

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING
OF

Movimiento Familiar Cristiano Catolico USA
File Number: 800882491

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 10/09/2007

Effective: 10/09/2007



A handwritten signature in cursive script, reading "Phil Wilson".

Phil Wilson
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

OCT 09 2007

ARTICLES OF INCORPORATION Corporations Section
OF
MOVIMIENTO FAMILIAR CRISTIANO CATOLICO USA
(a Texas Nonprofit Corporation)

I, the undersigned natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as the incorporator of a Corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is Movimiento Familiar Cristiano Catolico USA.

ARTICLE II

The purpose for which the Corporation is organized is to operate exclusively for religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (hereinafter referred to as the "Code").

ARTICLE III

The Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or as a corporation contributions to which are deductible under Section 170(a)(1) of the Code by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code.

ARTICLE IV

The period of the Corporation's duration is perpetual.

ARTICLE V

The street address of the initial registered office of the Corporation is 12551 Chalmette, Houston, Texas 77015 and the name of its initial registered agent at such address is Mario E. Figueroa.

ARTICLE VI

The full and complete management and control of the Corporation shall be vested in its board of directors, the number of which shall be subject to change from time to time; provided, however, that the number of directors shall never be less than three (3). The number of directors constituting the initial board of directors of the Corporation is three, and the names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

NAME:

ADDRESS:

Mario E. Figueroa

12551 Chalmette, Houston, TX 77015

Rev. Rafael Davila

9845 Memorial Dive, Houston, TX 77024

Juan D. Rodriguez

2610 John Ralston Road, Houston, TX 77023

ARTICLE VII

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a trustee, 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, to the fullest extent that a corporation may grant indemnification to a director under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended.

If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Texas Non-Profit Corporation Act, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or any committee thereof, special legal counsel, or members, if any) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board of directors or any committee thereof, special legal counsel, or members, if any) that such indemnification or advancement is not permissible shall be a defense

to the action or create a presumption that such indemnification or advancement is not permissible.

In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members, if any, or directors, agreement, or otherwise. To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this article shall extend to proceedings involving the negligence of such persons. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

The Corporation may purchase and maintain insurance on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against that liability under this Article or by statute.

Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article and no insurance may be maintained on behalf of any person if such indemnification or maintenance of insurance would subject the Corporation or such person to income or excise tax under the Code, including any tax asserted under Chapter 42 of the Code. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

ARTICLE VIII

To the fullest extent permitted by applicable law, no director of the Corporation shall be liable to the Corporation for monetary damages for an act or omission in such director's capacity as a director of the Corporation, except that this paragraph shall not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (1) a breach of such director's duty of loyalty to the Corporation;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such director's office; or

- (4) an act or omission for which the liability of such director is expressly provided for by statute.

Any repeal or amendment of this paragraph by the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions, a director shall not be liable to the Corporation to such further extent as permitted by any law hereafter enacted, including without limitation, any subsequent amendments of the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act.

ARTICLE IX

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in its Board of Directors.

ARTICLE X

The Corporation shall have a membership distinct from the board of directors. The authorized number and qualification of the members of the Corporation; the manner of their admission; the different classes of membership, if any; the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof; shall be set forth in the bylaws. The Corporation shall be non stock and no dividends or pecuniary profits shall be declared or inure to the members. There shall be no personal liability of members for corporate obligations.

ARTICLE XI

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director, officer or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XII

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

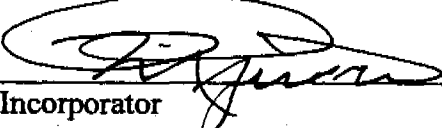
ARTICLE XIII

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute such assets to such other eligible organization or organizations (as hereinafter defined) as the board of directors shall determine exclusively in furtherance of purposes under Section 501(c)(3) of the Code. For purposes of this article, "eligible organization" shall refer to an organization exempt from federal income tax as an organization described in Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(a)(1) of the Code by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code.

ARTICLE XIV

The name of the incorporator of the Corporation is Mario E. Figueroa and the address of the incorporator is 12551 Chalmette, Houston, Texas 77015.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereto set my name this 5th day of OCTOBER, 2007.


Incorporator

**BYLAWS
OF
MOVIMIENTO FAMILIAR CRISTIANO CATOLICO USA**

(a Texas nonprofit corporation)

ARTICLE I

Purpose

1.1 **Purpose.** The purpose for which the Corporation is organized is to operate exclusively for religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax law (hereinafter referred to as the "Code").

ARTICLE II

Offices

2.1 **Offices.** The Corporation may have such offices, either within or without the State of Texas, as the board of directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE III

Members

3.1 **Members.** The following individuals and entities shall be eligible for membership: any Movimiento Familiar Cristiano federation; officers and directors of Corporation; and spiritual advisors of Corporation. Voting shall be limited to one vote per individual or federation (each federation shall be represented by its federation president). The members shall elect the Board of Directors and the president. The membership shall meet every three years for elections, and also extraordinarily when the Board of Directors decides that it is necessary, or when a majority of the federations request an extraordinary meeting.

