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Ponte Traduções Ltda.

### PORTUGUÊS

Tradução oficial do documento do inglês para o português a pedido da parte interessada. Pelo abaixo assinado Tradutor Público credenciado e juramentado pela Junta Comercial do Paraná.

Matrícula N<sup>o</sup> 12/196-T

EM TESTEMUNHO DO QUE, aponho minha assinatura e afixo meu Selo de Ofício.

### ENGLISH

In my capacity as a certified translator, I hereby certify that the following text is a true and accurate translation from its original in Portuguese into English done to the best of my knowledge and ability.

Board of Trade Certification: 12/196-T

IN WITNESS WHEREOF, I hereunto set my hand and seal.

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## "REFORMULATED ESTATUTE - AMENDMENT No. XXXXXX

### STATUTE OF THE RESEARCH AND EXTENSION SUPPORT FOUNDATION

#### CHAPTER I - Institution, denomination, nature, headquarter, forum and duration.

**Article 1** - The Research and Extension Support Foundation, also known as FAPEX, and also in this Statute, also a Foundation, is a non-profit private legal entity with property, financial and administrative autonomy, with domicile, headquarters and forum in this City of Salvador, capital of the State of Bahia, for an indeterminate duration, and was established under the terms of the public deed drawn up on November 13, 1980 at the Office of the Fifth Office of Notes of the District of Salvador, Bahia; at page 33 of Book 705 and registered on April 28, 1981 in the registry of the 2nd Office of Civil Registry of Legal Entities (microfilm no. 532, roll 105) and published in the Official Gazette of the State of Bahia, edition of March 28 and 29, 1981, duly approved by the Public Registry Curatorship of the Public Prosecutor's Office of Bahia, being governed by these Bylaws and by applicable and pertinent legislation.

#### CHAPTER II - Purpose and Activities.

**Article 2** - The purpose of the Foundation is to support teaching, research and extension work and the training and qualification activities of the teaching and technical-administrative co-workers of the Federal University of Bahia - UFBA; and the other Federal Institutions of Higher Education (IFES) and Scientific and Technological Institutions (ICT) supported, as well as cooperate with the institutional / scientific, technological and technological transference, postgraduate and research, anywhere of the national territory, and stimulating innovation, interacting with other institutions of society, public or private, from the country or abroad, using all the necessary means to do this; and may execute any legal act to instrumentalise its actions in administrative and financial management activities, technical assistance, consulting and service provision in areas of its competence, such as:

I) planning, organization, execution and evaluation of institutional and management development;

II) organization, realization and evaluation of selective processes and competitions aiming at the inclusion of human resources in public and private institutions;





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III) organization, planning and execution of studies and projects, actions, research, including institutional development, technological and innovation scientific, as well as consultancies, aiming at public policies in areas such as education, health, science, technology, culture and art, including an inter and multidisciplinary manner;

IV) planning of actions in the area of computer science, aiming the organizational development, implementation and maintenance of computerization projects, support to computational resources and redesign, modeling, development and implementation of information systems;

**Article 3** - In order to achieve its objectives, the Foundation may:

I) to conclude agreements, contracts, cooperation and management agreements, and other instruments, with public and private institutions, national or foreign, especially those with higher education;

II) to develop technical assistance, consulting and service rendering activities, directly or through the supported IFES and ICTs;

III) to promote public tenders and selective processes for hiring personnel and managing human resources;

IV) to promote University-Business-State interaction; grant scholarships for research, extension, undergraduate and postgraduate education, scholarship internship and other related to activities linked to statutory purposes and authorized by the governing legislation;

V) to promote the creation, dissemination and commercialization of books, editorial articles and other personalized products produced by IFES and other supported ICTs;

VI) to promote other activities related to its basic purpose

**CHAPTER III - Equity and revenues.**

**Article 4** - The assets of the Foundation are made up of the following assets, which may only be used for the accomplishment of its purposes:





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**I)** The original amount of Cr \$ 1,000,000.00 (one million cruzeiros) was converted on 12/31/1995, resulting in the value of R\$ 16,269.00 (sixteen thousand, two hundred and sixty nine reais). On November 18, 2008, its increase to R \$ 2,000,000.00 (two million reais) was authorized, with the use of equity reserves;

**II)** the furniture and real estate included in its balance sheet and others to be purchased;

**III)** the donations, legacies, aids, subsidies and contributions to be received;

**IV)** incomes of any nature, especially those arising from the rendering of services and the application of own assets and assets or third parties.

**Sole Paragraph** - The Foundation, because it is not for profit, does not distribute dividends or advantages of any kind, nor remunerate its leaders.

