



BY-LAWS OF "LA CASA DE ESPAÑA"

HOUSTON, TEXAS

Revised edition February 2003

Original edition January 1975

Carlos Bello Uzueta - President

*Noemi Huerta-Akensio
secretary*

[Signature]
2/20/03

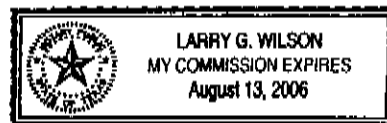


TABLE OF CONTENTS

Page #

5	STATEMENT OF PURPOSE	
5	ARTICLE I	OFFICES
5	Sec. 1	Name
5	Sec. 2	Office
6	ARTICLE II	MEMBERS
6	Sec. 1	Classes of Members
6	Sec. 2	Application
6	Sec. 3	Voting Rights
6	Sec. 4	Termination of Membership
6	Sec. 5	Resignation
6	Sec. 6	Reimbursement
6	Sec. 7	Transfer of Membership
6	Sec. 8	Membership Confidential Data
7	ARTICLE III	MEETINGS OF MEMBERS
7	Sec. 1	Annual Meeting

Carlos Bello Uguet - President *CB*
Noemi Huerta-Asensio *NA*
Secretary *NA* 2/20/03 '0

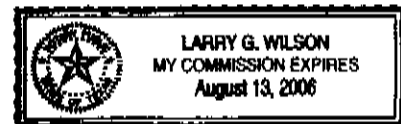


TABLE OF CONTENTS (Cont.)

Page #

7	Sec. 2	Place of Meeting
7	Sec. 3	Notice of Meeting
7	Sec. 4	Informal Action of Members
7	Sec. 5	Voting by Mail
7	ARTICLE IV	BOARD OF DIRECTORS
7	Sec. 1	General Powers
8	Sec. 2	Number, Tenure and Qualifications
8	Sec. 3	Regular Meetings
8	Sec. 4	Special Meetings
8	Sec. 5	Notice
8	Sec. 6	Quorum
8	Sec. 7	Manner of Acting
8	Sec. 8	Vacancies
8	Sec. 9	Compensation
9	Sec. 10	Informal Action by Directors
9	ARTICLE V	OFFICERS
9	Sec. 1	Officers
9	Sec. 2	Election and Term of Office

Carlos Bello Uguet - President
Noemi Huerta-Asensio
Secretary

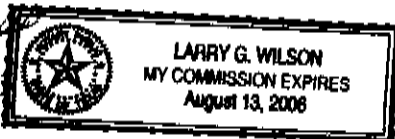


TABLE OF CONTENTS (Cont.)

Page #

9	Sec. 3	Removal
9	Sec. 4	Vacancies
9	Sec. 5	President
10	Sec. 6	Vice President
10	Sec. 7	Treasurer
10	Sec. 8	Secretary
11	Sec. 9	Assistant Treasurer and Assistant Secretary
11	ARTICLE VI	COMMITTEES
11	Sec. 1	Committees of Directors
11	Sec. 2	Other Committees
12	Sec. 3	Term of Office
12	Sec. 4	Chairman
12	Sec. 5	Vacancies
12	Sec. 6	Quorum
12	Sec. 7	Rules
12	ARTICLE VII	CONTRACTS, CHECKS, DEPOSITS, AND FUNDS
12	Sec. 1	Contracts

Carlos Bello Uguet - President
Noemi Huerta-Asensio - Secretary

AB Bello
2/20/03

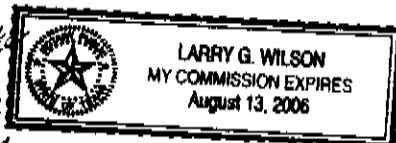

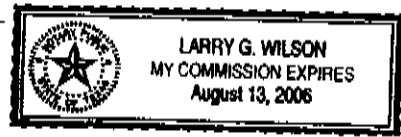


TABLE OF CONTENTS (Cont.)

