



**REPÚBLICA FEDERATIVA DO BRASIL
MARIO MIGUEL FERNANDEZ ESCALEIRA**

**Tradutor Público e Intérprete Comercial - Idiomas INGLÊS - FRANCÊS - ESPANHOL
Matrícula na Junta Comercial nº 1399**

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LIVRO/BOOK Nº 220 TRADUÇÃO/TRANSLATION Nº 34515V FOLHA/SHEET Nº102

I, MARIO MIGUEL FERNANDEZ ESCALEIRA, Public Sworn Translator for the PORTUGUESE, ENGLISH, FRENCH and SPANISH languages, in and for the State of São Paulo, Brazil, certify that on this 26th day of February 2019, in this city of São Paulo, was submitted to me a text written in the PORTUGUESE language, which I hereby translate into the ENGLISH language, word for word, to the best of my knowledge and ability, as follows:

SANTA MARCELINA ASSOCIATION OF CULTURE, EDUCATION AND SOCIAL ASSISTANCE
Largo General Osório, No. 147, District of Luz
ZIP CODE 01213-010 - SÃO PAULO - SP

"ARTICLES OF ASSOCIATION OF SANTA MARCELINA ASSOCIATION OF CULTURE, EDUCATION AND SOCIAL ASSISTANCE"
"São Paulo, SP"

"ARTICLES OF ASSOCIATION"

TITLE I – CORPORATE NAME, CHARACTER, PURPOSE, NON-DISCRIMINATION, HEADQUARTERS, FORUM AND TERM

Chapter I – Corporate Name and Character

Article 1-

SANTA MARCELINA ASSOCIATION OF CULTURE, EDUCATION AND SOCIAL ASSISTANCE, denominated by the acronym "ACEASM", association of private law, of confessional, educational, cultural, charitable, and philanthropic nature, non-economic and non-profit purposes, of educational, cultural and of social assistance character, constituted under the teachings and charism of Blessed Monsignor LUIGI BIRAGHI.

Article 2.

SANTA MARCELINA ASSOCIATION OF CULTURE, EDUCATION AND SOCIAL ASSISTANCE, in these Bylaws, is designated simply as "ASSOCIATION".

Chapter II - Institutional Purposes

Article 3.

ASSOCIATION aims at education, culture and social assistance as an instrument for the promotion, defense and protection of children, adolescents, youth and adults, in line with the Organic Law of Social Assistance (LOAS), the Law of Guidelines and Bases of National Education (LDB), the Statute of the Child and Adolescent (ECA) and the Statute of the Elderly.

Article 4.

In order to serve the purposes referred to in the previous article, the ASSOCIATION makes efforts, within its possibilities and specialties, to:

I - develop cultural Programs and Projects in service to the poor and needy population;-

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- II - promote and develop artistic and musical culture;-
 - III - elaborate and carry out social, cultural and/or educational projects aimed at their social purposes, as well as to obtain resources from the public and private initiative for their realization;-
 - IV - promote artistic and cultural activities and events, preferably in service and promotion to the poorest and most needy Communities;-
 - V - offer and develop education in arts education;-
 - VI - develop programs and actions for the promotion and dissemination of artistic talents of poor and needy Communities;-
 - VII - offer and develop professional and vocational education;-
 - VIII - offer and develop education for the exercise of citizenship and social inclusion through education in the arts, religious, moral and civic education;-
 - IX - develop and publish pedagogical methods of teaching arts education;-
 - X - promote actions to promote children, adolescents, young people, adults and the elderly in need;-
 - XI - promote courses, lectures, congresses, seminars, symposia and conferences;-
 - XII - promote actions of protection, defense and promotion to the family;-
 - XIII - dedicate to the works of human, charitable, philanthropic, cultural, health care and social assistance promotion;-
 - XIV - support, defend, protect and assist people in need through the following socio-economic welfare actions, such as: granting of financial assistance, provision of food, medicines, clothing, school material, utensils and payments to doctors, dentists, psychologists and other health professionals, including laboratory and hospital examinations;-
 - XV - promote charitable and philanthropic actions in the care of its attended and recipients, in the promotion of the community, of the common good, in the social interest, with the concession of gratuities in the provision of its services and in the use of its movable and immovable property;-
 - XVI - support charitable institutions with similar objectives, to promote joint activities in partnership, and to maintain educational, cultural, charitable and informative exchanges.
- § 1 - The whole educational, cultural and formation process of the ASSOCIATION is developed according to the principles, charism and philosophy of *Blessed Monsignor Biraghi*, founder of the *Congregation of the Sisters of Saint Marcelina*.
- § 2 - The fulfillment of its institutional purposes is accomplished through Programs and Projects of Education, Culture and Social Assistance prepared by the Executive Board and Local Councils.
- § 3 - The criteria for attending to its purposes set forth in the "caput" of this article can be disciplined in a Directory and/or Rules and/or Regulation and/or Internal Rules.
- § 4 - The ASSOCIATION also provides free permanent services and without any discrimination of clientele.

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§ 5 - The ASSOCIATION through partnership with public agencies and in the condition of Beneficent Entity of Social Assistance can qualify as Social Organization (O.S.) with the Municipality, State or Union aiming at the promotion of the community and the common good.

