



Maria Vitória Rosa da Silva
Sworn Public Translator and Commercial Interpreter
Portuguese-English

Registry at Junta Comercial do Estado do Rio de Janeiro No. 208
 Av. Almirante Barroso, 63/1117 - Centro - RJ - CEP: 20031-913
 Phone: (55 21) 3553-0883- litero@litero.com.br



Translation No. 12-16209-B

I, the undersigned, Sworn Translator and Commercial Interpreter in and for this City and State of Rio de Janeiro, Federative Republic of Brazil, duly appointed and commissioned by the Board of Trade of the State of Rio de Janeiro and registered therewith under No.208, DO HEREBY CERTIFY AND ATTEST that a document written in the Portuguese language was submitted to me for translation into English: -----

PRO CRIANÇA CARDÍACA -----

CNPJ/ME No. 10.489.487/0001-71 -----

ARTICLES OF INCORPORATION OF THE ASSOCIATION -----

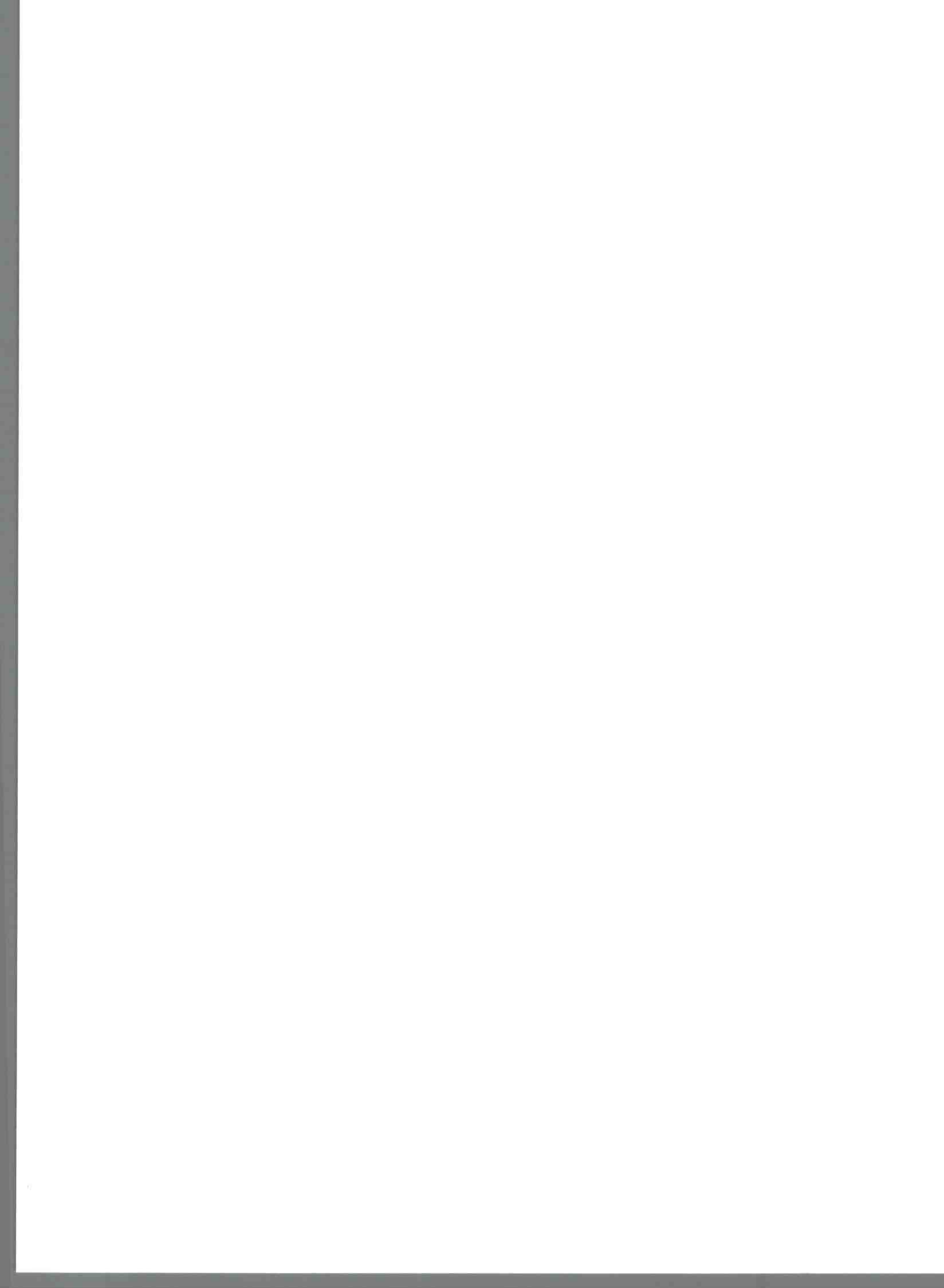
CHAPTER I - NAME, HEADQUARTERS, AND DURATION AND TERM -----

ARTICLE 1- PRO CRIANÇA CARDÍACA is a non-profit, charitable, social, and philanthropic civil association, with a national scope of operation. --

Paragraph One - The Association will have an indefinite term. -----

Paragraph Two - The Association will have its headquarters and offices in the City of Rio de Janeiro, State of Rio de Janeiro, at Rua Dana Mariana No. 40, Botafogo, ZIP Code 22280-020. ----

Paragraph Three - The Association will have a branch in the City of Rio de Janeiro, State of Rio de Janeiro, at Rua Dona Mariana No. 220 - Mezzanine, Botafogo, ZIP Code 22280-020, in order to facilitate the sale of Pro Criança Cardíaca's





