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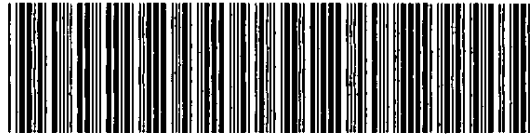
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts JUN 24 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SISTER ALBERTINA FOUNDATION, INC.

DOCUMENT NUMBER: N08000001453

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ALBA M. OROZCO
(Name of Contact Person)

SISTER ALBERTINA FOUNDATION, INC.
(Firm/ Company)

4653 ILAH ROAD N.
(Address)

JACKSONVILLE, FL 32257
(City/ State and Zip Code)

For further information concerning this matter, please call:

ALBA M. OROZCO at (904) 854-0669
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
08 JUN 19 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

SISTER ALBERTINA NICARAGUAN FOUNDATION INC

(Name of corporation as currently filed with the Florida Dept. of State)

N08000001453

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

SISTER ALBERTINA FOUNDATION, INC.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

Article 1 - Name changed (amended)

Article 2 - 2.02 (amended)

Article 3 - Purpose (changed) 3.01 (amended)

Article 5 - 5.02.01, 5.02.02, 5.02.04
5.03.02, 5.05.01, 5.05.02, 5.07, 5.09, 5.10
(amended)

Article 6 - 6.01, 6.02, 6.05, 6.07, 6.08, 6.09, 6.10,
6.11, 6.12, 6.13 (Added) and (amended)

Certification - Signatures (2 more added)
(See sheets attached.)

→

04/09/08

BY-LAWS**ARTICLES OF INCORPORATION:****CHANGES IN ARTICLES FROM PREVIOUS BY-LAWS FORMAT****Article 1**

NAME CHANGED:

SISTER ALBERTINA FOUNDATION, INC.**Article 2**

2.02_ - Corrections made to the original name of affiliation, "girls' house of Sister Albertina" to "Hogar de Ninas Madre Albertina."

Article 3

PURPOSE: Corrections and additions made

3.01- Sentenced Structure changed and corrections were made.

Article 5

5.02.01- (changed) not less than 5 members and no more than 9 members.

5.02.02- changes to 3 years

5.02.04- part of the 3- year term

5.03.02- 60% of the members

5.05.01 – not less than 3, not more than 30 days before the date of meeting

5.05.02- given at least 1 day prior thereto by email, phone call, or by person

5.07- 60% of the Executive Board

5.09- (added on) as long as proper documentation of the incurred is given, i.e. Receipts

5.10- Member who has missed 3 duly announced meetings, (added) has the right to justify the absences, to be reviewed by the rest of the Executive Board.

- 6.01.- (Added positions), marketing officer, public relations officer, and operations officer
- 6.02 - Hold office for a period of 3 years, with a majority anonymous vote; (added on) and all Members fill out an application, go through interview process, and pass a background Check.
- 6.05- (Added on) the individual shall with 1 or 2 other cosignatories
- 6.07- Marketing officer- (added on)
Implement marketing plan, develop a marketing strategy for capital campaign and other Fundraising activity
- 6.08- Public Relations Officer (PR)- (Added on)
Write press releases, write articles pertaining of the organization, update website, document organization's activities, point of contact to the media, and reflect values of the organization.
- 6.09- Operations officer- (Added on)
In charge of operations tracking tangible assets, communicate to the Executive board of daily needs, supervise financial managements, contracts, and expenses.
- 6.10- Removal of officers- (Added on) notified with certified letter within 5 business days.
- 6.11- Replacement of officers- (added on) replacement members must go through process of interview, fill out application, and pass a background check
- 6.12- Reports- (Added on) annual report of every board or members, all meetings must have a Sign-in rafter.
- 6.13- Volunteers- (Added on) all volunteers must fill an application, required interview, and Background check

CERTIFICATION- (Changed) acknowledgement signed by President, Vice President, and Secretary.

The date of adoption of the amendment(s) was: 04/09/08

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature J. Lacayo
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

JULIO C. LACAYO

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35

*Articles of Amendment
for*

SISTER ALBERTINA FOUNDATION, INC.

**Article 1
NAME**

The name of this Non-Profit Organization is Sister Albertina Foundation, Inc. (The Organization).

**Article 2
CORRESPONDENCE**

2.01. The principal mailing address shall be Post Office Box 56222 Jacksonville, Florida, 32241.

2.02. It shall have authority to secure donations and dispose of them only for the use and benefit of "Hogar De Niñas Madre Albertina" within the area where it is located which is based in Granada, Nicaragua, Central America.

