



EASTWEST BANK

Dominic Ng
*Chairman, President and
Chief Executive Officer*

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

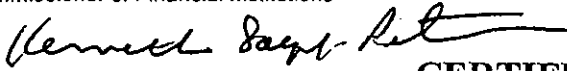
I, Dominic Ng, the Chairman, President and Chief Executive Officer of East West Bank, hereby and Mary Woo, certify that the document attached hereto is a correct and complete copy of the Amended and Restated Articles of Incorporation of East West Bank.

WITNESS my hand as of this 4th day of November, 2005.

Dominic Ng
Chairman of the Board, President,
and Chief Executive Officer

APPROVED
February 24, 2005
HOWARD GOULD

Commissioner of Financial Institutions

By 
KENNETH SAYRE-PETERSON
Assistant General Counsel

A0624449

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
EAST-WEST BANK**

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

FEB 28 2005

Julia Gouw and Douglas P. Krause certify that:

1. They are the Executive Vice President and the Secretary, respectively, of East-West Bank, a California corporation (the "Corporation") No. 1944458.

2. Article One of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended to read as follows:

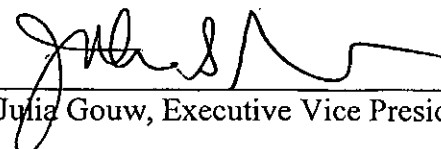
"The name of this Corporation is EAST WEST BANK".

3. The foregoing amendment the Articles of Incorporation of the Corporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation of the Corporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 23,775,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: February 17 2005.



Julia Gouw, Executive Vice President



Douglas P. Krause, Secretary



APPROVED
September 17, 2004
HOWARD GOULD

A0617496

Commissioner of Financial Institutions

By 

KENNETH SAYRE-PETERSON
Assistant General Counsel

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

EAST-WEST BANK

SEP 17 2004

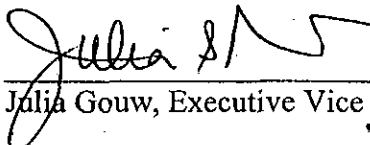
KEVIN SHELLEY
Secretary of State

Julia Gouw and Douglas Krause certify that:


1. They are the Executive Vice President and the Secretary, respectively, of East-West Bank, a California corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are hereby amended and restated to read as set forth on Exhibit "A" attached hereto.
3. The attached amendment and restatement of the Articles of Incorporation of the Corporation has been duly approved by the Board of Directors.
4. The attached amendment and restatement of the Articles of Incorporation of the Corporation has been duly approved by the required vote of shareholder in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 23,775,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: September 9, 2004.



Julia Gouw, Executive Vice President



Douglas Krause, Secretary

**AMENDED AND RESTATED ARTICLES
OF INCORPORATION
OF EAST-WEST BANK**

**ARTICLE ONE
NAME**

The name of this Corporation is **EAST-WEST BANK**.

**ARTICLE TWO
PURPOSE**

The purpose of the Corporation is to engage in the commercial banking business and any other lawful, activities which are not, by applicable laws or regulations, prohibited to a commercial bank.

**ARTICLE THREE
AUTHORIZED STOCK**

This Corporation is authorized to issue one (1) class of shares to be called "Common Stock". The total number of shares of Common Stock which the Corporation shall have authority to issue is Fifty Million (50,000,000).

**ARTICLE FOUR
INDEMNIFICATION**

Section 1. Elimination of Directors' Liability. The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California and Federal law.

Section 2. Indemnification of Corporate Agents. This Corporation is authorized to provide indemnification of agents (defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the Corporation and its shareholders, in Section 18(k) of the Federal Deposit Insurance Act with respect to certain proceedings brought by Federal banking agencies, and in other applicable laws prohibiting or limiting indemnification in certain circumstances.

Section 3. Insurance from a Subsidiary. This Corporation is authorized to purchase and maintain insurance on behalf of its agents against any liability asserted against or incurred by the agent in such capacity or arising out of agent's status as such from a company, the shares of which are owned in whole or in part by this Corporation, provided that any policy issues by such company is limited to the extent required by applicable law.

