



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

CENTRO CRISTIANA DE VIDA ETERNA CONROE TEXAS

File Number: 801863167

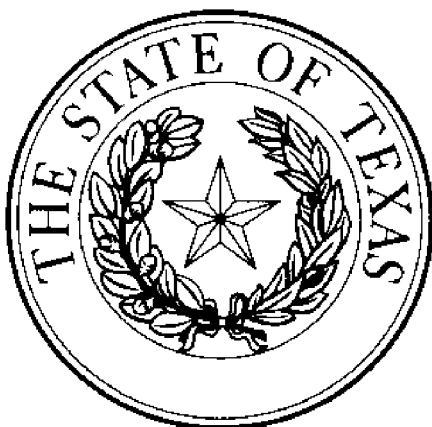
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

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

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

Dated: 10/08/2013

Effective: 10/08/2013



A handwritten signature in black ink, appearing to read "John Steen".

John Steen  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
CENTRO CRISTIANO DE VIDA ETERNA CONROE TEXAS INC.

We, the undersigned natural persons over the age of eighteen (18), acting as incorporators, adopt the following Articles of incorporation of CENTRO CRISTIANO DE VIDA ETERNA CONROE TEXAS INC. (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "ACT").

ARTICLE I: NAME

The name of this Corporation shall be CENTRO CRISTIANO DE VIDA ETERNA CONROE TEXAS INC.

ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 2420 N. FRAZIER ST. CONROE TEXAS INC.

ARTICLE III: PURPOSE

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

Specifically, the purposes of the Corporation include Christian worship and to share the Gospel of Jesus Christ, the Bible and information about the Christian faith to as many people as possible using any effective lawful means.

## ARTICLE IV – EXISTENCE

The existence of this Corporation shall be perpetual.

## ARTICLE V: RESTRICTIONS

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, trustees, officers, or other private persons; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

## ARTICLE VI: TRUSTEES

A. Number. The Trustees of the Corporation shall consist of not fewer than three (3) Trustees and not more than a maximum number determined by the Corporation's Bylaws as amended from time to time.

B. Powers. The Trustees shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

C. Term. The term of each Trustee shall be as established in the Corporation's Bylaws.

D. Election. The method of electing the Trustees shall be contained in the

Corporation's Bylaws.

E. The initial Board of Trustees shall consist of the following persons at the following addresses:

1. MARTIN E. GUEVARA 8322 BLACKSMITH DR. HOUSTON TEXAS 77064
2. CONSUELO VARGAS 521 OAKWOOD DR. CLEVELAND TEXAS 77328
3. MARILUZ PALMER DELGADO 2210 WESTVIEW DR. #157 CONROE TEXAS 77304

## ARTICLE VII: DISSOLUTION

Upon the dissolution of the Corporation, the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an entity or entities described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code.

## ARTICLE VIII – MEMBERS

The qualifications of the members of the Corporation, the manner of their admission, voting, and other rights and privileges of members shall be regulated by the Corporation's Bylaws.

## ARTICLE IX – POWERS

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any 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, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

## ARTICLE X - AMENDMENTS

A. Bylaws. Amendments to the Corporation's Bylaws may be made at any regular business meeting or special properly called meeting of the membership provided each amendment shall have been presented in writing to the membership at a previous business meeting. Amendments shall be by two-thirds (2/3) vote of members present and voting.

B. Articles of Incorporation. Amendments to the Articles of Incorporation may be made at any regular business meeting or special properly called meeting of the membership provided each amendment shall have been presented in writing to the membership at a previous business meeting. Amendments shall be by two-thirds (2/3) vote of members present and voting.

CENTRO CRISTIANO DE VIDA ETERNA CONROE TEXAS INC.

By: \_\_\_\_\_

Print name: \_\_\_\_\_

Chairman of Trustees

**BY-LAWS OF**  
**CENTRO CRISTIANO DE VIDA ETERNA CONROE TEXAS INC.**

A Texas Non-Profit Corporation

**ARTICLE I – BUSINESS AND PURPOSE**

The Non-Profit Corporation is established to engage in any lawful business or enterprise. By way of example and without limitation the Non-Profit Corporation may engage in financial and asset management and consulting services to individuals, businesses, associations, partnerships, trusts, and other entities.

In the performance of its business the Non-Profit Corporation shall have all powers granted by the general Non-Profit Corporation laws of the state of Texas. Specifically, and without limitation, the Non-Profit Corporation shall have the power to engage generally in any and all phases of the business of owning, holding, managing, controlling, acquiring, purchasing, disposing of, or otherwise dealing in or with any interest or rights in any real or personal property. The foregoing shall specifically include the power to invest and trade in the securities markets including without limitation the right to buy, sell, trade, barter, or otherwise exchange, acquire and dispose of stocks, bonds, commodities, futures, options, puts, calls (including naked puts and calls) or other vehicles of public or private companies, mutual funds or other entities, whether such be for the Non-Profit Corporation's own account or on the account of a customer or client of the Non-Profit Corporation; where the Non-Profit Corporation engages in such activities on behalf of a client or customer, said transactions may be conducted through banking or brokerage accounts in the Non-Profit Corporation's own name or in the name of said client or customer. The business and purpose shall include the conducting and engaging in such activities as is necessary or useful in connection with the foregoing.

