

**ARTICLES OF INCORPORATION
OF
THE THAI ASSOCIATION OF GEORGIA INC.
A GEORGIA CORPORATION**

ARTICLE I

The name of the Corporation is THE THAI ASSOCIATION OF GEORGIA INC.

ARTICLE II

The purpose of the Corporation is to be a center of communication for the Thai people; to operate as an organ to promote social gatherings for the Thai people; to promote the social, historical and cultural heritage and traditions of the country of Thailand; and to assist all people in need.

ARTICLE III

There shall be eight (8) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Somphong Thitaram, 4325 Cove Island Drive, Marietta, Georgia

Kiatsakul Ketmayura, 1330 Fama Drive, Atlanta, Georgia

Sirikun Hopkins, 1620 Wildwood Road, Marietta, Georgia

Nongluck Chayavadhanangkur, 5115 Rock Bridge Road, Stone Mtn., Georgia

Chakri Soralump, 2431 Morosgo Way, #D, Atlanta, Georgia

Somsak Pathumarak, 2453 Coronet Way #L-5, Atlanta, Georgia

Watchara Kriengsiri, 1394 Independence Way, Marietta, Georgia

Ed Kridakorn, 3495 Pebble Hill Drive, Marietta, Georgia

ARTICLE IV

The term of existence of the Corporation is perpetual.

ARTICLE V

The manner in which the Directors of the Corporation are to be elected is to be specified in the Bylaws of the Constitution.

ARTICLE VI

The corporation may exercise all powers granted to a Corporation under the laws of the State of Georgia. Such powers must be exercised pursuant to the purpose of the Corporation as herein stated.

ARTICLE VII

The initial registered office of the Corporation is located at 4325 Cove Island Drive, Marietta, Georgia. The name of the initial registered agent at such address is Somphong Thitaram.

ARTICLE VIII

The name and address of each Incorporator is as follows:
 Somphong Thitaram, 4325 Cove Island Drive, Marietta, Georgia
 Kiatsakul Keymayura, 1330 Fama Drive, Atlanta, Georgia
 Sirikun Hopkins, 1620 Wildwood Road, Marietta, Georgia
 Chakri Soralump, 2431 Morosgo Way #D, Atlanta, Georgia
 Nongluck Chayavadhanangkur, 5115 Rock Bridge Road, Stone Mtn., Georgia
 Ed Kridakorn, 3495 Pebble Hill Drive, Marietta, Georgia
 Somsak Pathumarak, 2453 Coronet Way #L-5, Atlanta, Georgia
 Watchara Kriensiri, 1394 Independence Way, Marietta, Georgia

ARTICLE IX

Membership in the Corporation shall be open to all persons who will strive toward the achievement of the Corporate purposes.

ARTICLE X

The internal regulation of the Corporation shall be by Bylaws which shall become effective upon the ratification by a majority of the initial Board of Directors. Amendments to the Article of Incorporation or of the Bylaws shall be made only upon a recommendation of two thirds (2/3) of the Board of Directors and after approval by a majority of the Members present at any membership meeting. No part of the income of the Corporation shall be distributed to its Members, Directors, or Officers.

IN WITNESS WHEREOF we have subscribed our name this ___ day of _____ 1977.

 Somphong Thitaram

 Kiatsakul Ketmayura

Sirikun Hopkins

Nongluck Chayavadhanangkur

Chakri Soralump

Somsak Pathumarak

Watchara Keiengsiry

Ed Kridakorn

BYLAWS OF THE THAI ASSOCIATION OF GEORGIA
A NON-PROFIT CORPORATION

1

These Bylaws constitute the code of rules adopted by THE THAI ASSOCIATION OF GEORGIA for the regulation and management of its affairs.

2

The purpose of the Corporation is to be a center of communications for Thai people; to operate as an organ to promote social gatherings for Thai people; to promote the social, historical and cultural heritage and traditions of the country of Thailand; and to assist all people in need.

