

FOUNDATION FOR SCALIA LAW

ARTICLES OF INCORPORATION

ARTICLE I

NAME

The name of the corporation is Foundation for Scalia Law (hereinafter referred to as the “Foundation”), a Virginia nonstock corporation.

ARTICLE II

PURPOSE

The Foundation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. More specifically, the purposes of the Foundation are to (1) promote the advancement and further the aims and purposes of the Antonin Scalia Law School of George Mason University (“Scalia Law”) in a manner that honors the legal legacy of Antonin Scalia by the development and application of financial resources to the progress of Scalia Law with primary emphasis on fostering the studying and teaching of law at Scalia Law, (2) engage in fundraising in collaboration with Scalia Law and management of endowment and other assets for the benefit of Scalia Law, and (3) receive, manage, invest, and administer private gifts and property and make expenditures to or for the benefit of Scalia Law, including for operational support of Scalia Law.

ARTICLE III

RIGHTS AND RESTRICTIONS

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporator, Trustees, officers, or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable or educational 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 IV 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 or among George Mason University or any one or more foundations affiliated with George Mason University that are organized and operated exclusively for charitable and educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code. If none of George Mason University or its affiliated foundations are then in existence or so organized and operated, the Foundation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE V MEMBERS

The Foundation shall have no members.

ARTICLE VI TRUSTEES

The management and administration of the affairs of the Foundation shall be under the direction of a board of directors called a Board of Trustees. The number of Trustees of the Foundation shall be not less than four (4) and not more than fifteen (15). The Foundation's Board of Trustees shall consist of the two classes of Trustees, the Elected Trustees and the Ex

Officio Trustee (each a “Trustee” and collectively the “Trustees”). Each Trustee shall have one vote on any matters submitted to the Board of Trustees for a vote.

(a) Elected Trustees. The Foundation shall have not less than three (3) and not more than fourteen (14) Trustees who are designated as the Elected Trustees. The names and addresses of the initial Elected Trustees of the Foundation are as follows:

<u>Name</u>	<u>Address</u>
Andrew M. Grossman	c/o BakerHostetler 1050 Connecticut Avenue, NW Suite 1100 Washington, D.C. 20036
Alyssa DaCunha	c/o WilmerHale 2100 Pennsylvania Avenue NW Washington, D.C. 20037
David C. Whitestone	c/o Holland & Knight 800 17 th Street, NW Suite 1100 Washington, D.C. 20006

At the first annual meeting of the Board of Trustees, the number of Elected Trustees shall be divided into three (3) groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the Elected Trustees in the first group shall expire at the first annual meeting of the Board of Trustees after their appointment, the terms of the Elected Trustees in the second group shall expire at the second annual meeting of the Board of Trustees after their appointment, and the terms of the Elected Trustees in the third group shall expire at the third annual meeting of the Board of Trustees after their appointment. Thereafter, at each annual meeting of the Board of Trustees, one group of Elected Trustees shall be elected by the Board of Trustees for a term of three years, beginning on the July 1 immediately following such

election. An Elected Trustee may serve unlimited successive terms. No individual shall be elected as an Elected Trustee without his or her prior consent.

(b) Ex Officio Trustee. The Foundation shall have one (1) Trustee who is designated as the Ex Officio Trustee, who shall have full voting rights. The Ex Officio Trustee shall be the individual who holds the official position of Dean of Scalia Law. The Ex Officio Trustee shall serve *ex officio* for a term that equals his or her tenure in the office specified. No individual shall be an Ex Officio Trustees without his or her prior consent. The name and address of the initial Ex Officio Trustee is Kenneth C. Randall, Antonin Scalia Law School, George Mason University, 3310 Fairfax Drive, Arlington, Virginia 22201.

ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Foundation, which is located in Henrico County, Virginia, is 4701 Cox Road, Ste. 285, Glen Allen, Virginia 23060. The initial registered agent of the Foundation is CT Corporation System, which is a foreign corporation authorized to transact business in the Commonwealth of Virginia, the business office of which is identical with the registered office.

ARTICLE VIII LIMIT ON LIABILITY AND INDEMNIFICATION

8.1 Definitions. For purposes of this Article the following definitions shall apply:

(a) “Foundation” means this Foundation only and no predecessor entity or other legal entity;

(b) “expenses” include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;

(c) “liability” means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(d) “legal entity” means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;

(e) “predecessor entity” means a legal entity the existence of which ceased upon its acquisition by the Foundation in a merger or otherwise; and

(f) “proceeding” means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

8.2 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the Trustees and officers of the Foundation shall not be liable to the Foundation.

8.3 Indemnification of Trustees and Officers. The Foundation shall indemnify any individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Foundation) because such individual is or was a Trustee or officer of the Foundation, or because such individual is or was serving the Foundation or any other legal entity in any capacity at the request of the Foundation while a Trustee or officer of the Foundation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Foundation shall be deemed service at the request of the Foundation. The determination

that indemnification under this Section 8.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a Trustee, as provided by law, and in the case of an officer, as provided in Section 8.4 of this Article; provided, however, that if a majority of the Trustees of the Foundation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Trustees and such person. Unless a determination has been made that indemnification is not permissible, the Foundation shall make advances and reimbursements for expenses incurred by a Trustee or officer in a proceeding upon receipt of an undertaking from such Trustee or officer to repay the same if it is ultimately determined that such Trustee or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the Trustee or officer and shall be accepted without reference to such Trustee's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a Trustee or officer acted in such a manner as to make such Trustee or officer ineligible for indemnification. The Foundation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its Trustees or officers to the same extent provided in this Section 8.3.

8.4 Indemnification of Others. The Foundation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its Trustees and officers pursuant to Section 8.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any

other legal entity in any capacity at the request of the Foundation, and may contract in advance to do so. The determination that indemnification under this Section 8.4 is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Trustee, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 8.3 of this Article shall be limited by the provisions of this Section 8.4.

8.5 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Foundation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Foundation, and indemnification under policies of insurance purchased and maintained by the Foundation or others. However, no person shall be entitled to indemnification by the Foundation to the extent he or she is indemnified by another, including an insurer. The Foundation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Foundation or any other legal entity at the request of the Foundation regardless of the Foundation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Foundation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity

shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

8.6 Amendments. No amendment, modification, or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification, or repeal.

ARTICLE IX **INTERNAL REVENUE CODE**

Each reference in these Articles 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.

Dated: August 19, 2025

By: Alec V. Sauble
Alec V. Sauble, Incorporator

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, AUGUST 21, 2025

The State Corporation Commission has found the accompanying articles of incorporation submitted on behalf of

Foundation for Scalia Law

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective August 21, 2025.

The corporation is granted the authority conferred on it by law in accordance with the articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Samuel T. Towell
Commissioner