

State of Rhode Island and Providence Plantations

February 28

19 80

WE, the undersigned Officers of

Rhode Island Association of Chinese-Americans, Inc.

a corporation duly incorporated under the laws of the State of Rhode Island,

HEREBY CERTIFY, that at a legal meeting of said corporation, duly called for the purpose,

and held in the City of Providence of

in said State, on the 24th day of February, A. D. 19 80,

the following amendment(s) to the Articles of Association was (or were) duly adopted by

the affirmative vote of Board of Directors of its members viz:—

"VOTED, That the Articles of Association, which were filed on July 7, 1979, may be amended to reflect the following:

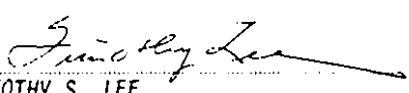
THIRD: Said corporation is organized exclusively for charitable, educational, literary, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities nor 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

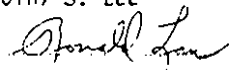
SIXTH: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

[CORPORATE SEAL]

ATTEST:


TIMOTHY S. LEE

President.



Secretary.

NON-BUSINESS

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ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OF

3-38 3162A92:::100081

Rhode Island Association of Chinese-Americans

Duly Incorporated Under the Laws of
the State of Rhode Island.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAR 3 1980

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Wm

MEETING OF THE BOARD OF DIRECTORS OF
RHODE ISLAND ASSOCIATION OF CHINESE-AMERICANS

A meeting of the Board of Directors of the Rhode Island Association of Chinese-Americans was held in Providence, Rhode Island, on the 24th day of February, 1980.

The following directors were present:

Timothy Lee
Michael V.M. Kau
Pen-jeng Fang
Din-yu Hsieh
Ronald Lau
Christopher Stowe, Jr.
Wu-hsiung Su
See-chen Ying

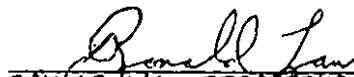
At the meeting of the Board of Directors, the Chairman declared that a quorum was present.

Upon motion duly made, seconded, and carried, it was:

RESOLVED, that the Original Articles of Association, which were duly filed on July 7, 1979, may be amended in order to conform with the requirements of the Internal Revenue Service, Section 501(c)(3) for exempt organizations.

The above resolution was unanimously approved, and S. Christopher Stowe, Jr., Esquire, Legal Counsel for the Association, was asked to prepare the necessary documents for the Amendment.


TIMOTHY S. LEE, PRESIDENT


RONALD LAU, RECORDING SECRETARY

A true copy of the aforementioned amendment is attached hereto.