

BYLAWS

OF

LA RED, INC.

A Texas Non-Profit Corporation

ARTICLE I

NAME, LOCATION & OFFICES

1.01 Name. The name of this Corporation is LA RED, INC. (“Corporation”).

1.02 Principal Office. The principal office of the Corporation is located in El Paso, Texas, with the initial registered office of the Corporation being 201 E. Main, 13th Floor, El Paso, Texas 79901. For the purpose of these Bylaws, any reference to the “principal office” of the Corporation shall be deemed to refer to such location or such other location as may be determined by the Board of Directors and set forth in a resolution duly adopted. The Corporation may have such other offices, either within or without the State of Texas, as the business of the Corporation may require and the Board of Directors may determine.

ARTICLE II

SEAL

No corporate seal will be required.

ARTICLE III

BUSINESS OF THE CORPORATION

3.01 Purpose.

A. Notwithstanding any provision in these Articles to the contrary, the Corporation is organized and shall at all times be operated exclusively as a non-profit business league and trade association as described in Section 501(c)(6) of the Internal Revenue Code (“Code”).

B. Subject to the provisions of Paragraph “A” above of this Article III, the Corporation is empowered to perform and transact such other business as may be permitted corporations exempt from tax under section 501(c)(6) of the Code and incorporated under the Texas Business Organizations Code (the “Act”).

C. The primary purpose of the Corporation shall be to improve business conditions in the hispanic community provided, however, that a secondary purpose of the Corporation shall be to promote the common good and general welfare of the people of the hispanic community.

D. Subject to the limitations set forth above in Paragraph "A" of this Article III, the general purposes and powers for which the Corporation is organized are to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Texas, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property.

E. Notwithstanding any other provision of this Certificate of Formation to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(6) of the Code (or the corresponding provision of any future United States Internal Revenue law).

C. The primary purpose of the Corporation shall be to improve business conditions in the hispanic community provided, however, that a secondary purpose of the Corporation shall be to promote the common good and general welfare of the people of the hispanic community.

F. No part of the activities of the Corporation shall involve the performance of particular services for individual purposes.

G. Without limiting the purposes which the Corporation may undertake under applicable law as contemplated in Paragraph "A" of this Article III, the specific purposes for which the Corporation is organized are as follows:

1. to encourage, foster and stimulate commerce, trade, business, finance, agriculture, industry and the general welfare in the hispanic community;

2. to promote the creation and retention of jobs and employment opportunities in the hispanic community;

3. to maintain close liaison with local, state, federal, and other governmental agencies and political bodies operating within or impacting the hispanic community in order to foster cooperation and to engender mutual support of common goals and objectives;

4. to encourage and develop programs that will promote stability and growth to retain business in the hispanic community;

5. to attract and maintain a high level of skilled and professional individuals in the labor force of the hispanic community;

6. to encourage a diverse and broad based economy in the hispanic community;

7. to maintain and promote favorable international relations with Mexico and especially with the City of Juarez in order to foster cooperation and to engender mutual support of common goals and objectives;

8. to acquaint and inform the public as to the objectives of the Corporation and to stimulate public opinion and community involvement on these objectives; and

9. to promote the importance of hispanic entrepreneurs and small business in the community.

10. to support new entrepreneurs in their business endeavors to foster economic growth in the hispanic community; and

11. to eliminate prejudice and discrimination against the hispanic community.

ARTICLE IV

MEMBERS

4.01 Membership. The Corporation shall have one (1) class of Members. These Members of the Corporation shall be those persons described in this Article IV. Membership shall be open to all applicants who are interested in the Corporation and whose membership has been approved by the Board of Directors. The term “Member” as used hereafter in these Bylaws, shall refer to Members who satisfy the requirements listed in Article 4.02.

4.02 Membership Prerequisites. A Member shall be:

1. A person who is a professional, executive, or entrepreneur.
2. A person whose application has been approved by a majority vote of the Board of Directors.

For purposes of these Bylaws, “person” shall have the meaning provided to such term under the Texas Business Organizations Code.

4.03 Duties and Obligations of Members. The duties and obligations of Members are to:

1. Timely pay dues. Dues shall be payable on or before the first day of the month. If dues have not been paid by the 21st day of the month, a Member may be dropped from the membership roll.
2. Regularly attend and participate at meetings.
3. Conduct themselves in a courteous and professional manner.
4. Actively engage in activities that will further the Corporation’s goals.

