

**MINUTES OF ORGANIZATIONAL MEETING OF THE ASSOCIATION OF FRIENDS IN FAVOUR OF PRESERVATION OF ECOLOGICAL STATION CARIJÓS**

On the ninth day of the month of June of the year nineteen hundred ninety-nine, at nine PM, located in the residence of *Vera Maria Rabello Muccillo*, at rodovia Maurício Sirotski Sobrinho 6,040, apartment 41, in Jurerê, Florianópolis/Santa Catarina, upon invitation distributed previously, the persons listed below met in an Organizational Meeting with the purpose of founding the Association of Friends in Favour of Preservation of Ecological Station Carijós. To chair the meeting, Mrs *Iara Vasco Ferreira* was appointed, who asked me, *Maria Cristina Ribeiro Paiva*, to act as secretary therein. Next, the project of articles of organization of the entity was read, whose first article defines purpose as non-profit civil entity with main purpose of cooperating for preservation of areas belonging to Ecological Station Carijós: mangrove of Ratonés and Saco Grade, thus contributing with a better life quality in the Island of Santa Catarina and preservation of biodiversity. After reading of articles of organization, they were discussed and fully approved by all those present. Next, process of Board election began, being elected the following: Chairwoman of the Board: *Vera Maria Rabello Muccillo*; Vice-Chairman: *Ricardo Brochado Alves da Silva*; Secretary: *Maria Cristina Ribeiro Paiva*; Treasurer: *Rogério Duarte de Queiroz*. Audit Committee: *Iara Vasco Ferreira*, *Marinez Scherer Widner* and *Anselmo Malagoli*; who shall have identical term of office as the Board, with duration of two years as of today, when they took office. The attenders have approved proposal of using as post address of Friends of Carijós the registered office of Ecological Station Carijós, located at Rodovia Maurício Sirotski Sobrinho, s/n, SC 402 km 02, Jurerê, in Florianópolis/Santa Catarina. As nothing else was to be discussed, the chairwoman finished the Meeting, thanking all those present for their cooperation and asking us to continue with the same enthusiasm and dedication. And, for the registry, I: *Maria Cristina Ribeiro Paiva*, took these Minutes, which, after being read and approved, were signed by Mrs Chairwoman of the Board of Association in Favour of Preservation of Ecological Station Carijós, after list of the names present at this Meeting.

Angela Cordeiro; Anselmo Malagoli; Claudinara Voges; Cláudio H. de Matos; Débora R. M. Lehmann; Elisabete Marques; Euclides de Souza Dutra Filho; Iara Vasco Ferreira; José Olímpio da Silva Júnior; Magda Lúcia Cruz; Maria Cristina Ribeiro Paiva; Mariano Castro Neto; Marinez Scherer Widner; Maurício Gil Viana; Ricardo Brochado Alves da Silva; Robson Luiz Vicenti; Rogério Duarte de Queiroz and Vera Maria Rabello Muccillo.

Florianópolis, June 9<sup>th</sup>, 1999.

[Signature]

***Maria Cristina Ribeiro Paiva***  
Secretary of Meeting

[Signature]

***Iara Maria Rabello Muccillo***  
Elected Chairwoman

**ASSOCIATION OF FRIENDS IN FAVOUR OF PRESERVATION OF ECOLOGICAL  
STATION CARIJÓS**

***“Friends of Carijós”***

**ARTICLES OF ORGANIZATION**

Chapter I

Trade Name, Registered Office, Term and Purpose and Aims

Art. 1

Association of Friends in Favour of Preservation of Ecological Station Carijós hereinafter referred to simply as Amigos de Carijós was founded on June ninth, 1999, as a non-profit civil entity, with registered office and venue in the city of Florianópolis, in Santa Catarina, Brazil.

Art. 2

Amigos de Carijós shall have indeterminate term and shall be governed by provisions set forth in this Articles of Organization and by applicable law.

Art. 3

Amigos de Carijós has as purpose cooperation for preservation of areas belonging to Ecological Station of Carijós: mangrove of Ratoes and Saco Grande, contributing with a better quality of life in the Island of Santa Catarina and preservation of biodiversity.