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products, whether of their own manufacture or collaborative partnerships, as a means of activity for the Association with the purpose of raising funds for the sustainability of this Association and fulfillment of the corporate purpose, and such branch may act in person service and/or via e-commerce. -----

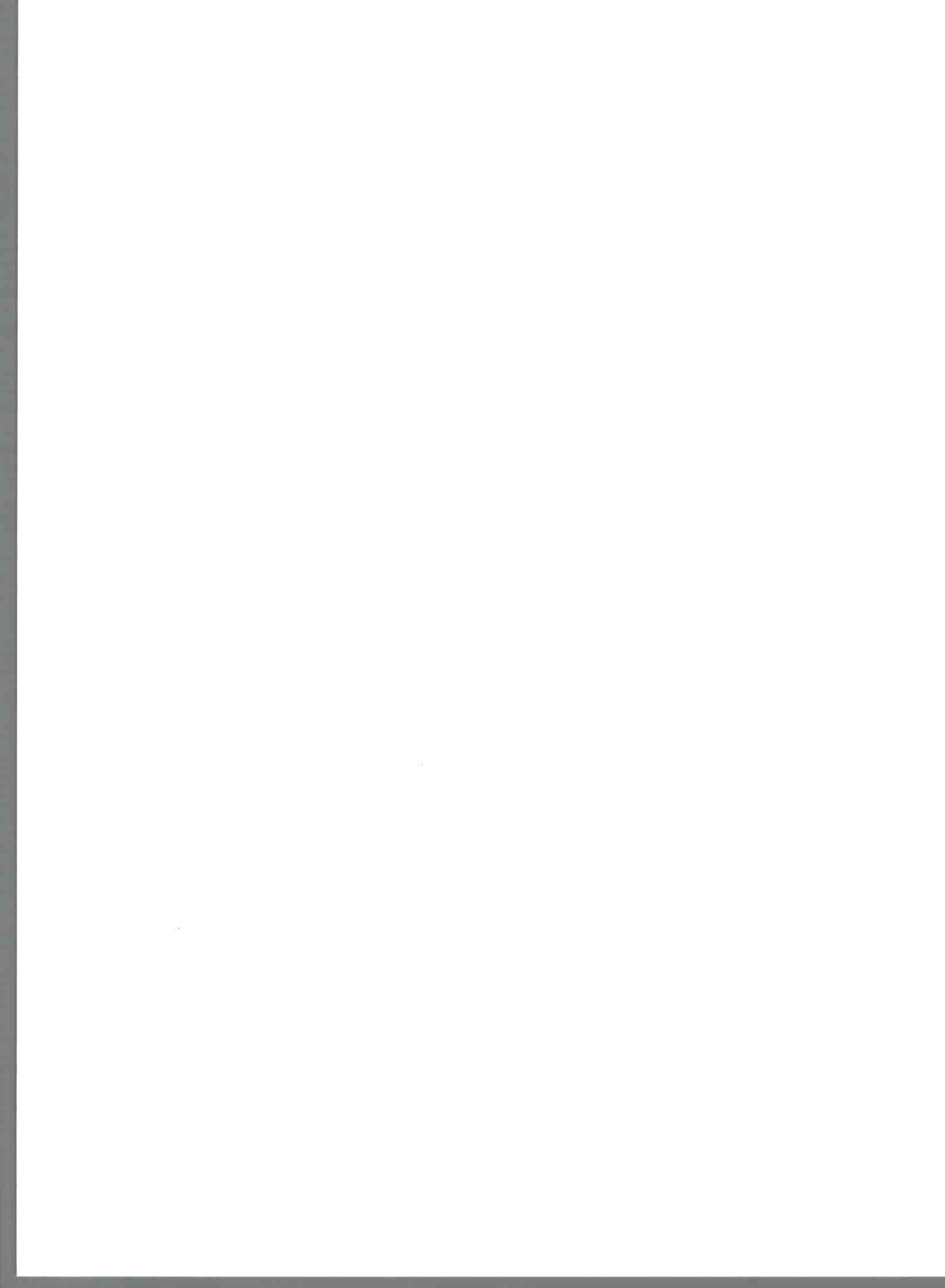
ARTICLE 2 - The Association shall be governed (i) by these Articles of Incorporation; (ii) by the Association's Code of Ethics and Conduct; (iii) by the Association's Internal Regulations; (iv) current policies; (v) by the other regulations approved by its management; and (v) applicable legislation. -----

CHAPTER II -----

SECTION I -----

PURPOSES -----

ARTICLE 3 - The Association's purposes are: (i) to promote free medical, surgical, dental, psychological, nutritional and assistance care and treatment for needy children and adolescents with heart disease; and (ii) promote, support, favor and publicize social assistance activities, aiming at