ARTICLE IV

Board of Directors

4.1 **General Powers.** The affairs of the Corporation shall be managed by its board of directors. Such board may exercise all powers granted to the Corporation and do all lawful acts required by the affairs of the Corporation so long as the exercise of such powers and the doing of such acts are consistent with the Corporation's prescribed purpose.

4.2 **Number and Qualifications.** The number of directors that shall constitute the board of directors shall be not less than three (3). The first board of directors shall consist of the

number of directors named in the Articles of Incorporation. Thereafter, the number of directors shall be determined from time to time by resolution of the board of directors at any meeting thereof. A director need not be a resident of the State of Texas.

A director must meet the following requirements: (1) be an active member of the federation where they reside; (2) has been president of the national association or a federation of Movimiento Familiar Cristiano or a regional delegate; (3) be in communion with the Bishop of their Diocese; and (4) be registered in a parish.

4.3 Tenure. Each director shall hold office until the next triennial election of directors, and thereafter until his or her successor shall have been elected and qualified (unless the board has determined to reduce the number of directors and has for this reason elected no successor to the director in question), or until his or her earlier death, resignation, retirement, disqualification or removal from office. The members of the initial board of directors named in the Articles of Incorporation shall serve until the first triennial election of directors and thereafter until their successors are elected and qualified, or until their earlier death, resignation, retirement, disqualification or removal from office. A director may serve for more than one (1) term. A director may be removed from the board by the affirmative vote of a majority of the directors then serving.

4.4 Triennial. The directors for the ensuing year shall be elected at a meeting of the board of directors held for the purpose of conducting the triennial election and for any other proper purpose. The triennial election of directors shall be held at a date, time, and place to be determined by the board. Any director whose term of office has expired may be elected to succeed him or herself.

4.5 Special Elections. Special elections may be called by the president or the board of directors at any time to fill vacancies or to increase the membership of the board of directors.

4.6 Place of Election. The board of directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual election or for any special election.

4.7 Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the triennial election of directors. The board of directors may provide by resolution the date, time, and place, either within or without the State of Texas, for the holding of additional regular meetings of the board without other notice than such resolution.

4.8 Special Meetings. Special meetings of the board of directors may be called by or at the written request of the president or any two (2) directors. The person or persons authorized to call special meetings of the board may fix any date, time, and place, either within or without the State of Texas, for holding any special meeting of the board called by them.

4.9 Resignation. Each director shall have the right to resign at any time upon written notice thereof to the president or secretary of the Corporation. Unless otherwise specified in the

notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

4.10 Vacancies. Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the remaining directors (even though less than a quorum) unless the board has determined to reduce the number of directors and for this reason elects no successor. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

4.11 Notice.

(a) Method and Timing. Notice of any special meeting of the board of directors shall be given to each director at least five (5) days prior to the meeting. Notice shall be given (i) by written notice delivered personally, (ii) by written notice sent by mail, telegram, email, or fax to the director's mailing address, email address, or fax number as shown by the records of the Corporation, or (iii) by telephone. 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. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company for transmission. If delivered by email, such notice shall be deemed to be delivered when the email is sent, provided that the sender does not subsequently receive notice that the email transmission was not delivered to the designated email address. If delivered by fax, such notice shall be deemed to be delivered when the fax transmission indicates that the fax has been sent without error to the designated fax number. If delivered by telephone, such notice shall be deemed to be given at the time the telephone message shall reach and be communicated to a responsible individual at the phone number listed for a director's residence or place of business.

(b) Waiver. Any director may waive notice of any meeting by a writing signed by the director, whether signed before or after the holding of such meeting, and such written waiver, when signed, shall be deemed the equivalent of the giving of such notice. 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 thereat because such meeting is not lawfully called or convened.

(c) Business to Be Transacted. The business to be transacted at any regular or special meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

4.12 Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Directors present by proxy shall not be counted in determining whether a quorum is present at any meeting of the board. A director shall be considered present at any meeting of the board if during the meeting he or she is in radio or telephone communication with the other directors participating in the meeting.

4.13 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, by the Articles of Incorporation, or by these bylaws.

4.14 Procedure; Minutes. At meetings of the board of directors, business shall be transacted in such order as the board of directors may determine from time to time. The board of directors shall appoint at each meeting a person to act as secretary of the meeting. The secretary of the meeting shall prepare minutes of the meeting which shall be delivered to the secretary of the Corporation to be placed in the minute books of the Corporation.

4.15 Action by Written Consent. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting 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 be placed in the minute book of the Corporation, and shall have the same force and effect as a unanimous vote of the directors taken at an actual meeting.

4.16 Validation of Actions by Consent. All actions taken at a meeting of the board of directors which is not regularly called or noticed shall be valid as if taken at a meeting regularly called and noticed if each director either consents in writing or is present at such meeting and does not object to the meeting being held. At such meeting any business may be transacted which is not accepted from the written consent or which is not objected to at such meeting for want of notice. If any meeting of the board of directors is irregular for want of notice, the proceedings of such meeting may be ratified, approved and rendered valid, and the irregularity or defect therein waived, by a writing signed by all directors, provided a quorum was present at such meeting.