Section 4. Repeal or Modification. Any repeal or modification of the foregoing provisions of this ARTICLE FOUR by the shareholders of this Corporation shall not adversely affect any right or protection of an agent of this Corporation existing at the time of that repeal or modification.

40792933.1



ENDORSED
APPROVED

A0509716

#194458

FILED
in the office of the Secretary of State
of the State of California

JUN 11 1998

Bill Jones
BILL JONES, Secretary of State

June 11, 1998
CONRAD W. HEWITT
Commissioner of
Financial Institutions
State of California

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

EAST-WEST BANK

By *Diana H. Nishiura*
Diana H. Nishiura
Senior Counsel

Kenneth Fung and Douglas Krause hereby certify that:

1. We are the Senior Vice President and Secretary, respectively, of East-West Bank, a California banking corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety as follows:

"ARTICLE ONE
NAME

The name of this Corporation is EAST-WEST BANK.

ARTICLE TWO
PURPOSE

The purpose of the Corporation is to engage in the commercial banking business and any other lawful activities which are not, by applicable laws or regulations, prohibited to a commercial bank.

ARTICLE THREE
AUTHORIZED STOCK

This Corporation is authorized to issue one (1) class of shares to be called "Common Stock". The total number of shares of Common Stock which the Corporation shall have authority to issue is Fifty Million (50,000,000). At the time the amendment to this Article to read as herein set forth becomes effective, each 550,000 outstanding shares of Common Stock of this Corporation shall be combined and converted into 118,875 shares of Common Stock of the Corporation, so that the 110,000,000 shares of Common Stock outstanding immediately prior to the effective time hereof are combined and converted into 23,775,000 shares.

ARTICLE FOUR
INDEMNIFICATION

Section 1. Elimination of Directors' Liability. The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. Indemnification of Corporate Agents. This Corporation is authorized to provide indemnification of agents (defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the Corporation and its shareholders.

Section 3. Insurance from a Subsidiary. This Corporation is authorized to purchase and maintain insurance on behalf of its agents against any liability asserted against or incurred by the agent in such capacity or arising out of agent's status as such from a company, the shares of which are owned in whole or in part by this Corporation, provided that any policy issues by such company is limited to the extent required by applicable law.

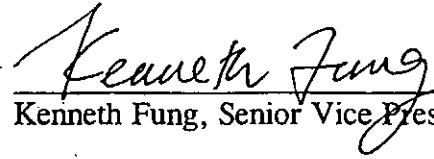
Section 4. Repeal or Modification. Any repeal or modification of the foregoing provisions of this ARTICLE FOUR by the shareholders of this Corporation shall not adversely affect any right or protection of an agent of this Corporation existing at the time of that repeal or modification."


3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of shareholders of this Corporation in accordance with Section 902 of the California Corporations Code. The Corporation has only one class of class of stock entitled to vote. The total number of outstanding shares of stock entitled to vote is 110,000,000 shares of Common Stock. The number of shares of the class voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Amended and Restated Articles of Incorporation are true of their own knowledge.

Executed at San Marino, California on June 2, 1998.


Kenneth Fung, Senior Vice President


Douglas Krause, Secretary

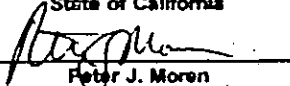


ENDORSED

APPROVED

July 20, 1995

CONRAD W. HEWITT
Superintendent of Banks
State of California

By 
Peter J. Moran
Counsel

1944458

FILED *B/M*
in the office of the Secretary of State
of the State of California *O.P.*

JUL 24 1995


BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF
EAST-WEST BANK

I.
NAME

The name of the corporation is EAST-WEST BANK.

II.
PURPOSE

The purpose of the corporation is to engage in commercial banking business and any other lawful activities which are not, by applicable laws or regulations, prohibited to a commercial bank.

III.
INITIAL AGENT FOR SERVICE OF PROCESS

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

Carlisle G. Packard
East-West Bank
415 Huntington Drive
San Marino, California 91108

IV.
CAPITAL STOCK

The corporation is authorized to issue shares in one class, as follows:

200,000,000 shares of Common Stock, par value \$1.00 per share.

