

THE FÚTBOL PROJECT, INC.

Dated: June 2, 2005

ARTICLE 1 OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located at 256 Wawona Avenue, Shell Beach, California 93449, in San Luis Obispo County, State of California.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2 NONPROFIT PURPOSES

SECTION 1. IRS SECTION 501(c) (3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as Exempt organizations under Section 501(c) (3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

1. The donation of sports equipment to orphaned and underprivileged youth throughout the world.
2. The development of sports programs that facilitate an affirmation and empowerment of young people to be positive and productive members of society.
3. To foster a safe environment with proper equipment where children and young adults can experience the joy of play.
4. The continued work with the public in sustaining and increasing these safe spaces.
5. The building of a local and global community based on our parallel love for soccer.
6. The holding of an annual charity tournament.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The corporation shall have at least five directors and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows:

- (i) A love of children
- (ii) A willingness to volunteer without pay

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any of this

corporation, 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 4. DUTIES

It shall be the duty of the directors to:

- (i) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (ii) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (iii) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (iv) Meet at such times and places as required by these Bylaws;
- (v) Register their addresses with the Secretary of the corporation, and notices of meetings mailed, e-mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of two years and until his or her successor is elected and qualifies. Each director may be re-elected by a majority vote of the board.

SECTION 6. COMPENSATION

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

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 other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be held on the first Thursday starting in January each year and at least every other month for a total of at least six times a year.

If this corporation makes no provision for members, then, at regular meeting of directors held on at least every first Thursday, directors shall be elected by the Board of Directors. Voting for the election of directors is by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, the Executive Director, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- (i) Regular Meetings--No notice need be given of any regular meeting of the board of directors.
- (ii) Special Meetings--At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by FAX or email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of FAX or email notification, the director to be contacted shall acknowledge personal receipt of the FAX or email, notice by a return message or telephone call within twenty four hours of the first FAX or email transmission.

(iii) Waiver of Notice: Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of three of the members of the Board of Directors, except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. 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 of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these 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. Meetings shall be governed by Roberts Rules of Order insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the Chairperson of the Board, 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 then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 15. NON-LIABILITY OF DIRECTORS

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

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

SECTION 18. HONORARY DIRECTOR MEMBERSHIP

The Board of Directors shall have the power to confer Honorary Director. An Honorary Director will have no voting privileges and membership may be taken away at any time by a majority vote of the Board of Directors.

ARTICLE 4 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

SECTION 2. QUALIFICATIONS

Any person may serve as officer of this corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office no longer than (3) consecutive terms of two (2) years or until: he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

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 provisions 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 to 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 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. GENERAL RESPONSIBILITIES

- (i) Directors shall be responsible for the general management and control of The Fútbol Project and its property, subject to these Bylaws and the laws of the State of California.
- (ii) FUND-RAISING. The Board of Directors, and each director, shall actively participate in developing funds to operate the organization.

SECTION 7. DUTIES OF PRESIDENT

The President shall be 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.

- (i) The President shall, subject to the policies approved by the Board of Directors, supervise the business of the Society.
- (ii) The President shall appoint all committee chairs, ad hoc committees, and an Executive Committee, with the approval of the Board of Directors, and shall be an ex-officio, non-voting member of all standing committees. The President shall have such other responsibilities and duties as may be prescribed by the Board of Directors or the Bylaws.
- (iii) The President shall submit a written annual report, including a financial statement, to the membership in a "State of the Society" address at the Annual meeting.
- (iv) The President shall have the authority to execute all contracts approved by the Board of Directors.
- (v) The President or a designee shall be the spokesperson for the society when communicating with the media, local government, or other agencies.

(vi) The President 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, 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, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. 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 deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 8. 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. The 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 9. 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 affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

-Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, 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, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. DUTIES OF TREASURER

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 thereof.

-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 11. COMPENSATION

No compensation will be given to the Board. The Executive Director's compensation will be determined by the Board and in accordance to funds that are raised.

ARTICLE 5 COMMITTEES

SECTION 1. OTHER COMMITTEES

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

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 and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. 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 6 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

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 Executive Director of the corporation. The Executive Director may make payments of up to \$300 without a countersign by the treasurer. All payments made for more than \$301 must be countersigned by the treasurer or determined by resolution by the Board of Directors.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

Board members may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

(i) Minutes of all meetings of directors, committees of the board 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;

- (ii) 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;
- (iii) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

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 and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. 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 shall include the right to copy and make extracts.

SECTION 6. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state to be so prepared and delivered within the time limits set by law.

All references in these Bylaws to the Articles of Incorporation shall be the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate charter, or other founding document of this corporation filed with the offices of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section of sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time to corresponding provisions of any future federal tax code.

**ARTICLE 7
AMENDMENTS**

New bylaws may be adopted or these bylaws may be amended or repealed by the majority of members present at the Annual meeting or any general membership meeting. These Bylaws may also be amended from time to time by of the Board of Directors; provided, however, that any amendment of these Bylaws which changes the name of the organization or its purposes, or which changes the number of directors or their compensation or the voting rights of members shall be approved by vote of the membership. Written notification to the membership of any change to the Bylaws proposed by the Board of Directors must be given within thirty (30) days of the action. The proposed changes in the bylaws will be made available to members, for their perusal, during that period prior to ratification. Any change to the Bylaws made by the Board of Directors shall be effective thirty (30) days after notification of said change is provided to the membership.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing bylaws of The Fútbol Project were approved and amended at the meeting of The Fútbol Project's Board of Directors on _____

Attested

Doug McMillan, President

Attested

Stephanie Festa, Secretary