ARTICLES OF INCORPORATION
FUNDACION PRO-NIÑOS IMPEDIDOS DE ORIENTE, INC.

We, the undersigned, make known that we have agreed to constitute a nonprofit corporation in accordance with the provisions in the General Law of Corporations, approved on January 9, 1956.

CLAUSES

FIRST
NAME: The name of the Corporation will be:
FUNDACION PRO-NIÑOS IMPEDIDOS DE ORIENTE, INC.

SECOND
HEAD OFFICE: The domicile and the head office of the Corporation will be based in: Calle 14-A-8, Urbanización Villa Humacao, Humacao, Puerto Rico 00791, and its postal address will be: Calle 14-A-8, Urbanización Villa Humacao, Puerto Rico 00791.

The Corporation will be able, however, to establish offices or agencies in any other place of the city of Humacao, or any other city of the Commonwealth of Puerto Rico, United States of America or abroad, if this would be necessary or convenient for the best interests of the corporation.

THIRD
RESIDENT AGENT: Its Resident Agent will be Mrs. Luisa Ferrer de Arrieta, Calle 14 A-8, Urbanización Villa Humacao, Humacao, Puerto Rico 00791

FOURTH
This Corporation will be constituted in an unlimited term and will have perpetual existence.

FIFTH
OBJECTIVE AND PURPOSES: This Corporation is organized in order to create a nonprofit institution bring service to the destitute population with limitations of physical and/or mental nature.

This organization is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause herof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on:

(a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code
(b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SIXTH

POWERS AND FACULTIES: For the execution and accomplishment of the objectives and purposes for which this corporation has been organized, outlined in the preceding clause, the same will have faculty for:

a. Subsist to perpetuity under the name before indicated, to sue and be sued as legal person and to appear before any court of justice, quasi-legal organization or administrative organization to claim, protect and defend its rights.

b. Possess and to use a corporative stamp that it will be able to alter to its will.

c. Acquire rights and goods, movables or real estate, by gift, legacy, purchase, barter or by any other means to possess, lease, mortgage,
assign, alienate them or to dispose of the same in any form.

d. Receive through gift or legacy goods or properties of all types or nature, without limitation concerning its value.

e. Guarantee the obligations of other persons, natural or legal.

f. Acquire, possess, mortgage, pledge, sell, relinquish or to have in any form the corporative capital stocks of any other corporation organized according to the laws of the Commonwealth of Puerto Rico or of any other country or nation, or any bonds, shares or titles issued by any other corporation organized according to the laws of the Commonwealth of Puerto Rico, or of any other state of the American Union, or any other country or nation; and to exercise with regard to those stocks, bonds, shares or titles, all the rights, powers and inherent privileges to the dominance of the same, including the right to vote that corresponds to those stocks.

g. Settle contracts and agreements of all kind and nature, without any limitation, with any legal or natural persons.

h. Give and to take money as a loan and to demand and to lend in one and other case the guarantees that estimate necessary or convenient.

i. Invest the funds and shares of the corporation.

j. Approve regulations or by-laws for the rules of procedures of the corporation.

k. Name the directors, officers, agents or personnel of the corporation and to dismiss them with just cause.

l. Do business or investments to fulfil the aims and purposes.

m. Take provisions according to the laws on behalf of the destitute and disabled persons.

In addition to the powers related before, the Corporation will exercise all and any other powers, faculties and prerogatives that by the General Law of Corporations for the Commonwealth of Puerto Rico are conferred to the corporations and by the others law of Puerto Rico as a rule, without limitations or restriction of any kind.

SEVENTH

This corporation will operate as a nonprofit corporation and it will not be able to issue corporative capital stocks.
EIGHTH

ASSOCIATES: The following persons will be the sole Founders associates of the Corporation:

