

ARTICLES OF INCORPORATION OF THE AMERICAN ACADEMY OF MEXICAN LAW EXPERTS

On this 1st day of July 2022, we the undersigned Founders, a majority of whom are citizens of the United States of America, undertake to establish the American Academy of Mexican Law Experts (hereinafter “the Academy”) by entering into these Articles of Incorporation and do hereby certify:

I. Mission of the Academy

The mission of the Academy is to provide a forum in which professionals who testify in courts in the United States on issues of Mexican law on an ongoing basis can:

- have scholarly discussions on specific issues of Mexican law and aspects of the Mexican legal system that arise in the course of their work;
- formulate “best practices” and professional standards for providing Mexican law expert services;
- develop rules of ethics to govern their work in this field; and
- promote, through scholarly writings or otherwise, a more accurate understanding of Mexican law and the Mexican legal system in courts, arbitral tribunals and other forums in the United States of America.

II. Membership Requirements

Minimum qualifications. Each member of the Academy must: (a) be a lawyer in good standing in either the Republic of Mexico or United States of America, (b) have testified on Mexican law in a minimum of six lawsuits and/or arbitral proceedings and (c) be admitted by unanimous vote of the Founders who are still active in the Academy.

Annual requirements. Each member of the Academy must: (a) participate in person or remotely in at least two association meetings per calendar year, (b) take a leadership role in one or more project of the Academy (*e.g.*, the formulation of “best practices” and the development of rules of ethics) and (c) pay annual dues as set by the officers of the Academy.

Bi-annual requirements. Each member commits to publish at least one article on an issue of Mexican law in either a professional or academic legal publication every two calendar years. Each member commits to review drafts of articles prepared by other members and to otherwise support one another’s scholarly writing.

III. Governance

Officers. The Academy shall be governed by a President, Vice President and Secretary, each to serve a two-year term. In addition to carrying out the general duties of a member of the Academy: (a) the President shall be primarily responsible for carrying out its administrative affairs, (b) the Vice President shall be responsible for monitoring the status of the Academy's ongoing projects and (c) the Secretary shall prepare the minutes of the Academy's meetings. For so long as there are only three members of the Academy, the officers shall rotate from Secretary to Vice President, Vice President to President and President to Secretary at the conclusion of their two-year terms.

Decision-making. All decisions of the Academy shall be made by consensus of the members.

Principal office. Subject to change by the Members of the Academy, its principal office is to be located in San Antonio, Bexar County, Texas.

IV. Meetings

The Founders will participate in an inaugural meeting of the Academy following their execution of these Articles of Incorporation.

Thereafter, at a minimum, the Academy will have a December/January annual meeting and a summer or mid-year meeting. The members will strive to have at least one meeting per year in which all members attend in person in either Houston or Mexico City.

V. Charitable Association

The Academy is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Academy shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraph. No substantial part of the activities of the Academy shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Academy 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. Notwithstanding any other provision of these articles, the Academy shall not carry on any other activities not permitted to be carried on (a) by a corporation or association exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation or association, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Academy, assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal

government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VI. Amendments

These Articles of Incorporation can be amended only by a unanimous vote of all members of the Academy.

IN WITNESS WHEREOF, WE, THE FOUNDERS AND INITIAL TRUSTEES OF THE AMERICAN ACADEMY OF MEXICAN LAW EXPERTS, HEREBY RATIFY THE FOREGOING ARTICLES OF INCORPORATION BY AFFIXING OUR SIGNATURES BELOW:

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