

THE STATE EDUCATION DEPARTMENT / THE UNIVERSITY OF THE STATE OF NEW YORK / ALBANY, N.Y. 12234

OFFICE OF THE COUNSEL

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May 9, 1991

Elizabeth Reese, Esq. Rowland & Reese 630 Third Avenue New York, NY 10017

Re: AMERICAN GO ASSOCIATION INC.

Dear Ms. Reese:

The proposed certificate of incorporation for the above-named corporation which you forwarded to this office for consent to filing pursuant to the Not-for Profit Corporation Law is herewith returned.

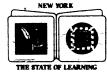
A memorandum to the Secretary of State indicating that the consent of the Commissioner of Education to the filing is not required, is enclosed.

Yours truly,

Mary L. Gammon

Legal Assistant

MLG/np Enclosure



May 9, 1991

TO:

OFFICE OF THE COUNSEL

Department of State Bureau-of-Corporations

FROM:

Office of Counsel and

Deputy Commissioner for Legal Affairs

By: - Mary L. Gammon

Legal Assistant

SUBJECT:

AMERICAN GO ASSOCIATION INC.

Proposed Certificate of Incorporation REFERENCE:

The attached document was submitted to this office for review to determine whether the provisions of section 216 of the Education Law require the consent of the Commissioner of Education to its filing with the Department of State, or whether the Education Department would have any objection to its filing.

After review, it is the opinion of this office that there is no necessity for the Commissioner to consent to filing, and that we have no objection to such filing.

This waiver of consent to filing is granted with the understanding and upon the conditions set forth on the reverse side of this memorandum

This waiver of consent to filing is granted with the understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This waiver of consent to filing is granted with the further understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This waiver of consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of section 5002 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

#### WAIVER OF NOTICE

The undersigned has no obj	ection to the granting of judicial
approval hereon and waives sta	tutory notice. May 3/99/8
-Dated:	TO THE GRANTING OF JUDICIAL
Robert Abrams	APPROVAL HEREON AND WILVES
Attorney General	
State of New York	ROBERT ABRAMS, ATTORNEY GEN.

By:

Assistant General

STATE OF NEW YORK

Associate Attorney

### APPROVAL OF SUPREME COURT JUSTICE

Justice of the Supreme Court of the State of New York, of the 1st Judicial District, in which the office of the Corporation is located, approve of the foregoing Certificate of Incorporation of the American Go Association Inc. and consent to its filing.

Dated:

Justice of the Supreme Court of the State of New York, 1st Judicial District

EDITH MILLER

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## CERTIFICATE OF INCORPORATION OF AMERICAN GO ASSOCIATION INC.

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

The undersigned hereby certifies:

- 1. The name of the corporation is the American Go Association Inc.
- 2. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to, or inures to the benefit of its members, directors or officers or any private person except to the extent permissible under the Not-for-Profit Corporation Law.
  - The purposes for which the corporation is formed are:

To conduct the following activities which are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended;

To foster knowledge and appreciation of the art of "go" (wei chi/pa duk) in the United States through publicizing the game;

To encourage and assist in educating the public of the art of "go" through tournaments, seminars, professional tours, congresses;

To improve the skills of individuals versed in the art;

To foster inter-cultural and international goodwill through "go"-related activities; and

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

- 4. The corporation is a Type B corporation under section 201 of the Not-for-Profit Corporation Law.
- 5. The office of the corporation shall be located in the County of New York, State of New York.

The names and addresses of the initial directors are:

Name "

Address

Barbara Calhoun

39 West 67th Street, #402 New York, NY 10023

Ernest Brown

3848 Army Street
San Francisco, CA 94131

Roger White

5840 Briarwood Lane Solon, OH 44132

Chen-dao Lin

301 East 22nd Street, #4J New York, NY 10010

7. The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him as agent of the corporation is P.O. Box 397, Old Chelsea Station, New York, NY 10113.

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has made, subscribed and acknowledged this certificate this  $2C_{\rho}$  day of April, 1991.

Barbara Calhoun, Incorporator 39 West 67th Street, #402 New York, NY 10023

STATE OF NEW YORK

ss.:

COUNTY OF NEW YORK )

On this day of April, 1991, before me personally came Barbara Calhoun, to me known and known to me to be the person described in and who executed the foregoing certificate of incorporation and she duly acknowledged to me that she executed the same.

Nøtary Public

HARVEY C. BERMAN Notary Public, State of New York No. 60-5290065 Qualified in Westchester County

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# AFFIDAVIT OF SOLE SUBSCRIBER OF CERTIFICATE OF INCORPORATION OF EXISTING UNINCORPORATED ASSOCIATION

STATE OF NEW YORK )

) ss.:

COUNTY OF NEW YORK

Barbara Calhoun, being duly sworn, deposes and says:

1. I am a member of an unincorporated association known as the American Go Association, in New York County, and am its President.

2. The said association is governed by a Governing Board. At a meeting of said Board held on \$\frac{199}{0}\$, 199/, on appropriate notice, at which a quorum was present, a majority of said Board voted to authorize the incorporation of said association under the name American Go Association inc. and duly authorized me as a committee of one to incorporate the said association. I am the sole subscriber to the Certificate of Incorporation of the American Go Association Inc.

Barbara Calhoun

Sworn to before me this 76 day of April, 1991.

Notary Public

HARVEY C. BERMAN.
Notary Public, State of New York
No. 60-5290065
Qualified in Westchester County
Term Expires Mendy 58-49

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162 WASHINGTON AVENUE N. Y. S. DEPARTMENT OF STATE ALEGNY, NY 12231 DIVISION OF CORPORATIONS -AND-STATE RECORDS FILING RESEIPE CORPORATION MAKE, AMERICAN GO ASSOCIATION INC. DOCUMENT TYPE: HAME RESERVATION (NEW) (DOM. NEP) SERVICE COMPANY . FE NO SERVICE COMPANY: \*\* APPLICANT NAME . BARBARA CALHOUN FILED 04/11/1591 DURATION 04/11/1991 CASH. ADD: (35 FUR PROCESS The same and the s RECISTERED AGENT what they gold adversarian old that they been made that they are The second secon 10.00 PAYMENTS 10.00 FEES and the first sections .... FILING + 10.00 -TAX 9 - 0.00 CASH \_\_ 0.00 EL ICABETH REÈSE, ESQ. 10.00 CHECK ROWLAND & REESE 0.00 CERT COFIES 0.00 NEW YORK, NY 10017.... 0.00 REFUND.

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