1. Luisa Ferrer de Arrieta
   Urb. Villa Humacao
   Calle 14 A-8
   Humacao, P.R. 00661

2. Myrna Ramirez Mercado
   Urb. El Duque
   Calle B #24
   Naguabo, P.R. 00718

3. Margarita Torre de Busó
   Alturas de Busó #3, Box 492
   Humacao, P.R. 00661

4. Orlando Arroyo
   Calle 1 #51, Verde Mar
   Punta Santiago, P.R. 00741

5. Francisca Carrasquillo
   Box 8241
   Humacao, P.R. 00661

6. Jaime Cruz
   Calle 4 A-31, Villa Universitaria
   Humacao, P.R. 00661

7. Lidia Fiol vda. de Scarano
   Calle Minerva #6,
   Humacao, P.R. 00661

8. Sara Garcia
   Box 517, Humacao, P.R. 00661

9. Sara González
   Calle 61 C 16, Villa Universitaria
   Humacao, P.R. 00661

10. David Lozada
    Buzón 5031, Bo. Junquito
    Humacao, P.R. 00661

11. José R. Méndez, Jr.
    Calle 10 E 15, Villa Universitaria
    Humacao, P.R. 00661

12. Milagros Montalvo
    HC 03 Box 5225, Bo. Junquito
    Humacao, P.R. 00661

13. Cynthia Oquendo
    Calle 2 A-9, Urb. Busó
    Humacao, P.R. 00661

14. Padre Rafael Pérez
    Casa Parroquial
    Humacao, P.R. 00661

15. Irma Pierantonio
    Calle 13 #19, Villa Humacao
    Humacao, P.R. 00661

16. Milton Rivera
    Box 211, Punta Santiago, P.R. 00741

17. Olimpio Rivera
    Calle C D D 17,
    Ext. Jardines de Humacao,
    Humacao, P.R. 00661
18. Mencita Rodríguez Urb. Rivera Donato E-9
   Humacao, P.R. 00661
19. Maria W. Rodríguez Apt. G 301, Buzón 83
   Villas de Humacao,
   Humacao, P.R. 00661
    Punta Santiago, P.R. 00741
21. Carmen Rodríguez Aponte HC 03 Box 4856
    Humacao, P.R. 00661-9513
22. Esther Rosado Sánchez HC 01 Box 15854
    Humacao, P.R. 00661-9719
23. Adela Vellón Calle 28 #761, Urb. Verde Mar
    Punta Santiago, P.R. 00741
24. Miriam Velázquez Box 292, Punta Santiago, P.R. 00741
25. Rosa Vega Soto Buzón 4656, Barrio Junquito
    Humacao, P.R. 00661
26. All person, natural or legal, that it be truly party and committed with
    the purposes of this corporation and it will be accepted by the Board
    of Directors.

NINTH

Management and direction of all the businesses and matters of this
 corporation will be entrusted to the Board of Directors, and be integrated by five (5)
 members; that is:

The President, Vice-president, Treasurer, Secretary and the Community
 Relations Director; those shall be elected amongst the same incorporators and
 associates, and will hold their office three (3) years. The remaining members shall
 be elected in the same way and will hold their office three (3) years.

All vacancies that occur in the Board of Directors will be covered by election
 of members.

TENTH

OFFICERS: The corporation will have the officers that are stipulated in the
 Regulations or by-laws of the same. The officers will be selected and nominated by
 the Board of Directors and will perform their charges by the term that is determined
 in the Regulations or the by-laws of the corporation and until their sucesor will be
duly elected and take possession of their office.
ARTICLES OF INCORPORATION

ELEVENTH
INCORPORATORS: The names and postal addresses of each one of the incorporators of this corporation are the following:

a) Luisa Ferrer de Arrieta
Urb. Villa Humacao,
Calle 14 A-8,
Humacao, P.R. 00661

b) Cynthia Oquendo
Calle 2 A-9, Urb. Busó
Humacao, P.R. 00661

c) Myrna Ramirez Mercado
Urb. El Duque, Calle B # 24
Naguabo, P.R. 00718

TWELFTH
CONSTITUTIONAL PROVISION: Pursuant to the Joint Resolution Number 23, Section 3 of the Congress of the United States of America, it is forbidden to this Corporation to effect businesses of purchase and sale of real estate, neither will it be able to possess or to have such goods, except for those rationally necessary to fulfill the purposes of its creation, and it will be forbidden to it to have the dominance or lands managing in excess of five hundred acres.

THIRTEENTH
REGULATION OR BY-LAWS: The associates of the corporation will have the exclusive faculty to prepare, approve and amend the Regulation or by-laws for the rules of procedure of the corporation and to amend or derogate said Regulation or by-laws. It will be consigned in the Regulation or by-laws that no portion or participation of the net earnings of the corporation shall inure to the benefit of private persons.

Under the clauses that precede and in accordance with the provisions of the General Law of Corporations of the Commonwealth of Puerto Rico, we let constituted and organized this designated corporation FUNDACION PRO-NIÑOS IMPEVIDOS DE ORIENTE, INC., and in the content of said clauses we ratify ourselves and in accordance we sign in Humacao, Puerto Rico.
ARTICLES OF INCORPORATION

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a). Luisa Ferrer de Arrieta
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Luisa Ferrer de Arrieta
Myrna Ramirez Mercado
Cynthia Oquendo
AFFIDAVIT NUMBER: 39,300

Sworn and undersigned before me by LUISA FERRER DE ARRIETA, of legal age, married and neighbour of Humacao, Puerto Rico; MYRNA RAMIREZ MERCADO, of legal age, divorced and neighbour of Naguabo, Puerto Rico and CYNTHIA OQUENDO, of legal age, married and neighbour of Humacao, Puerto Rico; to whom I known personally, in Humacao, Puerto Rico, on August 26, 1997.

[Signature]

NOTARY PUBLIC
ARTICLES OF INCORPORATION
FUNDACION PRO-NIÑOS IMPEDIDOS DE ORIENTE, INC.