**Article 3
PURPOSE**

3.01. The Sister Albertina Foundation, Inc. shall be a non-profit organization based in Jacksonville, Florida in order to provide fundraising for the "Hogar De Niñas Madre Albertina" which is located in Granada, Nicaragua, Central America. Sister Albertina Foundation, Inc. will launch several fundraising activities and establish a strong network of members, local volunteers, donors, and partners in order to support physical, emotional, and educational needs of the girls at the "Hogar De Niñas Madre Albertina". Sister Albertina Foundation, Inc. will collect money throughout its first year of operation in order to support the "Hogar De Niñas Madre Albertina" and will collect money during its second year to build a new home for the girls in Granada, Nicaragua, Central America. The "Hogar De Niñas Madre Albertina" goal is to expose and transition the girls to be productive in life by providing them with a moral, religious, cultural, and academic guide.

3.02. The activities of the Organization shall be defined and limited by what is set by the Executive Board of the organization. It may be modified by the vote of the Executive Board as long as it is a majority vote.

3.03. The Organization, and all its property, both real and personal, shall at all times be subject to the laws, usages, and appointments of the Executive Board in a manner that is consistent with the majority vote. Subject to the restriction; and limitations herein set forth, the Organization shall use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, literary, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.

3.04. No part of the net earnings of the Organization shall inure to the benefit of any of the members of the Executive Board or any private individual (except that reasonable compensation may be paid for services rendered to or for the Organization effecting one or more of its purposes), and no member of the Executive Board or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the Organization.

Article 4 DURATION

This Organization shall exist perpetually thereafter unless dissolved according to the vote of the Executive Board or the law.

Article 5 EXECUTIVE BOARD

5.01. Authority and Power. Except as provided herein the Executive Board shall be vested with all authority to act on behalf of the Organization and shall be vested with all powers.

5.01.01. Delegation of Powers. For any reason deemed sufficient by the Executive, the Board may delegate any power or duty to any Member.

5.01.02. The Executive Board may also elect individuals and establish committees to assist the Board in carrying out its purposes.

5.02. Qualifications, Number, Tenure and Election.

5.02.01. Executive Board Members need not be residents of the State of Florida, but shall be individuals of at least age 21, or older. The Executive Board shall consist of not less than 5 members and no more 9 members.

5.02.02. Of the total number of members, five of the members will be elected and will serve for three (3) years but are eligible for re-election this is to assure continuity of leadership.

5.02.03. Vacancies. Vacancies occurring between annual elections shall be filled by two-thirds (2/3) vote of the Executive Board present and voting.

5.02.04. Any member elected during an interim period of the three-year term shall serve out only the remaining part of the three-year term.

5.03. Meetings

5.03.01. Regular Meetings. A schedule of regular meetings will be established by the President and Executive Board members. There shall be a minimum of 1 regular meeting per month.

5.03.02. Special Meetings. Special meetings of the Executive Board shall be held at the call of the President or by written request of sixty (60) percent of the members of the Executive Board.

5.04. Place of Meeting. The Executive Board may designate any place in its geographic area of service as the place of meeting for any regularly scheduled meeting or for any special meeting called by the Executive Board.

5.05. Notice of Meetings.

5.05.01. Written notice stating the place, day, and hour of any meeting of the Executive Board shall be delivered either personally, by phone, e-mail, or by mail to each Member entitled to vote at such meeting, not less than three (3) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the persons calling the meeting.

5.05.02. Notice of any special meeting of the Executive Board shall be given at least one (1) day prior thereto by e-mail, a phone call, or by person to each Member. The purpose or purposes for which the special meeting is called shall be stated in the notice.

5.05.03. If mailed, a notice of any meeting shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid.

5.06. Quorum, Attendance by Electronic Means. A quorum is constituted for the conduct of business when majorities of the duly elected Executive Board Members are present at any meeting to which proper notice has been given. Attendance by conference call or other electronic link by which all Directors may hear each other is acceptable as to participatory attendance at a meeting or constituting a meeting.

5.07. Manner of Acting. The act of at least sixty percent (60%) of the Executive Board Members present at a meeting at which a quorum is present shall be the act.

5.08. Informal Action by Executive Board Members. Any action required by law to be taken at any meeting of Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Executive Board Members.

5.09. Compensation; Expenses. All Members shall serve without compensation but shall be reimbursed for reasonable direct expenses (as long as proper documentation of the incurred is given, i.e. receipt or credit card statement) incurred upon approval of the Executive Board.

5.10. Inactive Members. An Executive Board Member who has missed three (3) duly announced meetings (per year) of the Board without excuse shall be declared an inactive Board Member and may be replaced upon decision by majority vote of the Board Members present and voting. An Executive Board Member shall have the right to justify their absence to be reviewed by the rest of the Board Members. An Executive Board Member may resign by notifying the President and Secretary of the Organization by letter stating the effective date of resignation and may be replaced in accord with §5.02.03.

