OCA Resolutions for Executive Council Special Meeting

WHEREAS, the National Board of Directors of the Organization of Chinese Americans, Inc. (the "National Board") on January 14, 2006 has approved the negotiation, execution and delivery of an agreement for the purchase of certain buildings located as 1322, 1324 and 1326 18th Street, NW, Washington, DC (the "Building"), and any other agreements, instruments, and other contracts and documents in connection with the purchase, but conditioned such approval upon the further approval of the purchase agreement by the Executive Council of the Organization of Chinese Americans, Inc. ("Executive Council");

WHEREAS, the Organization of Chinese Americans, Inc. ("OCA"), as buyer, entered into a certain Agreement for the Purchase and Sale of Real Estate with Higson Limited, as seller, dated as of March 10, 2006 (the "Purchase Agreement"), for the purchase of the Building;

WHEREAS, the National Board has approved OCA’s borrowing, with respect to the Building, of an amount not to exceed Three Million Dollars ($3,000,000);

WHEREAS, the National Board has authorized the President and any other officers of OCA to select such ownership structure for the Building that such officers deem necessary and advisable, but conditioned such authorization upon the further approval of the Executive Council of OCA;

WHEREAS, OCA has directed the organization of OCA Property LLC, a District of Columbia limited liability company, and OCA intends to enter into an Operating Agreement with respect thereto whereby it will be the Managing Member;

WHEREAS, OCA intends to enter into a Guaranty with respect to a loan made to OCA Property LLC to finance the purchase of the Building, such loan to be evidenced by a promissory note in the principal amount of $1,800,000.00 from OBA Federal Savings Bank ("Lender") and secured by various collateral, including, without limitation, a first priority lien mortgage or deed of trust on all of the real property comprising the Building (the "Loan"); and

WHEREAS, the National Board has authorized the President and any other officers of OCA to execute any agreements or other documents with respect to the ownership structure of the Building and any commitments, loan documents, or other evidence of indebtedness by which OCA incurs any debt liability related to the Building (the "Loan Documents"), but conditioned its approval of the Loan Documents upon the further approval of the Executive Council of OCA.

NOW THEREFORE, BE IT RESOLVED, that the Executive Council hereby approves, confirms, ratifies and adopts in all respects and for all purposes the Purchase Agreement, the Loan, the Loan Documents, and the transactions contemplated thereby.

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Date

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Secretary or Authorized Officer