



T 1+ (858) 627 1400
F 1+ (858) 627 1401

4747 Executive Drive
Suite 1300
San Diego, CA 92121

October 14, 2025

ALPFA, Inc.
Selene Benavides, CFO
3571 Far West Blvd 3695
Austin, TX 78731

Dear Selene:

Enclosed is the organization's 2024 Exempt Organization return.

Specific filing instructions are as follows.

FORM 990 RETURN:

This return has qualified for electronic filing. After you have reviewed the return for completeness and accuracy, please sign, date and return Form 8879-TE to our office. We will transmit the return electronically to the IRS and no further action is required. Return Form 8879-TE to us by November 17, 2025.

CALIFORNIA FORM 199 RETURN:

The California Form 199 return has qualified for electronic filing. After you have reviewed your return for completeness and accuracy, please sign, date and return Form 8453-EO to our office. We will then transmit your return to the FTB. Do not mail the paper copy of the return to the FTB.

No payment is required.

We have prepared the returns from information you provided to us without verification in accordance with the terms of the Master Services Agreement (MSA) and Statement of Work that we have in place with you. In addition, we have relied on you to alert us if you participated in any "reportable transaction," including a "listed transaction" or a "transaction of interest" as defined in IRC Section 6011, Treasury Reg. Section 1.6011-4 and other related IRS Rulings/Notices. Please contact us if you have engaged in any such transaction, or substantially similar transaction, or in a listed transaction as identified by any state in which you conduct business.

Upon examination of the returns by taxing authorities, requests may be made for underlying data. We therefore recommend that you preserve all records which you may be called upon to produce in connection with such possible examinations.

We appreciate the opportunity to serve you. Please contact us if you have any questions concerning the tax returns or if we may be of further assistance.

Sincerely,

Jane Coleman
for Baker Tilly

TAX RETURN FILING INSTRUCTIONS

FORM 990

FOR THE YEAR ENDING

December 31, 2024

Prepared For:

ALPFA, Inc.
3571 Far West Blvd 3695
Austin, TX 78731

Prepared By:

Baker Tilly Advisory Group, LP
4747 Executive Dr Suite 1300
San Diego, CA 92121

Amount Due or Refund:

Not applicable

Make Check Payable To:

Not applicable

Mail Tax Return and Check (if applicable) To:

Not applicable

Return Must be Mailed On or Before:

Not applicable

Special Instructions:

This return has qualified for electronic filing. After you have reviewed the return for completeness and accuracy, please sign, date and return Form 8879-TE to our office. We will transmit the return electronically to the IRS and no further action is required. Return Form 8879-TE to us by November 17, 2025

***** THIS IS NOT A FILEABLE COPY *****

IRS E-file Signature Authorization
for a Tax Exempt Entity

OMB No. 1545-0047

Form 8879-TE

For calendar year 2024, or fiscal year beginning _____, 2024, and ending _____, 20____

2024

Department of the Treasury
Internal Revenue Service

Do not send to the IRS. Keep for your records.
Go to www.irs.gov/Form8879TE for the latest information.

Name of filer

ALPFA, INC.

EIN or SSN

32-0178401

Name and title of officer or person subject to tax
SELENE BENAVIDES
CFO

Part I Type of Return and Return Information

Check the box for the return for which you are using this Form 8879-TE and enter the applicable amount, if any, from the return. Form 8038-CP and Form 5330 filers may enter dollars and cents. For all other forms, enter whole dollars only. If you check the box on line 1a, 2a, 3a, 4a, 5a, 6a, 7a, 8a, 9a, or 10a below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, 5b, 6b, 7b, 8b, 9b, or 10b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here	☒	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b 0.
2a Form 990-EZ check here	☐	b Total revenue, if any (Form 990-EZ, line 9)	2b
3a Form 1120-POL check here	☐	b Total tax (Form 1120-POL, line 22)	3b
4a Form 990-PF check here	☐	b Tax based on investment income (Form 990-PF, Part V, line 5)	4b
5a Form 8868 check here	☐	b Balance due (Form 8868, line 3c)	5b
6a Form 990-T check here	☐	b Total tax (Form 990-T, Part III, line 4)	6b
7a Form 4720 check here	☐	b Total tax (Form 4720, Part III, line 1)	7b
8a Form 5227 check here	☐	b FMV of assets at end of tax year (Form 5227, Item D)	8b
9a Form 5330 check here	☐	b Tax due (Form 5330, Part II, line 19)	9b
10a Form 8038-CP check here	☐	b Amount of credit payment requested (Form 8038-CP, Part III, line 22)	10b

Part II Declaration and Signature Authorization of Officer or Person Subject to Tax

Under penalties of perjury, I declare that ☒ I am an officer of the above entity or ☐ I am a person subject to tax with respect to (name of entity) _____, (EIN) _____ and that I have examined a copy of the 2024 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the electronic return and, if applicable, the consent to electronic funds withdrawal.

PIN: check one box only

☒ I authorize BAKER TILLY ADVISORY GROUP, LP to enter my PIN 78401
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the tax year 2024 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer or person subject to tax with respect to the entity, I will enter my PIN as my signature on the tax year 2024 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Signature of officer or person subject to tax

**** THIS IS NOT A FILEABLE COPY ****

Date

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

30205616265

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2024 electronically filed return indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature

Date

ERO Must Retain This Form - See Instructions

Do Not Submit This Form to the IRS Unless Requested To Do So

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8879-TE (2024)

LHA 402521 12-26-24

10091014 146892 634996

2024.04031 ALPFA, INC.

634996_1

**Application for Extension of Time To File an Exempt Organization
Return or Excise Taxes Related to Employee Benefit Plans**

File a separate application for each return.
Go to www.irs.gov/Form8868 for the latest information.

OMB No. 1545-0047

Electronic filing (e-file). You can electronically file Form 8868 to request up to a 6-month extension of time to file any of the forms listed below except for Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts. An extension request for Form 8870 must be sent to the IRS in a paper format (see instructions). For more details on the electronic filing of Form 8868, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment instructions.

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Part I - Identification

Type or Print File by the due date for filing your return. See instructions.	Name of exempt organization, employer, or other filer, see instructions. ALPFA, INC.	Taxpayer identification number (TIN) 32-0178401
	Number, street, and room or suite no. If a P.O. box, see instructions. 3571 FAR WEST BLVD, 3695	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78731	

Enter the Return Code for the return that this application is for (file a separate application for each return) **01**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 4720 (other than individual)	09
Form 4720 (individual)	03	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06	Form 5330 (individual)	13
Form 990-T (corporation)	07	Form 5330 (other than individual)	14
Form 1041-A	08	Form 990-T (governmental entities)	15

• After you enter your Return Code, complete either Part II or Part III. Part III, including signature, is applicable only for an extension of time to file Form 5330.

• If this application is for an extension of time to file Form 5330, you must enter the following information.

Plan Name _____
Plan Number _____
Plan Year Ending (MM/DD/YYYY) _____

Part II - Automatic Extension of Time To File for Exempt Organizations (see instructions)

The books are in the care of **DAMIAN RIVERA**
3571 FAR WEST BLVD, 3695 - AUSTIN, TX 78731

Telephone No. **646-242-6322** Fax No. _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four-digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and TINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **NOVEMBER 15**, 20 **25**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
☒ calendar year 20 **24** or
☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2025)

Form **990**Department of the Treasury
Internal Revenue ServiceEXTENDED TO NOVEMBER 17, 2025
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2024Open to Public
Inspection**A For the 2024 calendar year, or tax year beginning and ending****B** Check if applicable:

- ☒ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization

ALPFA, INC.

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

3571 FAR WEST BLVD

Room/suite

3695

City or town, state or province, country, and ZIP or foreign postal code

AUSTIN, TX 78731

F Name and address of principal officer: DAMIAN RIVERA

SAME AS C ABOVE

D Employer identification number

32-0178401

E Telephone number

855-692-5732

G Gross receipts \$

0.

H(a) Is this a group returnfor subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. See instructions

H(c) Group exemption number**I** Tax-exempt status: ☐ 501(c)(3) ☒ 501(c) (6) (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: WWW.ALPFA.ORG**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other**L** Year of formation: 1972**M** State of legal domicile: CA**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: TO EMPOWER AND DEVELOP LATINO MEN AND WOMEN AS LEADERS OF CHARACTER FOR THE NATION, IN EVERY
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3	Number of voting members of the governing body (Part VI, line 1a) 3 19
	4	Number of independent voting members of the governing body (Part VI, line 1b) 4 19
	5	Total number of individuals employed in calendar year 2024 (Part V, line 2a) 5 0
	6	Total number of volunteers (estimate if necessary) 6 20
	7a	Total unrelated business revenue from Part VIII, column (C), line 12 7a 0.
7b	Net unrelated business taxable income from Form 990-T, Part I, line 11 7b 0.	
Revenue	8	Contributions and grants (Part VIII, line 1h) 8 0.
	9	Program service revenue (Part VIII, line 2g) 9 479,231.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) 10 0.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 11 0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 12 479,231.
	Expenses	13
14		Benefits paid to or for members (Part IX, column (A), line 4) 14 0.
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 15 0.
16a		Professional fundraising fees (Part IX, column (A), line 11e) 16a 0.
b		Total fundraising expenses (Part IX, column (D), line 25) b 0.
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 17 149,219.
18		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 18 1,154,075.
19	Revenue less expenses. Subtract line 18 from line 12 19 -674,844.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16) 20 715,927.
	21	Total liabilities (Part X, line 26) 21 0.
	22	Net assets or fund balances. Subtract line 21 from line 20 22 715,927.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date
	SELENE BENAVIDES, CFO Type or print name and title	
Paid Preparer Use Only	Preparer's name JANE COLEMAN	Preparer's signature
	Firm's name BAKER TILLY ADVISORY GROUP, LP	Firm's EIN 39-0859910
	Firm's address 4747 EXECUTIVE DR SUITE 1300 SAN DIEGO, CA 92121	Phone no. 858-627-1400

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see the separate instructions.

