

STATUTES TO "PEACEANIMALS" ASOCIACION CIVIL

CHAPTER ONE

ARTICLE I - THE NAME OF THE ASSOCIATION:

The name of this organization shall be "**PEACEAnimals**," followed by "**Asociacion Civil**" (Civil Association) or its initials, **A.C.**

ARTICLE II - THE MISSION OF THE ASSOCIATION:

PEACEAnimals endeavors to prevent the future suffering of cats and dogs by providing free mobile spay and neuter clinics, primarily in communities throughout the Bay of Banderas (Puerto Vallarta, Mexico).

PEACEAnimals exists to educate the public on care and responsible treatment of animals; to humanely provide for and protect unwanted, lost and abused animals; and to create a quality environment for all animals through its policies and presence in the community.

PEACEAnimals envisions a safe, healthy, and clean environment in which controlled cat and dog populations live in harmony with humans and the natural environment. This vision can be accomplished by a free mass sterilization program and free treatment for parasites, ticks, fleas and mange.

PEACEAnimals exists to instill a sense of respect and responsibility for domestic animals, wildlife and the environment, through education and by example.

ARTICLE III – FINANCIAL SUPPORT

PEACEAnimals receives financial and in-kind grants and donations to support its mission. All grants and donations are reported as required by Income Tax Laws.

ARTICLE IV- PUBLIC WORKS OR SERVICES

PEACEAnimals works with the Federal government and its entities or municipalities with prior agreement, regarding the following:

- A. PEACEAnimals has no religious or political affiliations and does not promote nor encourage any religious or political activity or legislation, nor intervene or seek influence at political campaigns or propaganda.
- A. PEACEAnimals does not represent, lend funds, nor support other civil or private organizations to receive tax deductible donations.
- B. PEACEAnimals does not pursue a profit, as the primary purpose of its activities shall be the fulfillment of its mission to offer free services.
- C. PEACEAnimals exists solely to serve its mission, and does not distribute any funds to its board members. No fee or compensation shall be paid by PEACEAnimals to the Directors for their services as Directors.
- D. At the time of liquidation, all Income Tax Laws, as filed with the Federal Registry of Civil Society Organizations, shall be followed.

ARTICLE V. PRINCIPLE OFFICE

The principal office and the headquarters of PEACEAnimals shall be in the municipality of Bahia de Banderas, Abasolo 285 Centro, Puerto Vallarta, Jalisco Mexico 48310.

ARTICLE VI. ASSOCIATION TERM

The duration of the association is 99 (ninety-nine) years and extendable. The date to commence is the date of the registration of PEACEAnimals, A.C.

ARTICLE VII. THE BOARD OF THE MEXICAN CIVIL ASSOCIATION

Admission of Foreigners. The current or future foreign board members will formally appear before the Department of Foreign Affairs to announce themselves as Nationals with residency status in Mexico. (Article 27 (twenty-seven) of the Constitution, Article 15 (fifteen) of the Foreign Investment Act, and Article 14 (fourteen) of the bylaws to the Foreign Investment Act and the National Registry of Foreign Investment.

CHAPTER TWO OF THE ASSOCIATES

ARTICLE SIXTH.- THE CAPACITY AS ASSOCIATE.- ASSOCIATES MAY BE ALL OF THE INDIVIDUALS AND ENTITIES, NATIONALS OR FOREIGN, AND ALSO CIVIL ASSOCIATIONS WHICH CONCUR TO THE ORGANIZATION OF THIS ASSOCIATION AND THOSE ADMITTED BY THE GENERAL ASSEMBLY OF ASSOCIATES, OR BY THE BOARD OF DIRECTORS OF THE ASSOCIATION PURSUANT TO THESE STATUTES, PROVIDED THAT THEIR ADMITTANCE IS RATIFIED BY THE ASSEMBLY GENERAL OF ASSOCIATES. THE CAPACITY AS AN ASSOCIATE CANNOT BE TRANSFERRED.

THE ASSOCIATION SHALL KEEP A BOOK OF RECORD OF THE ASSOCIATES IN WHICH THE NAME AND ADDRESS OF EACH ONE OF THEM WILL BE ENTERED, WITH THE INDICATION OF THEIR CONTRIBUTIONS, IF ANY. THIS BOOK SHALL BE UNDER THE CARE OF THE DIRECTOR OR THE BOARD OF DIRECTORS, WHO SHALL BE RESPONSIBLE FOR ITS EXISTENCE AND THE ACCURATENESS OF ITS DATA.

ARTICLE SEVENTH.- ADMISSION OF ASSOCIATES.- IN CASE OF A VACANCY, THE ACCEPTANCE OF AN ASSOCIATE MUST BE CARRIED OUT BY THE ORGAN STIPULATED IN THESE STATUTES, WHICH MUST TAKE INTO CONSIDERATION THAT THE CANDIDATE:

- I.- IDENTIFIES WITH THE PURPOSE OR PURPOSES OF THE ASSOCIATION;
- II.- THAT HE/SHE UNDERTAKES THE COMMITMENT TO SUPPORT THE DEVELOPMENT OF THE PURPOSES OF THE ASSOCIATION, AND THE DEVELOPMENT OF THE ACTIVITIES OF PHILANTHROPIC CHARACTER;
- III.- TO BE PROPOSED BY ANOTHER ASSOCIATE;
- IV.- TO BE A PERSON OF RECOGNIZED MORAL SOLVENCY.

ARTICLE EIGHTH.- RIGHTS AND OBLIGATIONS OF THE ASSOCIATES.- THE ASSOCIATES SHALL HAVE THE FOLLOWING RIGHTS AND OBLIGATIONS:

- I.- CONCUR TO THE GENERAL ASSEMBLIES OF THE ASSOCIATES, WITH RIGHT TO SPEAK AND TO VOTE, WITH THE UNDERSTANDING THAT EACH ASSOCIATE SHALL BE ENTITLED TO ONE VOTE;
- II.- VOTE AT THE GENERAL ASSEMBLIES OF THE ASSOCIATES, WHETHER PERSONALLY OR THROUGH THE CONDUIT OF A PROXY;

III.- FULFILL WITH RESPONSIBILITY, DILIGENCE, NEATNESS AND CARE ANY OFFICE, POST OR COMMISSION ASSIGNED;

IV.- CONTRIBUTE WITH ORDINARY AND EXTRAORDINARY FEES APPROVED BY THE ASSEMBLY GENERAL OF ASSOCIATES;

V.- PRESENT TO THE ASSEMBLY GENERAL OF ASSOCIATES THOSE PROPOSALS OR RECOMMENDATIONS DEEMED PERTINENT TO THE BENEFIT OF THE ASSOCIATION AND THE PURPOSES IT MUST CARRY OUT;

VI.- SEPARATE FROM THE ASSOCIATION WITH NOTICE ADDRESSED TO THE BOARD OF DIRECTORS WITH AT LEAST 02 (TWO) MONTHS IN ADVANCE TO THE DATE THE VOLUNTARY SEPARATION IS TO BECOME EFFECTIVE AND WAIVING THE SOCIAL ASSETS, AS PER STIPULATIONS IN SECTION 2053 (TWO THOUSAND FIFTY THREE) OF THE CIVIL CODE FOR THE STATE OF NAYARIT AND ITS CORRELATED OF THE FURTHER STATES OF THE REPUBLIC;

VII.- IN GENERAL, THOSE DERIVED FROM THE LAW AND THESE STATUTES.