Our organization has been active in our community like a non-profit organization. We have religious counseling Services in radio stations of education in Spanish. Below there are some of our activities in our organization have on air.

1. Counseling and Assistance for an Illness or Death.
2. Counseling for Conjugal and Assistance for Divorce.
3. Counseling for Alcohol Abuse.
4. Counseling for Drug Abuse.
5. Assistance in Finance.

6. Conferences about Health.
7. School for ESL.
8. Information about Immigration.
9. Advice for Teenagers About Abortion.
10. Public Services Activities.
11. Conferences for Abuse/Batter woman.
12. Help is offered to the Community in case of an Emergency or Nature Disaster.

## ARTICLE II - OFFICES

The registered office of the Non-Profit Corporation in the State of Texas shall be located at 2420 N. FRAZIER ST CONROE TX . The Non-Profit Corporation may also maintain offices at such other places within or without the State of Texas as the Board of Trustees may, from time to time, determine.

## ARTICLE III - MEETING OF TRUSTEES

### Section 1 - Annual Meetings:

The annual meeting of the Trustees of the Non-Profit Corporation shall be held in December of each year at such date, time and location as shall be determined, from time to time, by the Trustees.

### Section 2 - Special Meetings:

Special meetings of the Trustees may be called by the Board of Trustees or President of the Non-Profit Corporation and shall be held at such date, time and location as shall be determined, from time to time, by the Board of Trustees or officer calling said meeting.

### Section 3 - Place of Meetings:

Meetings of Trustees shall be held at the registered office of the Non-Profit Corporation, or at such other places, within or without the State of Texas as the Trustees may from time to time fix. If no designation is made, the meeting shall be held at the Non-Profit Corporation's registered office in the State of Texas.

### Section 4 - Notice of Meetings:

(a) Written or printed notice of each meeting of Trustees, whether annual or special, signed by the president, vice president or secretary, stating the time when and place where it is to be held, as well as the purpose or purposes for which the meeting is called, shall be served either personally or by mail, by or at the direction of the president, the secretary, or the officer or the person calling the meeting, not less than ten (10) nor more than thirty (30) days before the date of the meeting, unless the lapse of the prescribed time shall have been waived before or after the taking of such action, upon each member of record entitled to vote at such meeting, and to any other member to whom the giving of notice may be required by law. If it is mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to the member as it appears on the member transfer records of the Non-Profit Corporation or to the current address, which a member has delivered to the Non-Profit Corporation in a written notice.

(b) Further notice to a member is not required when notice of two consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to him or her during the period between those two consecutive annual meetings; or all, and at least two payments sent by first-class mail of dividends or interest on securities during a 12-month period have been mailed addressed to him or her at his or her address as shown on the records of the Non-Profit Corporation and have been returned undeliverable.

#### Section 5 - Quorum:

(a) Except as otherwise provided herein, or by law, or in the Articles of the Non-Profit Corporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of the Non-Profit Corporation"), a quorum shall be present at all meetings of Trustees of the Non-Profit Corporation, if the holders of a majority of the Authorities entitled to vote on that matter are represented at the meeting in person or by proxy.

(b) The subsequent withdrawal of any member from the meeting, after the commencement of a meeting, or the refusal of any member represented in person or by proxy to vote, shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

(c) Despite the absence of a quorum at any meeting of Trustees, the Trustees present may adjourn the meeting.

#### Section 6 - Voting and Acting:



(a) Except as otherwise provided by law, the Articles of Non-Profit Corporation, or these By-laws, any corporate action, the affirmative vote of the majority of Authorities entitled to vote on that matter and represented either in person or by proxy at a meeting of Trustees at which a quorum is present, shall be the act of the Trustees of the Non-Profit Corporation.

(b) Except as otherwise provided by statute, the Certificate of Non-Profit Corporation, or these By-laws, at each meeting of Trustees, each member of the Non-Profit Corporation entitled to vote thereat, shall be entitled to one vote for each member registered in his name on the books of the Non-Profit Corporation.

(c) Where appropriate communication facilities are reasonably available, any or all Trustees shall have the right to participate in any Trustees' meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

#### Section 7 - Proxies:

Each member entitled to vote or to express consent or dissent without a meeting, may do so either in person or by proxy, so long as such proxy is executed in writing by the member himself, his authorized officer, member, employee or agent or by causing the signature of the stockholder to be affixed to the writing by any reasonable means, including, but not limited to, a facsimile signature, or by his attorney-in-fact annexed thereto and duly authorized in writing. Every proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. A telegram, telex, cablegram, or similar transmission by the member, or a photographic, photo static, facsimile, shall be treated as a valid proxy, and treated as a substitution of the original proxy, so long as such transmission is a complete reproduction executed by the member. If it is determined that the telegram, cablegram or other electronic transmission is valid, the persons appointed by the Non-Profit Corporation to count the votes of Trustees and determine the validity of proxies and ballots or other persons making those determinations must specify the information upon which they relied. No proxy shall be valid after the expiration of six months from the date of its execution, unless otherwise provided in the proxy. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Non-Profit Corporation. If any member designates two or more persons to act as proxies, a majority of those persons present at the meeting, or, if one is present, then that one has and may exercise all of the powers conferred by the member upon all of the persons so designated unless the member provides otherwise.