432001 12-10-24

Form **990** (2024)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒ **X****1** Briefly describe the organization's mission:

TO EMPOWER AND DEVELOP LATINO LEADERS OF CHARACTER FOR THE NATION, IN EVERY SECTOR OF THE GLOBAL ECONOMY, WHILE EMBRACING PEOPLE OF ALL BACKGROUNDS WHO SHARE THIS MISSION.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ **No**

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ **No**

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ including grants of \$) (Revenue \$)

LEADERSHIP DEVELOPMENT, CAREER ADVANCEMENT, AND COMMUNITY IMPACT ALPFA IS A LATINO-CULTURALLY FOCUSED AND ALL-INCLUSIVE ORGANIZATION THAT EMPOWERS STUDENTS AND PROFESSIONALS OF ALL BACKGROUNDS TO RISE AS LEADERS IN EVERY SECTOR OF THE GLOBAL ECONOMY. THROUGH A NATIONAL NETWORK OF STUDENT AND PROFESSIONAL CHAPTERS INCLUDING MORE THAN 200 AT COMMUNITY COLLEGES, UNIVERSITIES, AND IVY LEAGUE SCHOOLS ALPFA PROVIDES FREE AND LOW-COST PROGRAMS IN LEADERSHIP DEVELOPMENT, MENTORSHIP, CAREER READINESS, AND NETWORKING DESIGNED TO BUILD SKILLS, CONFIDENCE, AND CONNECTIONS. MULTI-DAY PROGRAMS SUCH AS THE NATIONAL CONVENTION, WOMEN OF ALPFA, REGIONAL STUDENT SYMPOSIA, AND TECHNOLOGY SUMMITS OFFER EXPERIENTIAL LEARNING, HANDS-ON LEADERSHIP TRAINING, COACHING, SCHOLARSHIPS, FELLOWSHIPS, AND DIRECT ACCESS TO INTERNSHIP AND

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expensesForm **990** (2024)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1	X
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X, as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a	X
b Did the organization report an amount for investments - other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	X
c Did the organization report an amount for investments - program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> See instructions	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties? (See the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in noncash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19?	38	X

Note: All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable	1a	0
b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation on Schedule O</i>	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation on Schedule O</i>	14b		
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.	15		X
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16		X
17 Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17		

Part VI Governance, Management, and Disclosure. For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

☒**Section A. Governing Body and Management**

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	19			
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.				
b Enter the number of voting members included on line 1a, above, who are independent		19		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?				X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?				X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?				X
6 Did the organization have members or stockholders?			X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?			X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?			X	
b Each committee with authority to act on behalf of the governing body?			X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O				X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	X	
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	X	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe on Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official		X
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed CA

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain on Schedule O)

19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records
DAMIAN RIVERA - 646-242-6322
3571 FAR WEST BLVD, 3695, AUSTIN, TX 78731

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See the instructions for the order in which to list the persons above.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DAMIAN RIVERA CEO	0.10 50.00			X				0.	472,105.	37,432.
(2) SELENE BENAVIDES CFO	0.10 50.00			X				0.	260,000.	23,465.
(3) MONICA MARQUEZ DIRECTOR	0.10 1.00	X						0.	0.	0.
(4) ENEIDA ROMAN DIRECTOR	0.10 1.00	X						0.	0.	0.
(5) ERNEST CORDOVA DIRECTOR	0.10 1.00	X						0.	0.	0.
(6) EVEKA RODRIGUEZ DIRECTOR	0.10 1.00	X						0.	0.	0.
(7) JOEL BENCOSME DIRECTOR	0.10 1.00	X						0.	0.	0.
(8) JOEL PEREZ DIRECTOR	0.10 1.00	X						0.	0.	0.
(9) JOSEPH LORETTO DIRECTOR	0.10 1.00	X						0.	0.	0.
(10) DK BARTLEY DIRECTOR	0.10 1.00	X						0.	0.	0.
(11) PATRICIA PACHECO DIRECTOR	0.10 1.00	X						0.	0.	0.
(12) SANDRA PATTERSON DIRECTOR	0.10 1.00	X						0.	0.	0.
(13) NILZA SERRANO DIRECTOR	0.10 1.00	X						0.	0.	0.
(14) ANGELICA URQUIJO DIRECTOR	0.10 1.00	X						0.	0.	0.
(15) ENNA JIMENEZ DIRECTOR (THRU 8/24)	0.10 50.00	X						0.	100,000.	0.
(16) ARACELY GODINEZ DIRECTOR	0.10 1.00	X						0.	0.	0.
(17) CHAD WORKMAN DIRECTOR	0.10 1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) ANTHONY CURTIS CHAIR	0.10 1.00	X		X				0.	0.	0.
(19) MARCELA ALDAZ-MATOS IMMEDIATE PAST CHAIR	0.10 1.00	X		X				0.	0.	0.
(20) STEVEN GONZALEZ VICE CHAIR	0.10 1.00	X		X				0.	0.	0.
(21) MARIE ROBLES SECRETARY	0.10 1.00	X		X				0.	0.	0.
(22) IXCHELL DUARTE TREASURER	0.10 1.00	X		X				0.	0.	0.
1b Subtotal								0.	832,105.	60,897.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								0.	832,105.	60,897.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization

0

- 3** Did the organization list any **former** officer, director, trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If "Yes," complete Schedule J for such individual*
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization

0

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A)	(B)	(C)	(D)
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above ...	1f				
	g	Noncash contributions included in lines 1a-1f	1g	\$			
	h	Total. Add lines 1a-1f					
Program Service Revenue				Business Code			
	2 a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)					
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	6a	(i) Real	(ii) Personal		
	b	Less: rental expenses ...	6b				
	c	Rental income or (loss)	6c				
	d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	7a	(i) Securities	(ii) Other		
	b	Less: cost or other basis and sales expenses	7b				
	c	Gain or (loss)	7c				
	d	Net gain or (loss)					
8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	8a					
b	Less: direct expenses	8b					
c	Net income or (loss) from fundraising events						
9 a	Gross income from gaming activities. See Part IV, line 19	9a					
b	Less: direct expenses	9b					
c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances	10a					
b	Less: cost of goods sold	10b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue				Business Code			
	11 a						
	b						
	c						
	d	All other revenue					
	e	Total. Add lines 11a-11d					
12	Total revenue. See instructions			0.	0.	0.	0.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (nonemployees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion	75.			
13 Office expenses	264.			
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a DUES & SUBSCRIPTIONS	403.			
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	742.			
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	73,528.	1	5,133.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	7,500.	4	0.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	172,017.	9	0.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 0.		
	b Less: accumulated depreciation	10b 0.	10c	
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	462,882.	15	726,600.
16 Total assets. Add lines 1 through 15 (must equal line 33)	715,927.	16	731,733.	
Liabilities	17 Accounts payable and accrued expenses	0.	17	16,548.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	0.	26	16,548.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here ☒ and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	674,665.	27	669,993.
	28 Net assets with donor restrictions	41,262.	28	45,192.
	Organizations that do not follow FASB ASC 958, check here ☐ and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	715,927.	32	715,185.
	33 Total liabilities and net assets/fund balances	715,927.	33	731,733.

Form 990 (2024)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	0.
2	Total expenses (must equal Part IX, column (A), line 25)	2	742.
3	Revenue less expenses. Subtract line 2 from line 1	3	-742.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	715,927.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	715,185.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	2c	X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F? _____	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits _____	3b	

Form 990 (2024)

SCHEDULE D
(Form 990)

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public
Inspection

Name of the organization

ALPFA, INC.

Employer identification number

32-0178401

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	☐ Yes	☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	☐ Yes	☐ No

Part II

Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (for example, recreation or education) ☐ Preservation of a historically important land area

☐ Protection of natural habitat ☐ Preservation of a certified historic structure

☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included on line 2a	2c
d Number of conservation easements included on line 2c acquired after July 25, 2006, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year

4 Number of states where property subject to conservation easement is located

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year

8 Does each conservation easement reported on line 2d above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenue included on Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) (Rev. 12-2024)

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply).

a ☐ Public exhibition

d ☐ Loan or exchange program

b ☐ Scholarly research

e ☐ Other _____

c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	41,262.	37,704.	40,896.	36,220.	35,176.
b Contributions					
c Net investment earnings, gains, and losses	3,930.	3,558.	-3,192.	4,676.	1,044.
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	45,192.	41,262.	37,704.	40,896.	36,220.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment .0000 %

b Permanent endowment 45.4483 %

c Term endowment 54.5517 %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) Unrelated organizations? ☐ Yes ☒ No

(ii) Related organizations? ☐ Yes ☒ No

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? ☐ Yes ☐ No

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B)) 0.

