

BYLAWS
OF
THE MINNESOTA CHINA FRIENDSHIP GARDEN SOCIETY

This instrument constitutes the Bylaws of The Minnesota China Friendship Garden Society, a nonprofit corporation duly organized under the laws of the State of Minnesota.

Members

Bylaw 1. Members. Membership is open to any natural person who is an adult and who supports the purposes of the corporation. Members shall have voting rights and other rights granted by the Minnesota Nonprofit Corporation Act to members with voting rights. Each member shall have one vote on each matter to be determined by vote.

Bylaw 2. Member Meetings. A regular General Membership meeting shall be held each year at a time and place determined by the Board of Directors for the purpose of electing directors, if necessary, and conducting other business of the corporation. A written notice of the General Membership meeting, stating the place, date, and time of the meeting shall be mailed to each voting member not less than thirty (30) days before the date of the meeting.

Bylaw 3. Quorum, Proxies, Adjournment. At any meeting of the members, the greater of 15 members or 10% of the members shall be necessary and sufficient to constitute a quorum for the transaction of business. Except where otherwise required by statute or provided in these Bylaws, the affirmative vote of a majority of the members present at a meeting at which there is a quorum is sufficient for any action. Members may appoint a personal proxy or vote by proxy.

Board of Directors

Bylaw 4. Responsibilities; Number. The property, funds, affairs and business of the corporation shall be under the general authority of the Board of Directors (the "Board"), which shall consist of not fewer than three (3) persons. The exact number of directors shall be determined from time to time by resolution adopted by a majority of all the directors, but may not curtail the term of a sitting director. All directors shall be natural persons who are adults and who are members in good standing.

Bylaw 5. Election of Directors and Term of Office. Except for the first Board of Directors appointed by the Incorporator as identified in the Articles of Incorporation, the directors shall be elected by the Members at the annual General Membership meeting. The Secretary shall request nominations and shall mail a list of candidates for election to each voting member, along with the General Membership Meeting Notice, not less than thirty (30) days before the date of the election meeting.

Directors shall be elected for a term of two (2) years, and shall hold office until expiration of the term and until a successor is elected and qualified, or until the earlier death, resignation, removal or disqualification of the director.

Bylaw 6. Board Meetings. Meetings of the Board may be held at any time upon request of the President or any two directors of the corporation. The request shall specify the purpose or purposes of the meeting. The President of the corporation, or his/her designee, shall preside as chairman at each meeting of the Board. The secretary of the corporation, or in his or her absence any person whom the chairman shall appoint, shall act as secretary of the meeting. The Board shall hold at least one annual meeting, which shall be held immediately after the annual General

Membership meeting for the purpose of electing officers, if necessary, and conducting other business of the corporation.

Bylaw 7. Action Without A Meeting. Any action required or permitted to be taken at a Board meeting may be taken by written action signed by unanimous approval of all sitting directors.

Bylaw 8. Notice. Written notice of each meeting of the Board, stating the time, date and place of the meeting, shall be mailed or delivered to each of the directors at least five, but not more than thirty days in advance of the meeting. Notice may be waived before, at or after a meeting, orally or in writing. Attendance by a director at a meeting is a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Bylaw 9. Quorum; Proxies. At any meeting of the Board, a majority of the directors then holding office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except where otherwise required by statute or provided in these Bylaws, the affirmative vote of a majority of the directors present at a meeting at which there is a quorum is sufficient for any action. Directors shall not appoint a personal proxy or vote by proxy.

Bylaw 10. Adjournments. Any meeting of the Board may be adjourned from time to time or day to day, or both, upon the consent of a majority of directors present. If the date, time and place of the adjourned meeting appear in the minutes of the original meeting, no further notice as to the date, time and place of the adjourned meeting need be given. At any adjourned and reconvened meeting at which a quorum of the directors is present, any business may be transacted that might have been transacted at the original meeting.

Bylaw 11. Removal; Vacancy. A director may be removed, with or without cause, by the affirmative vote of two-thirds of all Directors, provided that such action shall be taken at a meeting of the Board called for that purpose. The Board may appoint a successor for the director being replaced, until the next meeting of members at which a vote may be taken pursuant to these Bylaws.