#### Section 8 - Action Without a Meeting:

Unless otherwise provided for in the Articles of Non-Profit Corporation of the Non-Profit Corporation, any action to be taken at any annual or special Trustees' meeting, may be taken without a meeting, without prior notice and without a vote if written consents are signed by a majority of the Trustees of the Non-Profit Corporation, except however if a different proportion of voting power is required by law, the Articles of Non-Profit Corporation or these By-laws, than that proportion of written consents is required. Such written consents must be filed with the minutes of the proceedings of the Trustees of the Non-Profit Corporation. Any meeting required or authorized to be held by these articles may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

### ARTICLE IV - BOARD OF TRUSTEES

#### Section 1 - Number, Term, Election and Qualifications:

(a) The first Board of Trustees and all subsequent Boards of the Non-Profit Corporation shall consist of three (3) individuals, unless and until otherwise determined by vote of a majority of the entire Board of Trustees. The Initial Trustees are MARTIN E. GUEVARA, CONSUELO VARGAS and MARILUZ DELGADO PALMER.

(b) The Board of Trustees or Trustees all has the power, in the interim between annual and special meetings of the Trustees, to increase or decrease the number of Trustees of the Non-Profit Corporation. A Member need not be a member of the Non-Profit Corporation unless the Certificate of Non-Profit Corporation of the Non-Profit Corporation or these By-laws so require.

(c) Except as may otherwise be provided herein or in the Articles of Non-Profit Corporation, the Trustees of the Board of Trustees of the Non-Profit Corporation shall be elected at the first annual Trustees' meeting and at each annual meeting thereafter, unless their terms are staggered in the Articles of Non-Profit Corporation of the Non-Profit Corporation or these By-laws, by a plurality of the votes cast at a meeting of Trustees, by the holders of Authorities entitled to vote in the election.

(d) The first Board of Trustees shall hold office until the first annual meeting of Trustees and until their successors have been duly elected and

qualified or until there is a decrease in the number of Trustees. Thereafter, Trustees will be elected at the annual meeting of Trustees and shall hold office until the annual meeting of the Trustees next succeeding his election, unless their terms are staggered in the Articles of Non-Profit Corporation of the Non-Profit Corporation (so long as at least one-fourth (1/4) in number of the Trustees of the Non-Profit Corporation are elected at each annual Trustees' meeting) or these By-laws, or until his prior death, resignation or removal. Any Member may resign at any time upon written notice of such resignation to the Non-Profit Corporation.

(e) All Trustees of the Non-Profit Corporation shall have equal voting power unless the Articles of Non-Profit Corporation of the Non-Profit Corporation provide that the voting power of individual Trustees or classes of Trustees are greater than or less than that of any other individual Trustees or classes of Trustees, and the different voting powers may be stated in the Articles of Non-Profit Corporation or may be dependent upon any fact or event that may be ascertained outside the Articles of Non-Profit Corporation if the manner in which the fact or event may operate on those voting powers is stated in the Articles of Non-Profit Corporation. If the Articles of Non-Profit Corporation provide that any Trustees have voting power greater than or less than other Trustees of the Non-Profit Corporation, every reference in these By-laws to a majority or other proportion of Trustees shall be deemed to refer to majority or other proportion of the voting power of all the Trustees or classes of Trustees, as may be required by the Articles of Non-Profit Corporation.

## Section 2 - Duties and Powers:

The Board of Trustees shall be responsible for the control and management of the business and affairs, property and interests of the Non-Profit Corporation, and may exercise all powers of the Non-Profit Corporation, except such as those stated under Texas state law, are in the Articles of Non-Profit Corporation or by these By-laws, expressly conferred upon or reserved to the Trustees or any other person or persons named therein. The board shall be responsible for making all major and significant legal, tax, and financial decisions including but limited to the following:

- (a) Opening bank and brokerage accounts and establishing lines of credit, margin accounts, and other borrowing authority;
- (b) Establishing written employment agreements and contractor agreements for a duration in excess of one (1) year, or where the amount to be paid hereunder exceeds \$100,000 or where any portion of the compensation is based in any manner upon the Non-Profit Corporation's profitability or financial performance;

- (c) Amendments to the Articles of Non-Profit Corporation or By-laws;
- (d) Member agreement, voting trusts or proxies to which the Non-Profit Corporation is a party;
- (e) Tax elections for the Non-Profit Corporation is ruled by the United States' Department of Treasury established on the Publication Cat No 11392V (Form 1065).
- (f) The purchase or sale of a business or significant interest therein;
- (g) The purchase, sale, lease, or donation of property (real or personal, tangible or intangible) used in the operation of the business, including but not limited to office buildings/space, computer systems, vehicles, patents, trademarks, or copyrights;
- (h) Reorganizations, merges and acquisitions;
- (i) Loans, refinancing, and issuance of bonds;
- (j) Declaration of dividends; stock splits; stock issuance; redemption or retirement of corporate Authorities ;
- (k) Liquidation or dissolution of the Non-Profit Corporation;
- (l) The establishment, termination, increase or decrease in employee benefit plans including but not limited to pension and profit sharing plans; life, health medical, and dental insurance plans; child care plans; educational plans; or others;
- (m) The initiation, defense, settlement, compromise, or termination of lawsuits and claims;
- (n) Indemnification of Trustees, Officers, or others;
- (o) Change of Registered Agent or Registered Office;
- (p) Filling vacancies on the Board of Trustees or Officers;
- (q) Establishing and terminating committees; appointing and removing Trustees from committees;
- (r) Salary and compensation matters pertaining to corporate officers;
- (s) Ratification of prior corporate acts by Trustees and Officers.

