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APPENDIX II

INSTITUTO AME SUA MENTE CNPJ/MF No. 28.985.030/0001-13

CHAPTER I - NAME, DURATION, HEADQUARTERS, AND JURISDICTION AND OBJECTIVES

Article 1 - THE **INSTITUTO AME SUA MENTE** ("Institute"), a non-profit legal association, specialized in the promotion, prevention, awareness, and care in mental health, philanthropic and non-profit, operating in the areas of health, social assistance, education, and culture:

- (i) it has administrative and financial autonomy;
- (ii) its philanthropic and non-profit nature cannot be changed; and its
- (iii) duration is indefinite.

Article 2 - The Institute has headquarters and jurisdiction in the City of São Paulo, State of São Paulo, at Rua Jerônimo da Veiga, nº 45, Conjunto 141, Itaim Bibi, CEP 04536-000.

Sole Paragraph – The Institute has a branch located in the City of São Paulo, State of São Paulo, at Rua Gumerindo Saraiva, nº 96, Jardim Europa, CEP 01449-070.

Article 3 - The Institute's primary objectives are:

- (i) to study, teach, and conduct research in the areas of psychology, medicine, neurosciences, and health, aiming to improve forms of treatment for the purpose of promoting, preventing, raising awareness, and caring for mental health;
- (ii) to maintain, manage, or advise study, teaching, and research centers, in the medical and health areas, aimed at promotion, prevention, and awareness and care in mental health, supporting scientific research and contributing to professional qualifications;
- (iii) to contribute to the establishment of public policies and programs aimed at guaranteeing universal access to mental health, necessary for the human and social development of citizens, and the ability to sign agreements, contracts, partnerships, and other legal instruments with other public and/or private, national and/or international, teaching, research, and/or health care institutions;
- (iv) to provide services including consulting, to develop services in the area of health and/or education, of a public or private nature, in relation to the promotion, prevention, and awareness of mental health;
- (v) to promote and organize courses, lectures, congresses, seminars, symposia, and conferences and produce and make teaching and scientific material available

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as well as technologies in the medical and mental health areas;

- (vi) to develop, publish, and commercialize pedagogical teaching and education methods in the medical and mental health areas;
- (vii) to promote educational campaigns on mental health for reduction of stigma;
- (viii) to establish collaborations and partnerships with national and international institutions to develop strategies linked to the Institute's mission;
- (ix) to train human resources to work in a research setting in different areas of mental health;
- (x) social protection, which aims to guarantee life and minimize harm;
- (xi) mediation and brokering services and businesses in general, especially in the field of mental health.

First Paragraph - To achieve its objectives above, the Institute may carry out activities in various sectors in the field of medical, social, educational, and cultural assistance, using its own or third-party hospital, outpatient, and administrative facilities, thus creating, for this purpose, as many sectors, departments, or subsidiaries as are deemed appropriate, and may also:

- (i) provide for the availability of appropriate materials for mental health promotion, prevention, and awareness and care;
- (ii) establish exchanges with similar institutions, in order to seek and improve their services;
- (iii) promote community activities that aim to strengthen the protective function of the family, contributing to improving the quality of life of those served;
- (iv) offer the necessary support, guide and refer families that have, among their members, individuals who need care;
- (v) provide, directly or through third parties, material support and psychological assistance to beneficiaries and their families, whenever necessary;
- (vi) carry out cultural activities, in order to expand the information universe and provide new experiences for the families served;
- (vii) sponsor the development of new products and equipment, systems and processes, enabling their production, import, and distribution, directly or through third parties, and in this case under their supervision;

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- (viii) promote the dissemination of technological knowledge and the publication of technical and scientific information, with emphasis on treatments aimed at promotion, prevention, and awareness and care in mental health;
- (ix) establish scholarships;
- (x) manage, promote, and coordinate, on its own behalf and/or on behalf of third parties, social, cultural, artistic, sporting, and parasporting events of any kind; institutional, scientific, or commercial activities; seminars, courses, and congresses; and scientific, artistic, and literary exhibitions, even if they are not related to its purpose, that may produce alternative income to supplement its operating income to be applied to its own objectives;
- (xi) promote, support, and publicize sporting and parasports activities related to their objectives in general or with the aim of raising awareness in the population of the importance of mental health;
- (xii) develop, license, distribute, and sell products and services resulting from brands, patents, and know-how, directly or through third parties, provided that the revenues arising from such activities are fully applied to achieving its corporate purpose.
- (xiii) work in schools, universities, and companies to develop campaigns and interventions on mental health.
- (xiv) mediation and brokerage services and businesses in general, especially in the field of mental health.