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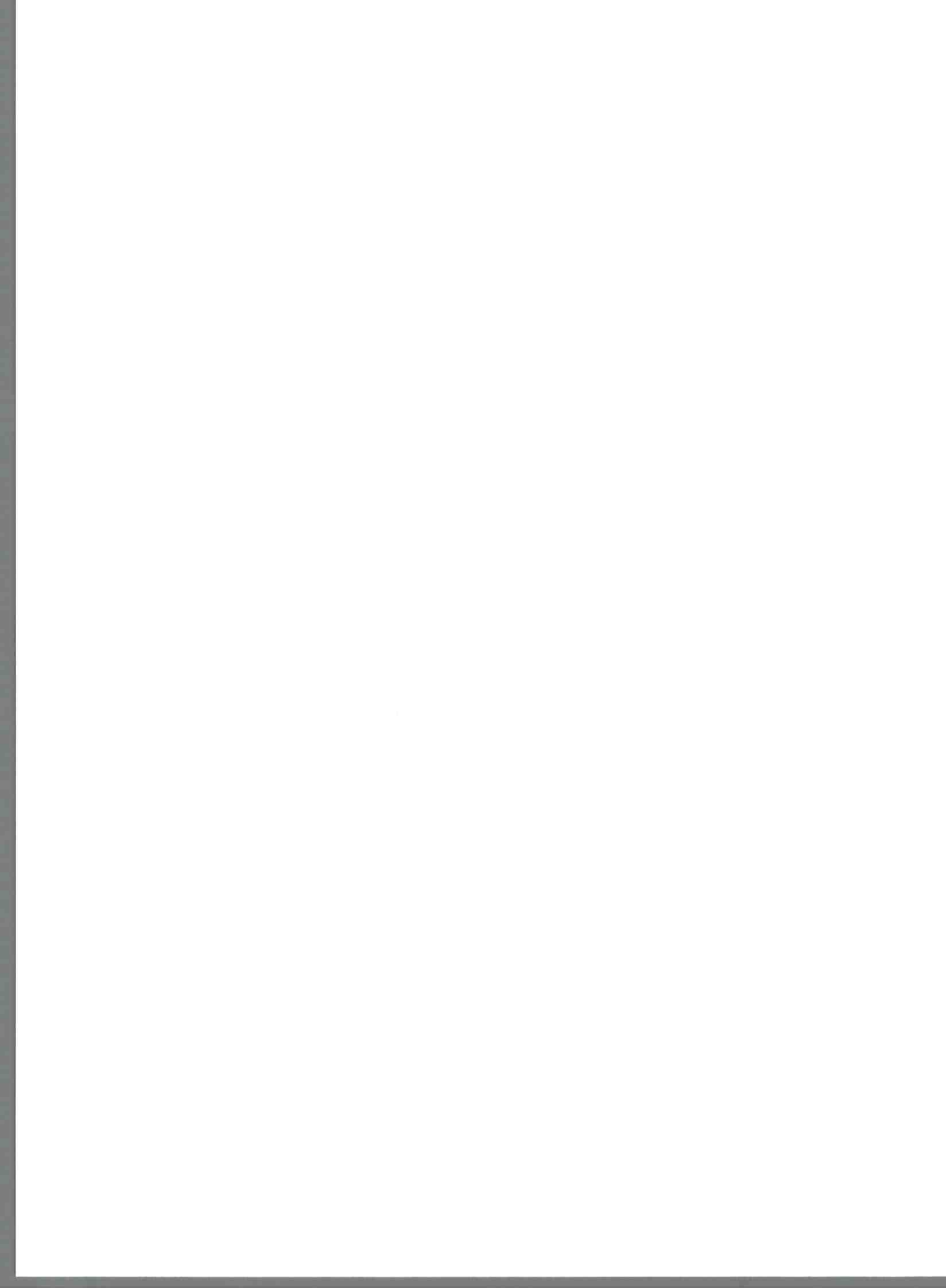
the protection of childhood and adolescence, through the development of social projects, including supporting the families of children and adolescents assisted by the Association. -----

Paragraph One - The Association may, within its institutional objectives and without ever detracting from its purpose, vision, mission and values, open branches in any part of the national territory. -----

Paragraph Two - The Association may enter into agreements or partnerships with public or private entities, being expressly prohibited the exercise of activities of a political-party nature, directly or indirectly, within the objectives set forth in these articles of incorporation. -----

Paragraph Three - The Association may promote and support campaigns, keeping reports of its achievements. -----

Paragraph Four - The Association provides social assistance to needy children and adolescents with heart disease, without discrimination based on ethnicity, gender, sexual, political, or religious orientation, or people with disabilities. -----





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Translation No. 12-16209-B

SECTION II -----

ACHIEVEMENTS -----

ARTICLE 4 - In order to achieve its purposes, the Association will prepare programs and projects, making costs and efficiency compatible according to the physical, operational and financial resources available, observing for its development the principles of legality, impersonality, morality, publicity, cost effectiveness, transparency, diversity, and sustainability. -----

Paragraph One - The Association will dedicate itself to its activities through the direct execution of projects, programs or plans of action, and/or through the availability of physical, human, and financial resources. -----

Paragraph Two - The Association will fully apply its income, resources and eventual operational results in the maintenance and development of its institutional objectives, always in the national territory. -----

CHAPTER III - ASSOCIATES -----

SECTION I -----

COMPOSITION -----



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Translation No. 12-16209-B

ARTICLE 5 - The Association is composed of an unlimited number of associates, individuals, or legal entities, of proven suitability. -----

Paragraph One - The affiliation of any and all individuals or legal entities to the Association as an associate is made by signing the Minutes of the Shareholder's Meeting, indicating their name or corporate name, and the date of their admission as an associate of the Association. -----

Paragraph Two - The Association may receive contributions from third parties, in goods, money or services, provided that such contributions are applied within the national territory, in respect of the Association's institutional objectives and are duly accounted for in accordance with the current legislation. -----

SECTION II -----

ADMISSION AND DISMISSAL -----

ARTICLE 6 - The criteria for admission of the associate are: -----

- (i) have unblemished conduct; -----
- (ii) be willing to provide assistance services; and
- (iii) not have civil or criminal restrictions in a



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Translation No. 12-16209-B

final appealable judgment. -----

Sole Paragraph - Associates who fail to comply with any of the items mentioned in this article will be formally excluded from the Association. -----

SECTION III -----

RIGHTS AND DUTIES -----

ARTICLE 7 - Associates' rights are: -----

(i) to participate in activities organized or sponsored by the Association, in compliance with the specifications of each one; and -----

(ii) to take part in Shareholder's Meetings, discussing and deliberating on the matters on the agenda. -----

Sole Paragraph - One fifth (1/5) of the associates is guaranteed the right to call a Special Meeting.

