



BOARD OF DIRECTORS

RESOLUTION

ABOLISHING THE OFFICE OF VICE PRESIDENT FOR PROGRAMS AND COMPLIANCE AND ESTABLISHING THE OFFICE OF VICE PRESIDENT FOR GRANTS MANAGEMENT

WHEREAS, the bylaws of the Legal Services Corporation (“LSC” or “Corporation”) provide that “[t]he officers of the Corporation shall be a President, one or more Vice Presidents... and such other officers as the Board determines to be necessary, all of whom serve at the pleasure of the Board... [and] shall have such authority and perform such duties... as may from time to time be determined by the Board”; and

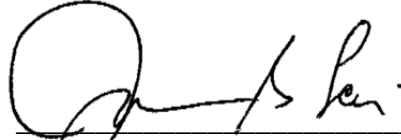
WHEREAS, the Corporation’s Fiscal Oversight Task Force (“Task Force”) proposed and the Board has approved measures intended to improve the management and administration of the Corporation and better promote the delivery of high quality legal assistance to low income persons; and

WHEREAS, in furtherance of the Task Force’s recommendations, the President of the Corporation has requested that the Board formally abolish the previous corporate officer position of Vice President for Programs and Compliance and establish the new corporate officer position of Vice President for Grants Management; and

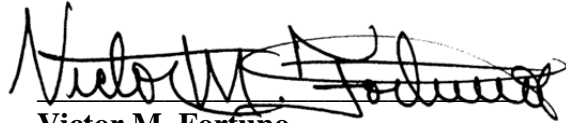
NOW, THEREFORE, BE IT RESOLVED THAT, pursuant to the Corporation’s bylaws, the Board hereby abolishes the office of Vice President for Programs and Compliance; and

BE IT FURTHER RESOLVED THAT, pursuant to the Corporation’s bylaws, the Board hereby establishes the corporate officer position of Vice President for Grants Management, to be filled by such person as the Board appoints to that position.

**Adopted by the Board of Directors
on August 31, 2012**

A handwritten signature in black ink, appearing to read "John G. Levi". The signature is written in a cursive style with a large initial "J".

John G. Levi
Chairman

A handwritten signature in black ink, appearing to read "Victor M. Fortuno". The signature is written in a cursive style with a large initial "V".

Victor M. Fortuno
Vice President for Legal Affairs,
General Counsel & Corporate Secretary