

Constitution of the APC (translated from the original Spanish)

AMENDED BYLAWS OF THE ASSOCIATION OF OWNERS OF COSTAMBAR (APC)

Non-Profit Association

Reformed in accordance with Law 122-05 and the regulations of Decree 40-08. Approved in an Extraordinary Assembly held on the first day (01) of the month October 2020, at Calle Cristobal Colon number 53 of the sector Costambar, from the Municipality of Puerto Plata, Dominican Republic.

Preamble

The president of the Dominican Republic, granted for the benefit of the incorporation to the Homeowners Association in Costambar under the order Executive No. 520 through decree No. 3540. Dated 12-13-1985, since During that time, APC has worked to improve the common interests of the Owners in Costambar, a tourist area in Puerto Plata, created by Presidential Decree No. 2125 dated April 3, 1972.

Its adaptation to Law 122-05 and change in the Name (APC), happened in 2011, from the which originated the resolution number 027-10-2011. Costa de Ambar, SA, is a commercial company, incorporated under the laws of the Dominican Republic, and owners of land in this Tourist Zone of Costambar, Sold plot under contracts where the buyer is obliged to pay a monthly maintenance fee to Costambar Maintenance Servicio, SA, or whoever is succeeding for the supply services of water, garbage and waste collection, surveillance and cleaning in general. This Company, this maintenance company stopped supplying the services described in September 1998, the Homeowners Association in Costambar, Inc., was forced to replace this company and continues to supply the services, since September 15, 1998, APC has provided and managed this type of services to the owners and businesses of Costambar and charged a monthly Maintenance Fee to cover the costs of the services without any pecuniary benefit.

Today through Extraordinary Assembly we are Modifying, and adding new articles the Statutes Pure and simple, to continue working on the improvement of the common interests of the Owners of Costambar, as well update and go to the compa of the new times.

APC will continue to provide and manage various types of services under the Modified and Reformed Statutes in accordance with Law 122-05 and the Decree 40-08.

CHAPTER I

NAME, ADDRESS, TERRITORIAL SCOPE AND DURATION

ARTICLE 1. NAME:

ASSOCIATION OF OWNERS OF COSTAMBAR. (APC).

ARTICLE 1.1 : ON THE SEAL:

ASSOCIATION OF OWNERS OF COSTAMBAR. (APC), you will use a circular, rubber or dry stamp with the following inscriptions:

ASSOCIATION OF OWNERS OF COSTAMBAR. (APC), which will be stamped on all documents that emanate from it; also in all the minutes, invoices, announcements, publications, letterheads and other printed documents emanating from the Association.

ARTICLE 2.- ADDRESS:

The Association is domiciled at Calle Cristobal Colon number 53, del Costambar sector, Municipality of Puerto Plata, Dominican Republic. However, said address may be changed by decision of the Assembly Extraordinary.

The Board of Directors may also establish new headquarters in the places that it deems convenient.

ARTICLE 3. TERRITORIAL SCOPE:

APC will carry out its activities mainly in the tourist area of Costambar Originally in parcel 215, cadastral district 9 located in the Municipality of San Felipe, Province of Puerto Plata, Dominican Republic, whose limits are roughly defined by the Atlantic Ocean in the north and east Cofresi in the west and old road to Maggiolo in the south

PARAGRAPH: With its own legal personality, and with full capacity for fulfillment of its purposes. The Association is governed by these Statutes, regulations and manuals issued by the assemblies, under the protection of the Dominican Constitution, applicable Laws and Regulations. Also the Association may be appointed by **(APC)**.

ARTICLE 4. DURATION. ASSOCIATION OF OWNERS OF COSTAMBAR. (APC).

It will have an indefinite duration, it may be dissolved from in accordance with the procedure established in the Bylaws and

the Dominican laws.

CHAPTER II

MISSION, GENERAL AND SPECIFIC OBJECTIVES

ARTICLE 5.- MISSION.

APC's main mission is to promote the common interests of the owners in Costambar and create solidarity between them. To meet this mission. APC, can manage and present services to the community of Costambar to improve the quality of life, the environment, common security and any other service that the owners wish, these services can be presented in liaison with the Municipal authorities of Puerto Plata, as long as these are in the mutual interest of both parties. Too APC, will be the main body to represent the owners in Costambar in front of the governing bodies, Municipal authorities and companies that supply services such as electricity, drinking water to Costambar.

Paragraph 1. ASSOCIATION OF OWNERS OF COSTAMBAR. (APC), has by mission to offer creative and sustainable solutions to achieve well-being of its members and protection of the Urbanization, meaning that constitutes, to seek the common good of its neighbors, interpreting this as the desire of its members for order to prevail both in the civic as in urban planning.

Paragraph 2. Likewise, the purpose of the Association to protect and highlight the natural values within the area of urbanization. Each member of **the ASSOCIATION OF OWNERS OF COSTAMBAR. (APC)**, is obliged to share the same vision and mission.