ARTICLE 8 - The duties of associates are: -----

(i) to comply with and enforce these Articles of Incorporation and the solutions of the Association's bodies; -----

(ii) to care for the good name of the Association, avoiding actions or situations that testify against its concept; and -----

(iii) to be up to date with their obligations to



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Translation No. 12-16209-B

the Association. -----

SECTION IV -----

EXCLUSION -----

ARTICLE 9 - The exclusion of the associate will only be allowed if there is cause, thus recognized in a procedure that ensures broad right of defense and appeal. -----

ARTICLE 10 - Membership is extinguished: -----

I) by death; -----

II) by voluntary exclusion duly formalized; -----

III) for unjustified non-attendance to Board of Directors or Shareholder's Meetings of the Association, for two or more consecutive times; and

IV) by exclusion pursuant to article 9 above. -----

CHAPTER IV - BODIES OF THE ASSOCIATION -----

ARTICLE 11 - The following are administrative bodies of the Association: -----

(i) Shareholder's Meeting; -----

(ii) Board of executive officers; -----

(iii) Deliberative Council; -----

(iv) Advisory Council; and -----

(v) Audit Committee. -----

Paragraph One - The Association will, under no



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circumstances, remunerate, nor grant advantages or benefits in any form or title, to its members for the exercise of elective positions, whether Officers, Directors, benefactors or equivalent, due to the competences, functions, or activities that they have are attributed by the respective memorandum of association. -----

Paragraph Two - The Association will adopt administrative management practices, compliance, and humanized corporate governance, necessary and sufficient to prevent the obtaining, individually or collectively, of personal benefits and advantages, as a result of participation in decision-making processes, even in relation to Association third parties up to the second degree of kinship. -----

CHAPTER V - SHAREHOLDER'S MEETING -----

ARTICLE 12 - The Shareholder's Meeting is the highest body of the Association, with powers to deliberate on all matters relating to its corporate purpose and to take all necessary measures for the defense and development of the Association. -----

ARTICLE 13 - The Shareholder's Meeting is



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Translation No. 12-16209-B

exclusively responsible for: -----

(i) amending the Articles of Incorporation; -----

(ii) electing the members of the Board of Executive Officers, the Deliberative Council, the Advisory Council and the Audit Committee, in compliance with the provisions of Article 18, viii, of these Articles of Incorporation; -----

(iii) dismissing the members of the Board of Executive Board, the Deliberative Council, the Advisory Council and the Audit Committee; -----

(iv) annually examining the management accounts and resolve on the financial statements; -----

(v) effecting the affiliation of any individual or legal entity to the Association as an associate, under the terms of Article 5, Paragraph One of these Articles of Incorporation; and -----

(vi) resolving on the dissolution and liquidation of the Association. -----

ARTICLE 14 - The Shareholder's Meeting will be convened by the Chief Executive Officer or by request sent to the Board of executive officers with the signature of at least 20% (twenty percent) of the associates. -----



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Translation No. 12-16209-B

Paragraph One - The call of the Shareholder's Meeting shall be done in writing, by e-mail or letter addressed to the associates, 5 (five) days in advance of the date designated for the holding of the Meeting, containing, in addition to the place, an indication of the agenda, date and time of the Meeting. -----

Paragraph Two - The Shareholder's Meeting will be held on first call, with the presence of 1/3 (one third) of the associates and, on second call, it may be held one hour after the time scheduled for the first call, with any number of associates. ----

Third Paragraph - Regardless of the formalities provided for in the previous paragraphs, the Shareholder's Meeting attended by all associates will be considered regular. -----

ARTICLE 15 - The work of the Shareholder's Meeting will be directed to a table composed of a Chairman and a Secretary. -----

Paragraph One - The chairmanship of the Shareholder's Meeting shall be the responsibility of the Chief Executive Officer or, in their absence, an associate to be appointed by the



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Translation No. 12-16209-B

Shareholder's Meeting. The choice of the Secretary will be up to the Chairman of the Meeting, and it may fall on any of those present. -----

Paragraph Two - The resolutions of the Shareholder's Meeting will be made by majority of votes of the associates present, not counting blank votes, except in cases where the Articles of Incorporation require a higher quorum. -----

CHAPTER VIII - BOARD OF EXECUTIVE OFFICERS -----

ARTICLE 16 - The administration of the Association will be the responsibility of a Board of Executive Officers composed of at least 2 (two) and at most 5 (five) members, being mandatorily elected (i) 1 (one) Chief Executive Officer; and (ii) 1 (one) Administrative-Financial Officer; and, optionally, from 2 (two) to 3 (three) Officers without specific designation. -----

Paragraph One - The term of office of the Officers will be 4 (four) years and will be automatically extended until the investiture of their deputies, being allowed the reappointment. -----

Paragraph Two - The Officers, in compliance with the provisions of these Articles of Incorporation,



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will have broad powers of representation and management, being responsible for the use of the corporate name and all the powers conferred and necessary to manage the corporate activities, being able to represent the association judicially and extrajudicially. -----

Paragraph Three - The Chief Executive Officer and the Administrative-Financial Officer shall grant powers of attorney for 1 (one) or 2 (two) attorneys each, in order to enable the achievement of the Association's management in case of simultaneous death of the Chief Executive Officer and the Administrative-Financial Officers. -----

