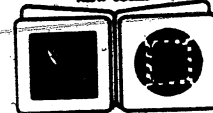


F93020200045



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

OFFICE OF THE COUNSEL

March 24, 1992

TO: Department of State
Bureau of Corporations

FROM: Office of Counsel and
Deputy Commissioner for Legal Affairs

By: Mary-L. Gammon
Legal Assistant *mg*

SUBJECT: AMERICAN GO ASSOCIATION INC.

REFERENCE: Proposed Certificate of Amendment

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 corporate 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 corporate 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 business school in accordance with the provisions of section 5001 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 for the operation of a private school 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.

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**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
AMERICAN GO ASSOCIATION INC.**

**Under Section 803 of the Not-For-Profit
Corporation Law**

The undersigned, being the President and Secretary of the American Go Association Inc., do hereby verify:

1. The name of the corporation is the American Go Association Inc.

2. The certificate of incorporation of the American Go Association was filed by the Department of State on the 24th day of May, 1991. The said corporation was formed under the Not-For-Profit Corporation Law of the State of New York.

3. The American Go Association, Inc. is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-For-Profit Corporation Law and is a Type B corporation under section 201 of said law. The corporation shall hereafter continue to be a Type B corporation under section 201 of the Not-For-Profit Corporation Law.

4. Paragraph 3 of the certificate of incorporation of the American Go Association Inc., which sets forth the purposes of the corporation, is hereby amended to read as follows:

3. The purposes for which the corporation is formed are:

To serve as the official organization of "Go" (wei chi/pa duk) players in the United States providing pleasure and recreation and other non-profitable purposes and to conduct the following activities within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, as amended;

To sponsor and help organize local and national clubs, tournaments, seminars, professional tours, congresses etc.;

To publish literature which will provide

information, history, lore, news of club activities and of upcoming events etc.;

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

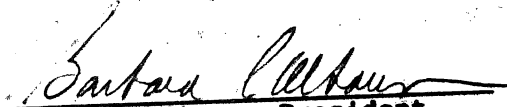
To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

5. This amendment to the certificate of incorporation of the American Go Association Inc. was authorized by the unanimous written consent of all of the members of the Executive Committee of the Board of Directors, pursuant to N-PCL, Section 708(b).

5(a). No members of the Association were entitled to vote on the amendment.

6. 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, New York 10113.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 19 day of February 1992.


Barbara Calhoun, President



Robert High, Secretary

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VERIFICATION

State of New York)
County of New York) ss.:

I, Barbara Calhoun, being duly sworn, depose and state that I am the President of the American Go Association Inc., the corporation named in and described in the foregoing certificate and that I have read the foregoing certificate and know the contents thereof to be true.


Barbara Calhoun, President

Sworn to before me this 21
day of February, 1992.


NOTARY PUBLIC

HARVEY C. BERMAN
Notary Public, State of New York
No. 60-529085
Qualified in Westchester County
Term Expires March 31, 1993

12/31/92 ✓

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WAIVER OF NOTICE

The undersigned has no objection to the granting of judicial approval hereon and waives statutory notice.

Dated: _____
Robert Abrams
Attorney General
State of New York

THE UNDERSIGNED HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL
APPROVAL HEREON AND WAIVES
STATUTORY NOTICE.

By: _____
Assistant Attorney
General

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

by *Laura Wiener*
September 22, 1992
ASSISTANT ATTORNEY GENERAL

APPROVAL OF SUPREME COURT JUSTICE

I, XAVIER C. RICCOBONO, a

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 ^{AMENDMENT OF} Certificate of Incorporation of
the American Go Association Inc. and consent to its filing.

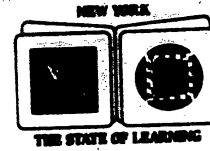
OCT 22 1992

Dated: _____

Xavier C. Riccobono
Justice of the Supreme Court of the
State of New York, 1st Judicial District

XAVIER C. RICCOBONO

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

OFFICE OF THE COUNSEL

March 24, 1992

JOANNE ROWLAND, ESQ.
630 Third Avenue
18th Floor
New York, New York 10017

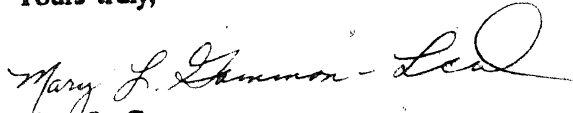
Re: **AMERICAN GO ASSOCIATION INC.**

Dear Ms. Rowland:

The proposed certificate of amendment 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/lcd
Enclosure

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Wei Chi/PA desk

Go

Go

in

in

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Korean

Index No.

Year 19

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AMERICAN GO ASSOCIATION INC.

CERTIFICATE OF AMENDMENT

JOANNE ROWLAND
COUNSELOR AT LAW

Attorney for

630 THIRD AVENUE
NEW YORK, NEW YORK 10017
(212) 867-9595

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 02 1993

TAX \$

BY:

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JRW
NEW YORK

To:

Attorney(s) for

Service of a copy of the within

is hereby admitted.

Dated:

Attorney(s) for

PLEASE TAKE NOTICE

Check Applicable Box

NOTICE OF ENTRY

that the within is a (certified) true copy of a entered in the office of the clerk of the within named Court on

19

NOTICE OF SETTLEMENT

that an Order of which the within is a true copy will be presented for settlement to the Hon. one of the judges of the within named Court,

at on

19

, at

M.

Dated:

JOANNE ROWLAND
COUNSELOR AT LAW

Attorney for

630 THIRD AVENUE
NEW YORK, NEW YORK 10017

To:

Attorney(s) for

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930202000488