

CERTIFICATE OF FORMATION
OF

Corporations Section

New Meridian Corporation
(A Nonprofit Texas Corporation)

The undersigned, a natural person of the age of eighteen (18) years or more, acting as organizer of a corporation under the Texas Business Organizations Code (the "Code"), hereby files the following Certificate of Formation:

ARTICLE ONE
Entity Name and Type

The name of the Corporation is New Meridian Corporation. The Corporation is a nonprofit corporation.

ARTICLE TWO
Registered Agent and Office

The street address of the initial registered office of the Corporation is 5800 Trailridge Drive, Austin, Texas 78731, and the name of the initial registered agent at such address is Arthur VanderVeen.

ARTICLE THREE
Management

The management of the affairs of the corporation is vested in the board of directors. The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

| Name | Address |
|----------------------|---|
| Arthur A. VanderVeen | 5800 Trailridge Drive, Austin, TX 78731 |
| James S. Liebman | Columbia Law School 435 West 116th Street Box B-16 New York, NY 10027 |
| David T. Conley | 1001 NW Lovejoy St. #1201 Portland, OR 97209 |

ARTICLE FOUR
Members

The nonprofit corporation will have no members.

ARTICLE FIVE

Purposes

Section 5.01. The Corporation is organized and shall operate exclusively for charitable, educational purposes as defined in Section 501(c) (3) of the Internal Revenue Code. The corporation may engage in all such activities that further these purposes.

Section 5.02. Notwithstanding any other provision of these Articles of Incorporation:

a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c) (2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

d. The Corporation is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

Section 5.03. The period of the Corporation's duration is perpetual.

ARTICLE SIX

Indemnification of Directors and Officers

Each Director and each officer or former Director or officer may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the

view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance or duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE SEVEN
Limitation on Scope of Liability

No director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves the intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Directors for which liability is expressly provided for by statute.

ARTICLE EIGHT
Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted. All consents signed in this manner must be delivered to the Secretary or other officer having custody of the minute book within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in this manner. A facsimile transmission or other similar transmission shall be regarded as signed by the Director for purposes of this Article.

ARTICLE NINE
Organizer

The name and address of the organizer is Arthur VanderVeen, 5800 Trailridge Drive, Austin, Texas 78731.

ARTICLE TEN
Effectiveness of Filing

This document becomes effective when the document is filed by the secretary of state.

ARTICLE ELEVEN
Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: September 23, 2016

Signature of organizer

A handwritten signature in black ink, appearing to read "Arthur VanderVeen", with a long horizontal flourish extending to the right.

Arthur A. VanderVeen



**Acceptance of Appointment
and
Consent to Serve as Registered Agent
§5.201(b) Business Organizations Code**

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

Acceptance of Appointment and Consent to Serve as Registered Agent

I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for
New Meridian Corporation

Name of represented entity

I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.

x:


Signature of registered agent

Arthur VanderVeen
Printed name of registered agent

09/12/2016
Date (mm/dd/yyyy)

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

Acceptance of Appointment and Consent to Serve as Registered Agent

I am authorized to act on behalf of _____
Name of organization designated as registered agent

The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for:

Name of represented entity

The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.

x:

Signature of person authorized to act on behalf of organization

Printed name of authorized person

Date (mm/dd/yyyy)