ARTICLE 17 - The Board of Executive Officers is responsible for: -----

- (i) directing and managing the Association; -----
- (ii) ensuring the faithful compliance with the provisions of these Articles of Incorporation and other internal regulations; -----
- (iii) forwarding to the Deliberative Council a proposal for exclusion and application of penalties to associates; -----
- (iv) preparing and submitting to the Deliberative



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Translation No. 12-16209-B

Council the projects and plans of activities of the Association; -----

(v) preparing the Internal Regulations and other rules that may be necessary, submitting them to the Deliberative Council; -----

(vi) resolving on the admission of associates; ----

(vii) resolving on the acquisition of any immovable property by the Association; -----

(viii) resolving on the filing or termination of any action, claim or judicial or administrative proceeding by the Association; -----

(ix) approving the execution of partnership terms or agreements; -----

(x) disclosing the activities of the Association, as well as the acts and decisions of its powers; and -----

(xi) resolving on all matters concerning the management of the Association, upon joint approval of the Deliberative Council, whose competence has not been expressly delegated to another Body. ----

ARTICLE 18 - The Chief Executive Officer is responsible for: -----

(i) complying with and enforcing these Articles of



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Translation No. 12-16209-B

Incorporation as well as the respective Internal Regulations of the Association; -----
 (ii) calling the meetings of the Board of Executive Officers and preside over them, pursuant to Article 21 of these Articles of Incorporation; -----
 (iii) submitting the Association's annual report, balance sheet and -----
 financial statements to the Audit Committee; -----
 (iv) appointing to the Shareholder's Meeting the names of the associates or Officers who will be candidates on the election slates; -----
 (v) admitting and dismissing employees; -----
 (vi) representing the Association at congresses and events related to its -----
 objectives or accredit representatives; -----
 (vii) the tie-breaking vote in the Board of Executive Officer's resolutions; and -----
 (viii) appointing to the Shareholder's Meeting the person who will occupy the position of Chairman of the Deliberative Council, pursuant to Articles 13, ii, and 28, Paragraph One, of these Articles of Incorporation. -----

ARTICLE 19 - The Administrative-Financial Officer



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Translation No. 12-16209-B

is responsible for: -----

(i) replacing the Chief Executive Officer in their absences; -----

(ii) organizing, directing and supervising all administrative and financial activities of the Association; -----

(iii) enforcing the decisions of the Shareholder's Meeting, the Deliberative Council and the Board of Executive Officers; -----

(iv) providing for the drafting of the Association's internal regulations, approving it at a meeting of the Board of Executive Officers, and taking it to the approval of the Deliberative Council; -----

(v) keeping the Association's schedule of services and programming up to date; -----

(vi) implementing and keeping updated the register of public and private entities with which the Association will have agreements and partnerships;-

(vii) coordinating the receipt of donations of any kind; -----

(viii) being responsible for the amounts received by the Association; and -----



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Translation No. 12-16209-B

(ix) providing for the preparation of the annual budget, in accordance with the guidelines established by the Chief Executive Officer and monitor its execution. -----

ARTICLE 20 - In the event of proven vacancy in the positions of Chief Executive Officer or Administrative-Financial Officer, a Shareholder's Meeting will be immediately called for the election of a replacement. -----

ARTICLE 21 - The Board of Executive Officers shall ensure the faithful compliance with the provisions of these Articles of Incorporation shall meet whenever convened by the Chief Executive Officer or, in their absence, by the Administrative-Financial Officer. -----

ARTICLE 22 - The meetings of the Board of Executive Officers will be held with the presence of the majority of the Officer, and their resolutions, as a collegiate body, will be taken by the majority of the votes, not counting blank votes, and the Chief Executive Officer shall have the tie-breaking vote, pursuant to Article 18, vii, of these Articles of Incorporation. -----



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Translation No. 12-16209-B

ARTICLE 23 - The Association will be represented in court and out of court, in any acts that create or relieve third parties of obligations, respecting the following order: -----

- (i) by the Chief Executive Officer, individually; -
- (ii) by 02 (two) any Officers, jointly; -----
- (iii) by any 01 (one) Officer together with 01(one) attorney-in-fact -----

constituted pursuant to Article 24 of these Articles of Incorporation; and -----

- (iv) by attorneys duly appointed by the Chief Executive Officer and/or by the Administrative-Financial Officer, pursuant to Paragraph Three of Article 16 of these Articles of Incorporation. ----

ARTICLE 24 - The provisions of Article 23, above, shall not be applied in the following cases: -----

- (i) The signature of any contracts, documents, checks, securities and payment orders on behalf of the Association, shall be the responsibility of 02 (two) Officers, one of whom must be the Chief Executive Officer or the Administrative-Financial Officer; and -----

- (ii)The powers of attorney granted by the



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Translation No. 12-16209-B

Association must be signed by 02 (two) Officer, one of whom must be the Chief Executive Officer or the Administrative-Financial Officer. -----

Paragraph One - The powers of attorney mentioned in item (ii) of this article above, shall precisely and completely define the powers granted and the term of office, which, with the exception of powers of attorney granted to represent the Association in legal proceedings, may not exceed a period of 01 (one) year, delegation of powers being prohibited.-

Paragraph Two - The powers of attorney referred to in item (ii) of this article above, may also be signed by the attorneys-in-fact duly constituted by the Chief Executive Officer and/or the Administrative-Financial Officers, pursuant to Paragraph Three of Article 16 of these Articles of Incorporation. -----

CHAPTER VII - ADVISORY COUNCIL -----

ARTICLE 25 - The Association will have an Advisory Council made up of up to 9 (nine) members, elected by the Shareholder's Meeting, under the terms of Article 13, (ii), of these Articles of Incorporation, with a term of office of 4 (four)



