

**BYLAWS
OF KOREAN CULTURE CENTER OF AUSTIN, INC.**

ARTICLE I - NAME

The name of this organization shall be the Korean Culture Center of Austin, Inc. (hereinafter referred to as the "Association").

ARTICLE II - LOCATION AND PURPOSE

2.01 A. General Purposes. This Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and to carry on other lawful business and activities which are necessary and proper for the accomplishment of such charitable and educational purposes which are incidental to the powers named in these Bylaws or which enhance the goals of the Association.

B. Specified Purposes. In support of its purposes, the mission of the Association includes:

1) Promoting social, cultural, educational and financial cooperation and understanding within the Korean-American community and with other communities in the Greater Austin area and providing a space and forum for regular meetings and gatherings where Korean-American individuals and organizations in the Greater Austin Community and other interested individuals can voice concerns and ideas, establish goals, and plan to meet those goals.

2) Providing a space and hosting events and programs for the Korean-American Elderly residing in the Greater Austin area by supporting and assisting the Korean Senior Citizens' Association of Austin.

3) Providing a space and hosting events and programs designed to promote understanding of Korean heritage, culture, and traditions. Providing community liaisons, who will work within the Korean-American community in the Greater Austin, Texas to increase support, communication, and understanding within our community and with other communities and to help with charitable causes.

C. Policies: The Board of Directors may promulgate policies and procedures from time to time detailing specific activities to implement the Association's mission and purpose.

2.02 Restrictions. In all events and under all circumstances, the following provisions shall apply:

A. The Association shall not devote more than an insubstantial part of its activities to attempting to influence legislation (except as provided in Section 501(h) of the Internal Revenue

Code), or participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any or in opposition to any candidate for public office.

B. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.01. Nothing herein shall preclude directors or officers to also serve as employees of the Association.

C. Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on:

- (1) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law); or
- (2) By a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

2.03 Office. The principal place of business of the Association will initially be in Austin, Texas. The Association may have such other offices as the Board of Directors may determine.

2.04 Registered Office and Agent. The Association shall continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with the registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas.

ARTICLE III - Board of Directors: Membership

3.01 Government. The government of the Association, the direction and management of its affairs, and the control of its property, shall be vested in the Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as provided by statute or by the Certificate of Formation or by these Bylaws; provided, however, that the Association will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future internal revenue law) or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future internal revenue law). Notwithstanding any other provision of the Certificate of Formation or these Bylaws, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association, as stated above and in the Certificate of Formation.

3.02 Directors Generally. The Board of Directors shall consist of no less than three and no more than nine members. The Board of Directors shall consist of the following elected officials during the term of their respective elected offices: 1) President of Korean Culture Center of Austin, Inc., 2) President of Korean American Association of Greater Austin and 3) President of Korean Senior Citizens' Association of Austin (the "Elected Directors") and up to six additional Directors as select-

ed by the Board of Directors (the "Selected Directors"). The President of Korean Culture Center of Austin, Inc. shall be the chairman of the Board. The exact number of Directors within these limits will be fixed by approval of the Board of Directors by Board resolution and modified thereafter as needed by Board of Directors by Board resolution. But no decrease shall have the effect of shortening the term of any incumbent Director. Any membership to be filled by reason of an increase in the number of Directors may be filled by election at a special meeting of the Board of Directors called for that purpose or at a regular meeting if notice of the nominee and the proposed election is given in the same manner as provided for a special meeting. The number of Directors shall never be less than three. The Elected Director's term shall be equal to the term of their respective elected office. The Selected Directors shall serve for two years. The Selected Directors must be members of this Association and must be residents of Greater Austin, Texas area.

3.03 Election of Selected Directors. The election of Selected Directors shall proceed as follows. From time to time and as appropriate, any member of the Board of Directors shall make recommendations to the full Board of Directors regarding nominees for election to the Board of Directors. The act of a majority of the Board of Directors at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.04 Vacancies. When a vacancy occurs on the Board of Directors by reason of death, resignation, removal or otherwise, the Board of Directors shall have the right to fill the vacancy before the unexpired term or until a successor has been elected and qualified, even though less than a quorum of the Board of Directors remains.