5.1. GENERAL OBJECTIVE

The general objective of the **ASSOCIATION OF OWNERS OF COSTAMBAR. (APC)**, It is the improvement of infrastructure and conditions of coexistence in urbanization, promoting environmental sustainability environment and development, promotion and implementation of actions that involve to the development, good living and improvement of the Urbanization in general and their habitants.

5.2. SPECIFIC OBJECTIVES

- a)** Organize and unite the residents that make up the Urbanization "**ASSOCIATION OF OWNERS OF COSTAMBAR. (APC)**", located at Costambar, Puerto Plata Province, Dominican Republic.
- b)** Ensure the good organization of the Urbanization in all its aspects, without exception, especially by establishing a Regulation of rules of coexistence and for the good condition and operation of its infrastructures and services.
- c)** Take care of the conservation and good maintenance of the Urbanization in general, contributing to cleanliness, beautification, panoramic view, the appearance and environment.
- d)** Caring for and Managing Properties that are abandoned by their owners, contributing to the preservation of the Right to Property.
- e)** Ensure the good conservation of its green areas, common areas and the Real Estate properties of its Members.
- f)** To stimulate the spirit of good neighborliness among the inhabitants trying to the individual actions of each member do not prevent or restrict or hinder the rights of others.
- g)** Issue the internal regulations necessary to complete these statutes protect from the hands of third parties the entire territory of Costambar including all its improvements.
- h)** Cooperate in the defense of the interests of its members and carry out the functions necessary to fulfill its mission.
- i)** Promote friendly solutions to difficulties that arise between the Association and its members, among members among themselves, and among the Association or its members with respect to third parties.
- j)** In general, carry out any other tender activity with similar objectives to those established in these statutes, oriented to the common benefit, and that the enumeration of this article is not restrictive, however, it is understood that the Association cannot carry out any activity which is in contradiction with its character of Association Without Purposes of Profit.
- k)** Promote and develop any type of project linked to its objectives

CHAPTER III

INTEGRATION, CLASSES OF MEMBERS, RIGHT AND DUTIES

ARTICLE 6.- INTEGRATION:

Any person or persons who own a property or business located within de los limits de Costambar is a member of the association. This right to be member is without distinction of sex, age, religion or country of origin of the person. If the title to the property is in the name of a company, a representative appointed by the company to be the member of the association. No there are no other requirements for membership in APC.

ARTICLE 6.1 CLASSES OF MEMBERS:

The Association will have four types or categories of members, which are:

a) Founding Members; b) Associate Members; c) Collaborators; d) Honorary Members.

A. Founding Members.- They are all the members of the Association who participated in the Constitutive General Assembly, who have voice and vote, and have signed the statutes and provisions of the entity.

B. Associate Members.- They are all the members of the Association who have voice and vote, who sign the statutes and provisions of the entity.

C. Collaborators.- They are the legal or physical persons related to the Association, which through cooperation or assistance agreements or agreements or by simple adhesion, they express a manifest interest to collaborate and, after acceptance in accordance with the statutes, contribute to the financial support of the entity. They have the right to speak at all matters under discussion. To be accepted as such, the unanimous vote of the Board of Directors, at the request of an interested party or proposal of any of the members of the Association.

D. Honorary Members.- They are the legal or physical persons who, due to their Contributions to the sector are recognized by the entity with this status, to proposal of the Board of Directors, for such condition. Said category represents only an honor conferred by the Association, which may be withdrawn by decision of the simple majority of all the partners, in in the event that the Honorary Member becomes unworthy of holding such distinction. They have the right to speak only.

Paragraph 1.- Application for membership. A person interested in being a member of this Association must:

a) Demonstrate that it is a resident within the scope of "COSTAMBAR" by means of the deposit of a copy of the Duplicate of the Owner of the Certificate of Title corresponding or a lease.

b) Show interest in joining the Association and submit an application for written to the Board of Directors.

c) Sign your adherence to the statutes of the Association and its regulations, as well as the resolutions approved by the Assemblies of the members.

d) As soon as a natural or legal person begins Living in Costambar, be it as Owner or Tenant is a member of the **ASSOCIATION OF OWNERS OF COSTAMBAR. (APC).**

Paragraph: 2.- Exceptionally, the General Assembly may appoint as honorary members, without having to meet the requirements of admission, individuals who have distinguished themselves by their contributions to the Association.

ARTICLE 6.2: LOSS OF MEMBER QUALITY.

Membership is lost by resolution adopted by the majority simple of the members of the Board of Directors justified in the following reasons:

a) By disciplinary sanction decided by the Board of Directors.

b) For having failed to pay the installments corresponding to three years in a row.

c) Resign voluntarily at any time

d) Due to the death of the Member

Paragraph: Membership will be lost by right, in case of dissolution or resignation of a member organization.

ARTICLE 7. MEMBER RIGHTS:

A. RIGHTS

a) participate in the activities of APC and in the management bodies and representation, to exercise the right to vote, as well as to attend the general assembly and APC meetings.

