

## **MINUTES OF THE INCORPORATION MEETING OF ASOCIACION SOLIDARISTA DE EMPLEADOS DE AMAZON SUPPORT SERVICE COSTA RICA S.R.L. (ASOAMAZON)**

Held at thirteen hours and twenty minutes on October fifteenth of the year two thousand and nine, with the attendance of the persons whose names appear in the attendance list and who literally adopt the agreements that literally read as follows:

**ONE:** Reading and approval of the Bylaws, which state:

### **CHAPTER I:**

**ARTICLE ONE:** Under the name ASOCIACION SOLIDARISTA DE EMPLEADOS DE AMAZON, which may be abbreviated using the acronym ASOAMAZON, a Workers' Solidarity Association is hereby incorporated, which shall be governed by these bylaws and by the existing legal provisions on the subject.

**ARTICLE TWO:** The registered address of the association will be at Ultra Park L.A.G. - S.A., in Lagunilla, Heredia, however, it may expand its activity across the entire national territory. Its offices are currently located at Ultra Park L.A.G. - S.A., in Lagunilla, Heredia.

**ARTICLE THREE:** The Association pursues the following purposes:

1. Encourage harmony, union ties and solidarity cooperation among employees, as well as between employees and the company.
2. Develop, execute and disseminate all types of programs of interest to the members that contribute to encourage solidarity among members and their families.
3. Defend the social-economic interests of the member employee to ensure him/her a worthy and decent lifestyle, allowing him/her to participate in the services and benefits provided by the association or the company.
4. Develop socialization campaigns within the company, such as courses and seminars; edit booklets for the members on the company's activities, solidarity and its inspiring doctrine.
5. Establish an 8% reserve fund with employer and employee's contributions to cover the payment of the severance benefit and to return savings to members that cancel their association membership. A part of the above percentage will be used to comply with the provisions of the Central Bank, as per its Governing Law, No. 7558, of 27 November 1995.

**ARTICLE FOUR:** The Association may request financial, technical and/or other type of aid from public and private entities, national or foreign, to be used in the pursuit of its objectives.

To achieve everybody's satisfaction, the association may purchase, sell, mortgage, pledge, lease and otherwise possess and dispose of personal and real property, real and personal rights, in accordance with Section Four of the Solidarity Associations Law, No. 6970.

Moreover, the association may enter into legal acts and contracts of all kinds, in accordance with Section Four of the above Solidarity Associations Law; it may also develop cultural, educational, sports, recreational and social programs; finance scholarships; offer professional services to members, as well as family aid, basic products store, creation of retirement wealth through savings and loans, notwithstanding any other activities or programs aimed at the members' spiritual, social and economic development.

### **CHAPTER II - MEMBERS:**

**ARTICLE FIVE:** The Association will have two member classes:

1. **FOUNDING:** Founding members are those persons signing these Incorporation Minutes in the attendance lists.
2. **ORDINARY:** An ordinary member will be the individual that becomes a member of the Association.

**ARTICLE SIX:** The following are the requirements to become a member of the Association:

1. Written application addressed to the Board of Directors.
2. Be an employee of the company with corporate ID number three - one hundred and two - four seven four three seven nine.
3. Be at least fifteen years old.

**ARTICLE SEVEN:** No person can be forced to join this Association, and members can apply for and cancel their membership at any time. Membership cancellation must be requested in writing to the Board of Directors, who shall approve it without further procedure if the applicant is up to date with his/her economic obligations with the Association.

**ARTICLE EIGHT:** Members have the following obligations:

1. Observe and respect the provisions set forth in the Law and Bylaws, the agreements and resolutions of the General Meeting and the Board of Directors, as given within their field of authority.
2. Place his/her efforts to contribute to the Association's progress and fulfillment of its purposes.
3. Attend the duly convened ordinary and extraordinary meetings.
4. Pay for the mandatory savings determined by the General Meeting in accordance with the provisions established in the Law.
5. Duly perform their leadership and control positions, and to undertake the tasks or assignments assigned by the General Meeting or the Board of Directors.

**ARTICLE NINE:** Members have the following rights:

1. Speak and vote in the General Meetings.
2. Elect and be elected in any position within the Association. To be elected, a member must not be subject to the prohibition set forth under Section Fourteen of the Law.
3. Examine the books, documents and actions of the Association and its bodies in the presence of the officers responsible for their safekeeping.
4. Enjoy all the other rights and economic and social benefits that are inherent to his/her capacity as member, or with which they were vested under these bylaws, by the General Meeting or by the Board of Directors.

