

**BYLAWS
OF
THE PORTUGUESE AMERICAN CITIZENSHIP PROJECT, INC.**

ARTICLE I
Name and Office

Section 1. Name.

The name of the nonprofit corporation is The Portuguese American Citizenship Project, Inc. (hereinafter referred to as the "Nonprofit Corporation").

Section 2. Office. The principal office of the Non-profit Corporation shall be at 1625 Hunting Avenue, McLean, Virginia 22102. The Nonprofit Corporation may have such other offices within or without the State of Virginia, as the Board of Directors may determine from time to time.

ARTICLE II
Members

The Nonprofit Corporation will not have members.

ARTICLE III
Board of Directors

Section 3.1. Powers. The Board of Directors of the Nonprofit Corporation (the "Board of Directors") shall have general power to control and manage the affairs and property of the Nonprofit Corporation in accordance with the purposes and limitations set forth in the Articles of Incorporation.

Section 3.2. Number.

(a). The initial directors shall be five (5) persons named in the Articles of Incorporation and they shall serve until the first annual meeting of the Board of Directors.

(b). The number of Directors shall be not less than thirteen (13) and the number of Directors shall not be decreased or increased from this parameter except by amendment to these bylaws.

Section 3.3. Election and Term of Office.

(a) With the exception of the ex-officio members, the members of the Board of Directors shall be elected as follows:

(i) The first full Board of Directors of the Nonprofit Corporation shall be appointed by the incorporator and shall serve until the first regular annual meeting of the Nonprofit Corporation.

(ii) Successor Directors shall be nominated and elected by a majority vote of the members of the Board of Directors. Such successors shall serve terms of three (3) years each, unless they are serving out the remainder of an unexpired term. A member of the Board of Directors may succeed to one (1) successive full term on the Board of Directors or may serve out the remainder of an unexpired term then serve one (1) full term. Once a member of the Board of Directors serves two (2) consecutive full terms, he or she shall not be eligible for re-election upon the expiration of his or her second full term, but may be eligible for re-election once he or she has rotated off the Board of Directors. Notwithstanding the foregoing term limitations, an individual may continue to serve as a Director during any period of time in which he or she is serving as President or Treasurer.

(b) Not more than one-third (1/3) of the members of the Board of Directors shall also be officers or directors of the Nonprofit Corporation.

(c) Board of Directors terms shall commence on the same dates of their election.

Section 3.4. Removal. Any Director may be removed at any time, with or without cause, by a vote of two-thirds (2/3) of the entire Board of Directors.

Section 3.5. Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the President, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 3.6. Vacancies and Newly Created Directorships. Except as provided for herein, any newly created directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve for the unexpired term of his predecessor in office.

Section 3.7. Place, Time and Mode of Meetings. The Board of Directors shall hold an annual meeting at a time and place fixed by the Board of Directors. A special meeting may be called at any time by the President or other officer or by written demand of any director upon written demand of one-third (1/3) of the entire Board of Directors at any time and place specified by them. The members of the Board of Directors may participate in any meeting of such Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 3.8. Notice of Meetings. Notice of the time and place of each regular, special or annual meeting of the Board of Directors, and, to the extent possible, a written agenda stating all matters upon which action is proposed to be taken, shall be mailed to each director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary),

at least eight (8) days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by telephone, no less than forty-eight (48) hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 3.9. Quorum and Voting. At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these bylaws, the vote of a majority of the directors present at the time of the vote shall be the act of the Board of Directors.

Section 3.10. Action by the Board of Directors. Any action required or permitted to be taken by the Board of Directors or by any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board of Directors or committee. Participation of one or more directors by conference telephone, allowing all persons participating in the meeting to hear each other at the same time, shall constitute presence at a meeting.

