

NOTE: The failure to include an explanatory exhibit providing full particulars in connection with a "No" response may result in dismissal of the application. See Instructions, paragraph L for additional information regarding completion of explanatory exhibits.

Section II - Legal and Financial

1. **Certification.** Applicant certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Applicant further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets. ☒ Yes ☐ No

2. **Eligibility.** Each applicant must answer "Yes" to one and "No" to two of the three following certifications. An applicant should not submit an explanatory exhibit in connection with these Question 2 "No" responses.

The applicant certifies that it is:

- a. a nonprofit educational institution; or ☐ Yes ☒ No
- b. a governmental entity other than a school; or ☐ Yes ☒ No
- c. a nonprofit educational organization, other than described in a. or b. ☒ Yes ☐ No
3. For applicants checking "Yes" to question 2(c) and applying for a new noncommercial educational television station only, the applicant certifies that the applicant's officers, directors and members of its governing board are broadly representative of the educational, cultural, and civic segments of the principal community to be served. ☐ Yes ☐ No ☒ N/A
4. a. The applicant certifies that the Commission has previously granted a broadcast application identified here by file number that found this applicant qualified as a noncommercial educational entity with a qualifying educational program, and that the applicant will use the proposed station to advance a program similar to that the Commission has found qualifying in applicant's previous application. ☐ Yes _____
FCC File Number ☒ No
- b. Applicants who answered "No" to Question 4(a), must include an exhibit that describes the applicant's educational objective and how the proposed station will be used to advance an educational program that will further that objective according to 47 C.F.R. Section 73.503 (for radio applicants) or 47 C.F.R. Section 73.621 (for television applicants).
5. The applicant certifies that its governing documents (e.g., articles of incorporation, by-laws, charter, enabling statute, and/or other pertinent organizational document) permit the applicant to advance an educational program and that there is no provision in any of those documents that would restrict the applicant from advancing an educational program or complying with any Commission rule, policy, or provision of the Communications Act of 1934, as amended. ☒ Yes ☐ No

Exhibit No. I

6. a. **Parties to the Application.** List separately each party to the application including, as applicable, the applicant, its officers, directors, five percent or greater stockholders, non-insulated partners, members, and all other persons and entities with attributable interests. If another entity holds an attributable interest in the applicant, list separately, as applicable, its officers, directors, five percent or greater stockholders, non-insulated partners, and board members. Create a separate row for each individual or entity. Attach additional pages if necessary.

Name and Residence/Headquarters Address(es) (a)	Citizenship (b)	Positional Interest: Officer, director, investor/creditor attributable under the Commission's equity/debt plus standard, etc. (c)	Director or Member of Governing Board		% of: Ownership (O) or Voting Stock(VS) or Membership (M) (e)	% of: of Total Assets (equity plus debt) (f)
			Yes	No		
			(d)			
JUAN BRUNO CAAMANO Newort Beach, CA	US	PRESIDENT	YES		N/A	N/A
MIZZRAHIM MORALES Sun Valley, CA	US	VICE PRESIDENT	YES		N/A	N/A
AQUILES ACCOSTA Los Angeles, CA	US	SECRETARY	YES		N/A	N/A
GREGORIO KRAWCHUK Montibello, CA	US	TREASURER	YES		N/A	N/A

- b. Applicant certifies that any equity and financial interests not set forth above are non-attributable pursuant to 47 C.F.R. Section 73.3555 and that there are no agreements or understandings with any non-party that would give influence over the applicant's programming, personnel, or finances to that non-party.

☒ Yes ☐ No

See Explanation
in Exhibit No.

