

AMENDED AND RESTATED BYLAWS

OF

CHINESE FAMILY CAMP, INC.

DATED FEBRUARY 23, 2008

ARTICLE I

Identification and Miscellaneous

Section 1. **NAME.** The name of the corporation is Chinese Family Camp, Inc., an Illinois not for profit corporation (the "Corporation").

Section 2. **REGISTERED OFFICE.** The registered office for the transaction of business of the Corporation is fixed and located in the State of Illinois. The Board of Directors may at any time or from time to time change the location of the registered office from one location to another within Illinois by duly adopted resolution and submission of the appropriate statement to the Secretary of State of Illinois.

Section 3. **REGISTERED AGENT.** The registered agent of the Corporation shall be an individual resident of the State of Illinois. Such an agent will be continuously maintained by the Corporation in the State of Illinois. A new registered agent may be appointed if the office of such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if the Corporation through the Board of Directors revokes the appointment of such agent by duly adopted resolution of the Board of Directors. The appointment of a new registered agent requires the submission of the appropriate statement to the Secretary of State. Such registered agent will be recognized as an agent of the Corporation on whom any process, notices, or demand required or permitted by law to be served on a corporation may be served.

Section 4. **FISCAL YEAR.** The fiscal year of the Corporation shall begin on the 1st day of January in each year and end on the last day of December in the same year; provided, however, that the Board of Directors may, within its sole discretion, designate any other period allowable under the Internal Revenue Code, as amended (or any future federal tax code) (the "Internal Revenue Code") as the fiscal year of the Corporation.

Section 5. **BOOKS AND RECORDS.** The Corporation shall keep correct, accurate minutes of the proceedings of its Board of Directors and committees having any of the authority for the Board of Directors. The Corporation shall also keep the original copy of these bylaws, including all amendments and alterations there to date (the "Bylaws"). Such books and records shall be kept at the registered office of the Corporation. All books and records of the Corporation may be inspected by any director for any purpose at any reasonable time. The right to inspect includes the right to copy; however, the costs of copying are to be paid by the person inspecting the books and records.

Section 6. SEVERABILITY. If any portion or provision of these Bylaws shall for any reason be held by a court of competent jurisdiction to be invalid or unenforceable, the remaining portions or provisions hereof shall nevertheless remain in full force and effect, as if such unenforceable portion of provision had never been a part hereof.

Section 7. GOVERNING LAW. These Bylaws shall be governed by and construed in accordance with the laws of the State of Illinois without regard to conflicts of laws principles.

ARTICLE II

Purposes

Section 1. PURPOSES. The purposes of the Corporation as stated in the Articles of Incorporation are only the following:

(a) The general purpose for which the Corporation is formed is to operate exclusively for such charitable, religious, scientific, or educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(b) The specific purposes for which the Corporation is formed are charitable purposes within the meaning of Section 501(c)(3) of the Code, including, but not limited to: advancing education through promoting knowledge and awareness of Chinese culture, history, and art. No part of the Corporation's net earnings shall inure to the benefit of any director, officer or private individual.

(c) The Corporation shall have and exercise all rights and powers conferred on corporations under the Illinois General Not For Profit Act, provided, however, that the Corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in Subparagraph (a) of this Section 1 of Article II.

(d) Upon the dissolution of the Corporation, any assets remaining after paying or providing for all debts and obligations of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

Members

Section 1. MEMBERS. The Corporation shall have no members.

ARTICLE IV

Board of Directors

Section 1. NUMBER AND QUALIFICATIONS. The affairs and general business of the Corporation shall be managed by a board of not less than five (5) and not more than ten (10) persons (the "Board of Directors"). The first Board of Directors shall be as designated in the Articles of Incorporation of the Corporation, and thereafter it shall be such number as shall have been last specified by resolution (if any) of the Board of Directors. The number of directors may be fixed or changed from time to time, within the minimum and maximum, by the directors without amendment to the Bylaws.

Section 2. QUORUM. A majority of the directors of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. Directors may participate in any meeting of the Board of Directors, and be counted for purposes of determining whether a quorum is present at such meeting, by appearing in person, by telephone or via electronic video; provided, however, that any director who will participate in any meeting by telephone or electronic video must give sufficient notice to the chairperson of the Board of Directors (the "Chairperson") to allow for the provision of the necessary communications equipment.

Section 3. POWERS OF DIRECTORS. Subject to limitations of the Articles of Incorporation and other sections of these Bylaws, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- (a) to select one of their members as chairperson of the Board of Directors who shall call meetings of the Board of Directors and preside at such meetings;
- (b) to conduct, manage, and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with the Articles of Incorporation or these Bylaws;
- (c) to make appointments to committees as deemed desirable; and
- (d) to elect officers and directors of the Corporation.

Section 4. ELECTION OF DIRECTORS. The directors of the Corporation shall be elected at the annual meeting by a quorum of the Board of Directors then in office. Each director shall hold office for a two-year term following his or her election and until his or her successor shall have been elected and qualified.