Second Paragraph - The projects, programs, or services that fulfill the objectives described in the caput of this article, will be developed in a continuous, permanent, and planned manner.

Third Paragraph – The development of the projects, programs, or services mentioned in the second paragraph above will comply with the following principles:

- (i) supremacy of meeting social needs above the demands of economic profitability;
- (ii) respect for the dignity of the citizen, their autonomy, and their right to quality benefits and services, as well as family and community coexistence, prohibiting any vexatious proof of need; and
- (iii) legality, objectivity, morality, publicity, economy, and efficiency.

CHAPTER II - MEMBERSHIP

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Article 4 - The Institute is made up of an unlimited number of members and natural persons of impeccable conduct, admitted in accordance with these Bylaws.

Article 5 - The application for admission to membership, in any category, begins with a proposal signed by at least 2 (two) members, which will include the name, identity, nationality, place of birth, marital status, profession, and residence of the candidate.

First Paragraph - For the admission of members, the express written consent of the nominee is essential.

Second Paragraph - The proposal must be addressed to the Board of Directors, which will issue an opinion and deliberate on the approval of the member's admission proposal.

Third Paragraph - Membership is non-transferable, in any category, and the member shall not hold any share or ideal fraction of the Institute's assets.

Fourth Paragraph - Members shall not be liable, not even in a subsidiary capacity, for the social and contractual obligations assumed by the Institute. They will be liable, however, for illicit acts that, in this capacity, they commit with intent or culpability, harming a third party or the Institute itself.

Paragraph Five - Associates shall not be reimbursed for contributions they may make in favor of the Institute.

Article 6 - Upon approval of a simple majority of the members present at the general assembly, the title of honorary member, without voting rights, will be granted to anyone who performs services relevant to the development of the Institute.

Article 7 - The duties of members are:

- (i) to comply with statutory provisions;
- (ii) to comply with the decisions of the General Assembly;
- (iii) to contribute to the achievement of corporate objectives and ensure the good name of the Institute; and
- (iv) to notify the Institute, in writing, whenever there is a change of address, telephone number, or email, as well as any other communication details.

Article 8 - All members up to date in their obligations have the right:

- (i) to participate in General Assemblies, with speaking and voting privileges;
- (ii) to vote and run for governing bodies;

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- (iii) to participate in events promoted by the Institute; and
- (iv) to request information from the Board of Directors about the Institute's projects and programs, as well as accounting and financial information.

Article 9 - Loss of membership status will be determined by the Executive Board, and will only be admissible if there is just cause, as recognized in a disciplinary proceeding, in which the right to a full defense is assured, when it is proven that:

- (i) these bylaws are violated;
- (ii) defamation of the Institute, its members, or its associates occurred;
- (iii) activities contrary to the decisions of the general assembly took place;
- (iv) deviation from good customs occurred;
- (v) dubious conduct, due to the practice of illicit or immoral acts, occurred;
- (vi) "contributing members" failed to pay three consecutive installments of association contributions; and
- (vii) unjustified absence from two consecutive General Assembly sessions took place.

Paragraph One - Once just cause has been established, the member shall be duly notified of the facts imputed to him/her, by means of an extrajudicial notice, so that he/she may present his/her prior defense within 20 (twenty) days of receipt of the notice.

Second Paragraph - After the time limit described in the previous paragraph has elapsed, whether or not a defense is presented, representation will be decided at an extraordinary meeting of the Executive Board, by a simple majority vote of the directors present.