- b) Receive all the services offered by APC.
- c) Being infamous about the composition of the governing bodies and APC representative, your account statement and the development of your activities.
- d) Access all the public documentation of APC, through the organs management and representation of APC.
- e) Be heard prior to the adoption of disciplinary measures against the member and be informed of the facts that give rise to such measures, with due motivation of the agreement that, if applicable, imposes the sanction.
- f) Challenge before the courts the agreements of the APC bodies that are deemed contrary to law or statutes.
- g) Attend and participate with voice and vote in the Ordinary Assemblies and Extraordinary activities of the Association, as well as attending other activities and events that it sponsors or encourages;
- h) Submit any matter to the Ordinary Assembly or to the Board of Directors whose consideration is relevant in terms of full compliance with the purposes of the entity;
- i) To be able to elect and be elected to any of the management positions;
- j) Receive the publications that are published and all the benefits established as a member;
- k) Convene the General Assembly in the manner established in these statutes, as well as to exercise the vigilance of the interests of the Association;
- l) Request information from the Board of Directors on the management of funds from The Association;
- m) Participate in all the acts of the Association, be they of interests social, cultural, educational, scientific, sporting and other activities regardless of its nature;
- n) Receive all possible legal and moral support for any type of aggression or injustice; after verification that it was always carried out during his performance in the defense of the interests of the Association
- o) Members can only exercise these rights if they are up to date with the payment of their fees.
- p) Members automatically cease to be members of the **ASSOCIATION OF OWNERS OF COSTAMBAR. (APC)**, after sell their properties and pay off any debt owed to the Association
-
- q) Maintenance payments are for the Properties, not for the People.

B. Duties:

- a) Fulfill the purposes of APC and collaborate to achieve the themselves.
- b) Faithfully pay maintenance fees and other contributions that, in accordance with the statutes and decisions made by the assembly Generally, it corresponds to the owner in Costambar.
- c) Fulfill the rest of the obligations that result from the provisions statutory and / or decisions taken by the general assembly and by APC's board of directors.
- d) Abide by and comply with the agreements validly adopted by the bodies of management and representation of APC.
- e) Faithfully comply with these Statutes, the Regulations and the resolutions approved by the Assembly.
- F) Contribute with the other members of the Association in order to achieve the faithful fulfillment of its objectives and these statutes.
- g) To punctually attend the sessions of the General Assembly, the meeting Board and commissions, when they are part of them.
- h) Observe good behavior and maintain a harmonious relationship with other members.
- i) Pay promptly in the manner and under the conditions established by the General Assembly, contributions to defray the expenses of the Urbanization is a member.
- j) Cooperate with the procedures, plans and projects that La Association fully complying with the functions, tasks and tasks

that are assigned by the Board of Directors.

k) Actively participate in the activities organized by the Association according to the highest rules of respect, loyalty, cooperation and fellowship with associates.

l) Cooperate so that the Association fulfills its aims and purposes.

m) Respect the Bylaws and Regulations, ensure the good administration of the Association's funds.

n) Cooperate in the activities of any kind that the Association celebrates in order to fulfill its objectives and mission.

o) Faithfully pay maintenance fees and other contributions that, in accordance with the statutes and decisions made by the assembly Generally, it corresponds to the owner in Costambar.

p) Comply with the rest of the obligations resulting from the provisions statutory and / or decisions taken by the general assembly and by APC's board of directors.

q) Abide by and comply with the agreements validly adopted by the bodies of management and representation of APC.

C. Voluntary resignations:

The member has the right to voluntarily resign at any time moment his membership in APC in accordance with article 31 of decree 40-08.

D. Other conditions:

a) All APC members shall have the same rights and duties without distinction of race, sex, age, ethnic origin, or religious beliefs.

b) To be part of APC's management and representation bodies, the member must be up to date on their Maintenance Accounts, and in accordance with Article 13 of Decree 40-08 must be of legal age, be in full use of civil rights, not be susceptible to any of the reasons for incompatibility established in the laws, and not be disqualified from hold such positions.

c) The owners and merchants in Costambar, whether they are members or not, have the obligation to pay the corresponding monthly maintenance fee to them if you receive the services provided by APC such as the collection of garbage and community safety.

CHAPTER IV

BOARD OF DIRECTORS

Assemblies and board of directors

ARTICLE 8: ASSEMBLIES

ARTICLE 8.1 OF THE GENERAL ASSEMBLY: The General Assembly is the Supreme body of management of the Association, made up of the associates, that adopts its agreements by the majority principle or internal democracy and it must meet at least once a year. The agreements of the General Assembly will be adopted by a simple majority of the people present or represented, which will result when the votes affirmative or in favor outweigh the negative or against.

ARTICLE 8.2: ON DELIBERATIONS: The General Assembly will adopt its resolutions by simple majority, that is, half plus one of the present, however, a qualified majority of the persons will be required present or represented, which will result when the affirmative votes exceed half of the enrollment of the associates that make up the Association. The agreements relating to the disposition or alienation of assets, the Modification of the Statutes and dissolution of the Association will require the favorable vote of three-fourths (3/4) of the active members, specifically convened for this purpose, it must be registered in the term of (1) month and will only produce effect for third parties, since has proceeded to its registration in the corresponding registry.