Art. 4

Amigos de Carijós has as main purpose:

Cooperation with the agency responsible for management of Ecological Station of Carijós, supporting implementation and functioning of the Unit, in provision and maintenance of essential services to its management and handling, as well as:

- a) promotion of environmental education activities through knowledge of local ecosystem, as well as geopolitical, socioeconomic and cultural aspects of the region;
- b) disclosure of works developed in Ecological Station of Carijós, stimulating, mobilizing, and organizing voluntary and communitarian work;
- c) support and development of projects that shall contribute with achievement of purposes of Ecological Station of Carijós;
- d) establishing and maintaining partnerships with public, private, and related entities with interchange of information and experience;
- e) searching economic feasibility to meet goals established within Work Plan;
- f) encouraging fraternization among members;
- g) fundraising, be it by means of incentive of donations, be it by means of marketing of products using the trade mark of the Association and the image of Ecological Station of Carijós;
- h) filing of law suits, including public-interest civil action, with the purpose of defending Ecological Station of Carijós and protection of local environment.

Sole Paragraph:

Amigos de Carijós does not have religious or political-party character and shall not be involved in any matters other than its purposes. Any and all benefit or economic contribution shall be directly or indirectly invested in projects previously approved by the Board of Association.

[On all pages, there is an official authentication of the copy and signature]

## Chapter II

### Revenue and Equity

Art. 5 – Revenue shall be formed by:

- a) donations, aids, contributions, subventions made by any natural persons or entities;
- b) fundraising in art, social, sport, cultural and ecological events;
- c) agreements;
- d) revenue through marketing of products mentioned within item “g” of Art. 4;
- e) others.

Art. 6

Equity of Amigos de Carijós consists of all movable goods and estate bought or donated and of real rights.

Art. 7

Acquisition and acceptance of goods or estate shall only be made upon approval of the Members’ Meeting.

Art. 8

Alienation of goods and estate may be carried out upon approval of Members’ Meeting.

## Chapter III

### Members

Art. 9

Amount of members is unlimited. Member categories are the following:

- a) effective: those listed in Minutes of Organization of Amigos de Carijós, and those who, upon having manifested their wish to adhere to Association have their names approved by the Board;
- b) *ad hoc*: specialized technicians of specific areas, appointed by the Board and invited by the Chairman to analyse and issue reports on projects and other technical matter within interest of Amigos de Carijós;
- c) honorary: any citizen who has provided exceptional service to community and to preservation cause, judged deserving of this title by Members’ Meeting.

Art. 10

Admittance of new members shall happen upon analysis of adhesion proposal filled out by candidate and analysed by the Board.

Art. 11

The RIGHTS of the Members are:

- a) to attend registered office and participate of activities that are the purpose of Association;
- b) to participate of Members’ Meetings, discuss and vote on matters treated according to these Articles of Organization;
- c) to propose measures considered of general interest to the Board;
- d) to call Extraordinary Members’ Meetings, justifying purposes, and upon subscription of demand by at least 1/4 of the members with right to vote;

- e) to protest to the Board against any member or to claim to Members' Meeting if, by action or omission of the Board, they judge their member rights are impeded or violated;
- f) to vote according to these Articles of Organization, as long as they are effective;
- g) submit projects to appreciation of the Board.

Sole Paragraph:

*Ad hoc* and honorary members are entitled to participate, but not to vote or to be voted within Members' Meetings, unless they are already effective.

Art. 12

The DUTIES of Members are:

- a) to abide by Articles of Organization and to care for their compliance;
- b) to demand previous authorization for any initiative involving Amigos de Carijós;
- c) to follow determinations of Members' Meetings and regulating acts of the Board;
- d) to carry out incumbencies and functions undertaken with care and dedication when chosen by designation or election;
- e) to care for the name of Amigos de Carijós, avoiding situations or actions that go against its concept and their members;
- f) to pay monthly or annual contributions to Association, as well as affiliation fee, when applicable;
- h) maintain attitude environmentally adequate to purposes of Amigos de Carijós;

Sole Paragraph:

*Ad hoc* and honorary members are exempt of obligation mentioned within item "F" hereof.