7. **Other Authorizations.** List call signs, locations, and facility identifiers of all other broadcast stations in which applicant or any party to the application has an attributable interest pursuant to the notes to 47 C.F.R. Section 73.3555. Exhibit No. ☒ N/A
8. **Character Issues.** Applicant certifies that neither applicant nor any party to the application has or has had any interest in, or connection with: ☒ Yes ☐ No See Explanation in Exhibit No.
- a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or party to the application; or
- b. any pending broadcast application in which character issues have been raised.
9. **Adverse Findings.** Applicant certifies that, with respect to the applicant, any party to the application, and any non-party equity owner in the applicant, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination. ☒ Yes ☐ No See Explanation in Exhibit No.
- If the answer is "No," attach as an Exhibit a full disclosure concerning the persons and matters involved, including an identification of the court or administrative body and the proceeding (by dates and file numbers), and a description of the disposition of the matter. Where the requisite information has been earlier disclosed in connection with another application or as required by 47 C.F.R. Section 1.65, the applicant need only provide: (i) an identification of that previous submission by reference to the file number in the case of an application, the call letters of the station regarding which the application or Section 1.65 information was filed, and the date of filing; and (ii) the disposition of the previously reported matter.
10. **Alien Ownership and Control.** Applicant certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments. ☒ Yes ☐ No See Explanation in Exhibit No.
11. **Program Service Certification.** Applicant certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area. ☒ Yes ☐ No
12. **Local Public Notice.** Applicant certifies compliance with the public notice requirements of 47 C.F.R. Section 73.3580. ☒ Yes ☐ No
13. **Anti-Drug Abuse Act Certification.** Applicant certifies that neither applicant nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862. ☒ Yes ☐ No
14. **Equal Employment Opportunity (EEO).** If the applicant proposes to employ five or more full-time employees, applicant certifies that it is filing simultaneously with this application a Model EEO Program Report on FCC Form 396-A. ☐ Yes ☐ No ☒ N/A

QUESTIONS 15, 16 AND 17 APPLY ONLY TO APPLICATIONS FOR NEW STATIONS. OTHER APPLICANTS CAN PROCEED TO QUESTION 18.

15. **Financial.** The applicant certifies that sufficient net liquid assets are on hand or that sufficient funds are available from committed sources to construct and operate the requested facilities for three months without revenue. ☒ Yes ☐ No See Explanation in Exhibit No.

If "No" to 15., answer questions 16. and 17.

16. Is this application contingent upon receipt of a grant from the National Telecommunications and Information Administration? ☐ Yes ☒ No
17. Is this application contingent upon receipt of a grant from a charitable organization, the approval of the budget of a school or university, or an appropriation from a state, county, municipality or other political subdivision? ☐ Yes ☒ No

NOTE: If Yes to 16. or 17., the application cannot be granted unconditionally until all of the necessary funds are committed or appropriated. In the case of grants from the National Telecommunications and Information Administration, no further action on the applicant's part is required. If the applicant relies on funds from a source specified in Question 17., **the applicant must advise the Commission when the funds are committed or appropriated.** This should be accomplished by letter amendment to the application. Applicants should take note that the Commission's construction period is not considered "tolled" by funding difficulties and that any permit granted conditionally on funding will expire if the station is not constructed for any reason, including lack of funding.

QUESTIONS 18 AND 19 DO NOT APPLY TO APPLICATIONS FOR NEW STATIONS. APPLICANTS FOR NEW FM STATIONS CAN PROCEED TO SECTION III. APPLICANTS FOR NEW TV STATIONS CAN PROCEED TO SECTION IV.

Holding Period.

18. Applicant certifies that this application does not propose a modification to an authorization that was awarded on the basis of a preference for fair distribution of service pursuant to 47 U.S.C. Section 307(b). ☒ Yes ☐ No

If "No," answer a. and b. below. If applicant answers "No" to 18. above and cannot answer "Yes" to either a. or b. below, the application is unacceptable.

- a. Applicant certifies that the proposed modification will not downgrade service to the area on which the Section 307(b) preference was based. ☐ Yes ☐ No
- b. Applicant certifies that although it proposes to downgrade service to the area on which the Section 307(b) preference was based, applicant has provided full service to that area for a period of four years of on-air operations. ☐ Yes ☐ No
19. Applicant certifies that this application does not propose a modification to an authorized station that received a credit for superior technical parameters under the point system selection method in 47 C.F.R. Section 73.7003. ☒ Yes ☐ No

If "No," applicant must be able to answer "Yes" to a. below or provide an exhibit that makes a compelling showing that the downgrade would be in the public interest.

- a. Applicant certifies that the population and area within the proposed service contour (60 dBu (FM) or Grade B (TV)) are greater than or equivalent to those authorized. ☐ Yes ☐ No

Exhibit No.

