

The Constitution of The Oaxaca Lending Library AC

In the city of Oaxaca de Juárez, being the sixteenth hour of the tenth day of the eleventh month of the year two thousand, I, Licenciado Jorge Martínez Gracida y Bribiesca, Notary, number fifty one, residing in this capital city, make known the following:

CONSTITUTION OF THE ASSOCIATION NAMED THE OAXACA LENDING LIBRARY, ASOCIACIÓN CIVIL

The following persons appear before me:

1. Jacqueline Carole Holland Bradley 2. Bethany Lynn Brown 3. Judith Burrell 4. Jane Bates Carton 5. Ronald Chisholm 6. Thomas George Dunham Massey 7. Yolanda Guadalupe Giron Morales 8. Helen Grace Rodan Hines 9. Judith Ann Martin 10. David Hamilton McCollam 11. Janice June Moreno 12. James Alexander Peck 13. Gretchen Therese Wirtz.

Also appearing before me in the role of interpreter and translator, Yolanda Guadalupe Giron Morales.

For the appropriate legal purpose, I present myself at the building located at 501 de las calles de Macedonio Alcalá in this city of Oaxaca, where the assembly of this Civil Association is being held.

At this time the contracting parties present me with Señora Yolanda Guadalupe Giron Morales, who in Spanish has demonstrated that she is familiar with this document and at the request of the contracting parties will act as interpreter during the celebration of this act.

For the above reasons and to be in compliance with Article 66 of the Notarial Law of the State of Oaxaca, and because the contracting parties are not fluent in Spanish, the presiding notary instructs and advises the interpreter Señora Yolanda Guadalupe Giron Morales of the scope and legal responsibility of her role. Concerning the above the interpreter asserts under formal protest to tell the truth and to faithfully carry out her role.

These persons hereby legalize the constitution of the above named Civil Association and, for this purpose, present to me the permit of the Secretary of Foreign Relations, number 20001385, dossier number 0020001382, file number 1386, dated the ninth day of October of the year two thousand, presented to me and properly collated.

Transcript of the permit from the Secretary of Foreign Affairs number 20001385 dated the ninth day of October of the year two thousand.

At the upper left hand margin the national shield and a logo that reads "SECRETARÍA DE RELACIONES EXTERIORES - MÉXICO" and in the upper right hand margin "PERMISO 20001385 EXPEDIENTE 0020001382 FOLIO 1386". In the body of the transcribed permit, it reads as follows: "En atención a la solicitud presentada por el C. JORGE MARTÍNEZ GRACIDA Y BRIBIESCA, esta Secretaría concede el permiso para constituir una AC bajo la denominación 'THE OAXACA LENDING LIBRARY AC' Este permiso, quedará condicionado a que en los estatutos de la sociedad que se constituya, se inserte la cláusula de exclusión de extranjeros o el convenio previsto en la fracción I del Artículo 27 Constitucional, de conformidad con lo que establecen los artículos 15 de la Ley de Inversión Extranjera y 14 del Reglamento de la Ley de la Ley de Inversión Extranjera y del Registro Nacional de Inversiones Extranjeras. El interesado, deberá dar aviso del uso de este permiso a la Secretaría de Relaciones Exteriores dentro de los seis meses siguientes a la expedición del mismo, de conformidad con lo que establece el artículo 18 del Reglamento de la Ley de Inversión Extranjera y del Registro Nacional de Inversiones Extranjeras. Lo anterior se comunica con fundamento en los artículos: 27 fracción I de la Constitución Política de los Estados Unidos Mexicanos; 28 fracción V de la Ley Orgánica de la Administración Pública Federal; 15 de la Ley de Inversión Extranjera y 13, 14 y 18 del Reglamento de la Ley de Inversión Extranjera y del Registro Nacional de Inversiones