Third Paragraph – Once the sanction of exclusion has been applied, the excluded member may appeal to the General Assembly, which must, within 30 (thirty) days from the decision on exclusion, through extrajudicial notification, express its intention to submit the decision of the Executive Board for deliberation, ultimately, by the General Assembly.

Fourth Paragraph - Once a member has been excluded, for any reason, they shall not have the right to claim indemnity or compensation of any kind whatsoever.

Paragraph Five – Any member excluded due to non-payment may be reinstated, upon payment of the debt to the Institute's treasury.

Article 10 - The removal of members from the Institute, for any reason, does not generate the right to indemnification or compensation of any kind or nature.

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Article 11 - Any member may, at any time, make a request to leave the Institute by submitting a letter of resignation to the Board of Directors.

CHAPTER III - ABOUT THE ORGANIZATION

Article 12 - The Institute's administrative bodies are:

- (i) the General Assembly;
- (ii) the Executive Board;
- (iii) the Board of Directors; and
- (iv) the Audit Board

SECTION I - GENERAL ASSEMBLY

Article 13 - The General Assembly, the sovereign body of the Institute, is made up of all members entitled to full enjoyment of their rights, and is responsible for:

- (i) dismissing the members of the Executive Board and the Board of Directors, regardless of the election category;
- (ii) deciding on the reform of these Bylaws, including those proposed by the Board of Directors;
- (iii) electing the members of the Board of Directors to replace members who have resigned, members who have been dismissed, members who have died, and/or members who have been declared absent or incapable of performing civil acts, in the event of a vacancy that reduces the number of its members to two (2) or less;
- (iv) calling, at any time, for the examination of corporate matters or business, issuing general rules to be strictly observed by the Board of Directors and Executive Board;
- (v) monitoring the Institute's annual plans and investments, as well as its expansion projects; and
- (vi) ensuring that, in its activities, the Institute complies with the law, these bylaws, its Internal Regulations, and the Regulations and determinations of the competent authorities; and the purposes of the Institute.

Article 14 - At Ordinary General Assemblies, members may be represented by 1 (one) sole and exclusive attorney-in-fact, through a power of attorney with special powers and an express vote in the convened Assembly.

Article 15 - The General Assembly will meet:

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- (i) Ordinarily, once a year, preferably by April 30 of each year, convened by the President of the Board of Directors;
- (ii) extraordinarily, upon being called by the President of the Board of Directors or 1/5 (one fifth) of the members who are in compliance with their obligations.

First Paragraph - The General Assembly will be called into session by registered letter, e-mail, or any means of communication permitting acknowledgment of receipt that is sent to members at least 10 (ten) days in advance, and will be held with a "quorum" of at least 50% (fifty percent) of the members, on the first call, and with any number of members present, on the second call, which will take place 30 (thirty) minutes after the first.

Second Paragraph - The members present at the Assembly will choose a President of the Board to direct their work, and he will choose a Secretary of the Board.

Third Paragraph - Deliberations will be undertaken upon the favorable vote of the majority of members present, observing the provisions of Paragraph Five below, with the Chairman of the Board, in the event of a tie, casting the tie-breaking vote.

Fourth Paragraph - At Meetings in which elections are held, any member may nominate candidates for the Board of Directors, in proportion to the nominations that fall under the purview of the Assembly, who may or may not be members of the Institute; however, the express written consent of the nominee is essential.

Fifth Paragraph - For the deliberations referred to in items (i), (ii), (iii) and (iv) of article 13, a concurring vote of 2/3 (two thirds) of the Institute's associates is required.

Sixth Paragraph – The call for General Assemblies is waived upon attendance of all its members.

SECTION II – EXECUTIVE BOARD

Article 16 - The Executive Board will be made up of up to 06 (six) members, one of whom must occupy the position of President, elected by the Board of Directors, with a term in office of 02 (two) years and reappointment permitted for equal and successive periods.

Paragraph One - The Board of Directors will meet, ordinarily, once a month and, extraordinarily, when called by the President or a majority of its members.

Paragraph Two – The call for meetings of the Executive Board is waived upon attendance of all its members.

