

BYLAWS
OF
ZIJIU INSTITUTE, NORTHERN CALIFORNIA

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I. GOVERNING LAW AND DEFINITIONS

1.01 Date of Adoption. These bylaws are adopted as of the _____ day of July, 2008.

1.02 Governing Law. The corporation is governed by the nonelective provisions of the law governing California nonprofits generally, and governing public benefit corporations specifically, as amended (the "Code"), and shall be construed insofar as possible to be consistent therewith.

1.03 Registered Office and Agent. The registered office and agent shall be named and altered at the discretion of the Board of Directors.

II. MEMBER

2.01 Sole Member. The corporation's sole member is and shall be ZiJiu Institute, Inc., a Georgia corporation identified as employer identification number 20-0550110.

III. DIRECTORS

3.01 Duties of Directors. (a) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors, subject to any limitation in the Articles of Incorporation or these Bylaws that is otherwise lawful. (b) No limitation upon the authority of the directors shall be effective against persons, other than directors, who are without actual knowledge of the limitation. (c) The board of directors shall have authority to fix the compensation of directors for services in any capacity, subject to the applicable requirements of the Internal Revenue Code.

3.02 Qualifications of Directors. Directors shall be natural persons who are 18 years of age or older, but need not be residents of this state nor officers of the corporation.

3.03 Number and Election of Directors. (a) The number of directors shall be fixed in accordance with the Articles of Incorporation and these Bylaws, and shall initially be three (3). (b) The exact number of directors within any minimum of three (3) and a maximum of nine (9) shall be fixed by resolution of the directors from time to time. (c) The number of directors may

be increased or decreased from time to time. In the absence of a bylaw or an authorized resolution of the directors fixing the number of directors, the number shall be the same as that stated herein. (d) After the initial meeting of directors following incorporation, **directors shall be elected at the annual meeting of the sole member's board.**

3.04 Permissibility of Class Election. Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term to which he is elected or appointed and until his successor shall have been elected or appointed and qualified or until his earlier resignation, removal from office, or death.

3.05 Terms of Directors. (a) The terms of the initial directors of the corporation expire at the first meeting at which directors are elected. (b) Thereafter, the terms of directors expire at the next annual meeting following their election unless their terms are staggered under the following section. (c) A decrease in the number of directors does not shorten an incumbent director's term. (d) A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors and until the election and qualification of the successor. (e) Despite the expiration of a director's term, he continues to serve until his successor is elected and qualifies or until there is a decrease in the number of directors.

3.06 Staggered Terms for Directors. (a) The Articles of Incorporation or an amendment to these Bylaws may provide for staggering the terms of the directors by dividing the total number of directors into two or three groups, with each group containing one-half or one-third of the total, as near as may be. In that event, the terms of directors in the first group expire at the first annual meeting after their election, the terms of the second group expire at the second annual meeting after their election, and the terms of the third group (if any) expire at the third annual meeting after their election. Effective at each annual meeting held thereafter, a director shall be chosen (by the sole member) for a term of two years or three years (as the case may be) to succeed those whose terms expire. (b) If directors have staggered terms and the

number of directors is thereafter changed, (1) any increase or decrease in the number of directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible; and (2) when the number of directors is increased and any newly created directorships are filled by the board, the terms of the additional directors shall expire at the next election of directors .

3.07 Resignation of Directors. (a) A director may resign at any time by delivering written notice to the board of directors, its chairman, or to the corporation. (b) A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

3.08 Removal of Directors. A director may be removed from office by the sole member, as stated in the Articles of Incorporation.

3.09 Vacancy on the Board. (a) If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by the sole member. (b) A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

3.10 Meetings of the Board. (a) The board of directors may hold regular or special meetings in or out of this state. (b) Members of the board of directors or any committee designated by it may participate in a regular or special meeting of such board or committee, if they so request, or may conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting by this means shall constitute presence in person at the meeting.

3.11 Action without Meeting. (a) Action required or permitted by the Bylaws to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. (b) A consent signed under this section has the

effect of a meeting vote and may be described as such in any document. (c) Such written consents may be delivered by fax, and the fax shall be deemed to be the original.

3.12 Notice of Meeting. (a) Regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. (b) Special meetings of the board of directors must be preceded by at least two days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting.

3.13 Waiver of Notice. (a) A director may waive any notice required to be given, before or after the date and time stated in the notice. Except as provided by subsection (b) of this section, the waiver must be in writing, signed by the director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. (b) A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.14 Quorum and Voting. (a) A majority of the directors then in office shall constitute a quorum for the transaction of business. (b) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors, unless the Code, the Articles of Incorporation, or these Bylaws require the vote of a greater number of directors. (c) A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless: (1) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting.

3.15 Committees of Directors. (a) The board of directors may by resolution adopted by a majority of the full board of directors, create one or more committees and appoint members

of the board of directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the board of directors. (b) Sections 3.10-3.14, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well. (c) To the extent specified in such resolution or in the Articles of Incorporation or the Bylaws, each committee may exercise the authority of the board of directors. (d) The board, by resolution adopted in accordance with subsection (a) of this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee. (e) The designation of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law to be exercised by the full board.

3.16 Standards of Conduct for Directors. The standards of conduct for directors shall be as prescribed by the Code and other applicable law.

3.17 Resolution of Deadlock. If the directors of the corporation are deadlocked in the management of the corporate affairs and the selection of new directors is not able to break the deadlock and if injury to the corporation is being suffered or is threatened by reason thereof, the sole member shall decide the matter.

