

BY-LAWS OF
ACORN DUAL LANGUAGE COMMUNITY ACADEMY
BUILDING COMPANY

ARTICLE I

Location

The principal office of the corporation shall be at 2169 Stillwater Avenue, St. Paul, MN 55116, or at such other place as the Board of Directors shall designate from time to time. The business of the corporation shall be transacted from the principal office, and the records of the corporation shall be kept there.

ARTICLE II

Members, Meetings of Members

The sole member of this corporation is ACORN Dual Language Community Academy. The Board of Directors of that corporation shall elect the Board of Directors of this corporation on an annual basis, and shall take such other action as is reserved to members of a nonprofit corporation by governing law.

ARTICLE III

Beneficiary Organizations

Section 1. Initial Beneficiary Organization. ACORN Dual Language Community Academy shall be the sole beneficiary organization of this corporation.

Section 2. Method of Selection and Substitution. By a resolution adopted by a majority of the directors present at any regular or special meeting, the Board of Directors of this corporation may select additional beneficiary organizations. However, the Board of Directors may not select additional beneficiary organizations if following such selection the number of directors which could be appointed by beneficiary organizations under this Article III, together with the number of directors at large then serving, would exceed the maximum number of directors permitted by the By-Laws of this corporation. Moreover, the beneficiary organizations of this corporation shall consist only of organizations which are charter schools located in the state of Minnesota and which have been determined by the Internal Revenue Service to be described in Section 501(c)(3) and either Section 509(1)(1) or Section 509(a)(2) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

Board of Directors

Section 1. Authority. The Board of Directors of the corporation shall direct the general management of the corporation's affairs. In addition to the powers conferred upon the Board of Directors by these By-Laws, the board may exercise all powers of the corporation and perform all lawful acts which are not prohibited to it by statute, by the Articles of the corporation or by these By-Laws.

Section 2. Composition and Appointment. The Board of Directors shall be composed of not less than three (3) nor more than five (5) members. The Board of Directors shall be appointed by the sole member of the corporation.

Section 3. Term of Office. Each director of this corporation shall serve until the expiration of his or her term of office, until his or her successor has been appointed or elected and qualified, or until his or her prior death, resignation or removal.

Section 4. Removal. A director of this corporation may be removed at any time by a majority vote of the Board of Directors of the sole member, whenever such removal is deemed to be in the best interests of this corporation and/or its beneficiary organization.

ARTICLE V

Meetings of the Board of Directors

Section 1. Place of Meetings. The Board of Directors may hold its annual and special meetings at such places, within or without this state, as a majority of the members of the Board of Directors may authorize from time to time.

Section 2. Annual Meetings. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall determine. At each annual meeting, the Board of Directors shall elect officers, and shall conduct such other business as may properly come before it.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by: (a) the Chair of the Board of Directors, or (c) two or more members of the Board of Directors. A person entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between five and sixty days after receipt of the request. If the Secretary fails to give notice of the meeting within three days from the day on which the request was made, the person who requested the meeting may fix the time and place of meeting, and give notice thereof.

Section 4. Notice. Written notice of each regular and special meeting of the Board of Directors shall state the time, place and purpose of the meeting. Such notice shall be delivered personally or mailed, first class, postage prepaid, not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available corporate record. Any director may waive notice in writing before, at, or after a meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver of notice unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 5. Voting. At any meeting of the Board of Directors, each director present at the meeting shall be entitled to cast one vote on any question coming before the meeting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any such meeting, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. Except as otherwise provided in these By-Laws, a majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business.

Section 6. Action in Writing. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized by a written instrument signed by all of the directors.

Section 7. Meeting by Means of Conference Telephone. Members of the Board of Directors of the corporation, or any committee designated by the Board of Directors, may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE VI

Officers

Section 1. Election. The following officers of this corporation shall be elected annually at a meeting of the Board of Directors of the corporation, for a term of one year, which term shall begin at the termination of the annual meeting: (a) a Chair of the Board of Directors, (b) one or more Vice Presidents, (c) a Secretary, and (d) a Treasurer. The Board of Directors may elect such other officers as it shall determine from time to time.

Section 2. Chair of the Board of Directors. The Chair of the Board shall be the chief executive officer of the corporation and shall preside at meetings of the Board of Directors. S/he shall execute all contracts or instruments requiring an officer's signature.

unless the Board directs otherwise. The Chair shall have the general powers and duties usually vested in the office of a President of a corporation and shall have such other duties and exercise such other powers as the Board of Directors shall prescribe from time to time.