ARTICLE NINTH.- DEATH OF AN ASSOCIATE.- IN THE EVENT OF THE PASSING OF AN ASSOCIATE, THE ASSOCIATION SHALL CONTINUE WITH THE SURVIVORS. THE HEIRS OR LEGATEES SHALL HAVE NO RIGHT TO DEVOLUTION OF THE CONTRIBUTIONS MADE BY THE DECEASED ASSOCIATE.

ARTICLE TENTH.- IN NO CASE THE ASSOCIATES SHALL HAVE THE RIGHT TO RECOVER THEIR CONTRIBUTIONS, FEES, AND/OR ANY DONATION MADE.

ARTICLE ELEVENTH.- EXCLUSION OF ASSOCIATES.- THE ASSEMBLY GENERAL OF ASSOCIATES MAY EXCLUDE AN ASSOCIATE:

A).- IN CASE THE ASSOCIATE STOPS MEETING AND SUPPORTING THE ASSOCIATION'S PURPOSES;

B).- BECAUSE OF PERMANENT INCAPACITY OR DEATH;

C).- FOR VOLUNTARY RESIGNATION OR SEPARATION;

E).- (sic) BECAUSE HE/SHE/IT REFUSES TO FULFILL THE OFFICES, POSTS OR COMMISSIONS ENTRUSTED BY THE ASSEMBLY;

F).- FOR ANY CRIME COMMITTED AGAINST THE ASSOCIATION;

G).- FOR THE LACK OF FULFILLMENT TO THE OBLIGATIONS WHICH APPLICABLE LAWS, THESE STATUTES OR THE RESOLUTIONS OF THE ASSEMBLY GENERAL OF ASSOCIATES IMPOSE ON HIM AS AN ASSOCIATE;

H).- DUE TO INCAPACITY JUDICIALLY DECLARED;

I).- IN THE EVENT THAT THE ASSOCIATE DOES NOT ATTEND 03 (THREE) ASSEMBLIES GENERAL OF THE ASSOCIATES, TO WHICH HE WOULD HAVE BEEN DULY SUMMONED IN TERMS OF THESE SOCIAL STATUTES. NEITHER THE ASSOCIATE LOSING SUCH CAPACITY, NOR ITS ASSIGNS OR BENEFICIARIES SHALL HAVE THE RIGHT TO RECOVER ANY OF THE FEES OR ASSETS TRANSFERRED TO THE ASSOCIATION, OR OBTAIN ANY KIND OF YIELD, WHICH WILL REMAIN AFFECTED TO THE PURPOSES OF THE ASSOCIATION.

IN THE CASES IN ITEMS A), E), AND F), INDEPENDENTLY OF THE EXCLUSION OF THE ASSOCIATES, IT IS THE CAPACITY OF THE ASSOCIATES TO CARRY OUT AGAINST THE OFFENDER THE CORRESPONDING LEGAL CIVIL OR CRIMINAL ACTIONS THAT DERIVE FROM THE DEEDS OR OMISSIONS CARRIED OUT BY THE ASSOCIATE.

CHAPTER THIRD

THE SOCIAL EQUITY

ARTICLE TWELFTH.- THE ASSOCIATION'S ESTATE IS FORMED BY:

- I.- THE FEES, CONTRIBUTIONS, COOPERATION OF ANY KIND, ORDINARY OR EXTRAORDINARY, OF THE ASSOCIATES TO SUCH EFFECT ESTABLISHED BY THE ASSEMBLY OF ASSOCIATES;
- II.- THE RECOVERY FEES ESTABLISHED AT THE EXERCISE AND DEVELOPMENT OF ITS PURPOSE;
- III.- THE DONATIONS IT RECEIVES;
- IV.- THE SUPPORT AND STIMULI RECEIVED;
- V.- THE CARRYING OUT OF RAFFLES AND DRAWS;
- VI.- BY THE PAYMENTS IT MAY RECEIVE AND, IN GENERAL, BY ALL OF THE ASSETS AND RIGHTS THAT COME INTO THE ASSOCIATION, MADE BY INDIVIDUALS OR ENTITIES, DOMESTIC OR FOREIGN, AND AS PER STIPULATIONS OF APPLICABLE LAWS;
- VII.- BY DONATIONS OF REAL AND PERSONAL PROPERTY OR OF ANY OTHER NATURE, THE ASSOCIATION RECEIVES FROM ITS ASSOCIATES OR FROM THIRD PARTIES;
- VIII.- ANY OTHER INCOME ENTAILED TO ITS SOCIAL PURPOSE AND THAT MAY BE LEGALLY PROVIDED.

THE ASSOCIATION'S ESTATE, INCLUDING THE PUBLIC SUPPORT AND STIMULI IT RECEIVES, SHALL BE EXCLUSIVELY USED FOR THE PURPOSES NATURAL TO ITS SOCIAL PURPOSES, NOT BEING ABLE TO GRANT BENEFITS OVER THE DISTRIBUTABLE REMNANT TO ANY INDIVIDUAL, OR TO ITS MEMBERS, INDIVIDUALS OR ENTITIES, EXCEPT THAT THEY ARE, IN THIS LAST CASE, ANY ENTITY AUTHORIZED TO RECEIVE DEDUCTIBLE DONATIONS IN TERMS OF THE INCOME TAX LAW OR THAT THIS IS ABOUT THE REMUNERATION OF SERVICES EFFECTIVELY RECEIVED. THE ASSOCIATION MUST NOT DISTRIBUTE AMONG ITS MEMBERS, REMNANTS OF THE PUBLIC SUPPORTS AND STIMULI IT RECEIVES. STIPULATIONS IN THIS PROVISION ARE IRREVOCABLE.

CHAPTER FOURTH OF THE ASSOCIATION'S ORGANS

ARTICLE THIRTEENTH.- ASSOCIATION'S ORGANS.- THE ASSOCIATION SHALL HAVE THE FOLLOWING ORGANS:

- A).- THE ASSEMBLY GENERAL;
- B).- THE BOARD OF DIRECTORS, FORMED BY THE NUMBER OF COUNSELORS AGREED BY THE ASSEMBLY, WHICH IN NO TIME MAY BE LESS THAN 2 (TWO) COUNSELORS, WHO MUST BE MEMBERS OF THE ASSOCIATION.