We, the undersigned, make known that we have agreed to constitute a nonprofit corporation in accordance with the provisions in the General Law of Corporations, approved on January 9, 1956.

CLAUSES

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The Corporation will be able, however, to establish offices or agencies in any other place of the city of Humacao, or any other city of the Commonwealth of Puerto Rico, United States of America or abroad, if this would be necessary or convenient for the best interests of the corporation.

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RESIDENT AGENT: Its Resident Agent will be Mrs. Luisa Ferrer de Arrieta, Calle 14 A-8, Urbanización Villa Humacao, Humacao, Puerto Rico 00791

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POWERS AND FACULTIES: For the execution and accomplishment of the objectives and purposes for which this corporation has been organized, outlined in the preceding clause, the same will have faculty for:

a. Subsist to perpetuity under the name before indicated, to sue and be sued as legal person and to appear before any court of justice, quasi-legal organization or administrative organization to claim, protect and defend its rights.

b. Possess and to use a corporative stamp that it will be able to alter to its will.

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f. Acquire, possess, mortgage, pledge, sell, relinquish or to have in any form the corporate capital stocks of any other corporation organized according to the laws of the Commonwealth of Puerto Rico or of any other country or nation; or any bonds, shares or titles issued by any other corporation organized according to the laws of the Commonwealth of Puerto Rico, or of any other state of the American Union, or any other country or nation; and to exercise with regard to those stocks, bonds, shares or titles, all the rights, powers and inherent privileges to the dominance of the same, including the right to vote that corresponds to those stocks.

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**ARTICLES OF INCORPORATION**

**EIGHTH**

**ASSOCIATES:** The following persons will be the sole Founders associates of the Corporation:

1. **Luisa Ferrer de Arrieta**  
   Urb. Villa Humacao  
   Calle 14 A-8  
   Humacao, P.R. 00661

2. **Myrna Ramirez Mercado**  
   Urb. El Duque  
   Calle B #24  
   Naguabo, P.R. 00718

3. **Margarita Torre de Buso**  
   Alturas de Buso #3, Box 492  
   Humacao, P.R. 00661

4. **Orlando Arroyo**  
   Calle 1 #51, Verde Mar  
   Punta Santiago, P.R. 00741

5. **Francisca Carrasquillo**  
   Box 8241  
   Humacao, P.R. 00661

6. **Jaime Cruz**  
   Calle 4 A-31, Villa Universitaria  
   Humacao, P.R. 00661

7. **Lidia Fiol vda. de Scarano**  
   Calle Minerva #6,  
   Humacao, P.R. 00661

8. **Sara Garcia**  
   Box 517, Humacao, P.R. 00661

9. **Sara Gonzalez**  
   Calle 6 1 C 16, Villa Universitaria  
   Humacao, P.R. 00661

10. **David Lozada**  
    Buzon 5031, Bo. Junquito  
    Humacao, P.R. 00661

11. **Jose R. Méndez, Jr.**  
    Calle 10 E 15, Villa Universitaria  
    Humacao, P.R. 00661

12. **Milagros Montalvo**  
    HC 03 Box 5225, Bo. Junquito  
    Humacao, P.R. 00661

13. **Cynthia Oquendo**  
    Calle 2 A-9, Urb Buso  
    Humacao, P.R. 00661

14. **Padre Rafael Pérez**  
    Casa Parroquial  
    Humacao, P.R. 00661

15. **Irma Pierantoni**  
    Calle 13 #19, Villa Humacao  
    Humacao, P.R. 00661

16. **Milton Rivera**  
    Box 211, Punta Santiago, P.R. 00741

17. **Olimpio Rivera**  
    Calle C D D 17,  
    Ext. Jardines de Humacao,  
    Humacao, P.R. 00661
ARTICLES OF INCORPORATION

18. Mencita Rodríguez Urb. Rivera Donato E-9
    Humacao, P.R. 00661

19. María W. Rodríguez Apt. G 301, Buzón 83
    Villas de Humacao,
    Humacao, P.R. 00661

    Punta Santiago, P.R. 00741

21. Carmen Rodríguez Aponte HC 03 Box 4856
    Humacao, P.R. 00661-9513

22. Esther Rosado Sánchez HC 01 Box 15854
    Humacao, P.R. 00661-9719

23. Adela Vellón Calle 28 #761, Urb. Verde Mar
    Punta Santiago, P.R. 00741

24. Miriam Velázquez Box 292, Punta Santiago, P.R. 00741

25. Rosa Vega Soto Buzón 4656, Barrio Junquito
    Humacao, P.R. 00661

26. All person, natural or legal, that it be truly party and committed with
    the purposes of this corporation and it will be accepted by the Board
    of Directors.

    NINTH

Management and direction of all the businesses and matters of this
 corporation will be entrusted to the Board of Directors, and be integrated by five (5)
 members, that is:

The President, Vice-president, Treasurer, Secretary and the Community
 Relations Director, those shall be elected amongst the same incorporators and
 associates, and will hold their office three (3) years. The remaining members shall
 be elected in the same way and will hold their office three (3) years.

