

**ANDRES BELLO CATHOLIC
UNIVERSITY FOUNDATION
INC.**

CORPORATE BY LAWS

EIN#: 81-5120279

Table of Contents

Article 1---Organization	3
1.1 Principal Office	3
1.2 Registered Agent	3
1.3 Governing Instruments	3
Article 2. Purpose, Objectives, and Membership	3
2.1 Statement of Purpose	3
2.2 Inurement of Income	3
2.3 Political Activities	3
2.4 Operational Limitations	3
2.5 Nondiscrimination Policy	4
2.6 Membership	4
Article 3. Board of Director Meetings	4
3.1 Meeting Location	4
3.2 Regular Meetings	4
3.3 Special Meetings	4
3.4 Telephone Meetings	4
3.5 Action Without a Meeting	4
3.6 Quorum	4
Article 4. Directors	4
4.1 Authority	4
4.2 Election	4
4.3 Number of Directors	4
4.4 Resignation	5
4.5 Vacancies	5
4.6 Compensation	5
Article 5. Officers	5
5.1 Number of Officers	5
5.2 Election	5
5.3 Removal and Resignation	5
5.4 President	5
5.5 Secretary	5
5.6 Compensation	5
Article 6. Authority to Execute	5
6.1 Binding Power	5
6.2 Signatories	6
Article 7. Dissolution	6
Article 8. Corporate Records	6
8.1 Corporate Minutes	6
8.2 Financial Records	6
8.3 Inspection of Records	6
8.4 Fiscal Year	6
Article 9. Indemnification and Insurance	6
9.1 Indemnification	6
9.2 Insurance	6
Article 10. Adoption	7

Article 1---Organization

1.1 PRINCIPAL OFFICE. The Board of Directors will determine the principal office of the Corporation. Other offices may also be established at such places that the Board deems necessary for the conduct of business. A copy of these bylaws will be kept at the principal office.

1.2 REGISTERED AGENT. The name and address of the Registered Agent is provided in the Articles of Incorporation that was filed with the Secretary of State. Only by filling out the appropriate paperwork with the Secretary of State the Registered Agent can be changed. The Board of Directors must approve each change of Registered Agent.

1.3 GOVERNING INSTRUMENTS. The Corporation will operate under the requirements set forth in its Articles of Incorporation and Bylaws. The Board of Directors may amend the Bylaws.

Article 2--- Purpose, Objectives, and Membership

2.1 CHARITABLE, EDUCATIONAL, RELIGIOUS AND SCIENTIFIC PURPOSES.

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation's specific purpose is improving the lives of people and supporting their sustainable development by increasing the opportunities for access to higher education of all interested individuals and supporting the development of capacities in systems of higher education, as part of the United Nations sustainable development goals.

To achieve these aims the Corporation will work in coordination with students, teachers, authorities and alumni of the Andrés Bello Catholic University, a not for profit institution in Venezuela, giving grants, scholarships, awards, collaborating non-profit with the development of its infrastructure technology and giving another type of contributions to encourage education and sustainable development in Venezuela, the Americas and around the world.

2.2 INUREMENT OF INCOME. The income of the Corporation shall not be distributed to or used for the benefit of its members, directors, officers or other persons except that the Corporation is authorized to pay reasonable compensation for services rendered.

2.3 LEGISLATIVE OR POLITICAL ACTIVITIES. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or dedicate a substantial part of its activities to propaganda or attempts to influence legislation.

2.4 OPERATIONAL LIMITATIONS. The Corporation shall not conduct or participate in any activities not permitted to be carried on by a tax-exempt 501(c)(3) corporation or by a corporation whose contributions are deductible under Section 170(c)(2) of the IRS code of 1954 or the corresponding provision of any future US Internal Revenue Law.

2.5 NONDISCRIMINATION POLICY. Unlawful discrimination, on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, will not be permitted or tolerated by the Corporation.

2.6 MEMBERSHIP. The Corporation will not have members.

Article 3---Board of Director Meeting

3.1 MEETING LOCATION. Meetings shall be held at the Corporation's principal place of business or at an alternate location chosen by the Board.

3.2 REGULAR MEETINGS. Regular Meetings shall be held at a date and time that is acceptable to the Board members and at a frequency that promotes the growth of the Corporation.

3.3 SPECIAL MEETINGS. Special meetings may be called at any time by president of the Board of Directors. Each Director must receive notice of the meeting at least 3 days before the meeting. The notice must include the agenda for the meeting along with the place and time of the meeting.

3.4 TELEPHONE MEETINGS. When necessary or desired, the Board may elect to meet via conference call or any other means where all participants can hear each other. Decisions made at such meetings will have the same authority and power as a decision made at meetings where the participants were physically present.

3.5 ACTION WITHOUT A MEETING. Any action that may be taken at a regular or special meeting of the Board may be taken without a meeting if all members of the Board, in writing, consent to the action. All such actions will have the same authority and power as actions passed at meetings where the participants were physically present.

3.6 QUORUM. A majority of the authorized Directors will constitute a quorum. A quorum is required for actions to be considered taken Board approved.

