ARTICLES OF INCORPORATION
OF
FUNDATIO CARITAS ET CIVITAS, INC.

We, the undersigned, for the purpose of forming a non-profit corporation under the provisions and subject to the requirements of the laws of the Commonwealth of Puerto Rico, particularly under the act known as the "General Corporation Law for the Commonwealth of Puerto Rico" as amended, do make and file this Certificate of Incorporation in writing and do hereby certify as follows:

FIRST

NAME: The name of the corporation (hereinafter called "the corporation") is:

FUNDATIO CARITAS ET CIVITAS, INC.

SECOND

PRINCIPAL OFFICE AND AGENT: Its principal office and place of business in the Commonwealth of Puerto Rico is to be located at El Caribe Building, 15th Floor, San Juan, Puerto Rico. Its Resident Agent is Guillermety & Kelly, Suite 1502, El Caribe Building, San Gerónimo and Palmas Street, San Juan, Puerto Rico.
A. **OBJECTS AND PURPOSES:** The exclusive purposes or objects to be promoted, undertaken or carried on by this corporation and forever shall be as follows:

1. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations duly authorized to carry on charitable, religious, scientific, literary or educational activities, provided, however, that no part of such income or such principal shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation.

2. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activities of the corporation
shall be carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

3. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organization which would then qualify under the provisions of Section 101(6) of the 1954 Income Tax Act of Puerto Rico and its Regulations as they now exist or as they may hereafter be amended.

FOURTH

B. GENERAL PURPOSES: As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

1. To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
3. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 101(6) of the 1954 Income Tax Act of Puerto Rico and its Regulations as they now exist or as they may hereafter be amended.

5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further
limitation and condition that only such powers shall be exercised as are in furtherance of the exempt purposes of organizations set forth in Section 101(6) of the 1954 Income Tax Act of Puerto Rico and its Regulations as they now exist or as they may hereafter be amended.

FIFTH

PRINCIPAL TERRITORY OF OPERATIONS: The territory in which the operations of the corporation are principally to be conducted is Puerto Rico, the United States of America, and its territories and possessions, but the operations of the corporation shall not be limited to such territory.

SIXTH

NO STOCK TO BE ISSUED: No stock shall be issued and no dividends or profits shall be divided among the members.

SEVENTH

DURATION: The corporation is to have perpetual existence.

EIGHTH

INCORPORATORS: The names and places of residence of each of the incorporators are as follows:

<table>
<thead>
<tr>
<th>NAME</th>
<th>PLACE OF RESIDENCE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rossy L. Meléndez</td>
<td>Calle Dos Hermanos #268</td>
</tr>
<tr>
<td></td>
<td>Apartamiento #5, 1er Piso</td>
</tr>
<tr>
<td></td>
<td>Santurce, P.R.</td>
</tr>
</tbody>
</table>
Yolanda I. Anglada
Calle 3, E-9
Parques de San Ignacio
Río Piedras, P.R.

Awilda Salgado
Calle 2, F-11
Urb. Sta. Rita
Vega Alta, P.R.

NINTH

MEMBERS: The members of the Corporation shall be the persons from time to time serving as directors or trustees, and no person shall continue to be a member after ceasing to be a director or trustee. There shall be no individual liability against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. Conditions of membership shall be stated in the by-laws.

TENTH

DIRECTORS OR TRUSTEES: The number of Trustees of the corporation shall be not less than three. The Board of Trustees shall constitute the directors of the corporation and shall be composed initially of the incorporators, as hereinabove provided and thereafter of them and such of their successor as shall be elected by the members from time to time upon the occurrence of vacancies on the Board occasioned by death, resignation or otherwise.
ELEVENTH

PLACE OF MEETINGS: If the by-laws so provide, the members and the Board of Trustees shall have power to hold their meetings outside of the Commonwealth of Puerto Rico at such places as may from time to time be designated by the Board of Trustees.

TWELFTH

AMENDMENT: This Charter is subject to modification and amendment as provided in the statutes of the Commonwealth of Puerto Rico, and the members may at any time voluntarily dissolve the corporation. A violation of any of the provisions of the charter shall subject the corporation to dissolution at the instance of the Commonwealth of Puerto Rico.

IN WITNESS WHEREOF, we, the undersigned, being all incorporators hereinabove named, do hereby further certify that the facts hereinabove stated are truly set forth and accordingly have hereunto set our respective hands and seals. In San Juan, Puerto Rico, this 4th day of December of 1985.

Rossy L. Meléndez
Yolanda I. Anglada
Awilda Salgado

AFFIDAVIT NO. 149

Sworn to and subscribed before me by Rossy L. Meléndez, Yolanda I. Anglada and Awilda Salgado, all of
legal age; the first single, the second and the third married; all Incorporators of Fundatio Caritas Et Civitas, Inc., and the first resident of Santurce, the second resident of Río Piedras, and the third resident of Vega Alta, Puerto Rico, whom I personally known. In San Juan, Puerto Rico, this 11th day of December 1985.