5. Promptly notify the Board of any change of address, phone number, e-mail, or any other relevant contact information.

4.04 Rights of Members.

1. Attend and participate at Member Meetings.
2. Propose initiatives, suggestions, or any relevant actions to the Board of Directors.
3. File grievances for consideration by the Board of Directors.
4. Be eligible to serve as a Director or Committee Member.
5. Any such other rights granted to Members under these Bylaws.

4.05 Annual Meeting of Members. The annual meeting shall be held during the month of October of each year. The first annual meeting of the Members shall be held in October of 2011, at a time and place to be designated by the Board of Directors, for the transaction of such business as may come before the meeting including the election of Directors.

4.06 Special Meetings of Members. Special meetings of the Members may be called by the President of the Corporation (the "President"), a majority the Board of Directors, or by notice issued by a two-thirds (2/3) majority of the Members.

4.07 Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of Members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) calendar days before the date of the meeting, either personally, fax, email or by mail to each Member, by or at the direction of the President, the Secretary/Treasurer of the Corporation (the "Secretary"), or the officer or person calling the meeting.

4.08 Fixing of Record Date. For the purpose of determining Members entitled to notice of or to vote at any meeting of the Corporation's Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board of Directors of the Corporation may fix a date in the future not to exceed sixty (60) days. If a record date is not fixed for the purpose of determining the Members entitled to notice of a meeting of the Members, voting Members at the close of business on the business day preceding the date on which notice is given, or if notice is waived, at the close of business on the business date of the meeting, are entitled to notice of the meeting. If a record date is not fixed for the purpose of determining the Members entitled to vote at a meeting of Members, Members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting. If a record is not fixed for the purpose of determining the Members entitled to exercise any rights regarding other lawful action, Members at the close of business on the date on which the Board of Directors adopts the resolution relating to the record date or the sixtieth (60th) day before the date of the other action, whichever is later, are entitled to exercise those rights.

4.09 Voting Privileges. All Members in good standing shall be entitled to notice of and to attend all meetings of the Corporation, and to vote on any matter to which Members shall vote or consent to any matter in lieu thereof. Notwithstanding anything else in these Bylaws to the contrary, no Member shall be entitled to vote at any meeting of Members or consent to any matter in lieu thereof, unless such Member shall be current in the payment of the Members' dues payment obligations as then required by the Corporation.

4.10 Quorum and Voting. Except as otherwise provided by law, by the Certificate of Formation or by these Bylaws, two-thirds (2/3) of the Members entitled to vote represented in person or by proxy shall constitute a quorum at any Meeting of the Members. If, at any meeting of the Members there is less than a quorum present, a majority of those present may adjourn the meeting. Each Member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Members. Unless the vote of a greater number is required by law, the Certificate of Formation, or these Bylaws, the act of two-thirds (2/3) of the Members present at the meeting and entitled to vote of which quorum is present shall be the act of the Members. A Member may vote in person or by proxy executed in writing by the Member or by his/her duly authorized representative. The President shall preside at each meeting of the Members, and in the absence of such Officer, a person appointed at the meeting shall perform the duties. The foregoing rules shall not apply to any meeting of the Board of Directors.

4.11 Conduct of Business. At meetings of the Members, matters pertaining to the furtherance of the Corporation's business purposes may be conducted. The Members may establish the rules and procedures for their meetings, keep regular minutes of their meetings, and cause such minutes to be recorded in books kept for that purpose in the principal business office of the Corporation.

4.12 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, email, or fax setting forth the action to be taken, is approved by a majority of the Members entitled to vote with respect to the subject matter thereof.

4.13 Sanction, Suspension, or Termination of Members. The Board of Directors may impose reasonable sanctions on a Member, or suspend or expel a Member from the Corporation for good cause after a hearing. Good cause includes the default of an obligation to the Corporation to pay fees or dues for a period of thirty (30) days following delivery of notice of default, or a material and serious violation of the Corporation's Certificate of Formation, Bylaws, or of law. The Board of Directors may not take any action against a Member without giving the Member adequate notice and an opportunity to be heard. To be adequate, notice shall be in writing, and delivered at least fourteen (14) days prior to the hearing. However, shorter notice may be deemed adequate if the Board of Directors determines that the need for a timely hearing is included in the notice. The notice shall be effective upon mailing. A Member shall have the right to be represented by counsel at and before the hearing. Subject to this Section 4.12, the Board of Directors may impose sanctions, suspend a Member, or expel a Member by vote of a majority of directors.