THE COMMITTEES PROPOSED BY THE BOARD OF DIRECTORS AND APPROVED BY THE GENERAL ASSEMBLY, FOR A SPECIFIC AND TEMPORARY PURPOSE, WHICH SHALL BE FORMED BY THE NUMBER OF MEMBERS WHICH THE ASSEMBLY ITSELF DECIDES, AND WHICH DURATION AT THE EXERCISE OF THEIR OFFICE WILL NOT GO BEYOND THAT OF THE BOARD OF DIRECTORS UNDER WHOSE MANDATE IT WAS CREATED.

ARTICLE FOURTEENTH.- OF THE ASSEMBLY GENERAL OF ASSOCIATES.- THE ASSOCIATION'S SUPREME ORGAN IS THE ASSEMBLY GENERAL OF ASSOCIATES, WHICH SHALL BE FORMED SOLELY BY ASSOCIATES. THE ASSOCIATION'S GENERAL ASSEMBLIES SHALL BE ORDINARY AND EXTRAORDINARY.

THE ORDINARY ASSEMBLY WILL GATHER WITHIN THE 04 (FOUR) MONTHS FOLLOWING THE END OF EACH SOCIAL EXERCISE. THE ASSEMBLY SHALL ALSO GATHER IN AN EXTRAORDINARY MANNER AT ANY TIME.

ARTICLE FIFTEENTH.- SUMMONS TO ASSEMBLY.- THE SUMMONS TO GENERAL ASSEMBLIES MUST BE ISSUED BY THE BOARD OF DIRECTORS OR THE PRESIDENT, OR ELSE 33% (THIRTY THREE

PERCENT) OF THE ASSOCIATES MAY REQUEST IN WRITING AT ANY TIME, TO THE BOARD OF DIRECTORS, OR TO THE PRESIDENT TO SUMMON THE ASSEMBLY OF ASSOCIATES.

THE SUMMONS WILL INCLUDE THE DATE, HOUR, PLACE, AGENDA AND SIGNATURE OF THE PERSON WHO SUMMONS IT, NOTIFYING THE ASSOCIATES WITH A WRITTEN DOCUMENT SENT TO THE ADDRESS THE ASSOCIATES HAVE RECORDED WITHIN THE CORRESPONDING BOOK OF RECORDS, OR VIA E-MAIL, OR VIA FAX, TO THE ADDRESS OR THE FAX NUMBER REGISTERED WITH THE ASSOCIATION WITH AT LEAST 05 (FIVE) NATURAL DAYS IN ADVANCE.

ARTICLE SIXTEENTH.- DEVELOPMENT OF THE ASSEMBLIES.- THE ASSEMBLIES SHALL BE CHAIRED BY THE PERSON APPOINTED BY THE MAJORITY OF THE ASSOCIATES IN ATTENDANCE AND AS SECRETARY WILL ACT THE ONE APPOINTED BY THE MAJORITY OF ASSOCIATES IN ATTENDANCE AT THE ASSEMBLY. THE CHAIRMAN OF THE ASSEMBLY SHALL APPOINT THE ONE OR MORE SCRUTINIZERS (VOTE COUNTERS) FROM AMONGST THE ATTENDEES AT THE ASSEMBLY. THE MINUTES OF ASSEMBLY SHALL BE RECORDED INTO THE CORRESPONDING BOOK AND SHALL BE SIGNED BY THE CHAIRMAN, THE SECRETARY OF THE ASSEMBLY, AND ALSO BY THE AUDITORS IN ATTENDANCE.

ARTICLE SEVENTEENTH.- INSTALLATION QUORUM.- THE ORDINARY ASSEMBLIES SHALL BE CONSIDERED LEGALLY GATHERED WITH THE ATTENDANCE OF AT LEAST 51% (FIFTY ONE PERCENT) OF THE ASSOCIATES AT FIRST CALL AND WITH THOSE IN ATTENDANCE AT SECOND CALL. IF THE TOTAL ASSOCIATES ARE GATHERED, NO SUMMONS WILL BE REQUIRED.

IN CASE OF EXTRAORDINARY ASSEMBLIES, THESE SHALL BE CONSIDERED LEGALLY GATHERED WITH THE ATTENDANCE OF AT LEAST 75% (SEVENTY FIVE PERCENT) OF THE ASSOCIATES AT FIRST CALL, WITH 51% (FIFTY ONE PERCENT) AT SECOND CALL. EACH ASSOCIATE SHALL BE ENTITLED TO ONE VOTE.

ARTICLE EIGHTEENTH.- VOTING QUORUM.- IN ORDER FOR THE RESOLUTIONS OF THE ORDINARY ASSEMBLIES TO BE VALID, REQUIRED IS THE FAVORABLE VOTE OF HALF PLUS ONE OF THE ASSOCIATES IN ATTENDANCE AT THE ASSEMBLY.

FOR THE RESOLUTIONS OF THE EXTRAORDINARY ASSEMBLIES TO BE VALID, REQUIRED IS THE FAVORABLE VOTE OF HALF PLUS ONE OF ALL OF THE ASSOCIATION'S MEMBERS.

THE DECISIONS OF THE GENERAL ASSEMBLIES OF THE ASSOCIATES TAKEN IN THE TERMS MENTIONED IN THESE STATUTES SHALL BE COMPULSORY TO ALL OF THE MEMBERS OF THE ASSOCIATION, INCLUDING THOSE ABSENT OR DISSIDENT.

ARTICLE NINETEENTH.- COMPETENCE OF THE ORDINARY GENERAL ASSEMBLY.- THE ORDINARY GENERAL ASSEMBLY OF THE ASSOCIATES MUST DISCUSS AT LEAST THE FOLLOWING MATTERS:

A.- DISCUSS, APPROVE OR MODIFY THE REPORT PRESENTED BY THE BOARD OF DIRECTORS THROUGH ITS PRESIDENT, WHICH SHALL INCLUDE:

I.- A STATEMENT THAT SHOWS THE ASSOCIATION'S FINANCIAL SITUATION UP TO THE DATE OF CLOSING OF THE EXERCISE.

II.- A STATEMENT OF INCOME AND EXPENSES THAT SHOES, DULY EXPLAINED AND CLASSIFIED, THE ASSOCIATION'S RESULTS DURING THE EXERCISE.

III.- THE DOCUMENTS AND NOTES THAT ARE NECESSARY TO COMPLETE OR EXPLAIN THE INFORMATION SUPPLIED IN THE ABOVE REPORTS.

B.- APPOINT OR RATIFY THE MEMBERS OF THE BOARD OF DIRECTORS, AN ALSO IF APPROPRIATE TO REMOVE THE APPOINTMENT OF SUCH PERSONS.

C.- ADMIT NEW ASSOCIATES AND RATIFY, IF APPROPRIATE, THE ADMISSION OF THE ASSOCIATES APPROVED BY THE BOARD OF DIRECTORS.

