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FLORIDA PROFIT/NON PROFIT CORPORATION

ASIAN PACIFIC AMERICAN BAR ASSOCIATION OF TAMPA BAY

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**ARTICLES OF INCORPORATION OF
ASIAN PACIFIC AMERICAN BAR ASSOCIATION OF TAMPA BAY, INC.**
A Florida Not for Profit Corporation

The undersigned, for the purpose of forming a not for profit corporation (the "Corporation") under the provisions of Chapter 617 of the Florida Statutes, hereby agrees to the following:

ARTICLE I

Name

The name of the Corporation shall be **ASIAN PACIFIC AMERICAN BAR ASSOCIATION OF TAMPA BAY, INC.**

ARTICLE II

Address

The street and mailing addresses of the initial principal office of the Corporation shall be c/o Johnson, Pope, Bokor, Ruppel & Burns, LLP, 403 East Madison Street, Suite 400, Tampa, Florida, 33602.

ARTICLE III

Purposes

The Corporation is a not for profit corporation, organized and operated under the Florida Not For Profit Corporation 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. The purpose of the Corporation is to establish and maintain a support network for Asian Pacific American attorneys and communities and those interested in Asian American legal issues in the Tampa Bay area and throughout the state of Florida. The Corporation plans to undertake activities that: (1) represent and advocate the interests of Asian Pacific American lawyers, the legal profession and Asian Pacific American communities; (2) encourage and promote the professional growth of Asian Pacific American lawyers, law students and other members of the legal profession; (3) broaden professional opportunities for, and provide fellowship opportunities among, Asian Pacific American lawyers, other members of the legal profession, and law students; (4) support the entrance and advancement of Asian Pacific Americans within the legal profession; (5) coordinate legal services to Asian Pacific American communities within the state of Florida; and (6) provide a vehicle and forum for the unified expression of opinions and positions by legal professionals upon matters or events of concern to the legal community.

ARTICLE IV

Members

The qualifications and rights of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

Prepared By:
Chih-Pin Lu, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
403 East Madison Street, Suite 400
Tampa, Florida 33602
Florida Bar No. 983322
(813) 225-2500

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ARTICLE V
Board of Directors

The business and affairs of the Corporation shall be managed by a board of directors, the members of which shall be hereinafter referred to as directors. The method of election of directors shall be stated in the bylaws of the Corporation.

ARTICLE VI
Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be at 403 East Madison Street, Suite 400, Tampa, Florida, 33602.

Section 2. The name of the initial registered agent of the Corporation at said initial registered office shall be Chih-Pin Lu, Esq.

ARTICLE VII
Incorporator

The name and address of the incorporator are:

Name:	Address:
Chih-Pin Lu, Esq.	403 East Madison Street, Suite 400, Tampa, Florida, 33602

ARTICLE VIII
DISSOLUTION

Upon 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 the Code and which has the purpose of 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

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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, for the purpose of forming a not for profit corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on December 4, 2006.

INCORPORATOR:

CHIH-PIN LU, ESQ.

A handwritten signature in black ink, appearing to read 'Chih-Pin Lu', is written over a horizontal line.

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated as of December 11, 2006.

CHIH-PIN LU, ESQ.

A handwritten signature in dark ink, appearing to read 'Chih-Pin Lu', is written over a horizontal line.

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