All vacancies that occur in the Board of Directors will be covered by election
 of members.

    TENTH

OFFICERS: The corporation will have the officers that are stipulated in the
 Regulations or by-laws of the same. The officers will be selected and nominated by
 the Board of Directors and will perform their charges by the term that is determined
 in the Regulations or the by-laws of the corporation and until their sucesor will be
duly elected and take possession of their office.
ARTICLES OF INCORPORATION

ELEVENTH

INCORPORATORS: The names and postal addresses of each one of the incorporators of this corporation are the following:

a). Luisa Ferrer de Arrieta
    Urb. Villa Humacao,
    Calle 14 A-8,
    Humacao, P.R. 00661

b). Cynthia Oquendo
    Calle 2 A-9, Urb. Busó
    Humacao, P.R. 00661

c). Myrna Ramírez Mercado
    Urb. El Duque, Calle B # 24
    Naguabo, P.R. 00718

TWELFTH

CONSTITUTIONAL PROVISION: Pursuant to the Joint Resolution Number 23, Section 3 of the Congress of the United States of America, it is forbidden to this Corporation to effect businesses of purchase and sale of real estate, neither will it be able to possess or to have such goods, except for those rationally necessary to fulfill the purposes of its creation, and it will be forbidden to it to have the management or lands managing in excess of five hundred acres.

THIRTEENTH

REGULATION OR BY-LAWS: The associates of the corporation will have the exclusive faculty to prepare, approve and amend the Regulation or by-laws for the rules of procedure of the corporation and to amend or derogate said Regulation or by-laws. It will be consigned in the Regulation or by-laws that no portion or participation of the net earnings of the corporation shall inure to the benefit of private persons.

Under the clauses that precede and in accordance with the provisions of the General Law of Corporations of the Commonwealth of Puerto Rico, we let constituted and organized this designated corporation FUNDACION PRO-NIÑOS IMPEDIDOS DE ORIENTE, INC., and in the content of said clauses we ratify ourselves and in accordance we sign in Humacao, Puerto Rico, on August _____ 1997.

Luisa Ferrer de Arrieta
Myrna Ramírez Mercado
Cynthia Oquendo
AFFIDAVIT NUMBER: 39,300

Sworn and undersigned before me by LUISA FERRER DE ARRIETA, of legal age, married and neighbour of Humacao, Puerto Rico; MYRNA RAMIREZ MERCADO, of legal age, divorced and neighbour of Naguabo, Puerto Rico and CYNTHIA OQUENDO, of legal age, married and neighbour of Humacao, Puerto Rico, to whom I known personally, in Humacao, Puerto Rico, on August 26, 1997.
CERTIFICADO DE INCORPORACIÓN DE
FUNDACIÓN PRO NIÑOS IMPEDIDOS DE ORIENTE, INC.

Nosotros los abajo suscriptos, hacemos constar que hemos acordado constituir una corporación de fines no lucrativos, de conformidad con lo dispuesto en la Ley General de Corporaciones, aprobada el 9 de enero de 1956.

CLÁUSULAS

PRIMERA
NOMBRE: El nombre de la Corporación será:

FUNDACIÓN PRO NIÑOS IMPEDIDOS DE ORIENTE, INC.

SEGUNDA

La Corporación podrá, sin embargo, establecer oficinas o agencias en cualquier otro lugar de la ciudad de Humacao, o de cualquier otra ciudad o población del Estado Libre Asociado de Puerto Rico, o en Estados Unidos de América o en el extranjero, si ello fuese necesario o conveniente para los mejores intereses de la corporación.

TERCERA

CUARTA
Esta corporación se constituye por término ilimitado y tendrá existencia perpetua.

QUINTA
OBJETIVOS Y PROPOSITOS: Se organiza esta corporación con el propósito de crear una institución con fines no lucrativos en servicio a la población infantil con limitaciones de naturaleza física y/o mentales.

SEXTA
PODRES Y FACULTADES: Para la ejecución y realización de los objetivos y propósitos para los cuales han sido organizada esta corporación, reseñados en la
cláusula precedente, la misma tendrá facultad para:

a. Subsistir a perpetuidad bajo el nombre antes indicado, demandar y ser demandada como persona jurídica, y comparecer ante cualquier tribunal de justicia, organismo cuasijudicial u organismo administrativo para reclamar, proteger, y defender sus derechos.

b. Poseer y utilizar un sello corporativo que podrá alterar a su voluntad.

c. Adquirir derechos y bienes, muebles o inmuebles por donación, legado, compra, permuta, o por cualquier otro medio poseerlos, arrendarlos, hipotecarlos, trasladarlos, enajenarlos o disponer de los mismos en cualquier forma.

b. Recibir mediante donación o legado bienes o propiedades de toda clase o naturaleza, sin limitación en cuanto a su valor.