Page #

12	Sec. 2	Checks, Drafts, etc.
13	Sec. 3	Deposits
13	Sec. 4	Gifts
13	ARTICLE VIII	CERTIFICATES OF MEMBERSHIP
13	Sec. 1	Certificates of Membership
13	Sec. 2	Issuance of Certificates
13	ARTICLE IX	BOOKS AND RECORDS
14	ARTICLE X	FISCAL YEAR
14	ARTICLE XI	DUES
14	Sec. 1	Annual Dues
14	Sec. 2	Default and Termination of Members
14	ARTICLE XII	SEAL
14	ARTICLE XIII	WAIVER OF NOTICE
15	ARTICLE XIV	LANGUAGES
15	ARTICLE XV	AMENDMENTS TO THESE BY-LAWS
15	ARTICLE XVI	DISSOLUTION

Carlos Bello Uguet - President
Noemi Huerta-Azencio - secretary
Ed Bell
2/20/03




BY- LAWS OF "LA CASA DE ESPAÑA"

Statement of Purpose. - The purposes of "La Casa de España" are to engage in all activities necessary, useful or expedient for the promotion of the cultural, and educational values of Spanish traditions and civilization, as well as to serve as a working and gathering organism for all Spaniards and other people interested in the State of Texas.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers, directors, or other private people, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

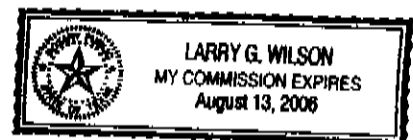
No shares of stock are authorized to be issued or have been issued by this nonprofit organization (LA CASA DE ESPAÑA) and these by-laws were adopted in accordance with Article 4.02.A (1) of the Texas Business Corporation Act.

ARTICLE I – Offices

Section 1. – The name of the Corporation is "LA CASA DE ESPAÑA" and the period of its duration is perpetual.

Section 2. - The main office of the Corporation in the State of Texas shall be located in

Carlos Belloc Uguet - President
Noemi Huerta-Azencio - secretary
LARRY G. WILSON 7/20/03



the City of Houston, County of Harris. The corporation may have such other 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.

The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not to be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II – Members

Section 1.- The Corporation shall have two classes of members, namely (2) honor members, and active members. Only the active members will be entitled to vote, to hold positions on the Board of Directors, and to act as officers of the corporation.

Section 2.- All applicants for membership will be admitted by the (3) presentation of a written application and admission approval by majority of the Board of Directors.

Section 3.- Each active member, age 18 or older, shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 4.- The Board of Directors, by an affirmative vote of two thirds of the members of the Board of Directors may suspend or expel a member for any appropriate reason, including, but not limited to default in the payment of dues for the period fixed in Article XI of these by-laws.

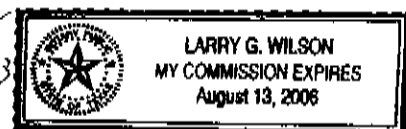
Section 5.- Any member may resign by (4) filing, a written resignation with the Secretary of this corporation, but such resignation shall not relieve the resigning member from payment of his dues or other charges therefore accrued and unpaid.

Section 6.- Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by an affirmative vote of two thirds majority, reinstate such member upon such terms as the Board of Directors may deem appropriate.

Section 7.- Membership in this corporation is not transferable or assignable.

Section 8.- Each and every membership data is confidential and "La Casa de España" will not share/sell this data with third parties unless otherwise requested in writing by a member.

Carlos Bello Uzoet - President, *to Bello*
Noemi Huerta-Ascencio - secretary *2/26/03*
[Signature]



ARTICLE III - Meetings of members

Section 1. - An annual meeting of the voting members shall be held during the month of January of each year for the purpose of electing new members for the Board of Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the date designated herein for the annual meeting, the Board of Directors shall call for the election to be held at a special election meeting of the members as soon as possible thereafter, or the election may be conducted by mail or/and e-mail. Special meetings may be called by the President, the Board of Directors, or not less than two thirds of the voting members for the purpose of filling vacancies on the Board of Directors or any other purposes.

Section 2. - The Board of Directors may designate any place within the State of Texas as the place of meeting for any annual meeting or for any special meeting called by it.