Section 3 - Regular Meetings; Notice:

(a) A regular meeting of the Board of Trustees shall be held either within or without the State of Texas at such time and at such place as the Board shall fix.

(b) No notice shall be required of any regular meeting of the Board of Trustees and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Trustees shall fix or change the time or place of any regular meeting when such time and place was fixed before such change, notice of such action shall be given to each member who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in these By-laws with respect to special meetings, unless such notice shall be waived in the manner set forth in these By-laws.

#### Section 4 - Special Meetings; Notice:

(a) Special meetings of the Board of Trustees shall be held at such time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Except as otherwise required by statute, written notice of special meetings shall be mailed directly to each Member, addressed to him at his residence or usual place of business, or delivered orally, with sufficient time for the convenient assembly of Trustees thereat, or shall be sent to him at such place by telegram, radio or cable, or shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held. If mailed, the notice of any special meeting shall be deemed to be delivered on the second day after it is deposited in the United States mails, so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. A notice, or waiver of notice, except as required by these By-laws, need not specify the business to be transacted at or the purpose or purposes of the meeting.

(c) Notice of any special meeting shall not be required to be given to any Member who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

#### Section 5 - Chairperson:

The Chairperson of the Board, if any and if present, shall preside at all meetings of the Board of Trustees. If there shall be no Chairperson, or he or she shall be absent, then the President shall preside, and in his absence, any other member chosen by the Board of Trustees shall preside.

#### Section 6 - Quorum and Adjournments:

(a) At all meetings of the Board of Trustees, or any committee thereof, the presence of a majority of the entire Board, or such committee thereof, shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Non-Profit Corporation, or these By-laws.

(b) A majority of the Trustees present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, whether or not a quorum exists. Notice of such adjourned meeting shall be given to Trustees not present at time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Trustees who were present at the adjourned meeting.

#### Section 7 - Manner of Acting:

(a) At all meetings of the Board of Trustees, each member present shall have one vote, irrespective of the number of Authorities of stock, if any, which he may hold.

(b) Except as otherwise provided by law, by the Articles of Non-Profit Corporation, or these By-laws, action approved by a majority of the votes of the Trustees present at any meeting of the Board or any committee thereof, at which a quorum is present shall be the act of the Board of Trustees or any committee thereof.

(c) Any action authorized in writing made prior or subsequent to such action, by all of the Trustees entitled to vote thereon and filed with the minutes of the Non-Profit Corporation shall be the act of the Board of Trustees, or any committee thereof, and have the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board or committee for all purposes.

(d) Where appropriate communications facilities are reasonably available, any or all Trustees shall have the right to participate in any Board of Trustees meeting, or a committee of the Board of Trustees meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

#### Section 8 - Vacancies:

(a) Unless otherwise provided for by the Articles of Non-Profit Corporation of the Non-Profit Corporation, any vacancy in the Board of Trustees occurring by reason of an increase in the number of Trustees, or

by reason of the death, resignation, disqualification, removal or inability to act of any member, or other cause, shall be filled by an affirmative vote of a majority of the remaining Trustees, though less than a quorum of the Board or by a sole remaining Member, at any regular meeting or special meeting of the Board of Trustees called for that purpose except whenever the Trustees of any class or classes or series thereof are entitled to elect one or more Trustees by the Certificate of Non-Profit Corporation of the Non-Profit Corporation, vacancies and newly created Authorities s of such class or classes or series may be filled by a majority of the Trustees elected by such class or classes or series thereof then in office, or by a sole remaining Member so elected.

(b) Unless otherwise provided for by law, the Articles of Non-Profit Corporation or these By-laws, when one or more Trustees shall resign from the board and such resignation is effective at a future date, a majority of the Trustees, then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote otherwise to take effect when such resignation or resignations shall become effective.

#### Section 9 - Resignation:

A Member may resign at any time by giving written notice of such resignation to the Non-Profit Corporation.

#### Section 10 - Removal:

Unless otherwise provided for by the Articles of Non-Profit Corporation, one or more or all the Trustees of the Non-Profit Corporation may be removed with or without cause at any time by a vote of two-thirds of the Trustees entitled to vote thereon, at a special meeting of the Trustees called for that purpose, unless the Articles of Non-Profit Corporation provide that Trustees may only be removed for cause, provided however, such Member shall not be removed if the Non-Profit Corporation states in its Articles of Non-Profit Corporation that its Trustees shall be elected by cumulative voting and there are a sufficient number of Authorities cast against his or her removal, which if cumulatively voted at an election of Trustees would be sufficient to elect him or her. If a Member was elected by a voting group of Trustees, only the Trustees of that voting group may participate in the vote to remove that Member.