3

The location of the initial registered office is 4325 Cove Island Drive, Marietta, Georgia. Such office will be continuously maintained in the State of Georgia for the duration of the Corporation. The Board of Directors may change from time to time the address of the registered office by duly-adopted resolution and finding the appropriate statement with the Secretary of State.

4

The Members of the Corporation are all natural persons whose dues are currently paid. The Corporation shall have only one class of members. The qualifications of membership is that the Member must be a natural person at least eighteen (18) years of age.

5

The principal place of business shall be in the State of Georgia located at 4325 Cove Island Drive, Marietta, Georgia 30067. In addition, the Corporation may maintain other offices either within or without the State of Georgia as its business requires.

6

The annual dues payable to the Corporation by each Member shall be five dollars (\$5.00). The annual dues will be payable and submitted in full with the application for membership. Annual dues all be due and payable on the first day of each year. If a Member joins after July 31 of the year, then his dues until December 31 that year shall be two dollars and fifty cents (\$2.50). All Members who join before July 31 shall be assessed a full year's dues of five dollars (\$5.00). Irregardless of when a Member joins, annual dues will be due and payable on January 1 of each year.

7

The Board of Directors shall be empowered in their discretion to waive membership dues for any person whom in their decision a proper person for membership, but because of financial inability unable to pay the membership dues.

8

The Board of Directors shall have no authority to assess fees against Members other than the annual dues.

9

Meeting of Members shall be held at such place or places the Board of Directors shall designate. The annual membership meeting shall be held on the second or third week in April each year. Special meeting of Members may be called by the Board of Directors. Written notice stating the place, day, and hour of all meetings shall be personally delivered to or mailed to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation with postage prepaid.

10

All Members whose dues are current shall be entitled to vote on each matter submitted to a vote of Members. No cummulative voting rights shall be allowed in any election or decision of the membership.

11

A quorum of the general membership shall be one third (1/3) of those Members entitled to vote. The vote of a majority of those Members present shall be necessary for the adoption of any matter voted by Members. Absentee voting or proxy voting shall not be allowed. A Member must be present in order to vote.

12

Membership in the corporation shall be non-transferable and non-assignable.

13

Membership will terminate in the Corporation on either of the following events and for no other reasons:

- (1.) Receipt by the Board of Directors of the written resignation of a Member.
- (2.) The death of a Member.
- (3.) The failure of a Member to pay dues when due.
- (4.) For cause inconsistent with the best interest of the membership after notice to the Member or hearing before the Board of Directors and only upon the unanimous recommendation of the Board of Directors. A terminated or expelled Member shall have no rights to the assets or property of the Corporation.

14

The Board of Directors in that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

15

The Board of Directors must be Members of this Corporation.

16

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Director of Public Relations, Immediate Past President, and three General Duty Directors.

17

The Directors constituting the first Board of Directors named in the Articles of Incorporation will hold office until the 1st annual election of Directors in April, 1977. Thereafter, Directors shall hold office for a term of one year.

18

A Director may be removed from office when such action will best serve the interest of the Corporation. The procedure will occur only after notice or hearing and only upon the unanimous consent of all Directors excepting the Director sought to be removed.

19

Any vacancy occurring on the Board of Directors shall be filled as follows. The Vice President shall ascend to the office of the President in the event of a vacancy in the office of President. In the event of a vacancy in the office of the Vice President, then the office of Vice President shall be fulfilled by the person elected by a majority of the Board of Directors. All other vacancies on the Board of Directors shall be filled by presidential appointments. Any person filling the unexpired term of a Director shall serve on the unexpired term of office of the Director whom he or she replaced.

20

Each elected Director shall hold office for a term of one year.

21

Meetings of the Board of Directors shall be held at such dates and times as the Board of Directors shall designate by resolution duly adopted. Written notice shall be mailed to all Directors not present when the resolution to meet was adopted.