ALL OTHER MATTERS STIPULATED BY THESE SOCIAL STATUTES AND/OR ANY OTHER NOT RESERVED TO THE EXTRAORDINARY ASSEMBLY.

ARTICLE TWENTIETH.- COMPETENCE OF THE EXTRAORDINARY GENERAL ASSEMBLY.- THE EXTRAORDINARY GENERAL ASSEMBLIES OF THE ASSOCIATES SHALL BE THOSE AT WHICH THEY GATHER TO DISCUSS THE FOLLOWING MATTERS:

I.- EARLY DISSOLUTION OF THE ASSOCIATION;

II.- CHANGE OF THE PURPOSE OF THE ASSOCIATION;

III.- TRANSFORMATION OR MERGER OF THE ASSOCIATION WITH ENTITIES AUTHORIZED TO RECEIVE DEDUCTIBLE DONATIONS IN TERMS OF THE INCOME TAX LAW;

IV.- ANY MODIFICATION TO THESE SOCIAL STATUTES;

V.- ALL OTHER ONES WHICH THESE STATUTES ESTABLISH.

CHAPTER FIFTH

BOARD OF DIRECTORS

ARTICLE TWENTY FIRST.- THE DIRECTION AND ADMINISTRATION OF THE ASSOCIATION SHALL BE ENTRUSTED ON A DIRECTOR OR ON A BOARD OF DIRECTORS FORMED BY THE NUMBER OF COUNSELORS APPOINTED BY THE ASSEMBLY GENERAL OF ASSOCIATES, WHO SHALL STAY IN OFFICE UNTIL SUCH APPOINTMENT IS REVOKED, BEING ABLE TO BE INDEFINITELY REELECTED. THE BOARD OF DIRECTORS SHALL BE THE ASSOCIATION'S MAXIMUM AUTHORITY.

THE DIRECTORS AND THE SECRETARY SHALL NOT RECEIVE ANY REMUNERATION FOR THE FULFILLMENT OF THEIR OFFICE.

THE APPOINTMENTS MENTIONED IN THIS PARAGRAPH SHALL BE REVOCABLE AT ANY TIME AS DETERMINED BY THE ASSEMBLY OF THE ASSOCIATES.

ARTICLE TWENTY SECOND.- SUMMONS.- THE SUMMONS TO THE SESSIONS OF THE BOARD OF DIRECTORS MUST BE SENT TO ITS MEMBERS VIE E-MAIL, FACSIMILE, TELEGRAM, COURIER OR ANY OTHER MEANS OUT OF WHICH ACKNOWLEDGMENT OF RECEIPT CAN BE HAD, WITH AT LEAST 05 (FIVE) DAYS IN ADVANCE TO THE DATE OF THE SESSION. IN EMERGENCY CASES THE SESSIONS OF THE BOARD OF DIRECTORS MAY BE SUMMONED WITH LESS ANTICIPATION, SUFFICING THAT IT IS SIGNED BY THE PRESIDENT OR THE SECRETARY OF THE BOARD.

ARTICLE TWENTY SECOND (sic).- VOTING.- THE RESOLUTIONS SHALL BE VALID WITH THE FAVORABLE VOTE OF THE MAJORITY OF THE MEMBERS OF THE BOARD IN ATTENDANCE AT THE SESSION, THE PRESIDENT HAVING QUALITY VOTE IN THE EVENT OF A TIE AT THE VOTING OF THE DECISIONS.

ARTICLE TWENTY THIRD.- MINUTES OF ASSEMBLY OF THE BOARD OF DIRECTORS.- THE COPIES OR CERTIFICATES OF THE MINUTES OF THE SESSIONS OF THE BOARD OF DIRECTORS, ASSEMBLY OF THE ASSOCIATES AND OF THE EXECUTIVE COMMITTEE, AS ALSO THE ENTRIES INCLUDED IN THE NON-ACCOUNTING BOOKS OF SOCIAL RECORDS AND OF ANY DOCUMENT OF THE ASSOCIATION'S ARCHIVE, SHALL BE AUTHORIZED BY THE SECRETARY OF THE BOARD OF DIRECTORS. WITHOUT PREJUDICE OF PROVISIONS IN THE HEREINABOVE SECTIONS, THE RESOLUTIONS TAKEN OUTSIDE SESSION OF THE BOARD OF DIRECTORS, INCLUDING THOSE ADOPTED WITH ANY ELECTRONIC MEANS, COMPUTER, OR OF TELECOMMUNICATIONS BY UNANIMITY OF ITS MEMBERS SHALL HAVE FOR ALL LEGAL EFFECTS THE SAME VALIDITY AS IF TAKEN IN A SESSION OF THE BOARD, PRIOR RATIFICATION IN WRITING.

ARTICLE TWENTY FOURTH.- CAPACITIES OF THE DIRECTOR OR OF THE BOARD OF DIRECTORS.-

THE DIRECTOR OR THE BOARD OF DIRECTORS SHALL BEAR THE LEGAL REPRESENTATION OF THE ASSOCIATION, AND THEREFORE IT IS INVESTED WITH THE FOLLOWING CAPACITIES AND OBLIGATIONS:

I.- GENERAL POWER OF ATTORNEY FOR LAWSUITS AND COLLECTIONS WITH ALL OF THE GENERAL CAPACITIES AND THE SPECIAL ONES THAT REQUIRE POWER OR SPECIAL CLAUSE AS PER THE LAW, IN TERMS OF PARAGRAPH FIRST OF ARTICLE 2554 (TWO THOUSAND FIVE HUNDRED FIFTY FOUR) OF THE CIVIL CODE FOR THE FEDERAL DISTRICT, AND ITS CORRELATED FOR THE STATES OF THE MEXICAN REPUBLIC, INCLUDING THOSE IN ARTICLES 2580 (TWO THOUSAND FIVE HUNDRED EIGHTY) AND 2587 (TWO THOUSAND FIVE HUNDRED EIGHTY SEVEN) OF THE SAME ORDINANCE, TO REPRESENT THE ASSOCIATION BEFORE ALL TYPES OF PERSONS AND AUTHORITIES, EITHER CIVIL, MERCANTILE, CRIMINAL OR ADMINISTRATIVE, BEING ABLE TO DROP THE TRIAL FOR LEGAL PROTECTION AND FILE COMPLAINTS AND CRIMINAL SUITS AND DROP THEM, AND ALSO ALL TYPES OF TRIALS, RECOURSES AND PROCEDURES, AND TO APPEAR BEFORE ALL AUTHORITIES IN MATTERS OF LABOR.

II.- GENERAL POWER OF ATTORNEY TO ADMINSTRATE ASSETS AND BUSINESSES OF THE ASSOCIATION AND EXECUTE ALL THE ACTS, AND ENTER INTO ALL OF THE CONTRACTS AND OPERATIONS REQUIRED IN TERMS OF PARAGRAPH SECOND OF ARTICLE 2554 (TWO THOUSAND FIVE HUNDRED FIFTY FOUR) OF THE CIVIL CODE FOR THE FEDERAL DISTRICT, OR ITS CORRELATED OF ANY OTHER CIVIL CODE OF THE STATES IN NATIONAL TERRITORY.