#### Section 11 - Compensation:

The Board of Trustees may authorize and establish reasonable compensation of the Trustees for services to the Non-Profit Corporation as Trustees, including, but not limited to attendance at any annual or special meeting of the Board.

#### Section 12 - Committees:

Unless otherwise provided for by the Articles of Non-Profit Corporation of the Non-Profit Corporation, the Board of Trustees, may from time to time designate from among its Trustees one or more committees, and alternate Trustees thereof, as they deem desirable, each consisting of one or more Trustees, with such powers and authority (to the extent permitted by law and these By-laws) as may be provided in such resolution. Unless the Articles of Non-Profit Corporation or By-laws state otherwise, the Board of Trustees may appoint natural persons who are not Trustees to serve on such committees authorized herein. Each such committee shall serve at the pleasure of the Board and, unless otherwise stated by law, the Certificate of Non-Profit Corporation of the Non-Profit Corporation or these By-laws, shall be governed by the rules and regulations stated herein regarding the Board of Trustees. Any meeting required or authorized to be held by this article may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in this meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

### ARTICLE V – TRUSTEES AND OFFICERS

#### Section 1 - Number, Qualifications, Election and Term of Office:

(a) The Non-Profit Corporation's officers shall have such titles and duties as shall be stated in these By-laws or in a resolution of the Board of Trustees which is not inconsistent with these By-laws. The officers of the Non-Profit Corporation shall consist of a president, secretary and treasurer, and also may have one or more vice presidents, assistant secretaries and assistant treasurers and such other officers as the Board of Trustees may from time to time deem advisable. Any officer may hold two or more offices in the Non-Profit Corporation.

(b) The officers of the Non-Profit Corporation shall be elected by the Board of Trustees at the regular annual meeting of the Board following the annual meeting of Trustees.

(c) Each officer shall hold office until the annual meeting of the Board of Trustees next succeeding his election, and until his successor shall have been duly elected and qualified, subject to earlier termination by his or her death, resignation or removal.

#### Section 2 – Designation of Officers:

(a) Chairman of the Board – The Chairman of the Board shall preside at the meetings of the stockholders and the Board of Trustees, and shall



see that all orders and resolutions of the Board of Trustees are carried into effect.

- (b) President – The President shall be the chief executive officer of the Non-Profit Corporation and shall have active management of the business of the Non-Profit Corporation. He shall execute on behalf of the Non-Profit Corporation all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly designated by the Board of Trustees to some other officer or agent of the Non-Profit Corporation.
- (c) Secretary – The Secretary shall act under the direction of the President and shall have custody of and maintain all corporate records except the financial records. He shall authenticate all non-financial records and documents of the Non-Profit Corporation. Subject to the direction of the President he shall attend all meetings of the Board of Trustees and all meetings of the stockholders and record the proceedings. He shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all annual and special meetings of the stockholders and Board of Trustees, and shall perform such other duties as may be prescribed by the President or the Board of Trustees.
- (d) Treasurer – The Treasurer shall act under the direction of the President. Subject to the direction of the President, he shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Non-Profit Corporation. He shall deposit all monies and other valuable effects in the name and to the credit of the Non-Profit Corporation in such depositories as may be designated by the Board of Trustees. He shall disburse the funds of the Non-Profit Corporation as may be ordered by the President of the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and the Board of Trustees, at its regular meetings, or when the Board of Trustees so requires, an account of all his transactions as the Treasurer and of the financial condition of the Non-Profit Corporation.

### Section 3 - Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Non-Profit Corporation.

### Section 4 - Removal:

Any officer elected by the Board of Trustees may be removed, either with or without cause, and a successor elected by the Board at any time, and

any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

#### Section 5 - Vacancies:

A vacancy, however caused, occurring in the Board and any newly created Authorities s resulting from an increase in the authorized number of Trustees may be filled by the Board of Trustees.

#### Section 6 - Bonds:

The Non-Profit Corporation may require any or all of its officers or Agents to post a bond, or otherwise, to the Non-Profit Corporation for the faithful performance of their positions or duties.

#### Section 7 - Compensation:

The compensation of the officers of the Non-Profit Corporation shall be fixed from time to time by the Board of Trustees. Any meeting required or authorized to be held by this article may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

### ARTICLE VI – BOOKS AND RECORDS

#### Section 1 – Books and Records:

The Non-Profit Corporation shall keep as permanent records the minutes of all meetings of its Trustees and Board of Trustees; a record of all actions taken by the Trustees or Board of Trustees without a meeting; and, a record of all actions taken by a committee of the Board of Trustees in place of the Board of Trustees on behalf of the above named Non-Profit Corporation. The Non-Profit Corporation shall also continuously maintain accurate accounting records. Furthermore, the above named Non-Profit Corporation shall maintain the following:

- (a) A record of its Trustees in a form that permits preparation of a list of the names and addresses of all Trustees in alphabetical order by class of Authorities showing the number and series of Authorities held by each;
- (b) The Non-Profit Corporation's Articles or Restated Articles of Non-Profit Corporation and all amendments thereto currently in effect;

- (c) The Non-Profit Corporation's By-laws or Restated By-laws and all amendments thereto currently in effect;
- (d) Resolutions adopted by the Board of Trustees creating one or more classes or series of Authorities and fixing their relative rights, preferences and limitations if Authorities issued pursuant to those resolutions are outstanding;
- (e) The minutes of all Trustees' meetings and records of all actions taken by Trustees without a meeting including the financial statements furnished to Trustees as may be required under Texas law;
- (f) A list of the names and business street addresses of the Non-Profit Corporation's current Trustees and officers; and
- (g) A copy of the above named Non-Profit Corporation's most recent annual report delivered to the Department of State.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form.

