State of California
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 07 2005

BRUCE McPHERSON
Secretary of State
ARTICLES OF INCORPORATION
OF
JAPANESE AMERICAN BAR ASSOCIATION
EDUCATIONAL FOUNDATION
A California Nonprofit Public Benefit Corporation

ARTICLE I

The name of this corporation is: Japanese American Bar Association Educational Foundation.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not
organized for the private gain of any person. It is organized under
the Nonprofit Public Benefit Corporation Law for public and charitable
purposes.

B. The specific purpose of this corporation is to raise funds for and to provide
scholarships and support for deserving students in furtherance of their legal
education.

ARTICLE III

The name and address in the State of California of this corporation’s initial agent for
service of process is:

ARTICLE IV

A. This corporation is organized exclusively for charitable and educational purposes
within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or
the corresponding provision of any future United States internal revenue law).

B. No substantial part of the activities of this corporation shall consist of carrying
on propaganda, or otherwise attempting to influence legislation, and the
corporation shall not participate or intervene in any political campaign (including
the publishing or distribution of statements) on behalf of any candidate for
public office.

ARTICLE V

The property of this corporation is irrevocably dedicated to charitable purposes and no
part of the net income or assets of this corporation shall ever inure to the benefit of any
director, officer or member thereof or to the benefit of any private person. Upon the
dissolution or winding up of the corporation, its assets remaining after payment, or
provision for payment, of all debts and liabilities of this corporation shall be distributed
to a nonprofit fund, foundation or corporation which is organized and operated
exclusively for charitable purposes and which has established its tax exempt status under
Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

Notwithstanding any other provision of these articles, the corporation shall not carry on
any other activities not permitted to be carried on (a) by a corporation exempt from
federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986(or the
corresponding provision of any future United States internal revenue law) or (b) by a
corporation contributions to which are deductible under Section 170(c)(2) of the Internal
Revenue Code of 1986(or the corresponding provision of any future United States
internal revenue law).

Dated: June 6, 2005
NONPROFIT INCORPORATION & TAX EXEMPTION CHECKLIST

Incorporation

___ Clear and reserve, if desired, the name of the corporation with the Secretary of State.

___ Draft Articles of Incorporation and file them with the Secretary of State.

___ Order a minute book to store minutes of Board of Directors' meetings.

___ Prepare minutes of first meeting of the Board of Directors.

___ Draft and adopt bylaws for the Corporation at first meeting of the Board of Directors.

___ Apply for Employee Identification Number (EIN).

Application for Exemption from the IRS

___ Complete Parts I through IV of Form 1023, and applicable schedules and appropriate attachments.

___ Copy of Articles of Incorporation and bylaws (Part I, Line 10a).

___ Two copies of Form 872-C (if applicable).

___ Form 8718 & Check or Money Order for the proper amount.

Application for Exemption from California Franchise Tax Board

___ Complete FTB 3500 and appropriate attachments.

___ Endorsed articles of incorporation and subsequent amendments (if any) (Item 7a).

___ Copy of bylaws, proposed bylaws, or other code of regulations (Item 7b).

___ Financial statements (Item 7c).

1 Alternatively, you can prepare an "Action by Unanimous Written Consent" of the Board of Directors adopting bylaws and taking care of other organizational matters, which must be signed by each board member. If you get the action by Unanimous Written Consent signed by each board member, you will not need a first board meeting. See Documents #6 and #7 in this packet for sample First Board Meeting Minutes and Sample Action by Unanimous Written Consent.
BYLAWS
OF
JAPANESE AMERICAN BAR ASSOCIATION EDUCATIONAL FOUNDATION
a California Public Benefit Corporation

ARTICLE I
NAME, OFFICES AND PURPOSE

Section 1. NAME. The name of this corporation is Japanese American Bar Association Educational Foundation.

Section 2. OFFICES.

(a) Principal Office. The principal office for the transaction of the activities and affairs of the corporation ("Principal Office") shall be located in Los Angeles County, California at such address as may be designated by the Board of Directors ("Board") from time to time. The Board may change the Principal Office from one location to another. Any change of location of the Principal Office shall be noted by the Secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

(b) Other Offices. Branch or subordinate offices may be established at any time and at any place by the Board.

Section 3. PURPOSES. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

The purpose of the corporation shall be to award scholarships and financial support to deserving students in furtherance of their legal education. The corporation shall solicit and review scholarship applications, and award scholarships to qualified applicants. The corporation shall raise funds to support these activities.