Section III

Fair Distribution of Service Pursuant to 47 U.S.C. Section 307(b) (New and Major Changes to FM Radio Only) (Other

1. Applicant certifies that the proposed station will provide a first noncommercial educational aural service to (a) at least 10 percent of the people residing within the station's 60 dBu (1 mV/m) service contour **and** (b) to a minimum of 2,000 people. Applicants answering "Yes" must provide an Exhibit. ☐ Yes ☐ No
Exhibit No.
2. Applicant certifies that the proposed station will provide a second noncommercial educational aural service to (a) at least 10 percent of the people residing within the station's 60 dBu (1 mV/m) service contour **and** (b) to a minimum of 2,000 people. Applicants answering "Yes" must provide an Exhibit. ☐ Yes ☐ No
Exhibit No.

Exhibit 1

Responses to FCC Form 340, Section II, Question 4.b and Question 5.

In response to Question 4.b, Alma Vision Hispanic Network, Inc. (“AlmaVision”) is a non-profit corporate ministry formed under California law, and its educational objective is to provide the Spanish-speaking community within the radio station’s service area with daily religious-oriented teachings relating to or based upon the Gospel of Jesus Christ. AlmaVision believes that a significant Spanish-speaking population does not have easy access to such religious instruction. Thus, the radio station will advance AlmaVision’s objective to provide religious-based education to the Spanish speaking community around the clock in the privacy of their homes and automobiles.

In addition, in response to Question 5, see attached hereto, a copy of AlmaVision’s By-laws, as amended.

OFFICER'S CERTIFICATE
OF
ADOPTION OF AMENDMENTS TO BYLAWS
OF
ALMA VISION HISPANIC NETWORK, INC.

I, the undersigned, do hereby certify:

That I am the duly elected, qualified and acting President of Alma Vision Hispanic Network, Inc., a California nonprofit corporation.

That the following amendment to the Bylaws of said corporation were approved and adopted by the Board of Directors of the Corporation pursuant to a Written Consent dated as of the 19th day of October, 2007:

1. Article 2, Section 1 of the Bylaws of the Company was amended in its entirety and replaced with the following:

"SECTION 1.OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Corporation are to spread the Gospel of Jesus Christ through television and radio broadcasting and local churches, which may at times include, among other things, (a) broadcasting television and radio Church programming for the promulgation of the Gospel of Jesus Christ, (b) providing religious education and instruction through such television and radio broadcasting and local churches, and (c) the rendering of Christian services through material, spiritual, educational and emotional means, to those in need, and to associates of other Churches and organizations of similar purposes.

In furtherance of these purposes, this Corporation will comply with all applicable rules, regulations and policies of the Federal Communications Commission ("FCC") and, specifically, will comply with 47 CFR Sec. 73.7003(b)(2) (Section 73.7003(b)(2) of the FCC's rules) by not having attributable interests in any radio stations (AM, FM and FM translator stations that are not fill-ins) that have overlapping principal community contours so as to promote local diversity of ownership."

IN WITNESS WHEREOF, I have hereunto subscribed my name effective this 19th day of October, 2007.


Juan Bruno Caamaño, President

Bylaws of Corporation

ALMA VISION HISPANIC NETWORK

ARTICLE 1

OFFICES

SECTION 1. PRINCIPAL OFFICE

Section 1. The registered office of the corporation shall be at:
Los Angeles County, California

SECTION 2. CHANGE OF ADDRESS

The county of the corporations principal office can be change only by amendment of these bylaws and nit otherwise. The board of Directors may, however, change the principal office from one location. to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these Bylaws:

Juan B. C. Date: 1/17/14, 20004

Gregorio K. Date: 1/17/, 20004

None Date: 1/17/, 20004

Nam Date: _____, 20004

Jacqueline C. Date: 1/17/, 20004

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2

PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation to operate a TV Church programming for the promulgation of the Gospel of Jesus Christ, the rendering of Christian services, through material, spiritual, education, and emotional means, to those in need, and to associates with other Churches and organization of similar purposes.

ARTICLE 3

MEMBERS

SECTION 1. NUMBER

This corporation shall not have any members.