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Translation No. 12-16209-B

years, with re-appointment permitted. -----

Paragraph One - In case of vacancy of any position on the Advisory Council, it will remain vacant until the election of the substitute by the Shareholder's Meeting, except upon any member's removal, the number of directors is less than 3 (three) members, in which case the Shareholder's Meeting must be immediately convened to resolve on the recompositing of the Council. -----

ARTIGO 26 - It is incumbent upon the Advisory Council to give an opinion, when requested by the Board of Executive Officers or the Deliberative Council, on the Association's guidelines and policies, as well as on the programming of its activities. -----

ARTICLE 27 - The meetings of the Advisory Council will be called by any of its members, at any time, being mandatory to call a meeting when requested by the Board of Executive Officers. -----

Sole Paragraph - The meetings of the Advisory Council will be held with the presence of the absolute majority of the Directors and the resolutions will be taken by the absolute majority



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Translation No. 12-16209-B

of the votes, not counting the blank votes, under the work of the Chairman and Secretary who are the Directors appointed by the other members, at the beginning of the meeting. -----

CHAPTER VII - DELIBERATIVE COUNCIL -----

ARTICLE 28 - The Deliberative Council is made up of at least 3 (three) members, elected by the Shareholder's Meeting, pursuant to Article 13, (ii), of these Articles of Incorporation, with a term of office of 4 (four) years, which will be extended until the tenure of the substitutes, with reappointment permitted, -----

Paragraph One - The Deliberative Council will be chaired by one of its members, appointed by the Chief Executive Officer and elected by the Shareholder's Meeting. -----

Second Paragraph - In the event of a vacancy in the Deliberative Council, except for the position of Chairman of the Deliberative Council, the position may remain vacant until the election of the substitute by the Shareholder's Meeting, except when, upon any member's removal, the number of members is less than 3 (three) members, in which



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case the Shareholder's Meeting must be immediately convened to resolve on the recomposition of the Deliberative Council -----

ARTICLE 29 - The Deliberative Council is responsible for: -----

(i) approving the Association's biannual or annual budget and plan of activities; -----

(ii) approving the Association's Internal Regulations and other projects or themes, submitted to its board, that may be necessary; -----

(iii) excluding, pursuant to article 9, and license associates; -----

(iv) reinstating associates who have been excluded;

(v) approving the sale of any real estate or the creation of any encumbrances thereon; -----

(vi) approving the opening or closing of branches and other establishments of the Association; -----

(vii) approving the hiring of the independent external auditing company responsible for auditing and issuing an opinion on the Association's annual financial statements; -----

(viii) approving the creation of internal committees of the Association, as well as



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appointing and designating the members of the Advisory Council that will compose them and approve their internal regulations, including, but not limited to (a) the Investment Committee; (b) Sustainability Committee; and (c) Culture and People Committee; and -----

(ix) resolving, together with the Board of Executive Officers, on cases not covered by these Articles of Incorporation. -----

Paragraph One - The meetings of the Deliberative Council will be called by the Chairman of the Council, at any time, being mandatory to call a meeting when requested by the Board of Executive Officers. -----

Paragraph Two - The meetings of the Deliberative Council will be conducted by the Chairman of the Council, who will choose one of its members to act as secretary. In case of absence of the Chairman, the other members of the Deliberative Council will appoint one of the other directors as Chairman ad hoc. -----

Paragraph Three - The Deliberative Council will meet, in ordinary session, every 06 (six) months,



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Translation No. 12-16209-B

and, extraordinarily, when called by the Chairman.-

Paragraph Four - The resolutions of the Deliberative Council will be taken by the majority of votes of the Directors present, everything being drawn up the competent minutes. -----

ARTICLE 30 - The Deliberative Council's Chairman is responsible for: -----

(i) conducting the activities of the Deliberative Council always in accordance with the provisions of these Articles of Incorporation and in accordance with the principles of best corporate governance practices; -----

(ii) establishing objectives, plans and work programs of the Deliberative Council; -----

(iii) assigning responsibilities and deadlines for the other directors to fulfill their respective tasks; -----

(iv) chairing the meetings of the Deliberative Council, pursuant to Paragraph Two of Article 29 of these Articles of Incorporation; -----

(v) timely organizing the agenda of meetings of the Deliberative Council; -----

(vi) forwarding, at least 5 (five) days in advance,



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Translation No. 12-16209-B

support materials that support the decision-making of the directors, ensuring that such materials contain the information necessary for the performance of the other directors; -----

(vii) coordinating the preparation of the minutes of the Deliberative Council's meeting and their registration with the Civil Registry of Legal Entities; and -----

(viii) guiding and promoting the integration of new directors. -----

ARTICLE 31 - The members of the Deliberative Council will act in accordance with the following guidelines: -----

(i) responsible participation in the Council meetings, carrying out the tasks ----- to which they have been tasked, preparing for meetings, debating, expressing their opinions and supporting the collective decision as legitimate;

(ii) acting in accordance with the interests of the Association and in respect of their respective fiduciary duties; -----

(iii) acting proactively and responsibly in favor of the group's behavior and productivity,



Maria Vitória Rosa da Silva
Sworn Public Translator and Commercial Interpreter
Portuguese-English

Registry at Junta Comercial do Estado do Rio de Janeiro No. 208
 Av. Almirante Barroso, 63/1117 - Centro - RJ - CEP: 20031-913
 Phone: (55 21) 3553-0883- litero@litero.com.br



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respecting differences, and encouraging a plurality of opinions for better decision-making; -----

(iv) preventing the Deliberative Council from abstaining from addressing complex issues ----- encouraging the debate of challenging issues; -----