As provided in this corporation’s articles of incorporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the
corresponding provision of any future United States internal revenue law, or (b) by a
corporation, contributions to which are deductible under Section 170(c)(2) of the Internal
Revenue Code of 1986 or the corresponding provision of any future United States internal
revenue law.

ARTICLE II
MEMBERS

Section 1. NO MEMBERS. This corporation shall have no members.

ARTICLE III
DIRECTORS

Section 1. POWERS.

(a) General Corporate Powers. Subject to the provisions of the California
Nonprofit Public Benefit Corporation Law, the business and affairs of the corporation shall
be managed and all corporate powers shall be exercised by or under the direction of the
Board.

(b) Specific Corporate Powers. Without prejudice to the general powers
set forth in Section 1(a) of Article III of these bylaws, but subject to the same limitations,
the Board shall have the power to:

(i) Appoint and remove, at the pleasure of the Board, all officers,
agents, and employees of the corporation; prescribe any powers and duties for them that are
consistent with law, with the articles of incorporation, and with these bylaws; fix their
compensation; and require from them security for faithful service.

(ii) Change the Principal Office from one location to another; cause
the corporation to be qualified to do business in any other state, territory, dependency, or
country and conduct business within or outside the State of California; and designate any
place within or outside the State of California for holding any meeting or meetings,
including annual meetings.

(iii) Adopt, make, and use a corporate seal and alter the form of the
seal.

(iv) Borrow money and incur indebtedness on behalf of the
corporation, and cause to be executed and delivered for the corporation's purposes, in the
corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges,
hypothecations, and other evidences of debt and securities.
Section 2. NUMBER AND QUALIFICATION OF DIRECTORS.

(a) **Authorized Number and Qualifications.** The authorized number of Directors shall not be less than seven (7) nor more than seventeen (17), with the exact number to be fixed by the Board from time to time. Subject to the foregoing, the initial number of Directors shall be exactly nine (9).

(b) **Restriction on Interested Persons as Directors.** No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is: (a) any person compensated by the corporation for services rendered to it within the previous 13 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3. ELECTION OF DIRECTORS AT LARGE AND TERM OF OFFICE; DESIGNATED DIRECTORS.

(a) **Election of Directors At Large and Term of Office.** Except for the ex officio members of the Board serving by designation as set forth in subsection (b) below, Directors shall be elected at each annual meeting of the Board to hold office until the next annual meeting; however, if any such Directors are not elected at any annual meeting, they may be elected at any special meeting of the Board held for that purpose or by written ballot. Each such Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. The Chair of the Board or President may appoint a committee to select qualified candidates for election to the Board at least 120 days before the date of any election of Directors. This nominating committee shall make its report at least 90 days before the date of the election, or at such other time as the Board may set, and the secretary shall forward to each Director, with the notice of meeting or ballot required by these bylaws, a list of all candidates nominated by the committee under this section. Each person nominated by the nominating committee must give his or her approval to being nominated. A Director holding office at the time of such nominating committee's report shall have the opportunity to run again for office.

(b) **Designation of Ex Officio Directors.** The then-current President, Treasurer, and Chair of the Corporate Affairs Committee of the Japanese American Bar Association of the Greater Los Angeles Area shall serve by designation as Directors of the corporation by virtue of such office. Such ex officio Directors shall have the same rights, including voting rights, and duties as elected Directors.
Section 4. VACANCIES ON BOARD.

(a) Events Causing Vacancy. A vacancy in the Board shall be deemed to exist: (1) if a Director dies or resigns; (2) if the Board declares vacant the office of a Director who has been convicted of a felony or declared of unsound mind by an order of a court or found by final judgment or order of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (3) the vote of a majority of all Directors, to remove any Director(s); (4) if the authorized number of Directors is increased; (5) if at any Board meeting at which one or more Directors are elected the Board fails to elect the full authorized number of Directors to be voted for at that meeting; or (6) if a Director has failed to attend three consecutive Board meetings without good cause, as determined by the majority of the remaining Directors.

(b) Resignations. Any Director may resign effective on giving written notice to the Chair of the Board, the President, the Secretary, or the Board, unless the notice specifies a later effective date. If the resignation is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

(c) Filling Vacancies. Vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

(d) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 5. DIRECTORS' MEETINGS.

