

“REWORDED STATUTE”

**STATUTE OF THE FOUNDATION FOR SUPPORT TO RESEARCH AND
EXTENSION (FAPEX)**

**CHAPTER I – About the institution, denomination, nature, headquarters, legal
domicile and duration.**

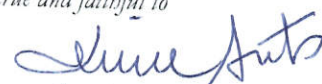
Article 1st - The Foundation for Support to research and extension , also designated by the acronym FAPEX , and in this Statute , also only Foundation , is a private legal entity , nonprofit , with patrimonial , financial and administrative autonomy , with legal domicile at 1.784 Manoel Dias da Silva Avenue , Comercial Pituba Trade Building , Pituba , Zip Code : 41.830-001 , in this city of Salvador , capital of the State of Bahia ,undetermined duration , and it has been instituted in the terms of the public deed that was drawn up on November 13, 1980 in the 5th Registry Office in this District of Salvador , Bahia , at page 33 from Book 705 , and registered on April 28, 1981 in the 2nd Registry Office of Legal Entities (microfilm n. 532, roll 105) and published on the State Official Journal , issue from March 28 and 29 , 1981 , dully approved by the Curatorship of Public Records from the Public Ministry in Bahia, being conducted by this Statute and by the pertinent and applicable legislation.

CHAPTER II- About the finalities and activities

Article 2nd - The Foundation has as objectives support the teaching works , research and extension and the activities for capacitation and qualification of the teaching and technical-administrative staffs from the Federal University of Bahia - UFBA and of the Federal University of Reconcavo in Bahia –UFRB , as well as to cooperate with the scientific and technological development , the transfer of technology , post-graduate course and research in any part of the national territory , interacting with other institutions of the society – may they be public or private – from the country or abroad , using , for

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so , all the necessary means - , and celebrating each and every juridical act in order to exploit its actions , in activities of technical assistance , counselling and ~provision of services in areas of its competence , such as :

- I) planning, organization , execution and evaluation of institutional and managerial development;
- II) organization, holding and evaluation of selective processes and tenders aiming the inclusion of human resources in public and private institutions ;
- III) organization , planning and execution of studies and actions, researches and counselling that aim the development and improvement of public policies , especially in the big areas of knowledge : Agrarian Sciences , Biological Sciences , Health Sciences , Exact Sciences , Human Sciences , Social Sciences , Engineering , Linguistics and Multidisciplinary ones.
- IV) planning of actions in the area of informatics, aiming the organizational development, implementation and maintenance of projects of computerization and redesign, modelling, development and implementation of information systems.

Article 3rd - For the achieving of its objectives, the Foundation can:

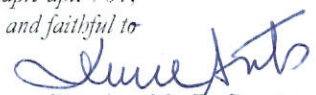
- I) grant agreements and contracts of cooperation and management with private and public institutions , national or foreign , especially with institutions of superior courses;
- II) develop activities of technical assistance , counselling and provision of services;
- III) promote public tenders and selective processes for the hiring of people and management of human resources;
- IV) promote the interaction University – Company - Government ; grant scholarships for research , extension and teaching , of graduation , post graduate courses and activities that are tied to statutory purposes;
- V) promote other activities that are related to its basic purpose.

CHAPTER III – Of patrimony and revenues

Article 4th – The patrimony of the Foundation is constituted by the following assets that can only be used for the achievement of their purposes:

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- I) the original allocation of Cr\$ 1.000.000, 00 (one million cruzeiros) was converted on 31/12/1995 and it resulted in the value of R\$ 16.269,00 (sixteen thousand, two hundred and sixty nine reais). On 18/11/2008 it was authorized the rise for R\$2.000.000,00 (two million reais) , with the use of patrimonial reserves;
- II) movable and immovable properties that are in the balance sheet and others to be acquired;
- III) the donations , legacies , aids , subventions and contributions to receive;
- IV) incomes of any nature, especially the ones that result from provision of services and investments of own assets and patrimonial values or of third parties.

Sole Paragraph- Because the Foundation is a non- profitable one, it does not distribute dividends or advantages of any kind, nor pays a salary to its managers.

Article 5th – The assets of the Foundation can only be alienated , burdened and/or granted , through previous decision that has been made by 2/3 (two thirds) of the members' votes of the members of the Deliberative Council – this deliberation will be submitted to the Prosecutor's office of Foundations in the District of Salvador , Bahia.