Article 17 - The Executive Board is exclusively responsible for:

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- (i) directing the Institute, in accordance with these Bylaws, and managing the corporate assets;
- (ii) complying with and enforcing these Bylaws and the decisions of the General Assembly;
- (iii) representing and defending the interests of its members;
- (iv) preparing the annual budget;
- (v) submitting its management report to the Board of Directors and delivering the accounts for the previous year;
- (vi) accepting voluntary resignations from members; and
- (vii) ruling on loss of membership status, according to the procedures described in Article 9 above.

First paragraph – To provide the Institute’s reports, the Executive Board will observe, at a minimum:

- (i) The basic principles of accounting and Brazilian Accounting Standards;
- (ii) At the end of the fiscal year, publication by any effective means, of the Institute's activity report and financial statements, including negative debt certificates with the INSS and FGTS, making them available for examination by any citizen;
- (iii) Carrying out an audit, including audits by independent external auditors, if applicable, of the application of any resources covered by the partnership agreement as provided for in the regulations; and
- (iv) Accounting for all resources and assets of public origin received as determined in the sole paragraph of article 70 of the Federal Constitution.

Second paragraph - Decisions of the Executive Board must be made by majority vote, with an absolute majority of its members present at the meeting and with the President casting the tie-breaking vote in the event of a tie.

Article 18 - It is the responsibility of the members of the Executive Board, individually:

- (i) to represent the Institute actively and passively, before public, judicial, and extrajudicial bodies, including in court or out of court, with the capacity to delegate powers and appoint attorneys and lawyers for any purpose it deems necessary;
- (ii) to open and maintain bank accounts and sign checks and

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banking and accounting documents;

- (iii) to organize a report containing the balance for the fiscal year and the main events of the previous year, submitting it to the Board of Directors; and
- (iv) to hire specialized employees or assistants, setting their salaries, and being able to furlough, suspend, or dismiss them.

Article 19 - The President of the Executive Board is solely responsible for calling and presiding over meetings of the Executive Board.

Article 20 - Loss of membership on the Executive Board will be determined by the General Assembly, and will only be admissible if there is just cause, as recognized in disciplinary proceedings, when any of the following are proven:

- (i) misappropriation or dilapidation of corporate assets;
- (ii) serious violation of these bylaws;
- (iii) abandonment of the position, considered as unjustified absence from 02 (two) consecutive ordinary meetings, without express communication of the reasons for the absence to the Institute's secretariat;
- (iv) acceptance of a position or function incompatible with the exercise of the position held at the Institute; and
- (v) dubious conduct.

First Paragraph – Once a just cause has been defined, the director will be notified, through extrajudicial notification, of the facts imputed to him, so that he can present his prior defense to the Executive Board, within 20 (twenty) days, of receipt of the notice.

Second Paragraph – After expiration of the period described in the previous paragraph, whether or not a defense is presented, the representation will be submitted to the Extraordinary General Assembly, in a meeting duly called for this purpose, composed of contributing members up to date with their corporate obligations, and the General Assembly cannot deliberate without a concurring vote of 2/3 (two thirds) of those present on the first call, with an absolute majority of members and on the second call, one hour after the first, with any number of members, whereby the basic right to a defense is guaranteed in the case of dismissal of a member of the Executive Board.

Article 21 - The resignation of any member of the Executive Board or the Supervisory Board may be submitted by means of a specific written request, which must be filed with the Institute's secretariat and which, in turn, within a maximum period of 60 (sixty) days from the date of filing, shall submit it to the General Assembly or the Board of Directors, whatever the case may be.

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Sole Paragraph - In the event of the resignation of the President of the Executive Board or the collective resignation of the Board of Directors and Audit Board, a meeting of the Board of Directors will be called, which will elect the new President of the Institute and the advisors or, even, a provisional committee composed of 05 (five) members, who will manage the entity and hold new elections, within a maximum period of 60 (sixty) days from the date of said meeting. The officers and directors elected under these conditions will complete the term in office of the resigning members.