Chapter III - Administrative Action of the Association

Article 5.

All administrative action of ASSOCIATION in the achievement of its institutional objectives is characterized as a charitable promotion of social and philanthropic assistance to the fulfillment of its purposes, including its equity investments, expenses, revenues, income, disbursements and gratuities.

Chapter IV – Intermediate Activities

Article 6.

The ASSOCIATION can, according to its needs, create and maintain intermediate activities, as an instrument of fundraising and financial support to promote its institutional purposes.

Chapter V - Non-Discrimination of People in their Activities

Article 7.

In the exercise of its institutional purposes, ASSOCIATION does not discriminate on the basis of race, gender, nationality, age, color, religious creed, political status and social status.

Chapter VI - Contracts, agreements and instruments of partnership to meet their Institutional Purposes

Article 8.

Within its possibilities and specialties, ASSOCIATION can sign contracts, agreements and instruments of partnership with individuals or legal entities, public or private, national or foreign, for the development of its institutional purposes.

Article 9.

The ASSOCIATION may also, in order to meet its institutional purposes, to convene, contract, assemble, advise and direct charitable entities that aim at education, culture, health and social assistance.

Chapter VII - Headquarters

Article 10.

ASSOCIATION is headquartered in the municipality of SÃO PAULO, State of SÃO PAULO, at Largo General Osório, No. 147, in the district of Luz (ZIP CODE 01213-010) and can open and close branches, departments and activity centers throughout the National Territory.

Sole paragraph. The Branches, Departments and Activity Centers may be governed by a Directory and/or Rules and/or Rules and/or by Internal Rules.

Chapter VIII - Forum

Article 11.



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The forum of the District of São Paulo, São Paulo State, is hereby elected to resolve any doubts or disputes regarding any matters related to the ASSOCIATION.

Chapter IX - Department of Culture

Article 12.

The ASSOCIATION may create and maintain in the State of São Paulo a Culture Department through a Partnership with the State Government under the terms of Complementary Law No. 846 of June 4, 1998.

Chapter X - Duration

Article 13.

The duration of the ASSOCIATION is indefinite.

Chapter XI - Transformation, Spin-off/Breakup, Incorporation and Merger

Article 14.

The ASSOCIATION, aiming at better administrative condition and in the fulfillment of its institutional purposes, may proceed to the transformation, spin-off/breakup, incorporation and merger in the form of the law.

TITLE II - CONSTITUTION, ORGANIZATION, PHILOSOPHY, CHARISM AND GOVERNMENT AND MANAGEMENT

Chapter I - Constitution and Organization

Article 15.

The ASSOCIATION, organized and constituted by Professed Sisters, Sisters of Saint Marcelina, is governed by these Bylaws, by Brazilian legislation and subsidiarily by the Code of Canon Law.

Chapter II - Philosophy and Charism

Article 16.

The ASSOCIATION was incorporated under the inspiration of the teachings and charism of Blessed Monsignor Luigi Biraghi (1801-1879), founder of the Congregation of the Sisters of Saint Marcelina and under the inspiration of his teachings and charism are guided all his purposes and activities.

Chapter III - Government and Management

Article 17.

The ASSOCIATION is governed by the General Meeting, directed and managed by the Executive Board and assisted by the Council for Economic and Fiscal Affairs (CAEF).

TITLE III - HONORABLE PRESIDENT

Chapter I - Honorable President

Article 18.

The REGIONAL SUPERIOR of Professed Sisters, Sisters of Saint Marcelina is considered the first among all associates of the ASSOCIATION.

Article 19.



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The ASSOCIATION recognizes as its Honorable President the Regional Superior of the Institute of the Sisters of Saint Marcelina, the highest authority in the field of Consecrated Religious Life, a sign of unity, fraternity and universality among Professed Sisters, Sisters of Saint Marcelina.

Chapter II - Honorable President

Article 20.

It is incumbent upon the Honorable President:-

I - indicate Professed Sisters, Sisters of Saint Marcelina, observing religious norms, to join the membership of the ASSOCIATION;-

II - approve the amendment of the Bylaws, "ad referendum" of the General Meeting;-

III - approve the dissolution or extinction of the ASSOCIATION, "ad referendum" of the General Meeting;-

IV - approve the purchase, sale, lease, mortgage, commutation, encumbrance and donation of immovable property, "ad referendum" of the General Meeting;-

V - preside over the General Meeting and meetings of the Executive Board when is present.

TITLE IV - ASSOCIATES

Chapter I - Associates

Article 21.

The ASSOCIATION is constituted by unlimited number of associates duly enrolled in the Book, and/or relevant Sheets and/or Listings.

Article 22.

It is associated to the ASSOCIATION, the Religious Professed, Sister of Saint Marcelina, designated by the Regional Superior of these Sisters to provide her services, admitted by the Executive Board and while maintaining this condition.

Chapter II - Legal Act of the Admission of Associate

Article 23.

The admission of associate must appear in the minutes of the meeting of the Executive Board.

Chapter III - Loss of Associate Status

Article 24.