Section 3.11. Committees of the Board of Directors. (a) The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may establish and appoint an executive and other standing committees. The President shall appoint the Chairperson of each committee. Each committee so appointed shall consist of three or more directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board of Directors except as to the following matters:

- (i) The filling of vacancies on the Board of Directorship or on any committee;
- (ii) The amendment or repeal of the bylaws or the adoption of new bylaws;
- (iii) The amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable;
- (iv) The fixing of compensation of the directors for serving on the Board of Directors or any committee;
- (v) Amending the Articles of Incorporation, restating Articles of Incorporation, adopting a plan of merger or adopting a plan of merger or adopting a plan of consolidation with another corporation;
- (vi) Authorizing the sales, lease, exchange or mortgage of all or substantially all of the property and assets of the Nonprofit Corporation;
- (vii) Authorizing the voluntary dissolution of the Nonprofit Corporation or revoking proceedings therefore;
- (viii) Adopting a plan for the distribution of the assets of the Nonprofit Corporation.

Special committees may be appointed by the President with the consent of the Board of Directors and shall have only the powers specifically delegated to them by the Board of Directors.

Section 3.12 Remuneration to Directors and Officers. No director or officer of the Nonprofit Corporation shall receive any compensation, remuneration or other emolument for services rendered other than reimbursement of actual expenses incurred in the discharge of duties as such; and no loans shall be made by the Nonprofit Corporation to any of its directors or officers.

Section 3.13 Legal Proceedings. The Board of Directors may institute and defend any and all suits or legal proceedings in any court relating to the Nonprofit Corporation, employ counsel and compromise or submit to arbitration all matters of dispute in which the Nonprofit Corporation may be involved, as the Board of Directors may deem necessary and proper.

ARTICLE IV Officers, Employees and Agents

Section 4.1. Officers. The officers of the Nonprofit Corporation shall be a President, Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect. The officers may, but need not, be members of the Board of Directors.

Section 4.2. Election, Term of Office and Removal. The initial directors shall elect a President, Vice-President, Secretary and Treasurer, who each shall be elected for a one (1) year term. An officer may be elected and re-elected for the same position for up to five one-year terms.

Section 4.3. Other Agents and Employees. The Board of Directors may from time to time appoint such agents and employees as it shall deem necessary, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

Section 4.4. Vacancies. Any vacancy in any office may be filled by the Board of Directors. Any officer so elected shall assume the responsibilities of his or her predecessor and shall hold such office and other offices as provided in Section 4.2 above.

Section 4.5. President: Powers and Duties. The President shall preside at all meetings of the Board of Directors and shall generally supervise the affairs of the Nonprofit Corporation. He or she shall keep the Board of Directors fully informed. He or she have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Nonprofit Corporation all contracts authorized either generally or specifically by the Board of Directors. The President also shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. In

the absence or inability of the President to act, the Vice-President shall perform all the duties and may exercise any of the powers of the President.

Section 4.6. Vice President: Power and Duties. The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe.

Section 4.7. Secretary: Power and Duties. The Secretary shall:

- (a) Keep the minutes of all meetings of the Board of Directors in books to be kept for that purpose;
- (b) Serve or cause to be served all notices of the Nonprofit Corporation;
- (c) Perform all duties incident to the office of Secretary and such other Duties as from time to time may be assigned to him or her by the Board of Directors;

Section 4.8. Treasurer: Power and Duties. The Treasurer shall:

- (a) Keep or cause to be kept complete and accurate accounts of Receipts and disbursements of the Nonprofit Corporation;
- (b) Shall deposit all monies and other valuable effects of the Nonprofit Corporation in the name and to the credit of the Nonprofit Corporation in such banks or depositories as the Board of Directors may designate;
- (c) Whenever required by the Board of Directors, he or she at all Reasonable times shall exhibit the books and accounts to any officer or director of the Nonprofit Corporation;
- (d) Perform such other duties as shall from time to time be assigned to him or her by the Board of Directors. Annually, at a meeting of the Board of Directors, the Treasurer shall present a report showing in appropriate detail: (i) the assets and liabilities of the Nonprofit Corporation as of a twelve (12) month fiscal period terminating not more than six (6) months prior to the meeting; (ii) the principal changes in assets and liabilities during that fiscal period; and (iii) the revenues or receipts of the Nonprofit Corporation, both unrestricted and restricted to particular purposes, during said fiscal period.