Schedule D (Form 990) (Rev. 12-2024)

Part VII Investments - Other Securities

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, line 12, col. (B))		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, line 13, col. (B))		

Part IX Other Assets

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) ENDOWED INVESTMENTS	45,192.
(2) DUE FROM RELATED PARTY	681,408.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 15, col. (B))	726,600.

Part X Other Liabilities

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 25, col. (B))	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ... ☒

Schedule D (Form 990) (Rev. 12-2024)

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4:

THE ENDOWMENT'S INTENDED USE IS TO PROVIDE SUPPORT FOR LOCAL STUDENTS.

PART X, LINE 2:

THE ASSOCIATION IS INCORPORATED AS A NONPROFIT MUTUAL BENEFIT CORPORATION UNDER THE LAWS OF THE STATE OF CALIFORNIA AND IS GENERALLY EXEMPT FROM FEDERAL AND STATE INCOME TAXES UNDER SECTION 501(C)(6) OF THE INTERNAL REVENUE CODE (IRC) AND SECTION 23701(E) OF THE REVENUES AND TAXATION CODE OF THE STATE OF CALIFORNIA.

THE FOUNDATION OPERATES AS A NONPROFIT PUBLIC BENEFIT CORPORATION UNDER SECTION 501(C)(3) OF THE IRC AND SECTION 23701(D) OF THE REVENUES AND TAXATION CODE OF THE STATE OF CALIFORNIA AND, GENERALLY, IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES. ACCORDINGLY, NO PROVISION FOR INCOME TAXES IS INCLUDED IN THESE CONSOLIDATED FINANCIAL STATEMENTS.

THE ASSOCIATION AND THE FOUNDATION HAVE EVALUATED THE CONSOLIDATED FINANCIAL STATEMENT IMPACT OF TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN THEIR TAX RETURNS. MANAGEMENT HAS DETERMINED THAT NO TAX LIABILITIES NEED TO BE RECORDED UNDER APPLICABLE ACCOUNTING GUIDANCE FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023.

Part XIII	Supplemental Information <i>(continued)</i>
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[illegible]

SCHEDULE J
(Form 990)

(Rev. December 2024)
Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public
Inspection

Name of the organization

ALPFA, INC.

Employer identification number

32-0178401

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|--|
| ☐ Compensation committee | ☐ Written employment contract |
| ☐ Independent compensation consultant | ☐ Compensation survey or study |
| ☐ Form 990 of other organizations | ☐ Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a Receive a severance payment or change-of-control payment?
- b Participate in or receive payment from a supplemental nonqualified retirement plan?
- c Participate in or receive payment from an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a The organization?
- b Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a The organization?
- b Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) (Rev. 12-2024)

Part II	Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.
----------------	---

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

[illegible]

Part III	Supplemental Information
-----------------	---------------------------------

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 3:

ALPFA, INC.'S (THE "ASSOCIATION") RELATED PARTY ALPFA FOUNDATION, INC. (THE "FOUNDATION") SETS COMPENSATION FOR THE ASSOCIATION'S CEO BASED ON ONE OR MORE OF THE METHODS DESCRIBED IN SCHEDULE J, PART I, LINE 3.

**SCHEDULE O
(Form 990)**

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization

ALPFA, INC.

Employer identification number

32-0178401

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
SECTOR OF THE GLOBAL ECONOMY.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

EMPLOYMENT OPPORTUNITIES. ALPFA'S DIGITAL PLATFORM, ALPFA+, EXTENDS THESE BENEFITS NATIONWIDE, OFFERING FREE, COMMUNITY-BUILT LEARNING AND DEVELOPMENT CONTENT, PERSONALIZED MENTORSHIP, AND CAREER RESOURCES. THE ALPFA+ PLATFORM IS CREATED BY AND FOR THE COMMUNITY, SHOWCASING EXPERTS WHO SHARE KNOWLEDGE, MODEL LIFELONG LEARNING, AND DEMONSTRATE THE BEHAVIORS NEEDED FOR SUCCESS BEYOND THE CLASSROOM. THIS ENABLES STUDENTS TO LEARN DIRECTLY FROM ROLE MODELS AND APPLY NEW SKILLS IN THEIR CHAPTERS AND COMMUNITIES. THROUGH THESE EFFORTS, ALPFA IS BUILDING A SELF-REINFORCING LEADERSHIP ECOSYSTEM ONE THAT EQUIPS STUDENTS TO LEARN, GROW, AND GIVE BACK AS PROFESSIONALS WHO UPLIFT THEIR FAMILIES, COMMUNITIES, AND THE WORLD.

FORM 990, PART VI, SECTION A, LINE 4:

THE ORGANIZATION'S BYLAWS WERE AMENDED IN 2020 TO REFLECT CHANGES TO THE NUMBER OF BOARD MEMBERS, TERMS AND ROTATIONS.

FORM 990, PART VI, SECTION A, LINE 6:

ALPFA, INC HAS TWO CLASSES OF MEMBERS, DESIGNATED AS GENERAL MEMBERS AND STUDENT MEMBERS. ALL MEMBERS SHALL BE NATURAL PERSONS AND, EXCEPT FOR STUDENT MEMBERS, SHALL BE AT LEAST 18 YEARS OF AGE. GENERAL MEMBERS SHALL HAVE THE RIGHT TO ATTEND ALL MEMBER MEETINGS AND THE RIGHT TO VOTE, AS SET FORTH IN THESE BYLAWS, ON THE ELECTION OF DIRECTORS, AT LARGE DIRECTORS, DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF THE ASSETS OF THE ORGANIZATION, ON ANY MERGER AND ITS PRINCIPAL TERMS AND ANY MATERIAL AMENDMENT OF THOSE TERMS, ON ANY ELECTION TO DISSOLVE THE ORGANIZATION AND ON ALL OTHER MATTERS SUBMITTED TO A VOTE OF THE MEMBERS WHETHER OR NOT REQUIRED BY LAW.

FORM 990, PART VI, SECTION A, LINE 7A:

THE ORGANIZATION'S MEMBERS ELECT ITS GOVERNING BODY. THE VOTING MEMBERS INCLUDE THE GENERAL MEMBERS. THE CHAIRMAN, THE VICE CHAIRMAN, TREASURER AND THE SECRETARY ARE ELECTED TO THE BOARD BY THE GENERAL MEMBERSHIP.

FORM 990, PART VI, SECTION A, LINE 7B:

GENERAL MEMBERS SHALL HAVE THE RIGHT TO ATTEND ALL MEMBER MEETINGS AND THE RIGHT TO VOTE, AS SET FORTH IN THESE BYLAWS, ON THE ELECTION OF DIRECTORS, AT LARGE DIRECTORS, DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF THE ASSETS OF THE ORGANIZATION, ON ANY MERGER AND ITS PRINCIPAL TERMS AND ANY MATERIAL AMENDMENT OF THOSE TERMS, ON ANY ELECTION TO DISSOLVE THE ORGANIZATION AND ON ALL OTHER MATTERS SUBMITTED TO A VOTE OF THE MEMBERS WHETHER OR NOT REQUIRED BY LAW.

FORM 990, PART VI, SECTION B, LINE 11B:

THE FORM 990 IS REVIEWED BY MANAGEMENT AND THE AUDIT COMMITTEE, THEN THE FORM 990 IS MADE AVAILABLE FOR REVIEW TO ALL MEMBERS OF THE GOVERNING BODY PRIOR TO SUBMISSION.

FORM 990, PART VI, SECTION B, LINE 12C:

POTENTIAL CONFLICTS OF INTEREST ARE REVIEWED AND DETERMINED AT THE BOARD OF

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990) (Rev. 12-2024)

LHA 432211 01-15-25

Name of the organization	Employer identification number
ALPFA, INC.	32-0178401

DIRECTORS LEVEL. THE DIRECTORS MEETS REGULARLY TO REVIEW AND MONITOR THE ORGANIZATION'S ACTIVITIES. ALL DIRECTORS ARE COVERED BY THE CONFLICT OF INTEREST POLICY. ALL DIRECTORS SHALL SUBMIT A SIGNED CONFLICT OF INTEREST DISCLOSURE ANNUALLY TO THE BOARD. IF A CONFLICT ARISES, THE DIRECTOR WITH A CONFLICT OF INTEREST WILL RECUSE THEMSELVES FROM THE DECISION MAKING PROCESS AND VOTING ON TRANSACTIONS. THERE HAVE BEEN NO INCIDENCES OF ANY CONFLICT IN 2024.

