RESTATED ARTICLES OF INCORPORATION

OF

THE UNIVERSITY OF ALABAMA LAW SCHOOL FOUNDATION

STATE OF ALABAMA )
TUSCALOOSA COUNTY )

TO: THE HONORABLE HARDY MCCOLLUM, JUDGE OF PROBATE,
TUSCALOOSA COUNTY, ALABAMA

Pursuant to the Alabama Nonprofit Corporation Act as set forth in the Code of
Alabama, Title 10, Chapter 3A, the undersigned officers of The University of Alabama Law
School Foundation do hereby adopt and file these Restated Articles of Incorporation and confirm
that these restated articles do correctly set forth the provisions of the articles of incorporation as
amended, have been duly adopted as required by law, and supersede the original articles of
incorporation and all amendments thereto.

FIRST: The name of the corporation shall be The University of Alabama
Law School Foundation.

SECOND: The period for which the corporation shall exist shall be perpetual;
however, its directors may terminate its existence pursuant to the provisions pertaining to the
dissolution of the corporation hereinafter set out.

THIRD: The purpose of the corporation is to promote the study and
teaching of law at, or under the auspices of, The University of Alabama School of Law. The
affairs of the corporation shall be conducted wholly within the continental limits of the United
States of America.

Without in any way limiting the foregoing stated purpose, and in addition to those
powers specifically granted by the Alabama Non-Profit Corporation Act, the corporation shall
have the following powers:

(a) To receive and maintain a fund or funds and to administer and apply the
income and principle thereof, to promote the purposes of the corporation.

(b) To make gifts or loans, with or without interest, to The University of
Alabama, The University of Alabama School of Law, or The University of Alabama Foundation,
for use by them in promoting and advancing the study and teaching of law at or under the
auspices of The University of Alabama School of Law.
(c) To make gifts or loans, with or without interest, in the form of scholarships, fellowships, prizes or awards to individuals who have been selected for the receipt of such by the Dean of the Law School, or by such committee or committees as he may appoint for such purpose, and who have been accepted and approved by appropriate authorities of The University of Alabama and The University of Alabama School of Law as students, instructors, lecturers, or professors.

(d) To acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess, rent, lease and sell lands or any interest therein as may be deemed to the interest of the corporation; to acquire by option, purchase, gift, grant, bequest, transfer or otherwise, and to hold, enjoy, possess, pledge as security, sell, transfer or in any manner dispose of personal property or choses in action of any class or description whatsoever; to retain any property, investments, or securities originally received by the corporation or thereafter acquired by it, so long as the directors of the corporation may, in the discretion of the directors, deem advisable, however doubtful or hazardous or limited the description or nature of any property, investments or securities so retained may be, whether or not the same are, or may be such, as are authorized or deemed proper for investment of trust funds under the Constitution or Laws of the State of Alabama or of the United States; to register any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust or association, or any chose in action, in the name of any nominee; to convert real property owned by the corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the Directors of the Corporation deem to be without substantial value; to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association at any time acquired in any way by this corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust, or association the securities of which are held by this corporation and as owner thereof to vote any security of any corporation, trust or association held by this corporation at any meetings of the holders of the same class of security of the issuing entity and generally in all respects to exercise all of the rights of ownership therein.

(e) To employ the services of one or more banks having trust powers, or other agent, to perform all or any part of the powers granted by the preceding paragraph (d) and such other duties of the corporation as the directors deem appropriate on such terms and under such contractual arrangements as the directors may deem proper.

(f) To do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the foregoing objects and purposes or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the foregoing objects and purposes, and to have and exercise all rights and powers now conferred or which may hereafter be conferred on nonprofit corporations under the laws of the State of Alabama.
(g) Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or of the net earnings of the corporation shall at any time inure to the benefit of any member, officer, director of other individual except for the reimbursement to officers or directors for actual expenses incurred in the carrying out of their official duties, and for the payment of salaries to any person who may be employed by said corporation for the purpose of enabling the corporation to carry out the purposes herein described and except for those persons receiving gifts or loans under the provisions of paragraph (b) and (c) above. Nor shall any part of the assets or earnings of the corporation be applied to activities in carrying on propaganda or in attempting to influence legislation.

(h) Anything herein contained to the contrary notwithstanding, the corporation shall be empowered to refuse to accept any gift, bequest or devise.

(i) Anything herein contained to the contrary notwithstanding, the corporation, its officers and directors, shall be and are hereby expressly prohibited from adopting or carrying out any policy or principle in the administration of this corporation which shall be deemed by the Dean of the Law School or the President of The University of Alabama, and of which this corporation has received notice in writing, at any time before or after the adoption or execution of such policy or practice, in the sole discretion of said Dean or President to be inconsistent with law or the policy of The University of Alabama or the Trustees of The University of Alabama.