Section 3. - Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally, by mail, or by e-mail to each member entitled to vote at such meeting not less than ten nor more than thirty days before the date of such meeting by, or at, the direction of either the President, or the Secretary, or the officers or people calling that meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when stamped with the date of deposit in the United States mail addressed to the member at his address as it appears on the records of the Corporation.

Section 4. - The members holding fifty one per cent of the votes, which may be cast at any meeting, shall constitute a majority at such meeting.

Section 5. - Where Directors or officers are to be elected by members or by any class or classes of members, such election may be conducted by mail or/and e-mail in such manner as the Board of Directors shall determine.

ARTICLE IV – Board of Directors

Section 1. - The affairs of the corporation shall be managed by its Board of Directors.

Carlos Bella Ujvet - President
Noemi Huerta-Abenio Secretary



Directors must be active members of the corporation and elected by the members.

Section 2. - The number of members of the Board of Directors shall be not less than five not more than twenty. Each Director shall hold office for one year, and until his successor shall have been duly elected and qualified. From time to time, the number of members of the Board of Directors may be changed and determined at any annual or special meeting of the voting members, but such number shall never be less than five.

Section 3. - A regular annual meeting of the Board of Directors shall be held without further notice than these by-laws. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of it without further notice but such resolution.

Section 4. - Special meetings of the Board of Directors may be called by the majority of the Board of directors. The person or people authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 5. - Notice of any special meeting of the Board of Directors shall be given to all board members, at least, two days previously, either by telephone or written notice.

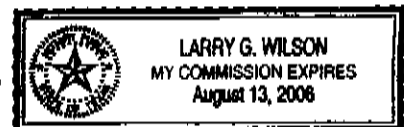
Section 6. - A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. - 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 law or by these by-laws. If a majority needed is not reached, the President may exercise his right to reach a majority by validating his vote as double.

Section 8. - Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled in the manner provided in Article III, Section 1 of these by-laws. A Director elected to fill a vacancy shall be elected for the non-expired term of his predecessor in office.

Section 9. - Directors shall not receive any stated salaries for their services, but nothing herein shall be construed to preclude any Director from serving the Corporation in any

Carlos Bella Uguet - President
Noemi Huerta - Asesor - secretary
8/2/2010
C. Bella



other capacity and receiving compensation therefore.

Section 10. - 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 the majority of the Directors.

ARTICLE V – Officers

Section 1. - The officers of the Corporation shall be a President, at least a Vice President (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 or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable for such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two offices may be held by the same person, except the offices of President and Secretary.

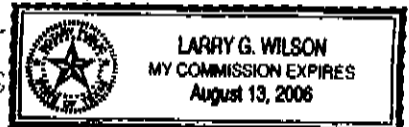
Section 2. - The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. - Any officer appointed by the Board of Directors may be removed by the Board whenever, in its best judgement, 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.

Section 4 - A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the non-expired portion of the term.

Section 5. - The President shall be the principal executive officer of the Corporation and shall supervise and control all of the businesses and affairs of it. He shall preside over all meetings of the members and of the Board of Directors. He may sign with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds,

Carlos Bello Uguet - President
Noemi Huerta - Asensio - secretary



mortgages, bonds, contracts, or other instruments which the Board of Directors have 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 by-laws, or by statute to some other officer or agent of the Corporation; 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.

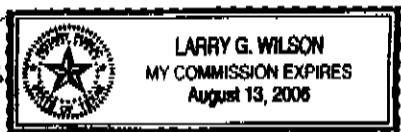
Section 6.- In the absence of the President, or in the event of his inability or refusal to act, the Vice President may perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. - If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He\ she shall 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 money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and, 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\her by the President or by the Board of Directors.

Section 8. - The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, and be custodian of the corporate records and of the seal of the Corporation. Also, he\she shall see that the seal of the Corporation is affixed to all documents as required, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws, keep a register of the post office address and/or e-mail address of each member, which shall be furnished to the Secretary by such member, and, in general, perform all duties incident to the office of Secretary and such other duties as from time to

Carlos Bella Uguet - President
Noemi Huerta - ~~Asenso~~ Secretary

ASB
2/20/03



time may be assigned to him by the President or by the Board of Directors.

Section 9. - If -required by the Board of Directors, the assistant treasurer(s) 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, in general, 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.