FORM 990, PART VI, SECTION C, LINE 19:
ALL GOVERNING DOCUMENTS, POLICIES AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST. THE ORGANIZATION'S FORM 990 AND BYLAWS ARE AVAILABLE FOR VIEWING ON THE ORGANIZATION'S WEBSITE.

**SCHEDULE R
(Form 990)**

(Rev. January 2025)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships
Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization

ALPFA, INC.

Employer identification number
32-0178401

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
ALPFA FOUNDATION, INC. - 86-1118036 3571 FAR WEST BLVD, #3695 AUSTIN, TX 78731	TO EMPOWER LATINO MEN & WOMEN AS LEADERS	CALIFORNIA	501(C)(3)	LINE 7	ALPFA, INC.	X	

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) (Rev. 1-2025)

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

[illegible]

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Dividends from related organization(s)	1f	X
g Sale of assets to related organization(s)	1g	X
h Purchase of assets from related organization(s)	1h	X
i Exchange of assets with related organization(s)	1i	X
j Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o Sharing of paid employees with related organization(s)	1o	X
p Reimbursement paid to related organization(s) for expenses	1p	X
q Reimbursement paid by related organization(s) for expenses	1q	X
r Other transfer of cash or property to related organization(s)	1r	X
s Other transfer of cash or property from related organization(s)	1s	X
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.		

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) ALPFA FOUNDATION, INC	D	681,408.	CASH
(2)			
(3)			
(4)			
(5)			
(6)			

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Provide additional information for responses to questions on Schedule R. See instructions.

TAX RETURN FILING INSTRUCTIONS

CALIFORNIA FORM 199

FOR THE YEAR ENDING

December 31, 2024

Prepared For:

ALPFA, Inc.
3571 Far West Blvd 3695
Austin, TX 78731

Prepared By:

Baker Tilly Advisory Group, LP
4747 Executive Dr Suite 1300
San Diego, CA 92121

To be Signed and Dated By:

Not applicable

Amount of Tax:

Total Tax	\$	0
Less: payments and credits	\$	0
Plus: other amount	\$	0
Plus: interest and penalties	\$	0
No payment is required	\$	

Overpayment:

Credited to your estimated tax	\$	0
Other amount	\$	0
Refunded to you	\$	0

Make Check Payable To:

Not applicable

Mail Tax Return and Check (if applicable) To:

This return has qualified for electronic filing. Please review the return for completeness and accuracy. We will then transmit your return electronically to the FTB. Do not mail the paper copy of the return to the FTB.

Return Must be Mailed On or Before:

Not applicable

Special Instructions:

TAXABLE YEAR
2024

California e-file Return Authorization for Exempt Organizations

FORM
8453-EO

Exempt Organization name	Identifying number
ALPFA, INC.	32-0178401

Part I Electronic Return Information (whole dollars only)

1 Total gross receipts or unrelated business taxable income (Form 199, line 4 or Form 109, line 5)	1
2 Total gross income or total tax (Form 199, line 8 or Form 109, line 14)	2
3 Refund (Form 109, line 26)	3
4 Balance due or Total amount due (Form 199, line 16 or Form 109, line 29)	4

Part II Settle Your Account Electronically for Taxable Year 2024

5 ☐ Direct deposit of refund (Form 109 only.)		
6 ☐ Electronic funds withdrawal	6a Amount	6b Withdrawal date (mm/dd/yyyy)

Part III Schedule of Estimated Tax Payments for Taxable Year 2025 (These are **not** installment payments for the current amount the exempt organization owes.)

	First Payment	Second Payment	Third Payment	Fourth Payment
7 Amount				
8 Withdrawal Date				

Part IV Banking Information (Have you verified the exempt organization's banking information?)

9 Routing number	
10 Account number	11 Type of account: ☐ Checking ☐ Savings

Part V Declaration of Officer

I authorize the exempt organization's account to be settled as designated in Part II. If I check Part II, box 5, I declare that the bank account specified in Part IV for the direct deposit refund agrees with the authorization stated on my return. If I check Part II, box 6, I authorize an electronic funds withdrawal for the amount listed on line 6a and any estimated payment amounts listed on Part III, line 7 from the bank account specified in Part IV.

Under penalties of perjury, I declare that I am an officer of the above exempt organization and that the information I provided to my electronic return originator (ERO), transmitter, or intermediate service provider and the amounts in Part I above agree with the amounts on the corresponding lines of the exempt organization's 2024 California electronic return. To the best of my knowledge and belief, the exempt organization's return is true, correct, and complete. If the exempt organization is filing a balance due return, I understand that if the Franchise Tax Board (FTB) does not receive full and timely payment of the exempt organization's tax liability, the exempt organization will remain liable for the tax liability and all applicable interest and penalties. I authorize the exempt organization return and accompanying schedules and statements be transmitted to the FTB by the ERO, transmitter, or intermediate service provider. **If the processing of the exempt organization's return or refund is delayed, I authorize the FTB to disclose to the ERO or intermediate service provider the reason(s) for the delay or the date when the refund was sent.**

Sign Here				
	Signature of officer	Date		Title

Part VI Declaration of Electronic Return Originator (ERO) and Paid Preparer.

I declare that I have reviewed the above exempt organization's return and that the entries on form FTB 8453-EO are complete and correct to the best of my knowledge. (If I am only an intermediate service provider, I understand that I am not responsible for reviewing the exempt organization's return. I declare, however, that form FTB 8453-EO accurately reflects the data on the return.) I have obtained the organization officer's signature on form FTB 8453-EO before transmitting this return to the FTB. I have provided the organization officer with a copy of all forms and information that I will file with the FTB, and I have followed all other requirements described in FTB Pub. 1345, 2024 Handbook for Authorized e-file Providers. I will keep form FTB 8453-EO on file for **four** years from the due date of the return or **four** years from the date the exempt organization return is filed, whichever is later, and I will make a copy available to the FTB upon request. If I am also the paid preparer, under penalties of perjury, I declare that I have examined the above exempt organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

ERO	ERO's signature 	Date	Check if also paid preparer ☒	Check if self-employed ☐	ERO's PTIN P01391236
Must Sign	Firm's name (or yours if self-employed) and address 	BAKER TILLY ADVISORY GROUP, LP 4747 EXECUTIVE DR SUITE 1300 SAN DIEGO, CA			Firm's FEIN 39-0859910 ZIP code 92121

Under penalties of perjury, I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

Paid Preparer	Paid preparer's signature 	Date	Check if self-employed ☐	Paid preparer's PTIN
Must Sign	Firm's name (or yours if self-employed) and address 	Firm's FEIN ZIP code		

2024

California Exempt Organization
Annual Information Return

199

Calendar Year 2024 or fiscal year beginning (mm/dd/yyyy)

, and ending (mm/dd/yyyy)

Corporation/Organization name

ALPFA, INC.

Additional information. See instructions.

California corporation number

2677982

FEIN

32-0178401

Street address (suite or room)

3571 FAR WEST BLVD, 3695

City

AUSTIN

State

TX

ZIP code

78731

Foreign country name

Foreign province/state/county

Foreign postal code

- A** First return ☐ Yes ☒ No
- B** Amended return ☐ Yes ☒ No
- C** IRC Section 4947(a)(1) trust ☐ Yes ☒ No
- D** Final information return?
- ☐ Dissolved ☐ Surrendered (Withdrawn) ☐ Merged/Reorganized
- Enter date: (mm/dd/yyyy) • _____
- E** Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other
- F** Federal return filed? (1) • ☐ 990T (2) • ☐ 990PF
(3) • ☐ Sch H (990) (4) ☒ Other 990 series
- G** Is this a group filing? See instructions ☐ Yes ☒ No
- H** Is this organization in a group exemption ☐ Yes ☒ No
If "Yes," what is the parent's name? _____

- I** Did the organization have any changes to its guidelines not reported to the FTB? See instructions **STMT 1** • ☒ Yes ☐ No
- J** If exempt under R&TC Section 23701d, has the organization engaged in political activities? See instructions. ☐ Yes ☐ No
- K** Is the organization exempt under R&TC Section 23701g? • ☐ Yes ☒ No
If "Yes," enter the gross receipts from nonmember sources \$ _____
- L** Is the organization a limited liability company? ☐ Yes ☒ No
- M** Did the organization file Form 100 or Form 109 to report taxable income? ☐ Yes ☒ No
- N** Is the organization under audit by the IRS or has the IRS audited in a prior year? ☐ Yes ☒ No
- O** Is federal Form 1023/1024 pending? ☐ Yes ☒ No
Date filed with IRS _____

Part I Complete Part I unless not required to file this form. See General Information B and C.