III.- GENERAL POWER OF ATTORNEY TO EXECUTE ACTS OF OWNERSHIP, IN TERMS OF PARAGRAPH THIRD OF ARTICLE 2554 (TWO THOUSAND FIVE HUNDRED FIFTY FOUR) OF THE CIVIL CODE FOR THE FEDERAL DISTRICT, OR ITS CORRELATED OF ANY CIVIL CODE OF THE STATES IN NATIONAL TERRITORY.

IV.- CAPACITY TO GRANT AND SUBSCRIBE CREDIT TITLES IN TERMS OF ARTICLE 9 (NINE) OF THE TITLES AND CREDIT OPERATIONS ACT, AND TO OPEN AND CANCEL BANK ACCOUNTS IN THE NAME OF THE ASSOCIATION AND APPOINT PERSONS TO DRAW AGAINST THE SAME.

V.- CAPACITY TO GRANT SPECIAL OR GENERAL POWERS OF ATTORNEY, WITHOUT LOSING ITS EXERCISE AND TO REVOKE THE POWERS GRANTED BY THE MANDATE AND THOSE GRANTED BY THEM.

VI.- ESTABLISH BRANCH OFFICES OR AGENCIES AND APPOINT AGENTS AT ANY PLACE IN THE REPUBLIC OR ABROAD. IN THE BRANCH OFFICES OR AGENCIES THAT WOULD BE ESTABLISHED OUTSIDE THE MEXICAN REPUBLIC, THE CARRYING OUT OF ASSISTANCE ACTIVITIES IS NOT ALLOWED.

VII.- APPOINT AND REMOVE THE DIRECTOR GENERAL, EMPLOYEES OF THE ASSOCIATION AND ASSIGN THEM THEIR CAPACITIES AND OBLIGATIONS AND REMUNERATIONS, BEING ABLE TO FREELY REMOVE THE MEMBERS OF THE STAFF, AND ALSO TO ASSIGN SUCH MEMBERS OF THE STAFF THE AMOUNTS DEEMED CONVENIENT AS COMPENSATION FOR EXTRAORDINARY WORK OR SERVICES.

VIII.- DESIGNATE SPECIAL COMMISSIONS OR DELEGATES ONTO WHICH THE ONE OR THE SEVERAL DIRECTOR GENERAL APPOINT THEIR CAPACITIES IN A GENERAL MANNER OR FOR CONCRETE SITUATIONS.

IX.- FORMULATE THE INTERNAL REGULATIONS OF THE ASSOCIATION.

X.- EXECUTE THE AGREEMENTS OF THE ASSEMBLY THROUGH THE CONDUIT OF THE DELEGATE IT APPOINTS.

XI.- IN GENERAL, CARRY OUT ALL THE ACTS AND OPERATIONS THAT ARE NECESSARY OR CONVENIENT TO THE NATURE AND PURPOSE OF THE ASSOCIATION.

ARTICLE TWENTY FIFTH.- OF THE CAPACITIES OF THE DIRECTOR OR OF THE PRESIDENT OF THE BOARD OF DIRECTORS.- CAPACITIES OF THE **DIRECTOR** OR OF THE **PRESIDENT OF THE BOARD OF DIRECTORS** ARE: TO REPRESENT IT BEFORE ALL KINDS OF FEDERAL, STATE OR MUNICIPAL AUTHORITIES:

REPRESENT THE ASSOCIATION AT ALL EVENTS OR PUBLIC ACTS AT WHICH IT MUST PARTICIPATE; HE SHALL PRESIDE OVER THE MEETINGS OF THE BOARD OF DIRECTORS AND THE ASSEMBLIES GENERAL, ORDINARY AND EXTRAORDINARY;

SHALL HAVE QUALITY VOTE IN CASE OF TIE AT THE VOTING, BOTH WITHIN THE BOARD OF DIRECTORS AND THE ASSEMBLIES;

SUBSCRIBE WITH HIS SIGNATURE THE CORRESPONDENCE, ACTS AND ALL OF THE DOCUMENTS RELATED TO THE BUSINESS OF THE ASSOCIATION;

ALL OTHER ONES EXPRESSLY GRANTED BY THESE STATUTES, THE ASSEMBLIES OF THE ASSOCIATES OR THE BOARD OF DIRECTORS;

CAPACITIES OF THE **SECRETARY** ARE:

SUBSTITUTE THE PRESIDENT IN CASE OF ABSENCE;

ENTER THE MINUTES OF THE SESSIONS OF THE BOARD OF DIRECTORS AND OF THE ORDINARY AND EXTRAORDINARY ASSEMBLIES;

KEEP THE ARCHIVES OF THE ASSOCIATION;

CAPACITIES AND OBLIGATIONS OF THE **TREASURER** ARE:

PREPARE THE PROJECT OF BUDGET OF YEARLY INCOME AND EXPENSES OF THE ASSOCIATION FOR ITS APPROVAL BY THE ASSEMBLY GENERAL;

SIGN TOGETHER WITH THE PRESIDENT OF THE BOARD ALL CREDIT TITLES, OPEN BANK ACCOUNTS AND DRAW AGAINST THE SAME;

KEEP THE ASSOCIATION'S ACCOUNTING IN ORDER TO BE ABLE TO PRESENT THE ACCOUNTING REPORT TO THE ASSEMBLY GENERAL;

COLLECT THE CORRESPONDING FEES FROM THE ASSOCIATES;

ALL OTHER ONES EXPRESSLY GRANTED BY THESE STATUTES, THE ASSEMBLIES OF THE ASSOCIATES OR THE BOARD OF DIRECTORS.

THE MEMBERS OF THE BOARD OF DIRECTORS SHALL STAY IN OFFICE FOR ONE YEAR, THEY CAN BE REELECTED AND SHALL CONTINUE TO CARRY OUT THEIR MANDATE FOR AS LONG AS THOSE WHO SHALL REPLACE THEM ARE ELECTED.

CHAPTER SIXTH

MANAGEMENT AND VIGILANCE

ARTICLE TWENTY SIXTH.- THE ASSOCIATION'S ADMINISTRATION.- THE ASSOCIATION'S DIRECT MANAGEMENT MAY BE IN CHARGE OF A DIRECTOR GENERAL AND FURTHER OFFICERS, WHO DO NOT NEED TO BE PERSONS RELATED TO THE ASSOCIATES AND WHO SHALL HAVE THE CAPACITIES AND THE REMUNERATIONS GRANTED WHEN THEY ARE APPOINTED BY THE ASSEMBLY GENERAL OF ASSOCIATES, AS THE CASE MAY BE. THEY SHALL STAY IN OFFICE WHILE THEIR APPOINTMENTS ARE NOT REVOKED.