(a) Place of Meetings. Meetings of the Board may be held at any place within or outside the State of California as designated from time to time by resolution of the Board, or in the notice of the meeting, or, in the absence of a designation, regular meetings shall be held at the Principal Office.

(b) Meetings by Telephone. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, provided that all Directors participating can hear one another. Participation in such a manner by any Director constitutes presence in person at such a meeting.

(c) Annual Meeting. The Board shall hold its annual meeting on April 1 of each year at any place that has been designated by the Board, to consider matters of organization, election of officers, and other business as desired. If the day falls on a legal holiday, however, then the meeting shall be held at the same time and place on the next succeeding full business day. Notice of this meeting shall be given pursuant to Article III, Section 5(c) of these bylaws.
(d) **Other Regular Meetings.** Other regular meetings of the Board shall be held without call at such time and place as shall from time to time be fixed by the Board. Such regular meetings may be held without notice.

(e) **Notice Requirements for Annual Meeting.**

(i) **General Notice Requirements.** Written notice of the Annual Meeting shall be sent or otherwise given in accordance with this section to each Director. The notice shall specify the place, date, and hour of the meeting. Any proper matter may be presented at the meeting. If directors are to be elected, the notice shall include the names of all nominees at the time of the notice.

(ii) **Notice of Certain Agenda Items.** Approval by the Directors of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

   (A) Removing a director without cause;

   (B) Amending the articles of incorporation;

   (C) Filling vacancies on the Board; or

   (D) Electing to wind up and dissolve the corporation.

(iii) **Manner of Giving Notice.** Notice of an Annual Meeting of the Directors shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered or certified mail or telegraphic or other written communication, charges prepaid, and shall be addressed to each Director at the address appearing on the corporation's books or given by the Director to the corporation for purposes of notice. If no address appears on the corporation's books or has been given as specified above, notice shall be either (1) sent by first-class mail or telegraphic or other written communication addressed to that Director at the corporation's Principal Office, or (2) published at least once in a newspaper of general circulation in the county where the corporation's Principal Office is located. Notice is deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

(iv) **Affidavit of Giving Notice.** An affidavit of the mailing or other authorized means of giving notice or delivering a document, of any notice of an Annual Meeting of the Board, report, or other document sent to Directors, may be executed by the Secretary, or any assistant secretary, and, if executed, shall be filed and maintained in the minute book of the corporation.
(f) Special Meetings.

(i) Authority to Call. Special meetings of the Board may be called for any purpose or purposes at any time by the Chair of the Board, the President, the Secretary, or any two Directors.

(ii) Notice.

(A) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (1) by personal delivery of written notice; (2) by first-class mail, postage prepaid; (3) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director, or by a voice messaging system or other system or technology designed to record and communicate messages, including the recipient's designated voice mail box or address on such a system; or (4) by telegram, charges prepaid or facsimile, electronic mail or other electronic device designed to communicate messages. All such notices shall be addressed to each Director at the address, telephone number, facsimile number or electronic mail address shown on the corporation's records.

(B) Time Requirements. Notices sent by first-class mail shall deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, facsimile or electronic mail shall be delivered, telephoned, or given to the telegraph company at least forty-eight hours before the time set for the meeting.

(C) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the Principal Office. It need not specify the purpose of the meeting.

(g) Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (ii) approval of certain transactions between corporations having common Directorships; (iii) creation of and appointment of committees of the Board; and (iv) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite a withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.
(h) **Waiver of Notice.** Notice of a meeting, although otherwise required, need not be given to any Director who (i) either before or after the meeting signs a waiver of notice or a consent to holding the meeting without being given notice; (ii) signs an approval of the minutes of the meeting; or (iii) attends the meeting without protesting the lack of notice before or at the beginning of the meeting. Waivers of notice or consents need not specify the purpose of the meeting. All waivers, consents, and approvals of the minutes shall be filed with the corporate records or made a part of the minutes of the meeting.

(i) **Adjournment.** Whether or not a quorum is present, a majority of the Directors present may adjourn any meeting to another time or place.

(j) **Notice of Adjourned Meeting.** Notice of the time and place of resuming a meeting that has been adjourned need not be given unless the adjournment is for more than 24 hours, in which case notice shall be given, before the time set for resuming the adjourned meeting, to the Directors who were not present at the time of the adjournment. Notice need not be given in any case to Directors who were present at the time of adjournment.

