



**RESTATED ARTICLES OF INCORPORATION
OF
INTERNATIONAL CLIENT COUNSELING COMPETITION**

The undersigned certify that:

1. They are the President and Secretary, respectively, of the International Client Counseling Competition, a California nonprofit corporation, with California Entity Number 1469591.
2. The Articles of Incorporation filed September 29, 1989 are hereby amended and restated in their entirety as attached Exhibit A is hereby formally incorporated by reference as if fully set forth herein.
3. The foregoing Restated Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our own knowledge.

Date: 12-13-2021

Steven Auster Miller, President

Brett Stohs, Secretary

I hereby certify that the following transcript of 3 page(s) is a full, true, and correct copy of the original record in the custody of the California Secretary of State's office.

Certification Date 1/14/2022

SHIRLEY N. WEBER, Ph.D
Secretary of State

Certified Copy

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION OF THE INTERNATIONAL CLIENT COUNSELING COMPETITION

ARTICLE I

The name of the corporation is the INTERNATIONAL CLIENT COUNSELING COMPETITION.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and public purposes.

B. The specific purpose for which this Corporation is organized is to further charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, including (but not limited to) organizing, sponsoring, and funding educational programs devoted to furthering the study of preventative law such as the International Client Counseling Competition.

C. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. This corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE III

A. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

B. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1954, or any individual.

C. No director, officer or member of this corporation shall be subject to assessment by the corporation, nor shall any such director, officer or member of this corporation be personally liable for any of the debts, liabilities or obligations of the corporation, nor shall personal liability in any event attach to any member of this corporation in connection with any of its undertakings; all of the corporation's liabilities shall be limited to its common funds and assets.

ARTICLE IV

The property, assets, profits and net income of this corporation are irrevocably dedicated to the purposes as set forth in Article II above, and no part of the profits or net income or assets of this Corporation shall ever inure to the benefit of any director, officer, trustee, shareholder, or member thereof or to the benefit of any private individual. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of this corporation, the remaining assets of this corporation shall be distributed to one or more nonprofit trusts, funds, foundations, corporations, associations or institutions which are organized and operated exclusively for charitable, educational, scientific or religious purposes and which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 and Section 2370(d) of the California Revenue and Taxation Code.