

CERTIFICATE OF INCORPORATION

OF

THE ASIAN AMERICAN BAR ASSOCIATION OF NEW YORK

Under Section 402 of the Not-For-Profit Corporation Law

The undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Not-For-Profit Corporation Law of the State of New York, hereby certifies:

- FIRST: The name of the corporation shall be "The Asian American Bar Association of New York", hereafter sometimes called "the Corporation".
- SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law.
- THIRD: The Corporation is a Type B corporation as defined in Section 201 of the Not-For-Profit Corporation Law, with respect to the purposes of its formation.
- FOURTH: The Corporation is organized to engage in any lawful purpose under Section 201 of the Not-For-Profit Corporation Law including, but not limited to, the following:
- (a) To develop and represent the interests of the Asian American community and those of the attorneys from the Asian American community.
 - (b) To foster the exchange of ideas and information among and between the Corporation's members and other members of the legal profession, the judiciary and the legal community, in general.
 - (c) To encourage and promote the professional growth of the members of the Corporation.
 - (d) To provide an opportunity for fellowship among the Corporation's members.

6053067

6053067

- (e) To provide coordinated services to the national and local Asian American community.
- (f) To develop and encourage cooperation with other legal and bar associations.
- (g) To provide a vehicle and forum for the unified expression of opinions and positions by the Corporation's members on social, political, economic, legal, and/or other matters or events of concern to the members of the Corporation.

FIFTH: Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the purposes, as specified in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws.

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets upon dissolution of the Corporation.

SEVENTH: A substantial part of the Corporation's activities shall not consist of the carrying on of propaganda, or of otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), or of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

EIGHTH: In the event of dissolution, all of the remaining assets and property of the Corporation shall, after the payment of necessary expenses thereof, be distributed to another organization exempt under Section 501(c)(6) of the Code, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government, for a public purpose upon the approval of a Justice of the Supreme Court of the State of New York.

NINTH: In any taxable year in which the Corporation is a private foundation, as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

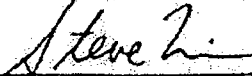
TENTH: The office of the Corporation is to be located in the County of New York, State of New York.

ELEVENTH: The Corporation shall be operated by a board of directors, the number of which is to be no less than three. The names and addresses of the initial directors of the Corporation are as follows:

NAME	ADDRESS
Tony Cheh	Faust, Rabbach & Stanger 488 Madison Avenue New York, New York 10022 (212) 751-7700
Rocky Chin	Commiss. on Human Rights 52 Duane Street New York, New York 10007 (212) 566-5050
Glenn Ikeda	Marks Murase & White 400 Park Avenue New York, New York 10022 (212) 832-3333
Yat T. Man	105 Madison Street Apt. # 4 New York, New York 10002
Serene K. Nakano	Rubin Baum Levin Constant & Friedman 30 Rockefeller Plaza New York, New York 10112 (212) 698-7855

TWELFTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him/her is: Asian American Bar Association of New York, c/o Schulte Roth & Zabel, 900 Third Avenue, New York, New York 10022.

IN WITNESS WHEREOF I, the sole incorporator, hereunto sign my name this 28th day of July, 1989 and affirm that the statements herein are true and correct under penalty of perjury.



NAME AND ADDRESS OF SOLE INCORPORATOR:
Steve T. Min
Schulte Roth & Zabel
900 Third Avenue
New York, New York 10022