Article 4---Directors

4.1 AUTHORITY. The Board of Directors, subject to any limitations in the Articles of Incorporation, shall manage the business and affairs of the Corporation.

4.2 ELECTION. The voting members at the annual meeting will elect the members of the Board of Directors. The Director will serve for the time specified at his or her

election but for no less than one year.

4.3 NUMBER OF DIRECTORS. The number of authorized directors will be determined by the Board but will not be less than three. This number may be increased or decreased as needed by a vote of the Board. No decrease in the number of Directors may shorten the term of an incumbent Director.

4.4 RESIGNATION. At any time, a Director may resign by giving a letter of resignation to the Secretary of the Corporation. The resignation will become effective immediately or at the date specified without a vote of the Board. A vote of a quorum of Directors will be required to remove a Director for cause.

4.5 VACANCIES. Vacancies on the Board will be filled by a vote of the Board. A majority vote of the current Directors will be required for election. Board elected directors will serve until the next annual meeting when a Board of Directors election will be held.

4.6 COMPENSATION. Directors will serve on a voluntary basis and will not receive compensation for their services except for expenses incurred and specified by Board resolutions. A Director may be compensated for services provided to the Corporation if he also serves in another position such as an officer, agent, or employee.

Article 5---Officers

5.1 NUMBER OF OFFICERS. The Corporation shall have at least a President and a Secretary. The Board of Directors may add other officers, along with titles and responsibilities. One person may be selected to serve in more than one position.

5.2 ELECTION. Officers' election, length of term, and compensation is set by the Board.

5.3 REMOVALS AND RESIGNATION. An officer may be removed or resign at any time, with or without cause. Removal requires an action of the Board. Resignation requires that the officer submit a written notice of his resignation to the Secretary.

5.4 PRESIDENT. The President will serve, at the discretion and under the supervision of the Board, as the general manager and chief executive officer of the corporation. The President will have the authority and power to run the day-to-day operations of the corporation under the guidelines provided by the Board. In the absence of a Treasurer, the President will also serve as the chief financial officer.

5.5 SECRETARY. The Secretary will be responsible for: (1) sending out notices for all meetings, (2) keeping minutes for all meetings, (3) maintaining the Corporate Record Book, (4) maintaining Corporation records and seal.

5.6 COMPENSATION. The Board of Directors will set the compensation for officers. No officer will be denied compensation due to the fact that they are also a Director.

Article 6---Authority to Execute

6.1 BINDING POWER. No officer, agent, or any other person or company has the right or power to bind the Corporation by pledge, agreement, contract, or any other means without the expressed written permission of the Board of Directors.

6.2 SIGNATORIES. With authorization from the Board of Directors, the President and Secretary will sign all documents, including all financial documents that require the signature or endorsement of a corporate officer.

Article 7---Dissolution

Upon authorization from the Board of Directors to dissolve and after all liabilities of the Corporation have been addressed, the remaining assets of the Corporation may be disposed of exclusively for the purposes of the Corporation as the Board of Directors shall determine.

Article 8---Corporate Records

8.1 CORPORATE MINUTES. A record of all meetings will be kept at the principal place of business or at an alternate location chosen by the Board of Directors. The minutes shall include the date, time, location and names of attendees, purpose, and acts of each meeting.

8.2 FINANCIAL RECORDS. The chief financial officer will be responsible for maintaining accurate records of all corporate financial transactions. Industry acceptable accounting procedures are to be followed so that the records may be used in the preparation of the Corporation's tax returns.

8.3 INSPECTION OF RECORDS. Corporate records and Bylaws are available for inspection by Directors. Before examination, the inspecting party must sign an affidavit stating that the information will be kept confidential.

8.4 FISCAL YEAR. The Board of Directors will determine the fiscal year of the Corporation based on the prevailing guidelines of the Internal Revenue Service.

Article 9---Indemnification and Insurance

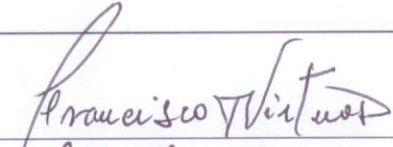
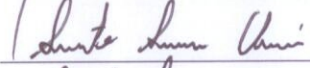
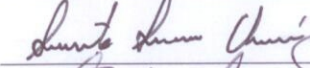
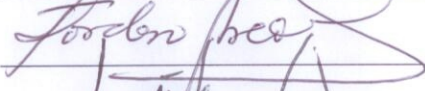
9.1 INDEMNIFICATION. The Corporation will indemnify the directors and officers to the fullest extent of the law. Any director or officer that is found to be negligent or guilty of misconduct will forfeit their indemnification.

9.2 INSURANCE. The Corporation shall have the power to purchase and maintain insurance for any agent of the Corporation including but not limited to directors, officers, and employees

Article 10---Adoption

This is to certify that the foregoing is a true and correct copy of the Initial Bylaws duly adopted by undersigned Board of Directors.

Place & Date:

President	Francisco J Virtuoso, S.J	
Vicepresident	Gustavo J García	
Treasurer	Gustavo J García	
Director	Deborah Cordero	
Secretary	Lizbeth M. Sanchez	