Extranjeras. Este permiso quedará sin efectos si dentro de los noventa días hábiles siguientes a la fecha de otorgamiento del mismo, los interesados no acuden a otorgar ante fedatario público el instrumento correspondiente a la constitución de que se trata, de conformidad con lo que establece el artículo 17 Reglamento de la Ley de Inversión Extranjera y del Registro Nacional de Inversiones Extranjeras; así mismo se otorga sin perjuicio de lo dispuesto por el artículo 91 de la Ley de la Propiedad Industrial. OAXACA, OAX., a 09 de Octubre de 2000. SUFRAGIO EFECTIVO. NO REELECCION. EL DELEGADO LIC. ANGEL RIOS BERNAL." Illegible signature. On the lower left hand margin a rubber stamp that reads "SECRETARÍA DE RELACIONES EXTERIORES. DIRECCION GENERAL DE ASUNTOS JURIDICOS". On the lower right hand margin it reads: "035044 PA-1". Transcription ends here.

I add these documents, in original and copy form, to Appendix A of this document. With the objective of constituting a civil association under the following:

CLAUSES:

FIRST: NAMING: 1. Jacqueline Carole Holland Bradley 2. Bethany Lynn Brown 3. Judith Burrell 4. Jane Bates Carton 5. Ronald Chisholm 6. Thomas George Dunham Massey 7. Yolanda Guadalupe Giron Morales 8. Helen Grace Rodan Hines 9. Judith Ann Martin 10. David Hamilton McCollam 11. Janice June Moreno 12. James Alexander Peck 13. Gretchen Therese Wirtz, establish, with this statement, and according to Article 2553 of the current civil code of the State of Oaxaca, a civil association which shall be called OAXACA LENDING LIBRARY, followed by the words Asociación Civil or the abbreviation AC.

SECOND: IRREVOCABLE SOCIAL OBJECTIVE: The social objective is irrevocable and will consist of maintaining a non-profit library which will permit members to borrow reading material for a determined length of time; furnish on-premises access to reading material for non-members; promote and maintain language classes; provide a venue for cultural meetings and social events; cooperate with other organizations with similar goals. The contents of the library will be multi-lingual.

In order to comply with the social objective, the Association will be able to obtain the necessary and suitable furniture and real estate. The Association will not have predominantly economic goals and its capital will not be made up of shares.

THIRD: DOMICILE: The domicile of the Association will be in the City of Oaxaca, State of Oaxaca; branches in other locations within or outside of the Mexican Republic, and agreed-upon conventional domiciles can be established without indicating a change of domicile.

FOURTH: DURATION: The duration of the Association will be for 99 (ninety-nine) years.

FIFTH: The Association can accept foreign members, current or future, but they are formally obliged by the Secretary of Foreign Affairs to be considered nationals with respect to rules of this Association, such as benefits, rights, grants, participation or interests, or rights and obligations derived from agreements by which the Association is subject to Mexican authorities, and not to invoke the protection of their governments where it is contrary to the benefit of the Nation.

PATRIMONY

SIXTH: The Association does not have fixed capital and its patrimony is irrevocably made up of:

1. Cash donations made by persons who wish to do so and members' contributions
- II. Funds distributed by Federal, State and Municipal Governments or income derived from carrying out its social objectives

III. Non-excessive income derived from rent, interest, dividends, or from endowments not related to its social objective

IV. Donations provided from outside the country

V. Chattels especially books in different languages as well as furniture and equipment from different sources and designated exclusively for the goals of the Association

VI. Other income from whatever other source that serves to promote the social patrimony

Assets will be directed solely toward the social goals of the Association, and residual benefits cannot be awarded to individuals save for remuneration for services rendered.

SEVENTH: The Association will be a non-profit organization, not of predominantly economic character, and will adapt its function and legal nature to conform to articles 2553 and 2570 of the State of Oaxaca Civil Code.

EIGHTH: The Association, in order to comply with its goals, has the legal nature conferred by the law as being responsible for obligations contracted in all acts and contracts of a civil nature.

MEMBERS

NINTH: There are five categories of members:

1. **Honorary Lifetime Members**, who in the opinion of the Board of Directors have provided extraordinary support to the library and were awarded by the Board this lifetime title.

2. **Family Members** will be those families who pay an annual fee determined by the Board of Directors. These members will have a single membership, be represented by one person, and have only one vote.

