

# Delaware

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## The First State

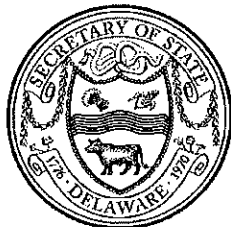
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE AMERICAN COLLEGE OF TRUST AND ESTATE COUNSEL FOUNDATION, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 2011, AT 4:32 O'CLOCK P.M.

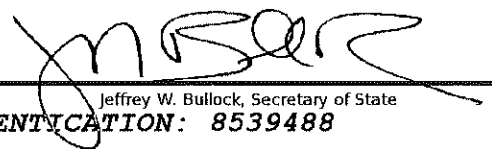
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8539488

DATE: 02-03-11

**THE AMERICAN COLLEGE OF TRUST AND ESTATE COUNSEL FOUNDATION, INC.**

**CERTIFICATE OF INCORPORATION**

**ARTICLE I  
NAME**

The name of the corporation is THE AMERICAN COLLEGE OF TRUST AND ESTATE COUNSEL FOUNDATION, INC. (hereinafter referred to as the "Foundation"), a Delaware nonstock corporation.

**ARTICLE II  
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Foundation in the State of Delaware is to be located at 1209 North Orange Street in the City of Wilmington, County of New Castle, Zip Code 19801. The name of the initial registered agent of the Foundation is The Corporation Trust Company.

**ARTICLE III  
PURPOSE**

The Foundation shall be a nonprofit nonstock corporation. The Foundation is organized and shall be operated exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding the foregoing, the specific purpose of the Foundation is to support the educational and other charitable activities, within the meaning of section 501(c)(3) of the Internal Revenue Code, of The American College of Trust and Estate Counsel, Inc. (the "College"). Notwithstanding any other provision of this Certificate of Incorporation, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code.

**ARTICLE IV  
RIGHTS AND RESTRICTIONS**

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporator, directors, officers, individual members, or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered, reimbursement for expenses actually incurred, and to make payments and distributions in furtherance of its educational and charitable purposes. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

**ARTICLE V  
DISSOLUTION**

Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for educational or charitable purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code, as determined by the Board of Directors with approval by the member of the Foundation.

**ARTICLE VI  
MEMBER**

The Foundation shall have one member, The American College of Trust and Estate Counsel, Inc. (the "Member")

**ARTICLE VII  
DIRECTORS**

The number, terms, and procedures for the election and removal of, and qualifications for members of the governing body of the Foundation (who shall be referred to as "Directors"), shall be fixed in, or in the manner provided by, the Bylaws. As provided in the Bylaws, the terms of the Directors may exceed one year and may be staggered. The initial Directors shall be appointed by the incorporator. Directors (other than the initial Directors) shall be elected at the first annual meeting of the Member and as provided in the Bylaws, at each annual meeting of the Member thereafter. A vacancy in the governing body, or any newly created memberships on the governing body, may be filled by a majority of the Directors then in office, even if less than a quorum, or by a sole remaining Director.

**ARTICLE VIII  
MANAGEMENT**

The business and affairs of the Foundation shall be managed by or under the direction of its governing body. The governing body shall have the power to adopt, amend, alter or repeal the Bylaws of the Foundation, subject to approval by at least two-thirds of the then serving members of the governing body of the Member.

**ARTICLE IX  
INTERNAL REVENUE CODE**

Each reference in this Certificate of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

**ARTICLE X  
NO STOCK**

The Foundation shall not be authorized to issue capital stock.

**ARTICLE XI  
INCORPORATOR**

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

Karen M. Moore  
100 South Third Street  
Columbus, Ohio 43215-4291

**ARTICLE XII  
LIMITATION OF LIABILITY**

A Director of the Foundation shall not be liable to the Foundation or its member for monetary damages for breach of fiduciary duty as such, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a Director of the Foundation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

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 2<sup>nd</sup> day of February, A.D. 2011.

By: Karen M. Moore  
Karen M. Moore, Incorporator

**CONSENT OF  
THE AMERICAN COLLEGE OF TRUST AND ESTATE COUNSEL, INC.  
UNDER 8 DEL. C. §102(a)(1)  
TO USE OF SIMILAR NAME**

Pursuant to 8 Del. C. §102(a)(1), The American College of Trust and Estate Counsel, Inc. hereby consents to the registration with the Secretary of State of the State of Delaware of The American College of Trust and Estate Counsel Foundation, Inc., a corporation to be formed under the laws of the State of Delaware, and the use of the name The American College of Trust and Estate Counsel Foundation, Inc. by said corporation.

THE AMERICAN COLLEGE OF TRUST AND  
ESTATE COUNSEL, INC.

By: *Karen M. Moore*  
Karen M. Moore, President

Dated: February 3, 2011