

JOINT MINUTES OF THE MEMBERS AND BOARD OF DIRECTORS OF

JIUJIAO, INC.

SPECIAL MEETING ON MARCH 23, 2009 HELD AT

THE OFFICES OF BIRD, LOECHL, BRITAIN & MCCANTS, LLC

3414 Peachtree Road, NE, Suite 1150, Atlanta, GA 30326

1:00 P.M.

Pursuant to the provisions of the Georgia Nonprofit Corporation Code (Sections 14-3-101 et seq. of the Official Code of Ga. Ann.), the undersigned secretary attests that a quorum of the members and board of directors of JiuJiao, Inc. (those being the same three individuals), met and adopted the following resolutions, at a duly called and held meeting pursuant to applicable provisions of the Georgia Nonprofit Corporation Code, and direct that these minutes shall be filed with the minutes of the proceedings of the directors of the corporation.

Present at the meeting were the following voting members and directors:

Tao-Yang Han

Edward Keng

Yan Ming Li

Also present for part or all of meeting were:

Jonathan T. McCants, Esq.

Kevin L. Ward, Esq.

Ms. Alice-Ann Smith

Gang Li, Ph. D.

JiuJiao's Legal Counsel

Yan Ming Li's Personal Legal Counsel

(Court Reporter brought by Mr. Ward)

(Translator brought by Mr. Ward)

1. Call to Order.

Mr. Han called the meeting to order.

2. Meeting Participants and Recording Decisions.

2.1 Mr. McCants explained that the first decisions that must be made by the voting members/directors were who would be allowed in the room and whether it would be transcribed.

All directors and members agreed that transcription was desired, and Mr. Han and Mr. Keng voted to allow the court reporter, the translator, and Mr. McCants in the room, but not Mr. Ward.

Mr. Li at first expressed his desire that Mr. McCants leave, but after speaking with his counsel, he agreed that Mr. McCants should be allowed to stay. Mr. Li stated repeatedly that he needed and must have legal counsel in the room, in part because his English was not good. Mr. Keng responded that he had an interpreter, so this was not an issue.

2.2 After some discussion on and off the record, Mr. Keng and Mr. Han agreed that Mr. Ward could remain in the meeting, on the following two conditions. (1) Other than for summaries, motions, and votes, the meeting would be conducted mainly in Chinese (to facilitate resolution and efficiency, and to accommodate Mr. Li's concerns about his lack of English proficiency) without translation, and Chinese discussions would not be transcribed. (2) Mr. Li would be allowed to speak with his attorney, but it was requested that he refrain from doing so on a regular and frequent basis, but rather that he gather his questions and ask them in intervals in order to promote dialogue and efficiency. If this could not be accomplished, Mr. Keng and Mr. Han reserved the right to ask some or all of the participants to leave. (Mr. Ward was not prevented from using the interpreter to follow the conversation, to the extent he desired, and he did so.)

3. Mr. Li and Mr. Ward's Response

3.1 Mr. Li, through his counsel Mr. Ward, stated that these conditions were acceptable, but that he objected to the meeting based on an alleged insufficiency of notice based on Bylaw 5(b) and the substance of the meeting, was participating only subject to that objection, and asked the court reporter to place both the notice and Mr. Ward's letter to Mr. McCants of March 23, 2009 in the record. Mr. Ward also argued that Mr. Li could not be expelled because the Bylaws named him as a member.

3.2 Mr. McCants noted for the record that the corporation unequivocally disagreed with the statements in the letter, particularly regarding an alleged lack of notice. The notice given Mr. Li was more than sufficient under the Bylaws, and Bylaw 5(a) clearly allows for expulsion of any member at any time by a majority of the other voting members.

4. Discussion Regarding the Future Leadership of JiuJiao

4.1 At this point, lengthy discussions were held in Chinese between the voting members/directors about the future of the organization. The need for new leadership was discussed, as all three directors had been aware for months that volunteer and financial support for the JiuJiao had dropped significantly, mainly due to a rift in the organization based on those who believed and disbelieved serious allegations against Mr. Li involving sexual harassment

claims, claimed use of funds or assets for personal gain, and claims the Mr. Li misrepresented his spiritual gifts and past, among other allegations.

4.2 In an effort to reach a conciliatory resolution rather than immediately voting on expulsion, Mr. Han proposed, with Mr. Keng's support, that the three voting members and directors elect successor directors and members and all resign from the board.

4.3 The voting members/directors originally agreed that Chao King and Paul Ling should be on the board, but a prolonged disagreement developed regarding who would be the third person selected. It was generally understood that Chao King had a high opinion of Mr. Li, while Mr. Ling does not. Mr. Keng and Mr. Han preferred an individual who they trusted to be the third member/director, while Mr. Li preferred another individual. Mr. Li made a series of arguments that his preference was better because of his dedication, commitment and knowledge, despite the fact Mr. Keng and Mr. Han's preferred choice had more seniority, had more corporate management experience, had spent more time with the leadership and the broader JiuJiao community in Atlanta, had made very large financial sacrifices on behalf of the organization, and would be more available for meetings.

(At this point, Mr. Han and Mr. Keng met with Mr. McCants, while Mr. Li met with Mr. Ward.)