Article 6 OFFICERS

6.01. Officers Provided. The Executive Board of the Organization shall consist of a President, Vice-President, Secretary, Treasurer, Marketing Officer, Public Relations Officer, Operations Officer.

6.02. Election and Term of Office. The Executive Board of the Organization shall be elected and shall hold office for a period of three (3) year. Officers may serve successive elected terms. New Board Members may be created and filled at any meeting of the Executive Board with a majority anonymous vote. All Board Members must fill out an application, go through an interview process, and pass a background check.

6.03. President. The President shall be the principal executive member of the Organization and shall in general supervise all of the business and affairs of the Organization subject. The President shall preside at meetings of the Executive Board. The President may sign, with the Vice-President and Treasurer of the Organization authorized by the Executive Board or other instruments which the Executive Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated to some other Executive Board Member of the Organization; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board.

6.04. Vice President. The Vice President shall preside at meetings of the Executive Board of Directors in the absence of the President and perform all such other duties usually pertaining to the office of the Vice President or as may be assigned by the Executive Board and/or the President.

6.05. Treasurer. If required by the Executive Board, the Treasurer shall be faithful with his duties. The individual shall, with one or two others other cosignatories, have charge and custody of and be responsible for all funds and securities of the Organization; receive and give receipts for moneys due and payable to the Organization from any source whatsoever, and deposit all such moneys in the name of the Organization in such banks or other depositories as shall be selected by the Executive Board; 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 by the Executive Board. The Executive Board shall approve all banking resolutions, including the designation of signature requirements.

6.06. Secretary. The Secretary shall keep the minutes of the meetings of the Executive Board in one or more books provided for that purpose (See §10.01) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Organization and see that seal of the Organization is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each Executive Board Member which shall be furnished by each; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Executive Board.

6.07. Marketing Officer. The Marketing Officer shall develop a marketing strategy for capital campaigning and other fundraising activity. The individual will be responsible for presentations and implementing the marketing plan. all identity items, some which include pamphlets, website, etc.

6.08. Public Relations Officer. The Public Relations Officer shall will work in conjunction with the Marketing Officer to construct an image that reflects the values of Sister Albertina Foundation, Inc. The individual will write press releases, articles, answer any questions, and will be the point of contact to the media or any agency wanting further details.

6.09. Operations Officers. The Operations Officer shall be the liaison between the Executive Board and the Hogar De Niñas Madre Albertina. The individual will be responsible for tracking the tangible assets sent for day-to-day operations of the Hogar De Niñas Madre Albertina. The individual will also be responsible to communicate to the Board what the needs of the Hogar De Niñas Madre Albertina are. The individual will be responsible for the management of the assets (such as economic and tangible) sent to the Hogar De Niñas Madre Albertina

6.10. Removal of Officers. An officer may be removed with or without cause by a two-thirds (2/3) vote of the Executive Board attending a duly noticed meeting. The officer will be notified by certified letter within five (5) business days.

6.11. Replacement of Officers. In the event of a vacancy or the inability of an Executive Board Member to perform his or her duties, a temporary replacement, shall be elected by the Executive Board to complete the remaining term of office. All replacement Members must fill out an application, go through an interview process, and pass a background check.

6.12. Reports. Every Board Member shall present their respective annual reports of the operation of the Organization for the preceding year and projections for the coming year. All meetings must have a sign-in roster.

6.13. Volunteers. All individuals wanting to volunteer must complete an application and may be required to go through an interview process.

Article 7 CONFLICT OF INTEREST

7.01. Governing Laws. The By-laws of the Organization supplements but does not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

7.02. Interested Person(s). Any Executive Board Member with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

7.02.01. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

7.02.01.01. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement; or

7.02.01.02. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or

7.02.01.03. A potential ownership, investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

7.02.01.04. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

7.02.02. A financial interest is not necessarily a conflict of interest. Under §7.02, a person who has a financial interest may have a conflict of interest only if the appropriate governing board decides that a conflict of interest exists.

7.03. Procedures to be followed concerning conflict of interest:

7.03.01. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board considering the proposed transaction or arrangement.

7.03.02. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

7.04. Addressing the Conflict of Interest. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

7.04.01. The Board shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.

7.04.02. After exercising due diligence, the Board shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person that would not give rise to a conflict of interest.

7.04.03. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

7.05. Violations. In the event the Board has reasonable cause to believe an Executive Board Member has failed to disclose actual or possible conflicts of interest, it shall inform the Board of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.

7.05.01. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Board determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

7.06. Records of Proceedings. The minutes of the Board shall contain:

7.06.01. 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 governing board's decision as to whether a conflict of interest in fact existed.