e. Garantizar las obligaciones de otras personas, naturales o jurídicas.

f. Adquirir, poseer, hipotecar, pignorar, vender, ceder o disponer en cualquier forma de las acciones del capital corporativo de cualquier otra corporación organizada de acuerdo con las leyes del Estado Libre Asociado de Puerto Rico o de cualquier otro país o nación; o cualesquier bonos, valores o títulos emitidos por cualquier otra corporación organizada de acuerdo con las leyes del Estado Libre Asociado de Puerto Rico, o de cualquier otro estado de la Unión Americana, o de cualquier otro país o nación; y ejercitar con respecto a tales acciones, bonos, valores o títulos, todos los derechos, poderes y privilegios inherentes al dominio de los mismos, incluyendo el derecho al voto que corresponde a tales acciones.

g. Consertar contratos y convenios de toda clase y naturaleza, sin limitación alguna, con cualesquiera personas naturales o jurídicas.

h. Dar y tomar dinero a préstamo y exigir y prestar en uno y otro caso las garantías que estime necesarias o convenientes.

i. Invertir los fondos y activos de la corporación.

j. Aprobar reglamentos o estatutos para el gobierno interno de la corporación.

k. Nombrar los directores, oficiales, agentes o empleados de la corporación y destituirlos con justa causa.
1. Hacer negocios o inversiones para cumplir los fines y propósitos.
2. Acogerse a disposiciones de las leyes a favor de personas indigentes e impedidas.

En adición a los poderes antes relacionados, la Corporación ejercitará todos y cualesquier otros poderes, facultades y prerrogativas que por Ley General de Corporaciones para el Estado Libre Asociado de Puerto Rico se confieren a las corporaciones y por las otras leyes de Puerto Rico en general, sin limitación o restricción de clase alguna.

**SEPTIMA**

Esta corporación funcionará con fines no lucrativos y no podrá emitir acciones de capital corporativo.

**OCTAVA**

**SOCIOS:** Serán socios Fundadores de esta Corporación únicamente las siguientes personas:

1) Luisa Ferrer de Arrieta-Urb. Villa Humacao  
   Calle 14 A-B  
   Humacao, P. R. 00661

2) Myrna Ramírez Mercado-Urb. El Duque  
   Calle B #24  
   Naguabo, P. R. 00718

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7) Lidia Fiol vda. de Scarano-Calle Minerva #6  
   Humacao, P. R. 00661

8) Sara García-Box 517, Humacao, Puerto Rico 00661

9) Sara González-Calle 6 1 C 16, Villa Universitaria  
   Humacao, Puerto Rico 00661

10) David Lozada-Buzón 5031, Barrio Junguito  
    Humacao, Puerto Rico 00661

11) José R. Méndez, Jr.-Calle 10 E 15, Villa Universitaria  
    Humacao, Puerto Rico 00661

12) Milagros Montalvo-HC 03 Box 5225, Barrio Junguito  
    Humacao, Puerto Rico 00661
   Humacao, Puerto Rico 00661
14) Padre Rafael Pérez-Casa Parroquial
    Humacao, Puerto Rico 00661
15) Irma Pierantoni-Calle 13 #19, Urb. Villa Humacao
    Humacao, Puerto Rico 00661
16) Milton Rivera-Box 211, Punta Santiago, Puerto Rico 00741
17) Olimpio Rivera-Calle C D D 17, Ext. Jardines de Humacao
    Humacao, Puerto Rico 00661
18) Mencita Rodríguez-Urb. Rivera Donato E-9
    Humacao, Puerto Rico 00661
    Humacao, Puerto Rico 00661
20) Carmen D. Rosado-Calle 23 #689, Urb. Verde Mar
    Punta Santiago, Puerto Rico 00741
21) Carmen Rodríguez Aponte-HC 03 Box 4856
    Humacao, Puerto Rico 00661-9513
22) Esther Rosado Sánchez-HC 01 Box 15854
    Humacao, Puerto Rico 00661-9719
23) Adela Vellón-Calle 28 #761, Urb. Verde Mar
    Punta Santiago, Puerto Rico 00741
24) Miriam Velázquez-Box 292, Punta Santiago, Puerto Rico 00741
25) Rosa Vega Soto-Buzón 4656, Barrio Junquito
    Humacao, Puerto Rico 00661

Los socios fundadores son todos mayores de edad y comprometidos a trabajar en servicio a las personas con impedimentos. Las condiciones requeridas para ser socio se harán constar en el reglamento o los estatutos de la corporación.

Toda persona, natural o jurídica, que esté genuinamente interesada y comprometida con los propósitos de esta corporación y sea aceptada por la Junta de Directores.