4.14 Resignation of Members. Any Member may resign from the Corporation by submitting a written resignation to the Secretary of the Corporation or by failing to pay dues imposed by the Board. Such resignations need not be accepted by the Corporation to be effective. A Member's resignation shall not relieve the Member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.

4.15 Reinstatement of Members. A former Member may submit a written request for reinstatement of membership. The Board of Directors, or a committee designated by the Board of Directors to handle the matter, may reinstate membership on any reasonable terms that the Board of Directors or committee deems appropriate.

4.16 Waiver of Interest in Corporate Property. All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation. A Member shall have no interest in specific property of the Corporation. Each Member hereby expressly waives the right to require partition of all or part of the Corporation's property.

ARTICLE V

BOARD OF DIRECTORS

5.01 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and management of the business and affairs of the Corporation as they may deem proper, not inconsistent with the laws of the State of Texas, the Certificate of Formation of this Corporation, or these Bylaws. The Board of Directors shall cause an examination to be made annually of the books and records of the Corporation by an accountant or other qualified person to be selected by the Board of Directors.

5.02 Election, Number, and Qualification. At each annual meeting and any special meeting of Members held for the purpose of electing Directors, Members shall elect Directors upon the affirmative vote of at least two-thirds (2/3) majority of all Members entitled to vote thereon at any annual or special meeting of Members. The number of Directors of the Corporation shall be an odd number consisting of no less than three (3) nor more than seven (7). Notwithstanding anything in these Bylaws to the contrary, if the Members fail to elect Directors at an annual or special meeting of the Members, then the previous year's Directors shall continue to hold office as Directors until their successors are duly elected.

5.03 Regular Meeting. A regular meeting of the Board of Directors shall be without other notice than this bylaw immediately after, and at the same place as, the Annual Meeting of the Members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

5.04 Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or any two (2) Directors. The President may fix any place, either

within or out of the State of Texas, as the place for holding any special meeting of the Board of Directors called by them.

5.05 Notice. Notice of the annual or any special meeting shall be given at least ten (10) days previously thereto by written notice delivered personally or mailed to each Director at his or her business address, by mail, by facsimile transmission, or by telegram by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where 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. Neither the business to be transacted at, nor the purpose of, any regular meeting or special meeting of the Board of Directors need be specified in the notice or waiver notice of such meeting.

5.06 Quorum. A simple majority of the 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 such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Board of Directors.

5.07 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

5.08 Informal Action by Directors. Unless specifically prohibited by the Certificate of Formation of this Corporation or these Bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at such a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Directors entitled to vote with respect to the subject matter thereof as the case may be. Any such consent signed by the Directors shall have the same effect as a unanimous vote at a meeting, and may be stated as such in any document filed.

5.09 Vacancies. Any vacancy occurring in the Board of Directors by reason of the resignation, removal, or death of a Director shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

5.10 Compensation. Directors of the Corporation shall not receive any compensation for their service as directors.

5.11 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

5.12 Term. Directors shall be elected to staggered terms of two (2) years and hold office for a two (2) year term, or until the election and qualification of his or her successor.

5.13 Removal. Any Director may be removed, with cause, at any meeting of the Members called expressly for that purpose, for which removal has been included in the meeting agenda distributed to the Members in advance of the meeting. Notwithstanding the foregoing, any Director may be removed, with or without cause, at any meeting of the Board of Directors called expressly for that purpose, by a vote of the majority of the Directors present at the meeting. Furthermore, notwithstanding the above to the contrary, if a Director is expelled as a Member, the Director shall automatically be removed as a Director without the need of the Board of Directors' approval.

ARTICLE VI

OFFICERS

6.01 Number. The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary and such assistant treasurers, assistant secretaries, or other officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The offices of President, Vice President, Treasurer, and Secretary shall be occupied only by members of the Board of Directors.