**Article 5** - The assets of the Foundation may only be sold, encumbered and / or assigned their use by prior decision taken by 2/3 (two thirds) of the votes of the members of the Deliberative Council; which will be submitted to the Attorney General of the Foundations of the Region of Salvador, Bahia.

**Article 6** - Ordinary income of the Foundation shall be:

**I)** those coming from the securities, stocks or financial papers of its property;

**II)** the own incomes from real estate that owns;

**III)** bank interest and other possible income;

**IV)** the incomes in its favor constituted by third parties;

**V)** the remunerations you receive for services rendered;

**VI)** other public incomes or subsidies.

**CHAPTER IV - Organizational Structure - Deliberation, Administration and Supervision Organs.**

**Section I - Organizational Structure**





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**Article 7** - The departments of the Foundation are:

- I) the Deliberative Council;
- II) the Executive Board; and
- III) the Fiscal Council.

**Paragraph 1** - For the exercise of the functions in the Deliberative Council, in the Executive Board and in the Fiscal Council there will be no remuneration for any title, being expressly forbidden the receipt of profit, bonus or any other advantage.

**Paragraph 2** - No member of the Deliberative Council, the Executive Board and the Fiscal Council may participate in more than one administrative body simultaneously.

**Paragraph 3** - The participation of spouses or relatives in any of the administrative organs of the Foundation is prohibited.

## Section II - Deliberative Council

**Article 8** - The Deliberative Council, the Foundation's governing body and higher decision-making body, shall be composed of a minimum of twelve (12) members and their alternates, graduates of the entire accredited IFES and authorized IFES and ICT.

**Paragraph 1** The Directors are statutorily indicated, with their respective alternates, by the totality of the IFES and accredited ICT and authorized:

- The Dean of the Federal University of Bahia (UFBA)
- The Dean of the Federal University of Recôncavo da Bahia (UFRB)
- 1 Pro-Rector of Research, Creation and Innovation of UFBA (accredited IFES);
- 1 Pro-Rector of Extension of UFBA (accredited IFES);
- 1 Pro-Rector of Planning and Budget of UFBA (accredited IFES);
- 1 Representative of UFRB, chosen by their respective Superior Councils or equivalent bodies;





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- 1 representative of the research community and 1 representative of the extensionist community, appointed by the Rector of UFBA to the University Superior Council for approval;
- 1 representative of the research community and 1 representative of the extensionist community, appointed by the Rector of UFRB to the University Superior Council for approval;
- 1 representative of the other authorized IFES and ICT, who will sit on the Deliberative Council, following a criterion of rotation among these institutions;
- 1 (one) representative of scientific, business or professional entities, appointed by the Rector of UFBA to the University Superior Council for approval.

**Paragraph 2** - The President of the Deliberative Council shall be the Rector of the UFBA (accredited IFES) while the Vice-President shall be the Rector of the UFRB (IFES authorized).

**Paragraph 3** - The mandates of the members of the Deliberative Council, with the exception of the Pro-rectors, referred to in Article 8 of these Bylaws, shall be for a period of 04 (four) years, entitled to a 01

**Paragraph 4** - After the deadlines of the mandates of the members of the Deliberative Council, they will remain in office until the possession of their substitutes.

**Paragraph 5** - In the event of the vacancy of the office of President, the Vice-President shall assume office in order to complete the term of office.

**Paragraph 6** - In the event of vacancy of the position of Director, he shall assume the respective alternate, in order to complete the term of office.

**Paragraph 7** - The members of the Executive Board of the Foundation shall participate in the meetings of the Deliberative Council, without the right to vote.

**Article 9** - It is incumbent upon the Board to decide on matters of interest to the Foundation and specifically:





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- I) to establish the general guidelines for the Foundation's action, lowering the norms that may be necessary;
- II) to elect the members of the Executive Board, whose choice should fall preferably on the person of effective professor of the UFBA, with experience in research and extension;
- III) approve the work and investment plan, as well as the budget proposal for the following year, and the annual accounts for the year, after hearing the Fiscal Council;
- IV) to approve and approve statutory changes, as well as the extinction of the Foundation, by a two-thirds (2/3) majority of its members;
- V) to consider and approve the creation of administrative structures for the Foundation;
- VII) to decide on the acceptance of donations, when subject to conditions or charges, with prior approval by the Public Prosecutor's Office;
- VIII) to ensure the integrity of the assets of the Foundation, and to authorize the constitution of royal liens on real estate, as well as the sale and assignment of use of the Foundation's assets; whose decision must be previously submitted to the Foundations Prosecutor of the Public Prosecutor's Office of the State of Bahia;
- IX) to judge in the last administrative instance the appeals against acts of the Executive Board;
- X) approve the appointment of the members of the Fiscal Council, except the President
- XI) to grant leave to the members of the Deliberative, Fiscal Council and Executive Board;
- XII) resolve cases not covered by these Bylaws.