Section 3. Vice Presidents. The Vice President, or Vice Presidents in case there be more than one, shall have such powers and perform such duties as the Chair or the Board of Directors may prescribe from time to time. In the absence of the Chair or in the event of his or her death, inability of refusal to act, the Vice President, or Vice Presidents in the order established by the Board of Directors, shall perform the duties of the Chair, and, when so acting, shall have all the powers of, and be subject to all of the restrictions upon, the Chair.

Section 4. Secretary. The Secretary shall record all proceedings of the meetings of the Board of Directors in a book to be kept for that purpose. He or she shall give, or cause to be given, all notices of meetings of the Board of Directors and all other notices required by law or by these By-Laws, and in the case of his or her absence, refusal or neglect to do so, the Chair or other officer may give any such notice. The Secretary shall be the custodian of all books, correspondence and papers relating to the business of the corporation, except those maintained by the Executive Director or the Treasurer. The Secretary shall prepare and present to the Board of Directors such reports as the Board may request at such time as it may designate. The Secretary shall have such other powers and perform such other duties as the Board of Directors shall prescribe from time to time.

Section 5. Treasurer. The Treasurer shall be the chief financial officer of the corporation. He or she shall have custody of all funds and securities of the corporation and shall disburse the funds of the corporation as may be ordered from time to time by the Executive Director or the Board of Directors. When necessary and proper, the Treasurer shall endorse on behalf of the corporation all checks, drafts, notes and other obligations and evidences of the payment of money payable to this corporation, and shall deposit the same, together with all other funds of the corporation coming into his possession, in such banks as may be selected by the Board of Directors. He or she shall keep full and accurate financial records for the corporation, which shall be open at all time to the inspection of the Board of Directors. The Treasurer shall have such other powers and perform such other duties as the Board of Directors shall prescribe from time to time.

ARTICLE VII

Committees

Section 1. Executive and Other Committees. The Board of Directors may act through an Executive Committee or such other committees as may be specified in resolutions adopted by the Board of Directors. Each such committee shall have the duties and

responsibilities imposed on it from time to time by the Board of Directors, and shall at all times be subject to the direction of the Board of Directors.

Section 2. Ex Officio Member. The Executive Director of this corporation, or a representative appointed by the Executive Director, shall be an ex officio member, without voting rights, or each committee of the corporation.

ARTICLE VIII

Fiscal Year

The fiscal year of this corporation shall be the twelve-month period established by a resolution of the Board of Directors. However, the first fiscal year of the Corporation may be a shorter period if permitted by law and established by a resolution of the Board of Directors.

ARTICLE IX

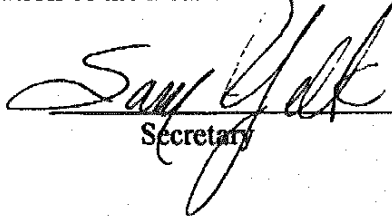
Miscellaneous

Section 1. Amendments. The Board of Directors may amend this corporation's Articles of Incorporation and these By-Laws to omit or include any provision which could be lawfully omitted or included at the time of such amendment. Any number of amendments, or an entire revision of the Articles of Incorporation or By-Laws, may be voted upon at a meeting of the Board of Directors and shall be adopted at such meeting upon receiving an affirmative vote of two-thirds of the directors who are present at the meeting and entitled to vote on the proposed amendment or revision.

Section 2. Indemnification. This corporation shall indemnify its officers, directors, members, employees and agents against any judgments, penalties, fines, settlements and reasonable expenses, including attorneys' fees, and disbursements incurred by such persons in connection with a proceeding in which they are or are threatened to be made a party by reason of their action on behalf of the corporation. In order to avail himself or herself of this indemnification provision, however, a person must: (1) not already be indemnified by another organization in connection to the same proceeding and the same acts or omissions; (2) have acted in good faith with respect to the acts or omissions complained of; (3) have received no improper personal benefit; (4) in the case of a criminal proceeding, have had no reasonable cause to believe his or her conduct was unlawful; (5) in the case of a civil proceeding, have reasonably believed that he or she was acting in the best interests of the corporation.

The undersigned, as Secretary of ACORN Dual Language Community Academy Building Company, a Minnesota nonprofit corporation, hereby certifies that the foregoing By-Laws

of the Corporation were adopted by resolution of the Board of Directors at a meeting held on March 2, 1999.


Secretary