22

A special meeting of the Board of Directors may be called by either the President or Vice President provided that the officer calling the meeting shall give at least three days written notice of the time and place of the meeting to all Directors.

23

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of the meeting except where such Director attends the meeting for the purpose of objecting in the beginning of the meeting, to the transaction of any business because the meeting is not lawfully convened.

24

Two thirds (2/3) of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at the meeting at which a quorum is present will be the act

of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of this Corporation or any provision of these Bylaws.

25

The officers of the Corporation shall be the Board of Directors. The Board shall consist of President, Vice President, Secretary, Treasurer, Immediate Past President, Director of Public Relations, and three General Duty Directors.

26

The President, Vice President, Secretary, and Treasurer shall be elected by a majority vote of those members present at the annual meeting of the Corporation. In the event that more than two persons are nominated for an office and one fails to receive the vote of the majority of the members present, then there shall be a runoff election between the two persons who received the most votes each. The office of Immediate Past President shall be filled by the person who held the office of President when the annual elections are held in April. For the first year of operation in which the Corporation has no Immediate Past President or when the President succeeds himself or takes another office, then the President shall appoint a Member to the position of Immediate Past President, the office of the Director of Public Relations and the three General Duty Directors shall be an appointive office, and the President of the Corporation shall be empowered to make the appointment.

27

No person may hold two or more offices or directorships.

28

The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directorships or Directorial Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws as may be prescribed from time to time by the Board of Directors.

29

The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

30

The Secretary will keep minutes of all meetings of Members and the Board of Directors, will be the custodian of the Corporate records, will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

31

The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will prepare reports and accountings to the Directors and to the Members as required by the Board of Directors or by law, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

32

The Immediate Past President shall assist all officers in the performance of their duties and may have such additional duties the remaining Board of Directors may from time to time command him or her to perform.

33

The Director of Public Relations shall be in charge of promoting community understanding, participation, and involvement of this Corporation. He or she shall have such additional duties as the remaining Board of Directors may from time to time command him or her to perform. The General Duty Directors shall have the duties assigned to them by the President.

34

No Director, Officer, or Member shall receive any compensation for any service whatsoever they may perform for the Corporation.

35

The fiscal year of this Corporation will be the calendar year.

36

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by

the Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and behalf of the Corporation will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

37

This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of the Members, Board of Directors, and Directorial Committees. The Corporation will keep its registered office a membership register archiving the names, addresses, and showing classes and other details the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

38

All books and records of this Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

39

This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers.

40

This Corporation will make no loans to any of its Directors, Officers, or Members.

41

No Member of Incorporator of this Corporation may have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if his membership ceases, or while he is not in good standing. Expelled Members shall have no property rights to assets of the Corporation. On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be

distributed as follows: to an organization which itself is tax exempt under the code, rules, and regulations of the United States Code and IRS rules and regulations.

42

Amendments to these Bylaws shall only be made after recommendation of two-thirds (2/3) of the Board of Directors and after approval by a majority of the membership at any general membership meetings.

43

A majority of the Board of Directors shall at any regular meeting have the power to appoint any person to their choosing as Honorary Member of the association. Said Honorary Member shall be entitled to all the rights and privileges of a regular Member except that said Honorary Member shall not be entitled to vote or hold office in the Corporation. No dues shall be assessed against the said Honorary Member.

BY LAWS OF
THE THAI ASSOCIATION OF GEORGIA INC.
A NON PROFIT CORPORATION
AMENDMENT TO BY-LAWS

The bylaws of the Thai Association of Georgia are hereby amended as follows:

An additional paragraph known as paragraph 44 of the By-Laws of the Thai Association of Georgia is added to the Original By-Laws as amended.

44

There is hereby formed a committee of the Thai Association of Georgia to be known as the Senior Committee.