SECTION 2. POWERS EXERCISED BY BOARD OF DIRECTORS

Pursuant Section 9310(b) of the Nonprofit Religious Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the board of Directors.

ARTICLE 4

DIRECTORS

SECTION 1. NUMBER

The corporation shall have no less than three and no more than five directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in Article 10 of these Bylaws.

The President of this Corporation and the President and Treasurer of Alma Vision Hispanic Network shall serve ex officio, as members of the Board of Directors of this corporation with full voting rights.

SECTION 2. POWERS

Subject to the provision of the California Nonprofit Religious Corporation law and any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensations, if any, all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the secretary of the corporation and notices of meetings mailed or electronically communicated in writing to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each directors shall hold offices until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. Directors shall be eligible for re-election without limitation on the numbers of the terms they may serve provided they continue to meet the qualifications required in these Bylaws.

SECTION 5. QUALIFICATIONS OF DIRECTORS

The Directors of the corporation shall be residents of the State of California.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting and not held on the written consent of all directors given either before or after the meetings of the Board. Any meeting, regular or special, may be

held by conference telephone or similar communications equipment , so. as long as all directors participating in such meeting can hear one another .

SECTION 8. ANNUAL MEETING

The annual meeting of their Board of Directors shall be held on the second Monday in January of each year at 7:00 p.m. unless such day falls on legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day .

At the annual meeting of the Board of Directors , directors shall be elected in accordance with this section . Cumulative voting by directors of the election of directors shall not be permitted. The candidates receiving the highest numbers of vote up to the numbers of directors to be elected shall be elected. Each directors shall cast one vote , with voting being by ballot only.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the president, the Vice president , the Secretary , or by any two Directors, and such meetings shall be held at the place , within this State of California , designated by the person or persons calling the meeting , and the absence of such designation, at the principal office of the corporation .

SECTION 10. NOTICE OF MEETINGS

Special meetings of the Board shall be held upon four(4)days' notice by first class mail or forty-eight(48)hours' notice delivery personally or by telephone or facsimile. If sent by mail , the notice shall be deemed to be delivered on its deposit in the mail . Such notices shall be addressed to each directors at this or her address as shown on the books of the corporation. Notice of the time and place of holding and adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four(24)hours from the time of the original meeting . Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty four(24) hours - from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice .

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of Board , however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice , provided a quorum , as hereinafter , is present and provided that either before or after the meeting each directors not present signs a waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. All such waivers , consents , or approvals shall be filed with the corporate record or made a part of the minutes of the meetings .

SECTION 13. QUORUM FOR MEETINGS

A majority of the authorized numbers of Directors constitutes a quorum of the Board of Directors for the transaction of business, except as herein after provided.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the motion which the Chair shall entertain at such meeting is a motion to adjourn from time to time until the time fixed for the next, regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, Other than by announcement at the meeting at which the adjournment is take, except as provided in section 9 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present amy continued to do business notwithstanding the loss of a quorum at the meeting due to withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such greater percentage as my be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board Directors, unless the Articles of Incorporation, or provision s of the California Nonprofit Religious Corporation Law, particularly those provisions relating to appointment of committees (Section 9212), approval of contracts or transaction in which a director has a material financial interest (Section 9243)and indemnification of Directors(Section 9246e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence of each persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action such written consent or consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force have force and effect as the unanimous vote of the directors Any certificate or other document filed under any provision of which relates

to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority .

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any directors , and (2) whenever the number of authorized directors is increased.

The board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court , or convicted of a felony , or has been removed from office by order of the Superior Court for engaging in fraudulent acts pursuant to Section 9233 of California Nonprofit Religious Corporation Law.

Any director may resign effective upon giving written notice to the President, the Secretary , or the Board of Directors , unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would be left without duly elected director of directors in charge of its affairs.

Vacancies on the Board may be filled by approval of the Board or, if the numbers of Directors then in office is less than a quorum , by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waiver of notice complying with this Article of these Bylaws, or (3) a sole remaining directors at any time to fill any vacancy not filled by the directors .

SECTION 18. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable of the , liabilities, or other obligations of the corporation .

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS , OFFICER, EMPLOYEES AND OTHERS AGENTS.