SECTION III - BOARD OF DIRECTORS

Article 22 - The Board of Directors, as a collegial body, is made up of a minimum of 2 (two) and a maximum of 12 (twelve) members, elected by the Board of Directors itself, with a term in office of 2 (two) years and eligible for reappointment for equal and successive periods. Members will be chosen in accordance with legal and statutory parameters, as long as their positions are compatible with the Institute's purposes and they enjoy recognition to carry out activities related to the Institute's objectives.

First Paragraph – In the case of election during the term of a member of the Board of Directors in office, this member shall remain in office until the end of the term of the current Board of Directors in office.

Second Paragraph - The Board of Directors will elect, from among its members, a President and a Vice-President, who will replace the President in the event of an impediment or vacancy in the position and may be re-elected.

Third Paragraph - In the event of the permanent vacancy of a member of the Board of Directors, which reduces the number of its members to 2 (two) or less, the General Assembly will meet within a maximum period of 30 (thirty) days after the vacancy to elect the new member, who will remain in office until the end of his predecessor's term.

Fourth Paragraph - Once the term in office ends, the members of the Board of Directors will remain in their positions for a maximum period of 120 (one hundred and twenty) days, until the election and investiture of their replacements.

Fifth Paragraph – The remuneration of any member, effective or alternate, of the Board of Directors is prohibited.

Sixth Paragraph - Loss of membership on the Board of Directors will be determined by the General Assembly, and will only be admissible if there is just cause, as recognized in disciplinary proceedings, when any of the following is proven:

- (i) misappropriation or dilapidation of corporate assets;
- (ii) serious violation of these bylaws;
- (iii) abandonment of the position, considered as unjustified absence from 02 (two) consecutive ordinary meetings, without express communication of the reasons for the absence to the Institute's secretariat;

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- (iv) acceptance of a position or function incompatible with the exercise of the position held at the Institute; and
- (v) dubious conduct.

Seventh Paragraph – Once a just cause has been defined, the director will be notified, through extrajudicial notification, of the facts imputed to him, so that he can present his prior defense to the Executive Board, within 20 (twenty) days from receipt of the communication.

Article 23 - The Board of Directors will meet:

- (A) ordinarily, at least twice a year;
- (B) extraordinarily, when summoned:
 - (i) by its President; or,
 - (ii) by 1/3 (one third) of the members of the Board.

First Paragraph – The Board of Directors will meet with a minimum attendance of 1/3 (one third) of its members, and its deliberations will be undertaken upon a majority vote, with its President casting, in addition to a simple vote, the tie-breaking vote.

Second Paragraph - The call will be made by registered letter, *e-mail*, or any means of communication with acknowledgment of receipt, sent to members at least 5 (five) business days in advance, explaining the "Agenda of the Day."

Third Paragraph – The call for meetings of the Board of Directors is waived upon the attendance of all its members.

Fourth Paragraph – The directors of the Institute may participate in meetings of the Board of Directors, if invited, but without the right to vote.

Fifth Paragraph – The President is responsible for calling and presiding over meetings of the Board of Directors, as well as appointing, from among those present, someone to act as secretary.

Article 24 - The Board of Directors is exclusively responsible for:

- (i) deciding on the opening or closing of Institute branches and offices in any part of the country;
- (ii) interpreting these Bylaws and resolving omitted cases;
- (iii) establishing the general orientation of the Institute's corporate growth and expansion;
- (iv) defining functions, duties, and limits to the authority of the Directors, not specified in these Bylaws, based on the respective areas of activity assigned to each of the Directors;