FOURTH: The corporation shall have no members. (amended September 14, 1996.)

FIFTH: (1) There shall be 60 directors of the corporation, exclusive of ex-officio and emeritus members, elected by the Board. (amended September 9, 1994) Each of the following described persons and officers shall be, during their terms of office, members of the Board of Directors:

(a) The Dean of The University of Alabama School of Law.

(b) The President of the Alabama State Bar Association.

(c) The President-Elect of the Alabama State Bar Association.

(d) The President of the Alabama Law Alumni Association, or the person who in the future holds a position deemed by a majority of the remaining directors to be the equivalent to that office as it now exists.

(e) The President of the Alabama Law Institute. (amended November 7, 1986)
The Executive Director of the Alabama State Bar. (amended November 7, 1986)

Attorney members of the Board of Trustees of The University of Alabama. (amended November 7, 1986)

The Chairman and Vice-Chairman of the Farrah Law Society. (amended November 4, 1989)

The Director of Law Development. (amended November 4, 1989.)

In addition to the above ex officio members of the board, the Board of Directors shall be authorized to elect from time to time additional directors so as to increase the size of the board to a number not exceeding 60. (amended September 9, 1994) Additional directors so elected shall be assigned among the existing classes of directors so that, to the extent possible, the number of directors whose terms expire at the end of any year shall be approximately the same each year.

Upon the death or resignation of any member of the Board of Directors holding office ex-officio, the person assuming his office or duties shall become a member of the Board. Upon the death or resignation of any member of the Board elected by the Board under the provisions hereof, or in the event that any member elected should fail, refuse or be unable to serve, the remaining members of the Board shall elect a Director to fill the unexpired term.

Directors, once elected, shall exercise full powers until their successors shall be elected or appointed.

(2) The Board of Directors shall have the following powers which may be exercised by them by a majority vote of those directors present at any duly called meeting attended by one-third (1/3) or more of the directors, (amended September 14, 1996)

(a) To enact such rules and by-laws for the government of the corporation as the performance of its functions shall require, including but not limited to, providing for officers and committee to which any part of the powers herein granted may be delegated, as they deem necessary, from time to time, and their terms of office, provided that no such rules and by-laws shall be interpreted so as to conflict with any present or future provisions of the Constitution or Laws of the State of Alabama, or with any of the provisions of these Articles of Incorporation, or with any provisions of the laws of the United States of America under which contributions to the corporation may be considered as deductible on income, gifts or estate tax returns of the donor.

(b) To terminate the existence of this corporation, but upon such other termination or dissolution all funds and assets, after the deduction therefrom of any expenses of dissolution and liquidation, shall be paid over to The University of Alabama Foundation, if such
be in existence and, at the time, be approved as an organization to which gifts are deductible on
income, gift, and estate tax returns, and if not, to The University of Alabama or its successor, for
the purpose of promoting the study and teaching of law at The University of Alabama.

(c) To designate from time to time three or more of the members of the Board
of Directors to serve as an Executive Committee of the Board, with such powers and authority as
may be granted it by the Board of Directors.

(3) The corporation shall not be authorized to issue shares of stock.

(4) There shall be no person or individual liability of any character of any
director or officer for any debts or obligations of the corporation.

SIXTH: The principal and registered office of the corporation shall be
located at The University of Alabama School of Law, Box 870382, Tuscaloosa, Alabama 35487.
The registered agent of the corporation shall be Rufus Bealle, The University of Alabama.

IN WITNESS THEREOF, the undersigned officers do hereby execute these
Restated Articles of Incorporation on this the ________ day of ____________, 1997.

Byrd R. Latham, President
The University of Alabama
Law School Foundation

Cynthia Lee Almond
Assistant Secretary/Treasurer
The University of Alabama
Law School Foundation
ARTICLES OF AMENDMENT
TO THE RESTATED ARTICLES OF INCORPORATION
OF THE UNIVERSITY OF ALABAMA
LAW SCHOOL FOUNDATION

STATE OF ALABAMA )
JEFFERSON COUNTY )

TO: THE HONORABLE HARDY MCCOLLUM, JUDGE OF PROBATE,
TUSCALOOSA COUNTY, ALABAMA

Pursuant to the Alabama Nonprofit Corporation Act as set forth in the Code of Alabama, Title 10, Chapter 3A, the undersigned officers of The University of Alabama Law School Foundation do hereby adopt and file these Articles of Amendment to the Restated Articles of Incorporation and confirm that these Articles of Amendment do correctly set forth the provisions of amendment that have been duly adopted as required by law.