ARTICLE 8.3: PARTICIPATION OF MEMBERS. All the members have the obligation and right to participate and vote in all sessions of the General Assemblies, either personally or through a representative who may or may not be a member of the Association.

Paragraph I: Each member will have the right to One (1) vote; The owners of apartments or commercial premises will have the same voting rights.

Paragraph II: In the case of Associations or Companies that are members only has the right to vote, the President, Secretary and Treasurer to one Vote per head.

ARTICLE 8.4: OF THE TYPES OF GENERAL ASSEMBLIES:

The General Assembly may meet in Ordinary or Extraordinarily.

Paragraph 1: - Directive. The board of directors of the General Assemblies will be composed of a President and a Secretary. The presidency corresponds to right to the President of the Board of Directors, and in his absence to the Vice president. In the absence of both, the oldest member participates in the Assembly will preside over it. The secretary of the Board of Directors will be in charge of the function of Secretary of the Assembly; in his absence the The President of the Assembly will appoint an ad-hoc Secretary.

PROCEEDINGS. The Secretary of the Assembly shall draw up the minutes of the meeting of the Assemblies these minutes must be signed by said Secretary, as well as by the President of the Assembly and by the entire board of the association. Copies of these minutes and their extracts will be authentic when they are signed by the entire board of directors.

Paragraph 1: Minutes of every session will be drawn up and it will be kept by letter certified by the Secretary and the President or the President of the Board Directive within a term of five (5) business days of its celebration. To the start the work of the Assembly, the secretary of minutes will draw up a attendance roster signed by each and every one of the members assembly assistants.

ARTICLE 8.5: OF THE CALL:

For the call of any of the General Assemblies, whether Ordinary or Extraordinary, will be held by email to the email provided by the partners for such purposes; registered letter or by advertisement in a newspaper of national circulation made at least thirty (30) Days before the meeting. An hour after the call, if the established quorum is not complete, a second call will be made, in which the General Assembly will deliberate validly with the presence of a third of the members.

Paragraph 1.- If in a second call the third part of the members, it should proceed in this call to call for the first time, a second call will be made after a period of time of Fifteen (15) minutes and the Assembly may validly sit without another interruption with the present number of members and may take decisions valid by majority vote of those present.

ARTICLE 8.6: OF THE ORDINARY GENERAL ASSEMBLY :

They are called Ordinary, the General Assemblies whose decisions refer to facts management or administration or any event of application or interpretation of the Articles of Association of the Association.

Paragraph 1: The Ordinary General Assemblies can be, Annual, held every year and Not Annual, those held at any other time.

Paragraph 2: The Annual Ordinary General Assemblies will be held every year during the first Saturday of the month of March, at three in the afternoon (3:00 PM) at the address of the Association, without the need for a call. In case that are not carried out on that date, they will be called by the Board Directive. In need of a convocation.

Paragraph 3: The presidency or direction of the Association or its Board of Directors must present annually to the annual ordinary general assembly of partners, a detailed report of their work, accompanied by the financial statement of income and expenses during the year, as well as of the budgets for the following year.

ARTICLE 8.7: ATTRIBUTIONS:

These are attributions of the General Assembly Ordinary and Electionary.

- a) Receive and know annually, the annual report of the Board of Directors and the financial statements of the Foundation and approve them if necessary.
- b) Elect the members of the Board of Directors, for a period of Two (2) years.
- c) Elect the Accounts Commissioner for a period of Two (2) years.
- d) Approve the annual work plan of the Association.
- e) Know and decide on all matters submitted by the Board or by some of the active members.
- f) Approve the contribution fees of the members for the Sustaining the Urbanization.
- g) Approve any type of contract that will be signed by the Association whose value exceeds the amount of One Hundred Thousand pesos (RD \$ 100,000.00).
- h) Authorize the contracting of loans. Opening, closing, managing bank accounts.

- i) Authorize the sale, transfer, exchange or encumbrance of the assets of The Association.
- j) Approve the internal operating regulations that it considers necessary for the smooth running of the same, provided that no They are in line with what these Statutes provide.
- k) Resolve any other matter that is within its competence.

ARTICLE 8.8: EXTRAORDINARY GENERAL ASSEMBLY:

It called Extraordinary Assemblies, the General Assemblies whose Decisions' fall on the introduction of any modification in the Articles of Association of the Association. It will be called by the Board of Directors, by the President or by two-thirds of the members assets. The Extraordinary Assembly will be held at the place, date and time established by the Board of Directors or the convening body and will have the following attributions.

ARTICLE 8.9: EXTRAORDINARY ASSEMBLY ATTRIBUTIONS:

- a) Know and deliberate on possible statutory modifications and the objectives of this institution, as well as to say about the dissolution, change of nature, name or any other matter that implies modify these Statutes, also, on the sale to any title to the assets constituting the patrimony of the Association
- b) Be aware of any other matter that is not within the competence of the Ordinary general meeting.

Paragraph 1: To learn about the dissolution of the Association, you must An Extraordinary Assembly be called for that purpose and they must be present at least half of the active members and alone will be approved with the favorable vote of three-fourths (3/4) of the partners assets.