Section 5. DIRECTOR CLASSES. The directors of the Corporation shall be divided into two classes, designated Class A and Class B, as nearly equal in number as the then total number of directors permits. The term of each director in Class A shall expire at the annual

meeting of the Board of Directors in odd years, beginning in 2009. The term of each director in Class B shall expire at the annual meeting of the Board of Directors in even years, beginning in 2010. The Board of Directors may designate the class of a director, or change the class of a director, by majority vote.

Section 6. **REGULAR MEETINGS.** The annual meeting of the Board of Directors shall be held each year to review operations during the immediately preceding year, elect directors, elect officers, and transact such other business as may be properly brought before the meeting. The Board of Directors shall set the time and place for the annual meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.

Section 7. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

Section 8. **NOTICE.** Written or electronic notice of any meeting of the Board of Directors shall be given to each director at least two days before such meeting at his or her address as shown in the records of the Corporation, except that no meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any meeting of the Board of Directors may be waived in writing by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. **RESIGNATION AND REMOVAL.** Any director may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary. A resignation need not be accepted to be effective.

A director may be removed for cause by an affirmative vote of a majority of the Board of Directors then in office. "Cause" is defined as: (a) acting contrary to the purpose of the organization as determined by the majority vote of the Board of Directors, or (b) being disruptive during meetings as determined by a majority of the Board of Directors.

Section 10. **VACANCIES.** Vacancies on the Board of Directors created by reason of the resignation of a member of the Board of Directors, removal of a member of the Board of Directors, or an increase in the number of directors, shall be filled by appointment of a quorum of the directors then in office, even if less than a quorum of the Board of Directors, or by the sole remaining director. A successor director so elected shall serve for the unexpired term of his or her predecessor.

Section 11. COMPENSATION. No director shall receive any compensation for his or her services as director of the Corporation. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, pursuant to such policies and procedures as may be adopted by the Board of Directors.

Section 12. ACTION WITHOUT MEETING. Any action required by law or these Bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the Illinois General Not For Profit Corporation Act. Any such action may be signed in counterpart.

ARTICLE V

Officers

Section 1. OFFICERS. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and Camp Director. In addition to the powers and duties of the officers of the Corporation set forth in these Bylaws, the officers, agents and employees of the Corporation shall have such powers and perform such duties in the management of the Corporation as the Board of Directors from time to time may prescribe.

Section 2. ELECTION OF OFFICERS. The officers of the Corporation shall be elected for two-year terms by the Board of Directors at the annual meeting. Officers shall be elected from the newly-elected Board of Directors immediately after the election of such directors.

Section 3. TERM OF OFFICE. The officers shall serve for a two-year term and may be re-elected.

Section 4. VACANCIES. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors by a majority vote.

Section 5. REMOVAL OF OFFICERS. Any officer of the Corporation may be removed from office at any time by a vote of the majority of the Board of Directors then in office.

Section 6. PRESIDENT. The President shall be the principal operating officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President may sign contracts or other documents which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

Section 7. VICE PRESIDENT. In the event of the absence or disability of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall also perform such other duties as assigned by the President. The Vice President shall be in training to become the President.

Section 8. SECRETARY. The Secretary shall: (a) record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be a custodian of the corporate records; (d) maintain the files, records and correspondence of the Corporation; and (e) perform all duties incident to the office of the Secretary and such other duties as from time to time may be designated to him or her by the President or by the Board of Directors. The Secretary may delegate the duties of recording and distributing minutes of the meetings of the Board of Directors to another person with the consent of all of the other officers then in office.

Section 9. TREASURER. The Treasurer's duties shall be to perform or oversee: (a) the collection of all monies; (b) all authorized payments; (c) maintenance of complete financial records of all receipts and expenditures of all funds; and (d) such other duties as assigned by the President or directed by the Board of Directors.

Section 10. CAMP DIRECTOR. The Camp Director is responsible for preparing for and coordinating the annual Chinese Family Camp session and all activities related thereto, including, but not limited to, registration of attendees, securing lodging and meals, organizing events and contracting with service providers. These activities shall be executed in coordination and consultation with the other officers of the Corporation.

Section 11. MULTIPLE OFFICES. One person may hold no more than two officer positions.

ARTICLE VI

Committees

Section 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees each of which will consist of two or more directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him or her by law.

ARTICLE VII

Finances

Section 1. PAYMENT OF EXPENSES. The Board of Directors must approve by resolution all payments of expenses until such time as the Board of Directors by resolution adopts other policies and procedures for authorizing payment of expenses by the Corporation.

Section 2. CONTRACTS. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 3. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 5. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII

Amendments

Section 1. AMENDMENTS. The Articles of Incorporation and Bylaws of the Corporation may be amended or revised by the affirmative vote of a quorum of the Board of Directors of the Corporation.

ARTICLE IX

Miscellaneous

Section 1. INDEMNIFICATION. Any person made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such rights of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from this provision.

Section 2. INSURANCE AND OTHER INDEMNIFICATION. The Board of Directors shall have the power to (i) purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been or may be granted by statute and (ii) give other indemnification to the extent permitted by law.