

NP-OK

ARTICLES OF INCORPORATION

OF

THE MINNESOTA CHINA FRIENDSHIP GARDEN SOCIETY

PREAMBLE

The Minnesota Chapter of the US-China Peoples Friendship Association (USCPFA-MN) is part of a national non-profit organization that was founded 30 years ago in 1974. USCPFA-MN and its Chinese Garden Committee want to establish China Friendship Gardens in Minnesota to further its mission of promoting friendship and understanding between the peoples of China and the United States. To that end, USCPFA-MN has spent four years researching the major Chinese gardens in the United States and Canada. China Friendship Gardens will be a beautiful addition to Minnesota's horticultural and gardening tradition and a symbol of Minnesota's longstanding friendship with China. The Gardens will be yet another opportunity to promote Minnesota's understanding of China and of China's rich cultural heritage and to serve to enhance people's connection to and appreciation of nature. The China Friendship Gardens will also be an affirmation of the spirit of the ancestral pioneers who have traveled great distances to cultivate harmony in Minnesota and who have contributed so much to Minnesota.

* * *

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be The Minnesota China Friendship Garden Society (MCFGs).

ARTICLE II

Registered Office

The registered office of the corporation shall be located at 225 South Sixth Street, Suite 4000, Minneapolis, Minnesota 55402-4690.

ARTICLE III

Purposes

The corporation is organized and shall be operated exclusively for one or more of the exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1976, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Code. Subject to the foregoing, the specific purposes of the corporation are to introduce, establish, promote, and/or operate China Friendship Gardens in the State of Minnesota for the enjoyment, education, and benefit of the public, and to enhance the friendship and understanding between the peoples of China and the United States. To that end, the corporation plans to research garden design, plantings and architecture, to encourage an appreciation for Chinese gardens and their historic and cultural context, to promote the understanding of China and Chinese culture, to sponsor and promote events and publications that contribute to such appreciation and understanding, and to raise funds for all of these purposes. The corporation is not organized for profit and shall not be operated for profit.

The corporation shall have only such powers as are required by and are consistent with the foregoing purposes and as are afforded to it by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended. Notwithstanding any other provisions of these Articles, the corporation shall not engage, other than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Code, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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 in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV
No Director or Officer to Profit

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors or officers, and no part of the net income or net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered to or for the corporation in furtherance of one or more of its purposes, including services by a director or officer as such. The corporation shall not lend any of its assets to any director or officer of the corporation, nor guaranty to any other person the payment of a loan to a director or officer of the corporation.

ARTICLE V
Duration

The duration of the corporation shall be perpetual.

ARTICLE VI
No Capital Stock

The corporation shall have no capital stock.

ARTICLE VII
Members

The qualifications of members, the manner of their admission to the corporation, and voting by such members shall be as set forth in the Bylaws.

ARTICLE VIII
Directors

The business and affairs of the corporation shall be managed by or under the direction of its Board of Directors. The number of Directors constituting the First Board of Directors is nine (9), their names and addresses being as follows:

N. Walter Graff - 225 South Sixth Street, Suite 4000, Minneapolis, MN 55402-4690

Barbara Harrison - 3000 Foxpoint Road, Burnsville, MN 55337

C.C. Hsiao - 3131 Shoreline Lane, Arden Hills, MN 55112

Jenny Hsiao - 6711 Lake Shore Drive, Richfield, MN 55423

Joyce Hsiao - 3131 Shoreline Lane, Arden Hills, MN 55112

C.J. Liu - 2101 Newton Avenue South, Minneapolis, MN 55405

Linda Mcalcy-Lohmann - 1280 Belmont Drive, Woodbury, MN 55125

Wang Yang - 100 - 2nd Street, NE, Minneapolis, MN 55413

Mary Warpeha - 2007 Mississippi Street, New Brighton, MN 55112

Said First Directors shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified.

The number of Directors constituting the Board of Directors after the First Board of Directors shall be determined at each annual meeting of the members, as specified in the Bylaws, but shall be no fewer than three (3). The terms of office and other conditions for directors also shall be provided in the Bylaws.

ARTICLE IX
Directors and Officers Not Liable

No director or officer of the corporation, as such, shall have personal liability to any extent for the acts, debts, liabilities or obligations of the corporation, and each director and officer shall receive indemnification from the corporation against certain liabilities and expenses in the manner provided in the Bylaws of the corporation.

ARTICLE X
**Distribution of Assets Upon Liquidation, Dissolution,
or Winding Up of the Corporation**

In the event of liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of the corporation shall be distributed to one or more funds, foundations, or corporations organized and operated exclusively for one or more of the exempt purposes described in Section 501(c)(3) of the Code, or to the federal government or to one or more state or local governments for a public purpose, all as the directors of the corporation shall determine is best suited to carry out the purposes for which the corporation was formed. No officer or director of the corporation shall be entitled to share in the distribution of the corporate assets.

ARTICLE XI
Amendment of Articles

A majority of directors may amend the Articles.

ARTICLE XII
Incorporator

The incorporator of the corporation is N. Walter Graff, whose address is 225 South Sixth Street, Suite 4000, Minneapolis, Minnesota 55402.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of May, 2005.

/s/ N. Walter Graff
N. Walter Graff, Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY 3 2005

Mary H. Hines
Secretary of State