Upon the effective date hereof, each of the 100,000 outstanding shares of East-West Federal Bank, f.s.b. stock is hereby reclassified and reconstituted as 1,100 shares of common stock of the corporation.

The initial shareholders of the corporation are:

Mr. Sjamsul Nursalim - 55,000,000 shares

Mrs. Itjih Sjamsul Nursalim - 55,000,000 shares

The common stock of the corporation is subject to assessment by the corporation upon the order of the Superintendent of Banks of the State of California for the purpose of correcting an impairment of contributed capital in the manner and to the extent provided in Division 1 of the California Financial Code.

V.

CERTAIN SHAREHOLDER ACTION

The following actions shall require the vote or approval of a majority of the outstanding shares to the extent required by the Bylaws of the corporation: (a) fixing the place of shareholders' meetings; (b) fixing the time of annual shareholders' meetings; (c) authorizing the issuance of shares; (d) fixing the authorized number of directors; (e) changing the minimum or maximum number of directors; (f) removing directors and filling vacancies in the board of directors; (g) approving the directors' compensation; and (h) electing the Chairman and Vice Chairman of the Board of Directors and the Chief Executive Officer.

Except as otherwise provided in these Articles or the Bylaws of the corporation and except as provided in Section 1900 of the California General Corporation Law, any requirement contained in these Articles, the Bylaws or the California General Corporation Law that the shareholders approve or consent or that a matter be subject to a vote of the shareholders shall mean that such matter shall not be approved, consented to or affirmed unless such approval, consent or affirmation be given by the affirmative vote of a majority of the outstanding shares entitled to vote, all as set forth in California General Corporation Law Section 152, unless these Articles, the Bylaws or the California General Corporation Law requires a greater vote or approval. A majority of the outstanding shares, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of shareholders.

VI.
APPROVAL BY THE DIRECTORS

Except as otherwise provided in these Articles or the Bylaws of the corporation, any matter in these Articles, the Bylaws or the California General Corporation Law requiring approval by the Board of Directors or otherwise subject to a vote of the Board of Directors shall be approved or affirmed by a vote of not less than two-thirds of the number of directors authorized in the Bylaws or fixed by resolution adopted by the shareholders, unless these Articles, the Bylaws or the California General Corporation Law requires a greater vote or approval. Not less than two-thirds of the number of authorized directors shall constitute a quorum for the transaction of business at a meeting of the board of directors..



Carlisle G. Packard
Incorporator

WASHINGTON, D.C.

DENVER, COLORADO

BARBARA E. MATHEWS
DIRECT LINE: (213) 243-4153

ARNOLD & PORTER

777 SOUTH FIGUEROA STREET
FORTY-FOURTH FLOOR
LOS ANGELES, CALIFORNIA 90017-2513
(213) 243-4000
FACSIMILE: (213) 243-4199

NEW YORK, NEW YORK

TOKYO, JAPAN

July 24, 1995

VIA HAND DELIVERY

Secretary of State
1230 "J" Street, Room 209
Sacramento, CA 95814

Attention: Mr. Brad Norris

Re: East-West Bank - Articles
of Incorporation

Dear Mr. Norris:

The Articles of Incorporation of East-West Bank were not accepted for filing on July 21, 1995 for the reasons set forth in the attached sheet which was provided by you. We believe that the Articles conform to the requirements of the California General Corporation Law ("GCL") for the reasons stated below. We are submitting this letter as an opinion under Section 110(b) of the GCL together with the original Articles.

You state that "Special voting requirements of the shareholders and Board of Directors must be specifically and exactly fixed in the Articles of Incorporation." You further explain that, "You cannot leave the specifics as to the special shareholder and Board of Directors voting requirements to determination outside the scope of the Articles (in the Bylaws)." As a result, you state that the following provisions referring to the Bylaws are unacceptable and the underlined portions should be deleted:

"The following actions shall require the vote or approval of a majority of the outstanding shares to the extent required by the Bylaws of the corporation: [specific provisions identified]."

"Except as otherwise provided in these Articles or the Bylaws of the corporation. . . .

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Secretary of State
Attention: Mr. Brad Norris
July 24, 1995
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any requirement contained in these Articles, the Bylaws or the [GCL] that the shareholders approve or consent [means that approval of a majority of the outstanding shares is required] unless these Articles, the Bylaws or the [GCL] requires a greater vote or approval."

