



INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) BYLAWS

CHAPTER I

NAME, HEADQUARTERS, PURPOSE AND TERM

Article 1 – The “INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE)”, with headquarters in the city of São Paulo, state of São Paulo, at Rua Fernandes Moreira, No. 1166, 7th floor, Chácara Santo Antônio, ZIP 04716-003, is a non-profit civil association with an unspecified term.

Article 2 – The purpose of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) is to provide basic concepts of hygiene and health to families and children of less-favored communities and share its experience in education for health and advancement on corporate volunteering with other companies, institutes and foundations.

Paragraph One – The INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) may develop activities that generate financial income, such as sale of products developed by the INSTITUTE, engaging in promotional events or promoting cultural activities, as well as entering into agreements and partnerships for the purpose of fundraising that are completely and solely employed for maintaining the entity and expanding its projects.

Paragraph Two – The education or health services provided by the INSTITUTE to other nonprofit entities shall be provided entirely free of charge and out of its own resources and such must not be conditional on any donation, consideration or matching means.

Paragraph Three – To achieve its purpose, the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) shall follow principles of legality, impartiality, morality, publicity, cost-effectiveness and efficiency.

Article 3 – In the development of its activities, the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) shall not make any distinction with regard to origin, race, color, sex, age or any other form of discrimination.

CHAPTER II
ASSOCIATES

Article 4 – All individuals or legal entities, without distinction as to race, creed, social condition or civil status, willing to actively collaborate in promoting the institutional purpose of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) may be admitted as associates, as long as their admittance is approved by a majority of the associates meeting in a General Assembly.

Article 5 – There are six classes of associates:

- I. **Founding Associates** – those individuals whose dedication and collaboration allowed the organization of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE).
- II. **Maintaining Associates** – individuals and/or legal entities that have collaborated for at least two (2) consecutive years with the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), contributing five hundred forty thousand Reais (R\$540,000.00) or more per year. The Maintaining Associates are divided as follows: **(a)** The Administradora de Bens Próprios Ltda. (AGEM) Maintainer; and **(b)** Other Maintainers.
- III. **Effective Associates** – individuals and/or legal entities that participate in the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) through strategic alliances and/or operational partnerships and/or multipliers and/or sponsorship and/or support partners, collaborating for a period of at least two (2) consecutive years with the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), contributing up to three hundred fifty thousand reais (R\$350,000.00) per year.
- IV. **Volunteer Associates** – individuals who, spontaneously, according to the terms defined by the law that regulates volunteer work, agree to collaborate with the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), regularly contributing to entity projects and who provide at least 2 (two) consecutive years of volunteer social work to the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE).
- V. **Honorary Associates** – individuals who have collaborated with donations or by providing major services that have supported the viability or even the existence of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE).
- VI. **Honorary Associates** – individuals, volunteers, who merit special recognition due to their commitment to the development of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE).

Paragraph One – The admission of new associates to the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) shall take place upon satisfaction of the following requirements by interested individuals or legal entities:

- I. They are introduced by an associate;
- II. They have the moral attributes compatible with the purpose of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE); and
- III. They can certify their commitment to corporate social responsibility, according to the terms of reference to be established by the General Assembly, in the case of legal entities.

Paragraph Two – The naming of an associate, individual or legal entity shall be ratified by a General Assembly of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE).

Paragraph Three – A single individual may belong to more than one category of associates simultaneously.

Article 6 – Exclusion of a member from the entity shall only be allowed for cause or for serious reasons, such as the following actions:

- I. Insubordination to members or acts of the managing, deliberative or oversight powers, or against their agents or those in charge of supporting bodies;
- II. Indiscipline or disrespect for the statutory or regulatory rules;
- III. Physical or moral offenses against any person, within the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) facilities;
- IV. Practice of acts or use of the name of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) for their own benefit, either proprietary or personal;
- V. Improper use of the name of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) in any business, work or program that is contrary to its organizational purpose; and
- VI. Practice of any act that disparages or discredits the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) or its members.

Paragraph One – The application of the exclusion penalty shall be determined by the Executive Board of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) and duly justified.

Paragraph Two – Excluded associates are guaranteed the right to defend themselves and the right of appeal, which shall be analyzed by the General Assembly in its next meeting.

Paragraph Three – Resignation occurs only at the request of the associate, by means of a resignation protocol filed with the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) at its headquarters.

Article 7 – All associates have the right to:

- I. Participate in General Assemblies; and
- II. Suggest actions and projects to the Executive Board.