Section 6. **ACTION WITHOUT A MEETING.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the corporation is a party and who is an "Interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law, as the same may be amended, shall not be required for approval of that transaction. Any action by written consent shall have the same force and effect as a unanimous vote of the Board. All written consents shall be filed with the minutes of the proceedings of the Board.

Section 7. **FEES AND COMPENSATION OF DIRECTORS.** Directors and members of committees of the Board may be compensated for their services, and shall be reimbursed for expenses, as fixed or determined by resolution of the Board. This section shall not be construed to preclude any Director from serving the corporation in any other capacity, as an officer, agent, employee, or otherwise, or from receiving compensation for those services.

**ARTICLE IV**

**COMMITTEES**

Section 1. **COMMITTEES OF THE BOARD.** The Board may, by resolution adopted by a majority of the authorized number of Directors then in office and in attendance at any meeting of the Board, provided a quorum is present, designate one or more committees, each consisting of two or more Directors, and no persons who are not Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may designate one or
more Directors as alternate members of any committee to replace any absent member at a committee meeting. A committee may be granted any or all of the powers and authority of the Board, to the extent provided in the resolution of the Board establishing the committee, except that no committee, regardless of Board resolution, may:

(a) Fill vacancies on the Board or any committee that has the authority of the Board;

(b) Fix Directors' compensation for serving on the Board or a committee of the Board;

(c) Adopt, amend, or repeal bylaws;

(d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

(e) Create any other committees of the Board or appoint the members of committees of the Board;

(f) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or

(g) Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code as the same may be amended.

Section 2. MEETINGS AND ACTIONS OF COMMITTEES. Meetings and actions of committees shall be governed by, and held and taken in accordance with, bylaw provisions applicable to meetings and actions of the Board, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board and its members, except that (a) the time of regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee; (b) special meetings of committees may also be called by resolution of the Board; and (c) notice of special meetings of committees shall also be given to all alternate members who shall have the right to attend all meetings of the committee. The Board may adopt rules for the governance of any committee not inconsistent with these bylaws.

ARTICLE V
OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be the President, the Vice President, the Secretary, and the Chief Financial Officer (who shall be referred to as the Treasurer). The corporation may also have, at the discretion of the Board, a Chair of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more
Assistant Financial Officers, and such other officers as may be appointed in accordance with Section 3 of this Article V. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chair of the Board.

Section 2. APPOINTMENT OF OFFICERS. The officers of the corporation, except for subordinate officers appointed in accordance with Section 3 of this Article V, shall be appointed annually by the Board, and shall serve at the pleasure of the Board.

Section 3. OTHER OFFICERS. The Board may appoint, and may empower the President to appoint other officers as required by the business of the corporation, whose duties shall be as provided in the bylaws, or as determined from time to time by the Board or the President. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the Board.

Section 4. REMOVAL OF OFFICERS. Any officer chosen by the Board may be removed at any time, when the Board determines that it is in the best interest of the corporation, by a two-third's vote of the Board. Any other officers appointed by persons other than the Board under Section 3 of this Article V may be removed at any time, with or without cause or notice, by the Board or by the officer by whom appointed.

Section 5. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the corporation. Resignations shall take effect on the date of receipt of the notice, unless a later time is specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation to monetary damages under any contract of employment to which the officer is a party.

Section 6. VACANCIES IN OFFICES. A vacancy in any office resulting from an officer's death, resignation, removal, disqualification, or from any other cause shall be filled in the manner prescribed in these bylaws for regular election or appointment to that office.

Section 7. RESPONSIBILITIES OF OFFICERS.

(a) President. The President shall be the chief executive officer of the corporation. The President must be a member in good standing of the Japanese American Bar Association of the Greater Los Angeles Area. The President shall preside at all Board meetings, and shall appoint committees as required by these bylaws or as are deemed necessary by the Board. The President shall be the general manager of the corporation, and shall supervise, direct and control the corporation's activities, affairs and officers and shall have such other powers and duties as the Board or the bylaws may prescribe.
(b) **Vice President.** If the President is absent or disabled, the duties of the President shall be carried out by the Vice President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions on the President.

(c) **Secretary.**

(i) **Book of Minutes.** The Secretary shall keep, or cause to be kept, at the Principal Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular or special, and, if special how authorized, the notice given, and the names of those present. If the Secretary is unable to be present, either the Secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The Secretary shall keep, or cause to be kept, at the Principal Office, a copy of the articles of incorporation and the bylaws, as amended to date.