**Paragraph 1** - The Deliberative Council has a deadline of December 15 of each year to approve the budget proposal and the work plan of the Foundation for the following year.





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**Paragraph 2** - In the event of failure by the Board to comply with the deadline defined in paragraph 1 of this article, the budget proposal and the work plan of the Foundation for the following year shall be deemed approved by this Council;

**§3** - The Deliberative Council shall have a deadline of May 30 of each year to approve the Foundation's accounts, including the annual report and the financial statements. In the event of non-compliance by the Deliberative Council with the aforementioned deadline, the Foundation's accounts for the previous year shall be deemed approved by this Board and forwarded to the Public Prosecutor's Office.

**Article 10** - The Deliberative Council shall meet ordinarily one (01) time each semester and, extraordinarily, whenever summoned by its President, at the request of 1/3 (one third) of its titular members or by the Executive Board .

**Paragraph 1** - The Deliberative Council shall meet with an absolute majority of its members, provided that decisions are taken by a simple majority of the votes of those present, except for matters subject to a special quorum provided for by law or in these Bylaws.

**Paragraph 2** - The President participates in the votes and, in the event of a tie, shall exercise the casting vote.

**Paragraph 3** - The meetings of the Deliberative Council shall be called by Official, by any suitable means, including by electronic means.

### **Section III - Executive Board**

**Article 11** - The Executive Board is the executive body of FAPEX and will be exercised by a person of recognized standing, of free choice of the Rector of UFBA and appointed by the latter.

**Article 12** - It is incumbent upon the Executive Director:

**I)** guide, direct and supervise the activities of the Foundation

**II)** to comply with and enforce the Statute, the rules in force in the Foundation and the guidelines issued by the Deliberative Council and the Fiscal Council;





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**III)** to sign agreements, cooperation agreements, consortiums, contracts, adjustments or any form of agreements with public and private entities, national and foreign, or with individuals, with a view to ensuring the full achievement of the objectives of the Foundation; following the guidelines established by the deliberative Council;

**IV)** develop actions with public and private entities to obtain resources, donations and agreements and agreements that benefit the Foundation;

**V)** to admit, promote, transfer and dismiss employees of the Foundation;

**VI)** indicate and submit to the approval of the Deliberative Council the Superintendent, responsible for the operational organ of the Foundation;

**VII)** represent the Foundation, actively and passively, in court or outside it, being able to delegate this attribution, in specific cases, and to establish agents and attorneys-in-fact;

**VIII)** propose to the Deliberative Council statutory changes and administrative structure;

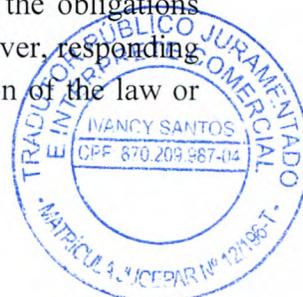
**IX)** sign, together with the Financial Sector Manager, or with a person formally designated, the documents related to any bank transaction, including authorizations by electronic means, in addition to the other financial transactions inherent in the activities of the Foundation;

**X)** submit to the Statutory Audit Board, by March 31 of each year, the accounts of the Foundation for the previous year, including the annual report and the financial statements;

**Paragraph 1** - In its absences or impediments, the Executive Director will be replaced by an appointed person, who, for the duration of the removal, will exercise all the attributions listed in the main section of this article.

**Paragraph 2** - The competencies described in items III, IV, V and IX of this article may be delegated to the Superintendent of the Foundation.

**Paragraph 3** - The Executive Director and the Superintendent shall present a declaration of assets upon assuming and leaving office, not being responsible for the obligations incurred on behalf of the Foundation by regular management acts, however, responding to the damages caused to the Foundation or to third parties for violation of the law or these Bylaws.





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#### Section IV - Fiscal Council

**Article 13-** The Fiscal Council, the internal control technical body, is composed of three (3) effective members and their alternates, one (1) being nominated by the Chairman of the Board of Trustees of UFBA (accredited IFES); and two (2) approved by the Deliberative Board among members of the teaching and / or technical-administrative bodies indicated by the Faculties of Accounting, Law, Administration and Economics, all units of UFBA (accredited IFES).

**Paragraph 1** - The effective members of the Fiscal Council shall be replaced by their respective alternates, whose appointment or choice shall be made in the same manner as the members.