ARTICLE TWENTY SEVENTH.- VIGILANCE OF THE ASSOCIATION.- THE VIGILANCE OF THE ASSOCIATION SHALL BE ENTRUSTED ONTO ONE OR MORE AUDITORS WITH THEIR CORRESPONDING SUBSTITUTES, AS DETERMINED BY THE ASSEMBLY OF ASSOCIATES. THE OFFICE OF AUDITOR MAY FALL BACK ON BOTH INDIVIDUALS AND ENTITIES, AT WHICH, THE LATTER SHALL APPOINT THE PERSONS WHO SHALL BE DIRECTLY IN CHARGE OF THE FULFILLMENT OF THE OBLIGATIONS OF THE AUDITOR.

THE AUDITORS MAY NO BE THE DIRECTOR OR THE MEMBERS OF THE BOARD OF DIRECTORS OR MEMBERS OF THE ASSOCIATION. THEY SHALL BE IN OFFICE FOR 01 (ONE) YEAR, BEING ABLE TO BE REELECTED FOR THE SAME TERM AND CARRY OUT THEIR OFFICE UNTIL THE PERSONS DESIGNATED TO SUBSTITUTE THEM THUS DETERMINE. THE APPOINTMENT S OF AUDITOR MAY BE REVOCABLE AT ANY TIME.

ARTICLE TWENTY EIGHTH.- CAPACITIES OF THE AUDITORS.- THE AUDITORS SHALL ISSUE AN OPINION WITH REGARD TO THE REPORTS RENDERED BY THE BOARD OF DIRECTORS TO THE ASSEMBLY OF ASSOCIATES, AS A CONSEQUENCE THEY MUST:

I.- DEMAND FROM THE BOARD OF DIRECTORS A YEARLY REPORT, WHICH INCLUDES AT LEAST ONE STATEMENT OF THE FINANCIAL SITUATION AND A STATEMENT OF RESULTS;

II.- CARRY OUT AN EXAMINATION OF THE OPERATIONS, DOCUMENTATION, REGISTRATION AND FURTHER CERTIFYING EVIDENCE, WITHIN THE DEGREE AND EXTENSION DEEMED PERTINENT TO WATCH OVER THE OPERATIONS MENTIONED IN THE FOLLOWING ITEM;

III.- ANNUALLY RENDER BEFORE THE ASSEMBLY OF ASSOCIATES A REPORT WITH REGARD TO THE VERACITY, SUFFICIENCY AND REASONABILITY OF THE INFORMATION PRESENTED BY THE BOARD OF DIRECTORS TO THE ASSEMBLY;

IV.- CAUSE TO BE INCLUDED IN THE AGENDA OF THE SESSION OF THE BOARD OF DIRECTORS AND OF THE ASSEMBLIES OF ASSOCIATES THOSE ITEMS DEEMED PERTINENT;

V.- SUMMON THE ASSEMBLIES OF ASSOCIATES WHEN DEEMED CONVENIENT, HAVING TO ALWAYS STATE A JUSTIFIED REASON AND CAUSE;

VI.- ATTEND WITH RIGHT TO SPEAK, BUT WITHOUT RIGHT TO VOTE, THE ASSEMBLIES OF THE ASSOCIATES AND THE SESSIONS OF THE BOARD OF DIRECTORS, TO WHICH THEY MUST BE SUMMONED;

VII.- IN GENERAL, WATCH OVER THE FINANCIAL OPERATIONS.

ARTICLE TWENTY NINTH.- ACCOUNTING INFORMATION.- WITHIN THE 02 (TWO) MONTHS FOLLOWING THE CLOSING OF EACH SOCIAL EXERCISE, THE MANAGERS SHALL PREPARE AT LEAST THE ACCOUNTING INFORMATION, WHICH SHALL BE DISCUSSED BY THE ORDINARY ASSEMBLY OF ASSOCIATES.

THE MENTIONED INFORMATION, INCLUDING THE REPORT OF THE AUDITORS, MUST BE CONCLUDED AND MADE AVAILABLE TO THE ASSOCIATES, TOGETHER WITH THE EVIDENTIARY DOCUMENTATION AT LEAST TEN WORKING DAYS BEFORE THE ASSEMBLY THAT MUST DISCUSS THEM.

THE SOCIAL EXERCISES SHALL HAVE DURATION OF ONE YEAR AND THE DATES OF COMMENCEMENT AND TERMINATION SHALL RUN FROM JANUARY 01 (ONE) TO DECEMBER 31 (THIRTY ONE) OF EACH YEAR AS PER APPLICABLE FISCAL LEGISLATION, EXCEPT FOR THE FIRST YEAR WHICH SHALL RUN FROM THE DATE OF CONSTITUTION TO DECEMBER 31 (THIRTY ONE) OF THE YEAR AT HAND.

CHAPTER SEVENTH

DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION

ARTICLE THIRTIETH.- EXTINCTION OR DISSOLUTION.- THE ASSOCIATION SHALL EXTINGUISH FIR ANY OF THE CAUSES FORESEEN IN THE CIVIL CODE FOR THE STATE OF NAYARIT, OR SHALL DISSOLVE FOR ANY OF THE FOLLOWING CAUSES:

- I.- WITH THE AGREEMENT TAKEN BY THE ASSEMBLY;
- II.- BECAUSE THE TERM STIPULATED FOR ITS DURATION HAS CONCLUDED;
- III.- BECAUSE THE PURPOSE OF THE ASSOCIATION HAS BEEN ACCOMPLISHED OR DUE TO THE IMPOSSIBILITY OF CARRYING IT OUT;
- IV.- WITH THE RESOLUTION DICTATED BY COMPETENT AUTHORITY.

ARTICLE THIRTY FIRST.- LIQUIDATION.- WHEN THERE IS ANY ONE OF THE CAUSES OF EXTINCTION FORESEEN IN THE HEREINABOVE PARAGRAPH, THE ASSOCIATION SHALL BE LIQUIDATED TO SATISFY ITS DEBTS OR LIABILITIES IN ITS CHARGE AND THE ASSEMBLY OF ASSOCIATES WILL APPOINT ONE OR SEVERAL LIQUIDATORS, WHO SHALL CARRY OUT THE LIQUIDATION AS PER THE FOLLOWING STIPULATIONS:

- I.- PENDING ACTIVITIES SHALL CONTINUE IN THE MOST CONVENIENT MANNER FOR THE ASSOCIATION, COLLECTING THE LOANS AND PAYING OUT DEBTS;
- II.- A FINAL BALANCE OF LIQUIDATION SHALL BE PREPARED, WHICH MUST BE APPROVED BY THE ASSEMBLY OF ASSOCIATES;