3. **Regular Members** will be those who pay an annual fee determined by the Board of Directors.

4. **Student Members** are those still studying who have valid identification from a Mexican school or a Mexican university. They will pay a reduced fee determined by the Board of Directors. They will not have a vote at the General Assemblies and will not be eligible to be elected to the Board of Directors.

5. **Temporary Members** will pay a reduced fee determined by the Board of Directors. They will not have a vote at the General Assemblies and will not be eligible for election to the Board of Directors.

Mexican or foreign nationals who accept the established requisites may become members. All members must be honest persons of acceptable moral character.

TENTH: RIGHTS OF MEMBERS:

The rights of all Association members are:

I. To participate actively in the Association

II. To enjoy the prerogatives that these statutes grant and in general all those that the Association authorizes

III. To present projects and initiatives directed toward the goals of the Association

IV. To participate in the benefits that the Association obtains for its members

Exclusive rights of Honorary Life Members, Family Members and Regular Members are:

I. To be eligible to serve on the Board of Directors if residency requirements are met

II. To have one vote for each proposition made at both ordinary and extraordinary General Assemblies

Family Members will have one single membership, be represented by one person, and have only one vote. Only one member of the family may occupy a position on the Board of Directors, whether as an officer or director and only this same member may serve as a Committee member.

ELEVENTH: OBLIGATIONS OF MEMBERS:

The obligations of all Association members are:

I. To assist the Association in complying with its general objectives

II. To pay the fees determined by the Board of Directors or General Assembly

III. To carry out efficiently and on time any duties conferred by the Board of Directors or General Assembly

IV. To submit for the consideration by the Board of Directors or General Assembly any conflicts which arise between members in order to look for a peaceful and fair solution

V. To contribute to the formation of the organization's patrimony as determined by these statutes and resolutions passed by the General Assembly

Additional obligations of Honorary Life Members, Family Members and Regular Members are:

I. To attend, punctually, the ordinary and extraordinary General Assemblies

II. To discharge the duties of elected office or any other duties conferred by the General Assembly

MEMBERSHIP

TWELFTH: Membership may be lost: a) by resignation b) by expulsion

THIRTEENTH: The expulsion of a member may occur for the following reasons:

I. Failure to comply, without just cause, with the obligations set forth in these statutes and with the resolutions passed by the General Assembly and Board of Directors

II. When, through negligence, carelessness or fraud attributable to the member, the property or interest of the Association or its members suffers damage

III. When a member deceitfully attempts to cause divisiveness or any other activity that interferes with the function or the fulfillment of the goals of the Association

The expulsion of a member will be decided by the Board of Directors. The member will have the right to appeal the expulsion before the Board of Directors or before the General Assembly.

SANCTIONS

FOURTEENTH: Members not complying with these statutes, and the rules and resolutions reached by the General Assembly will be sanctioned by the Board of Directors with the approval of the General Assembly and according to the gravity of the misdeed, with one or more of the following:

a). Admonishment b). Temporary or permanent suspension of rights c). Dismissal from duties, in the case of members of the Board of Directors or Committee members, with the approval of the General Assembly d). Expulsion, in which case the member will be held responsible for obligations and debts contracted during her/his membership

ADMINISTRATIVE STRUCTURE

FIFTEENTH: The highest authority of the Association is the General Assembly, which is the only power to make decisions on a general level, and the agreements reached by them must be respected by all members of the Association.

SIXTEENTH: The General Assembly will be considered legally convened, in the case of the first convocation, with fifty percent plus one member with the right to vote. If there is no quorum in the first convocation, a second convocation will be considered legally assembled with the presence of twenty members with the right to vote. The first and second convocations will be made in the same document, in which the dates and times of the meetings are clearly specified. In the case of a second convocation it will be indicated that the meeting will be held one hour later than the first and will contain the same order of business as the first.

A simple majority of voting members present will be sufficient for passing any motion before the assembly and the agreements reached will be obligatory for those present, absent, or dissenting.

