

BYLAWS

HISPANIC 100 FOUNDATION

ARTICLE I

OFFICES

Principal Office

Section 1.1 The Principal office of the Corporation (hereinafter referred to as the ("FOUNDATION")). The location for its transaction of business is at 425 Calle Gomez, San Clemente, California 92672.

ARTICLE II

Section 2.1 This Foundation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for PUBLIC AND CHARITBLE PURPOSES.

The purpose of this Foundation shall be to enhance opporutnities for Hispnaics, and supporters of Hispanics, who are committed to developing policy to resolve issues critical to the Hispanic Community throughout the United States. To this end the Foundation shall at all times be operated exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that quality as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

Authority of Board of Directors to Change Location of Offices

Section 3.1 The Board of Directors is hereby granted full power and authority to change the principal office of the FOUNDATION from one location to another in the County of Orange, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE IV

MEMBERS

Classification of Members

Section 4.1 The FOUNDATION shall have no statutory members.

Eligibility for Membership

Section 4.2 Any person, as defined in Section 5065 of the Corporations Code, is eligible to be a full member of the FOUNDATION or of the Board of Directors, except that, in the case of the a natural person, such person shall be over the age of eighteen (18) years.

Associated Persons

Section 4.3 Nothing in this Article III shall be construed as limiting the right of the FOUNDATION to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the Nonprofit Corporation Law of the State of California, as amended (the “Nonprofit Corporation Law”). The FOUNDATION may confer by amendment of the Articles or the Bylaws some or all of the rights of a member, as set forth in the Nonprofit Corporation Law, upon any person or persons; provided, however, that no such person or persons shall be a member within the meaning of said Section 5056 unless such person (s) is given the right, pursuant to a specific provision of the Articles and/or Bylaws, to vote for the election of a Director or Directors, to vote on a disposition of all or substantially all of the assets of the FOUNDATION, to vote on a merger or dissolution of the FOUNDATION, and/or to vote on a change to the Articles and/or

Bylaws.

Actions by Members

Section 4.4 Any action which would otherwise require a vote of members shall require only a vote of the Directors, and no meeting of members shall be required, any provision of the Articles or Bylaws to the contrary notwithstanding. All rights which would otherwise vest in the members shall vest in the Directors.

ARTICLE V.

DIRECTORS

Powers

Section 5.1 Powers. Subject to any limitations stated in the Articles, these Bylaws, and the Nonprofit Corporation Law, and subject to the duties of Directors as prescribed by the Nonprofit Corporation Law, all corporate powers shall be exercised by, or under the direction of, and the business and affairs of the Corporation shall be managed by, the Board of Directors. The

individual Directors shall act only as members of the Board of Directors, and the individual Directors shall have no power as such.

Numbers of Directors

Section 5.2 The numbers of Directors shall be no less than 4 nor more than 30. This number may be increased or decreased from time to time, within the limits specified in this Bylaw, by an amendment duly adopted by approval of the majority of the members, as that term is defined in Section 5034 of the Corporation Code.

Election, Term of Office, and Qualifications

Section 5.3 . Elections of Directors shall be held at the time of the Annual Meeting of the Board of Directors provided for in Section 5.12 of these Bylaws or as otherwise determined by the Board of Directors.

Terms of Office

Section 5.4 Except for the initial directors which served for varied terms each Director that is elected after the first annual election of the Foundation that was held, shall hold office for a term of three years from the date of such Director's election, and until such Director's successor is elected and qualifies under Section 4.2 of these Bylaws.

Nomination and Vacancy

Section 5.5 The Board of Directors shall create a standing Nominating Committee consisting of three or more Directors selected annually by the Board of Directors. The Nominating Committee shall make recommendations of candidates to the Board of Directors to fill vacancies created by the expirations of a Director's term of office, the resignation of a Director, or otherwise. A vacancy shall be deemed to exist in the event of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased, or if the Board of Directors declares vacant the position of any Director whose term has expired.

Election

Section 5.6 The Directors shall be elected as prescribed in Section 5.3 of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 3.3 of these Bylaws.

Resignation or Removal

Section 5.8 (a) Any Director may resign at any time by giving written notice of such resignation to the Chairman of the Board, the President, the Secretary, or the Board of Directors of the Corporation. Resignation is effective upon acceptance by the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the FOUNDATION would be left without a duly elected Director or Directors in charge of its affairs. (b) Any number of Directors may be removed by the Board of Directors, with or without cause, by a majority of the Directors then in office. (c) Any Director may be removed by a majority of the Directors if the Director has failed to attend, for unexcused reasons, at least 3 Board meetings within any 12 month period.

Executive Board and Advisory Committees

Section 5.9 The Board of Directors may create an Executive or Advisory Committees, consisting of two or more Directors. The President, Vice President(s), Secretary, and Treasurer and the Immediate Past President if that person remains on the Board of Directors shall constitute the Executive Board. Advisory Committees created by the Board of Directors may be composed of Directors or other persons so designated by the Board. Such committees shall have such power and authority as may be determined by the Board of Directors, subject to the limitations imposed on such power and authority by the Nonprofit Corporation Law and/or the Articles.

Compensation

Section 5.10 The Directors shall serve without compensation. Same

Meetings

Section 5.11 Meetings of the Board may be called by the Chairman of the Board or the President or any Vice President or the Secretary or any two (2) Directors and shall be held no less than once annually at a time and place designated by the Board of Directors.

