



**State of California**  
**Secretary of State**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

**DEC 31 2008**

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN  
Secretary of State

DEC 23 2008

ARTICLES OF INCORPORATION  
OF  
U.S.-JAPAN COUNCIL

I

The name of this Corporation is U.S.-JAPAN COUNCIL (the "Corporation").

II

The Corporation is a nonprofit **Public Benefit Corporation** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for **public and charitable** purposes.

III

The purpose of the U.S.-Japan Council will be to establish educational programs and other programs which foster and maintain a network of Japanese American leaders dedicated to ensuring a strong U.S.-Japan relationship. The Corporation will work in collaboration with U.S.-Japan institutions including Japanese institutions, Japanese American organizations, and other American and Japanese organizations promulgating policy, culture, media, education, and academic initiatives related to strengthening U.S.-Japan relations. The Corporation will develop programs that engage Japanese American leaders and other American leaders with Japanese leaders and will collect and disseminate information on issues affecting the bilateral relationship between the United States and Japan.

IV

The name and address in the State of California of the Corporation's initial agent for service of process are:

Henry Y. Ota  
c/o Reed Smith LLP  
355 South Grand Avenue, Suite 2900  
Los Angeles, CA 90071

IV

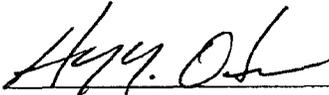
The Corporation is organized and operated exclusively for **charitable** purposes within the meaning of Internal Revenue Code section 501(c) (3).

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V

The property of the Corporation is irrevocably dedicated to **charitable** purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable** purposes and which has established its tax exempt status under Internal Revenue Code section 501(c) (3).

Dated: DECEMBER 23, 2008

  
Henry Y. Ota, Incorporator