Bylaw 12. Committees. The Board may designate one or more committees from time to time, adopting such regulations as it deems advisable with respect to the membership, authority and procedures of such committees.

Bylaw 13. Action By Electronic Communication. A conference among directors by means of communication through which the directors may simultaneously hear each other during the conference is a meeting of the Board, if the same notice is given of the conference as would be required for a meeting and if the number of directors participating in the conference is a quorum. Participation in a conference by this means constitutes personal presence at the meeting. A director may also participate in a meeting of the Board by any means of communication through which the director and all other directors participating in the meeting may simultaneously hear each other during the meeting. Participation in a meeting by this means also constitutes personal presence at the meeting.

Bylaw 14. Other Powers. In addition to the powers and authority conferred upon it by these Bylaws, the Board shall have the power to do all acts necessary and expedient to the conduct of the business of the corporation.

Officers

Bylaw 15. Appointment of Officers. The Board shall appoint officers of the corporation each year at its annual meeting. Each officer shall serve for a two (2) year term. The officers

shall include a President, a Secretary and a Treasurer. Officers shall be natural persons who are adults. The same person may hold two or more offices.

Bylaw 16. Other Officers. The Board may appoint such other officers and agents as it shall deem appropriate, who shall hold their offices for such terms, exercise such powers, and perform such duties as shall be determined by the Board.

Bylaw 17. Removal. The Board may remove any officer, with or without cause, by the affirmative vote of a majority of the directors present at a meeting at which there is a quorum and for which notice stating the purpose of the meeting has been given.

Bylaw 18. Vacancy. If any office of the corporation becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Board may appoint a successor.

Bylaw 19. President. The President shall be the chief executive officer of the corporation and shall be responsible for the active management of the day-to-day business of the corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation.

Bylaw 20. Secretary. The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings of the Board in a book kept for that purpose, and shall perform like duties for any committee of the Board when required. The Secretary shall also give notice of all meetings of the Board, as required, request nominations to the Board and mail the list of candidates to each voting member pursuant to these Bylaws, and shall perform such other duties as may be prescribed by the Board or the President.

Bylaw 21. Treasurer. The Treasurer shall be the chief financial officer of the corporation and have the custody of the corporate funds and securities, if any. The Treasurer shall keep full and accurate account of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation in such name as may be designated by the Board, making the proper vouchers for such disbursements, and shall render to the President and the Board, at the annual meeting of the Board, or whenever it may require, an account of the financial condition of the corporation.

Other Matters

Bylaw 22. Maintenance and Inspection of Records. Correct and complete copies of the Articles of Incorporation, Bylaws, accounting records and minutes of meetings of the Board and of committees of the corporation shall be kept at the registered office of the corporation. A director, or agent or attorney of a director, may inspect all books and records of the corporation for any proper purpose at any reasonable time.

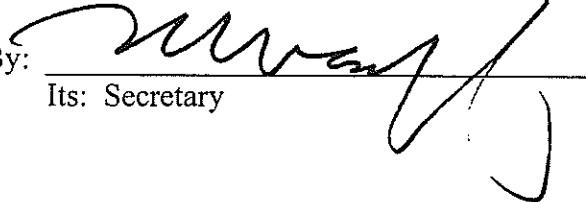
Bylaw 23. Amendments to Bylaws. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Board present at a meeting at which there is a quorum of the Board and for which notice stating the purpose of the meeting has been given.

Bylaw 24. Indemnification of Persons. To the full extent permitted by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended, or by other provisions of law, each person who is a party or is threatened to be made a party to any proceeding, wherever and by whosoever brought (including any proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a

director, officer, employee, or agent of the corporation, or that he or she is or was serving at the specific request of the Board as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against all reasonable expenses, including attorneys' fees and disbursements, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Bylaw shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person and his or her heirs, executors and administrators, with respect to activities of such person during the period he or she acted as a director, officer, employee or agent of the corporation, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaw.

CERTIFICATE

The foregoing Bylaws of The Minnesota China Friendship Garden Society were adopted by the Board of Directors of the corporation effective the 4th day of May, 2005.

By: 
Its: Secretary