### **CHAPTER III. ECONOMIC RESOURCES OF THE ASSOCIATION.**

**ARTICLE TEN:** The Association will have the following economic resources:

1. New member payments, as determined by the Meeting, ordinary and extraordinary member savings, as well as contributions for specific purposes.
2. The company or employer's contributions, which will go to the association, for safekeeping and administration, as a reserve fund for benefits; the contributions will be 5% of the total salaries reported in the payrolls of the Costa Rican Social Security. Since the employer's contribution is a reserve for the payment of severance and cannot be attached, the funds will not be available for granting credit.
3. The monthly amount that members are required to save is 5% of the salary reported by the employer to the Costa Rican Social Security, in accordance with Section 18 of Law 6970. Members are required to authorize the employer to make the corresponding salary deduction and transfer it to the Association no later than three business days after the deductions were made.
4. Income from donations, inheritance or endowment, as applicable.
5. Any other legal income received.

**ARTICLE ELEVEN:** All the expenditures paid for by the Association will be remitted by check, business payroll or electronic transfer of funds from the Association's own checking account held in any of the banks in the National Bank System.

The Treasurer will deposit in said account the income received, on a daily basis or no later than one business day after the collection thereof. Checks will be remitted with the joint signature of any two of the following directors: President, Vice President and Treasurer.

Every disbursement will require the corresponding proof, review by the Controller and approval by the Association's Accountant.

In the case of transfer of funds processed by electronic means, the President will record the transfer. The Treasurer or, in his/her absence, the Vice President will make the confirmation.

**ARTICLE TWELVE:** Any member that has the obligation of paying ordinary fees and fails to pay six consecutive fees, or instructs the employer to stop deducting them from his/her salary and fails to personally pay for them, will lose his/her member condition.

This circumstance will be informed in writing to the member and the resolution will be subject to review and appeal procedures, which must be lodged within the third day before the corresponding bodies. In case a member decides to cancel their Association membership but continues working for the company, the provision under the Law will be applied.

#### **CHAPTER IV. GENERAL MEETINGS**

**ARTICLE THIRTEEN:** Surpluses will be calculated in accordance with the member's savings and his/her employer's contribution, in accordance with Section 9 of Law 6970.

**ARTICLE FOURTEEN:** The duly convened General Meeting is the Association's supreme body and voices the collective will regarding the matters under its competence.

Any authority not otherwise vested by the Law or Bylaws in other bodies will correspond to the Meeting. The ordinary and extraordinary Meetings may be held in the Association's registered address or as otherwise designated by the Board of Directors.

**ARTICLE FIFTEEN:** An Annual Ordinary General Meeting will be held at least once a year in the month of February. This Annual Ordinary Meeting must, in addition to the matters in agenda, address the following:

- I. Discuss, approve or reject the fiscal year results report submitted by the Board of Directors and Controller, and adopt any measures deemed appropriate in that regard.
- II. If applicable, appoint the Controller and members of the Board of Directors.
- III. Adopt all the necessary general measures for the Association's good progress.

**ARTICLE SIXTEEN:** The Ordinary Meeting will be deemed legally convened at first call when more than half of the members are present, and the resolutions will only be valid when adopted by more than half of the members present.

**ARTICLE SEVENTEEN:** If the Ordinary Meeting gathers one hour later, at second call, it will be deemed validly held regardless of the number of attending members, and the resolutions must be adopted by more than half of the members present.

**ARTICLE EIGHTEEN:** Extraordinary meetings must be held to address the matters set forth in Section 19 of the Law, and these meetings will be deemed legally convened at first call with the presence of three fourths of the total number of members.

Quorum, at second call, one hour later, will be valid regardless of the number of attending members. Resolutions will be adopted by two thirds of the members present.

**ARTICLE NINETEEN:** Ordinary and Extraordinary Meetings will be summoned by the Board of Directors or the President, eight calendar days in advance; at least one fourth of the total number of members may request, in writing, the Board of Directors to summon a General Meeting to address the matters stated in their petition, and the Board of Directors will be obliged to convene the meeting

within the fifteen days following the date on which such request was received, as per Section 31 of Law 6970.

#### **CHAPTER V - BOARD OF DIRECTORS**

**ARTICLE TWENTY-ONE:** A seven-member Board of Directors will bear the Administrative and Executive Leadership of the Association, to wit: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, MEMBER ONE, MEMBER TWO AND MEMBER THREE.

**ARTICLE TWENTY-TWO:** The members of the Board of Directors will remain in office for one year and may be reelected indefinitely. Directors will hold their offices starting their election date. The temporary substitution of any member of the Board of Directors will be made in accordance with the provisions of Section 42 of the Law.