(ii) **Notices, Seal and Other Duties.** The Secretary shall give notice, or cause notice to be given, of all Board meetings and meetings of committees of the Board for which notice is required by statute or by the bylaws. The Secretary shall keep the corporate seal, if there is one, in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(d) **Treasurer.**

(i) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The Treasurer must be a member in good standing of the Japanese American Bar Association of the Greater Los Angeles Area. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall at all reasonable times be open to inspection by any Director.

(ii) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall (1) deposit corporate funds and other valuables in the corporation's name and to its credit with depositaries designated by the Board; (2) make disbursements of corporate funds as authorized by the Board; (3) render a statement of the corporation's financial condition and an account of all transactions conducted as Treasurer whenever requested by the Chair, the President or the Board; and (4) have other powers and perform other duties as prescribed by the Board or the bylaws.

(iii) **Bond.** If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or
under the control of the Treasurer on his or her death, resignation, retirement or removal from office.

ARTICLE VI
INDEMNIFICATION AND INSURANCE

Section 1. RIGHT OF INDEMNITY. To the fullest extent permitted by law, this corporation may indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. APPROVAL OF INDEMNITY. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly apply to the court in which such proceeding is or was pending to determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the court shall authorize indemnification.

Section 3. ADVANCE OF EXPENSES. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article VI of these bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before the final disposition of such proceeding on receipt of an undertaking by or on behalf of the agent to repay such amounts if it shall be determined ultimately that the agent is not entitled to be indemnified by the corporation for those expenses.

Section 4. INSURANCE. This corporation may purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents, insuring against any liability asserted against or incurred by any officer, Director, employee or agent in that capacity or arising out of the agent's status as such.
ARTICLE VII
RECORDS AND REPORTS

Section 1. MAINTENANCE OF RECORDS. The corporation shall keep:
(a) Adequate and correct books and records of account;
(b) Written minutes of the proceedings of its Board and committees of the Board; and
(c) A record of each Director's name and address.

Section 2. INSPECTION BY DIRECTORS. The corporation shall keep at the Principal Office, or at such other place as may be designated by the Board, the original or a copy of the bylaws as amended to date. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 3. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each Director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:
(a) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than $50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than $50,000. For this purpose, an interested person is any Director or officer of the corporation, its parent, or subsidiary (but mere common Directorship shall not be considered such an interest).
(b) Any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer or Director of the corporation under Sections 1 and 2 of Article VI of these bylaws, unless that indemnification has already been approved by the directors under Section 5238(e)(1) of the California Corporations Code.
ARTICLE VIII
CONFLICTS OF INTEREST

Section 1. CONFLICTS OF INTEREST. No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation’s Directors has a material financial interest, shall be financially interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that Director’s financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board’s consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors in good faith after full disclosure and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

ARTICLE IX
LOANS TO DIRECTORS AND OFFICERS

Section 1. LOANS OR GUARANTEES. This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a Director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the corporation.

ARTICLE X
GENERAL CORPORATE MATTERS

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural,
the plural number includes the singular, and the term "person" includes both a corporation and a natural person and the masculine gender includes the feminine and neuter.

ARTICLE XI
AMENDMENTS

Section 1. AMENDMENT BY BOARD OF DIRECTORS. New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the Directors at any meeting of the Directors. A vote of a majority of Directors present at a duly convened meeting of the Board at which a quorum is present shall be required to adopt an amendment, provided that any provision of these bylaws that requires the vote of a larger proportion of the Directors than otherwise is required by law may not be altered, amended or repealed except by the vote of that greater number. No amendment may extend the term of a Director beyond that for which the Director was elected.
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Japanese American Bar Association Educational Foundation (“JEF”), a nonprofit California public benefit corporation.

2. That the following is a true and correct copy of a resolution of the JEF board of directors adopted with a quorum present by a majority of the directors present at a regular meeting of the board of directors duly held on July 19, 2010:

   BE IT HEREBY RESOLVED that the first sentence of Subsection 5(g) of Article III of the bylaws which currently reads:

   “A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn.”

   shall be replaced in its entirety with the following:

   “One third of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn.”

   IN WITNESS WHEREOF, I have hereto subscribed my name this 8th day of October, 2010.