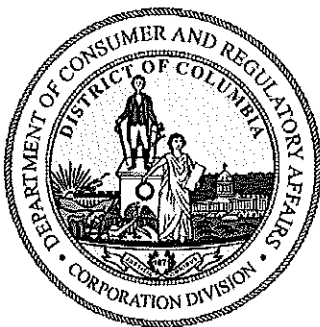
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

BENEFIT COMPANY BAR ASSOCIATION

Effective Date: 6/29/2016

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 6/24/2016 5:00 PM

Business and Professional Licensing Administration



A handwritten signature in cursive script that reads 'Patricia E. Grays'.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Muriel Bowser
Mayor

Tracking #: TVCkmwng

ARTICLES OF INCORPORATION
OF
BENEFIT COMPANY BAR ASSOCIATION

FIRST: The name of the corporation is: Benefit Company Bar Association

SECOND: The name of the corporation's registered agent is Corporation Service Company, with an address at 1090 Vermont Avenue, N.W., Washington D.C. 20005.

THIRD: The corporation is incorporated as a nonprofit corporation under Chapter 4 of Title 29 of the District of Columbia Code.

FOURTH: The corporation shall have members of such classes and with such voting and other rights as are provided in the bylaws of the corporation.

FIFTH: The manner in which members of the board of directors shall be elected or appointed shall be as provided in the bylaws of the corporation.

SIXTH: The corporation is organized for the purposes of enhancing the professional competence of lawyers who advise benefit corporations and other forms of business organizations that have as part of their purposes creating positive benefits for society and the environment; applying the knowledge and experience of those practicing in this area to educate others and to promote the public good; encouraging cordial interaction among those interested in this area; promoting and conducting conferences, seminars, meetings, workshops, and other events; publishing reports, proceedings of conferences, and other materials; distributing court and regulatory decisions and documents, materials from abroad, and other domestic materials; presenting the views of the corporation on the formulation of laws and guidance documents, as well as on regulatory procedure and administrative matters, to governmental agencies and legislatures; and to take such actions and undertake such activities in addition to those specified above as may further the objectives of the corporation or be of benefit to its members.

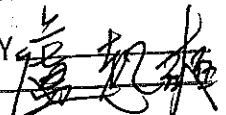
SEVENTH: A director shall not be liable to the corporation or its members for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- 1 the amount of a financial benefit received by the director to which the director is not entitled;
- 2 an intentional infliction of harm;
- 3 a violation of § 29-406.33 of the District of Columbia Code; or
- 4 an intentional violation of criminal law.

DCRA Corp. Div.

JUN 24 2016

FILE COPY

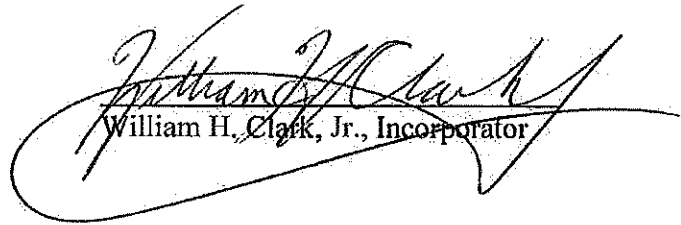


EIGHTH: These articles of incorporation may be amended in the manner prescribed at the time by statute, and all rights conferred on members in these articles of incorporation are granted subject to this reservation.

NINETH: The name and street address of the incorporator are:

William H. Clark, Jr.
Drinker Biddle & Reath LLP
One Logan Square, Suite 2000
Philadelphia, PA 19103-6996

IN WITNESS WHEREOF, the undersigned has executed these articles of incorporation on the 24th day of June, 2016.


William H. Clark, Jr., Incorporator

DCRA Corp. Div.

JUN 24 2016

FILE COPY