"Except as otherwise provided in these Articles or the Bylaws of the corporation, any matter in these Articles, the Bylaws or the [GCL] requiring approval by the Board of Directors [requires a two-thirds vote] unless these Articles, the Bylaws or the [GCL] requires a greater vote or approval.

Your position is based on Sections 204(a)(5) and 204(a)(9) of the GCL which state that the articles may set forth special voting requirements, including provisions requiring the vote of a larger proportion of the shares or a larger proportion of the directors than otherwise required by the GCL or the approval of the outstanding shares for any corporate action, even though not required by the GCL, provided that, in either case, such provisions "shall not be effective unless expressly provided in the articles."

In our opinion, the references to the Bylaws in the Articles are permitted by Section 109.5(a) of the GCL. Section 109.5(a) states that:

Provisions of the articles described in . . . subdivision (a) . . . of Section 204 may be made dependent upon facts ascertainable outside the articles; if the manner in which those facts shall operate upon those provisions is clearly and expressly set forth in the articles.

Subdivision (b) of Section 109.5 makes it clear that Section 109.5(a) is intended to permit reference to a document, such as the bylaws. Section 109.5(b) states:

Notwithstanding subdivision (a), when any provisions or terms of articles . . . are made dependent upon facts ascertainable outside the filed instrument through a reference to an agreement or similar document, the corporation filing that instrument shall (i) maintain at its

ARNOLD & PORTER
Secretary of State
Attention: Mr. Brad Norris
July 24, 1995
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principal executive office a copy of any such agreement or document and all amendments and (2) provide to its shareholders, in the case of articles . . . a copy of them upon written request and without charge. [Emphasis added.]

The commentary in Marsh's California Corporation Law makes clear that Section 109.5 is intended to permit exactly the type of reference to another instrument that is made in the Articles of East-West. It states:

A new Section 109.5 was added to the Corporations Code in 1987 to deal with a recurring problem regarding references in the Articles to facts ascertainable only outside the Articles. The Office of the Secretary of State frequently took the position that the Articles could not refer to extraneous facts or events that would determine the applicability or operation of a particular provision in the Articles. This problem . . . arose in connection with other provisions which are required to be in the Articles in order to be effective under Subdivision (a) of Section 204. The theory was that, since these provisions are required to be contained in the Articles, the requirement was not satisfied if the provision was not completely self-executing without reference to any external facts or events . . .

The new Section 109.5 eliminates that problem by expressly permitting reference in the Articles to external facts or events for the purpose of determining the applicability or operation of a particular provision.

Marsh's General Corporation Law (3d), §4.38.

As required by Section 109.5(a), the Articles of East-West clearly and expressly set forth the manner in which the Bylaws shall operate to qualify provisions of the Articles. Furthermore, the Bylaws may not be amended except with approval of a majority of the outstanding shares, as provided in Article V of the Articles and in the Bylaws themselves. See, GCL § 109.5(c). Thus, in our view, references in the Articles to the Bylaws conform to the requirements of law.

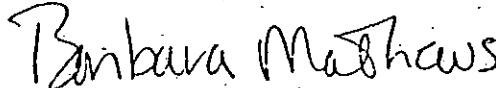
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Attention: Mr. Brad Norris
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Apart from your objection to the references to the Bylaws, you also state that references to Section 303 and 708(c) of the GCL should be added. With respect to the requirement to add the reference to Section 303, we believe the addition is unnecessary because Section 303, which relates to removal of directors, requires a greater, not a lesser, vote than a majority of the outstanding shares. It allows a minority shareholder to block the removal of a director. (An excerpt from Marsh's California Corporation Law describing how Section 303(a)(1) requires a greater vote is attached.) The Articles as submitted already qualify the requirement for the vote of a majority of the outstanding shares in those circumstances where the GCL requires a greater vote or approval.

Finally, with respect to the proposed addition of the reference to Section 708(c) of the GCL, so long as the Articles refer to exceptions set forth in the Bylaws, and the Bylaws contain the provision for cumulative voting set forth in Section 708(c) of the GCL, this specific reference to Section 708(c) should not be necessary.

