

ORGANIZATIONAL CERTIFICATE
OF THE INCORPORATOR OF
MIDORI-KAI, INC.
A California Nonprofit Public Benefit Corporation

The undersigned Incorporator, named in the Articles of Incorporation of the above named corporation, in order to record certain actions taken in connection with the organization of this corporation, pursuant to the powers conferred upon Incorporators by Section 9134 of the California Corporations Code, hereby certifies as follows:

ARTICLES FILED

The original Articles of Incorporation of the corporation were filed in the office of the California Secretary of State in Sacramento on December 27, 2000. A certified copy of said Articles of Incorporation, showing the filing date and corporate number has been inserted in the Corporate Minute Book.

ADOPTION OF BYLAWS

WHEREAS, there has been presented to the undersigned a form of Bylaws for the regulation of the affairs of this corporation; and

WHEREAS, it is deemed to be in the best interests of this corporation that said Bylaws be adopted by the undersigned as and for the Bylaws of this corporation;

RESOLVED, that the Bylaws presented to the undersigned are hereby adopted as and for the Bylaws of this corporation; and

RESOLVED FURTHER, that the Secretary of this corporation is hereby authorized and directed to execute a certificate of the adoption of the Bylaws and to insert the Bylaws so certified in the Corporate Minute Book of this corporation and to see that a copy of the Bylaws, similarly certified is kept at the principal office for the transaction of business of this corporation, in accordance with Section 7160 of the California Corporations Code.

ELECTION OF OFFICERS

RESOLVED, that the persons listed below are duly elected to the offices as set forth and shall serve until their successors are duly elected and qualified:

President	-	Phyllis Osaki
Vice President	-	JoAnn Kato
Secretary	-	Linda Kato
Chief Financial Officer	-	Marge Taniguchi

NUMBER AND APPOINTMENT OF DIRECTORS

WHEREAS, the number of Directors authorized by the Bylaws of this corporation shall be not less than thirteen (13) nor more than thirty-five (35);

WHEREAS, the initial number of Directors shall be set at seventeen (17);

RESOLVED, the persons appointed to act as the first Directors of this corporation, which Directors shall serve until successors are duly elected pursuant to the Bylaws, or until their resignation or removal, as the case may be, and in whom the powers of further organization and direction of this corporation are hereby vested, effective upon their acceptance of this appointment, are as follows:

Phyllis Osaki

Connie Saito

JoAnn Kato

Marge Taniguchi

Jeri Ng

Maureen Mukai

Janice Miyatake

Linda Kato

Joyce Iwasaki

Joanne Webster

Roberta S. Hayashi

Bobbie Arita
Marsha Baird
Nadine Grant
Marlene Shigekawa
Ellen Takayama
Sally Takemoto
Erin Nishimura

Signatures Accepting Appointment:

Phyllis Osaki, Director

Connie Saito , Director

JoAnn Kato, Director

Marge Taniguchi, Director

Jeri Ng, Director

Maureen Mukai, Director

Janice Miyatake, Director

Linda Kato, Director

Joanne Webster, Director

Joyce Iwasaki, Director

Roberta S. Hayashi , Director

Bobbie Arita, Director

Marsha Baird, Director

Nadine Grant, Director

Marlene Shigekawa, Director

Ellen Takayama, Director

Sally Takemoto, Director

Erin Nishimura, Director

INCORPORATOR'S CERTIFICATION

The undersigned, having completed the initial organization of the above-named corporation and having named Directors to carry on the functions of Directors as required by law, hereby executes this Organizational Certificate recording the actions so taken.

Steven L. Hallgrimson, Incorporator

Dated: December 27, 2000