Art. 13

The Board may suspend exercise of rights and benefits assigned by these Articles of Organization by a member who does not abide by conditions set forth within article 12.

Sole Paragraph:

Penalties below shall be applied at the discretion of the Board, conditioned to severity of the act, at the discretion of Members' Meeting, to members with conduct incompatible with the purposes of Association:

- a) verbal admonition;
- b) written admonition;
- c) exclusion of Association Amigos de Carijós.

Chapter IV

Management

Art. 14

Bodies of Management are:

- I – Members' Meeting
- II – Board
- III – Audit Committee

Chapter V  
Members' Meeting

Art. 15

Members' Meeting is the highest determination body of Amigos de Carijós, and is a meeting of the members, called and carried out according to Articles of Organization, in order to decide on matters restricted to agenda.

Art. 16

Members' Meeting shall be held ordinarily once a year in the *first quarter*, in order to decide on matters below:

- a) discussion and approval of Annual Work Plan of Amigos de Carijós;
- b) evaluation of achievement of goals;
- c) election and dismissal of members of the Board and Audit Committee;
- d) assess accounts of Board;
- e) discuss and decide on any matters related to Amigos de Carijós.

First Paragraph:

Presence of members in Members' Meetings shall be registered in appropriate book, and minutes of the respective meetings shall be taken.

Art. 17

Special Members' Meetings shall occur at any time to discuss any other matters within the interest of Association, including application of penalties to associates pursuant to article 13 in view of report forwarded by Chairman.

First Paragraph:

Special Members' Meetings shall further determine financial contributions of members to Association.

Second Paragraph:

A special Members' Meeting shall be held whenever legally called upon demand of at least 1/4 of effective members, or directly by decision of the Board.

Art. 18

Regular and special Members' Meetings shall be called by the Board of Amigos de Carijós, or by members representing 1/4 of effective members, no less than 5 days in advance.

Art. 19

Members' Meetings shall be held:

- a) on first call, with presence of half the number of members plus one;
- b) on second call, 48 hours after the first one with any number of members, provided it is a business day.

Art. 20

Members' Meetings shall decide by majority of present votes, and blank or null votes are not counted.

At least 2/3 of all members with right to vote present at Special Members' Meeting are needed to amend the Articles of Organization or to sell estate.

## Chapter VI

### Audit Committee

#### Art. 21

Audit Committee, elected by Members' Meeting along with the Board for identical office term shall consist of three (03) effective members.

#### Art. 22

Audit Committee shall meet at least once (1) a year, or whenever necessary.

#### Art. 23

Audit Committee shall:

- a) examine and audit all accounting and asset matters of Amigos de Carijós;
- b) issue reports on accounts of Amigos de Carijós, on balance sheets and trial balances;
- c) call and hear any members of the Board it deems convenient to clarify topics within interest of Amigos de Carijós;
- d) recommend realization of external audit of Amigos de Carijós whenever deemed necessary;
- e) attend Members' Meetings, whenever there is need of clarifications on reports.

#### Art. 24

Audit Committee shall have powers to analyse all accounting documents, bank statements and transactions, and to participate, without right to speak or vote, in any meeting of the Board.

## Chapter VII

### Board

#### Art. 25

The Board is elected in a Members' Meeting by direct and secret vote for an office term of two (2) years, with right to re-election.

#### Art. 26

The Board consists of:

- a) chairman;
- b) vice-chairman;
- c) secretary;
- d) treasurer.

#### Art. 27

The Board shall:

- a) direct and manage Amigos de Carijós in order for its purposes to be completely fulfilled;
- b) comply with and enforce compliance with these Articles of Organization and decisions approved in Members' Meetings;
- c) care for equity of Amigos de Carijós;
- d) prepare a work plan with budget proposal for the following fiscal year;
- e) prepare an annual report with evaluation of achieved goals;
- f) analyse proposal of adhesion to Association, approve and register new members;
- g) prepare trial balances for accounting to Regular Members' Meeting;
- h) fix accounting standards;
- i) select projects with favourable report of *ad hoc* members for execution with financing of Amigos de Carijós;

- j) solve claims of members, which shall be presented in written;
- k) solve cases not provided for herein.

