

**CERTIFICATE OF FORMATION
OF
VILLA ESPERANZA, INC.**

The undersigned natural person, with the legal ability to form a contract, acting as organizer of a corporation under the Texas Business Organizations Code, adopts the following Certificate of Formation.

**ARTICLE ONE
NAME**

The name of the corporation is Villa Esperanza, INC. (the "Corporation").

**ARTICLE TWO
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation.

**ARTICLE THREE
DURATION**

The period of its duration is perpetual.

**ARTICLE FOUR
MEMBERSHIP**

The Corporation will not have members.

**ARTICLE FIVE
PURPOSES**

- (1) The Corporation is organized pursuant to the Texas Business Organizations Code.
- (2) The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Internal Revenue Service Code, Section 501(c)(3), and the Texas Tax Code, Section 11.18, and consist of the following:

(1) To provide financial support to charitable organizations in Ecuador and Latin America, to help them achieve charitable goals such as education, economic development, and providing shelter food and education to poor working children and their families. Through the support of charitable efforts our goal is to foster the exchange of ideas and brotherhood between the people of Texas, The United States of America, The Republic of Ecuador and Latin America. (2) To provide financial and technical support to the adoption of creative technologies which improve the life of poor working families in Ecuador and Latin America.

ARTICLE SIX

RESTRICTIONS AND REQUIREMENTS

(1) Notwithstanding any other statements to the contrary, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes set forth in this Certificate. The Corporation may not take any action prohibited by the Texas Business Organizations Code.

(2) **No Private Inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation may not pay dividends or other corporate income to its directors or officers, or otherwise accrue distributable profits, or permit the realization of private gain. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual, (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) **501(c)(3) Limitations:** Notwithstanding any other provision of this Certificate of Formation, the Corporation may not take action that would be inconsistent with the requirements for tax exemption under the Internal Revenue Code, Section 501(c)(3), and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under the Internal Revenue Code, Section 170(c)(2), and related regulations, rulings, and procedures. Regardless of any other provision in the Certificate of Formation or state law, the Corporation may not:

- (a) Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (b) Serve a private interest other than one clearly incidental to an overriding public interest.
- (c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- (d) Participate in or intervene in (including publishing or distributing statements and any other direct or indirect campaign activities) any political campaign on behalf

of any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.

- (e) Have objectives characterizing it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- (f) Distribute its assets on dissolution other than for one or more exempt purposes.

(4) **Private Foundation:** In addition, in the event that this Corporation shall become a “private foundation” within the meaning of Section 509 of the Internal Revenue Code of 1954, the Corporation shall distribute its income at such times and in such manners as to avoid tax for undistributed income under Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (b) Retain excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (c) Make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (d) Make any taxable expenditures as defined in section 4945(e) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(5) **Termination:** Upon termination of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed exclusively to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

ARTICLE SEVEN

POWERS

Except as this Certificate otherwise provides, the Corporation has all the powers provided in the Texas Business Organizations Code. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes. All amendments and changes to this Certificate must be approved by at least fifty percent of directors present at a meeting where a quorum is present. A quorum is met when sixty percent of eligible voting directors are present, but not less than three.

ARTICLE EIGHT
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 8403 Briarwood Ln Austin Texas 78757, and the name of its initial registered agent at such address is Gustavo G. Hernandez

ARTICLE NINE
BOARD OF DIRECTORS

The management of the corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The initial board will consist of three persons. The initial board will consist of the following persons at the following addresses:

<u>NAME</u>	<u>ADDRESS</u>
Gustavo G. Hernandez	
Carola Alvarez	
Alejandro Rios	

The number of directors may be increased or decreased by adopting or amending the bylaws. The number of directors may not be decreased to fewer than three

ARTICLE TEN
ORGANIZER

The name and street address of the organizer of the Corporation is:

Gustavo G. Hernandez

IN WITNESS WHEREOF, I execute this Certificate of Formation on this 22nd day of June, 2007

Name