6.02 Election and Term of Office. The initial officers of the Corporation shall serve until the first annual meeting of the Board of Directors. Thereafter, the officers of the Corporation shall be elected by the Board of Directors for two (2) year terms at the meeting of the Board of Directors held after each annual meeting of Members, subject to Section 6.09 of these Bylaws. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner set forth for that purpose. Election or appointment of an officer or agent shall not of itself create contract rights.

6.03 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

6.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

6.05 President. The President shall be the principal executive officer of the Corporation and shall call and preside over meetings of the Board of Directors and shall exercise such powers as may be delegated to him or her by the Board of Directors and shall in general supervise and control all of the business and affairs of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.06 Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President may sign any instruments the Board of Directors has authorized to be executed, with the Secretary or any assistant secretary; and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

6.07 Treasurer. The Treasurer shall:

A. Have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and

B. In general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

6.08 Secretary. The Secretary shall:

A. Keep 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 custodian of the Corporation records; and

D. In general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

6.09 Automatic Succession of Certain Officer Positions. The Vice-President from the preceding year shall, unless removed in a manner consistent with these Bylaws, automatically succeed to the office of President.

6.10 Compensation. Officers of the Corporation shall not receive any compensation for their service as officers; however, upon resolution duly adopted by the Board of Directors, Officers may receive reimbursement for any expenses they reasonably incur on behalf of the Corporation.

ARTICLE VII

CONTRACTS, LOANS, CHECKS & DEPOSITS

7.01 Contracts. Contracts entered into in the ordinary course of business may be signed by the President of the Corporation; provided further, however, that any contract which is executed on behalf of the Corporation which is not in the ordinary course of business shall first be authorized by the Board of Directors and shall be signed by the President of the Corporation. The Board of Directors may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument which is in the ordinary course of business in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.02 Loans. No loans shall be contracted on behalf of the Corporation and no evidence 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.

7.03 Checks and Drafts. All payments from corporate funds shall be made by check to be signed by the President or by any other person duly designated by a resolution passed by the Board of Directors, or by an employee of the Corporation who may be designated by a resolution passed by the Board of Directors.

7.04 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

COMMITTEES

8.01 Membership. The Board of Directors, by resolution adopted by it at a regularly scheduled meeting, may designate one (1) or more committees, each of which shall have and may exercise all of the authority delegated to it by the Board in such resolution. Each committee so designated shall consist of three (3) or more persons, a majority of whom are Directors of the Corporation. The remaining Members of the committee need not be Directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any Member thereof, of any responsibility imposed upon it by law.

8.02 Creation of Other Committees. The Board may also create other committees not having and exercising any delegated authority of the Board in the management of the Corporation. In this case, membership on such committees may but need not be limited to Directors and a majority of Members need not consist of Directors.

8.03 Term of Office. Each Member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such Member be removed from such committee, or unless such Member shall cease to qualify as a Member thereof.

8.04 Chairman. One Member of each committee shall be appointed chairman by the person or persons authorized to appoint the Members thereof.

8.05 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.06 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

8.07 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

9.01 Right to Indemnification. The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, by reason of the fact that that person is or was a Director, officer, employee, or agent of the Corporation. Indemnification shall be against all reasonable expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the Corporation or is found liable on the basis that he or she improperly received personal benefit, indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and shall not be made in respect of any

proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Corporation.

9.02 Limitations on Indemnification.

A. No indemnification shall be made for obligations resulting from a proceeding in which the person is found liable on the basis that personal benefit was improperly received by him or her, or from a proceeding in which the person is found liable to the Corporation.

B. Indemnification under this Bylaw shall be available only after a determination has been made that the person acted in good faith and:

(1) In the case of conduct in an official capacity, reasonably believed his or her conduct to be in the best interests of the Corporation, or

(2) In all other cases, reasonably believed his or her conduct to be at least not opposed to the best interests of the Corporation.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself be determinative that the person failed to act in accordance with these requirements. A person shall be deemed to have been found liable in respect of any claim, issue, or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals from the judgment.