All voting except for elections will be by voice vote unless the majority requires a secret ballot. Elections of Board of Directors members and Election Nominating Committee members will always be by secret ballot as stipulated in Clause Twenty of this Constitution.

In order to change the statutes of this Constitution, it will be necessary to obtain 75% of the votes of voting members present who constitute a legal assembly.

SEVENTEENTH: There will be ordinary and extraordinary General Assemblies. Ordinary General Assemblies will be those held to deal with the normal business of the Association, always trying not to interfere with members' work or activities. Extraordinary General Assemblies will be those held to make decisions on urgent business affecting the interests of the Association.

EIGHTEENTH: The ordinary General Assemblies will be held periodically no less than once a year within the first three calendar months with the presence of no less than two members of the Board of Directors. Extraordinary General Assemblies will be held at the request of the Board of Directors, or when requested in writing to the Board of Directors by at least three voting members; in this case, the Board of Directors is obliged to convoke the extraordinary General Assembly.

The General Assemblies will be convoked in the manner determined by the Board of Directors at a formal meeting with minutes taken and with fifteen days previous notice to be given. The members of the Board of Directors can choose any of the following forms for calling a meeting:

- Through a newspaper announcement in a major newspaper in the State of Oaxaca in Spanish and English
- With a letter mailed to members
- With posters visible in two locations in the library
- Through e-mail sent to members

The convocations do not have to be the same for all members. For practical reasons, the Board of Directors may use any or all of the above means of notification.

The convocations will include the order of business, the date, time and location of the meeting. The convocations will be written in Spanish and English.

Minutes will be taken at each meeting and signed and certified by the President and Secretary or their substitutes, but in any case, at least two members of the Board of Directors must sign the minutes. The minutes must always be signed by the person acting as secretary for the General Assembly. The minutes will contain a list of those members present at the meeting.

The President of the Board of Directors will preside over the General Assembly; in his/her absence the Executive Vice President will preside. If she is not in attendance, the Secretary will preside.

The Annual General Assembly will address, but not be limited to, the following issues:

- To resolve all matters proposed for consideration by the Board of Directors
- To elect members of the Board of Directors and Election Nominating Committee
- To discuss, approve or modify the Treasurer's Financial Report and Budget after they have been presented
- To discuss the annual reports of the President and Librarian, and to make any necessary decisions related to these reports
- To discuss and make recommendations by majority vote, relating to separation or expulsion of members who appeal the decisions of the Board of Directors

THE BOARD OF DIRECTORS

NINETEENTH: The administrative body of the Association is the Board of Directors, which will consist of the following members:

- Four elected Officers: President, Executive Vice President, Secretary and Treasurer
- Six elected Directors

TWENTIETH: ELECTION NOMINATING COMMITTEE

The Election Nominating Committee will consist of three voting members of the Association who will be nominated and elected at the Annual General Assembly one year prior to the next Annual General Assembly. The candidates for the Election Nominating Committee will be nominated from the floor and the nominated candidates will be elected by a single ballot. The ballot will not bear the candidates' names, but will have blank spaces provided for the three Election Nominating Committee members' names to be filled in. The three candidates receiving the greatest number of votes will form the Election Nominating Committee.

The three Election Nominating Committee members will elect the Chair of the Committee from among themselves. When a vacancy occurs on the Election Nominating Committee, a replacement will be appointed by the remaining two committee members.

The Election Nominating Committee will draw up a list of nominees for open positions on the Board of Directors. The names of the nominees will be made known to the members by printed notices or posters in two visible places in the library one month before the next Annual General Assembly. The list of nominated candidates will be presented by the Election Nominating Committee to the membership at the Annual General Assembly. The President will call for further nominations from the floor for each office to be voted on and in the order listed in this Constitution. Voting for all offices open for election will be by a single ballot after all the nominations have been completed and nominations for each office have been closed. The names of the candidates nominated will not be printed on the ballot. Only the titles of all the offices open for election will be printed, in the order in which they are listed in this Constitution, with spaces provided for the voters to write the names of the candidates of their choice. The election of each officer or director will be decided by a simple majority vote, by members present having the right to vote. If no nominations are made from the floor by attending members, the ballot will still be taken so that members can exercise their right to cast write in votes for other eligible persons.