IV. OFFICERS

4.01 Required Officers. (a) The corporation shall have a president, secretary, and treasurer, and may have additional officers appointed by the board of directors. (b) A duly appointed officer may appoint one or more officers or assistant officers. (c) The secretary shall have responsibility for preparing minutes of the directors' meetings and for authenticating records of the corporation, unless the board of directors delegates such responsibility to another officer. (d) The same individual may simultaneously hold more than one office in a corporation.

4.02 Duties of Officers. (a) The president shall be the chief executive officer and the chairman of the board unless the board provides otherwise, and otherwise shall act as chief executive officer during that person's inability to act and shall act as chairman of the board during that person's absence or inability to act. The president shall be ex officio a voting member of all committees, unless the board provides that he shall be a nonvoting member, and shall attend all meetings of the board of directors, unless the board excuses him for part of a meeting if he has not been elected as a director. The president shall have authority to institute or defend legal proceedings when the directors are deadlocked, and may call meetings of the board. (b) The secretary shall keep or cause to be kept the minutes of meetings of directors and the other corporate records, and shall act as treasurer during that person's inability to act. The secretary shall attend all meetings of the board of directors, and may call meetings of the board. (c) The treasurer shall keep or cause to be kept the assets and financial records of the corporation, in the name of the corporation, and shall give written reports thereon to each meeting of the board and to the president when requested. He shall cause the corporation to pay or make provision for its liabilities, and shall act as secretary during that person's inability to act. (d) The foregoing officers and other officers shall perform such duties as are generally performed by such officers, and such duties as are additionally conferred by the board of directors. (e) The president, executive vice president (if any), or secretary each shall be authorized to execute documents on behalf of the corporation without need of further execution or attestation, if such documents are specifically authorized by the board of directors or within the scope of his responsibility.

4.03 Standards of Conduct for Officers. The standards of conduct for officers shall be as provided by the Code and other applicable law.

4.04 Resignation and Removal of Officers. (a) An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. (b) The board of directors may remove any officer at any time whenever in their judgment the best interest of the corporation will be served

thereby. (c) Any vacancy in any office occurring for whatever reason may be filled by the board of directors.

4.05 Contract Rights of Officers. (a) The appointment of an officer does not itself create contract rights. (b) The removal of an officer does not affect the officer's contract rights (if any) with the corporation. An officer's resignation does not affect the corporation's contract rights (if any) with the officer.

V. INDEMNIFICATION

5.01 Definitions. As used in this Article V, the term: (1) "Corporation" includes any domestic or foreign predecessor entity of a corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction. (2) "Director" means an individual who is or was a director of a corporation, or an individual who while a director of a corporation is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the corporation's request if his duties to the corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. Director includes, unless the context requires otherwise, the estate or personal representative of a director. (3) "Expenses" include attorneys' fees. (4) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding. (5) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding. (6) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

5.02 Court-Ordered Indemnification and Advance. In addition to the following section, a director of the corporation who is a party to a proceeding may apply for

indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction. The court may order indemnification or advances for expenses or both if it determines that (1) the director is entitled to indemnification and advance of expenses under these Bylaws, in which case the court shall also order the corporation to pay the director's reasonable expenses incurred to obtain court ordered indemnification; or (2) the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met applicable standards of conduct under California laws (d), to the extent indemnification would be available under section 5.03 below.

5.03 Approved Indemnification. (a) The corporation shall indemnify a director who is made a party to a proceeding because he is or was a director, including a proceeding brought by or in the right of the corporation, without regard to the limitations in the preceding section. (b) The corporation shall not indemnify a director under this section for any liability incurred in a proceeding in which the director is adjudged liable to the corporation or is subjected to injunctive relief in favor of the corporation (1) for any appropriation, in violation of his duties, of any business opportunity of the corporation; (2) for acts or omissions that involve intentional misconduct or a knowing violation of law; (3) for liability for unlawful distributions pursuant to the Code; or (4) for any transaction from which he received an improper personal benefit. (c) Where approved or authorized in the manner described in subsection (a) of this section, a corporation shall advance expenses incurred in advance of final disposition of the proceeding but only if (1) the director furnishes the corporation a written affirmation of his good faith belief that his conduct does not constitute behavior of the kind described in subsection (b) of this section; and (2) the director furnishes the corporation a written undertaking, executed personally or on his behalf, to repay any advances if it is ultimately determined that he is not entitled to indemnification under this section.

5.04 Indemnification of Officers, Employees, and Agents. The corporation shall indemnify and advance expenses to an officer, and may indemnify and advance expenses to an employee or agent by board of directors resolution, consistent with public policy, to the extent

that the corporation indemnifies and advances expenses to directors pursuant to section 5.03 above.

5.05 Insurance. The corporation may, but is not required to, purchase and maintain insurance on behalf of one or more directors, officers, employees, or agents against liability, whether or not the corporation would have power to indemnify him against the same liability.

5.06 Conflicting Interest Transactions. The validity and ramifications of conflicting interest transactions are governed by the Code and the Internal Revenue Code.

VI. AMENDMENT

6.01 Amendment by Directors. The board of directors may amend or repeal the Bylaws, or adopt new Bylaws, with the consent of the sole member.

6.02 Bylaw Increasing Quorum or Majority. A Bylaw that fixes a greater quorum or voting requirement for the board of directors than is required by these present Bylaws may be adopted, amended, or repealed by the directors only by a majority of the entire board of directors.

VII. MISCELLANEOUS

7.01 Meetings Generally. All meetings shall be governed by the most recent edition of Robert's Rules of Order, except to the extent that that book is inconsistent with these Bylaws or with the Code.