Sole Paragraph: There are excluded from the disposition in *caput* in this article, the assets that had been acquired by the Foundation by virtue of the support to administrative and financial management to research projects, teaching, extension, institutional development and innovation.

Article 6th – They are constituted ordinary incomes from the Foundation:

- I) the ones that arise from titles , actions or financial papers of its property;
- II) the own income that arise from immovable properties ;
- III) bank interests and other occasionally incomes;
- IV) the incomes in their favor that are constituted by third parties.
- V) the remunerations that it receives for provision of services;
- VI) other incomes or public subventions.

CHAPTER IV- About the Organizational Structure – Organs for Deliberation, Administration and Surveillance

Article 7th – These are organs of the Foundation:

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

§ 1st- Through the exercise of the functions in the Deliberative Council , in the Executive Board of Directors and in the Fiscal Council , there will not be remuneration to any title , and it is expressly prohibited the receiving of profit, gratification , bonification or any other advantage.

§2nd – No member of the Deliberative Council , from the Executive Board of Directors and from the Fiscal Council , will be able to participate in more than one administrative organ , simultaneously.

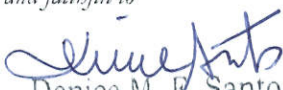
§3rd – It is prohibited the participation of spouses or relatives in any of the administrative organs of the Foundation.

Article 8th – The Deliberative Council, organ of orientation and superior decision of the Foundation, is made of 13 (thirteen) members, being 8 (eight) of them statutorily established, with their substitutes, through the totality of supported educational institutions, 3 (three) of them nominated by the University Council at the Federal University of Bahia – UFBA, and 2 (two) nominated by the University Council at the Federal University of Reconcavo in Bahia – UFRB, to know:

- a) Counsellors statutorily nominated , with their respective substitutes , by the totality of supported educational institutions:
 - the Dean of the Federal University of Bahia – UFBA;
 - the Dean of the Federal University of Reconcavo of Bahia- UFRB;
 - the Pro-Dean of Research, Creation and Innovation at UFBA;
 - the Pro-Dean of Extension at UFBA;
 - the Pro- Dean of Teaching in Post Graduate courses at UFBA;
 - the Pro-Dean of Planning and Budget at UFBA;
 - the Pro-Dean of Research and Post-Graduation at UFRB;
 - the Pro- Dean of Extension at UFRB.
- b) 3 (three) Counsellors nominated by the University Council at the Federal University of Bahia, with their respective substitutes , being two (2) of them representative teachers from the community of researchers and from the community of extension, respectively , and one (1) person from scientific ,



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business or professional institutions without any bond to the supported institutions;

- c) 2 (two) Counsellors nominated by the University Council at the Federal University of Reconcavo in Bahia , with their respective substitutes , being teachers that represent the community of researchers and of extension, respectively.

§ 1st – The President and the Vice President of the Deliberative Council will be, respectively, the Dean of UFBA and the Dean of UFRB.

§ 2nd – The mandate of the members of the Deliberative Council, referred in Art. 8th, letters “b” and “c”, in this Statute, will be of 02 (two) years, with the right of a re-conduction.

§ 3rd – Once the terms of the mandates of the members of the Deliberative Council will be in exercise until their substitutes take over.

§ 4th – The members of the Executive Board of Directors from the Foundation, will take part in the meetings from the Deliberative Council, without the right to vote.

§ 5th – The Counsellors that had been statutorily nominated by the totality of the institutions that had been supported and their respective substitutes, will be identified by the entities of origin, according to internal statutory norms.


§ 6th – The Counsellors that had been nominated by the University Councils from the Federal University of Bahia – UFBA and the Federal University of Reconcavo in Bahia , with their respective substitutes , will be individually nominated , respecting the respective regimental competencies.

Article 9th – It is competence from the Deliberative Council to decide on the topics of interest of the Foundation and, specifically:

- I) set the general directives for the acting of the Foundation , delegating the necessary norms ;
- II) elect the members of the Executive Board of Directors and the choice may preferably be the regular professor of the Federal University of Bahia – UFBA , who has experience in research and extension;
- III) approve the plan of work and of investments , as well as budgetary proposal for the following year and the annual account of the exercise , may the Fiscal Council be heard;
- IV) appreciate and approve the statutory alterations , as well as the extinction of the Foundation , for a minimum majority of 2/3 (two thirds) of its members;

