

**BY-LAWS
OF
LA-Más, Inc.**

Article I - Members

1. **Members.** The corporation shall have no members and all of the rights and duties of members under the California Corporations Code shall be exercised by and belong to the directors of the corporation.

2. **Annual Meeting.** An annual meeting of the corporation shall be held each year at the place, date and time determined by the directors. At the annual meeting, the Board of Directors shall elect directors and officers, hear reports, and transact such other business as may properly come before the meeting. Notice of the annual meeting shall be given to the directors in the manner provided in Article II, and nominees for office and other interested persons may be invited to the meeting as the Board of Directors may determine.

Article II - Directors, Meetings, and Action by the Board of Directors

1. **Powers and Duties.** The affairs of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation except as otherwise prohibited by law, the Articles of Organization, or these By-laws. The Board of Directors may exercise its powers and act on any matter notwithstanding the existence of one or more vacancies in the Board.

2. **Number and Election.** A Board of Directors of not more than four persons shall be elected at the first annual meeting or at any special meeting held for the purpose of electing an initial Board of Directors. Thereafter, the number of directors may be increased or decreased by the Board of Directors at any meeting by vote of a majority of the directors then in office. In any event, the number of directors in office shall always be at least one director and never more than ten directors.

3. **Tenure.** Except as otherwise prohibited by law, the Articles of Organization, or these By-laws, a director shall hold office from the date of his or her election until the second annual meeting after the date of his or her election. At that annual meeting, the Board of Directors may choose to re-elect an individual whose tenure as a director has expired.

4. **Resignation.** Any director may resign by delivering written or electronic resignation to the corporation at its principal office or to the President or any member of Board's Executive Committee if one is then in existence. If a director resigns by electronic means, such means shall be by e-mail to the official e-mail address on file with the corporation for either the President or any member of the Board's Executive Committee if one is then in existence. Such resignation shall be effective upon receipt

unless it is specified to be effective at some other time or upon the happening of some other event.

5. Removal. A director may be removed from office with or without cause by vote of a majority of the directors then in office. However, a director may be removed from office only after the following:

- a. Proper notice to all directors of a meeting as required for an annual or special meeting;
- b. The notice shall notify the directors that a vote will be held to remove a director from office;
- c. At the meeting at which there will vote to remove a director from office, the director who is subject to potential removal shall have an opportunity to be heard by the directors who participate in the meeting.

6. Vacancies. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from the enlargement of the Board of Directors, may be filled by the remaining directors in their discretion according to the requirements set forth in Article II, paragraph 2 of these By-laws.

7. Meetings.

- a. An annual meeting of the directors shall be held each year at such time, date, and place as the directors may from time to time determine. The notice required of an annual meeting shall be by written or electronic notice as follows:
 - i. At least fourteen days' notice if by written notice by the corporation. Written notice of such a meeting shall be by first-class mail to the mailing address for a director on file with the corporation.
 - ii. At least seven days' notice if delivered by electronic transmission by the corporation. Electronic notice shall be to the e-mail address for a director on file with the corporation.
- b. Special meetings of the directors may be called by any director then in office, designating the time, date and (if applicable) place thereof. The notice required of a special meeting shall be by written or electronic notice as follows:
 - i. At least seven days' notice if by written notice. Written notice of such a meeting shall be by first-class mail to the mailing address for a director on file with the corporation.

- ii. At least 48 hours' notice if delivered by electronic notice. Electronic notice shall be to the e-mail address for a director on file with the corporation.

c. **Waiver of Notice.** Any director who attends a meeting waives his or her objection to the notice of a meeting unless he or she states his or her objection on the record during the meeting or provides written or electronic notice of his or her objection. If objecting by written notice, the objection must be postmarked within seven days of the meeting of which the director is objecting and mailed by first class mail to the corporation's principal office. If objecting by electronic notice, the objection must be sent within 48 hours of the meeting of which the director is objecting to the e-mail address of either the President or Secretary on file with the corporation.

d. **Purpose of Meeting in the Notice of Meeting.** The notice of a meeting need not specify the purpose of the meeting unless one purpose of the meeting includes a vote to do the following:

- i. Remove a director;
- ii. Indemnify a director or corporate officer;
- iii. Elect a director.

8. **Telephonic and Electronic Meetings.** Directors may participate in meetings through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone line or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- a. Each director participating in the meeting can communicate with all of the other directors concurrently;
- b. Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

9. **Quorum.** At any meeting of the directors, a majority of the directors then in office shall constitute a quorum.