**ARTICLE TWENTY-TWO:** The members of the Board of Directors will remain in office for two years and may be reelected indefinitely. Directors will be elected in an alternate manner. The President, Secretary and Member 2 will be elected in even-numbered years. Directors will hold their offices starting their election date. The temporary substitution of any member of the Board of Directors will be made in accordance with the provisions of Section 42 of the Law.

**ARTICLE TWENTY-THREE:** The Board of Directors will meet ordinarily once a month, at the place, day and hour that will be determined, and may extraordinarily meet when summoned by the President or by three board members, by circular letter sent at least twenty-four hours in advance. Quorum will be constituted with half of the members plus one.

**ARTICLE TWENTY-FOUR:** The Board of Directors has the following powers and obligations:

1. Oversee the strict observance of these bylaws.
2. Be in charge of the practical achievement of the purposes herein set forth, and comply with the resolutions legally adopted by the General Meeting.
3. Manage the Association's property as provided for in the bylaws and regulations. IV. Accept and suspend Association members.
4. Enact the regulations, approve and amend the annual budget.
5. Receive and deliver, by inventory, the Association's property.
6. Appoint and create special commissions.
7. Any other vested in the Board under these bylaws or the law, and the Board members will be held personally liable for their actions.

**ARTICLE TWENTY-FIVE:** The President has the following powers and obligations:

1. Timely attend and chair the General Meetings and the Board of Directors meetings.
2. Represent the Association in court and out of court, with fullest power of attorney without sum limit.
3. Summon the General Meetings and the Board of Directors meetings.
4. Authorize, with his/her signature, as provided for under article 11, the checks and payment orders remitted by the Association, or, otherwise, to confirm with his/her password the electronic transfer of funds made by the Association.
5. Direct and maintain order in the debates, and suspend and adjourn the meetings.
6. Submit to the Annual Ordinary Meeting an activity report for the Association during the period for which he/she was appointed.
7. Oversee the good progress and management of the Association during the period for which he/she was appointed, observing and enforcing the observance of the bylaws, regulations and resolutions of the General Meeting and the Board of Directors. VIII. In every voting by the Board of Directors, if there were to be a tie, the President's vote will count as two.
8. If required, to authorize, with his/her signature, as provided for under article 11, the checks and payment orders remitted by the Association, or, otherwise, to confirm with his/her password the electronic transfer of funds made by the Association.

**ARTICLE TWENTY-SIX:** The Vice President has the following obligations:

1. 1. Timely attend the General Meetings and the Board of Directors meetings.
2. Substitute the President of the Board of Directors when he/she is temporarily or permanently absent, with powers equal to those of the President. The sole affirmation by the Vice President stating that he/she is acting on behalf of the President will be sufficient to prove such circumstance, and no further evidence or requirements will be needed.
3. To efficiently perform the commissions and tasks entrusted to him/her.

**ARTICLE TWENTY-SEVEN:** The Secretary has the following obligations:

1. Timely attend the General Meetings and the Board of Directors meetings.
2. Draft, sign and keep all the Association correspondence.
3. Keep the minute book of the General Meetings and the minute book of the Board of Directors.
4. Assume any disclosure or liaison tasks entrusted to him/her by the Board of Directors.
5. Properly keep the Association files.

**ARTICLE TWENTY-EIGHT:** The Treasurer has the following obligations:

1. Timely attend the General Meetings and the Board of Directors meetings.
2. Be in charge of collecting the member's fees, when appropriate.
3. Handle all accounting and economic matters of the Association.
4. Authorize, with his/her signature, as provided for under article 11, the checks and payment orders remitted by the Association, or, otherwise, to confirm with his/her password the electronic transfer of funds made by the Association.
5. Deposit, on behalf of the Association, in the Bank designated by the Board of Directors, all monies entered under any lines no later than one business day after their collection. However, he/she may also withhold any cash amounts authorized under article eleven of these bylaws.
6. Render account to the Board of Directors, at least every three months, of the Association's economic transactions, as well as of any expenses paid for.
7. Submit a financial report on his/her tasks to the General Meetings.
8. He/she must oversee the use of the journal and general ledger books and the corresponding ancillaries.

**ARTICLE TWENTY-NINE:** Members have the following obligations:

1. Timely attend the General Meetings and the Board of Directors meetings.
2. To efficiently perform the commissions and tasks entrusted to him/her.