ONCE THE LIQUIDATOR OR LIQUIDATORS TAKE POSSESSION OF THEIR OFFICES, AS DETERMINED BY THE ASSEMBLY OF ASSOCIATES, THE BOARD OF DIRECTORS SHALL STOP ITS FUNCTIONS, BUT THE AUDITORS SHALL CONTINUE IN OFFICE TO CARRY OUT THE VIGILANCE OF THE DEEDS OF THE LIQUIDATORS, REVIEWING THE ACCOUNTING AND INTERVENING AT THE USE OF THE LIQUID ASSETS RESULTING;

IN THE EVENT OF LIQUIDATION AND DISSOLUTION, THE ESTATE OF THE ASSOCIATION SHALL BE FULLY DESTINED TO ONE OR SEVERAL INSTITUTIONS AUTHORIZED TO RECEIVE DONATIONS DEDUCTIBLE FROM THE INCOME TAX, IN THE UNDERSTANDING THAT THE ASSETS ACQUIRES WITH PUBLIC SUPPORT AND STIMULI, AND ALSO IF ANY THE REMNANTS OF SUCH SUPPORTS AND STIMULI, SHALL BE DESTINED TO ONE OR SEVERAL INSTITUTIONS AUTHORIZED TO RECEIVE DEDUCTIBLE DONATIONS IN TERMS OF THE INCOME TAX LAW THAT ARE FILED WITH THE FEDERAL REGISTRY OF ORGANIZATIONS OF THE CIVIL SOCIETY. PROVISIONS IN THIS SECTION ARE IRREVOCABLE.

PROVISIONAL CLAUSES

FIRST.- THE UNDERSIGNING PARTIES, CONSIDERING THIS APPEARANCE AS THE FIRST GENERAL ASSEMBLY, ADOPT THE FOLLOWING AGREEMENT:

IN TERMS OF THESE STATUTES, A BOARD OF DIRECTORS IS APPOINTED, WHICH SHALL BE FORMED BY THE FOLLOWING:

PRESIDENT: GRETCHEN DEWITT;

SECRETARY: ANN BRITT ELISABETH CLAESSON BORCHGREINK;

TREASURER: AMY MARGARET WELCH;

WHO IN ORDER TO CARRY OUT THEIR OFFICES ARE GRANTED THE CAPACITIES ESTABLISHED IN ARTICLE TWENTY FIFTH OF THIS INSTRUMENT.

SECOND.- FOR THE EXERCISE OF THEIR OFFICE, THE MEMBERS OF THE BOARD OF DIRECTORS ARE GRANTED THE FOLLOWING CAPACITIES, WHICH MAY BE EXERCISED SEPARATELY:

A.- GENERAL POWER OF ATTORNEY FOR LAWSUITS AND COLLECTIONS WITH ALL OF THE GENERAL CAPACITIES AND THE SPECIAL ONES THAT REQUIRE POWER OR SPECIAL CLAUSE AS PER THE LAW, IN TERMS OF PARAGRAPH FIRST OF ARTICLE 2554 (TWO THOUSAND FIVE HUNDRED FIFTY FOUR) OF THE CIVIL CODE FOR THE FEDERAL DISTRICT, AND ITS CORRELATED FOR THE STATES OF THE MEXICAN REPUBLIC, INCLUDING THOSE IN ARTICLES TWO THOUSAND FIVE HUNDRED EIGHTY AND TWO THOUSAND FIVE HUNDRED EIGHTY SEVEN OF THE SAME ORDINANCE, TO REPRESENT THE ASSOCIATION BEFORE ALL TYPES OF PERSONS AND AUTHORITIES, EITHER CIVIL, MERCANTILE, CRIMINAL OR ADMINISTRATIVE, BEING ABLE TO DROP THE TRIAL FOR LEGAL PROTECTION AND FILE COMPLAINTS AND CRIMINAL SUITS AND DROP THEM, AND ALSO ALL TYPES OF TRIALS, RECOURSES AND PROCEDURES, AND TO APPEAR BEFORE ALL AUTHORITIES IN MATTERS OF LABOR, AS WELL AS BEFORE THE NATIONAL WORKERS HOUSING FUND INSTITUTE (INFONAVIT), MEXICAN INSTITUTE OF SOCIAL SECURITY (IMSS), FOMENT AND GUARANTEE FUND FOR CONSUMPTION OF WORKERS (FONACOT), CARRY OUT ALL OF THE PROCEDURAL STEPS NECESSARY TO RESOLVE THE ASSOCIATION'S ISSUES, TO WHICH THEY SHALL APPEAR AS AGENTS OF THE MANDATE IN TERMS OF ARTICLE ELEVEN OF THE FEDERAL LABOR ACT, WHICH DETERMINES: "THE DIRECTORS, ADMINISTRATORS, MANAGERS AND FURTHER PERSONS WHO EXERCISE DIRECTION FUNCTIONS OR OF ADMINISTRATION AT THE COMPANIES OR ESTABLISHMENTS, SHALL BE CONSIDERED AS REPRESENTATIVES OF THE EMPLOYER AND UNDER SUCH CHARACTER THEY BIND IT WITHIN ITS RELATIONSHIPS TO THE WORKERS". AS A CONSEQUENCE, WITH REGARD TO THOSE MATTERS, THEY SHALL BE ABLE TO EXERCISE THE MENTIONED CAPACITIES, NAMELY, APPEAR WITH THE CHARACTER OF ADMINISTRATOR, AND THEREFORE, OF REPRESENTATIVE OF THE MANDATE, IN TERMS OF ARTICLES ELEVEN, SIX HUNDRED NINETY TWO, SUBSECTION II AND EIGHT HUNDRED SEVENTY SIX OF THE FEDERAL LABOR ACT, AND ALSO TO APPEAR AT THE CONCILIATION HEARINGS TO WHICH THE ASSOCIATION IS SUMMONED BY THE BOARDS OF CONCILIATION AND ARBITRATION, WITH ALL THE GENERAL CAPACITIES AND EVEN THE SPECIAL ONES WHICH AS PER THE LAW REQUIRE POWER OR SPECIAL CLAUSE.

B.- GENERAL POWER OF ATTORNEY TO ADMINISTER ASSETS, WITH ALL OF THE CAPACITIES OF SUBSTITUTION, AS PER PARAGRAPH SECOND OF ARTICLE TWO THOUSAND FIVE HUNDRED FIFTY FOUR OF THE CIVIL CODE FOR THE FEDERAL DISTRICT, OR ITS CORRELATED FOR THE STATES IN THE MEXICAN REPUBLIC.

C.- GENERAL POWER OF ATTORNEY TO OPEN BANK ACCOUNTS IN THE NAME OF AND IN REPRESENTATION OF THE ASSOCIATION AND TO SUBSCRIBE, ACCEPT, GUARANTEE, ENDORSE AND IN GENERAL GRANT CREDIT TITLES, IN TERMS OF ARTICLE 9 (NINTH) OF THE TITLES AND CREDIT OPERATIONS ACT.