## Chapter VIII

### Authority of Board members

#### Art. 28

The Chairman shall:

- a) represent Amigos de Carijós actively and passively in court or out of court;
- b) call and chair all Board meetings and sign the respective minutes;
- c) call Members' Meetings;
- d) comply and enforce compliance with these Articles of Organization, defending interests of Amigos de Carijós and members before authorities;
- e) prepare report to be forwarded to Members' Meeting about conducts of members that are incompatible with purposes of Association;
- f) decide and take measures concerning arising of unforeseen events, and submit his/her acts to the Board in the first meeting held;
- g) with the treasurer, sign cheques and other documents for transactions with funds of Amigos de Carijós;
- h) with two other Board members, sign deeds, purchase agreements, and related documents within interest of Amigos de Carijós;
- i) sign Agreements of Technical Cooperation and Agreements within interest of Amigos de Carijós.

#### Art. 29

The Vice-Chairman shall:

- a) substitute the Chairman in absences and impairments;
- b) receive, register and forward projects to *ad hoc* members for analysis and report;
- c) establish contact and interchange with financing institutions and agents within interest of projects of Amigos de Carijós;
- d) follow up projects in progress, demanding support of *ad hoc* members whenever necessary;
- e) prepare, with the Secretary and the Treasurer, Annual Work Plan;

#### Art. 30

The Secretary shall:

- a) take minutes of meetings of the Board and of Members' Meetings;
- b) keep documents and mail of Amigos de Carijós always updated;
- c) organize and care for compliance of agenda of Amigos de Carijós;
- d) enable performance of Annual Work Plan;
- e) draft Annual Report;
- f) disclose actions of Amigos de Carijós to members and general public.

#### Art. 31

The Treasurer shall:

- a) collect revenue of Amigos de Carijós;
- b) pay all expenses incurred and authorized by the Board of Amigos de Carijós;
- c) with the Chairman, sign all instruments implying in liabilities for Amigos de Carijós and alienation of goods, issue, accept and indorse exchange titles, including cheques;

- d) prepare budget proposals and provide other services related to Treasury;
- e) participate in preparation of Annual Work Plan of Amigos de Carijós;
- f) keep in his/her custody all accounting documents of Amigos de Carijós;
- g) keep all cash of Amigos de Carijós on a bank account and account for it;
- h) analyse and report on all accounting of projects financed by Amigos de Carijós.

Art. 32

Decisions of the Board are taken by majority of votes, in meetings with three (3) of its members, being mandatory the presence of the Chairman, taking minutes of everything discussed and decided.

Sole Paragraph:

Chairman shall have the casting vote.

Chapter IX

General Provisions

Art. 33

Decisions of the Board can always be appealed against to Members' Meeting, and appeal shall be suspensive and can be filed in written within five (5) days as from the fact.

Sole Paragraph:

Appeal shall be forwarded to Chairman, who shall immediately call a Special Members' Meeting for its assessment in no longer than fifteen (15) days as from receipt of appeal.

Art. 34

Amigos de Carijós can only be dissolved in a Members' Meeting called specifically for this purpose, attended by at least half of members plus one entitled to vote and with approval of eighty per cent (80%) of attenders.

Sole Paragraph:

In case of dissolution of Amigos de Carijós, its assets shall mandatorily be reverted in benefit of a similar institution.

Art. 35

Members, with elective offices or not, shall not be personally liable for obligations undertaken on behalf of Amigos de Carijós.

Art. 36

Fiscal year shall be the calendar year.

Art. 37

Amigos de Carijós makes no distinction between social classes, races, gender, age, religion, or politics and nationality.

Art. 38

Venue of the City of Florianópolis, State of Santa Catarina, is chosen, excluding all others, even those with jurisdictional prerogative, to settle any issue related.

Florianópolis, June 9<sup>th</sup>, 1999.