It loses the condition of associate, the one that which leaves, abandon or is excluded from the Consecrated Religious Life, as Religious Professes, Sister of Saint Marcelina, according to canonical and religious norms.

Article 25.

It loses the condition of associate, the one that violates the norms of Canon Law, Religious Law and practice acts contrary to the Christian ethics and morality of the Roman Catholic Church.

Chapter IV - Administrative Procedure for Exclusion of Associate

Article 26.



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The exclusion of associate is done through an administrative procedure, in the process of exclusion from the membership base, by decision of the Executive Board.

§ 1 - The associate is assured the broad right of defense, including recourse to the General Meeting within ten (10) days, counted from the notification of the decision of the Executive Board.

§ 2 - In case of appeal, the legal effectiveness of the exclusion of associate only takes effect after approval by the General Meeting.

Chapter V – Dismissal of Associate

Article 27.

The associate is not entitled to any indemnity and/or compensation for the services provided to the ASSOCIATION in the event of a request for dismissal and/or exclusion from membership base, for whatever reason.

Chapter VI – Rights of Associates

Article 28.

The rights of associates are:-

I – attend the activities of the ASSOCIATION;-

II - attend the General Meeting;-

III - be elected to the positions of the Executive Board, the Administrative Council and the Council for Economic and Fiscal Affairs (CAEF).

IV - be assisted by the ASSOCIATION in their basic needs based on the fundamental rights of the human person.

Chapter VII - Duties of Associates

Article 29.

The duties of the Associates are:-

I - comply with and respect these Bylaws;-

II – comply with, respect and abide the Code of Canon Law and Religious Law;-

III - comply with and respect the decisions of the General Meeting and the Executive Board;-

IV - ensure that corporate assets are always at the service of the purposes of the ASSOCIATION;-

V - maintain conduct consistent with the objectives of the ASSOCIATION;-

VI - contribute with their work and dedication to the accomplishment of the institutional purposes, being in charge of the offices that are assigned to them.

Chapter VIII - Non-Liability for Charges and Obligations by Associates

Article 30.

The associates are not jointly and severally liable for the charges and obligations of the ASSOCIATION.

Chapter IX - General Provisions

Article 31.



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Associates do not acquire any rights over the assets and rights of the ASSOCIATION, under any reason.

TITLE V - VOLUNTEERING

Chapter I - Volunteering

Article 32.

Volunteering means the individual who provides services to ASSOCIATION in the fulfillment of its institutional purposes, in an eminently free character, without any employment relationship in accordance with the legal norms.

Chapter II - Voluntary Work Organization

Article 33.

The ASSOCIATION can organize voluntary work to meet its institutional purposes, according to the charism of Professed Sisters, Sisters of Saint Marcelina.

Article 34.

Voluntary work may be disciplined by the Executive Board and/or the Rules of Procedure and/or the Regulation and/or Internal Rules, and the volunteer must sign a "Volunteering Agreement" and/or "Volunteering Term" in accordance with the law.

Chapter III - Control of Voluntary Work

Article 35.

The ASSOCIATION maintains a Registration Book and/or Registration Forms and/or a List of Volunteers who provide services to it.

TITLE VI - GENERAL MEETING

Chapter I - Concept of General Meeting

Article 36.

The General Meeting is the supreme governing body of the ASSOCIATION.

Chapter II - Constitution of the General Meeting

Article 37.

The General Meeting is composed by associates.

Chapter III - Convocation of the General Meeting

Article 38.

The General Meeting is called by the President-Director and in her absence or impediment, by her legal substitute.

Article 39.

Associates are summoned to the General Meeting at least eight (8) days in advance, by Letter and/or Circular and/or by Invitation to Tender and/or by any other media selected by the President-Director.

Article 40.



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In case of urgency and relevance, the President-Director may call the General Meeting within a term shorter than that established in Article 39.

Article 41.

The General Meeting shall meet ordinarily by April 15 of each year and extraordinarily, whenever convened by the President-Director or by her legal substitute.

Article 42.

The General Meeting is mandatorily called by the President-Director, when required by one fifth (1/5) of the number of associates.

Article 43.

The General Meeting may be convened by the President-Director, when requested by the Council for Economic and Fiscal Affairs (CAEF).

Chapter IV - Call, Operation and Deliberation of the General Meeting

Article 44.

The General Meeting is called, operated and validly decided on a first call with a minimum of two thirds (2/3) of the number of associates and, in the second and last call, half an hour later, with any number of associates, deciding with votes of the absolute majority of those present.

Chapter V – Casting Vote in the General Meeting

Article 45.

The President-Director is hereby assured, and in her absence or impediment, to her legal substitute, the casting vote at the General Meeting also designated by a quality vote.

Chapter VI - Minutes of the General Meeting

Article 46.

The minutes of the General Meeting are approved at the end of the meeting or at the next meeting and signed by the President-Director and the Secretary-Director.

Article 47.

The participants in the General Meeting sign the Book or Attendance List.

Chapter VII - Jurisdiction of the General Meeting

Article 48.

