



April 12, 2011

International Center for 9/11 Studies, Inc.
2201 N. Central Expressway, Suite 225
Richardson, TX 75080

Re: Letter of Representation

To Whom It May Concern:

Our firm has been hired to represent International Center for 9/11 Studies, Inc. (the "Corporation"). The Corporation has been organized and exists under and by virtue of the Texas Business Organizations Code, Nonprofit Chapter (the "Act").

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code ("IRC").

Upon receipt of the Certificate of Filing of Certificate of Formation, the Internal Revenue Service (the "IRS") allows public charities defined under IRC the ability to immediately begin receiving tax exempt donations and to give donors credit for these charitable donations, while the charity files for exemption recognition from the IRS. The IRS further gives every such 501(c)(3) applicant organization up to a period not to exceed 27 months from the date of incorporation to file for recognition of the exemption, given the lengthy and time-consuming process.

We are currently going through this application process for our client, International Center for 9/11 Studies, Inc., and have instructed them that they may feel free to duplicate this letter and provide it to their potential donors along with the attached Certificate of Filing of their Certificate of Formation as a non-profit organization for assurance of their current status and ongoing work to finalize their exemption. Upon receipt of the 501(c)(3) recognition letter from the IRS, you and/or your organization will be provided with a copy of it.

Please do not hesitate to contact us with any questions as to the contents of this letter on behalf of our client, and you may also feel free to contact your own attorney or CPA to confirm the statutory allowability of tax-exempt donations to public charities going through the exemption recognition application process as noted herein. Lastly, you may always feel free to contact the exempt

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organizations department of the IRS through their website or toll-free telephone numbers (depending on your location) to verify all of the points noted in this correspondence.

It is our honor to serve a most meaningful and committed organization as the International Center for 9/11 Studies.

Sincerely,



Debra S. Reynolds
Staff Counsel

/Enclosure



Office of the Secretary of State

CERTIFICATE OF FILING OF

INTERNATIONAL CENTER FOR 9/11 STUDIES, INC.
File Number: 801404104

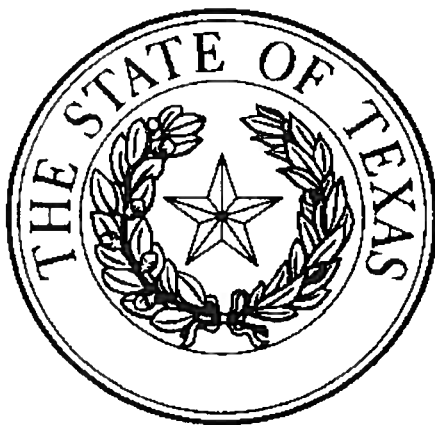
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 03/28/2011

Effective: 03/28/2011



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

CERTIFICATE OF FORMATION

The undersigned Corporation, INTERNATIONAL CENTER FOR 9/11 STUDIES, INC., (the "Corporation") organized and existing under and by virtue of the Texas Business Organizations Code, Nonprofit Chapter (the "Act"), for the purpose of adopting a Certificate of Formation, does hereby submit:

in the Office of the
Secretary of State of Texas

MAR 28 2011

ARTICLE ONE

NAME

Corporations Section

The name of the Corporation is INTERNATIONAL CENTER FOR 9/11 STUDIES, INC.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

The name of the registered agent of the Corporation is Brooke Asiatico, whose location and municipal address is 2201 N. Central Expressway, Suite 225, Richardson, Texas 75080, which is also the initial registered office address. The Board of Directors may change the registered agent at its discretion.

ARTICLE THREE

ORGANIZER NAME AND ADDRESS

The name and address of the organizer is Brooke Asiatico, whose location and municipal address is 2201 N. Central Expressway, Suite 225, Richardson, Texas 75080.

ARTICLE FOUR

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE FIVE
BOARD OF DIRECTORS

Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Directors. The Corporation shall have no voting members except the Board of Directors. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time, and may define their authority and duties; fix their compensation; require bonds and fix the penalty thereof; and dismiss such officers or employees and appoint their replacements.

The number of members on the Board of Directors shall not be less than three (3). The number of members on the Board of Directors may be increased or decreased, by amending this Certificate of Formation, or by amending the Bylaws, either of which shall have the same force and effect. Members of the Board of Directors shall be natural persons, but need not be residents of Texas.

The number of directors constituting the initial board of directors 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:

1. James R. Gourley
2201 N. Central Expressway, Suite 225
Richardson, Texas 75080

2. David Chandler
2201 N. Central Expressway, Suite 225
Richardson, Texas 75080

3. Dr. Graeme MacQueen
2201 N. Central Expressway, Suite 225
Richardson, Texas 75080

All future members of the Board of Directors will be elected in the manner prescribed in the Bylaws.

ARTICLE SIX
MEMBERS

The Corporation will not have members.

ARTICLE SEVEN
DISSOLUTION/MANNER OF DISTRIBUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation, if any, to any organization designated by the Board of Directors of the Corporation to one or more organizations engaged in activities substantially similar to those of the Corporation and exempt from taxes under Section 501(c)(3) of the Internal Revenue Code and within the meaning of any applicable Texas tax code, or shall distribute 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 appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE EIGHT
PURPOSES

The Corporation is organized and shall be operated exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

- (a) To encourage scientific study and public education efforts regarding the attacks of September 11, 2001 ("9/11");
- (b) To create multidisciplinary, cross-national research teams drawing strongly, but not exclusively, from the engineering and physical sciences to respond to needs and opportunities in the broad areas of 9/11 research and education through the encouragement of scientific study and public education efforts regarding the attacks of 9/11;
- (c) To provide actionable knowledge and a conceptual basis to encourage better understanding of the 9/11 attacks;

- (d) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Texas and elsewhere.
- (e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- (f) To promote, encourage, and foster any other similar educational, and scientific activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation.
- (g) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

ARTICLE NINE

POWERS

Except as otherwise provided in these Certificate of Formation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act and in Section 501(c)(3) of the Internal Revenue Code, as they now exist or as they may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE TEN

RESTRICTIONS, REQUIREMENTS, AND LIMITATIONS

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) The Corporation shall not pay dividends or other corporate income to its Directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in this Certificate. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in

furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in these Certificate of Formation or state law, the Corporation shall have no power to:

- (1) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (2) Serve a private interest other than one that is clearly incidental to an overriding public interest.
- (3) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- (4) Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
- (5) Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- (6) Distribute its assets on dissolution other than for one or more exempt purposes.
- (7) Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
- (8) Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.

(9) Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable, religious, educational, or scientific purposes or if the gift or grant would require serving a private as opposed to a public interest.

(b) In the event this Corporation is in any one year deemed to be a "private foundation" as defined by Section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE ELEVEN

LIMITATION ON LIABILITY OF DIRECTORS

A Director is not liable to the Corporation or members for monetary damages for an act or omission in the Director's capacity as a Director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE TWELVE

INDEMNIFICATION

Except as may be defined and limited by the Bylaws, the Corporation may, but is not required to indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Director, attorney, CPA, accountant, consultant, or other person related to the Corporation. The Corporation may provide a trust fund, insurance, or other arrangement to satisfy this Article.

ARTICLE THIRTEEN

CONSTRUCTION

All references in this Certificate of Formation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

ARTICLE FOURTEEN
AMENDMENT

This Certificate may not be amended in any way without the approval of a two-thirds (2/3) majority vote of a quorum of the members of the Board of Directors and filing with the Texas Secretary of State.

ARTICLE FIFTEEN
EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Secretary of State of Texas.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: March 22, 2011


Brooke Asiatico, Organizer