#### Section 2 – Member's Inspection Rights:

A member of the Non-Profit Corporation (including a beneficial owner whose Authorities are held in a voting trust or a nominee on behalf of a beneficial owner) may inspect and copy, during regular business hours at the Non-Profit Corporation's principal office, any of the corporate records required to be kept pursuant to Section 1 above, of these By-laws, or the Articles of Non-Profit Corporation, or as may be required by law, if said member gives the above named Non-Profit Corporation written notice of such demand at least five (5) business days before the date on which the member wishes to inspect and copy. The foregoing right of inspection is subject, however, to such other restrictions as are applicable under Texas Law, including, but not limited to, the inspection of certain records being permitted only if the demand for inspection is made in good faith and for a proper purpose (as well as the member describing with reasonable particularity the purpose and records desired to be inspected and such records are directly connected with the purpose). Notice as required herein shall be directed to the Secretary of the Non-Profit Corporation.

#### Section 3 – Financial Information:

Unless modified by resolution of the Trustees within 120 days of the close of each fiscal year, the Non-Profit Corporation shall furnish the Trustees annual financial statements which may be consolidated or combined statements of the Non-Profit Corporation and one or more of its

subsidiaries as appropriate, that include a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of cash flow for that year. If financial statements are prepared on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis. If the annual financial statements are reported by a public accountant, said accountant's report shall accompany said statements. If said annual financial statements are not reported on by a public accountant, then the statements shall be accompanied by a statement of the president or other person responsible for the above named Non-Profit Corporation's accounting records (a) stating his reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and if not, describing the basis of preparation; and (b) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. The annual financial statements shall be mailed to each member of the above named Non-Profit Corporation within 120 days after the close of each fiscal year or within such additional time as is reasonably necessary to enable the above named Non-Profit Corporation to prepare same.

#### Section 4 – Other Reports to Trustees:

(a) The Non-Profit Corporation shall report any indemnification or advanced expenses to any member, officer, employee, or agent (for indemnification relating to litigation or threatened litigation) in writing to the Trustees with or before the notice of the next Trustees' meeting, or prior to such meeting if the indemnification or advance occurs after the giving of such notice but prior to the time such meeting is held. Said report shall include a statement specifying the persons paid, the amounts paid, and the nature and status (at the time of such payment) of the litigation or threatened litigation.

(b) Additionally, if the Non-Profit Corporation issues or authorizes the issuance of Authorities for promises to render services in the future, the above named Non-Profit Corporation shall report in writing to the Trustees the number of Authorities authorized or issued and the consideration received by the above named Non-Profit Corporation, with or before the notice of the next Trustees' meeting.

### ARTICLE VII - AUTHORITIES OF MEMBER

#### Section 1 - Certificate of Member:

(a) The Authorities of the Non-Profit Corporation shall be represented by certificates or shall be un-certificated Authorities.

(b) Certificated Authorities of the Non-Profit Corporation shall be signed, (either manually or by facsimile), by officers or agents designated by the Non-Profit Corporation for such purposes, and shall certify the number of Authorities owned by him in the Non-Profit Corporation. Whenever any certificate is countersigned or otherwise authenticated by a transfer agent or transfer clerk, and by a registrar, then a facsimile of the signatures of the officers or agents, the transfer agent or transfer clerk or the registrar of the Non-Profit Corporation may be printed or lithographed upon the certificate in lieu of the actual signatures. If the Non-Profit Corporation uses facsimile signatures of its officers and agents on its stock certificates, it cannot act as registrar of its own stock, but its transfer agent and registrar may be identical if the institution acting in those dual capacities countersigns or otherwise authenticates any stock certificates in both capacities. If any officer who has signed or whose facsimile signature has been placed upon such certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the Non-Profit Corporation with the same effect as if he were such officer at the date of its issue.

(c) If the Non-Profit Corporation issues un-certificated Authorities as provided for in these By-laws, within a reasonable time after the issuance or transfer of such un-certificated Authorities, and at least annually thereafter, the Non-Profit Corporation shall send the member a written statement certifying the number of Authorities owned by such member in the Non-Profit Corporation.

(d) Except as otherwise provided by law, the rights and obligations of the holders of un-certificated Authorities and the rights and obligations of the holders of certificates representing Authorities of the same class and series shall be identical.

#### Section 2 - Lost or Destroyed Certificates:

The Board of Trustees may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Non-Profit Corporation alleged to have been lost, stolen or destroyed if the owner:

- (a) so requests before the Non-Profit Corporation has notice that the Authorities have been acquired by a bona fide purchaser,
- (b) files with the Non-Profit Corporation a sufficient indemnity bond; and

- (c) satisfies such other requirements, including evidence of such loss, theft or destruction, as may be imposed by the Non-Profit Corporation.