NOVENA

La gestión y dirección de todos los negocios y asuntos de esta corporación estarán encomendados a la Junta de Directores, que estará integrada por cinco (5) miembros, a saber:

El Presidente, Vicepresidente, Tesorero (a), Secretario (a) y Directora de Relaciones con la Comunidad, los cuales serán electos entre los mismos incorporadores y socios, y desempeñarán sus cargos por tres (3) años. Los
restantes miembros serán electos de la misma forma y se desempeñarán en su cargos por tres (3) años.

Toda vacante que ocurra en la Junta de Directores será cubierta por elección de miembros.

DECIMA

OFICIALES: La corporación tendrá los oficiales que se estipulen en el Reglamento o estatutos de la misma. Los oficiales serán seleccionados y designados por la Junta de Directores y desempeñarán sus cargos por el término que se fije en el Reglamento o los estatutos de la corporación y hasta que sus sucesores sean debidamente electos y tomen posesión de sus cargos.

UNDICIMA

INCORPORADORES: Los nombres y direcciones postales de cada uno de los incorporadores de esta corporación son los siguientes:

a) Luisa Ferrer de Arrrieta-Urb. Villa Humacao
   Calle 14 A-8
   Humacao, Puerto Rico 00661

b) Cynthia Oquendo-Calle 2 A-9, Urb. Basó
   Humacao, Puerto Rico 00661

c) Myrna Ramirez Mercado-Urb. El Duque
   Calle B #24
   Naguabo, Puerto Rico 00661

DUODECIMA

PROVISION CONSTITUCIONAL: Conforme a la Resolución Conjunta Número 23, Sección 3 del Congreso de los Estados Unidos de América, a esta corporación se le prohíbe efectuar negocios de compra y venta de bienes raíces, ni podrá poseer o tener dicha clase de bienes, a excepción de los racionalmente necesarios para cumplir con los propósitos de su creación, y le estará prohibido tener el dominio o manejo de tierras en exceso de quinientos acres.

DECTMOTERCERA

REGLAMENTO O ESTATUTOS: Los socios de la corporación tendrán la facultad exclusiva para preparar, aprobar y enmendar el Reglamento o estatutos para el funcionamiento interno de la corporación y para enmendar o derogar dicho Reglamento o estatutos. Se consignará en el Reglamento o estatutos que ninguna porción de las utilidades netas de la corporación redundarán en lucro personal de personas particulares.
Bajo las cláusulas que antecedan y en cumplimiento de lo dispuesto en la Ley General de Corporaciones del Estado Libre Asociado de Puerto Rico, dejamos constituida y organizada esta corporación denominada FUNDACION PRO NIÑOS IMPEDIDOS DE ORIENTE, INC. y en el contenido de dichas cláusulas nos ratificamos y firmamos las mismas de conformidad, en Humacao, Puerto Rico, a 1er de Junio de 1988.

Luisa Ferrer de Arrieta
Luisa Ferrer de Arrieta
LUIZA FERRER DE ARRIETA

Marta Ramirez Mercado
MARTA RAMIREZ MERCADO

Cynthia Oquendo
CYNTHIA OQUENDO

AFFIDAVIT NUMERO: 699

Jurado y suscrito ante mí por LUISA FERRER DE ARRIETA, mayor de edad, casada y vecina de Humacao, Puerto Rico; MARTA RAMIREZ MERCADO, mayor de edad, divorciada y vecina de Naguabo, Puerto Rico y CYNTHIA OQUENDO, mayor de edad, casada y vecina de Humacao, Puerto Rico, a quienes doy fe de conocer personalmente en Humacao, Puerto Rico, hoy 1er de Junio de 1988.

Gary S. Broda
NOTARIO PUBLICO
ARTICLES OF INCORPORATION
FUNDACION PRO-NIÑOS IMPEDIDOS DE ORIENTE, INC.

We, the undersigned, make known that we have agreed to constitute a nonprofit corporation in accordance with the provisions in the General Law of Corporations, approved on January 9, 1956.

CIAUSES

FIRST

NAME: The name of the Corporation will be:
FUNDACION PRO-NIÑOS IMPEDIDOS DE ORIENTE, INC.

SECOND

HEAD OFFICE: The domicile and the head office of the Corporation will be based in: Calle 14-A-8, Urbanización Villa Humacao, Humacao, Puerto Rico 00791, and its postal address will be: Calle 14-A-8, Urbanización Villa Humacao, Puerto Rico 00791.

The Corporation will be able, however, to establish offices or agencies in any other place of the city of Humacao, or any other city of the Commonwealth of Puerto Rico, United States of America or abroad, if this would be necessary or convenient for the best interests of the corporation.

THIRD

RESIDENT AGENT: Its Resident Agent will be Mrs. Luisa Ferrer de Arrieta, Calle 14 A-8, Urbanización Villa Humacao, Humacao, Puerto Rico 00791

FOURTH

This Corporation will be constituted in an unlimited term and will have perpetual existence.

FIFTH

OBJECTIVE AND PURPOSES: This Corporation is organized in order to create a nonprofit institution bring service to the destitute population with limitations of physical and/or mental nature.