10. **Adjournments of Meeting.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of an adjournment to another time

and/or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. If the adjourned meeting is an annual meeting, the notice of adjournment shall be in accordance with the notice requirements for an annual meeting. If the adjourned meeting is a special meeting, the notice of adjournment shall be in accordance with the notice requirements for a special meeting.

11. Action at Meeting. At any meeting of the directors at which a quorum is present, a majority of the directors present may take any action on behalf of the corporation, provided it is not prohibited by law, the Articles of Organization, or these By-laws, and provided a larger number is not required by law, the Articles of Organization, or by these By-laws.

A conflicted director may not take any action, including vote to ratify or oppose ratification, on any matter for which he or she is conflicted, except as provided by the directors and except as not prohibited by law, the Articles of Organization, or these By-laws.

12. Committees. The Board of Directors may elect from its number an Executive Committee or other committees and may delegate thereto some or all of its powers except those which by law, the Articles of Organization, or these By-laws may not be delegated. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-laws.

All members of such committees shall hold such offices at the pleasure of the directors, and the directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its powers or duties shall keep records of its meetings and shall report its action to the directors.

13. Sponsors, Benefactors, Friends, etc. The Board of Directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation, or such other title as the directors may determine. Unless the Board of Directors otherwise determines, such persons shall serve in an honorary capacity and shall have no rights and responsibilities with respect to the corporation, including without limitation any right to notice of, or to vote at, any meeting of the members or directors.

Article III - Officers

1. Enumeration. The officers of the corporation shall consist of a President, Treasurer, Secretary, and such other officers as the Board of Directors may determine.

2. Election. The President, Treasurer, Secretary, and all other officers shall be elected annually by the directors at the annual meeting of the corporation, or, at the

discretion of the Board of Directors, at a special meeting if a vacancy should occur in one such office prior to the annual meeting.

3. **Qualification.** Any number of offices may be held by the same person except that no person serving as the Secretary or Treasurer may serve concurrently as the President. The Secretary shall be a resident of California unless the corporation has a resident agent appointed for the purpose of service of process.

4. **Tenure.** Except as otherwise provided by law, by the Articles of Organization, or these By-laws, the President, Treasurer, Secretary, and all other Officers shall hold office from the date of his or her election until the second annual meeting after the date of his or her election. At that annual meeting, the Board of Directors may choose to re-elect an individual whose tenure as an Officer has expired.

5. **Resignation.** Any officer may resign for his or her position as an officer in accordance with the procedural requirements set forth in Article II paragraph four of these By-laws.

6. **Removal.** The directors may remove any officer with or without cause by a vote of a majority of the number of directors then in office.

7. **Vacancies.** The directors may fill any vacancy in any office for the unexpired portion of the term prior.

8. **President.** The President shall be the chief executive officer of the corporation and shall, subject to the directions of the Board of Directors, have general supervision and control of its affairs. Unless otherwise provided by the Board of Directors, he or she shall preside, when present, at all meetings of the Board of Directors and shall be an ex officio member of all committees established by the Board of Directors. The President shall have such other powers and perform such other duties as the Board of Directors may from time to time designate.

9. **Treasurer.** The Treasurer shall be the chief financial officer of the corporation and, subject to the directions of the Board of Directors, shall have general charge of the financial affairs of the corporation and shall cause it to keep accurate books of account. The Treasurer shall be responsible for custody of the funds, securities, and valuable documents of the corporation, shall cause the preparation of an annual budget for presentation to the Board of Directors and such interim budgets as are needed, and shall have such other powers and perform such other duties as the Board of Directors may from time to time designate.

10. **Secretary.** The Secretary shall keep a record of the meetings of the Board of Directors. In the absence of the Secretary, a Temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

11. **Additional Officers.** In addition to the officers required by these By-laws, the Board of Directors may appoint from time to time one or more other officers and agents of the corporation, who need not be members of the Board of Directors, and who

shall have such titles, powers, and duties as shall be prescribed by the Board of Directors. If a Vice President is appointed, unless the Board of Directors otherwise determines, he or she shall have the powers and responsibilities of the President in the absence or incapacity of the President.