4.4 Since Mr. Li had represented that he trusted and respected Mr. Han, who had more seniority and had been involved at a higher level than either of the proposed third candidates, Mr. Han reluctantly offered to remain as the third member/director. Mr. Li responded that he would have to think about that, and discussed it with his counsel out of the room.

5. Replacement of the Board.

5.1 Mr. Han made, and Mr. Keng seconded, the following motion:

RESOLVED, that the board elect Paul Ling, Chao King, and Tao-Yang Han as new members and directors, and that Mr. Keng and Mr. Li would resign as current members and directors, effective upon acceptance by the newly elected voting members/directors.

Mr. Han and Mr. Keng voted in favor of the motion, but Mr. Li, through his counsel, voted against the motion and to reserve his objections. Mr. McCants explained that the motion required an unanimous approval, as Mr. Li could be expelled, but not forced to resign.

5.2 Mr. Han made, and Mr. Keng seconded, the following motion:

RESOLVED, that the board elect Paul Ling, Chao King, and re-elect Tao-Yang Han as members and directors, effective immediately upon their acceptance of such election.

Mr. Han and Mr. Keng voted in favor of the motion, and Mr. Li, through his counsel, voted against the motion and stated that he again reserved his objections. **The motion passed 2-1.**

5.3 Mr. Ward stated that he would like noted a standing objection to the proceedings, so that he would not have to make it repeatedly, which Mr. McCants agreed to note in the minutes.

5.4 At this point, Mr. Han made the following motion, which was seconded by Mr. Keng, and **passed unanimously:**

RESOLVED, that Yan Ming Li shall be expelled from voting membership in the corporation immediately, and that he shall immediately be removed from the board of directors.

Mr. Li was not entitled to vote, but his counsel noted his objection to the action.

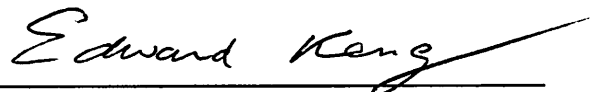
5.5 Mr. Keng then announced that he intended to resign. Since Mr. Li's counsel had indicated a potential for legal action on his part to be reinstated, Mr. McCants asked whether Mr. Keng intended to resign regardless of whether Mr. Li fought his expulsion and removal, and Mr. Keng said he did not want to resign until it was clear that Mr. Li could not be reinstated. Mr. McCants stated that he could announce his intended resignation, but make it contingent upon Mr. Li's being found to be properly, fully, and finally expelled and removed in any court action, and Mr. Keng stated that that was his intention.

5.6 Mr. Han requested that Mr. Li and his party remain in the room while the two newly elected voting members/directors were called. Mr. McCants then separately called Chao King and Paul Ling to summarize for them the events of the meeting, and he asked whether they accepted their election to the board and to voting membership. Both Chao King and Paul Ling accepted their election as voting members and directors.

6. Adjournment

The meeting was then adjourned.


IN WITNESS WHEREOF, the secretary of JiuJiao, Inc. attests that these minutes are effective as of the 23rd day of March, 2009.



Edward Keng, Secretary, Director & Voting Member

WRITTEN ACCEPTANCE OF NEW APPOINTMENTS AND THESE MINUTES:

Chao King, Director & Voting Member



Paul Ling, Director & Voting Member



Tao-Yang Hah, Director & Voting Member

WRITTEN ACCEPTANCE OF NEW APPOINTMENTS AND THESE MINUTES:



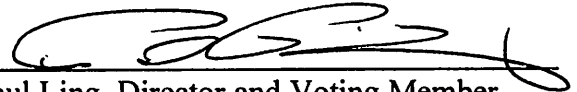
Chao King, Director & Voting Member

Paul Ling, Director & Voting Member

Tao-Yang Han, Director & Voting Member

RATIFICATION OF YAN MING LI'S EXPULSION AND REMOVAL

I HEREBY SUBMIT THIS WRITTEN RATIFICATION AND APPROVAL OF THE ACTIONS OF EDWARD KENG AND TAO-YANG HAN, AS THE ONLY VOTING MEMBERS AND DIRECTORS ENTITLED TO VOTE ON THE MATTER, IN THEIR EXPULSION OF YAN-MING LI FROM MEMBERSHIP AND THEIR REMOVAL OF HIM FROM THE BOARD ON MARCH 23, 2009.

A handwritten signature in black ink, appearing to read 'Paul Ling', written over a horizontal line.

Paul Ling, Director and Voting Member
JiuJiao, Inc.

RATIFICATION OF YAN MING LI'S EXPULSION AND REMOVAL

I HEREBY SUBMIT THIS WRITTEN RATIFICATION AND APPROVAL OF THE ACTIONS OF EDWARD KENG AND TAO-YANG HAN, AS THE ONLY VOTING MEMBERS AND DIRECTORS ENTITLED TO VOTE ON THE MATTER, IN THEIR EXPULSION OF YAN-MING LI FROM MEMBERSHIP AND THEIR REMOVAL OF HIM FROM THE BOARD ON MARCH 23, 2009.



Chao King, Director and Voting Member
JiuJiao, Inc.