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- V) appreciate and approve the creation of administrative structures for the Foundation;
- VI) approve the Board of Positions and Salaries and its changes , as well as to set directives for salaries , advantages and other compensations of the personnel;
- VII) decide on the acceptance of donations , when they are subject to conditions or charges through previous appreciation from the Public Ministry;
- VIII) zeal for the integrity of the Foundation's patrimony , and authorize the constitution of real onuses on immovable properties , as well as the disposal and giving in of the usage of assets of the Foundation ; this decision must be previously submitted to the Prosecutor of the District of Salvador;
- IX) administratively and ultimately judge the appeals against acts of the Executive Board of Directors;
- X) elect the members of the Fiscal Council , except for the President;
- XI) grant leaves to the members of the Deliberative and Fiscal Councils and the Executive Board of Directors;
- XII) solve the lacking cases in this Statute;

§1st - The Deliberative Council has the time limit of November 15 of each year to approve the budgetary proposal and the work plan of the Foundation for the following mandate;

§2nd - In the possible failure to obey, by the Deliberative Council, to the timeframe in §1st, there will be considered approved by this Council, the budgetary proposal and the work plan for the following mandate;

§3rd – The Deliberative Council has the time limit of May 30 to approve the Foundation's accountability, including the annual report and the financial statements. In the possible failure to obey, by the Deliberative Council of the above timeframe, the Foundation's accountability, in the previous mandate, will be considered approved by the Council and sent to the Public Ministry.

Article 10th – The Deliberative Council shall ordinarily meet every 3 (three) months, and extraordinarily, whenever called by its President, through request of 1/3 (one third) of its full members or by the Executive Board of Directors.

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§1st - The Deliberative Council shall meet with the absolute majority of its members , insofar as the decisions are made through the simple majority of the present , with the exception of the matters that are subject to a special *quorum* by law or this Statute .

§2nd – The President participates in the elections, and in the event of a tie, he/she will exercise the vote of quality.

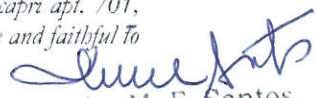
Article 11th – The Board of Executive Directors will be made of 02 (two) members, 01 (one) Executive Director and 01 (one) Deputy Director.

Article 12th - It is for the Executive Director:

- I) guide, direct and supervise the activities of the Foundation;
- II) fulfill and enforce the Statute , the in force norms in the Foundation and the orientation that comes from the Deliberative Council and from the Fiscal Council;
- III) sign covenants , consortiums , contracts , adjustments or any modalities of agreements with public and private entities , national and foreign , or with natural people , with the purpose to assure the full achievement of objectives of the Foundation , observing the established orientation from the Deliberative Council;
- IV) develop actions with public and private entities , for the gaining of resources , donations and establishment of agreements and covenants that will benefit the Foundation;
- V) admit, promote , transfer and dismiss employees in the Foundation;
- VI) nominate and submit for approval by the Deliberative Council , the Superintendent who is responsible for the operational organ in the Foundation;
- VII) actively and passively represent the Foundation , in court or out of court , and being possible to delegate this attribution , in specific cases , and nominate authorized representatives and attorneys;
- VIII) propose to the Deliberative Council , statutory, of administrative structure alterations and changes in the Table of Positions and Salaries;
- IX) sign, together with the Financial Director , or with a substitute who had been previously nominated by the Executive Director of the Foundation , the documents that relate to all and any bank account movements , including

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electronic authorizations , beyond the further financial transactions that are inherent to the Foundation's activities;

- X) present to the Fiscal Council , up to the date of March 31 of each year , the accounting of the previous mandate in the Foundation , including the annual report and financial statements;

§1st - in the event of absence or impediment , the Executive Director will be substituted by the Deputy Director who , during the absence or impediment , will exercise all the attributions that are mentioned in the *caput* in this article.

§2nd – The competences that are described in the subsections III, IV, V and IX, in this article, can be delegated to the Foundation's Superintendent.

§3^d - The Executive Director, Deputy Director and the Superintendent shall present a declaration of assets, when taking up the position or leaving, and they are not responsible by the obligations taken in name of the Foundation through regular management acts, answering, however, in name of prejudices they may cause to the Foundation or to third parties, because of violation of the law or of this Statute.

Article 13 – The Fiscal Council, an organ of internal control, is made of 3 (three) full members, being 1 (one) of them nominated by the President of the Council of Curators at the Federal University of Bahia – UFBA, and 2 (two) that had been nominated by the Deliberative Council among professors in the Schools of Accounting Sciences, Law, Administration and Economy, all of them units at the Federal University of Bahia.