4.17 Proxies. Except as otherwise prohibited herein, a director may vote by proxy at any meeting of the board of directors if the proxy is executed in writing by that director. Each such proxy shall be revocable unless expressly provided therein to be irrevocable or otherwise made irrevocable by law.

ARTICLE V

Officers

5.1 Officers. The officers of the Corporation shall be chosen by the board of directors and shall consist of a president; one (1) or more vice-presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one (1) or more assistant secretaries, and one (1) or more assistant treasurers, for such terms as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

5.2 Election and Term of Office. The officers of the Corporation shall be elected triennially by the board of directors at the regular triennial meeting of the board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as

possible. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor, if any, shall have been duly elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office.

5.3 Removal. Any officer elected or appointed by the board of directors may be removed by the board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not of itself create any contract rights in such officer unless otherwise provided in the Articles of Incorporation or these bylaws.

5.4 Vacancies. A vacancy occurring in any office due to death, resignation, removal, disqualification, or other cause, may be filled by the board of directors for the unexpired portion of the term of office left vacant.

5.5 President. The president shall place into operation such policies as shall be decided upon by the board of directors and communicated to the president. The president shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the affairs of the Corporation. The president may, at the option of the board, preside at all meetings of the board of directors. The president may sign, with the secretary or any other proper officer of the Corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized, generally or specifically, to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, by these bylaws, or by statute, to some other officer or agent of the Corporation; and, in general, the president 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.

5.6 Vice-President. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president, or in the event there be more than one vice-president, the vice-president designated by the board, shall perform the duties of the president, and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. Any vice-president 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.

5.7 Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) 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 (c) 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. In addition to fulfilling the foregoing duties, the treasurer shall render to the president and the board of directors, at the regular meeting of the

board, or when the board so requires, an account of all of his or her transactions as treasurer and of the financial condition of the Corporation.

5.8 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 corporate records and of the seal, if any, of the Corporation; and (d) in general, perform all 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.

5.9 Assistant Treasurers and Assistant Secretaries. If required by the board of directors, the assistant treasurers, if any, shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, if any, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.

5.10 Compensation of Officers. The salaries, if any, of all officers of the Corporation shall be fixed by a written resolution duly adopted by the board of directors.

ARTICLE VI Miscellaneous

6.1 Contracts. The board of directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these bylaws, 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.

6.2 Checks, Drafts, or Orders for Payment. All checks, drafts, or 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, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the president of the Corporation.

6.3 Deposits. All funds of the Corporation 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.

6.4 Acceptance of Gifts. The board of directors or the president may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation and may give appropriate receipt therefore.

6.5 Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is not permitted to be taken or carried on by an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the

Code, and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations, as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations, as they now exist or as they may hereafter be amended.

6.6 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any authority of the board of directors.

6.7 Fiscal Year. The fiscal year of the Corporation shall be as designated by the board of directors or, if not designated by the directors, shall end on October 31 of each year.

6.8 Corporate Seal. The seal, if any, of the Corporation shall be in such form as may be approved from time to time by the board of directors. If the board of directors approves a seal, the affixation of such seal shall not be required to create a valid and binding obligation against the Corporation.

6.9 Voting Shares of Other Corporations. Unless otherwise ordered by the board of directors, the president shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and to possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have. The board of directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE VII Conflict of Interest Policy

7.1 Purpose of Policy. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

7.2 Definitions. The following definitions shall apply in this Article VII.

(a) Interested Person. Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family: (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (iii) a potential ownership or investment interest

in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. Under Section 7.3(b) of this Article, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

7.3 Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(i) An interested person may make a presentation at the board or committee meeting, but after such presentation he/she shall leave the meeting during the discussion of, and the vote on, transaction or arrangement that result in the conflict of interest.

(ii) The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy.

(i) If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

7.4 Records of Proceedings. The minutes of the board and all committees with board- delegated powers shall contain –

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

7.5 Compensation.

(a) A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from discussing and voting on matters pertaining to that member's compensation, although the member is not prohibited from providing information to the board of directors regarding the compensation.

(c) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

7.6 Annual Statements. Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c)

has agreed to comply with the policy, and (d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7.7 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable and is the result of arm's-length bargaining.

(b) Whether partnership and joint venture arrangements are properly recorded, reflect reasonable terms, further the Corporation's charitable purposes, and do not result in immurement or impermissible private benefit.

7.8 Use of Outside Experts. In conducting the periodic reviews provided for in Section 7.7 of this Article, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE VIII Amendments

8.1 Power to Amend Bylaws. The bylaws of the Corporation may be amended, repealed, or added to, or new bylaws may be adopted, by the board of directors.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the By Laws of Movimiento Familiar Cristiano Catolico USA, a Texas non-profit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand, this day of Jan 4, 2008.

Ornela Villalona
Signature

Secretary of the Board
Title