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- (v) appointing the Directors and supervising their management, with the capacity to examine, at any time, the Institute's books and papers, requesting information on contracts signed or about to be signed or any other acts;
- (vi) establishing and deciding on remuneration of the Board and its distribution method;
- (vii) approving new members, setting the association contribution, establishing the criteria for meritorious members when applicable, and deliberating on members' resources and requests;
- (viii) electing up to 12 (twelve) members of the Board of Directors;
- (ix) Appointing and dismissing members of the Audit Board;
- (x) Assessing the results of the Institute's operations;
- (xi) Requesting the contracting an external audit and calling on independent auditors to provide the necessary clarifications;
- (xii) approving: (i) the Institute's annual budgets; (ii) the annual and five-year action plans, Institute programs, and management contracts; (iii) the Institute's expansion projects and investment programs with monitoring of their execution;
- (xiii) exercising the normative functions of the Institute's activities, with the capacity to call for examination and deliberation of any matter that does not fall within the exclusive competence of the General Assembly or the Board of Directors;
- (xiv) ensuring that, in its activities, the Institute complies with the law, these Bylaws, its Internal Regulations, and the Regulations and the determinations of the competent authorities;
- (xv) authorizing the Institute to provide guarantees for its own or third party obligations;
- (xvi) approving the creation of real liens on the Institute's assets, or the granting of guarantees to third parties for obligations of the Institute itself, not foreseen in the annual budget;
- (xvii) approving the acquisition of any financing, including leasing operations, on behalf of the Institute, not foreseen in the annual budget. In the event of renegotiation of financing conditions that imply an increase in value or an increase in originally agreed upon guarantees, new approval from the Board of Directors will be required;

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- (xviii) deciding on acceptance of donations with charges and the acquisition and encumbrance of Institute assets, as long as they are not approved in the annual budget and investment plan;
- (xix) approving the work plan, annual programming, and the Budget Proposal, presented by the Executive Board, and revisions that may be necessary during the corresponding year;
- (xx) deliberating on the final activity and legal accounting reports and on the general balance sheet of the Institute presented by the Executive Board each year;
- (xxi) approving the sale of real estate;
- (xxii) approving the extinction of the Institute;
- (xxiii) in addition to these Bylaws, preparing and amending whenever necessary, the Institute's internal regulations, which shall at least provide for: (a) its organizational structure; (b) the breakdown of the competence of its bodies; (c) the management model to be adopted; (d) the specific regulations for purchases, contracting of work and services, and for the acquisition and disposal of assets; (e) the plan for positions, salaries, fees, and benefits for medical and non-medical personnel; (f) the functioning of specialized committees, as provided in Section V of this Chapter, when applicable;
- (xxiv) deciding on the establishment of the Advisory Council, and electing and dismissing its members;
- (xxv) forwarding to the General Assembly a proposal to amend these Bylaws;
- (xxvi) judging the appeals presented against the decisions of the Executive Board that determine the exclusion of a member;
- (xxvii) approving the financial statements and balance sheet of the Institute in the previous year.
- (xxviii) electing members of the Board of Directors to replace removed members, members who have resigned, dismissed members, deceased members, and/or members declared absent or incapable of performing civil acts, and observing the election percentages.

Sole Paragraph - A vote of at least two-thirds (2/3) of the members of the Board of Directors is required for resolutions on items (ii), (xviii), (xxi), and (xxii) of article 24 and not just those present at the meetings called for these purposes.

Article 25 - The President of the Institute's Board of Directors is responsible for:

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- (i) convening the Board of Directors, both ordinarily and extraordinarily, and presiding over its work;
- (ii) calling, ordinarily and extraordinarily, the General Assembly;
- (iii) supervising the activities of the Institute;
- (iv) forwarding to the competent authorities the documents required by law, after their approval by the Board of Directors, when applicable;
- (v) together with another member of the Board of Directors, appointing attorney(s) for specific purposes; and
- (vi) performing other functions assigned by the General Assembly or by the Internal Regulations.

Article 26 – The Institute's Board of Directors must be elected, in its initial composition, by June 30, 2018.

SECTION IV - AUDIT BOARD

Article 27 - The Audit Board may be elected at any time by the Board of Directors, consisting of 3 (three) members, with a term in office of 2 (two) years, with reappointment permitted.

First Paragraph - The Audit Board will elect its President from among its members.

Second Paragraph - In the event of a vacancy, the position shall be filled by the General Assembly within 30 days of the occurrence of the event, and the member shall remain in office until the end of his/her predecessor's term.

Third Paragraph - Once the term in office ends, the members of the Audit Board will remain in their positions, for a maximum period of 120 (one hundred and twenty) days, until the election and investiture of their replacements.