7.06.02. 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 with the proceedings.

7.07. Compensation. Any voting Member who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that Member's compensation.

7.07.01. An Executive Board Member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that Member's compensation.

7.07.02. No Executive Board Member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any member regarding compensation.

7.08. Notice and Acknowledgement. Each Member with Board delegated powers shall annually sign a statement which affirms such person: (a) Has received a copy of the current by-laws, (b) has read and understands the by-laws, particularly as they relate to conflict of interest, (c) has agreed to comply with the policy, and (d) understands that the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article 8 TRANSACTION OF BUSINESS

8.01. Rules of Order. The By-Laws shall be the parliamentary authority for all matters of procedure.

8.02. Real Property. The Organization shall make no purchase unless authorized by the Executive Board.

Article 9 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.01. Contracts. The Executive Board may authorize any Member of the Organization, in addition to the Executive Board Members 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 Organization and such authority may be general or confined to specific instances.

9.02. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness, transfers, or stock powers relating to securities or stock owned or issued by the Organization, shall be signed by at least two persons who shall be determined by resolution of the Executive Board. No other person shall be a signatory on any checks drawn on an account of the Organization.

9.03. Deposits. All funds of the Organization shall be promptly deposited to the credit of the Organization in such banks, trust companies, or other depositories as the Executive Board may select.

9.04. Gifts. The Executive Board may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization. The Organization may take, receive, and hold real and personal property, including the principal and interest of any money or other fund that is given, conveyed, bequeathed, devised to or otherwise vested in the Organization in trust for a purpose consistent with the purposes of Sister Albertina Foundation, Inc.

Article 10 BOOKS AND RECORDS; SEAL

10.01. Books and Records. The Organization shall keep correct and complete books and records of account and minutes of the proceedings of its Executive Board. These shall include: (a) an original or duplicate record of the proceedings of the Board, (b) the original or a copy of its By-laws, including all amendments thereto to date, and (c) appropriate, complete, and accurate books or records of account. All books and records of the Organization may be inspected by any Member for any proper purpose at any reasonable time.

10.02. Seal. The Secretary shall provide a corporate seal, which shall be in form of a circle and shall have inscribed thereon: (The Organization) (Year)

(Non-Profit)
(Florida)

Article 11 FISCAL YEAR

The Fiscal Year of the Corporation shall end on December 31st.

Article 12 AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, repealed, restated, or new By-Laws adopted by a two-thirds majority of the Members of the Executive Board present at any regular meeting or any special meeting, if a quorum is present at such meeting.

Article 13
INDEMNIFICATION

13.01. Indemnification. To the extent that such amounts are within the coverage and limits of any insurance policy insuring the Organization, the Organization shall indemnify any Executive Board Member of the Organization and who was or is a party or is threatened to be made a party to any proceeding (which shall include for the purposes of this Article any threatened, pending, or completed action, or other proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Organization) by reason of the fact that such person was or is an authorized representative of the Organization, against expenses (which expenses shall include but not be limited to for purposes of this Article attorney's fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by such person in connection with such action or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.

13.02. Reliance upon Provisions. Each person who shall act as an Executive Board Member of the Organization shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

13.03. Amendment or Repeal. All rights of indemnification under this Article shall be deemed a contract between the Organization and the person entitled to indemnification under this Article pursuant to which the Organization and each such person intend to be legally bound. Any repeal, amendment, or modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any proceeding whether commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

13.04 Scope of Article. The indemnification, as authorized by this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of disinterested Members or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be a member of the Organization with respect to the proceedings pertaining to actions or failures to act occurring prior to such time, and shall inure to the benefits of the heirs, executors, and administrators of such person.

Article 14
MISCELLANEOUS

14.01 Number. The singular when used in these By-laws shall also refer to the plural, and vice versa, as appropriate.

14.02 Headings. In interpreting these By-laws, the headings of articles shall not be controlling.

14.03 Gender. This document is gender neutral and any use of gender is applicable to both male and female.

CERTIFICATION

I, Julio C. Lacayo, President of Sister Albertina Foundation, Inc. hereby certify that the foregoing is a true and correct copy of the By-Laws of the Organization adopted by the Executive Board on the 9th day of April, 2008.

J. Lacayo, President

I, Alba M. Orozco, Vice-President of Sister Albertina Foundation, Inc. hereby certify that the foregoing is a true and correct copy of the By-Laws of the Organization adopted by the Executive Board on the 9th day of April, 2008.

Alba M. Orozco, Vice-President

I, Iris Montoya, Secretary of Sister Albertina Foundation, Inc. hereby certify that the foregoing is a true and correct copy of the By-Laws of the Organization adopted by the Executive Board on the 9th day of April, 2008.

Iris Montoya, Secretary