Please call me to discuss any aspect of this letter.

Sincerely yours,


Barbara E. Mathews
State Bar No. 152528

cc: Carlisle Packard

East-West Bank

7-21-95

Pages 2-3, Articles V "Certain Shareholder Action" and VI "Approval by the Directors -- These two Articles, which establish special approval requirements by the shareholders (outstanding shares) and Board of Directors for corporate actions, are not acceptable as currently worded. Special voting requirements of the shareholders and Board of Directors must be specifically and exactly fixed in the Articles of Incorporation. It is mandatory that these provisions be in the Articles of Incorporation to be effective. See Corporations Code sections 204(a)(5) and 204(a)(9). It is not acceptable to set forth provisions in the Articles establishing special shareholder and Board of Directors voting requirements where the provisions on their face are ambiguous as to exactly when the special voting requirements will be applicable and what the required vote will be.

In the case of both proposed Article V and Article VI, you make several references to the Bylaws of the corporation which create ambiguity as to exactly when the special voting requirements will be applicable. The phrase "to the extent required by the Bylaws of the corporation" is unacceptable. The phrase "any requirement contained in these Articles, the Bylaws or the California General Corporation Law that the shareholders approve or consent...." is unacceptable. The phrase "except as otherwise provided in these Articles or the Bylaws" is unacceptable. The phrase "unless these Articles, the Bylaws or the California General Corporation Law requires a greater vote or approval" is unacceptable. The phrase "any matter in these Articles, the Bylaws or the California General Corporation Law requiring approval by the Board of Directors" is unacceptable. You cannot leave the specifics as to the special shareholder and Board of Directors voting requirements to determination outside the scope of the Articles (in the Bylaws).

Also, in Article V, second paragraph, the reference to "except as provided in Section 1900" should be "except as provided in Sections 303, 708(c), and 1900" since sections 303 and 708(c) also provide for mandatory voting requirements which may be less than a majority and cannot be altered in the Articles. See the parenthetical phrase in Corporations Code section 204(a)(5).

Regarding your request for immediate review -- Please be aware that it is the policy of the Secretary of State Corporate Division to review the more complex filings requiring attorney review strictly in the order received. Therefore, it is recommended that documents of a more complex nature be submitted at least five working days prior to the date required for a scheduled closing, conversion transaction, etc. to guarantee receipt by the date needed.

one plus the authorized number of directors. This, of course, is the cumulative voting formula. The effect of its application in this section, however, was to count abstentions or shares otherwise not voted as being voted in favor of the removal action. This assumption is anomalous in that inaction on the part of shareholders should more logically be construed as a lack of support for the action proposed (removal), rather than an affirmative response to a proposal in which they are not sufficiently interested to participate, for whatever reason.

In the case of a removal action at a meeting, subdivision (a)(1) of Section 303 would not differ from the test in prior Section 810 if the total number of shares *entitled to vote* at an election of directors were voted either for or against the removal. However, the language in the new provision "if voted cumulatively at an election at which the *same total number of votes were cast*" would have the effect of disregarding abstentions and votes otherwise not cast. For example, assume a corporation has 1,000 shares entitled to vote at an election for directors and the authorized number of directors is 7. Under these facts, a special meeting is held for the removal of a single director, and 800 shares are present and voting at the meeting. Under the prior provision more than 125 shares would have to be voted against removal to block it (1,000 divided by 8 [the number of directors plus one] equals 125). Under the new provision only more than 100 shares would have to be voted against removal to block it (800 divided by 8 equals 100).⁵²

The Drafting Committees approved this revised formulation of the prior minority protection to reflect the only proper assumption in the case of nonaction by shareholders—that is, that they are indifferent, not in favor of the proposed action. The Drafting Committees also recognized that the new provision expands the protec-

52. This results from the fact that the imaginary meeting under the 1977 Law hypothesizes an election at which the same total number of votes were cast as in the removal action. The formula is:

$$\frac{\text{Total Number of Votes Cast at Removal Action}}{\text{Number of Authorized Directors plus 1}} = \frac{800}{8} = 100$$

The number of negative votes must *exceed* this number, since the cumulative voting formula requires the addition of one more vote to elect a director.