Paragraph 2: The convocation of the Extraordinary Assembly will be made by the President and Secretary General on behalf and / or by mandate of the Board Directive.

ARTICLE 9.- BOARD OF DIRECTORS:

The Board of Directors is the management and representation body that will manage and will represent the interests of the Association, in accordance with the provisions and directives of the General Assembly. They can only take part of the same the partners or representatives, members or manager of the people members of the Association and will never have a life nature. It will be made up of an odd number of members, 50 plus one. Decide for Simple majority of votes, except in cases where the statutes provide unanimity.

Directive formed:

- a, President.
- b. Vice president.
- c. Secretary.
- d. Treasurer.
- e. Two Vocals
- f. Accounts Commissioner

Paragraph 1: The Board of Directors will validly section with the presence of the majority of managers and decisions will be made by a simple majority of the people that is here.

ARTICLE 9.1: ELECTION OF MEMBERS:

The members of the Board Board of Directors will be elected for two (2) years by the Ordinary General Assembly, at the proposal of any of the active members. The Board of Directors will act validly even after the expiration of the period for which is elected, when for any reason the substitutes or when those assigned have not taken possession of their positions. The General Assembly will also have to appoint an Accounts Commissioner for Two (2) years. To elect a substitute for the External Auditor disabled or reluctant, the Assembly will be led by the oldest member, if two or more coincide, it will be chosen at random by extracting a name from a bag or closed device.

Paragraph 1.- For the election of the Board of Directors, up to three full candidate proposals, specifying individual positions; Voters will vote with the position over which has had the majority votes, in case of a tie, the names of the candidates will be placed in a bag and took one out at random.

Paragraph 2- The disciplinary regulations will determine serious offenses and in case that a member of the Board of Directors, the Commissioner Accounts will weigh the seriousness of the imputation; if you think you have sufficient support, will integrate and preside over a Disciplinary Committee together with four (4) associate members, following the same procedure described ut supra.

Paragraph 3.- No member of the board will hold two positions, if for any reason they cease to be a member, the one that is lacking will be chosen through extraordinary assembly, so that the incomplete period ends.

Paragraph 4: - The consecutive reelection to the same managerial position for a single additional term.

Paragraph 5: The members of the Board of Directors may be re-elected in the same or different charge for one more period if they wish and this right ceases in the next, After participating again in the normal elections and re-elections.

Paragraph 6: The members of the Board of Directors will be elected by vote secret of the partners.

Paragraph 7: To be a member of the Board of Directors it is required to have entered the Association one year before his election.

ARTICLE 9.2 MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors It will meet in Ordinary session at least one (1) time every three (3) months and Extraordinarily, as many times as the President calls it, due to his own initiative or at the request of three (3) of its members. The meetings of the Meeting will be held at the place, date and time indicated in the call. The members of the Board may attend the meetings in person or through an attorney-in-fact who is compulsorily a member of the Association and provided with a written power of attorney. Minutes will be drawn up of each meeting which will be signed by all members present. Copies or extracts of The decisions of the Board will be authentic when they are signed by the President and the Secretary of the Board of Directors. The Board of Directors is validly constituted with the presence of three (3) of its members, as long as among them is the President or whoever does its times. The agreements will be made by decision approved by the half plus one of the assisting Directors.

Paragraph 1: The members of the Board of Directors will be elected by vote secret.

Paragraph 2: No person who is a member of the Board of Directors or councils of management can receive financial remuneration for that quality, as well as that members of the Management and Representation Bodies will not be able to receive remuneration, wages or salaries, whether fixed or periodic, in function of the position they hold. However, they may receive per diem and compensation for the expenses caused by the attendance at the meetings of those or the exercise of the position, provided that the They are effective, and prior documentary justification.

ARTICLE 9.3 POWERS OF THE BOARD OF DIRECTORS:

The Powers conferred on the Board of Directors are the following:

- a) Decide on the entry of new members
- b) Be the representative, executive and management body of the Association responsible for complying with and enforcing the resolutions adopted by The general assembly.
- c) Call the Ordinary and Extraordinary General Assemblies.
- d) Prepare and present the annual work program to the General Assembly for your approval.
- e) Ensure compliance with the Statutes, Regulations and Agreements of The general assembly.
- f) Prepare and submit to the General Assembly the income budget and expenses.
- g) Appoint the working groups necessary for the full compliance of the activities.
- h) Prepare and submit to the Assembly for approval the regulations of the internal functioning of the Association that it deems necessary for the good progress of it, provided that they do not adjoin what these Statutes provide.
- i) Prepare for submission to the General Assembly the budgets of Annual expenses of the Association.
- j) Execute the projects of the Association.
- k) Authorize the President to carry out, and contracts whose value does not exceed RD \$ 100,000.00.

ARTICLE 10. FUNCTION OF THE DIRECTORS.