- A.) The Senior Committee shall be composed of the past presidents of the Thai Association of Georgia.
- B.) No person who is not a past president of the Thai Association of Georgia shall serve on the Senior Committee.
- C.) Past presidents of the Thai Association of Georgia shall serve on the Senior Committee for a period of three years from the date of the termination of their presidency.

- D.) No person shall serve on the Senior Committee for the period of more than three years after the termination of their presidency.
- E.) No past president who has been removed from office pursuant to the provisions of Paragraph 18 of the By-Laws of the Thai Association of Georgia shall serve on the Senior Committee.
- F.) The Senior Committee shall serve as a advisory both to the Board of Directors and shall have no decision making part except that all future changes to the By-Laws of the Thai Association of Georgia shall be approved by two-thirds of the Senior Committee prior to the submission of the changes to the Board of Directors and the General Membership pursuant to Paragraph 42 of the By-Laws of the Thai Association of Georgia.
- G.) The Honorary Senior Committee shall inform the Board of Directors and shall refuse to participate in any activity of the Thai Association of Georgia which said Committee feels is detrimental to the best interest of the Thai Association of Georgia.
- H.) The Honorary Senior Committee shall have the power to issue certificates of acknowledgement on behalf of the Thai Association of Georgia to any person said committee feels is entitled them.
- I.) The Senior Committee shall nominate to the Board of Directors those persons said committee feels are entitled to honorary members in the Thai Association of Georgia.

An additional paragraph known as paragraph 45 of the By-Laws of the Thai Association of Georgia is added to the original By-Laws as amended.

45

All persons who serve as President of the Thai Association of Georgia and who are entitled to become a member of the Senior Committee shall become Lifetime Members of the Thai Association of Georgia. No dues shall be assessed against any lifetime members. A lifetime member shall have all of the rights of regular membership in the Thai Association of Georgia.

Paragraph 43 is hereby deleted in its entirety and substituted in lieu thereof a new paragraph 43 to read as follows:

43

After nomination by the Senior Committee to the Board of Directors of the name of any person deemed worthy by the Senior Committee, a majority of the Board of Directors may designate a person a honorary member of the Thai Association of Georgia. Said honorary membership shall be for one year. Said honorary member shall have all the rights and privileges of a regular member. No dues shall be assessed against said honorary member.

BY-LAWS OF
THE THAI ASSOCIATION OF GEORGIA INC.
A NON-PROFIT CORPORATION

Amendment I

(Amendment to Paragraph 16)

Paragraph 16 is hereby amended wherein the term Vice President is hereby deleted and in its place the term President Elect is herein inserted.

Amendment II

(Amendment to Paragraph 19)

Paragraph 19 is hereby amended wherein the term Vice President is hereby deleted and in its place the term President Elect is herein inserted.

Amendment III

(Amendment to Paragraph 22)

Paragraph 22 is hereby amended wherein the term Vice President is hereby deleted and in its place the term President Elect is herein inserted.

Amendment IV

(Amendment to Paragraph 25)

Paragraph 25 is hereby amended wherein the term Vice President is hereby deleted and in its place the term President Elect is herein inserted.

Amendment V

(Amendment to Paragraph 26)

Paragraph 26 is hereby amended wherein the term Vice President is hereby deleted and in its place the term President Elect is herein inserted.

Amendment VI

(Amendment to Paragraph 29)

Paragraph 29 is hereby deleted in its entirety and substituted in lieu thereof a new Paragraph 29 to read as follows:

The President-Elect will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The President-Elect will perform such other duties as may be prescribed from time to time by the Board of Directors.

The President-Elect shall automatically become the new President of the Association for the year following the President-Elect's initial term of office. If the present President leaves office on or before the 180th day after taking office, then the President-Elect shall become President and serve the remainder of the President's term, and shall thereafter not be eligible to serve for the following year. If the present President leaves office after the 180th day after taking office, then the President-Elect shall serve the remainder term of the President's office and shall continue to serve as President for the following year.