Fourth Paragraph - Loss of membership on the Audit Board will be determined by the Board of Directors, and will only be admissible if there is just cause, as recognized in disciplinary proceedings, when any of the following is proven:

- (i) misappropriation or dilapidation of corporate assets;
- (ii) serious violation of these bylaws;
- (iii) abandonment of the position, considered as unjustified absence from 02 (two) consecutive ordinary meetings, without express communication of the reasons for the absence to the Institute's secretariat;
- (iv) acceptance of a position or function incompatible with the exercise of the position held at the Institute; and

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(v) dubious conduct.

Fifth Paragraph – Once a just cause has been defined, the director will be notified, through extrajudicial notification, of the facts imputed to him, so that he can present his prior defense to the Board of Directors, within 20 (twenty) days from receipt of the communication. For dismissal of a member of the Audit Board, the decision will be made by a simple majority of the votes of the members of the Board of Directors present at a meeting duly called for this purpose.

Article 28 - The Audit Board is responsible for:

- (i) examining, without restrictions, at any time, the accounting records and any other documents at the Institute, directly or, preferably, through the contracting of an independent external audit; and
- (ii) communicating to the Board of Directors any and all irregularities that, at its discretion, occur in the functioning of the Institute, suggesting corrective measures that it deems appropriate.

Sole Paragraph - All reports, balance sheets, and other accounting and financial statements formally sent by the Board of Directors to the General Assembly must be accompanied by the opinion of the Audit Board.

CHAPTER IV - ADMINISTRATION SUPPORT BODIES

Article 29 - Support bodies for the Institute's administration are:

- (i) the Advisory Board; and
- (ii) the Specialized Committees.

SECTION I - ADVISORY BOARD

Article 30 - The Board of Directors may establish an Advisory Council composed of up to 15 (fifteen) members representing civil society, with a term in office of 2 (two) years, allowing renewal for equal and successive periods. The body will assist in analyzing proposals, present recommendations, and offer advice to programs and projects maintained or supported by the Institute.

Sole Paragraph - This body will be activated, at least once a year, by the Executive Board or Board of Directors, or when there potentially is a technical need or strategic decision to be made, with the aim to avoid compromising the approval dynamics of the Institute, whose deliberations will be limited to the Board of Directors and Executive Board.

SECTION II - SPECIALIZED COMMITTEES

Article 31 - The Board of Directors, to better perform its functions, shall be able to create committees with defined objectives, such as audit, finance,

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communication, and scientific, among others. The functioning of the committees will be defined by the internal regulations.

CHAPTER V - ASSETS AND REVENUES AND THEIR APPLICATIONS

Article 32 - The Institute's assets are made up of:

- (i) assets and rights acquired or received as a donation; and the
- (ii) net results of their activities.

Sole Paragraph - The Institute's assets are not the exclusive assets of any individual, group of individuals, families, or non-beneficial social welfare organizations.

Article 33 - The Institute's sources of revenue are:

(A) ORDINARY:

- (i) the remuneration received for services rendered;
- (ii) those resulting from activities, carried out on an person's own account or in association with third parties;
- (iii) revenue from royalties and/or technical assistance negotiated with third parties or received based on rights relating to industrial and/or intellectual property;
- (iv) income in its favor incorporated by third parties;
- (v) the usufructs and legacies established in its favor;
- (vi) revenue from social, cultural, artistic, sporting, and parasporting events of any type; institutional, scientific, and commercial activities; seminars, courses, and congresses; and scientific, artistic, and literary exhibitions, even those unrelated to their purposes;
- (vii) bank interest and other potential income;
- (viii) those arising from securities, investment funds, shares, or other financial assets; and
- (ix) income from its assets;

(B) EXTRAORDINARY:

- (i) subsidies from Public Authority and any donations or assistance from individuals for the performance of their statutory activities.

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Article 34 - The Institute's revenue and assets will always be managed with an eye to its purpose, the security of investments, and the maintenance of the real value of the capital invested.

