

**ARTICLES OF INCORPORATION OF
THE ASSOCIATION OF KOREAN-AMERICAN PROFESSIONALS IN THE
AUTOMOTIVE INDUSTRY**

Pursuant to the provisions of the Michigan Nonprofit Corporations Act, Act 162, Public Acts of 1982 (the "Act"), as amended, corporation executes the following articles:

ARTICLE I

The name of the corporation is The Association of Korean-American Professionals in the Automotive Industry.

ARTICLE II

The purpose or purposes for which the corporation is organized are: 1) To promote the development of professional and personal relationships among its members. 2) To develop the careers of Korean-American Professionals in the Automotive Industry. 3) To nurture the development of young Korean-American talents in the Automotive Industry. 4) To contribute to the success of Automotive Industry by utilizing our unique cultural background as Korean-Americans.

ARTICLE III

The corporation is organized upon a membership, non-stock basis. The corporation possesses no assets at the time of this filing.

The corporation is to be financed under the following general plan: donations, dues, and fees.

ARTICLE IV

The address of the initial registered office is:

32000 NORTHWESTERN HWY., SUITE 260
FARMINGTON HILLS, MICHIGAN 48334

The mailing address of the initial registered office is:

c/o Skye Suh, PLC
32000 NORTHWESTERN HWY., SUITE 260
FARMINGTON HILLS, MICHIGAN 48334

The name of the initial resident agent at the registered office is
Tong S. Suh, Esq.

ARTICLE V

The name and address of the incorporator is:

SKYE SUH, PLC
Tong Sun Suh, Esq.
32000 Northwestern Hwy., Suite 260
Farmington Hills, MI 48334

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code or (2) by a corporation whose contributions are deductible under section IRC 170(c)(2) or the corresponding section of any future federal tax code.

ARTICLE VII

On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE VIII

No member of the board of directors of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), or a volunteer officer shall be personally liable to this corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director or officer for any of the following:

1. a breach of the director's or officer's duty of loyalty to the corporation or its members;
2. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

3. a violation of section 551(1) of the Act;
4. a transaction from which the director or officer derived an improper personal benefit;
5. an act or omission occurring before the filing of these articles of incorporation; or
6. an act or omission that is grossly negligent.

The corporation assumes all liability to any person, other than the corporation or its members, for all acts or omissions of a director who is a volunteer director, as defined in the Act, or a volunteer officer incurred in the good faith performance of the director's or officer's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or the corresponding section of any future federal tax code.

If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the board of directors or officers, in addition to that described in article VIII, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of article VIII shall apply to or have any effect on the liability or alleged liability of any member of the board of directors or officer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE IX

The corporation assumes the liability for all acts or omissions of a volunteer if all of the following conditions are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

These Articles of Incorporation are signed by the incorporator on _____.

/s/ _____
Tong Sun Suh, Esq., Incorporator