To the extent that a person who is , or was , a director, officer , employee or other agent of this corporation has been successful on the merits in defense of any Civil , criminal , administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was an agent of the corporation , or has been successful in defence of any claim , issue or matter , therein , such person shall be indemnified against expenses actually or matter , therein , such person shall be in connection with such proceeding. If such person either settle any such claim or sustain a judgment , against him or her , then indemnification against expenses , judgments , fines settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by his corporation but only to the extent allowed by , and in accordance with the requirements of, Section 9246 of the California Nonprofit Religious Corporation Law .

ARTICLE 5

OFFICERS

SECTION 1 NUMBERS OFFICERS

The officer of the corporation shall be a President , a Secretary , and a Chief Financial Officer who shall be designated the Treasurer . The corporation may also have , as determined by the Board of Directors , a Chairperson of the Board one or more Vice presidents, Assistant Treasurers, or other officer . Any numbers of offices may serve as the president or Chairperson of the Board.

SECTION 2. QUALIFICATION , ELECTION , AND TERM OF OFFICE

Any person may serve as officer of this corporation . Officers shall be elected by the Board of Directors , at any time , and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve , or until his or her successor shall be elected and qualified to serve or until his or her successor shall be elected and qualified , whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such others officers or agents as it may deem desirable , and such officers shall serve such terms , have such authority , and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed , either with or without cause , by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the president or Secretary of the corporation . Any Such resignation shall take effect at the date of Receipt of such notice or at any later date specified therein , and unless otherwise specified therein , the acceptance of such resignation shall not be necessary to make it effective. The above provision of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of Directors relating the the employment of any officer of the corporation .

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the Pastor and the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers.

The Pastor shall be a licensed minister pursuant to the provisions of the "Rites of License" of Article V, or an ordained minister pursuant to the provisions, of the Bylaws of ALMA VISON HISPANIC NETWORK.

He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall: Certify and keep at the principal office of the corporation the original, or a copy. of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent of attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of , and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered the corporation which relate to the performance of the religious purposes of this corporation.

ARTICLE 6 COMMITTEES

SECTION 1. COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the religious purposes of this corporation.

ARTICLE 8 CORPORATE RECORDS. REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE 9 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The annual accounting period of this corporation shall begin on the first day of January, and shall end on the last day of December.

**ARTICLE 10
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws or Articles of Incorporation of religious nonprofit corporations, these Bylaws and the Articles of Incorporation, or any of them, may be altered, amended, or repealed and new Bylaws or Articles of Incorporation adopted as follows:

(a) By a two-thirds vote of the Board of Directors entitled to vote in the election of directors, at a special meeting of the Directors called for such purpose. Any changes to the Bylaws or Articles of Incorporation of this Corporation shall be subject to the approval of ALMA VISION HISPANIC NETWORK, INC.

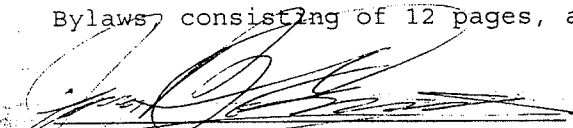
**ARTICLE 11
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

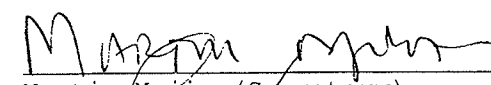
No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its religious purposes. provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of. and shall not receive, any of the corporate assets on dissolution of the corporation.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

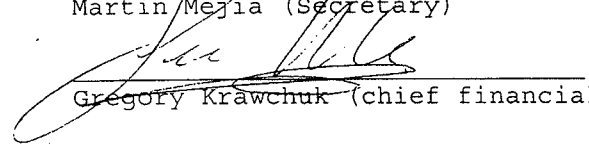
We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of ALMA VISION HISPANIC NETWORK, Inc., a California nonprofit corporation, and pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do. adopt the foregoing Bylaws consisting of 12 pages, as the Bylaws of this Corporation.


Juan Bruno Caamano (CEO)

1/27/04
date


Martin Mejia (Secretary)

1/27/04
date


Gregory Krawchuk (chief financial officer)

1/27/04
* date