The name of the corporation is The University of Alabama Law School Foundation.

The Fifth Article of the Restated Articles of Incorporation is amended by adding a new section 1(j) as follows:

(j) the Chancellor of The University of Alabama System, or the Chancellor's designee. This individual shall also serve on the Executive Committee of the board.

The Sixth Article of the Restated Articles of Incorporation is deleted and replaced in its entirety as follows:

Sixth: The principal and registered office of the corporation shall be located at The University of Alabama School of Law, Box 870382, Tuscaloosa, Alabama 35487. The registered agent of the corporation shall be Kenneth C. Randall.

Except as specifically provided herein, the Restated Articles of Incorporation shall remain in full force and effect.

These Amendments were adopted by a vote of at least two-thirds of the votes cast at a meeting of Board of Directors of the Law School Foundation, held September 19, 2008, at which a quorum was present.

In witness thereof, the undersigned officers do hereby execute these Articles of Amendment on this the 2nd day of October 2008.

[Signature]
Frank James
President, Law School Foundation

[Signature]
Julia Smeds Roth
Secretary, Law School Foundation
STATE OF ALABAMA
JEFFERSON COUNTY

Before me, a Notary Public in and for said County in said State, personally appeared Frank James III, known to me to be the President of the Law School Foundation, who upon oath did state that he has personal knowledge of the facts set forth in the foregoing Articles of Amendment and that the above and foregoing facts are true and correct.

Sworn to and subscribed before me this 30th day of October, 2008.

[Signature]
Notary Public

My commission expires: 6-9-12

(NOTARIAL SEAL)

This instrument prepared by:
Hattie E. Kaufman
University of Alabama School of Law
Box 08732
Tuscaloosa, AL 35487-0382
(205) 348-5752
ARTICLES OF AMENDMENT
TO THE RESTATED ARTICLES OF INCORPORATION AS AMENDED
OF THE UNIVERSITY OF ALABAMA LAW SCHOOL FOUNDATION

State of Alabama
Tuscaloosa County

TO: THE HONORABLE HARDY MCCOLLUM, JUDGE OF PROBATE,
TUSCALOOSA COUNTY, ALABAMA

Pursuant to the Alabama Nonprofit Corporation Act as set forth in the Code of Alabama, Title 10, Chapter 3A, the undersigned officers of The University of Alabama Law School Foundation do hereby adopt and file these Articles of Amendment to the Restated Articles of Incorporation as Amended and confirm that these Articles of Amendment do correctly set forth the provisions of amendment that have been duly adopted as required by law.

The name of the corporation is The University of Alabama Law School Foundation.

The first paragraph of the Third Article is amended as follows (underscored language is added):

The purpose of the corporation is to promote the study and teaching of law at, or under the auspices of, The University of Alabama School of Law. This purpose may not be changed without the recommendation of the President of The University of Alabama and approval of the Board of Trustees of The University of Alabama. The affairs of the corporation shall be conducted wholly within the continental limits of the United States of America.

Except as specifically provided herein, the Restated Articles of Incorporation as Amended shall remain in full force and effect.

This Amendment was adopted by a vote of at least two-thirds of the votes cast at a meeting of the Board of Directors of the Law School Foundation, held September 11, 2009, at which a quorum was present.

In witness thereof, the undersigned officers do hereby execute these Articles of Amendment on this the 22nd day of September 2009.

Frank James III
President, Law School Foundation

Julia Smeds Roth
Secretary, Law School Foundation
STATE OF ALABAMA )
JEFFERSON COUNTY )

Before me, a Notary Public in and for said County in said State, personally appeared Frank James III, known to me to be the President of the Law School Foundation, who upon oath did state that he has personal knowledge of the facts set forth in the foregoing Articles of Amendment and that the above and foregoing facts are true and correct.

Sworn to and subscribed before me this 26th day of September 2009.

[Signature]
Notary Public

My commission expires: 3/05/13

(NOTARIAL SEAL)

STATE OF ALABAMA )
MORGAN COUNTY )

Before me, a Notary Public in and for said County in said State, personally appeared Julia Smeds Roth, known to me to be the Secretary of the Law School Foundation, who upon oath did state that she has personal knowledge of the facts set forth in the foregoing Articles of Amendment and that the above and foregoing facts are true and correct.

Sworn to and subscribed before me this 15th day of September 2009.

[Signature]
Notary Public

My commission expires: 05-23-11

(NOTARIAL SEAL)

2009 2841
Filed in the Above
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This instrument prepared by:
Hattie E. Kaufman
University of Alabama School of Law
Box 08732
Tuscaloosa, AL 35487-0382
(205) 348-5752