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8	•	1		00
	2	Gross dues and assessments from members and affiliates	•	2		00
	3	Gross contributions, gifts, grants, and similar amounts received	•	3		00
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$50,000, see General Information B	•	4		00
	5	Cost of goods sold	•	5		00
	6	Cost or other basis, and sales expenses of assets sold	•	6		00
	7	Total costs. Add line 5 and line 6	•	7		00
	8	Total gross income. Subtract line 7 from line 4	•	8		00
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18	•	9	742	00
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	•	10	-742	00
Payments	11	Total payments	•	11		00
	12	Use tax. See General Information K	•	12		00
	13	Payments balance. If line 11 is more than line 12, subtract line 12 from line 11	•	13		00
	14	Use tax balance. If line 12 is more than line 11, subtract line 11 from line 12	•	14		00
	15	Penalties and interest. See General Information J	•	15		00
	16	Balance due. Add line 12 and line 15. Then subtract line 11 from the result	•	16		00
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					
	Signature of officer	Title	Date	• Telephone		
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed	• PTIN		
	Firm's name (or yours, if self-employed) and address			P01391236		
			• Firm's FEIN			
			• Telephone			
May the FTB discuss this return with the preparer shown above? See instructions • ☒ Yes ☐ No						

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information.

428951 01-14-25

SEE PART II SUBSTITUTE ATTACHMENT

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	•	1		00
	2	Interest	•	2		00
	3	Dividends	•	3		00
	4	Gross rents	•	4		00
	5	Gross royalties	•	5		00
	6	Gross amount received from sale of assets (See instructions)	•	6		00
	7	Other income. Attach schedule	•	7		00
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	•	8		00
	9	Contributions, gifts, grants, and similar amounts paid. Attach schedule	•	9		00
	10	Disbursements to or for members.	•	10		00
	11	Compensation of officers, directors, and trustees. Attach schedule	•	11	0	00
	12	Other salaries and wages	•	12		00
	13	Interest	•	13		00
	14	Taxes	•	14		00
	15	Rents	•	15		00
	16	Depreciation and depletion (See instructions)	•	16		00
	17	Other expenses and disbursements. Attach schedule	•	17		00
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	•	18		00

Schedule L Balance Sheet		Beginning of taxable year		End of taxable year	
Assets		(a)	(b)	(c)	(d)
1	Cash			•	
2	Net accounts receivable			•	
3	Net notes receivable			•	
4	Inventories			•	
5	Federal and state government obligations			•	
6	Investments in other bonds			•	
7	Investments in stock			•	
8	Mortgage loans			•	
9	Other investments. Attach schedule			•	
10	a Depreciable assets				
	b Less accumulated depreciation				
11	Land			•	
12	Other assets. Attach schedule			•	
13	Total assets				
Liabilities and net worth					
14	Accounts payable			•	
15	Contributions, gifts, or grants payable			•	
16	Bonds and notes payable			•	
17	Mortgages payable			•	
18	Other liabilities. Attach schedule				
19	Capital stock or principal fund			•	
20	Paid-in or capital surplus. Attach reconciliation			•	
21	Retained earnings or income fund			•	
22	Total liabilities and net worth				

Schedule M-1 Reconciliation of income per books with income per return

Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.

1	Net income per books	•	7	Income recorded on books this year not included in this return. Attach schedule	•
2	Federal income tax	•	8	Deductions in this return not charged against book income this year. Attach schedule	•
3	Excess of capital losses over capital gains	•	9	Total. Add line 7 and line 8	
4	Income not recorded on books this year. Attach schedule	•	10	Net income per return. Subtract line 9 from line 6	
5	Expenses recorded on books this year not deducted in this return. Attach schedule	•			
6	Total. Add line 1 through line 5				

CA 199	EXPLANATION FOR QUESTION I	STATEMENT 1
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THE ORGANIZATION'S BYLAWS WERE AMENDED IN 2020 TO REFLECT CHANGES TO THE NUMBER OF BOARD MEMBERS, TERMS AND ROTATIONS.

AMENDED AND RESTATED BYLAWS
OF
ASSOCIATION OF LATINO PROFESSIONAL FOR AMERICA
(ALPFA)

TABLE OF CONTENTS

	Page
ARTICLE 1 <u>NAME, GENERAL PURPOSE AND OFFICE</u>	1
Section 1.1 <u>Name</u>	1
Section 1.2 <u>General Purpose</u>	1
Section 1.2 <u>Principal Office</u>	1
ARTICLE 2 <u>SPECIFIC PURPOSES AND DEDICATION OF ASSETS</u>	1
Section 2.1 <u>Specific Purposes</u>	1
Section 2.2 <u>Limitations</u>	1
Section 2.3 <u>Dedication of Assets</u>	1
ARTICLE 3 <u>MEMBERS</u>	2
Section 3.1 <u>Qualifications</u>	2
Section 3.2 <u>Good Standing</u>	2
Section 3.3 <u>Classes of Membership</u>	2
Section 3.4 <u>Rights of General Members</u>	2
Section 3.5 <u>Rights of Student Members</u>	3
Section 3.6 <u>Dues, Fees, and Assessments</u>	3
Section 3.7 <u>Termination of Membership</u>	3
Section 3.8 <u>Transfer of Membership</u>	3
Section 3.9 <u>Chapters</u>	3
ARTICLE 4 <u>MEETINGS OF MEMBERS</u>	3
Section 4.1 <u>Annual Meeting</u>	3
Section 4.2 <u>Special Meetings</u>	4
Section 4.3 <u>Notice of Meetings</u>	4
Section 4.4 <u>Quorum</u>	4
Section 4.5 <u>Voting</u>	4
Section 4.6 <u>Action by Written Ballet Without a Meeting</u>	4

ARTICLE 5 <u>BOARD OF DIRECTORS</u>	5
Section 5.1 <u>General Powers</u>	5
Section 5.2 <u>Establishment and Governance of Corporate Chapters</u>	5
Section 5.3 <u>Members of the Board</u>	5
Section 5.4 <u>Directors</u>	5
Section 5.5 <u>Officers</u>	5
Section 5.6 <u>Chairperson</u>	6
Section 5.7 <u>Vice Chairperson</u>	6
Section 5.8 <u>Past Chairperson</u>	6
Section 5.9 <u>Secretary</u>	6
Section 5.10 <u>Treasurer</u>	7
Section 5.11 <u>Staggered Terms in Office</u>	7
Section 5.12 <u>Meetings of the Board</u>	7
Section 5.13 <u>No Compensation</u>	7
Section 5.14 <u>Vacancies</u>	7
ARTICLE 6 <u>CHIEF EXECUTIVE OFFICER</u>	8
Section 6.1 <u>Chief Executive Officer</u>	8
Section 6.2 <u>Removal of Chief Executive Officer</u>	8
ARTICLE 7 <u>NOMINATIONS AND ELECTIONS</u>	8
Section 7.1 <u>Nominations and Candidates</u>	8
Section 7.2 <u>Election of Directors and Officers</u>	8
ARTICLE 8 <u>COMMITTEES OF THE BOARD</u>	9
Section 8.1 <u>Designation of Committees</u>	9
Section 8.2 <u>Executive Committee</u>	9
Section 8.3 <u>Nominations Committee</u>	9
Section 8.4 <u>Audit and Finance Committee</u>	10
Section 8.5 <u>Ad Hoc and Other Advisory Committees</u>	10
ARTICLE 9 <u>EFFECTIVE DATE AND AMENDMENTS</u>	10
Section 9.1 <u>Effective Date</u>	10
Section 9.2 <u>Amendments and Repeal</u>	10
ARTICLE 10 <u>INDEMNIFICATION</u>	11
Section 10.1 <u>General Provisions</u>	11
Section 10.2 <u>Successful Defense on the Merits; Expenses</u>	11
Section 10.3 <u>Determination of Right to Indemnification</u>	11
Section 10.4 <u>Advance Payment of Expenses; Undertaking to Repay</u>	12
Section 10.5 <u>Reports to Members</u>	12
Section 10.6 <u>Other Employees and Agents</u>	12
Section 10.7 <u>Insurance</u>	12
Section 10.8 <u>Additional Remedies</u>	12

ARTICLE 11 <u>MISCELLANEOUS</u>	12
Section 11.1 <u>Checks, Drafts, etc.</u>	12
Section 11.2 <u>Execution of Contracts</u>	12
Section 11.3 <u>Fiscal Year</u>	13
Section 11.4 <u>Minutes of Meetings</u>	13
Section 11.5 <u>Books of Account</u>	13
Section 11.6 <u>Annual Report</u>	13

AMENDED AND RESTATED BYLAWS OF
ASSOCIATION OF LATINO PROFESSIONALS FOR AMERICA
ALPFA

A California Nonprofit Mutual Benefit Corporation

ARTICLE 1

NAME, GENERAL PURPOSE, AND OFFICE

Section 1.1 Name. The name of the corporation is Association of Latino Professionals For America (“ALPFA” or “Corporation”). The Corporation is a nonprofit mutual benefit corporation organized and operated under the California Nonprofit Mutual Benefit Corporation Law.

Section 1.2 General Purpose. The purpose of the Corporation is to engage in any lawful act or activity, other than the credit union business, for which a corporation may be organized under such law.

Section 1.3 Principal Office. The principal office for the Corporation may be established at any place or places within the United States by resolution of the Corporation’s Board of Directors (the “Board”). The Corporation may establish other offices as the Board may approve (through delegated authority or otherwise) or as the affairs of the Corporation may require from time to time.