In the event that the voting for any office results in a tie or a failure to attain a majority of votes, further ballots will be taken until such time as a majority is attained and all offices are filled.

Both Standing and Special Committees may be established by simple majority vote by either a General Assembly or a Board of Directors meeting. Members of said committees will be appointed by the Board of Directors by simple majority vote. The Chair of the Committee will be elected by and from the committee members themselves.

TWENTY FIRST: Any member elected to the Board of Directors must have resided in Oaxaca for at least the twelve consecutive months prior to their election and expect to live in Oaxaca for at least the twelve months following the election.

Any Board of Directors member missing three Board of Directors meetings in one calendar year will automatically be removed from office for the remainder of his/her term.

TWENTY SECOND: The President, Executive Vice President, Secretary and Treasurer will each have two year terms, and the Directors three year terms. When a vacancy occurs on the Board, the other members of the Board can appoint a qualifying member of the Association to occupy the vacant position only for the duration of the vacant term. The person appointed must have resided in Oaxaca for at least the twelve consecutive months prior to their appointment and expect to live in Oaxaca for at least the twelve months following their appointment. This appointment will be confirmed or modified at the next Annual General Assembly.

The President and Secretary will be elected in even years and the Executive Vice President and Treasurer in odd years. Two Directors will be elected each year. No officer will serve for more than two terms in the same office. Directors may serve for more than two terms in the same office.

Elected officers and directors will take office immediately after the General Assembly at which their elections took place.

The Board of Directors will meet at least every two months, or more if it is considered necessary. The meetings will be convoked by the President or by at least two other Board members.

The Board of Directors meetings will be convoked in any of the ways provided for the General Assemblies, but with at least four working days notice.

The Board of Directors meetings will be presided over by the President or, in his/her absence, the Executive Vice President. In the absence of the Executive Vice President, the meeting will be called to order by the Secretary, who will preside until the immediate election of a presiding officer pro tem selected by the attending Board members.

To conduct an official Board meeting, at least two officers and three directors must be present.

Decisions and agreements will be reached by simple majority

SPANISH VERSION IS OK.
TRANSLATED

vote of those attending. The President, or the Presiding Officer, will have the deciding vote in case of a tie.

At Board of Directors meetings, minutes will be taken and signed by the person acting as Secretary.

All members have the right to speak at Board of Directors meetings but the subject must be in the interest of the Association and the member must give at least four working days notice in writing stating the nature of the issue to be addressed.

All members have the right to attend Board of Directors meetings as observers but will have no voice or vote.

In the case of a tie vote on motions before the Board of Directors meetings, the President will cast the deciding vote; otherwise, (s)he does not make nor vote on motions.

TWENTY THIRD: DUTIES OF THE PRESIDENT:

- To legally represent the Association
- To exercise and watch over the statutes of this constitution
- To approve monetary transactions presented by the Treasurer
- To preside at General Assemblies and Board of Directors meetings
- To convoke meetings according to the terms of these statutes.
- To authorize with his/her signature payments made by the Treasurer.
- To present a report to the Annual General Assembly
- To promote economic and moral support for the Library from institutions, foundations, authorities and individuals
- The President may attend all committee meetings except the Election Nominating Committee meetings.

TWENTY FOURTH:

DUTIES OF THE EXECUTIVE VICE PRESIDENT

- To receive and sign the Association's correspondence
- To represent the Association, with the faculties and limits described in transitory clauses FIFTEEN and SIXTEEN and to cover the temporary absences of the President; s/he will have, during that time, the same duties listed for the President
- The Executive Vice President will preside in the President's absence. S/he will execute any administrative activity delegated by the President and also act as Corresponding Secretary.