ARTICLE V Board of Advisors

Section 5.1. Powers. The Board of Directors may appoint from time to time any number of persons as advisors of the Nonprofit Corporation to act either singularly or as a committee or committees. Each advisor shall hold office during the pleasure of the Board of Directors, and only shall have the authority or obligations as the Board of Directors may from time to time determine. Investment managers, accountants, attorneys, and plan administrators are not "advisors" pursuant to this article.

Section 5.2. No Compensation. No advisor of the Nonprofit Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Nonprofit Corporation except that the Board of Directors may

authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Nonprofit Corporation.

ARTICLE VI
Contracts, Checks, Banks Accounts and Investments

Section 6.1. Checks, Notes and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Nonprofit Corporation. The President and Treasurer shall be authorized from time to time on the Nonprofit Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptance, notes or other evidences or indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 6.2. Investments. The Board of Directors is authorized to retain, invest or reinvest the funds of the Nonprofit Corporation in such property, real, personal or otherwise, including, but not limited to, stocks of any class, shares of mutual funds, bonds and debentures, real estate investment trusts, or shares of interests in common trust funds as the Board of Directors may deem desirable. The Board of Directors is authorized to hire one or more individuals, stock brokerage firms, associations or corporations acting as broker, investment advisor or otherwise, to invest or reinvest the funds of the Nonprofit Corporation, and to hire accountants and attorneys to conduct other matters as the Board of Directors may deem desirable. Notwithstanding the foregoing, the Board of Directors shall not authorize: (i) any loan made by the Nonprofit Corporation to the directors and officers of the Nonprofit Corporation; (ii) any acts which violate the self-dealing provisions of Section 4941 of the Internal Revenue Code of 1986, as amended (the "Code"); or (iii) any acts which violate the intermediate sanctions provisions of Section 4958 of the Code.

Section 6.3. Gifts. The Board of Directors, in its discretion, may accept on behalf of the Nonprofit Corporation any contribution, gift, bequest or devise for any purpose of the Nonprofit Corporation.

ARTICLE VII
Books and Records

There shall be kept at the office of the Nonprofit Corporation correct books of account of the activities and transactions of the Nonprofit Corporation, including a minute book, which shall contain a copy of the Article of Incorporation, a copy of these bylaws, and all minutes of meeting of the Board of Directors.

ARTICLE VIII
Fiscal Year

The fiscal year of the Nonprofit Corporation shall be a calendar year.

ARTICLE IX
Exculpation of Members of the
Board of Directors

No member of the Board of Directors of the Nonprofit Corporation shall be liable

to anyone for any acts on behalf of the Nonprofit Corporation or any omissions with respect to the Nonprofit Corporation omitted by such person, except for his own willful or wanton misconduct, fraud or gross negligence. No member of the Board of Directors shall be liable to anyone for any act of neglect or default on the part of any one or more of the other Board members in the absence of specific knowledge on the part of such Board member of such willful or wanton misconduct, fraud, or gross negligence.

ARTICLE X
Indemnification

(a) The Nonprofit Corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Nonprofit Corporation) by reason of the fact that he or she is or was a director or officer of the Nonprofit Corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Nonprofit Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, 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 and in a manner which he or she reasonably believed to be in and not opposed to the best interests of the Nonprofit Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The Nonprofit Corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Nonprofit Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Nonprofit Corporation against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Nonprofit Corporation and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Nonprofit Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

ARTICLE XI
Amendments

These bylaws may be amended at any meeting of the Board of Directors by a vote of two thirds (2/3) of the entire Board of Directors.

CERTIFICATION

I, James McGlinchey, Secretary of The Portuguese American Citizenship Project, Inc., hereby certify that the above and foregoing constitutes a true and correct copy of the bylaws of The Portuguese American Citizenship Project, Inc., adopted by the Board of Directors of The Portuguese American Citizenship Project, Inc. on February 29, 2003 and that all provisions thereof are currently in full force and effect and have not been modified, amended, revoked or rescinded.

This the 14th day of March, 2003.

James McGlinchey, Secretary