Sole Paragraph – Founding Associates, Maintaining Associates and Effective Associates which have provided “five star” support (according to current rules for support levels) for more than 2 (two) consecutive years shall have the right to vote in General Assemblies of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), with the Administradora de Bens Próprios Ltda. (AGEM) Maintaining Associate always casting at least fifty-one percent (51%) of the votes in General Assemblies. Founding Associates shall hold twenty-five percent (25%) of the votes and Effective Associates with the right to vote shall have the remaining twenty-four percent (24%), in proportion to their contribution; the annual average of the 2 (two) years prior to exercising the right to vote shall serve this purpose.

Article 8 – All associates shall be required to:

- I. Comply with statutory provisions; and
- II. Follow the determinations and resolutions of the General Assemblies;
- III. Provide the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) with moral, material and intellectual cooperation and strive for its improvement and development;
- IV. Promote the good image of the name of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE);
- V. Comply with and ensure compliance with the statutory provisions or rulings of the Board;
- VI. Refrain from any manifestation of a political-partisan or religious nature, or related to racial or nationalistic issues, on behalf of or on the premises of the entity.

Article 9 – Associates, regardless of whether they participate in the administrative bodies, shall not respond jointly nor severally for the obligations of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE).

CHAPTER III **ADMINISTRATION**

Article 10 – The formal bodies of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) are:

- I. General Assembly;
- II. Finance Committee;
- III. Advisory Board;
- IV. Board of Directors; and
- V. Executive Board.

Paragraph One – Distribution of profits, bonuses or advantages to directors, maintainers or associates is forbidden, for any reason, except for remuneration of the Managing Director for exercise of his/her position, which shall be defined by the General Assembly, as provided for in Article 13 below.

Paragraph Two – The INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), through each of its bodies, shall adopt the administrative practices necessary and sufficient to prevent the obtaining, either individually or collectively, of personal benefits or advantages as a result of participation in the carrying out of activities of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) and its decision-making procedures.

Article 11 – The General Assembly is the sovereign body of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) and is made up of all the associates, who may discuss and issue opinions, with the power to resolve all matters relative to the activities of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) under the current laws and statutory provisions.

Article 12 – General Assemblies shall be held annually, within 4 (four) months after the end of the fiscal year and, extraordinarily, at any time, when convened by the President or Managing Director or by an absolute majority decision of the members of the Advisory Council, or by request of at least 1/5 (one fifth) of the Founding Associates and Maintaining Associates.

Paragraph One – General and/or Special General Assemblies shall be convened by means of a single notice sent by regular mail, with receipt notice, or by means of electronic means (e-mail), at least one week in advance.

Paragraph Two – The General Assembly Meeting Notice shall include the place, time and agenda of the meeting to be held.

Paragraph Three – Convocation shall be waived if all associates with the right to vote appear at the assembly or state, in writing, that they are aware of the place, date, time and assembly agenda.

Paragraph Four – General Assemblies shall be convened by the President who shall submit the names of the presiding board to the meeting floor for approval. If the President is absent or impeded, he/she shall be replaced by the Managing Director. In the absence of all board members, the Maintaining Associates shall elect the persons who shall preside over the meeting.

Paragraph Five – Unless otherwise expressly provided for in these bylaws, the General Assembly shall deliberate on a first call, with the presence of a simple majority of the Founding Associates and Maintaining Associates and, on a second call, after an interval of half an hour, with the presence of any number of Founding Associates and Maintaining Associates, observing any exceptions provided for in these bylaws.

Paragraph Six – Resolutions of the General Assembly shall be made by simple majority of votes cast by the Founding Associates, Maintaining Associates and Effective Associates, except in cases in which these bylaws require a different majority.

Article 13 – General Assemblies are responsible for:

- I. Electing members of the Executive Board, Advisory Board, Board of Directors Finance Committee and Conduct Council;
- II. Removing members of the Executive Board, Advisory Board, Board of Directors Finance Committee and Conduct Council;
- III. Discussing and approving the value of remuneration to be provided to the Managing Director;
- IV. Discussing and approving the accounts and balance statements presented by the Executive Board;
- V. Reviewing all matters submitted to it by the Advisory Board, Executive Board, Board of Directors and Finance Committee;
- VI. Deciding on acquisitions, sales, encumbrances or exchanges of entity assets;

- VII. Dealing with any matter of institutional or entity interest;
- VIII. Admitting associates and considering appeals of excluded associates;
- IX. Changing or reforming the bylaws in whole or in part, including with regard to name, purpose and form of administration;
- X. Deciding on the extinction of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) under the provisions of Article 35;
- XI. Striving to follow the mission, strategies and operational focus of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE); and
- XII. Approving the annual activity program prepared by the Executive Board.