ARTICLE 10.1: OF THE PRESIDENT OF THE BOARD OF DIRECTORS:

They are Attributions of the President of the Board of Directors the following:

- a) Represent the Association before public powers, institutions nationals and foreigners and individuals; as well as in justice.
- b) Sign, together with the Secretary, the minutes, the summons, for the General Assemblies and for the sessions of the Board of Directors and preside the same.
- c) The Treasurer signs together with the President the checks or withdrawals that must take over the savings or checking accounts that in the name of the Association have opened.
- d) Manage the incorporation of the Association before the Attorney General General and the corresponding agencies.
- e) Prepare the agenda for the General Assembly meetings. Without However, he will be obliged to include in the agenda, all proposal that is submitted by the majority of the members, always that has been consigned in writing and delivered to him, fifteen (15) day before the celebration of the General Assembly.
- f) Collect membership fees, as well as contributions, donations and other income, issue, in addition the corresponding vouchers.
- g) Summon the Board of Directors for cases of exclusion of members, within thirty (30) days following the request that in this regard, He is directed by at least three (3) members of the Board of Directors.
- h) Sign contracts, make purchases, payments, without the need for authorization from the Board of Directors that do not entail monetary obligations charged to The Association in excess of Forty Thousand Pesos (RD \$ 40,000.00).
- i) The presidency or direction of the association, the Board of Directors, must present annually to the Ordinary General Assembly of partners, a detailed report of their work, accompanied by the financial status of the income and expenses during the year.

Paragraph 4: All movable or immovable property acquired by the association must be supplied and registered with the General Directorate of Internal Taxes, through annual forms prescribed in the Regulations, the information required therein.

ARTICLE 10.2: OF THE VICE PRESIDENT:

The functions of the Vice President are as follows:

- a) Preside over the meetings in the absence of the President.
- b) Provided that he substitutes the President, he may exercise the powers corresponding to said position.
- c) It may also exercise the powers conferred by the President, by the Board of Directors or by the General Assembly.

ARTICLE 10.3: OF THE SECRETARY:

Its functions are the following

- a) Be in charge of signing the checks together with the Treasurer, in absence of the President and Vice President with prior authorization from the Board of Directors.
- b) Represent the Association in the absence of the President and the Vice president.
- c) Safeguard the seal and the official archives of the Association including the Books of the Association.
- d) Write the minutes of the General Assemblies and the sessions of the Board of Directors and read them when appropriate.
- e) Formulate the payroll of the members attending the Assemblies General, in accordance with the Law, certify and keep them in the archives of the Association in charge.
- f) Keep a book of minutes of the General Assemblies and the sessions of the Board of Directors in which it must write and record the agreements and by minors having to issue certified copies of those minutes upon request, which will also be signed and endorsed by the President or who will take their place.
- g) Keep the Book-Registry, containing the names, profession, address and identity card and electoral card of the members of the Association
- h) Read the correspondence in the Board sessions Board of Directors and Assemblies.

- i) Write the communications agreed by the Board of Directors or the President.
- j) Sign with the President all the minutes after having been approved by the corresponding bodies.
- k) Carry out other tasks assigned by the Board of Directors.
- l) Keep a minute book, a membership record book and control of the absences justified or not, of the members of the Board of Directors.

ARTICLE 10.4: OF THE TREASURER:

The functions of the Treasurer are:

- a) Direct the economic life of the Association in accordance with the Board Directive.
- b) Guard and administer the assets of the Association and attend to its material needs.
- c) Submit to the Board of Directors, the budget for the annual exercise.
- d) Verify all budget expenses, have collections and payments already authorized by the Board of Directors and order expenses up to the limit authorized by the Board of Directors.
- e) Present to the Board of Directors the annual balance and a report on the economic progress of the Association.
- f) Collaborate with the Accounts Commissioner for the full compliance of the functions of the latter.
- g) Sign the receipts for the collection of membership fees.
- h) Sign together with the Treasurer the checks or withdrawals to be made of savings or checking accounts that in the name of the Association have opened.

ARTICLE 10.5: OF THE FIRST AND SECOND VOCAL:

The functions of the First and Second Vocals will be:

- a) Be in charge of substituting the Secretary in case of absence.
- b) It will have any other function assigned to it

ARTICLE 10.6: THE ACCOUNTS COMMISSIONER:

The Accounts Commissioner will serve for two (2) years and will have internal supervision on the economic activities of the Association. Through a report special, must offer to the Annual Ordinary General Assembly, its opinion about the form of esteem, they were administered in the last fiscal year social, the assets, funds and goods of the Association. The association will carry an accounting that allows to obtain a true image of the heritage, of the result and financial situation of the association, as well as the performed activities. The accounting must be carried out in accordance with the specific rules that are applicable to them; the accounts of the association shall be approved annually by the General Assembly.

Paragraph 1.- For the full performance of his duties, the Commissioner of Accounts will have the collaboration of the Board of Directors. After the year-end accounting close, accounts, inventory and balance sheet must be communicated to you in advance, in order to place you in conditions to adequately prepare, its opinion on the report of the Board of Directors. Without your affirmative opinion, the approval of the indicated report.

Paragraph 2: The first External Auditor will be appointed by the first General Assembly of the Association.