It is incumbent upon the General Meeting:-

I - comply with the Bylaws;-

II - elect and appoint the members of the Executive Board and of the Council for Economic and Fiscal Affairs (CAEF);-

III - remove the members of the Executive Board, the Council for Economic and Fiscal Affairs (CAEF) and the Director of the Department of Culture (OS) with prior approval of the Honorable President;-

IV - amend all or part of the Bylaws with the prior favorable opinion of the Honorable President;-



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- V - approve the Financial Statements and their annexes;-
- VI - approve the Action Plan of Activities;-
- VII - approve the Report of Activities and/or Social Report;-
- VIII - resolve on the dissolution of the ASSOCIATION.

Chapter VIII - Dismissal of the Executive Board

Article 49.

The dismissal of members of the Executive Board, the Council for Economic and Fiscal Affairs (CAEF) and the Director of the Department of Culture (OS) can only occur with the presence of two thirds (2/3) of associates in General Meeting, specially called for this purpose, and cannot deliberate, in the first call, without the vote of the absolute majority of those present or with less than one third (1/3) in the following calls.

Chapter IX - General Provisions

Article 50.

The minutes of the deliberative, advisory and administrative bodies provided for in these Bylaws may be made by data processing and taken for registration, if necessary, at the competent Notary Office.

Sole paragraph. The minutes mentioned in the "caput" of this Article must be kept in a file of the ASSOCIATION in chronological order and may be periodically, grouped and bound, constituting the Book of Minutes.

TITLE VII - MANAGEMENT

Chapter I - Executive Board

Article 51.

The ASSOCIATION is directed and managed by an Executive Board, organized without life-time offices and constituted as follows: I - President-Director; II - Deputy President-Director; III - Secretary-Director; IV - Finance-Director.

Article 52.

By decision of the Elective General Meeting, the position of Deputy President-Director may be exercised cumulatively by the Secretary-Director.

Chapter II - Term of Office of the Executive Board

Article 53.

The term of office of the Executive Board is four (4) years, with up to two consecutive reelections permitted.

Article 54.

The Executive Board shall exercise its term until the election and inauguration of the new Executive Board, even if its term has expired.

Sole paragraph. The extension mentioned in the "caput" of this Article cannot exceed six months.



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Chapter III - Competence of the Executive Board

Article 55.

It is incumbent upon the Executive Board:-

I - comply with and enforce the Bylaws;-

II - direct and administer the ASSOCIATION;-

III - admit, dismiss and exclude associates, observing the rules contained in these Bylaws;-

IV - appoint, seat and dismiss "ad nutum" positions of trust;-

V - buy, sell, mortgage, encumber, record, commit, rent, donate, give and receive in lending real estate property with prior approval of the Honorable President;-

VI - open and close Branches, Departments and Activity Centers;-

VII - prepare and approve Directorates, Rules, Regulations and Internal Standards;-

VIII - prepare and approve the Annual Economic, Financial and Administrative Plan and the Action Plan of Activities;-

IX - establish the financial amounts that the Branches, Departments and Activity Centers may dispose for the acquisition of goods and expenses, regardless of prior approval of the Executive Board;-

X - deliberate on matters of interest to the ASSOCIATION.

Chapter IV - Specific Competence of Executive Board Members

Article 56.

It is incumbent upon the President-Director:-

I - comply with and enforce the Bylaws;-

II - direct and administer the ASSOCIATION with the collaboration of the other members of the Executive Board;-

III - convene and preside over the General Meeting and meetings of the Executive Board;-

IV - represent the ASSOCIATION actively and passively, in and out of court, before public, administrative and private bodies and, in general, in their relations with third parties;-

V - open, move and close bank accounts together or separately from the Finance-Director;-

VI - constitute attorneys-in-fact and lawyers, granting them the powers they deem necessary, including special, to compromise, confess, make statements and information, withdraw, enter into commitments, receive, give discharge and substitute;-

VII - resolve urgent cases, submitting them to the Executive Board;-

VIII - authorize expenses and financial commitments.

Article 57.

It is the responsibility of the Deputy President-Director:-

I - replace the President-Director in her absences or impediments;-

II - assist the President-Director in the performance of her duties;-



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III - assist the other members of the Executive Board in the performance of their duties.

Article 58.

It is incumbent upon the Secretary-Director:-

I - make the epistolary correspondence file, notices, circulars and draw up the minutes of the General Meetings and meetings of the Executive Board;-

II - to take care of the Book and/or Data Sheets and/or Associate Registration Listings;-

III - maintain in order all the own and peculiar services of the secretary;-

IV - open, move and close bank accounts together or separately from the President-Director and/or Finance-Director.

Article 59.

It is incumbent upon the Finance-Director:-

I - manage the finances of the ASSOCIATION under the coordination, guidance and directives of the President-Director;-

II - open, move and close bank accounts jointly or separately from the President-Director;-

III - submit to the Council for Economic and Fiscal Affairs (CAEF) all accounting and tax documentation when requested, as well as the Financial Statements for its appraisal;-

IV - provide all the accounting and tax information, as well as present the necessary documentation for the work of Independent Audit;-

V - receive amounts and pay the accounts and expenses authorized by the President-Director;-

VI - keep under her custody and responsibility all accounting and tax documentation;-

VII - represent the ASSOCIATION, by delegation of the President-Director, in the acts of Commitments and Contracts;-

VIII - represent the ASSOCIATION before public, administrative and private bodies, whenever authorized by the President-Director.