C. The determination of indemnification required by Paragraph (b) above, must be made:

(1) By majority vote of a quorum of Directors not named as defendants or respondents in the proceeding; or

(2) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated by majority vote of all Directors, consisting of two or more Directors not named defendants or respondents in the proceeding; or

(3) By special legal counsel selected by the Board of Directors or by a committee of the Board by vote as set forth in Subparagraphs (1) or (2) above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

Authorization of indemnification and determination of reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified in subparagraph (3) above, for the selection of special legal counsel.

9.03 Indemnity for Successful Defense. In spite of any limitations set forth in Paragraphs 9.01 and 9.02, above, to the extent that any person has been wholly successful on the merits or otherwise in defense of any proceeding referred to in those paragraphs, that person shall be indemnified against all reasonable expenses incurred by him or her, including, without limitation, attorneys' fees, court costs, and expert witness fees.

9.04 Advancement of Expenses. Reasonable expenses incurred by a Director, officer, employee, or agent of the Corporation who was, is, or is threatened to be made a named defendant or respondent in an action, suit, or proceeding may be paid or reimbursed by the Corporation in advance of the final disposition as authorized by the Board of Directors. Before authorizing the advance, the Board of Directors must determine that under the facts then known indemnification would not be precluded under these Bylaws. In addition, the Board must receive:

A. A written affirmation by the Director, officer, employee, or agent involved of that person's good faith belief that he or she had met the standard of conduct necessary under these Bylaws for indemnification; and

B. A written undertaking by or on behalf of the Director, officer, or employee involved to repay the expenses if it is ultimately determined that he or she had not met the standard of conduct necessary under these Bylaws for indemnification.

9.05 Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed to be exclusive of any other rights to which any person indemnified may be entitled under any regulation, agreement, or vote of the disinterested Directors or otherwise. The indemnification provided by this Article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the Corporation or any person referred to in this Article may have or acquire under the laws of the state of Texas. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this Article.

9.06 Insurance. The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a Director, officer, employee, or designated agent of the Corporation or who is or was serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, Director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against and incurred by that person in his or her status as such, whether or not the Corporation would have the power to indemnify him or her under the provisions of this Article. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the Directors. Without limiting the Corporation's power to procure or maintain any kind of insurance or other arrangement, the Corporation, for the benefit of persons it has indemnified, may (1) create a trust fund; (2) establish any form of

self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the Corporation's assets or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangements and the identity of the insurer or other person participating in an arrangement shall be conclusive, and the insurance or arrangement shall not be voidable and shall not subject the Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE X

DISSOLUTION & WINDING UP

10.01 Winding Up. Upon the necessity for the dissolution and/or winding up of the Corporation, the Board shall oversee such process and ensure compliance with all relevant provisions of the Texas Business Organizations Code and other applicable state and federal statutes.

10.02 No Rights of Board Member to Assets. Upon Dissolution of the Corporation, no Member shall have any rights nor shall receive any assets of the organization. The assets of the Corporation are permanently dedicated to a tax-exempt organization for the purposes set forth in the Certificate of Formation and these Bylaws. In the event of dissolution of the Corporation, the assets, after payment of any debts, will be distributed to an organization which itself is tax-exempt under provisions of Section 501(c)(3) of the Internal Revenue Code as stated in the Corporation's Certificate of Formation.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of the month of December of each year.

ARTICLE XII

AMENDMENTS

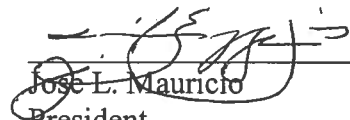
These Bylaws and the Certificate of Formation may be altered, amended or repealed at any time but only upon the affirmative vote of at least two-thirds (2/3) of all votes of Members entitled to vote thereon at any annual or special meeting of Members; provided that written notice

describing the proposed amendment(s), shall be provided to each such Member prior to the meeting.

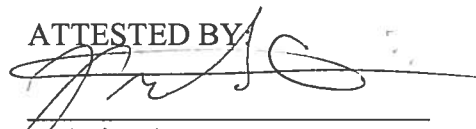
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DATED this 3rd day of January, 2011.

I, Jose L. Mauricio, President of the said Corporation, do hereby certify that the foregoing is a true and correct set of the Bylaws of the Corporation duly adopted by the Board of Directors as of the date so stated.



Jose L. Mauricio
President

ATTESTED BY


Federico Sosa
Secretary