Sole Paragraph - The asset investment plan will be part of the annual budget, which may be changed when supervening reasons so suggest, and whose execution will depend on prior approval by the Board of Directors.

Article 35 - All financial resources that enter the Institute will be fully allocated to achieving its corporate objectives.

Sole Paragraph - All assets, rents, revenues, income, or potential operational results of the Institute will be applied exclusively in Country and, under no circumstances, may they be distributed among associates, advisors, founders, benefactors, or any other natural or legal person, directly or indirectly.

Article 36 - In the event of extinction or dissolution of the Institute, the respective remaining net assets will be transferred to another legal entity with qualifications and/or certification identical to that of the Institute under applicable legislation, and preferably that has the same corporate objective as the Institute.

Sole Paragraph - In the event that the Institute loses its certification as a charitable social assistance entity in relation to social assistance services, the portion of its assets deriving from public funds as a result of this qualification shall be reverted to similar entities duly registered with the Ministry of Health, in compliance with the legislation in force, and chosen by all members of its Board of Directors.

Article 37 - The institution that receives assets from the Institute will not be able to disburse profits, dividends, or any other similar advantage to its members or directors.

CHAPTER VI - GENERAL AND TRANSITIONAL PROVISIONS

Article 38 - To achieve the Institute's purposes, the structure and competence of the administrative bodies will be established via internal regulations.

Article 39 - The provisions of Law 6.404 of 15.DEC.76, as amended, shall apply to the members of the Board of Directors, in particular with regard to their duties and responsibilities.

Sole Paragraph - The members of the Board of Directors must employ, in the exercise of their duties, the care and diligence that every active and honest man employs in managing his own business.

Article 40 - The absence of a member of the Board of Directors and the Audit Board from three successive meetings, without justification, is just cause for loss of his/her office, to be ratified by the General Assembly.

Article 41 - Directors who work directly in the executive management of the Institute may be remunerated, as well as those who provide specific services to the Institute, respecting, in both cases, the values practiced by the market in the

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region corresponding to its area of activity, and its value must be fixed by the Board of Directors and recorded in the minutes.

Article 42 - The Institute does not distribute profits, results, dividends, bonuses, shares, or portions of its assets to managing directors or associates, in any form or under any pretext.

Article 43 - In order to raise funds and maintain its activities, the Institute may also elicit the support of a body of contributors, individuals, and legal entities, non-members who periodically contribute donations of goods and financial resources intended exclusively for the maintenance of the Institute's corporate objectives.

Article 44 - Individuals or legal entities, as well as their heirs and successors who contribute to the Institute with donations, or any other type of pecuniary contribution, will not receive any type of reimbursement, upon formalization of the donation or contribution made, even in the event of extinction and/or liquidation of the Institute.

Article 45 - The Institute invests its resources, income, revenues, earnings, and any positive operating results entirely within the national territory with the aim of fulfilling its corporate objectives.

Article 46 - The Institute fully applies grants and donations received to the purposes to which they are linked.

Article 47 - Resources coming from Public Authorities will be applied, preferably, in the Municipality of São Paulo, the location of the Institute's headquarters.

Sole Paragraph - In the event that there are new service provisional units linked to the Institute, the resources will be applied within the scope of the Municipality or State providing the service.

Article 48 - The Institute provides socio-assistance services, free of charge, on a permanent basis and without any discrimination against clientele.

Article 49 - The Institute shall adopt administrative management practices, necessary and sufficient to prevent the acquisition, individually or collectively, of personal benefits or advantages, by its directors and associates, as a result of participation in the relevant decision-making process.

Article 50 - The fiscal year begins on January 1 and ends on December 31 of each year, the date on which the annual balance sheet will be drawn up.

Article 51 – Meetings of the Institute's management bodies are permitted to be held online, subject to the other provisions in these Bylaws.

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Article 52 – As a result of meetings being held online and in order to facilitate faster signing of acts, the signing of any and all acts of the Institute by digital means is permitted, in compliance with current legislation.

São Paulo, September 28, 2022.

DocuSigned by: _____

Rodrigo Affonseca Bressan
 President
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