Article 14 – For the resolutions referred to in Sections II and VIII of Article 13 above, an affirmative vote of at least two-thirds of all associates with the right to vote present in the General Assembly specially convened for this purpose is required, with a minimum quorum of at least an absolute majority of Founding Associates and Maintaining Associates required on a first call and one-third of Founding Associates and Maintaining Associates required on a second call.

Article 15 – The INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) shall have a Finance Committee of a non-permanent basis, composed of at least three (3) members, with the maximum number of components being uneven, elected by the General Assembly, for a two (2) year term, with reelection allowed and removal of any member at any time by decision of the General Assembly.

Article 16 – The Finance Committee is responsible for:

- I. Reviewing and approving the rendering of accounts by the Executive Board, issuing its opinion confirming the observance of the appropriate accounting standards and principles and the use of funds exclusively for the purposes established by the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE); and
- II. Reviewing the performance of financial and accounting reports and on capital transactions made, providing opinions to the managerial bodies of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE).

Article 17 – Members of the Finance Committee shall meet at least once per year, and at any time when convened by the General Assembly.

Paragraph One – Members of the Finance Committee shall not be remunerated.

Paragraph Two – If any member of the Finance Committee is absent, impeded, loses his/her mandate or resigns, a General Assembly shall be held to appoint a new member.

Article 18 – The Advisory Board shall be composed of at least three (3) and no more than forty (40) members, elected by the General Assembly, for terms of three (3) years, removable at any time. From among the members of the Advisory Board, one (1) President and three (3) Vice Presidents shall be elected. The Advisory Board shall ordinarily meet once per year and, specially, whenever necessary, by convocation of the President or the Managing Director or by a majority of the Founding Associates and Maintaining Associates. In case of ties in Advisory Board resolutions, the President of the Advisory Board shall cast the deciding vote.

Paragraph One – At least one (1) member of the Executive Board and one (1) member of the Board of Directors, who shall assist the work, including drafting of the minutes, shall be present for all meetings of the Advisory Board.

Paragraph Two – The Advisory Board shall be composed of persons of irreproachable reputation and high standing in the community, with recognized experience and public spirited, who may contribute to the development of INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) activities in some way.

Paragraph Three – The members elected to the Advisory Board shall be familiar with these bylaws and the responsibility inherent to the functions that they shall perform in the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), expressing as well full agreement upon assuming office.

Article 19 – The Advisory Board is responsible for:

- I. Providing its opinion on the guidelines and policies to be adopted, as well as the means to be used to achieve the purpose of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE);
- II. Suggesting alternatives to proposals presented in accordance with Item I of this article;
- III. Participating in INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) actions in their areas of expertise and interest, in response to requests from the Executive Board;
- IV. Actively participating in efforts to raise funds to be applied to the work developed by the professional staff of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE); and

- V. Contributing with their recognized knowledge and irreproachable reputations to the institutional image of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), supporting the work it develops, its credibility and professionalism.

Article 20 – The Board of Directors shall consist of at least eight (8) members, *of which 6 shall be elected in a General Assembly and 2 shall be current board members, with their members being elected by a General Assembly*, for terms of up to three (3) years, dismissable at any time. The Board of Directors shall meet, ordinarily, once per year and, extraordinarily, whenever necessary, by convocation of the President or Managing Director. In case of ties in decisions of the Board of Directors, the President of the Board of Directors shall have the the right to cast a second deciding vote to break the tie. Among the members of the Board of Directors, the President of the Executive Board shall be the President of the Board of Directors.

Paragraph One – In all and any meeting of the Board of Directors, at least one (1) member of the Executive Board shall be present, who shall help with the work, including the taking of minutes.

Paragraph Two – The Board of Directors shall consist of people with unblemished reputations in positions of prominence in society, with noteworthy experience and public spirit and who in some way may contribute to the development of INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) activities.

Paragraph Three – The members elected to the Board of Directors shall have prior knowledge of these bylaws and the responsibilities inherent in the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) positions they shall hold, expressing complete agreement when they assume office.

Article 21 – The Board of Directors shall be responsible for:

- I. Making recommendations of a strategic nature to the Executive Board and, in this sense, help guide the expansion of INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) activities in accordance with these bylaws;
- II. Prepare and present to the Executive Board an action, planning and implementation plan for INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) activities;
- III. Evaluate and issue recommendations related to new INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) partners; and
- IV. Give opinions on INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) corporate governance policies and good management practices.