This organization is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
ARTICLE OF INCORPORATION

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on:

(a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code

(b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SIXTH

POWERS AND FACULTIES: For the execution and accomplishment of the objectives and purposes for which this corporation has been organized, outlined in the preceding clause, the same will have faculty for:

a. Subsist to perpetuity under the name before indicated, to sue and be sued as legal person and to appear before any court of justice, quasi-legal organization or administrative organization to claim, protect and defend its rights.

b. Possess and to use a corporative stamp that it will be able to alter to its will.

c. Acquire rights and goods, movables or real estate, by gift, legacy, purchase, barter or by any other means to possess, lease, mortgage,
assign, alienate them or to dispose of the same in any form.

d. Receive through gift or legacy goods or properties of all types or nature, without limitation concerning its value.

e. Guarantee the obligations of other persons, natural or legal.

f. Acquire, possess, mortgage, pledge, sell, relinquish or to have in any form the corporative capital stocks of any other corporation organized according to the laws of the Commonwealth of Puerto Rico or of any other country or nation; or any bonds, shares or titles issued by any other corporation organized according to the laws of the Commonwealth of Puerto Rico, or of any other state of the American Union, or any other country or nation; and to exercise with regard to those stocks, bonds, shares or titles, all the rights, powers and inherent privileges to the dominance of the same, including the right to vote that corresponds to those stocks.

g. Settle contracts and agreements of all kind and nature, without any limitation, with any legal or natural persons.

h. Give and to take money as a loan and to demand and to lend in one and other case the guarantees that estimate necessary or convenient.

i. Invest the funds and shares of the corporation.

j. Approve regulations or by-laws for the rules of procedures of the corporation.

k. Name the directors, officers, agents or personnel of the corporation and to dismiss them with just cause.

l. Do business or investments to fulfill the aims and purposes.

m. Take provisions according to the laws on behalf of the destitute and disabled persons.

In addition to the powers related before, the Corporation will exercise all and any other powers, faculties and prerogatives that by the General Law of Corporations for the Commonwealth of Puerto Rico are conferred to the corporations and by the others law of Puerto Rico as a rule, without limitations or restriction of any kind.

SEVENTH

This corporation will operate as a nonprofit corporation and it will not be able to issue corporative capital stocks.
EIGHTH

ASSOCIATES: The following persons will be the sole Founders associates of the Corporation:

1. Luisa Ferrer de Arrieta
   Urb. Villa Humacao
   Calle 14 A-8
   Humacao, P.R. 00661

2. Myrna Ramirez Mercado
   Urb. El Duque
   Calle B #24
   Naguabo, P.R. 00718

3. Margarita Torre de Buso
   Alturas de Buso #3, Box 492
   Humacao, P.R. 00661

4. Orlando Arroyo
   Calle 1 #51, Verde Mar
   Punta Santiago, P.R. 00741

5. Francisca Carrasquillo
   Box 8241
   Humacao, P.R. 00661

6. Jaime Cruz
   Calle 4 A-31, Villa Universitaria
   Humacao, P.R. 00661

7. Lidia Fiol vda. de Scarano
   Calle Minerva #6,
   Humacao, P.R. 00661

8. Sara Garcia
   Box 517, Humacao, P.R. 00661

9. Sara Gonzalez
   Calle 6 1 C 16, Villa Universitaria
   Humacao, P.R. 00661

10. David Lozada
    Buzon 5031, Bo. Junquito
    Humacao, P.R. 00661

    Calle 10 E 15, Villa Universitaria
    Humacao, P.R. 00661

12. Milagros Montalvo
    HC 03 Box 5225, Bo. Junquito
    Humacao, P.R. 00661

13. Cynthia Oquendo
    Calle 2 A-9, Urb. Buso
    Humacao, P.R. 00661

14. Padre Rafael Perez
    Casa Parroquial
    Humacao, P.R. 00661

15. Irma Pierantonii
    Calle 13 #19, Villa Humacao
    Humacao, P.R. 00661

16. Milton Rivera
    Box 211, Punta Santiago, P.R. 00741

17. Olimpio Rivera
    Calle C D D 17,
    Ext. Jardines de Humacao,
    Humacao, P.R. 00661
ARTICLES OF INCORPORATION

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18. Mencita Rodriguez  
Urb. Rivera Donato E-9  
Humacao, P.R. 00661

19. María W. Rodríguez  
Apt. G 301, Buzón 83  
Villas de Humacao,  
Humacao, P.R. 00661

20. Carmen D. Rosado  
Calle 23 #689, Urb. Verde Mar  
Punta Santiago, P.R. 00741

21. Carmen Rodríguez Aponte  
HC 03 Box 4856  
Humacao, P.R. 00661-9513

22. Esther Rosado Sánchez  
HC 01 Box 15854  
Humacao, P.R. 00661-9719

23. Adela Vellón  
Calle 28 #761, Urb. Verde Mar  
Punta Santiago, P.R. 00741

24. Miriam Velázquez  
Box 292, Punta Santiago, P.R. 00741

25. Rosa Vega Soto  
Buzón 4656, Barrio Junquito  
Humacao, P.R. 00661

26. All person, natural or legal, that it be truly party and committed with  
the purposes of this corporation and it will be accepted by the Board  
of Directors.

