

Art. 34.-Attributions of the Chief Executive Officer.- The Chief Executive Officer will have the following attributions:

- a) To exercise the legal, judicial and extrajudicial representation of the Foundation;
- b) To undertake obligations in the name of the Foundation, prior to the authorization of the Board of Directors;
- c) To direct the technical and administrative activities of the Foundation;
- d) To exercise the general supervision of the management processes and of the performance of human resources of the Foundation;
- e) To administer the property of the Foundation and to order them with the limitations and up to the amounts fixed by the Board of Directors.
- f) To coordinate all the activities that the Foundation accomplishes directly or through commissions or dependencies functioning for such purpose;
- g) To submit to the Board of Directors for its approval the Program and the annual budget of the Foundation;
- h) To appoint, employ or remove personnel of the entity, according to the laws that are in force for such matter;
- i) To designate commissions, representations, delegations in compliance with the ends of the Foundation;
- j) To employ national or foreign technicians for studies or feasibility projects;
- k) To draw, accept, endorse, negotiate titles and values; to purchase properties or real estate; authorize deposits or to give or receive mutuum in money, strictly subjecting to the norms established by the Articles of Association, the pertinent regulations and the dispositions of the Board of Directors;
- l) To propose and answer lawsuits; to appear in a lawsuit in the name of the Foundation with the faculty to designate a legal procurator; and prior to the authorization of the Board of Directors to appear in mediations and submit possible suits or arbitrations.
- m) To have under his/hers responsibility the property of the Foundation and the custody of its documents;
- n) To participate in the meetings of the General Assembly and the Board of Directors with the right to speak and no right to vote;
- o) To account to the Board of Directors by means of a written report of the activities;
- p) To fulfill with these Articles of Association and the regulations of the Foundation
- q) To exercise the rest of the functions and attributions assigned or delegated by the General Assembly and the Board of Directors, according to the Articles of Association and the regulations in force.

Art. 35.- Succession.- In case of absence of the Chief Executive Officer the Board of Directors will replace him/her with the President.

Art. 36.- Secretary.- The Secretary will be appointed by the General Assembly from among the active members and will be in office for four years, and can be reelected immediately for one time only.

Art. 37.- Attributions of the Secretary.- The attributions of the Secretary are the following:

- a) To act as such in the meetings of the General Assembly and of the Board of Directors with the right to vote.
- b) To keep the books of minutes of the meetings of the General Assembly and of the Board of Directors; and, other registry as he/she thinks is convenient;
- c) To take care of the official correspondence of the Foundation and have it updated;
- d) To have under his charge the archives of the Foundation and the complete inventory of it;
- e) To subscribe jointly with the President the minutes of the meetings of the General Assembly and of the Board of Directors; and,
- f) To grant copies of the certificates of the official documents of the Foundation, prior to the authorization of the President.

Art. 38.- Treasurer.- The Treasurer will be appointed by the General Assembly from among the active members and will be in office for four years, and can be reelected immediately for one time only.

Art. 39.- Attributions of the Treasurer.- The Treasurer will have the following attributions:

- a) To retrieve the social fees of the members;
- b) To elaborate the budgetary proforma for the corresponding approval;
- c) To elaborate the budgetary programming and submit it for the consideration of the President;
- d) To liquidate the budget
- e) To give the financial resources to each of the processes according to the budgetary programming;
- f) To be responsible for the money entrusted to him/her;
- g) To report periodically to the President of the financial situation of the Foundation;
- h) To submit to the President, Board of Directors and General Assembly an annual economic report;
- i) To carry out the expenses prior to the authorization of the President and according to the budgetary programming; and
- j) The rest of the dispositions provided in the organic regulations of the Foundations.

Art. 40.- Conflict solutions.- Internal conflicts of the Foundation must be solved by the organization's own bodies and with subjection to the dispositions of the Articles of Association herein. In case there is no solution to the conflicts, the same must be submitted to the resolution of the Mediation and Arbitration Centers and Courts, and such Act must be submitted for the consideration by the Ministry of Agriculture, Aquaculture and Fishing. In case there are controversies with other organizations the same procedures will be applied.

CHAPTER V OF THE PATRIMONY

Art. 41.- Patrimony.- For the compliance of its ends, the Foundation will count with the following resources;

- a) The contributions and social fees of all the members;
- b) The resources from inheritance, legacies, assignations and donations conferred by individuals and legal entities, private or public, national or foreigner, received as inventory;
- c) The income generated through associations, agreements, contracts, trusts, participations of shares, subscribed between the Foundation and any public or private entity, being this national or foreign;
- d) The income or dividends generated by the usufruct of goods, services and products property of the Foundation or the usufruct of goods, services and products of third parties that with their authorization are used; and goods, services and products tangible or intangible; and
- e) The real estate or properties owned by the Foundation.

CHAPTER VI OF THE DISSOLUTION AND LIQUIDATION

Art. 42.- Dissolution.- The Foundation could be dissolved when it is impossible for the same to comply with the Social Object, ends and objectives for which it was created, by one of the causes determined by the Law or the unanimous decision of the General Assembly.

Art. 43.- Designation of Liquidators.- Once the dissolution has been ordered, according to the Law, the liquidation will be carried out immediately, and for such purpose the General Assembly will designate liquidators, who will issue the corresponding report.

Art. 44.- Liquidation.- Once the obligations have been met and the assets cleared, the Patrimony of the Foundation will remain at the disposition of the General Assembly, to be given to the Founding Member who must demonstrate the purpose of the use of the same.

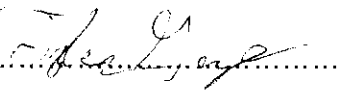
Art. 45.- State Competence.- The Ministry of Agriculture, Aquaculture and Fishing, under the protection of the legislation in force and with the knowledge and once the non-compliance of the ends and objectives has been verified, the Ministry will impart the norms and will establish the proceedings which will allow to regulate all the dissolution and liquidation process.

CHAPTER VII OF THE RESPONSIBILITY

Art. 46.- Responsibility.- The members of the Board of Directors, the President, the Secretary, the Treasurer and the personnel of the Foundation will be responsible according to the Law, of the acts or fraudulent resolutions or contrary to the corporate interests.

TRANSITORY DISPOSITION

FIRST.- The provisional President has the faculty to manage and obtain the legal approval of the Foundation.

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FOUNDING MEMBER

Tyler Roger Gage

I certify that this is an accurate and authentic translation of the articles of incorporation of Fundación Runa.

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Dan MacCombie

Vice President, Fundación Runa