(v) informing the Chairman of the Deliberative Council when he/she wishes to contact members of the other administrative bodies of the Association for any clarification. -----

ARTICLE 32 - The committees referred to in Article 29, viii, of these Articles of Incorporation, aim to implement good environmental, social, and corporate governance practices in the Association, and they must always dialogue with the Deliberative Council and with the Board of Executive Officers. -

Paragraph One - The Committees referred to in the heading provisions of this article shall be composed of the members of the Advisory Council appointed at a meeting of the Deliberative Council duly convened for this purpose, pursuant to Article 29, viii of these Articles of Incorporation. -----

Paragraph Two - The Investment Committee is responsible for: -----



Maria Vitória Rosa da Silva
Sworn Public Translator and Commercial Interpreter
Portuguese-English

Registry at Junta Comercial do Estado do Rio de Janeiro No. 208
 Av. Almirante Barroso, 63/1117 – Centro – RJ – CEP: 20031-913
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- (i) following the budget guidelines and improving the profitability of the financial investments made by the Association; -----
- (ii) evaluating investment opportunities that may be beneficial to the Association; -----
- (iii) advising the Board of Executive Officers and the Deliberative Council in the formulation of policies for the management of the Association's resources; -----
- (iv) watching over the execution of the economic-financial programming of the Association's assets;
- (v) monitoring the performance of the Association's investment portfolio, in accordance with the objectives established by the Association's annual investment policy and with the relevant legislation in force -----
- (vi) evaluating proposals, submitting to the Executive Board of Officers and the Deliberative Council; -----
- (vii) analyzing the macroeconomic scenarios, observing the possible effects on the Association's assets; -----
- (viii) proposing investment strategies for a given



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Sworn Public Translator and Commercial Interpreter
Portuguese-English

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period and reassessing the strategies as a result of relevant conjunctural facts; -----

(ix) providing subsidies for the preparation or alteration of an investment policy; -----

(x) proposing investments and redemptions, observing the legal limits of each investment; and-

(xi) monitoring the implementation of the investment policy. -----

Paragraph Three - The Sustainability Committee is responsible for: -----

(i) advising the Association's Board of Executive Officers and Deliberative Council in all aspects related to sustainability; -----

(ii) monitoring and leading the organization's performance of protective measures to the environment, applying them to the Association's internal processes, in order to adopt more sustainable procedures; -----

(iii) suggesting new protective measures for the environment; -----

(iv) analyzing, addressing and bringing to the Board of Executive Officers and the Deliberative Council matters that represent risks or have a



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Sworn Public Translator and Commercial Interpreter
Portuguese-English

Registry at Junta Comercial do Estado do Rio de Janeiro No. 208
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Translation No. 12-16209-B

direct impact on the Association's performance and on the relationship with associates, employees, donors and other contributors; -----

(v) preserving and encouraging the Association to have a positive image in relation to sustainable practices, both for associates and employees, as well as for donors and other contributors; -----

(vi) leading actions and engagement campaigns for associates and employees, as well as for donors and other contributors; -----

(vii) participating in the formulation of the Association's strategic planning, ensuring the inclusion of corporate responsibility in the management of the Association, in its development; -

(viii) stimulating innovations in the Association's modus operandi in relation to the environment, always focusing on sustainability; -----

(ix) periodically evaluating the Association's performance in matters related to the sustainability of the Association's operations; ---

(x) ensuring that the Association is carrying out its strategies in a sustainable way, so that the Association contributes to the development of the



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Sworn Public Translator and Commercial Interpreter
Portuguese-English

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society in which it is inserted; and -----

(xi) promoting an internal environment of awareness about sustainability and social innovation. -----

Paragraph Four - The Culture and People Committee is responsible for: -----

(i) monitoring the evolution of the organization in terms of performance evaluation systems and programs for the development of the Association's staff; -----

(ii) evaluating and recommending policies and/or practices for (a) compensation; (b) recruitment and appointment, including criteria for admission and exclusion of associates and employees; and (c) evaluation of performance and engagement of associates and employees; -----

(iii) assisting the development and integration of new associates and employees in the Association; --

(iv) valuing for the organizational development of the Association and its associates and employees; -

(v) monitoring the new and current policies related to the Association's people, culture and governance issues; -----

(vi) monitoring topics related to culture, climate



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Sworn Public Translator and Commercial Interpreter
Portuguese-English

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Translation No. 12-16209-B

and people engagement; -----

(vii) supporting in the preparation of the review of the evaluation process of the Association's associates and employees; -----

(viii) examining the Association's organizational structure and recommend adjustments, required by the strategic business and management guidelines; -

(ix) assisting in situations reported in the Association's integrity channel; -----

(x) determining, when required, the adoption of the necessary measures, by issuing a formal opinion to the areas involved; and -----

(xi) ensuring that infractions and violations are followed by applicable disciplinary measures, regardless of the hierarchical level, will prejudice the applicable legal penalties. -----

CHAPTER IX - AUDIT COMMITTEE -----

ARTICLE 33 - The Association will have an Audit Committee, which will be composed of 3 (three) effective members, elected by the Shareholder's Meeting, with a term of office of 4 (four) years, and may be reappointed. -----

Sole Paragraph - In case of vacancy of any of the



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Sworn Public Translator and Commercial Interpreter
Portuguese-English

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members of the Audit Committee, it will be promptly replaced by the election of a substitute at a Shareholder's Meeting specifically called to resolve on the recomposition of the Committee. ----

ARTICLE 34 - The Audit Committee is responsible for: -----

(i) supervising the acts of the management, by any of its members, and verifying the fulfillment of their legal and statutory duties, and the mission, vision, values, and purpose of the Association: ---