### Section 3 - Transfers of Authorities :

(a) Transfers or registration of transfers of Authorities of the Non-Profit Corporation shall be made on the partners' transfer books of the Non-Profit Corporation by the registered holder thereof, or by his attorney duly authorized by a written power of attorney; and in the case of Authorities represented by certificates, only after the surrender to the Non-Profit Corporation of the certificates representing such Authorities with such Authorities properly endorsed, with such evidence of the authenticity of such endorsement, transfer, authorization and other matters as the Non-Profit Corporation may reasonably require, and the payment of all stock transfer taxes due thereon.

(b) The Non-Profit Corporation shall be entitled to treat the holder of record of any member or Authorities as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such member or Authorities on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

### Section 4 - Record Date:

(a) The Board of Trustees may fix, in advance, which shall not be more than sixty days before the meeting or action requiring a determination of Trustees, as the record date for the determination of Trustees entitled to receive notice of, or to vote at, any meeting of Trustees, or to consent to any proposal without a meeting, or for the purpose of determining Trustees entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for Trustees entitled to notice of meeting shall be at the close of business on the day preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, or if notice is waived, at the close of business on the day before the day on which the meeting is held.

(b) The Board of Trustees may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted for Trustees entitled to receive payment of any dividend or other distribution or allotment of any rights of Trustees entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action.

(c) A determination of Trustees entitled to notice of or to vote at a Trustees' meeting is effective for any adjournment of the meeting unless the Board of Trustees fixes a new record date for the adjourned meeting.

#### Section 5 - Fractions of Authorities /Scrip:

The Board of Trustees may authorize the issuance of certificates or payment of money for fractions of a member, either represented by a certificate or un-certificated, which shall entitle the holder to exercise voting rights, receive dividends and participate in any assets of the Non-Profit Corporation in the event of liquidation, in proportion to the fractional holdings; or it may authorize the payment in case of the fair value of fractions of a member as of the time when those entitled to receive such fractions are determined; or it may authorize the issuance, subject to such conditions as may be permitted by law, of scrip in registered or bearer form over the manual or facsimile signature of an officer or agent of the Non-Profit Corporation or its agent for that purpose, exchangeable as therein provided for full Authorities , but such scrip shall not entitle the holder to any rights of member, except as therein provided. The scrip may contain any provisions or conditions that the Non-Profit Corporation deems advisable. If a scrip ceases to be exchangeable for full member certificates, the Authorities that would otherwise have been issueable as provided on the scrip are deemed to be treasury Authorities unless the scrip contains other provisions for their disposition.

### ARTICLE VIII - DIVIDENDS

(a) No Dividends shall be declared nor paid out of any funds available therefore, as often, in such amounts, and at such time or times as the Board of Trustees may determine and Authorities may be issued pro rata and without consideration to the Non-Profit Corporation's Trustees or to the Trustees of one or more classes or series.

(b) Authorities of one class or series may not be issued as a member dividend to Trustees of another class or series unless:

- (i) so authorized by the Articles of Non-Profit Corporation;
- (ii) a majority of the Trustees of the class or series to be issued approve the issue; or
- (iii) there are no outstanding Authorities of the class or series of Authorities that are authorized to be issued.

### ARTICLE IX - INDEMNIFICATION

#### Section 1 – Right of Indemnification:

Every person who was or is a party, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a member or officer of the Non-Profit Corporation or is or was serving at the request of the Non-Profit Corporation or for its benefit as a member or officer of another Non-Profit Corporation, or as a representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the General Non-Profit Corporation Law of the State of Texas from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. The expenses of Officers and Trustees incurred in defending a civil or criminal action, suit or proceeding must be paid by the Non-Profit Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Member or Officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Non-Profit Corporation. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such Trustees, Officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-law, agreement, vote of stockholders, provisions of law or otherwise, as well as their rights under this Article.

#### Section 2 – Insurance for Indemnification:

The Board of Trustees may cause the Non-Profit Corporation to purchase and maintain insurance on behalf of any person who is or was a member or officer of the Non-Profit Corporation, or is or was serving at the request of the Non-Profit Corporation as a member or officer of the Non-Profit Corporation, or is or was serving at the request of the Non-Profit Corporation as a member or officer of another Non-Profit Corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Non-Profit Corporation would have the power to indemnify such person.

#### Section 3 – Amendment:

The Board of Trustees may from time to time adopt further By-laws with respect to indemnification and may amend these and such By-laws to provide at all times the fullest indemnification permitted by the General Non-Profit Corporation Law of the State of Texas.



## ARTICLE X - FISCAL YEAR

The fiscal year of the Non-Profit Corporation is hereby fixed as the calendar year ending on December 31st. Notwithstanding the foregoing the fiscal year shall be subject to change by the Board of Trustees from time to time, subject to applicable law.

## ARTICLE XI - CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Board of Trustees. The use of a seal or stamp by the Non-Profit Corporation on corporate documents is not necessary and the lack thereof shall not in any way affect the legality of a corporate document.

## ARTICLE XII - AMENDMENTS

### Section 1 - By Trustees:

All By-laws of the Non-Profit Corporation shall be subject to alteration or repeal, and new By-laws may be made, by a majority vote of the Trustees at the time entitled to vote in the election of Trustees even though these By-laws may also be altered, amended or repealed by the Board of Trustees.