§1st - The full members of the Fiscal Council will be substituted by their respective substitutes, whose nomination or choice will happen the same way as the full members'.

§2nd - The President of the Fiscal Council will be chosen through the voting among its members.

§3^d - If there is a vacancy in any position as full member in the Fiscal Council , it will be a duty of the respective substitute to take for him/her until the end of the mandate to which he/she was elected.

§4th - If there is vacancy among the substitute members in the Fiscal Council,, the Deliberative Council will meet , no later than 30 (thirty) days after the vacancy, in order to elect a new member.

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§5th – The mandate of the members of the Fiscal Council will be of 02 (two) years, with the right of a re-conduction.

§6th – The Fiscal Council shall meet ordinarily every 6 (six) months and extraordinarily whenever necessary or when called by the Deliberative Council.

§7th – Once the mandates of the members of the Fiscal Council are finished, these members will work until their substitutes take over.

Article 14th - These are the competences of the Fiscal Council : I) monitor the economical- financial management of the Foundation , and , in order so , they shall , examine its accounts , quarterly balance sheets and any other documents , and issue , by the end of this analysis ,an accounting statement; II) communicate to the Deliberative Council and to the Prosecutor in the Foundation , if there are mistakes , frauds or offences and suggest useful measures for the regularization of the Foundation.

§1st – The Fiscal Council has the term of April 30, of each year to issue and send to the Deliberative Council , a statement on the accounting of the Foundation , in the previous mandate , including the annual report and financial statements;

§2nd - In the possible failure to obey, by the Fiscal Council, to the timeframe in §1st, there will be considered approved by this Council, the Foundation's accounting and it will be sent to the Deliberative Council.

CHAPTER V – About the Financial Regime


Article 15th – The financial year will coincide with the civil year.

Article 16th – The Foundation will invest its net results in the increment of its patrimony , in the development of its purposes and in the granting of prizes for stimulation for research and extension , or yet , other destinations that had been defined by the Deliberative Council , observing the regulatory dispositions , being prohibited the distribution of this *surplus* to its institutors , members of the Deliberative Council , Executive Board of Directors , Fiscal Council and to the Superintendent , as well as to its employees.

Only Paragraph – About the Personnel

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Article 17th – The Foundation's personnel's rights and duties, are ruled by the Consolidation of Labor Laws and complemented by the norms that are issued by the Deliberative Council.

Only Paragraph – The remuneration of the Foundation's personnel will be established in the Table of Positions and Salaries that is approved by the Deliberative Council.

CHAPTER VII – About the Extinction of the Foundation

Article 18th – The Foundation will be extinct in cases prescribed by law, through the decision of 2/3 (two thirds) of the members of the Deliberative Council.

Article 19th – In case the extinction of the Foundation is deliberated; its patrimony will be sent and incorporated to an entity that refers to teaching, research and extension.

CHAPTER VIII- About Final and Transitory Dispositions

Article 20th – The Deliberative Council, through decision of 2/3 of its members, can grant the diploma of "Eminent" to the natural person or legal entity who has provided relevant services or practiced acts of goodwill in favor of the Foundation.

Article 21st – The Statute comprehensively substitutes the previous Statute and will come into force after its approval by the Deliberative Council, and by the Public Ministry in Bahia, and consequent registration in the competent Registry Office.

This Statute was approved in an extraordinary meeting from the Deliberative Council at FAPEX, on June 19, 2013.

Approved by the Public Ministry on _____, _____ 2013.

2nd Registry Office of Legal Entities – Registration n. 43398

SANTOS SILVA REGISTRY OFFICE

2nd Registry Office of Legal Entities

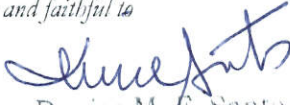
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PROTOCOL N. 00007019 – Book P3

Averbation 22 n. 00043398 – Book A17 on the margin of the primitive registration

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In witness whereof

Salvador – Ba , December 17, 2013

Signatures : Maria Luiza dos Santos Silva Abbehusen – Registrar

Daniele Gomes Nascimento Tudela – Substitute

Notarian and Registration Acts

State of Bahia

Judiciary Power

N. FO 020322

Initials : Artur da Rocha Reis Neto


Legal Advice – FAPEX

Organization of Lawyers of Brazil n. 17.786

Marcelo Veras

Executive Director - FAPEX




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