(ii) reporting, in the form of an opinion, on legal and tax issues that may affect the reputation or the financial area of the Association; -----

(iii) reporting, in the form of an opinion, on accounting procedures and standards that may affect the reputation or the financial area of the Association; -----

(iv) reporting, in the form of an opinion, on the balance sheets and financial performance reports of the Association, guiding the Shareholder's Meeting;

(v) monitoring the work of any independent external auditors and issue an opinion on them at the Shareholder's Meeting; -----



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(vi) denouncing, by any of its members, any errors, fraud or crimes they discover, and demand measures from the Deliberative Council; -----

(vii) calling a Shareholder's Meeting when deemed necessary, pursuant to Article 14, Paragraph One of these Articles of Incorporation. -----

CHAPTER X - REVENUES AND EQUITY -----

ARTICLE 35 - The Association's income to maintain its institutional purposes are: -----

- (i) the contributions of associates, -----
- (ii) subsidies and aids intended for it through donations, legacies, inheritances, assignment of rights, assignment of credits, agreements, or by any individuals or legal entities, public or private, national, or foreign; and -----

(iii) income from its investments, services and the management of its assets in general; -----

ARTICLE 36 - The Association's assets consist of real estate, furniture, which it has or will have, income, interest, contributions, currency on deposit or invested in a fixed or variable income fund, legacies, inheritances, donations, subsidies, aid, balances determined in balance sheets, or the



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acquisitions that may be made, vehicles, shares, public or private debt securities, as well as other income credited in its name, provided that it is under registration and accounting. -----

CHAPTER XI - DISSOLUTION -----

ARTICLE 37 - In addition to the cases provided for in the applicable legislation, if the impossibility or unfeasibility of the continuity of the Association's activities is verified, it may be dissolved by resolution of 75% (seventy-five per corner) of the members of the Special Shareholder's Meeting, specially convened for this purpose. -----

Sole Paragraph - In the event of dissolution or extinction of the Association, any remaining assets, after all liabilities have been settled, and conditional donations are respected, will be destined (i) to a similar entity that has an unblemished reputation and has a market practice of at least 25 (twenty belt) years; or (ii) the body that replaces it; or (iii) to a public entity, at the discretion of the Association's Special Meeting. -----

CHAPTER XII - RENDERING OF ACCOUNTS -----



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Portuguese-English

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ARTICLE 38 - The Association will publicize, by any effective means, at the end of the fiscal year, the activity report, and the financial statements, making them available for examination by any citizen. -----

ARTICLE 39 - To ensure transparency in the application of resources, the Association shall: --

(i) observe the fundamental principles of accounting and the Brazilian Accounting Standards, committing to keep the bookkeeping of their income and expenses in books covered with formalities capable of ensuring their accuracy; and -----

(ii) account for all resources and goods of public origin received by the Association, as determined by Paragraph One of article 70 of the Federal Constitution. -----

ARTICLE 40 - The Association's annual financial statements will be audited by an independent external audit firm hired by the Board of Executive Officers, as approved by the Deliberative Council.-

CHAPTER XIII - GENERAL PROVISIONS -----

ARTICLE 41 - Associates shall not be jointly or severally liable, directly, or indirectly, for the



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Sworn Public Translator and Commercial Interpreter
Portuguese-English**

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obligations of the Association, and reciprocal rights and obligations shall not exist between associates. -----

ARTICLE 42 - The Association will not participate in any activities of a political-party or religious nature, being expressly forbidden to receive any contribution that results from activities of a political-party nature. -----

ARTICLE 43 - The Association will not distribute to its associates, officers, directors, employees, contributors, or employees any operating surpluses, gross or net, dividends, bonuses, shares, or portions of its equity, which will be fully invested in the achievement of its corporate purpose. -----

ARTICLE 44 - The Association will provide, annually, with integral free services to any needy people and/or who are in a state of self-declared need, in an amount never less than the amounts accounted for as employer's social security exemption in the year, even if it reaches this objective when during the following fiscal year, if the inflow of amounts in the 4th quarter of the



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Translation No. 12-16209-B

year exceeds the amount of income in the first six months of the same fiscal year. -----

ARTICLE 45 - If the Association receives subsidies or donations, it undertakes to apply them to the purposes to which they are linked, within its institutional objectives. -----

ARTICLE 46 - Cases not covered by these articles of incorporation will be decided by the Board of Executive Officers in a joint meeting with the Deliberative Council. -----

ARTICLE 47 - The fiscal year will begin on January 1st and end on December 31st of each year. -----

ARTICLE 48 - These articles of incorporation, approved at the Shareholder's Meeting of Incorporation of the Association, is effective from its registration in the Civil Registry of Legal Entities of Rio de Janeiro. -----

Document III read at the Shareholder's Meeting --- held on May 7, 2021 -----

DocuSigned by: -----

[There appeared electronic signature] -----

ROSA CELIA PIMENTEL BARBOSA -----

Chairman of the Meeting, CEO -----



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and Associate -----

DocuSigned by: -----

[There appeared electronic signature] -----

DÉA MARIA LESSA BACKHEUSER -----

Secretary of the Meeting, member of the -----

Advisory Council and Associate -----

[There appeared the seal of the Notary Office of Rio de Janeiro under the no. EDTD 63295 SEC, on date 08/11/2021, signed by Rodolfo P. de Moraes, the Clerk] -----

[There appeared a QR Code] -----

[There appeared initials on all pages of the original] -----

[Translator's note: Only the information deemed relevant to the document has been translated. Blank spaces have been disregarded] -----



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This was the full text of said document. -----

Given under my hand on April 26, 2022, in Rio de Janeiro. -----



Maria Vitória Rosa da Silva