ARTICLE 2

SPECIFIC PURPOSES, LIMITATIONS AND DEDICATION OF ASSETS

Section 2.1 Specific Purposes. The specific purposes of the Corporation are to create professional development opportunities for Latinos and Latinas by (a) providing access to professional networking opportunities; (b) advancing educational opportunities; (c) promoting professional standards; and (d) providing mentoring, personal and professional development opportunities.

Section 2.2 Limitations. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes described in Section 2.1 above. The Corporation has been formed under the California Nonprofit Mutual Benefit Corporation Law for the purposes described above and shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of any activities that may jeopardize the Corporation’s designation as a corporation created under the California Nonprofit Mutual Benefit Corporation Law.

Section 2.3 Dedication of Assets: The properties and assets of the Corporation are irrevocably dedicated to the fulfillment of the purposes of the Corporation set forth in Section 2.1 above. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person, member or Director of the

Corporation, except to fulfill the objectives and purposes described in Section 2.1 above. Upon liquidation or dissolution of the Corporation, all property, assets and obligations of the Corporation shall be distributed pursuant the nonprofit provisions of the California Corporations Code then in effect.

ARTICLE 3

MEMBERS

Section 3.1 Qualifications. Members may be individuals or entities. Applications for membership, renewals, adjustments to the assessment of membership fees (including discounts, fee waivers, or refunds) shall be processed under the rules, policies and procedures adopted from time to time by the Board, or such Officers (as defined in Section 5.5) or Committees as the Board may designate and authorize for such purposes.

Section 3.2 Good Standing. A member who is not delinquent in the payment of any dues, fees, or assessments relating to his or her membership, or relating to any other class of membership that he or she previously held, who is not suspended or expelled. and whose membership has not expired or otherwise been terminated, shall be deemed to be a member in good standing for purposes of these bylaws.

Section 3.3 Classes of Membership. The Corporation shall have two classes of members, designated as general members and student members. No individual or entity may be a member of more than one class of membership at any time, nor may any individual or entity hold more than one membership within a single class. The requirements for each class of membership are as follows:

(i) **General Member.** A general member shall support the mission of the Corporation and either (a) be an individual with a baccalaureate degree or the international equivalent, a professional certification that is determined by the Board to be acceptable, or shall be a practicing professional in a field requiring specialized training, experience and certification; or (b) shall be any other individual or entity approved by the Board.

(ii) **Student Member.** A student member shall support the mission of the Corporation and, at the time of submission or renewal of his or her application for student membership, shall be enrolled in high school, a junior college, a college or a university, a program that is determined by the Board to be acceptable, or shall have been thus enrolled within the six months preceding the submission of such application or renewal.

The Board may from time to time, and in its sole discretion, adopt or remove requirements for the qualification of general members or student members on a case-by-case basis upon such terms and pursuant to such procedures as the Board may approve (through delegated authority or otherwise).

Section 3.4 Rights of General Members. General members shall have the right to (i) participate in events held or sponsored by the Corporation, (ii) attend member meetings, and (iii) vote for Officers and Directors, or amendments to these bylaws, as set forth below in these bylaws.

Section 3.5 Rights of Student Members. Student members shall have the right to participate in those events, programs and activities that the Board approves (through delegated authority or otherwise), but shall not be permitted to vote for Officers and Directors, or amendments to these bylaws, or serve as an Officer or Director of the Corporation.

Section 3.6 Dues, Fees and Assessments. All members in good standing shall be required to pay the dues, fees, and assessments established by the Board as a condition of membership, and any dues, fees, and assessments established by the Board for reinstatement as a member, or renewal of a membership. The assessment of membership fees (including discounts, fee waivers and refunds), and the termination of membership for non-payment of fees or assessments, or the reinstatement of membership upon the payment of fees and assessments, shall be accomplished through such rules and procedures adopted by the Board from time to time in the sole discretion of the Board, and may be delegated by the Board to any individual or Committee.

Section 3.7 Termination of Membership. A member's membership shall terminate upon the occurrence of any of the following events: (i) Failure by the member to pay any dues, fees, or assessments established by the Board (through delegated authority or otherwise); (ii) Resignation by the member from membership in the Corporation; or (iii) a majority vote by the Board for any reason that the Board determines, in the Board's sole discretion, to be in the best interests of the Corporation. No individual shall have the right to membership in the Corporation if the Board determines, in its sole discretion, to terminate the membership of an otherwise qualified member.

Section 3.8 Transfer of Membership. No member may transfer his or her membership, or any rights or privileges of membership, to any other individual.

Section 3.9 Chapters. Chapters of members may be established, but only subject and pursuant to such procedures, policies, conditions and requirements that are adopted by the Board from time to time, in its sole discretion, and only after approval by majority vote of the members of the Board in each case. No chapter or member may raise, solicit or collect money or property except in accordance with the policies and procedures approved by the Board from time to time. All money or property collected by any chapter, whether as dues, fees, assessments, event revenues, sponsor fees, contributions or otherwise, shall become property of the Corporation, not of the chapter or any individual member. Any chapter or member receiving such money or property shall hold such money or property in trust for the benefit of the Corporation, and shall promptly deliver such money or property to the Corporation. No chapter shall engage in any fund raising that purports to be pursuant to Internal Revenue Code Section 501(c)(3), or any state law equivalent, without the prior approval of the Board, which approval may be withheld for any reason or no reason in the Board's sole discretion.

ARTICLE 4

MEETINGS OF MEMBERS

Section 4.1 Annual Meeting. An annual meeting of members may be held during each calendar year on any date, and at any time and place selected by the Board in its discretion, including virtual formats through the Internet. At each annual meeting, if one is held, the Board may present matters to the members for a vote, including the election of Officers and Directors by

the general members. Nothing in this section, or in any other provision of these bylaws, shall be construed to require an annual meeting of members if the Board determines, in its sole discretion, that it is in the best interest of the Corporation not to hold an annual meeting during any particular calendar year, and instead hold elections or conduct business by written ballot (including electronic or digital formats) to the members without an annual meeting.

Section 4.2 Special Meetings. A special meeting of the members may be called for any lawful purpose at any time by either the Chairperson of the Corporation, a vote by a majority of the Board, or a vote of fifteen (15) percent or more of the members of the Corporation. The purpose for the special meeting shall be stated in the notice of the special meeting.

Section 4.3 Notice of Meetings. Notice of any meeting of the members shall be in writing and shall be given at least thirty (30) days before the date set for the meeting. The notice may be delivered by (i) electronic mail to the last known email address for each member maintained in the records of the Corporation; (ii) by first-class, registered, or certified mail to the last known physical address for each member maintained in the records of the Corporation; or (iii) by posting the notice of the meeting on the Corporation's official website. Members shall have the responsibility to check the official website for the Corporation at least once every 30 days to determine whether notice of any meeting has been posted, and the posting of a notice of any meeting on the Corporation's official website shall, without further email or mailing, constitute valid notice for a meeting. Further, the Corporation may rely on its books and records to determine the last known email or physical address for each member for purposes of providing notice by email or mail if the Board, in its sole discretion, elects to provide notice via email or mail. It shall be the responsibility of each member to inform the Corporation of any changes to the member's email or physical address.

Section 4.4 Quorum. A quorum for the transaction of business by the membership of the Corporation and for matters to be approved by the membership of the Corporation shall be fifteen percent (15%) of the members of the Corporation. For the election of Officers and Directors, if no quorum is obtained after notice, the Board shall have the discretion to appoint Officers and Directors for upcoming terms for which the election of new Officers and Directors by the members was to be held.

Section 4.5 Voting. Members in good standing shall be entitled to vote. Each member shall be entitled to cast one (1) vote on each matter submitted to the members for a vote; provided, however, that pursuant to Section 3.3 above, student members shall not be permitted to vote for Officers or Directors of the Corporation. If a quorum with respect to a matter is present, the affirmative vote of the majority of the quorum will be required to approve each matter presented for a vote to the members present and eligible to vote.

Section 4.6 Action by Written Ballot Without a Meeting. Any action that may be taken by a vote of the members at any annual or special meeting of members, including, without limitation, the election of Officers or Directors of the Corporation by the general members, may be taken without a meeting if taken by written ballot (including electronic or digital formats) sent to each member entitled to vote pursuant to the notice provisions described in Section 4.3 above.

ARTICLE 5

BOARD OF DIRECTORS

Section 5.1 General Powers. The business and affairs of the Corporation shall be conducted by the majority vote of the Board. The Board may delegate the management of the activities of the Corporation to the Executive Committee, the Chief Executive Officer, to any other person or persons, or to any other Committee; provided, however, that activities and affairs so delegated by the Board shall be managed and performed under the ultimate direction and control of the Board as determined by a majority vote of the Board.

Section 5.2 Establishment and Governance of Chapters. The Board shall establish rules, policies and procedures that establish the criteria and set the general operating guidelines by which professional and student chapters may be formed and shall operate. Chapters will not create any rule or operational practice that violates or contradicts the rules, policies and procedures established by the Board. The Board may, in its sole discretion, delegate authority over Chapter matters to an Officer, Committee, or to the Chief Executive Officer, and each may execute authority over the Chapter at the direction of the Board.