Chapter V – Executive Board Meetings

Article 60.

The Executive Board meets whenever called by the President-Director or the Deputy President-Director when exercising the chair.

Chapter VI - Death, Resignation or Impediment of the President-Director

Article 61.

In the event of death, resignation or definitive impediment of the President-Director, the Deputy President-Director assumes, who convenes the General Meeting within a period of up to three (3) months for the election of the President-Director so that the elected person can fulfill the remainder of the office of the deceased, resigned or prevented person.

Sole paragraph. The election referred to in the "caput" of this Article is only preceded if there is still one (1) year of term of office for the deceased, resigned or prevented person.



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Chapter VII - General Provisions

Article 62.

The Executive Board may not provide collateral or guarantee on behalf of the ASSOCIATION in favor of third parties.

TITLE VIII - BRANCHES, DEPARTMENTS AND ACTIVITY CENTERS

SECTION I - BRANCHES

Chapter I - Branches

Article 63.

BRANCH shall be understood as the administrative unit directed and administered by an Administrative Council, also known as the "Local Council", consisting of positions of trust of the Executive Board, which may have a fancy designation and is governed by these Bylaws and by Directory and/or Rules and/or Regulation and/or Internal Rules.

SECTION II - DEPARTMENTS

Chapter II - Departments

Article 64.

By DEPARTMENT, it is understood the administrative unit, with specific activity or activities, under the coordination of a Departmental Coordinator, associated or not, who holds a position of trust delegated by the Executive Board, which may have a fancy designation and is governed by these Bylaws and by a Directory and/or Rules and/or Regulation and/or by Internal Rules.

**SECTION III - DEPARTMENT OF CULTURE ORGANIZED AND SPECIALLY CONSTITUTED FOR THE
DEVELOPMENT OF PARTNERSHIP WITH THE GOVERNMENT OF THE STATE OF SÃO PAULO**

Chapter III - Concept of Department of Culture

Article 65.

By DEPARTMENT OF CULTURE, it is understood as the administrative unit created and constituted by the Executive Board, under the terms of COMPLEMENTARY LAW No. 846 of June 4, 1998 and is governed by it, which may adopt a fancy name, directed and administered by a Director of the Department of Culture and governed, assisted and supervised by an Executive Board.

Sole paragraph. The Director of the Department of Culture must be an associate of ASSOCIATION, who performs this function without any kind of remuneration.

Chapter IV - The Board of Directors

Article 66.

The Board of Directors is constituted as follows:-

I – five (05) members elected from the Associates by the Executive Board;-

II – three (03) members elected by the other members of the Board of Directors, among persons of renowned professional capacity and of recognized moral suitability;-

III – one (01) member elected by the employees of the Department of Culture.



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§ 1. The members elected to form the Board of Directors may not be blood relatives or related persons up to the 3rd degree of the Governor, Deputy Governor and Secretaries of State.

§ 2. The members of the Board of Directors do not receive any [compensation] for services rendered in this condition to the Department.

§ 3. The Counsellor elected or appointed to the Executive Board or any other Statutory Officer loses the status of member of the Board of Directors.

Chapter V - Competence of the Board of Directors

Article 67.

The Board of Directors shall be responsible for:-

I - approve the proposed Management Agreement;-

II - approve the proposal of Budget and the Program of Investments;-

III - appoint the Director of the Department of Culture;-

IV - approve the Rules of Procedure of the Department of Culture, which should have, at least, structure, management, positions and competences;-

V - approve, by a majority of two thirds (2/3) of its members, the Regulations of the Department of Culture, containing the procedures it must adopt for the contracting of works and services, as well as for purchases and sales and the plan of positions, salaries and benefits of the employees;-

VI - approve, with the prior approval of the Executive Board, the dissolution or extinction of the Department of Culture, by a majority of at least two thirds (2/3) of its members;-

VII - approve and forward, to the public agency and supervisor of the execution of the Management Agreement, the management reports prepared by the Executive Board;-

VIII - supervise the compliance with the guidelines and defined goals and approve the Accounting and Financial Statements and other Statements audited by Independent External Auditors.

Sole paragraph. The Board of Directors exercises its competence exclusively within the scope of the activities of the Department of Culture.

Chapter VI – Term of Office of the members of the Board of Directors

Article 68.

The term of office of the members of the Executive Board is four (04) years, with a single renewal.

Sole paragraph. The first term of the members elected from among the associates to be part of the Board of Directors is two (02) years, with a single renewal.

Chapter VII - Competence of the Director of the Department of Culture

Article 69.