Place and Time of Meetings

Section 5.12 All meetings of the Board shall be held at the principal office of the FOUNDATION as specified in Section 1.1 of these Bylaws or as changed from time to time as provided in Section 3.1 of these Bylaws. Regular meetings of the Board shall be held as frequently as desired by the Board upon 10 days notice. The annual meeting of the Board of Directors shall be held on the fourth Monday of the Month of April of each year.

Special Meetings

Section 5.13 Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days notice by first-class mail, postage prepaid, telephone, facsimile or e-mail. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

Section 5.14 No less than a majority of the authorized and elected number of Directors shall constitute a quorum of the Board for the transaction of business, except as hereinafter provided.

Transactions of Board

Section 5.15 Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Conduct of Meetings

Section 5.16 The Chairman of the Board or the President, or in his/her absence, the Vice-President in the order of their number, or if necessary any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Adjournment

Section 5.17 A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place must be given prior

to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Section 5.18 Any action to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing by facsimile or e-mail to such action. Such written consent(s) shall be filed with the minutes of the proceedings of the Board. Any action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Rules and Regulations, Conflict of Interest Policy

Section 5.19 The Board of Directors may create Rules and Regulations for the FOUNDATION. A conflict of Interest Policy shall be created and remain in force applicable to officers and directors of the Foundation.

ARTICLE VI.

OFFICERS

Number and Titles

Section 6.1 The officers of the FOUNDATION shall be a Chairman of the Board and/or a President, one or more Vice-Presidents, a Secretary, a Treasurer/Chief Financial Officer, and an Executive Director and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the Chief Executive Officer of the FOUNDATION. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board. A person shall not be eligible to be nominated to hold the office of Chairman of the Board unless that person has been a director of the Corporation for at least (1) one year prior to the nomination. The Executive Director shall be ex-officio and a non-voting member of the FOUNDATION. The Executive Director shall not be an authorized signature for any of the Funds for the FOUNDATION.

Appointment- Resignation

Section 6.2 The officers of the FOUNDATION shall be chosen by and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time on written notice to the FOUNDATION without prejudice to the rights, in any, of the FOUNDATION under any contract to which the

officer is a party. Any vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors for the unexpired term of the vacancy to be filled.

Subordinate Officers

Section 6.3 The Board of Directors may appoint such officers as the business of the FOUNDATION may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Executive Board Scope of Authority

Section 6.4 The Executive Board shall be the officers named in Section 5.9 and shall be empowered to make commitments on behalf of the FOUNDATION for fundraisers, which will be subject to final approval by the Board of Directors at a duly authorized meeting. The Executive Board will be authorized to spend monies, not to exceed one thousand dollars (\$1,000) for the FOUNDATION business. They may meet monthly to take care of regular and routine business matters on behalf of the FOUNDATION.

Section 6.5 The Foundation may establish and at all times may maintain a corporate advisory committee (the "Advisory Board") composed of at least (1) member, with the exact number of members of such Advisory Board fixed by resolution of the Board of Directors. The purpose of the Advisory Board shall be to provide recommendations to the Board of Directors to promote the Foundation's realization of its charitable, and educational purposes and fundraising goals. Except as expressly provided herein, a person serving in his or her capacity as an Advisory Board member shall not be a "Director" for purposes of California Nonprofit Public Benefit Law or these Bylaws, shall not have any power to manage or control the affairs of the Foundation, shall not receive any form of compensation and shall not have any fiduciary obligations towards the Foundation other than as set forth in this Instrument.

ARTICLE VII.

FOUNDATION RECORDS, REPORTS, AND SEAL

Keeping Records

Section 7.1 The FOUNDATION shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The minutes

shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Annual Report

Section 7.2 The Board shall cause an annual report to be sent to all Directors not later than one hundred twenty (120) days after the close of the FOUNDATION'S fiscal year. The report shall contain all the information required by Section 6321 (a) of the Corporation Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Annual Statement of Certain Transactions

Section 7.3 The FOUNDATION shall furnish annually to the Board of Directors a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.2 of these Bylaws. The annual report shall state in appropriate detail the assets, liabilities, including the trust funds, of the corporation as of the end of the fiscal year. The annual report shall contain a statement of principal changes in assets and liabilities, revenues of all types whether restricted or unrestricted.

ARTICLE VIII

Prohibition Against Sharing Foundation Profits and Assets

Section 8.1 The Foundation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Foundation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Foundation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Foundation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501©(3).

ARTICLE IX

Construction and Definitions

Section 9.1 Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE X

Corporate Seal

Section 10.1 The Board of Directors shall adopt a corporate seal which shall be in the form and design as shown below. The secretary of the FOUNDATION shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal, shall not, however, affect the validity of any instrument.

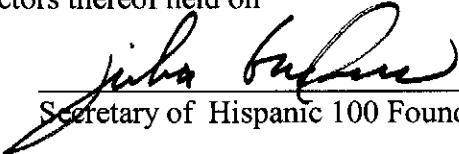
CORPORATE SEAL TO BE AFFIXED HERE

**CERTIFICATE OF SECRETARY
OF
HISPANIC 100 FOUNDATION**

I hereby certify that I am the duly elected and acting Secretary of the Hispanic 100 Foundation that the foregoing Bylaws, comprising of 9 pages, constitute the Bylaws of said Foundation as duly adopted at meeting of the Board of Directors thereof held on

December 20, 2012.

Dated 12/20/12


Secretary of Hispanic 100 Foundation.