3.05 Meetings. The Board of Directors shall meet regularly at such time and place as the Board of Directors shall provide, but not less than annually. No notice shall be required to be given of regular meetings held in accordance with the Board of Directors' schedule for regular meetings. Such other meetings of the Board of Directors shall be called by the Chairman of the Board of Directors, or by at least 3 Directors (or at least 2 Directors if there are only 3 Directors), after 3 days notice of such meetings, as the Chairman of the Board or such three (3) or more Directors, in their discretion, shall deem necessary. The annual meeting of the Board of Directors shall be held upon the date and at the hour designated by the Board of Directors from time to time.

3.06 Removal. Any Selected Director may be removed with or without cause or if he or she has had three (3) unexcused absences (as determined by the Chairman of the Board of Directors) from Board of Directors meetings during a twelve (12) month period by action of a majority of the remaining Directors at any meeting of the Board of Directors called for that purpose.

3.07 Actions Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting.

3.08 Quorum: Required Vote. A quorum of the Board of Directors shall be constituted by the attendance and participation of a majority of the Board of Directors. The act of a majority of the Board of Directors at a meeting at which a quorum is present shall be the act of the Board of Directors.

Unless otherwise provided in the resolution of the Board of Directors designating such committee, a quorum of any other committee shall be constituted by the attendance and participation of a

majority of the members of such committee, and the act of a majority of the members of the committee at a meeting at which a quorum is present shall be the act of the committee.

If a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

3.10 Procedure. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Association.

3.11 Compensation. No compensation shall be paid to any member of the Board of Directors in their capacity as Director, however, nothing herein shall be construed to prohibit paying members of the Board of Directors for services rendered in their capacity as employees.

3.12 Advisory Board or Committees. The Board of Directors shall have the right to elect members to one or more Advisory Board(s) or Committee(s). Advisory Board and Committee members will provide advice and counsel to the Board of Directors but will not be entitled to vote except in their capacities as members of the Board of Directors unless specifically authorized by the Board of Directors. If authorization for an action is given to the Advisory Board or Committee then an action by such Advisory Board or Committee shall have the same effect as if made by the Board of Directors. The Board of Directors may authorize an Advisory Board or Committee to take any action that the Board of Directors may take, including actions regarding the election of President and Vice President of the Association. Such Advisory Board(s) and Committees may be composed of Directors, Members and/or such other persons as the Board of Directors may from time to time determine, and may be given such assignments, structures and designations as the Board of Directors may from time to time determine.

3.13 Proxy. A Director may vote or, to the maximum extent allowed by law, discharge his or her duties by proxy executed in writing by the Director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

3.14 Membership Criteria. Membership criteria is as follows: 1) a member must be a resident in Travis County or any counties that are contiguous to Travis County, including but not limited to Williamson County, Burnet County, Blanco County, Hays County, Caldwell County, Bastrop County and Lee County; 2) a member must be at least 18 years of age, and 3) pay such membership fees then existing, as may be established time to time, by the Board of Directors.

3.15 Members. Members will have the right to elect the President of the Association. The election of the President, who by virtue of holding such office will also serve as an Elected Director on the Board of Directors, shall proceed as follows. From time to time and as appropriate, the Board of Directors shall make additional requirements and procedures regarding the nominees for the office of President and for President. Regular Member's meetings for the purpose of electing the President shall be held every two years starting in May 2015 and continuing in May of every odd year thereafter. The newly elected President shall begin his/her term in June 1, of the year that the election was held. Special Member's meeting for any other purposes may be called by the Chairman of the Board or by the Majority of the Board of Directors. Twenty five percent of the Association's Members in good standing (as determined by the Board of Directors from time to time) shall constitute a

quorum for any meeting of the Members. The act of a majority of the Members at a meeting at which a quorum is present shall be the act of the Members.