**Paragraph 2** - The Chairman of the Fiscal Council shall be elected by election from among its members.

**Paragraph 3** - In the event of vacancy in any position of effective member of the Fiscal Council, it will be up to the respective alternate to replace him until the end of the term for which he was elected.

**Paragraph 4** - In the event of a vacancy among the alternate members of the Fiscal Council, the Deliberative Council shall approve the new member, in the same manner as indicated in §1 of this article.

**Paragraph 5** - The term of office of the members of the Fiscal Council shall be 04 (four) years, with the right to a renewal.

**Paragraph 6** - "The Fiscal Council shall meet ordinarily every six (6) months and extraordinarily whenever convened by a majority of its members or by the Deliberative Council, with the respective minutes of each of these meetings being produced.

**Paragraph 7** - After the deadlines of the mandates of the members of the Fiscal Council, they will remain in office until the possession of their substitutes.

**Article 14** - The Fiscal Council's powers are as follows:





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I) To supervise the economic and financial management of the Foundation, and to do so, examine its accounts, quarterly balance sheets and any other documents, issuing, at the end of this analysis, an accounting opinion;

II) Communicate to the Deliberative Council and to the Foundations Prosecutor the occurrence of errors, frauds or crimes that discover, suggesting useful measures to regularize the Foundation.

**Paragraph 1** - The Fiscal Council has a deadline of April 30 of each year to issue and forward to the Board of Directors an opinion on the rendering of accounts of the Foundation for the previous year, including the annual report and the financial statements.

**Paragraph 2** - In the event of non-compliance by the Fiscal Council with the term defined in §1 of this article, the accountability of the Foundation for the previous year shall be deemed approved by this Board and forwarded to the Deliberative Council.

**Paragraph 3** - The meetings of the Fiscal Council shall be called by Official, by any suitable means, including by electronic means.

## **CHAPTER V - The Financial and Accounting Regime**

**Article 15** - The financial year shall coincide with the year

**Article 16** - The Foundation will apply its net results in addition to its assets, in the development of its purposes and in the granting of incentives to stimulate research and extension or other destinations defined by the Deliberative Council, observing the regulations, and the distribution of these surpluses to its members, to the members of the Deliberative Council, Executive Board and Fiscal Council and to the Superintendent, as well as to their employees.

**Paragraph 1** - Prizes to stimulate research and extension shall be granted with authorization from the Board of Directors and limited to 10% (ten percent) of the fiscal year's surplus.

**Paragraph 2** - The accounting bookkeeping of the Foundation is carried out in accordance with the principles and Brazilian Accounting Standards.

## **CHAPTER VI - Personnel**





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**Article 17** - The rights and duties of the staff of the Foundation are regulated by the Consolidation of Labor Laws, other existing legislation and complemented by the norms issued by the Executive Board.

**Sole Paragraph** - The remuneration of the staff of the Foundation shall be established in the Table of Positions and Salaries.

#### **CHAPTER VII - Extinction of the Foundation.**

**Article 18** - The Foundation shall be extinguished in the cases provided by law, by a decision of 2/3 (two thirds) of the members of the Deliberative Council.

**Article 19** - Once the Foundation is dissolved, its assets will be destined and incorporated into an entity dedicated to teaching, research and extension.

#### **CHAPTER VIII - FINAL AND TRANSITIONAL PROVISIONS.**

**Article 20** - The Deliberative Council, by decision of 2/3 of its members, may grant a diploma of "Meritorious" to the individual or legal entity that has rendered relevant services or performed acts of benevolence in favor of the Foundation,

**Article 21** - This Statute completely replaces the previous Statute and will come into force after its approval by the Deliberative Council and the Public Prosecutor of Bahia, and consequent registration in the competent registry.

**This Statute was approved at an ordinary meeting of the FAPEX Deliberative Council, held on December 5, 2017.**

**Approved by the Public Prosecutor's Office on \_\_\_\_ of 2018**

Registered at the Office of the 2nd Office of the Special Registry of Securities and Documents of the Registry of Legal Entity, on \_\_\_\_\_, 2018.

Signed: [illegible signature]

Antônio Fernando S. Queiroz

Executive Director





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Signed: [illegible signature]

Vânia Oliveira Reis

Legal Advisor

[All pages are initialed and bears the stamp of Vânia Oliveira Reis and the stamp of the 2<sup>nd</sup> Civil Registry of Legal Entities]

[The last page bears the seal of Santos Silva Notary's Office duly signed by Maria Luiza dos Santos Silva Abbehusen - Officer]

*Salvador. August 13th 2018.*