TWENTY FIFTH: DUTIES OF THE SECRETARY

- To act as Secretary of the Board of Directors and General Assemblies and report on correspondence and minutes of meetings.
- To keep record of the activities of the Association
- To keep a record of the members of the Association, in which general and individual data is included
- To take minutes at both General Assemblies and Board of Directors Meetings and to keep a record of all motions and proposals and whether they are passed, defeated, or laid on the table
- To write up, together with the President, the Order of Business for all meetings.
- To supervise the keeping of comprehensive records
- To make the minutes of both General Assemblies and Board of Directors Meetings available to any member

TWENTY SIXTH: DUTIES OF THE TREASURER

- To appropriately manage and keep current the financial affairs of the Association and to prepare financial and accounting reports that may be made subject to a yearly review by a professional auditor chosen by the Board of Directors
- To substitute for the Secretary during his/her temporary absence
- To administrate and enter into a ledger all income and expenditures of the Association, complying with the budget approved by the General Assembly with regard to debits and credits and installments
- To keep the ledger books up to date
- To personally supervise the Association's funds, which should be deposited in a banking institution under the name of the Association, always cosigned by the President
- To present monthly Financial Reports at Board of Directors meetings

- To present a Financial Report and Budget to the Annual General Assembly
- To make payments with the signed approval of the President or his designated substitute

TWENTY SEVENTH:

The Directors can cover the temporary absences of the Secretary and the Treasurer, and during their absences will have the same duties stated for each of them.

The Directors and the Chairs of Committees will support the Board of Directors in operating the Association and the Library and perform the work assigned by the Board of Directors.

TWENTY EIGHTH:

The President of the Board of Directors will legally represent the Civil Association. The other Board members will have in each case the following powers, with the limitations indicated in this Constitution.

1. **GENERAL POWER FOR LAWSUITS AND COLLECTIONS** with all general and specific powers according to the terms of the special clause referred to in the first paragraph of Article 2435 of the Civil Code of the State of Oaxaca and its correlative 2554 of the Civil Code of the Federal District and its correlatives throughout the national federation, as the legal representative of the Civil Association, in person or through an attorney, before all manner of judicial, civil, penal, administrative and fiscal authorities, with powers to take action or recourse, appoint a mediator, file complaints, demand reparation of damages, grant pardons and articulate positions.
2. **GENERAL POWER TO ADMINISTER** the business of the Civil Association, to promulgate agreements and to make contracts required for the correct operation of the Association under the terms of the second paragraph of the legal disposition cited.
3. **GENERAL POWER OF DOMAIN** in terms stated in the third paragraph of the article referred to, with the powers stated but not limited to them, and expressed as follows: to handle all manner of bank operations and contracts to sign, endorse, guarantee and negotiate all types of credit certificates in agreement with the ninth article of the General Law of Credit Certificates and Transactions, to appoint agents and other functionaries and employees of the Civil Association, indicating their rights, obligations and wages and, in case it is necessary to dismiss them from their duties, to confer General and Specific Powers to do so. Everything else stated in these statutes and laws applies but is not only in the exclusive domain of the General Assembly.
4. Power to sign all types of credit documents in accordance with the ninth article of the Law of Credit Certificates and Transactions.

TWENTY NINTH:

DISSOLUTION AND TERMINATION OF THE ASSOCIATION

The Association will be terminated for only the following reasons:

1. By unanimous agreement of the members
2. By having complied with the pre-set term stated in its social objective
3. By the impossibility of attaining the Association's goals
4. By legal resolution

THIRTIETH:

The assets of the Association are irrevocably dedicated to the goals proposed in its social objective and cannot be awarded to individuals.

At the time of termination, members irrevocably agree that the remainder of their patrimony will be given to organizations authorized by the Secretary of the Hacienda and Public Credit to receive tax-exempt donations.

THIRTY FIRST:

Two copies of this Constitution in both Spanish and English will be permanently available in the library offices to be consulted by any member during normal office hours.

THIRTY SECOND:

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" will be used by the Association in all instances in which they are applicable and not inconsistent with this Constitution and any special rules which the Association may adopt.

TRANSITORIES

FIRST: The founding members consider this meeting as the First General Meeting and choose for the administration of the Association to be entrusted to a Board of Directors.

SECOND: At the same meeting, Thomas George Dunham is named to discharge the duties of PRESIDENT for the term ending at the General Assembly that will be held in the year 2002.

