

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: K933861
EFFECTIVE DATE: 08/13/1999
COUNTY : FULTON
REFERENCE : 0033
PRINT DATE : 08/18/1999
FORM NUMBER : 311

PAUL HUANG
5 PIEDMONT CENTER
SUITE 750
ATLANTA, GA 30305

CERTIFICATE OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

GEORGIA ASIAN PACIFIC AMERICAN BAR ASSOCIATION, INC.
A DOMESTIC NONPROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

**ARTICLES OF INCORPORATION
OF
GEORGIA ASIAN PACIFIC AMERICAN BAR ASSOCIATION, INC.**

ARTICLE I.

The name of the Corporation is: Georgia Asian Pacific American Bar Association, Inc.

ARTICLE II.

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

ARTICLE III.

The Corporation shall have members.

ARTICLE IV.

The initial registered office of the Corporation shall be at Rowe, Foltz & Martin, P.C., 3525 Piedmont Road, Suite 750, Atlanta, GA 30305 in Fulton County. The initial registered agent of the Corporation at such address shall be Paul P. Huang.

ARTICLE V.

The mailing address of the initial principal office of the Corporation is Rowe, Foltz & Martin, P.C., 3525 Piedmont Road, Suite 750, Atlanta, GA 30305, Attention: Paul P. Huang, Esq.

ARTICLE VI.

The name and address of the incorporator is:

Paul P. Huang, Esq.
Rowe, Foltz & Martin, P.C.
3525 Piedmont Road, Suite 750
Atlanta, GA 30305

ARTICLE VII.

The purposes for which the Corporation is formed are the following:

A. The Corporation is organized exclusively for business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or hereafter

amended (the "Code"), (or the corresponding provisions of any future United States Internal Revenue Code).

B. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation 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 herein and in the By-Laws of the Corporation.

C. The Corporation shall be primarily supported by membership dues and other income from activities substantially related to business league purposes under Section 501(c)(6) of the Code.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE VIII.

The affairs of the Corporation shall be managed by a Board of Directors. The method of election for the members of the Board of Directors shall be set out in the By-Laws.

ARTICLE IX.

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay all the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization operating for the same purposes for which the corporation is organized and operated, which shall be selected by the Board of Directors of the corporation; provided, however, that any such recipient organization or organizations shall at the time qualify as exempt from taxation under the provisions of Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent law. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in a manner herein provided within a responsible period of time, the senior judge of the Superior Court of Gwinnett County, Georgia, shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

ARTICLE X.

No director shall have any personal liability to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision

shall not eliminate or limit the liability of any director for (a) acts or omissions which involve intentional misconduct or a known violation of the law; or (b) liabilities of a director imposed by Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or (c) any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of August, 1999.



Paul P. Huang
Incorporator

SECRETARY OF STATE
Aug 13 1 25 PM '99
BSR (6)

LAW OFFICES

ROWE, FOLTZ & MARTIN, P.C.

FIVE PIEDMONT CENTER • SUITE 750
ATLANTA, GEORGIA 30305-1509

TELEPHONE
404 231-9397

FACSIMILE
404 237-1659

August 13, 1999

VIA COURIER

Georgia Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King, Jr. Drive, S.E.
Atlanta, GA 30334-1530

Re: *Georgia Asian Pacific American Bar Association, Inc.*

Dear Sir or Madam:

In connection with the incorporation of the above-referenced nonprofit corporation, enclosed please find the following:

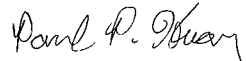
1. Form 227 Transmittal Form;
2. Original and two (2) copies of the Articles of Incorporation; and
3. A check in the amount of \$60.00 payable to the Secretary of State of Georgia.

Also included herewith is a copy of this letter to be stamped "Received" by your office and returned to the undersigned along with a stamped copy of the Articles of Incorporation.

Thank you for your assistance.

Very truly yours,

ROWE, FOLTZ & MARTIN, P.C.



Paul P. Huang

/tk
Enclosures



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

Suite 315, West Tower, 2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information on the Internet
<http://www.sos.state.ga.us>

ROBERT RAY, JR.
Assistant Secretary of State -
Operations

WARREN H. RARY
Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

BOOK#	READING	CONTROL#
BOOK#	DATE	AMOUNT
CODE	FILED	RECEIVED
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE

NOTICE TO APPLICANT : PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.

1. K92180755
Corporate Name Reservation Number
GEORGIA ASIAN PACIFIC AMERICAN BAR ASSOCIATION, INC.
Corporate Name

2. Paul Huang 404-231-9397
Applicant/Attorney Telephone Number
5 Piedmont Center, Suite 750
Address
Atlanta Georgia 30305
City State Zip Code

3. I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law. Mail or deliver to the Secretary of State, at the above address, the following:

- 1) This transmittal form
- 2) The original and one copy of the Articles of Incorporation
- 3) A filing fee of \$60.00 payable to Secretary of State.

Paul Huang 8/12/99
Authorized Signature Date

FILING FEES ARE NON - REFUNDABLE

FORM 227