**ARTICLE THIRTY:** Two controllers will be responsible for supervising the Association; they shall bear the powers and obligations provided for under Section 197 of the Commercial Code, as applicable to Solidarity Associations; in addition, they will bear the following powers:

- I. Oversee that the Association's property is good condition.
- II. Gather information they deem convenient and make it available to the Board of Directors.
- III. Report to the Board of Directors or General Meeting any irregularities that they spot in the operation of the Association or in the conduct of its Directors or members .
- IV. Oversee that the Association's acts and the conduct of the members of the Board of Directors abide by these bylaws and the laws governing the subject.
- V. Oversee the financial statements submitted by the Treasurer and review the six legal books of the Association and other records that both the Treasurer and the Secretary must keep.
- VI. Submit a Controller report to the General Meeting. The Controllers will remain in office for one year and may be reelected indefinitely. They will take office starting the moment they are elected.

## **CHAPTER VI - DISSOLUTION AND LIQUIDATION**

**ARTICLE THIRTY-ONE:** The Association will dissolve in accordance with the provisions of Section 56 of the Solidarity Associations Law.

**ARTICLE THIRTY-TWO:** The dissolution will be governed in accordance with the provisions of Chapter Five of the Solidarity Associations Law.

#### **CHAPTER VII - AMENDMENTS TO THE BYLAWS**

**ARTICLE THIRTY-THREE:** Partial or total amendments to the bylaws shall be made in an Extraordinary General Meeting.

#### **CHAPTER VIII - ASSOCIATION PARTICIPATION IN FEDERATIONS AND CONFEDERATIONS**

**ARTICLE THIRTY-FOUR:** The Association may participate in the Solidarity Associations' Federation and Confederation, in accordance with Section Five of Law No. 6970 and its Regulations, and these Bylaws.

**ARTICLE THIRTY-FIVE:** The resolution on deciding to participate in or resign from a Federation or Confederation must be adopted by the General Extraordinary Meeting by qualified majority voting.

**ARTICLE THIRTY-SIX:** The Association will designate its delegates before the Federation or Confederation; all of its members will be considered for such purposes and the designation will preferably be made by ballot voting.

**ARTICLE THIRTY-SEVEN:** The delegates in the Solidarity Federation or Confederation are required to observe the same requirements established in the Law for the members of the Board of Directors of an association.

**ARTICLE THIRTY-EIGHT:** The delegates will remain in office for the period provided for in the bylaws of the Federation or Confederation in which they were designated.

**TWO:** The Bylaws are put to a vote and approved by unanimity.

**THREE:** It is agreed to appoint a Board of Directors that will serve on a one-time basis starting today and until the date on which the Annual Ordinary General Meeting is held in the month of October, as provided for in Section 28 of the Law.

Accordingly, voting takes place, and the elected Board of Directors is the following:

PRESIDENT: Arturo Sáenz García, of legal age, married, ID number 1-0637-0271, Group Leader, and resident of San Francisco, Heredia;

VICE PRESIDENT: José León Salgado, of legal age, married, ID number 1-1115-0151, Group Leader, and resident of Sabanilla, Alajuela;

SECRETARY: Sophia Salazar Cavallini, of legal age, single, ID number 1-1155-0818, Customer Service Agent, and resident of San Rafael, Escazú;

TREASURER: María José Desanti Arias, of legal age, single, ID number 3-0376-0065, Technical Support Agent, and resident of La Uruca;

MEMBER ONE: Chris S. Robinson Palacios, of legal age, single, ID number 1-1367-0666, Planning Leader;

MEMBER TWO: Manfred Bucher Trejos, of legal age, single, ID number 1-1220-0346, Customer Service Agent, and resident of Escazú.

MEMBER THREE: Tony Francisco Mora Álvarez, of legal age, single, ID number 4-0185-0010, and resident of Moravia. All the persons herein appointed are present and accept their designations.

**FOUR:** Accordingly, voting takes place, and the following individuals are appointed as controllers:

CONTROLLER ONE: José Manuel Moraga Chinchilla, of legal age, married, ID number 2-0504-0521, Manager, resident of Mercedes Norte, Heredia; and CONTROLLER TWO: Gabriela Fernández Salazar, of legal age, married, ID number 1-0697-0002, Technical Support Agent, and resident of Desamparados; both are present and accept their designations.

**FIVE:** The resolutions are declared final and unanimously approved, and Doctor María del Rocío Carro Hernández, ID number 1-597-866, is hereby authorized to notarize these minutes and to

execute all registration proceedings before the Social Organizations Department of the Ministry of Labor and Social Security, and to reply to any requests made by the Social Organizations Department.

Upon reading these minutes to the parties hereto, they approve and we sign in the City of San José, at fifteen hours and thirty minutes on October fifteenth of two thousand and nine.