THIRD: Ronald Chisholm is named as EXECUTIVE VICE-PRESIDENT to discharge his duties for the term ending at the General Assembly that will be held in the year 2001.

FOURTH: Jacqueline Carole Holland-Bradley is named as SECRETARY to discharge her duties for the term ending at the General Assembly that will be held in the year 2002.

FIFTH: Bethany Lynn Brown is named as TREASURER to discharge her duties for the term ending at the General Assembly that will be held in the year 2001.

SIXTH: A member to be elected at the General Assembly that will be held in the year 2001 is named as DIRECTOR ONE to discharge her/his duties for the term ending at the General Assembly that will be held in the year 2004.

SEVENTH: Janice June Moreno is named as DIRECTOR TWO to discharge her duties for the term ending at the General Assembly that will be held in the year 2001.

EIGHTH: Yolanda Giron Morales is named as DIRECTOR THREE to discharge her duties for the term ending at the General Assembly that will be held in the year 2002.

NINTH: Helen Grace Rodan Hines is named as DIRECTOR FOUR to discharge her duties for the term ending at the General Assembly that will be held in the year 2002.

TENTH: A member to be elected at the General Assembly that will be held in the year 2001 is named as DIRECTOR FIVE to discharge her/his duties for the term ending at the General Assembly that will be held in the year 2003.

ELEVENTH: A member to be elected at the General Assembly that will be held in the year 2001 is named as DIRECTOR SIX to discharge her/his duties for the term ending at the General Assembly that will be held in the year 2003.

TWELFTH: Jane Bates Carton, Judith Ann Martin and David Hamilton McCollam are named as members of the Election Nominating Committee.

This Election Nominating Committee is provisional in nature and will act from the date of this Constitution to the date of the next Ordinary General Assembly. The rules and responsibilities of this committee are identical to those of the Election Nominating Committee set forth in this Constitution.

THIRTEENTH: This Election Nominating Committee elects Judith Ann Martin as Committee Chairman

FOURTEENTH: All present declare that this meeting is the Founding Meeting and all named declare that they accept the duties conferred, and promise to faithfully carry them out according to this Constitution. All will assume their duties immediately and remain in office until the new officers, directors and Nominating Committee members are elected.

GRANTING AND LIMITATION OF POWERS

FIFTEENTH: The President, Executive Vice President, Secretary and Treasurer are granted the powers described in section 1 (one) of the Twenty Eighth Clause of this document; these powers can be exercised jointly or separately.

SIXTEENTH: The President, Executive Vice President, Secretary and Treasurer are granted the powers described in section 2 (two) of the Twenty Eighth Clause of this document; these powers may be exercised and are valid when jointly signed by two members of the Board of Directors.

SEVENTEENTH: The powers of domain described in section 3 (three) of the Twenty Eighth Clause of this document remain expressly reserved for General Assembly, which decides which person or persons may exercise this power of domain. In no case may the Board of Directors exercise this power without authorization of the General Assembly.

EIGHTEENTH: The powers described in section 4 (four) of the Twenty Eighth Clause of this document are expressly reserved for the General Assembly which will decide the person or persons who may exercise this right. In no case may the Board of Directors exercise this right without authorization of General Assembly.