The Board of Trustees shall have power to make, adopt, alter, amend and repeal, from time to time, By-laws of the Non-Profit Corporation.

## ARTICLE XIII - WAIVER OF NOTICE:

Whenever any notice is required to be given by law, the Articles of Non-Profit Corporation or these By-laws, a written waiver signed by the person or persons entitled to such notice, whether before or after the meeting by any person, shall constitute a waiver of notice of such meeting.

## ARTICLE XIV - INTERESTED TRUSTEES AND OFFICERS:

No contract or transaction shall be void or avoidable if such contract or transaction is between the Non-Profit Corporation and one or more of its Trustees or Officers, or between the Non-Profit Corporation and any other Non-Profit Corporation, partnership, association, or other organization in which one or more of its Trustees or Officers, are Trustees or officers, or have a financial interest, when such Member or Officer is present at or participates in the meeting of the Board, or the committee of the Trustees which authorizes the contract or transaction or his, her or their votes are counted for such purpose, if:

- (a). the material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Trustees or the committee and are noted in the minutes of such meeting, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Trustees, even though the disinterested Trustees be less than a quorum; or
- (b). the material facts as to his, her or their relationship or relationships or interest or interests and as to the contract or transaction are disclosed or are known to the Trustees entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Trustees; or
- (c). the contract or transaction is fair as to the Non-Profit Corporation as of the time it is authorized, approved or ratified, by the Board of Trustees, a committee of the Trustees; or
- (d). the fact of the common Authorities , office or financial interest is not disclosed or known to the Member or Officer at the time the transaction is brought before the Board of Trustees of the Non-Profit Corporation for such action.

Such interested Trustees may be counted when determining the presence of a quorum at the Board of Trustees' or committee meeting authorizing the contract or transaction.

**ARTICLE XV - ANNUAL LIST OF OFFICERS, TRUSTEES AND REGISTERED AGENT:**

The Non-Profit Corporation shall, within sixty days after the filing of its Articles of Non-Profit Corporation with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of Non-Profit Corporation occurs each year, file with the Secretary of State a list of its president, secretary and treasurer and all of its Trustees, along with the post office box or street address, either residence or business, and a designation of its resident agent in the state of Texas. An officer of the Non-Profit Corporation shall certify such list.

**APPROVED AND ADOPTED** by the Board of Trustees on \_\_\_\_\_.

**ATTEST:**

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**MARTIN E. GUEVARA**

Date of this notice: 10-11-2013

Employer Identification Number:  
46-3858435

Form: SS-4

Number of this notice: CP 575 A

CENTRO CRISTIANO DE VIDA ETERNA  
CONROE TEXAS  
% MARTIN GUEVARA  
2420 N FRAZIER ST  
CONROE, TX 77303

For assistance you may call us at:  
1-800-829-4933

IF YOU WRITE, ATTACH THE  
STUB AT THE END OF THIS NOTICE.

**WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER**

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 46-3858435. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1120

01/15/2014

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

**IMPORTANT INFORMATION FOR S CORPORATION ELECTION:**

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, *Election by a Small Business Corporation*.

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, *Electronic Choices to Pay All Your Federal Taxes*. If you need to make a deposit immediately, you will need to make arrangements with your Financial Institution to complete a wire transfer.

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents (payroll service providers) are available to assist you. Visit the IRS Web site at [www.irs.gov](http://www.irs.gov) for a list of companies that offer IRS e-file for business products and services. The list provides addresses, telephone numbers, and links to their Web sites.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at [www.irs.gov](http://www.irs.gov). If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

**IMPORTANT REMINDERS:**

- \* Keep a copy of this notice in your permanent records. **This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.** You may give a copy of this document to anyone asking for proof of your EIN.
- \* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- \* Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub.

Your name control associated with this EIN is CENT. You will need to provide this information, along with your EIN, if you file your returns electronically.

Thank you for your cooperation.

CP 575 A (Rev. 7-2007)

CP 575 A

DATE OF THIS NOTICE: 10-11-2013  
EMPLOYER IDENTIFICATION NUMBER: 46-3858435  
FORM: SS-4 NOBOD

CENTRO CRISTIANO DE VIDA ETERNA  
CONROE TEXAS  
% MARTIN GUEVARA  
2420 N FRAZIER ST  
CONROE, TX 77303

CORPORATION BOARD OF DIRECTOR  
CENTRO CRISTIANO DE VIDA ETERNA CONROE TEXAS INC.

| NAME                      | ADDRESS & PHONE #  | LEGAL STATUS | VOTING PERCENTAGE |
|---------------------------|--|--------------|-------------------|
| MARTIN E. GUEVARA         | 8322 BLACKSMITH DR.<br>HOUSTON TX 7764<br>713-757-2355       | US CITIZEN   | 70%               |
| CONSUELO VARGAS           | 521 OAKWOOD DR.<br>CLEVELAND TX 77328<br>832-599-2369        | US CITIZEN   | 15%               |
| MARILUZ PALMER<br>DELGADO | 2210 WESTVIEW DR.<br>#157<br>CONROE TX 77304<br>281-608-2229 | US CITIZEN   | 15%               |