D.- POWER OF ATTORNEY TO SUBSTITUTE AL OR IN PART THIS MANDATE, TO GRANT AND REVOKE GENERAL OR SPECIAL POWERS OF ATTORNEY.

E.- GENERAL POWER OF ATTORNEY FOR ACTS OF OWNERSHIP, WITHOUT LIMITATION, AS PER PARAGRAPH THIRD OF ARTICLE 2554 (TWO THOUSAND FIVE HUNDRED FIFTY FOUR) OF THE CIVIL CODE FOR THE FEDERAL DISTRICT, AND ITS CORRELATED OF THE FEDERAL ENTITIES.

F.- POWER OF ATTORNEY TO APPOINT AND REVOKE THE APPOINTMENTS OF MANAGEMENT PERSONNEL FOR THE ASSOCIATION AND THE INTERNAL ORGANISMS OF THE ASSOCIATION DEEMED CONVENIENT, APPOINTING THEIR ATTRIBUTIONS, CAPACITIES, OBLIGATIONS,

REMUNERATION, AND ALSO THE GUARANTEES THEY MUST GRANT WHEN THE BOARD ITSELF DEEMS THUS NECESSARY.

G.- ESTABLISH BRACH OFFICES OR AGENCIES AND APPOINT AGENTS AT ANY PLACE IN THE REPUBLIC OR ABROAD.

H.- DRAFT THE **INTERNAL REGULATIONS** OF THE ASSOCIATION.

I.- IN GENERAL, CARRY OUT ALL OF THE ACTS AND OPERATIONS THAT ARE NECESSARY OR CONVENIENT AS PER THE NATURE AND PURPOSE OF THE ASSOCIATION.

THIRD.- APPOINTED ARE AS LEGAL ATTORNEYS OF THE ASSOCIATION THE FOLLOWING PERSONS: **DAVID WILLIAM CONNELL** (ALSO KNOWN AS DAVID WILLIAM CONNELL HUBLER), **CENORINA GOMEZ SUAREZ**, **OMAR GERARDO ORTIZ CASTAÑEDA**, WHO CONJOINTLY OR SEPARATELY, SHALL ENJOY OF THE FOLLOWING POWERS:

A.- GENERAL POWER OF ATTORNEY FOR LAWSUITS AND COLLECTIONS WITH ALL OF THE GENERAL CAPACITIES AND THE SPECIAL ONES THAT REQUIRE POWER OR SPECIAL CLAUSE AS PER THE LAW, IN TERMS OF PARAGRAPH FIRST OF ARTICLE 2554 (TWO THOUSAND FIVE HUNDRED FIFTY FOUR) OF THE CIVIL CODE FOR THE FEDERAL DISTRICT, AND ITS CORRELATED FOR THE STATES OF THE MEXICAN REPUBLIC, INCLUDING THOSE IN ARTICLES TWO THOUSAND FIVE HUNDRED EIGHTY AND TWO THOUSAND FIVE HUNDRED EIGHTY SEVEN OF THE SAME ORDINANCE, TO REPRESENT THE ASSOCIATION BEFORE ALL TYPES OF PERSONS AND AUTHORITIES, EITHER CIVIL, MERCANTILE, CRIMINAL OR ADMINISTRATIVE, BEING ABLE TO DROP THE TRIAL FOR LEGAL PROTECTION AND FILE COMPLAINTS AND CRIMINAL SUITS AND DROP THEM, AND ALSO ALL TYPES OF TRIALS, RECOURSES AND PROCEDURES, AND TO APPEAR BEFORE ALL AUTHORITIES IN MATTERS OF LABOR, AS WELL AS BEFORE THE NATIONAL WORKERS HOUSING FUND INSTITUTE (INFONAVIT), MEXICAN INSTITUTE OF SOCIAL SECURITY (IMSS), FOMENT AND GUARANTEE FUND FOR CONSUMPTION OF WORKERS (FONACOT), CARRY OUT ALL OF THE PROCEDURAL STEPS NECESSARY TO RESOLVE THE ASSOCIATION'S ISSUES, TO WHICH THEY SHALL APPEAR AS AGENTS OF THE MANDATE IN TERMS OF ARTICLE ELEVEN OF THE FEDERAL LABOR ACT, WHICH DETERMINES: "THE DIRECTORS, ADMINISTRATORS, MANAGERS AND FURTHER PERSONS WHO EXERCISE DIRECTION FUNCTIONS OR OF ADMINISTRATION AT THE COMPANIES OR ESTABLISHMENTS, SHALL BE CONSIDERED AS REPRESENTATIVES OF THE EMPLOYER AND UNDER SUCH CHARACTER THEY BIND IT WITHIN ITS RELATIONSHIPS TO THE WORKERS". AS A CONSEQUENCE, WITH REGARD TO THOSE MATTERS, THEY SHALL BE ABLE TO EXERCISE THE MENTIONED CAPACITIES, NAMELY, APPEAR WITH THE CHARACTER OF ADMINISTRATOR, AND THEREFORE, OF REPRESENTATIVE OF THE MANDATE, IN TERMS OF ARTICLES ELEVEN, SIX HUNDRED NINETY TWO, SUBSECTION II AND EIGHT HUNDRED SEVENTY SIX OF THE FEDERAL LABOR ACT, AND ALSO TO APPEAR AT THE CONCILIATION HEARINGS TO WHICH THE ASSOCIATION IS SUMMONED BY THE BOARDS OF CONCILIATION AND ARBITRATION, WITH ALL THE GENERAL CAPACITIES AND EVEN THE SPECIAL ONES WHICH AS PER THE LAW REQUIRE POWER OR SPECIAL CLAUSE.

FOURTH.- GRANTED ARE ON **GABRIELA ALICIA ROJAS JIMENEZ** THE FOLLOWING POWERS OF ATTORNEY:

A.- GENERAL POWER OF ATTORNEY TO ADMINSTRATE THE ASSOCIATION'S ASSETS AND BUSINESS, AND EXECUTE ALL OF THE ACTS AND ENTER INTO ALL OF THE AGREEMENTS AND OPERATIONS THAT ADMINISTRATION REQUIRES IN TERMS OF PARAGRAPH SECOND OF ARTICLE

TWO THOUSAND FIVE HUNDRED FIFTY FOUR OF THE CIVIL CODE FOR THE FEDERAL DISTRICT, OR ITS CORRELATED IN ANY CIVIL CODE IN THE STATES OF THE NATIONAL TERRITORY.

B.- POWER OF ATTORNEY TO OPEN BANK ACCOUNTS IN THE NAME OF AND IN REPRESENTATION OF THE ASSOCIATION AND TO SUBSCRIBE, ACCEPT, GUARANTEE, ENDORSE AND IN GENERAL GRANT CREDIT TITLES, IN TERMS OF ARTICLE NINTH OF THE TITLES AND CREDIT OPERATIONS ACT.

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