Article 22 – The Executive Board shall consist of two (2) members, elected in a General Assembly, for three (3) year terms, eligible for reelection, in the following manner: one President and one Managing Director.

Paragraph One –The Executive Board shall have up to two (2) alternates, who shall be appointed by the General Assembly electing the members of the Executive Board, whose terms shall end with the terms of the elected Directors. The appointment shall be unspecified, being elected 1st and 2nd Alternates to replace any Director in the cases described in the second paragraph below.

Paragraph Two – Alternates shall replace Directors when impeded (absence, illness, travel or leave for personal reasons) and their duties, when exercising the position of a Director, shall be those defined by the General Assembly electing them.

Paragraph Three – The term of the Directors extends until those elected to succeed them take office.

Paragraph Four – The Managing Director's remuneration is to be previously submitted to the Associates for discussion and approval in a General Assembly, whose amount shall not exceed seventy percent (70%) of the value established for remunerating employees of the Federal Executive Power in the applicable legislation, and the remunerated Managing Director may not be a spouse or relative to the third (3rd) degree, including relatives of founders, partners, directors, advisors, benefactors or equivalent of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE).

Article 23 – The Executive Board shall meet at least once every two months. Resolutions of the Executive Board shall be made by simple majority vote if the number of Directors assembled is higher than two (2), with the President casting the deciding vote in case of ties.

Article 24 – The Executive Board is responsible for:

- I. Managing the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), following the guidelines approved by the General Assembly;
- II. Supervising technical, administrative and financial activities of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE);
- III. Preparing and submitting an annual activity program to be submitted to the General Assembly for approval, as well as any recommendations to the Board of Directors;
- IV. Implementing the annual activity program approved by the General Assembly;

- V. Preparing an annual report of the accounts of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) and an annual budget forecast to be submitted to the General Assembly for approval;
- VI. Presenting the General Assembly with a report on the activities developed by the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE);
- VII. Creating or abolishing Committees, working groups, of a transitory nature or not, to discuss subjects that are of interest to the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE);
- VIII. Preparing, abolishing or changing internal codes and policies of Committees and working groups of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) ; and
- IX. Engaging in all other acts of administrative management.

Article 25 – The President, individually, is responsible for:

- I. Handling the ordinary administration of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), as well as actively, passively, legally and extra-legally representing it;
- II. Hiring lawyers, attorneys and legal representatives, granting them the necessary *ad judicium et extra*, and *ad negotia* powers, including and if necessary, special powers to agree, disagree, settle, and execute agreements, unless prohibited by the provisions of these bylaws;
- III. Signing and endorsing checks, payment orders, receipts and other documents relative to the financial life of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), regardless of their amount, and open and operate bank accounts, financial investments and savings accounts;
- IV. Convening and presiding over General Assemblies and meetings of the Executive Board, Board of Directors and Advisory Board;
- V. Coordinating and preparing the operating structure of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), as well as proposing modifications when necessary;
- VI. Defining the internal work policies and the personnel policies to be adopted by the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE); and
- VII. Delegating duties to employees and/or volunteers of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE).

Sole Paragraph – In the case of absence or temporary impediment of the President, the Managing Director may perform the duties described in Items V through VII above.

Article 26 – The Managing Director, individually, is responsible for:

- I. Coordinating the process of preparing the annual activity program and the budget forecast;
- II. Organizing, promoting and encouraging programs to obtain companies participation, support and contributions for the development of INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) activities;
- III. Signing and endorsing checks, payment orders, receipts and other documents relative to the financial life of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) in amounts up to fifty thousand reais (R\$50,000.00) per transaction or series of transactions of the same nature;
- IV. Liaisoning with public and private institutions for mutual cooperation in activities of common interest, through partnerships;
- V. Organizing, coordinating and supervising projects developed by the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), as well as marketing, press relations and public relations activities;
- VI. Paying all INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) bills authorized by the Executive Board and opening bank accounts as indicated by the President;
- VII. Ranking authorized spending, as well as managing and being responsible for cash and other treasury documents, including bank accounts;
- VIII. Presenting reports of income and spending whenever requested;
- IX. Presenting the Executive Board with the monthly cash flow report of the entity;
- X. Managing INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) human resources, including hiring and firing employees;
- XI. Granting specific powers to third parties for the operation of certain actions attributed to the management and financial areas;

XII. Replacing the President in case of absence or impediment, immediately convening General Assembly in case of vacancy; and

XIII. Performing the duties described in Article 25, in the exact terms and limits established in the sole paragraph of the referenced Article 25.