Section 5.3 Members of the Board. The Corporation shall have no fewer than eleven (11) and no more than twenty-one (21) Directors, including the Officers as identified in Section 5.5 and the Chief Executive Officer as identified in Section 6.1. No employee of the Corporation (except for the Chief Executive Officer) shall serve on the Board as a Director of the Corporation. The exact number of Directors shall be fixed by the Board by majority vote in its sole discretion.

Section 5.4 Directors. The Directors shall each be elected or appointed, with the exception of the Chief Executive Officer who shall be retained pursuant to Section 6.1. Directors shall be elected for two-year terms in office by the general members unless appointed by the Board to fill any vacancy on the Board or during any calendar year when there is no election by the members held. No Director, including the Chief Executive Officer, may serve more than twelve (12) consecutive years on the Board without separating from service on the Board for a minimum of two (2) years. After two (2) years of separation from the Board, a Director who previously served twelve (12) consecutive years of service on the Board shall be eligible again for re-election or re-appointment to the Board. If the Chief Executive Officer is retained for more than twelve (12) consecutive years pursuant to Section 6.1, he or she too shall be subject to the limitation on service as a Director to twelve (12) consecutive years, and shall relinquish his or her seat on the Board for the required two (2) years of separation from service as a Director after twelve (12) years of continuous service. After two (2) years of separation from the Board, the Chief Executive Officer who previously served twelve (12) consecutive years of service on the Board shall again hold a seat on the Board for up to twelve (12) more continuous years of service on the Board subject to further retention by the Corporation as Chief Executive Officer pursuant to Section 6.1.

Section 5.5 Officers. The Corporation shall have the following Officers in addition to the Chief Executive Officer: (a) a Chairperson, (b) a Vice Chairperson, (c) a Treasurer, (d) a Secretary and (e) a Past Chairperson (collectively, the "Officers"). The Chairperson, the Vice Chairperson, the Treasurer, the Secretary and the Past Chairperson shall comprise the Executive Committee of the Corporation, and the Executive Committee shall have the power and authority to act on behalf

of the Corporation as set forth in Section 8.8. The Chief Executive Officer shall not serve on the Executive Committee. The Officers shall be elected to office for two-year terms from among the Directors, except that the Past Chairperson shall hold that office without election when his or her two-year term as Chairperson expires. If a Chairperson declines to fill the seat of Past Chairperson, is not otherwise eligible to serve as Past Chairman due to term limits, or is re-elected to a successive two-year term as Chairperson, then the Board may appoint any person then serving as a Director to hold the office of Past Chairperson for the two-year term not filled by the Chairperson. No Officer (excluding the Chief Executive Officer), may serve more than four (4) consecutive years in the same office, which is two (2) consecutive two-year terms. For the avoidance of doubt, a person (including the Chief Executive Officer) may serve consecutive terms as a Director and hold any office for twelve (12) consecutive years of service on the Board; provided, however, that no person (excluding the Chief Executive Officer) may serve for more than two consecutive terms (four (4) consecutive years) in the same office without then moving to a new office or serving as a Director without holding an office.

Section 5.6 Chairperson. The Chairperson shall serve as chair of the Board, shall preside at all meetings of members, the Board and the Executive Committee. He or She shall assist the Executive Committee in supervising the Chief Executive Officer and shall have such other powers and perform such other duties as the Board may assign from time to time. He or she shall appoint and have the power to remove, subject to the approval of the Executive Committee, all committees of the Corporation. In the absence of a Chief Executive Officer, the Chairperson shall perform all duties of the Chief Executive Officer. When so acting, the Chairperson shall have all of the powers of and be subject to all restrictions applicable to the Chief Executive Officer. In the event, that both the Chief Executive Officer and the Chairperson are absent and unable to perform the duties of the Chief Executive Officer, the responsibility shall fall to the next Officer in the following order of authority: Vice Chairperson, Secretary, Treasurer or Past Chairperson, or as directed by the Board to address the needs of the Corporation.

Section 5.7 Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board.

Section 5.8 Past Chairperson. Upon expiration of his or her final term as Chairperson, the Chairperson shall automatically become, without election, the Past Chairperson. In the event that the office of Past Chairperson is vacant because a Chairperson was re-elected or reappointed to serve a second consecutive term as Chairperson, then the office of Past Chairperson shall be filled by appointment of the Board by any person then serving as an Officer or Director of the Board. No person may simultaneously serve as Chairperson and Past Chairperson.

Section 5.9 Secretary. The Secretary shall keep or cause to be kept, at such place as the Board may direct, records of minutes of all meetings and actions of Directors, Committees, and members. Minutes shall specify the time and place of holding any meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present at Directors' meetings or Committee meetings, the number of members present or represented at members' meetings, and a description of the business conducted and the actions taken. The Secretary shall

keep or cause to be kept, a copy of the articles of incorporation and the bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of members and of the Board, required by these bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 5.10 Treasurer. The Treasurer shall have an accounting background or experience with financial matters. The Chief Executive Officer shall hire on behalf of the Corporation, a person with previous experience as a chief financial officer or the title of Certified Public Accountant (CPA) to serve the Corporation as its Chief Financial Officer. The Treasurer, with the help of the Chief Financial Officer, shall conduct the financial affairs of the Corporation. The Treasurer shall present financial reports at Executive Committee meetings, Board meetings and member meetings. The Treasurer shall oversee the review of the annual budget (which may be delegated to the Audit and Finance Committee) and recommend it for approval to the Executive Committee and the Board for approval. The Treasurer shall oversee the completion of the annual audit and completion of the annual Form 990 (which may be delegated to the Audit and Finance Committee) and recommend approval of the annual report and tax filings to the Executive Committee and the Board for approval. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 5.11 Staggered Terms in Office. The Directors shall be divided into two (2) groups of nearly equal number. The two groups of Directors shall serve staggered two-year terms. Each Director shall hold office until his or her successor is elected and qualified, until his or her maximum term has expired, or until his or her death, resignation or removal, whichever is earliest. At each subsequent annual meeting of the membership, the successors of those Directors whose term then expires shall be elected to serve for a term of two-years commencing on January 1, and serve until their successors are elected and qualified, or until their death, resignation or removal, whichever is earlier. Each Director must attend a minimum of two Board meetings (including the Annual Meeting, and Special Meetings) per year. If a Director fails to meet this minimum attendance requirement, his or her office may, at the discretion of the Executive Committee, become vacant for the remainder of his or her term unless filled as provided below. At the discretion of the Chairperson, imposition of this rule may be waived due to extenuating circumstances.

Section 5.12 Meetings of the Board. The Board shall establish rules, procedures and policies regarding the conduct of its meetings.

Section 5.13 No Compensation. The Officers and Directors shall serve as members of the Board without compensation for their service as Officer or Director. This provision shall not be deemed to prohibit the reimbursement of travel related expenses to an Officer or Director for meetings or official business, nor shall it be deemed to prohibit any compensation authorized by, and approved by the Board or otherwise not relating to the services of such person as an Officer or Director of the Corporation.

Section 5.14 Vacancies. No reduction of the number of authorized Directors shall have the effect of removing any Director before that Director's term of office expires. The majority of the Board may declare vacant the office of any Director (a) upon receipt of written notice of resignation by a Director (including electronic or digital formats), (b) the Director misses two

consecutive meetings; or (c) removal of a Director as permitted by the by-laws. The Board shall have the discretion to fill any Director vacancy by appointment as soon as practicable, but shall be under no obligation to fill a vacancy except to its minimum number of Directors required by these bylaws.

ARTICLE 6

CHIEF EXECUTIVE OFFICER

Section 6.1 Chief Executive Officer. The Board shall appoint a Chief Executive Officer who will serve as an employee of the Corporation pursuant to a contract with the Corporation. The compensation of the Chief Executive Officer shall be recommended to the Board by the Executive Committee, but shall be subject to the approval of the Board. At all times, the Chief Executive Officer shall serve at the will of the Board and may be terminated by the Board in its sole discretion. The Chief Executive Officer shall be the general manager of the Corporation and shall exercise such supervisory powers that the Board may delegate to the Chief Executive Officer to supervise, direct and control the Corporation's day-to-day activities, affairs and staff. The Chief Executive Officer shall have such other powers and duties as the Chairperson may delegate to him or her from time to time. Unless otherwise directed by the Board, the Chief Executive Officer shall report to the Chairperson. The Chief Executive Officer shall serve on the Board as a Director and shall be a voting member of the Board, but may, at the Chairperson's sole discretion, be excluded from participation in any Board meeting, Board discussion, or Board vote.

Section 6.2 Removal of Chief Executive Officer. The Chief Executive Officer shall serve at the pleasure of the Board, and may be removed, either with or without cause, by the Board at any time.

ARTICLE 7

NOMINATIONS AND ELECTIONS

Section 7.1 Nominations and Candidates. The Board shall establish a Nominations Committee that shall manage the process of notifying the membership of upcoming vacancies on the Board, and evaluating the qualifications of interested members to serve on the Board so that the Board can make recommendations to the members. The Nominations Committee shall recommend to the Board a slate of qualified candidates for service on the Board, and the Board will evaluate the recommendations and then make recommendations to the members. The Nominations Committee shall submit to the Secretary a candidate slate that identifies Officers and Directors endorsed by the Board for election by the members at the next election. The slate will then be placed on a ballot for approval by the members at the next election.