It is the responsibility of the Director of the Department of Culture:-

I - comply with and enforce the Bylaws and the Directory and/or Rules and/or its own Regulation;-

II - comply with and enforce the decisions of the General Meeting, the Executive Board and the Board of Directors;-



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III - manage the affairs and interests of the Department of Culture under the direction and coordination of the Executive Board, monitoring and supervision of the Board of Directors;-

IV - observe the administrative rules and guidelines defined by the Executive Board and the Board of Directors;-

V - prepare the management and activity reports of the Department of Culture;-

VI - prepare Economic and Financial Reports and the Execution Report of the Management Agreement;-

VII - resolve matters of interest to the Department of Culture, under the guidance and supervision of the Board of Directors.

Sole paragraph. The guidelines and norms issued by the Board of Directors must be presented to the Executive Board in advance.

Chapter VIII - Meetings of the Board of Directors

Article 70.

The Board of Directors shall meet ordinarily at least three times a year, and extraordinarily whenever necessary.

Sole paragraph. The President-Director or her legal substitute shall attend meetings of the Board of Directors, without the right to vote.

Chapter IX - Publication of Financial Reports and Execution Report of the Management Agreement

Article 71.

The Department of Culture shall publish annually in the Federal, State or Municipal Official Gazette, as the case may be, the Financial Reports and the Execution Report of the Management Agreement.

Chapter X - Extinction of the Department of Culture

Article 72.

In the absence of renewal of the Partnership with the Government of the State by initiative of the ASSOCIATION or by the GOVERNMENT itself, the term of office of the members of the Board of Directors shall expire and, if it expires, the Department of Culture also expires on the date of closure of the Partnership.

Sole paragraph. In the event of the extinction of the Culture Department, this decision of the ASSOCIATION and the GOVERNMENT shall be included in the Minutes of the Executive Board.

SECTION IV – ACTIVITY CENTERS

Chapter XI – Activity Centers

Article 73.

By ACTIVITY CENTER, it is understood the administrative unit constituted by the associates and/or voluntary collaborators for the exercise of educational, cultural and social assistance activities, which



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may have a fancy name and is governed by these Bylaws and by Directory and/or Rules and/or Regulation and/or Internal Rules.

SECTION V - OPENING AND CLOSING OF BRANCHES, DEPARTMENTS AND ACTIVITY CENTERS

Chapter XII - Opening and Closing of Branches, Departments and Activity Centers

Article 74.

Whenever there is an opening or closing of Branches, Departments and Activity Centers, the list of all Branches, Departments and Activity Centers must be included in the Minutes of the Executive Board.

TITLE IX - THE COUNCIL FOR ECONOMIC AND FINANCIAL AFFAIRS (CAEF)

Chapter I - The Council for Economic and Fiscal Affairs (CAEF)

Article 75.

The Council for Economic and Fiscal Affairs (CAEF) is composed of at least three (3) associates elected by the General Meeting.

Article 76.

At the discretion of the General Meeting, the Council for Economic and Fiscal Affairs (CAEF) may have alternate members, who may attend meetings with voice and non-voting rights.

Chapter II - Term of Office of Members of the Council for Economic and Fiscal Affairs (CAEF)

Article 77.

The term of office of the members of the Council for Economic and Fiscal Affairs (CAEF) is four (4) years, with reelection permitted.

Chapter III - Meetings of the Council for Economic and Fiscal Affairs (CAEF)

Article 78.

The Council for Economic and Fiscal Affairs (CAEF) meets whenever convened by the President-Director.

Chapter IV - Advice to the Council for Economic and Fiscal Affairs (CAEF)

Article 79.

In order to carry out its functions, the Council for Economic and Fiscal Affairs (CAEF) may be advised by qualified technicians, experts and professionals authorized by the law, as authorized by the General Meeting or the Executive Board.

Chapter V - Competence of the Council for Economic and Fiscal Affairs (CAEF)

Article 80.

It is incumbent upon the Council for Economic and Fiscal Affairs (CAEF):-

I - analyze and give an opinion to the General Meeting on the Financial Statements and its Annexes;-

II - give an opinion to the General Meeting, to the Executive Board, to the Administrative Council and to the Board of Directors of the Department of Culture, when requested or when deemed



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appropriate and necessary on economic, financial, administrative, property, accounting and legal matters;-

III - ensure that the accounting, tax and equity documents of the ASSOCIATION are properly kept in archives.

**TITLE X – ABSENCE OF COMPENSATION OF STATUTORY POSITIONS AND FUNCTIONS AND
NON-DISTRIBUTION OF STAKES**

Sole Chapter – Absence of Compensation of Statutory Positions and Functions

Article 81.

The members of the Executive Board, of the Administrative Council, of the Council for Economic and Fiscal Affairs (CAEF) and of the Board of Directors, carry out, free of charge, their positions or functions, without any kind of compensation, advantages or benefits, in any form or reason, due to the competencies, functions or activities attributed to them in these Bylaws.

Sole paragraph. The ASSOCIATION does not distribute profits, dividends, bonuses, shares or portions of its assets, under any title or pretext to its associates, to the members of the Executive Board, the Administrative Council, the Council for Economic and Fiscal Affairs (CAEF) and the Board of Directors.

**TITLE XI - ECONOMIC AND FINANCIAL RESOURCES AND APPLICATION OF ITS EVENTUAL
SURPLUS**

Chapter I - Economic and Financial Resources

Article 82.

