

Division of Corporations

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N04000003817

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## BASIC AMENDMENT

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Amended + Restated  
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 29, 2004

ASIAN PACIFIC AMERICAN BAR ASSOCIATION OF SOUTH FLORIDA  
C/O STEEL HECTOR & DAVIS LLP, 200 SOUTH  
SCAYNE BOULEVARD, SUITE 4000  
MIAMI, FL 33131

SUBJECT: ASIAN PACIFIC AMERICAN BAR ASSOCIATION OF SOUTH FLORIDA, INC.  
REF: N04000003877

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The statement that there are no members or members entitled to vote on the amendment must be stated separately. This statement can be added in the first paragraph on page 1. Please correct your document accordingly.

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Michelle Milligan  
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See pg 1,  
Paragraph I.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**ASIAN PACIFIC AMERICAN BAR ASSOCIATION OF SOUTH FLORIDA, INC.**  
**(A Florida Not For Profit Corporation)**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, Asian Pacific American Bar Association of South Florida, Inc., a Florida not for profit corporation (the "Corporation"), certifies that these Amended and Restated Articles of Incorporation were duly adopted by a unanimous written consent to action by the Board of Directors, dated as of the 27<sup>th</sup> day of July, 2004. There are no members entitled to vote on these amended and restated articles of incorporation.

The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety, effective as of the date of the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida as follows:

**Article I**  
**NAME**

The name of this corporation is Asian Pacific American Bar Association of South Florida, Inc. (the "Corporation").

**Article II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address and the mailing address of the principal office of the Corporation is c/o Steel Hector & Davis LLP, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

**Article III**  
**PURPOSE**

This Corporation is a not for profit corporation, organized and operated under the Florida Not For Profit Corporation Act (the "Act") exclusively for the following purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit:

- (a) To promote the common interests of Asian Pacific lawyers who are members of The Florida Bar and practice in South Florida, and not to engage in a regular business of a kind ordinarily carried on for profit;

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(b) To monitor legislative, judicial and administrative actions that might have significant impact on the welfare of the Asian Pacific American community and to inform the community of the existence thereof;

(c) To provide, promote, sponsor or encourage educational workshops, programs, projects and activities to the end that the needs of the Asian Pacific American community for legal services can be adequately served;

(d) To provide support on issues that would strengthen equal opportunities and ensure equal participation and equal treatment of Asian Pacific Americans;

(e) To provide support on issues that could lead to, or aid in, the elimination of discrimination and prejudice against Asian Pacific Americans;

(f) To provide career and academic counseling services to Asian Pacific American law students; and

(g) To carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and section 501(c)(6) of the Code.

#### **Article IV** **MEMBERSHIP**

Membership in the Corporation shall be open to any person who is a member in good standing of the Florida Bar and who is interested in furthering the purposes of the Corporation. The Corporation may have more than one class of member. The classes of membership and procedures for, and terms of membership, shall be set forth in the Bylaws of the Corporation. The members shall not have voting rights.

#### **Article V** **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 200 South Biscayne Boulevard, Suite 4000 Floor, Miami, Florida 33131; and the name of the Corporation's registered agent at that address is Jay Kim, P.A.

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**Article VI**  
**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who are the current members of the Board of Directors of the Corporation are as follows:

Jay Kim  
Steel Hector & Davis LLP  
200 South Biscayne Boulevard  
Suite 4000  
Miami, Florida 33131

William J. Simonitsch  
Kirkpatrick & Lockhart LLP  
Miami Center, 20<sup>th</sup> Floor  
201 South Biscayne Boulevard  
Miami, Florida 33131-2399

Eugenia Chu  
Kluger, Peretz, Kaplan & Berlin, P.L.  
17<sup>th</sup> Floor, Miami Center  
201 S. Biscayne Boulevard  
Miami, Florida 33131

Mimi McAndrews  
LRP Publications, Inc.  
360 Hiatt Drive  
Palm Beach Gardens, Florida 33418

**Article VIII**  
**DISSOLUTION**

Upon the termination, dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed exclusively to an organization which is exempt from federal income tax under Section 501 (c) (6) of the Code and which has purposes similar to those of the Corporation, and if there is no such organization, then to any other organization which is exempt from federal income tax under Section 501 (c) (6) of

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the Code and which has as its purpose the promotion of the interests of members of the Florida Bar.

**Article IX**  
**LIMITATIONS**

No part of the 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing 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 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 provisions of any future federal tax laws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 29<sup>th</sup> day of July, 2004.

Asian Pacific American Bar Association of South Florida, Inc.

By: 

Name: Jay Kim

Title: President

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