Section 7.2 Election of Directors and Officers. If, with respect to any Officer or Director position, more than one candidate runs for the position, the position shall be filled by the candidate with the most votes of the members, provided there is a quorum as specified in Section 4.4. Should no person be elected to an Officer or Director position that would otherwise then be vacant, the position may be filled by a majority vote by the Board.

ARTICLE 8

COMMITTEES OF THE BOARD

Section 8.1 Designation of Committees. The Board may, by resolution adopted by a majority vote of the Board at a meeting, designate one or more standing or special committees necessary to undertake the business of the Corporation, including the establishment of policies and amendments to such policies. Each committee may exercise the authority granted to it by the Board's enabling resolution. All policies, or amendments to such policies, will require review by the Executive Committee for final approval by the Board. Each committee shall have a committee chair, whose responsibility will be to provide the necessary leadership to the committee, schedule regular meetings of the committee, and fulfill the role of the committee initiatives as mandated by the Board. The designation and appointment of any such committee and the delegation of authority to any such committee shall not operate to relieve the Board or any Director from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board, or in the absence thereof, by the committee itself. Each such committee shall consist of two (2) or more Directors. Members of a standing committee shall serve until the end of their Director terms. The Chairperson shall be an ex-officio member of all committees without the right to hold the chair of a committee. The number of seats on each committee shall always be an odd number. The Board shall make all appointments to each committee, shall fill all vacancies on each committee, and shall have the power to remove any person from each committee in the Board's sole discretion with or without cause. All committees shall function pursuant to such rules as the Board may adopt for said Committee from time to time.

Section 8.2 Executive Committee. As set forth in Section 5.5, the Executive Committee shall be comprised of the following Officers of the Corporation (the Chairperson, the Vice Chairperson, the Past Chairperson, the Treasurer and the Secretary). The Executive Committee shall have all the powers and authority of the Board in the management of the business and affairs of the corporation, and shall possess and may exercise all the powers and functions of the Board in the management and direction of the affairs of the corporation, in all cases in which specific direction shall not have been given by the Board; provided, however, that the actions reserved below to the Board in this Section shall not be undertaken by the Executive Committee without affirmative approval by a majority of the Directors serving on the Board. All actions of the Executive Committee shall be reported to the Board at its next meeting. A majority of the members of the Executive Committee constitute a quorum and unless otherwise provided herein or by law, an affirmative vote of a majority of the members of the Executive Committee present at a meeting shall constitute approval of any action. The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules; and shall also meet at the call of Chairperson or of any other two members of the Executive Committee. The Executive Committee will not have the authority on its own to (i) approve actions or proposals that require approval by a majority of the Board as set forth in Sections 3.7, 3.9, 4.1, 4.4, 5.3, 5.12, 5.14, 6.2, 7.1, 7.2 and 8.1; or (ii) amend or repeal these bylaws or adopt new bylaws as set forth in Section 9.2.

Section 8.3 Nominations Committee. The Nominations Committee shall be responsible for proposing persons for election as Directors for the annual meeting, if any, by the members of the Corporation. The Nominations Committee shall be comprised of five or more persons, as determined by the Board from time to time, one of whom shall be the Past Chairperson, and the

rest shall be members in good standing. No more than three of the persons serving on the Nominations Committee may be Directors. The Board shall make all appointments to the Nominations Committee (other than the Past Chairperson, who shall automatically be deemed a member of the Nominations Committee upon commencement of his or her term as Past Chairperson), and shall fill all vacancies on said Committee; provided, however, that the Board shall maintain the power to remove in the Board's sole discretion, with or without cause, any person except the Past Chairperson.

Section 8.4 Audit and Finance Committee. The Treasurer shall serve as Chair of the Audit and Finance Committee. The Chief Financial Officer shall also be a member of the Audit and Finance Committee upon commencement of his or her term as Chief Financial Officer. The Audit and Finance Committee shall be responsible for establishing the financial records for the Corporation; producing the Corporation's financial statements as required by the Board; preparation of the annual budget; and supervision of an annual financial audit or review, as the case may be. The Committee shall oversee all material aspects of the Corporation's financial reporting, control, and audit functions. The Audit and Finance Committee shall use its best efforts to ensure compliance with applicable tax, legal, ethical, and regulatory requirements. The audit and finance committee will ensure that (i) the Corporation prepares timely monthly financial statements; (ii) shall ensure that the Corporation files its annual financial report and annual tax report; (iii) shall use best efforts to ensure that the Corporation is in compliance with any and all applicable tax and financial regulations; (iv) shall recommend the selection of, and ensure the qualifications and independence of, the Corporation's independent auditor, (v) shall review the performance of the external auditors, and (viii) shall oversee the Corporation's financial reporting obligations.

Section 8.5 Ad Hoc and Other Advisory Committees. The Corporation may have such other advisory committees as may from time to time be designated by the Board. The members of such committees shall be appointed by, and serve at the pleasure of, the Chairperson, except that no appointment may be made by the Chairperson without prior approval of the Executive Committee. Such committees may consist of persons who are neither Directors nor members of the Corporation, but shall act only in an advisory capacity to the Board.

ARTICLE 9

EFFECTIVE DATE AND AMENDMENTS

Section 9.1 Effective Date. These amended bylaws shall become effective immediately upon their adoption by a majority vote of a quorum of general members of the Corporation as set forth in Article 4.

Section 9.2 Amendments and Repeal. These bylaws may be further amended or repealed by a majority vote of a quorum of general members of the Corporation as set forth in Article 4.

ARTICLE 10

INDEMNIFICATION

Section 10.1 General Provisions. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director or Officer of the Corporation, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person (a) conducted himself in good faith, (b) reasonably believed, in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the best interests of the Corporation, and (c) with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful. However, no person shall be entitled to indemnification under this Section 11.1 either (a) in connection with a proceeding brought by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation or (b) in connection with any other proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in his or her official capacity, in which he or she is ultimately adjudged liable on the basis that he or she improperly received personal benefit. Indemnification under this Section 11.1 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this Section 11.1.

Section 10.2 Successful Defense on the Merits; Expenses. To the extent that a Director or Officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he or she was a party, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with such proceeding.

Section 10.3 Determination of Right to Indemnification. Any indemnification under Section 11.1 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the Director or Officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 11.1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum of disinterested Directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or (b) if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Directors designated the Board, which committee shall consist of two or more Directors who are not parties to the proceeding (Directors who are parties to the proceeding may participate in the designation of Directors to serve on such committee), or (c) by independent legal counsel selected by the Board in accordance with the preceding procedures, or (d) by majority vote of the members. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 10.4 Advance Payment of Expenses; Undertaking to Repay. The Corporation shall pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a Director or Officer who is a party to a proceeding in advance of the final disposition of the proceeding if (a) the Director or Officer furnishes the Corporation a written affirmation of his or her good faith belief that he or she conducted himself in good faith, (b) the Director or Officer furnishes the Corporation with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not conduct himself in good faith, which undertaking shall be an unlimited general obligation of the Director or Officer but which need not be secured and which may be accepted without reference to financial ability to make repayment, and (c) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 10.5 Reports to Members. In the event that the Corporation indemnifies, or advances the expenses of, a Director or Officer in accordance with this Article in connection with a proceeding by or on behalf of the Corporation, a report of that fact shall be made in writing to the members at or before the next annual meeting of the members.

Section 10.6 Other Employees and Agents. The Corporation may indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 11.1 with respect to Directors and Officers, by adopting a resolution by a majority of the members of the Board specifically identifying by name or by position the employees or agents that will be entitled to indemnification.

Section 10.7 Insurance. The Corporation may purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a Director or Officer of the Corporation against any liability asserted against him or her or 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 the power to indemnify him or her against such liability under the provisions of this Article.

Section 10.8 Additional Remedies. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under any agreement, resolution of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

ARTICLE 11

MISCELLANEOUS

Section 11.1 Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by the Chief Executive Officer or by such other person or persons as from time to time shall be determined by resolution of the Board.

Section 11.2 Execution of Contracts. The Board may authorize any Officer(s) or agent(s) to enter into any contract or execute any contract or any instrument in the name of and on behalf

of the Corporation and may determine the manner of such execution. Such authority may be general or confined to specific instances; provided, however, that unless so authorized by the Board, no Officer, agent or employee shall on their own have the power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or make it liable for any amount.

Section 11.3 Fiscal Year. The fiscal year of the Corporation shall be a calendar year ending December 31.

Section 11.4 Minutes of Meetings. The Corporation shall keep, at such place as the Board may order, a record of the minutes of all meetings of the Board, meetings of committees of the Board and meetings of members.

Section 11.5 Books of Account. The Corporation shall keep and maintain adequate and correct books and records of account of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Section 11.6 Annual Report. The Corporation shall prepare, or cause to be prepared, an annual report. The annual report shall contain a balance sheet as of the end of such fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized Officer of the Corporation that the report was prepared without audit and independent auditor.