The economic and financial resources of the ASSOCIATION come from:-

I - income from their cultural, educational and social assistance activities;-

II - income from their assets, rights and services;-

III – income from contracts, management contracts, agreements, partnership instruments, and others;-

IV - Charitable and Philanthropic Agreements;-

V - Aids and Subsidies of Public Authorities;-

VI - donations of Individuals;-

VII - donations of Legal Entities;-

VIII - revenues derived from intermediate activities;-

IX - income from financial investments;-

X - rental income;-

XI - eventual revenue or income.

Chapter II – Investment of Economic and Financial Resources

Article 83.



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All the economic and financial resources provided for in Article 82 are fully applied in pursuit of its institutional purposes within the National Territory.

Chapter III - Aids and Subsidies of Public Authorities

Article 84.

The ASSOCIATION applies any Aids and Subsidies received from the Public Authorities in the purposes in which they are linked.

Article 85.

The resources coming from the Public Authorities are invested by the ASSOCIATION within the municipality of its Headquarters and/or its Branches and/or its Departments and/or its Activity Centers and always within the scope of the granting State.

Chapter IV – Investment of the Eventual Surplus

Article 86.

The ASSOCIATION applies the eventual positive operating result known as "Surplus", as evidenced in its accounting records, in the maintenance and development of its institutional objectives.

Chapter V – Investment on Beneficial Social Assistance Agreements

Article 87.

The ASSOCIATION to better meet its institutional objectives may also invest financial resources in educational and/or cultural institutions and/or health care and/or social assistance, which aim to promote and/or protect and/or defend children, youth, adults and the elderly through the signing of Contracts, Educational Contracts, Cultural Contracts, Health Care Agreements, Covenants and/or Charitable and Philanthropic Agreements and others.

TITLE XII - GRATUITIES

Chapter I - Gratuities

Article 88.

In fulfillment of its institutional purposes set forth in Articles 3 and 4 of these Bylaws, the ASSOCIATION in its Social Assistance Action may grant Gratuities in the provision of its educational and/or assistance services and in the concession of use of its movable and immovable property, evaluation of its economic and monetary values, aiming at the promotion of its assistants and recipients, the community and the common good.

Chapter II – Granting of Gratuities

Article 89.

The practice of granting Gratuities by ASSOCIATION is based on Programs and Projects prepared by the Executive Board and/or the Administrative Council to meet institutional purposes.

TITLE XIII - ACCOUNTING AND FINANCIAL STATEMENTS

Chapter I - Accounting Bookkeeping

Article 90.



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The ASSOCIATION keeps records of its revenues, expenses, income, disbursements and equity changes in books covered with all legal formalities that ensure their accuracy and in accordance with the specific requirements of law.

Chapter II - Accounting Standards

Article 91.

The value of the "surplus" and/or "deficit" for the year should be recorded in the "Exercise Surplus" and/or "Exercise Deficit" account while not approved by the General Meeting and after its approval shall be transferred to the "Organization Assets" account.

Chapter III - Balance Sheet and Other Financial and Accounting Statements

Article 92.

Annually, on December 31, the balance sheet is drawn up and closed, together with the other Financial Statements required by law.

Article 93.

The Executive Board must submit to the Council for Economic and Fiscal Affairs (CAEF) and to the General Meeting, after Independent Auditor's Opinion, the following accounting items: I - Balance Sheet; II - Statement of the Result of the Surplus or Deficit; III - Statement of Changes in Shareholders' Equity; IV - Statement of Sources and Investment of Resources; V - Statement of Cash Flow; VI - Other Accounting Statements required by law; VII - Explanatory Notes.

Sole paragraph. The financial statements included in the "caput" of this Article when not required by law may not be prepared.

Chapter IV - Explanatory Notes

Article 94.

The Financial Statements should be supplemented by Explanatory Notes according to the standards issued by the Federal Accounting Council (CFC) and in compliance with legal regulations.

Chapter V - Independent External Audit

Article 95.

The Balance Sheet and the other Financial Statements may be audited by an *Independent External Auditor* legally qualified with the *Regional Accounting Council (CRC)*.

Article 96.

The Financial Statements of the Department and Activity Centers with Public Partnerships resulting from the qualification of the ASSOCIATION as a Social Organization have their Financial Statements audited also separately by Independent External Auditors for purposes of "Provision of Accounts" to the Court of Auditors.

TITLE XIV – ORGANIZATION ASSETS

Sole Chapter – Organization Assets

Article 97.



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The organization assets are constituted by all the movable and immovable property of its property and by all those that come to acquire, as well as by all the legitimate rights that it owns or will have.

Sole paragraph. The organization assets does not constitute property of individual or ASSOCIATION without charitable character of social assistance.

TITLE XV - REFORM OF THE BYLAWS

Sole Chapter - Reform of the Bylaws

Article 98.

The Bylaws may be totally or partially reformed, at any time or at the suggestion of the Executive Board and by a decision of the General Meeting especially called for such purpose, with the presence and votes of two thirds (2/3) of the number of associates.

Sole paragraph. - The Bylaws may also be totally or partially reformed as regards administration.