GENERAL LEGAL DATA OF THE MEMBERS

1. Jacqueline Carole Holland Bradley born in Wakefield, England on June 4, 1947 residing at Prolongación de Hidalgo 140, San Felipe del Agua, Oaxaca, Oaxaca, single, retired, Immigration status FM3, number 25195.
2. Bethany Lynn Brown born in Fairfax, Virginia, United States of America on July 6, 1972 residing at Puente de Piedra 40, San Felipe del Agua, Oaxaca, Oaxaca, married, housewife, Immigration status FM3, number 791275.
3. Judith Burrell born in New Hampshire, United States of America on July 8, 1941 residing at Manuel Cabrera Carrasquedo 305-1, colonia Luis Jimenez Figueroa, Oaxaca, Oaxaca, single, consultant, Immigration status FMT, number 0502843545.
4. Jane Bates Carton born in Massena, New York, United States of America on August 11, 1916 residing at Pino Sudrez 517, Oaxaca, Oaxaca, single, retired, Immigration status FM3, number 40766.
5. Ronald Chisholm born in Ross Shire, Great Britain on December 13, 1940 residing at José López Alavez 1417-A, Oaxaca, Oaxaca, single, retired, Immigration status FM3, number 930105.
6. Thomas George Dunham Massey born in New York, New York, United States of America on June 4, 1942 residing at P de mayo 105, San Felipe del Agua, Oaxaca, Oaxaca, married, retired, Immigration status FM3, number 25015.
7. Yolanda Guadalupe Giron Morales born in San Lorenzo Cacaotepec on March 20, 1954 residing at domicilio conocido, Rancho la Trinidad, San Lorenzo Cacaotepec, Oaxaca, married, housewife, Election credential number 99327676.
8. Helen Grace Rodan Hines born in New York, United States of America on June 5, 1923 residing at Joaquin Amaro, 303, Col. Luis Jimenez Figueroa, Oaxaca, Oaxaca, single, retired, Immigration status FM3, number 534165.
9. Judith Ann Martin born in Ohio, United States of America on December 30, 1944 residing at Camino al Seminario número 100, Tercera Sección, San Pablo, Etla, Oaxaca, single, retired, Immigration status FM3, number 24927.
10. David Hamilton McCollam born in Ohio, United States of America on May 27, 1941 residing at Paraje El Huajal, Camino al Seminario, Tercera Sección, San Pablo, Etla, Oaxaca, single, retired, Immigration status FM3, number 40763.
11. Janice June Moreno born in Texas, United States of America on December 17, 1938 residing at Prolongación de Guadalupe Victoria, 318, Col. Libertad, Oaxaca, Oaxaca, single, teacher, Immigration status FM3, number 751342.
12. James Alexander Peck born in Montreal, Canada on October 6, 1940 residing at Domicilio Conocido, Camino Antiguo a San Felipe Tejalapan, San Lorenzo Cacaotepec, Oaxaca, married, retired, Immigration status FM3, number 376010.
13. Gretchen Therese Witz born in New Ulm, Minnesota on June 29, 1938 residing at El Kiosko, Camino al Seminario sin número, Tercera Sección, San Pablo, Etla, Oaxaca, single, retired, Immigration status FM3, number 893989.

All the persons that appeared before me are current in the payment of their income tax, without debts accrued.

I, THE NOTARY, CERTIFY

- I.** That I know the persons who appear before me, according to the terms of the Notary Law of the State of Oaxaca, and in my judgment are competent to enter a contract. I do not observe any manifestation of natural incompetence in them and have not been advised that they are subject to any civil incapacity.
- II.** That I have read this document to those to whom it has been presented, explaining to them its meaning and legal consequences.
- III.** That the interpreter translated this document to those present simultaneously as it was being read.
- IV.** That they demonstrated their agreement with the document, ratified it and signed it on the tenth day of November, 2000.

Signatures and titles of Members.

1. Jacqueline Carole Holland Bradley 2. Bethany Lynn Brown
3. Judith Burrell 4. Jane Bates Carron 5. Ronald Chisholm 6. Thomas George Dunham Massey 7. Yolanda Guadalupe Giron Morales
8. Helen Grace Rodan Hines 9. Judith Ann Martin 10. David Hamilton McCollam 11. Janice June Moreno 12. James Alexander Peck
13. Gretchen Therese Witz.

I DECLARE THAT THIS DOCUMENT SATISFIES ALL THE REQUIREMENTS OF THE LAW IN THE CITY OF OAXACA DE JUAREZ, OAXACA, ON THE TENTH DAY OF THE ELEVENTH MONTH OF THE YEAR TWO THOUSAND.

JORGE MARTINEZ GRACIDA B. - TITLE - SEALS

NOTARY NUMBER FIFTY ONE OF THE STATE

LIC. JORGE MARTINEZ GRACIDA Y BRIBESCA