ARTICLE IV - NOTICE AND TELEPHONE MEETINGS

4.01 Method. Whenever by statute or the Certificate of Formation or these Bylaws, notice is required to be given to a Director, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given (a) in writing, by mail, postage prepaid, addressed to the Director at the address appearing on the books of the Association, or (b) by e-mail to the e-mail address appearing on the books of the Association. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mails and any notice required or permitted to be given by e-mail shall be deemed given at the time the e-mail is sent.

4.02 Waiver. Whenever, by statute or the Certificate of Formation or these Bylaws, notice is required to be given to Directors, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.03 Telephone Meetings. Subject to the requirements of the Texas Business Organizations Code, as amended, or these Bylaws for notice of meetings, members of the Board of Directors, or members of any committee or Advisory Board designated by the Board of Directors may participate in and hold a meeting of the Board of Directors or committee or Advisory Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 4.03 shall constitute present in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V - OFFICERS

5.01 Number; Election; Term.

A. The Association shall have a President, and a Secretary and may have such other officers and assistant officers and agents as the Board of Directors may deem necessary. A majority of the Board of Directors shall appoint a Secretary and any other officers and assistant officers, other than the President. All Officers, including but not limited to the President, and Secretary and any other officers, shall be a member in good standing of this Association for at least one year within the last three years immediately prior to taking office and meet such other qualifications and requirements as made time to time by the Board of Directors. All Officers, including but not limited to the President and Secretary and any other officers, shall agree to abide by then existing Certificate of Formation, including any amendments thereof, and the Bylaws of the Association, prior to taking their respective office.

B. The President shall be elected by the Members as described in Section 3.15. The President shall also serve as the Chairman of the Board of Directors. The other officer positions may

be elected by the Board of Directors. All elections may occur upon the expiration of an officer's term or whenever a vacancy exists, at any meeting.

C. From time to time and as appropriate in case of vacancies, the Board of Directors shall select from the Members an Interim President, and any Director may make recommendations to the full Board of Directors regarding any nominees for the position of Interim President. The Interim President elected to fill a vacancy shall serve the remaining of the term that was vacated or until his or her successor is duly elected and qualified which ever is shorter. Unless otherwise specified by the Board of Directors at the time of election or appointment, each interim officer (excluding President) shall serve for one year term, or until his or her successor is duly elected and qualified which ever is shorter. Each officer shall serve until the end of his or her term as described above, or, if earlier, his or her death, resignation or removal. Each officer (including the Present) may not serve more than two consecutive terms in the same office.

5.02 Chairman of the Board of Directors. The President shall serve as the Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside over meetings of the Board of Directors and have authority to execute such documents on behalf of the Association and to do such other things as he or she may, in his or her reasonable discretion, deem necessary and appropriate in connection with supervision of the activities and affairs of the Association.

5.03 President. The President shall see that all orders and resolutions of the Board of Directors are carried into effect, and exercise and perform such other powers and duties as from time to time may be assigned to him or her by the Board of Directors or prescribed by these Bylaws.

5.04 Secretary. The Secretary shall keep the minutes of the meeting of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Association; keep a register of the post office address of each Director and, to the extent practicable, each Member which shall be furnished to the Secretary by each Director and Member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. Unless the Board elects otherwise, the Vice President of the Association shall serve as the Secretary.

5.07 Removal. The President may be removed at any time by an affirmative vote of a majority of a quorum of the Members. A majority of the Board of Directors shall be authorized to recommend removal of a President and call a special meeting of the Members for the purpose of removing the President. Any other officers of the Association may be removed at any time by an affirmative vote of a majority of the Board of Directors. The Members or Board of Directors as appropriate shall meet and elect a new officer to fill the unexpired term of such removed officer.

5.08 Vacancies. Any vacancy occurring in any office of the Association (by death, resignation, removal or otherwise) may be filled by the Board of Directors or Members, as appropriate.