TITLE XVI - DISSOLUTION OR EXTINCTION

Chapter I - Dissolution or Extinction

Article 99.

The dissolution or extinction of the ASSOCIATION can only be deliberated by the General Meeting and by proposal of the Executive Board.

Article 100.

For the dissolution or extinction of the ASSOCIATION all associates are summoned in writing and individually, including by Call Notice published in the Mass-Circulation Newspaper.

Article 101.

The dissolution or extinction of the ASSOCIATION takes place in General Meeting, with the presence and votes of two thirds (2/3) of the number of associates.

Article 102.

Dissolution or extinction occurs when the ASSOCIATION is no longer able to carry out its institutional purposes.

Chapter II - Destination of Assets in the Event of Dissolution or Extinction

Article 103.

In the event of dissolution or extinction of ASSOCIATION, the remaining organization assets are destined for a charity, related or similar entity, non-economic and non-profit purposes, registered in the National Council of Social Assistance - C.N.A.S. if the law requires and preferably constituted by the "Professed Religious, Sisters of Saint Marcelina" as determined by the General Meeting.

Chapter III - Allocation of Organization Assets in Case of Dissolution or Extinction When established in Other States of Brazil

Article 104.

In the case of dissolution or extinction, the organization assets located in other States are destined for a Beneficent Entity where the property is located, preferably made up of the Professed



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Religious, Sisters of Saint Marcelina and registered with the National Council of Social Assistance (CNAS) if the law so requires, as determined by the General Meeting.

Chapter IV - Allocation of Organization Assets to a Public Institution

Article 105.

In the absence of a related Beneficial Entity or the like, the remaining organization assets are destined to a public institution which contemplates the same institutional purposes of the ASSOCIATION.

Chapter V - Allocation of Organization Assets acquired by the Department of Culture constituted under the terms of Complementary Law No. 846, of June 4, 1998

Article 106.

In the event of dissolution or extinction, or in case of disqualification as a Social and Cultural Organization, the remaining organization assets, consisting of donations, subsidies and legacies of the Department of Culture of ASSOCIATION shall be assigned to the organization assets of another Social and Cultural Organization qualified in the scope of the State of São Paulo, or failing that, to the patrimony of the State of São Paulo, in proportion to the resources and assets allocated by the State.

TITLE XVII - GENERAL PROVISIONS

Chapter I - Interpretation of the Bylaws in Omissive or Doubtful Cases

Article 107.

The omissions or doubtful cases in the interpretation of these Bylaws are resolved by the Executive Board, with recourse to the General Meeting.

Chapter II - Revocation of the previous Bylaws and Contrary and Previous Provisions

Article 108.

These Bylaws shall enter into force on the date of their registration with the competent Notary Office.

São Paulo, SP, October 02, 2018.

Signed: [illegible signature].

Name: Sister DEMETRIA BERNARDI.

Position: Secretary-Director.

Signed: [illegible signature].

Name: Sister ROSANE GHEDIN.

Position: President-Director.

Signed: [illegible signature].

INITIAL OF THE HONORABLE PRESIDENT.

Signed: [illegible signature].

Name: Sister MARINEZ ROSSATO.



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Position: Regional Superior.

INITIAL OF THE LAWYER.

Signed: [illegible signature].

Name: ELIZA YUKIE INAKAKE.

OAB-91.315/SP.

[The document bears initials on all pages].

[There is the recognition of the signature of ROSANE GHEDIN in a document with no economic value duly signed [illegible signature] by Liege Fabiane Souza Carvalho Ribeiro, Clerk of the Civil Registry for Natural Persons and Notary Public of the District of Itaquera on October 13, 2018].

[There is the Official Seal of the Civil Registry and Notary of the District of Itaquera, duly initialed].

[There is the Official Seal of the Notary College of Brazil under number S11093AA0873606].

Further Naught. I certify that the preceding is a true, faithful and unabridged rendering into English of the original Portuguese version. In witness whereof, I set my hand and seal, on the date and in the city first mentioned.

São Paulo, 26 de fevereiro de 2019

Emolumentos pagos



MARIO MIGUEL FERNANDEZ ESCALEIRA

TRADUTOR JURAMENTADO

INSCRIÇÃO - RG: 13.743.338-4 - CPF: 028.300.958-63 - PMSP (ISS) 2.939.981-5

12º TABELIÃO de NOTAS
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SIL. JOSÉ NICOLA SPÓSITO - TABELIÃO INTERINO - Tel: (11) 2094-8277 - Fax: (11) 2094-8282

Reconheço por semelhança 01 firma sem valor econômico de MARIO MIGUEL FERNANDEZ ESCALEYRA e dou fe.*****

Selo: 1042AB982382

SÃO PAULO, 26 de Fevereiro de 2019.

Em Testemunho da verdade. Vr. R\$6,25 Hr. 1

CLEBER GONCALVES - ESCRIVENTE

CARTÓRIO DO 12º TABELIÃO DE NOTAS
Alameda Santa, 1470
São Paulo - SP
Cleber Gonçalves
Autorizado



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FIRMA 1

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SECRETARIA DE DEFESA SOCIAL