NINTH  
Management and direction of all the businesses and matters of this  
corporation will be entrusted to the Board of Directors, and be integrated by five (5)  
members; that is:

The President, Vice-president, Treasurer, Secretary and the Community  
Relations Director; those shall be elected amongst the same incorporators and  
associates, and will hold their office three (3) years. The remaining members shall  
be elected in the same way and will hold their office three (3) years.

All vacancies that occur in the Board of Directors will be covered by election  
of members.

TENTH  
OFFICERS: The corporation will have the officers that are stipulated in the  
Regulations or by-laws of the same. The officers will be selected and nominated by  
the Board of Directors and will perform their charges by the term that is determined  
in the Regulations or the by-laws of the corporation and until their sucesor will be  
duly elected and take possession of their office.
ELEVENTH
INCORPORATORS: The names and postal addresses of each one of the incorporators of this corporation are the following:

a). Luisa Ferrer de Arrieta
    Urb. Villa Humacao,
    Calle 14 A-8,
    Humacao, P.R. 00661

b). Cynthia Oquendo
    Calle 2 A-9, Urb. Busó
    Humacao, P.R. 00661

c) Myrna Ramirez Mercado
    Urb. El Duque, Calle B # 24
    Naguabo, P.R. 00718

TWELFTH
CONSTITUTIONAL PROVISION: Pursuant to the Joint Resolution Number 23, Section 3 of the Congress of the United States of America, it is forbidden to this Corporation to effect businesses of purchase and sale of real estate, neither will it be able to possess or to have such goods, except for those rationally necessary to fulfill the purposes of its creation, and it will be forbidden to it to have the dominance or lands managing in excess of five hundred acres.

THIRTEENTH
REGULATION OR BY-LAWS: The associates of the corporation will have the exclusive faculty to prepare, approve and amend the Regulation or by-laws for the rules of procedure of the corporation and to amend or derogate said Regulation or by-laws. It will be consigned in the Regulation or by-laws that no portion or participation of the net earnings of the corporation shall inure to the benefit of private persons.

Under the clauses that precede and in accordance with the provisions of the General Law of Corporations of the Commonwealth of Puerto Rico, we let constituted and organized this designated corporation FUNDACION PRO-NIÑOS IMPEDIDOS DE ORIENTE, INC., and in the content of said clauses we ratify ourselves and in accordance we sign in Humacao, Puerto Rico.
ARTICLES OF INCORPORATION

ELEVENTH

INCORPORATORS: The names and postal addresses of each one of the incorporators of this corporation are the following:

a). Luisa Ferrer de Arrieta
    Urb. Villa Humacao,
    Calle 14 A-8,
    Humacao, P.R. 00661

b). Cynthia Oquendo
    Calle 2 A-9, Urb. Busó
    Humacao, P.R. 00661

c). Myrna Ramirez Mercado
    Urb. El Duque, Calle B # 24
    Naguabo, P.R. 00718

TWELFTH

CONSTITUTIONAL PROVISION: Pursuant to the Joint Resolution Number 23, Section 3 of the Congress of the United States of America, it is forbidden to this Corporation to effect businesses of purchase and sale of real estate, neither will it be able to possess or to have such goods, except for those rationally necessary to fulfill the purposes of its creation, and it will be forbidden to it to have the possession or lands managing in excess of five hundred acres.

THIRTEENTH

REGULATION OR BY-LAWS: The associates of the corporation will have the exclusive faculty to prepare, approve and amend the Regulation or by-laws for the rules of procedure of the corporation and to amend or derogate said Regulation or by-laws. It will be consigned in the Regulation or by-laws that no portion or participation of the net earnings of the corporation shall inure to the benefit of private persons.

Under the clauses that precede and in accordance with the provisions of the General Law of Corporations of the Commonwealth of Puerto Rico, we let constituted and organized this designated corporation FUNDACION PRO-NIÑOS IMPEDIDOS DE ORIENTE, INC., and in the content of said clauses we ratify ourselves and in accordance we sign in Humacao, Puerto Rico, on August 1997.
AFFIDAVIT NUMBER: 39,300

Sworn and undersigned before me by LUISA FERRER DE ARRIETA, of legal age, married and neighbour of Humacao, Puerto Rico; MYRNA RAMIREZ MERCADO, of legal age, divorced and neighbour of Naguabo, Puerto Rico and CYNTHIA OQUENDO, of legal age, married and neighbour of Humacao, Puerto Rico; to whom I known personally, in Humacao, Puerto Rico, on August 26, 1997.

[Signature]
NOTARY PUBLIC