Article IV - Indemnification

- 1. **Definitions.** For purposes of this Article
 - a. A “Director” or “Officer” means any person serving as a director of the corporation or in any other office filled by appointment or election by the directors and also includes any person who formerly served as a director or officer;
 - b. “Expenses” means the following:
 - i. All expenses (including attorneys’ fees and disbursements) actually and reasonably incurred in defense of a Proceeding, in being a witness in a Proceeding, or in successfully seeking indemnification under this Article,
 - ii. Such expenses incurred in connection with a Proceeding initiated by a director or officer as may be approved by the Board of Directors, and
 - iii. Any judgments, awards, fines or penalties paid by a director or officer in connection with a proceeding, or reasonable amounts paid in settlement of a Proceeding.
 - c. A “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and any claim which could be the subject of a Proceeding.

2. **Right to Indemnification.** Except as prohibited by law, the corporation shall indemnify its eligible directors and officers against all Expenses incurred by them in connection with any Proceeding in which they are involved as a result of their service as a director or officer, except that:

- i. No indemnification shall be provided for any director or officer regarding a matter as to which it shall be determined that he or she did not act in good faith and in the reasonable belief that his or her action was in the best interests of the corporation, or with respect to a criminal matter, that he or she had reasonable cause to believe that his or her conduct was unlawful; and
- ii. No indemnification shall be provided for any director or officer with respect to any Proceeding by or in the right of the corporation, or

alleging that a director or officer received an improper personal benefit if he or she is adjudged liable to the corporation in such a Proceeding.

3. **Advance Payments.** Except as prohibited by law, Expenses incurred by a director or officer in defending any Proceeding, may be paid by the corporation to said director or officer in advance of final disposition of the Proceeding upon receipt of his or her written undertaking to repay such amount if he or she is adjudicated to be ineligible for indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of such person to make repayment; provided, however, that no such advance payment of Expenses shall be made if it is determined on a good faith basis of the circumstances known at that time (without further investigation) that said director or officer is ineligible for indemnification.

4. **Determinations; Payments.** The determination of whether a director or officer is eligible or ineligible for indemnification under this Article shall be made in each instance by a majority of the directors or a committee thereof who are not parties to the Proceeding in question, or independent legal counsel appointed by a majority of such directors, or if there are none, by a majority of the directors in office.

Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this Article.

5. **Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any agent, employee, director or officer against any liability or cost incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify him or her against such liability or cost.

6. **Heirs and Personal Representatives.** The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of a director or officer.

7. **Other Persons.** In addition, the Board of Directors shall have power to indemnify any of its agents or employees who are not directors or officers on any terms not prohibited by law which it deems to be appropriate.

8. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article.

9. **Amendment.** The provisions of this Article may be amended or repealed by vote of a majority of the directors then in office. However, no amendment or repeal of such provisions which adversely affects the rights of a director or officer under this Article with respect to his or her acts or omissions at any time prior to such amendment or repeal, shall apply to him or her without his or her consent.

Article V - Miscellaneous Provisions

1. **Fiscal Year.** The fiscal year of the corporation shall end on December 31 of each year.
2. **Execution of Instruments.** All deeds, leases, transfers, contracts, bonds, notes and other obligations to be entered into by the corporation, may be executed on behalf of the corporation by the President and Treasurer. The Board of Directors may delegate authority to such other persons as it may determine appropriate to enter into deeds, leases, transfers, contracts, bonds, notes and other obligations on behalf of the corporation. Any such delegation of authority may be limited in any manner the Board of Directors deems appropriate, provided it is not prohibited by law.
3. **Voting of Securities.** Unless otherwise provided by the Board of Directors, the President or Treasurer may waive notice of and act on behalf of this corporation, or appoint another person or persons to act as proxy or attorney in fact for this corporation with or without discretionary power and/or power of substitution, at any meeting of shareholders of any other corporation or organization whose securities are held by this corporation.
4. **Resident Agent.** The Board of Directors may appoint a resident agent upon whom legal process may be served in any action or proceeding against the corporation. Said resident agent shall be either an individual who is a resident of, or has a business address in, California, a corporation organized under the laws of California, or a corporation organized under the laws of any other state of the United States, which has qualified to do business in, and has an office in, California.
5. **Corporate Records.** The original, or attested copies, of the Articles of Organization and By-laws, and records of all meetings of the incorporators and directors, shall be kept in California at the principal office of the corporation, or at an office of its Secretary or resident agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection of any director for any proper purpose.
6. **Articles of Organization.** All references in these By-laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the corporation, as amended and in effect from time to time.
7. **Amendments.** Except as provided in Article IV paragraph nine, these By-laws may be amended or repealed by the Board of Directors.