Paragraph 4: All movable or immovable property acquired by the association must be supplied and registered with the General Directorate of Internal Taxes, through annual forms prescribed in the Regulations, the information required therein.

PARAGRAPH 10.7 .

The Board of Directors will form a Disciplinary Committee, of which The Account Commissioner will be part of it, as well as other members and even collaborators of said association.

CHAPTER V DISSOLUTION AND GENERAL CONSIDERATIONS

ARTICLE 11.- DISSOLUTION OF THE ASSOCIATION:

In accordance with article 54 of Law 122-05, APC may be dissolved by any of the causes listed in article 22 of decree 40-08. To dissolve APC, the following requirements must be met.

- a) The APC board of directors must call an Extraordinary Assembly for such purposes.
- b) The Extraordinary Assembly shall appoint a group of three (3) members, the which will have the power to liquidate the assets of APC within a certain time determined by the Assembly itself, and comply with the legal process of dissolution of a non-profit association as established in Articles 23 to 26 of Decree 40-08.
- c) The liquidators will prepare the necessary documents for the dissolution and deposit them before the Attorney General of the Court of Appeal of Puerto Plata.
- d) Upon expiration of the term agreed by the Extraordinary Assembly, the liquidators are obliged to render accounts before an ordinary General Assembly or extraordinary summoned by the President of APC. This Assembly may agree to give the liquidators an extension of time to comply with the liquidation of APC.
- e) Having reached the term foreseen for its duration or produced one of the causes provided for this purpose in these Statutes.
- f) Express will of three quarters (3/4) of the active members.
- g) Decree of the Executive branch at the request of the Attorney General of the Republic, as it has committed itself to dedication to purposes not lawful.
- h) Definitive loss of its legal personality and of all attributes due to during the period of one (1) year, after they were suspended, without have complied with the obligations set forth in article 5 of the law 122-05.
- i) By final judicial sentence
- j) Other causes established in the laws for such purposes.

Paragraph 1 : For the dissolution of this Association, several members of the same, in order to proceed with the liquidation of the patrimony, having to decide, by majority, that another Association with similar purposes, the resulting asset must be donated. In case there is no agreement on The Association that should be benefited with the donation, the Dominican Republic will become the owner of the indicated patrimony.

ARTICLE 12. GENERAL CONSIDERATIONS.

It has not been modified, therefore it is the same as the new statutes.

- a) All expenses greater than three thousand (RD \$ 3,000.00) Dominican Pesos must be paid by check. The Board of Directors can modify this amount periodically if it deems appropriate for the best operation of the Association and taking into account inflation rates. Checks must be signed by the president and treasurer. In the case of the absence of the president and / or of the treasurer the joint president with the Board of Directors may appoint the secretary and vice-president who will have the right to sign the checks.
- b) The Board of Directors may periodically convene informal meetings of the members to give information of common interest without the need to comply with a predetermined protocol.
- c) The calendar year will be the fiscal year. The closing date will be December 31st.
- d) The accounting system will be in accordance with Article 19 of Decree 40-OS, which allow to obtain a true image of the assets, the result and the situation APC financial statements, as well as the activities carried out. APC accounts are approved annually by the general assembly. APC's Financial Status prepared by Management and the Treasurer will be subjected to the inspection of a External Accountant to the Association.
- e) The operations of the Association, including expenses incurred and income received, will be handled with full transparency, accounting for them in General Assembly and periodically in the informal meetings of Members.
- f) In accordance with article 17 of decree 40-08, the benefits obtained by APC, derived from the exercise of economic activities, including the benefits of services, or any other income, will be used exclusively for the fulfill your mission and objectives.
- g) In accordance with Article 18 of Decree 40-08, APC must comply with the documentary obligations such as an updated list of its members, record of activities and programs carried out, inventory of its assets, and records of the meetings of the board of directors.
- h) The Association will be directed, managed, and operated respecting the rules democratic, the right of participation of each

one of the Members "1 day in their Accounts" and the non-profit attribution of the Association, and to advance the quality of life and environment in Costambar. These statutes can only be modified by a General Assembly that is ordinary or extraordinary. Only the change of address can be made by the Board of Directors without the need to call a General Assembly.

CHAPTER VI (NO FINANCING AND LIABILITY)

ARTICLE 13: NON-FINANCING OF TERRORISM, LAUNDERING OF ACTIVE, DRUG TRAFFICKING AND OTHER CRIMINAL ACT.

All the members of the association, both the members in their different qualities as well as all the officials of the same, recognize that this association is not and will not be used, directly or indirectly, by any means known or to be known, to encourage, promote, endorse, finance, promote or incentivize in any way and any kind terrorism, money laundering, drug trafficking, trafficking in women, prostitution, all types of violence, child abuse, slavery or sexual exploitation, environmental or health exploitation or any other crime, crime or violation that affects and violates present and future society, laws, morals and good customs that operate in the Dominican Republic or in the Foreign. In turn, they acknowledge that this entity is not and will not be used to violate international treaties, foment war or the use of all kinds of nuclear or ballistic weapons, known or to be known, and that will not be used to promote hatred, discrimination, social segregation, xenophobia or any type of persecution against any person or group of people, regardless of their race, origin, social status, religion, sex, sexual orientation, physical or mental condition, as well as position socioeconomic, since if they did so and incur in one or more of the Faults previously established in a merely enunciative way and not exclusive, they acknowledge that they may compromise their civil liability, criminal or administrative, nationally or internationally, as the case may be and determine the competent jurisdiction and the local authorities with the procedures of place and the procedural guarantees that the right National and international.