ARTICLE VI – Committees

Section 1.- The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors. These committees, to the extent provided in said resolutions, shall have and perform the authority of the Board of Directors in the management of such committee; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the by-laws as well as electing, appointing, or removing any Director or officer of the Corporation, amending the articles of the Corporation, adopting a plan of merger or adopting a plan of consolidation with another corporation, authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation, authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore, adopting a plan for the distribution of the assets of the Corporation, or amending, altering, or repealing any resolution of the Board of Directors, which by its terms provide that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him by law.

Section 2.- Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of such committee shall be members of the Corporation, and the President of the corporation shall appoint the members thereof. Any

Carlos Bello Uguet - President
Noemi Huerta - Asensio - secretary



members thereof may be removed by the person or people authorized to appoint such member whenever in their best judgment, the best interests of the Corporation shall be served by such removal.

Section 3.- Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his 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.

Section 4. - One member of each committee shall be appointed chairman, by the person or people authorized to appoint the members thereof.

Section 5.- Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in case of the original appointments.

Section 6.- 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.

Section 7.- Each committee may adopt rules for its own government not inconsistent with these by-laws or with the rules adopted by the Board of Directors, but those rules must be approved by the majority of the Board of Directors.

ARTICLE VII - Contracts, Checks, Deposits, and Funds

Section 1.- The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2.- 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, agent or agents of the Corporation 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 Treasurer or an Assistant

Carlos Bella Uguet - President
Noemi Huerta - ~~Asesor~~ Secretary ¹⁰ *[Signature]* 2/26/03



Treasurer and countersigned by the President or the Vice President of the Corporation.

Section 3.- 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.

Section 4.- The Board of Directors may accept on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

ARTICLE VIII - Certificates of Membership

Section 1. - The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board of Directors. Such certificates may be signed by the President or Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal or the logo of the Corporation. All certificates evidencing membership of any class may be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. These certificates shall be personal and non-transferable. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

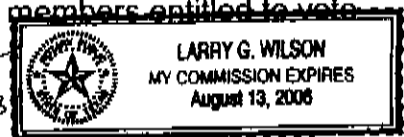
Section 2. - When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him/her by the Board, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section One of this Article VIII.

ARTICLE IX - 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 members, Board of Directors, and committees, having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote

Carlos Bello Uguet - President 13
Naemi Huerta-Agenso - secretary

LB Bello
3/20/03



All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X - Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XI - Dues

Section 1. - The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by the active members.

Section 2. - Failure to pay the dues on the day prescribed by the Board of Directors, shall ipso facto suspend the voting rights of any member until such dues are paid. If after one month of that specific date, the dues are not yet paid, the Board may decide to suspend the member involved from its membership.

ARTICLE XII - Seal

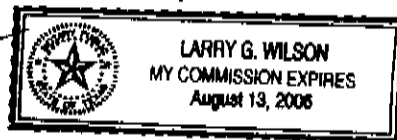
The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words Corporate Seal, State Of Texas.

ARTICLE XIII - Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or people entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the

Carlos Bello Uguet - President
Noemi Huerta-Anciano - Secretary

CB Bello
7/20/03



giving of such notice.

ARTICLE XIV - Languages

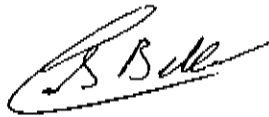
The Spanish and/or the English language may be used at all meetings, and all minutes of such meetings shall be written in the Spanish or/and the English language.

ARTICLE XV - Amendments to these by-laws

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting if, at least, two days written notice is given of intention to alter, amend, repeal, or to adopt new by-laws at such meeting, but the amendment, alteration, repeal, or new by-laws will not take effect until the general membership confirms such changes in the manner provided in Article II of these by-laws.

ARTICLE XVI – Dissolution

In the event of dissolution or termination of the Corporation, its assets, if any, will be turned over to a charitable or educational institution in the State of Texas, such as a hospital, religious body, or a school, as the Board of Directors shall decide and direct.



Carlos Bello-Uguet
President
2/20/03



Noemi Huerta-Asensio
Secretary