5.09 Assumption of Duties and Transfer of Records. Each new officer shall assume his or her duties immediately after his or her election, and each outgoing officer shall continue in office until his or her successor is elected and qualified. Each officer, upon expiration of his or her tenure of office, shall transfer all official records and property of the Association then in his or her possession to his or her duly qualified successor in office.

5.10 Compensation. No salary or other compensation shall be paid any officer of the Association, except when specifically provided for by action of the Board of Directors. Any action of the Board of Directors concerning salary or other compensation shall exclude the individual whose salary or compensation is being proposed.

ARTICLE VI - GENERAL PROVISIONS

6.01 Disbursements. All disbursements shall be by check. The Association shall have the following two bank accounts: 1) Regular Savings Account and 2) Petty Cash Checking Account. All funds belonging to the Association shall be deposited first into the Regular Savings Account. The Regular Savings Account shall have two signatories, the President and the Secretary and shall require that all checks must be signed by both signatories. An amount that is reasonably necessary to operate the Association shall be transferred by check (with both signatory's signature) from the Regular Savings Account to the Petty Cash Checking Account from time to time. In the event a total of more than \$5,000.00 is transferred from the Regular Savings Account to the Petty Cash Checking account in any given calendar month, then it shall require a majority of the Board of Director's prior written consent. The Petty Cash Checking account shall only require one signatory, the President. The President may appoint a second signatory for the Petty Cash Checking account. Even if a second signatory is added to the Petty Cash Checking Account, the checks from the Petty Cash Checking Account shall only require one signature. Immediately after leaving office, the President, Secretary, and the person appointed to be the second signatory of the Petty Cash Checking Account, shall withdraw as signatories of the accounts and shall assist his or her successors become signatories of the accounts. In the event a person fails to withdraw his/her name as a signatory and/or fails to assist his or successor become a signatory of an account, then the Board of Directors is authorized to take all reasonable action to effectuate this provision.

6.02 Distribution of Net Earnings Prohibited. No part of the net earnings of the Association shall inure to the benefit or be distributed to any of its officers, directors, Board of Directors members or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its stated purpose notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried.

6.03 Disposition on Dissolution. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association in such a manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, as the Board of Directors shall determine.

6.04 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed at any time by an affirmative vote of a majority of a quorum of the Members. A majority of the Board of Directors shall be authorized to recommend and draft the proposed alteration, amendment or repeal. The President or a majority of the Board of Directors may call a special meeting of the Members for the purpose of altering, amending or repealing the Bylaws.

6.05 Fiscal Year. The fiscal year of the Association shall end on the last day of December, unless otherwise determined by the Board of Directors.

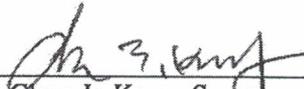
6.06 Indemnification. To the greatest extent and in the manner allowed by applicable law, the Association shall indemnify a person who was or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director, officer, employee or agent of the Association against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding.

6.07 Loans to Directors and Officers Prohibited. No loan shall be made by the Association to its directors or officers.

6.08. Korean Version. A version of this bylaw may be made in the Korean Language. If there are any differences between this Bylaw and the Korean version then, this Bylaw shall control

I hereby certify that the above and foregoing Bylaws of the Association were adopted as the bylaws of the Association by action of its governing body.

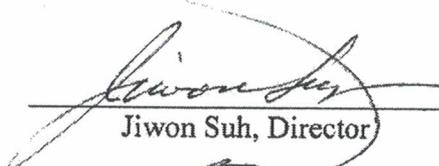
Approved to be effective as of May 20, 2013.


Chun Ja Kang, Secretary

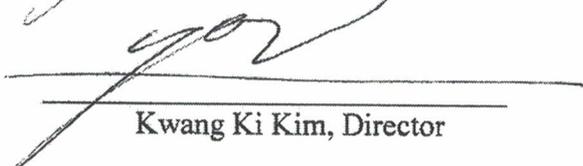
May 20, 2013


Yong Lark Park, Director

May 20, 2013


Jiwon Suh, Director

May 20, 2013


Kwang Ki Kim, Director