ARTICLE 14: DELIMITATION OF LIABILITY.

The association will respond to its obligations with all its present assets and futures. The associates are not personally liable for the debts of the entity. The members or holders of the management and representation bodies, and the other people acting in the name and on behalf of the association, They will respond to this, to the members and to third parties for the damages caused and debts incurred by willful, negligent or negligent acts. They will also respond civilly and administratively for the acts and omissions made in the exercise of their functions, and by the agreements that had voted favorably, in front of third parties, the association and the members of the entity.

CHAPTER VII

EQUITY, ADMINISTRATION, DEPOSITS IN BANKS, ISSUANCE OF CHECKS AND AUDIT

ARTICLE 15.- HERITAGE:

The Association's heritage will be Constituted by:

- a) The movable and immovable property attached or that will adhere in the future.
- b) The funds contributed by the members as a quota or contribution.
- c) The economic or material contributions from the inhabitants of the Urbanization to support the maintenance costs of the same and of the Association.
- d) Movable and immovable property acquired for consideration, free of charge judicial.
- e) Fundraising campaigns or activities.

Paragraph I: The funds are used exclusively to pay the expenses that are necessary to achieve the objectives of the Association and to achieve its good performance.

Paragraph II: Indexation or increase in the rate of the installments of Maintenance will be adjusted according to the inflation published by the Central Bank of the Dominican Republic. In case it is not increased that year must be by vote of the Board of Directors of the **ASSOCIATION OF OWNERS OF COSTAMBAR. (APC).**

ARTICLE 16.- ASSET ADMINISTRATION:

The administration of the assets of the Association will be in charge of the Board of Directors, which prepare an annual report, which will be recognized by the General Assembly Ordinary.

ARTICLE 17- DEPOSITS IN BANKS:

The effective capital of the Association will be deposited in bank accounts opened in the name of The Association represented

by the President and the Treasurer. The Treasurer alone You will have a petty cash for current expenses, the amount of which will be fixed the Board of Directors depending on the needs and development of the same.

ARTICLE 18- CHECKS ISSUED:

Checks from accounts currents that the Association may open will be issued with the signature of the President and Treasurer.

ARTICLE 19.- AUDIT:

All the assets of the Association will be under the care of the Board of Directors under the strict supervision of the General Assembly.

CHAPTER VIII

BOOKS, ECONOMIC MOVEMENT AND SUPPORT

ARTICLE 20.- BOOKS OF THE ASSOCIATION:

In accordance with the Law No. 122-05, The Association must keep the following books:

- a) Book-Registry in which the names, surnames, occupation and member's addresses;
- b) Book-Inventory in which all personal property and real estate belonging to the Association;
- c) The books that they deem convenient for the Association to keep a Orderly accounting, in which all income and expenses appear of the same, with exact indication of the origin of the first and seconds.

Paragraph 1: In addition to the books specified in the Law, the Minutes Book, containing the agreements of the General Assemblies and of the Board of Directors.

ARTICLE 21.- ECONOMIC MOVEMENT:

The economic movement of The Association will be governed by a budget, which the Treasurer will submit the approval of the Board of Directors and that corresponds to the fiscal year established in these Statutes.

ARTICLE 22.- SUPPORT OF THE ASSOCIATION:

Resources

The Association's financial resources will come from:

- a) Monthly fees for each member, assigned and set by the Assembly;
- b) Quotas, donations or bequests from friends and related institutions, Dominicans or foreigners, who have been accepted;
- c) Fundraising campaigns or activities.

CHAPTER IX

INCORPORATION PROCEDURES AND LAWS

ARTICLE 23.- INCORPORATION PROCEDURES:

The President of the Board of Directors of the Association is fully empowered to request the process of legal incorporation of the Association in accordance with the Article 4, Letter K, of Law No. 122 -05 of May 03, 2005.

Paragraph 1: The President may also request official recognition of the modification of these Bylaws, if it reaches occur.

ARTICLE 24.- INCORPORATION OF OTHER LAWS TO THESE BYLAWS:

they are understood to be incorporated into these Bylaws, all General legal provisions that govern in the Republic Dominican Republic regarding non-profit associations, in points that are not are provided for in these Statutes.

Paragraph: By express agreement, it is stipulated that no member may initiate a lawsuit against the Association or its Board of Directors or the members of the same without first presenting their claim to the Board Directive of the Association, whose opinion will be deposited in the court competent at the same time, as the complaint. These Bylaws have been drawn up by the Board of Directors

at your home. In the Province of Puerto Plata, Dominican Republic, to the First (01) of the month of October of the year Two Thousand Twenty (2020).