Article 27 – The responsibilities of the other Directors shall be defined in the Assembly electing them.

Article 28 – It shall be the responsibility of: (i) the President, individually, to exercise the duties established in Article 25 above, obeying its terms and limits; or (ii) the Managing Director, individually, to exercise the duties established in Article 26 above and in the sole paragraph of Article 24, observing their terms and limits; or (iii) a Director, together with an attorney with specific powers; or (iv) two attorneys with specific powers, jointly; or (v) one attorney with specific powers, individually, to engage in the acts necessary or convenient to administer the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), availing themselves, among other powers, of those necessary to:

- I. Represent the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), in and out of court, actively and passively, before third parties or any public entities or federal, state or municipal authorities, as well as instrumentalities, mixed-capital companies, foundations or parastate entities;
- II. Administer, guide and direct the organizational purpose, including the purchase, sale, sublease or free lease, exchange or dispose in any way, of real or personal property of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), determining the respective terms and conditions, following the provisions of Article 27 of these bylaws;
- III. Execute any document, contract or agreement, even when they result in liabilities and obligations to the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), including deeds, foreign exchange securities and debts, checks and others, following the provisions of Article 27 of these bylaws.

Article 29 – Practice of the acts described below shall necessarily depend on the signature of the President together with the Managing Director:

- I. Purchase, sale, sublease or free lease, exchange or disposal in any other way of real or personal property of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), determining the respective terms and conditions, when the amount exceeds one hundred fifty thousand reals (R\$150,000.00);

- II. Execute any document, contract or agreement, even when they result in liabilities and obligations to the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), including deeds, foreign exchange securities and debts, checks and others, when the amount exceeds one hundred fifty thousand reais (R\$150,000.00);

Article 30 – The powers of attorneys granted by the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE), with *ad judicia et extra* and/or *ad negotia* clauses, shall be signed by the President, individually, and, in addition to expressly indicating the powers conferred, shall, with the exception of those for legal purposes, have a limited validity term.

CHAPTER IV **PUBLICITY OF ENTITY ACTS**

Article 31 – The INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) shall disclose, by any effective means, at the end of the fiscal year, a report on the activities and the financial statements of the entity, including certifications of good standing with the Brazilian Social Security Institute (INSS) and the Government Severance Indemnity Fund for Employees (FGTS), making them available for review by any citizen.

Article 32 – To ensure transparency regarding the use of funds, the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) shall organize an audit, by internationally-recognized, external independent auditors, who shall grant their competent opinion on the financial and accounting reports and on capital transactions made.

Sole Paragraph – The INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) shall account for all funds and property of public origin received, in the manner determined by the sole paragraph of Article 70 of the Federal Constitution.

CHAPTER V **PROPERTY**

Article 33 – The property of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) may consist of personal and real property, vehicles and livestock, stock, government debt instruments, associate contributions, support and donations in cash or in kind.

Article 34 – In the event of dissolution of the institution, the respective net assets shall be transferred to another legal entity qualified under the terms of Law 9790/99, preferentially one whose organizational purpose is similar to that of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) and registered with the National Social Assistance Committee.

Sole Paragraph – If the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) obtains and, subsequently, loses the qualification established by Law 9790/99, the available assets, acquired with public funds during the period that qualification was in effect, shall be calculated for accounting purposes and transferred to another legal entity qualified under the terms of the same law, preferentially one whose organizational purpose is similar to that of the INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE).

CHAPTER VI
GENERAL PROVISIONS

Article 35 – The INSTITUTO CRIANÇA É VIDA (CHILD IS LIFE INSTITUTE) shall be terminated by determination of a Special General Assembly specifically convened for this purpose, if continuation of its activities becomes impracticable.

Article 36 – These bylaws may be revised, in whole or in part, at any time, by determination of the Founding Associates and Maintaining Associates, in a General Assembly specially convened for this purpose, under the terms of Article 14 of these bylaws, and shall take effect on the date they are filed with a Registry of Deeds.

Article 37 – Omitted cases in these bylaws shall be resolved by the Executive Board and approved by the Founding Associates and Maintaining Associates in a General Assembly.

São Paulo, April 25, 2018.

Luca Mantegazza
Chairman

Mariane Silveira Pinhão
Secretary

Mariane Silveira Pinhão
OAB/SP No. 121067