

BYLAWS OF "THE AMERICAN SOCIETY OF SÃO PAULO"

CNPJ: 62.113.261 / 0001-75

CHAPTER I

DENOMINATION, HEADQUARTERS, DURATION AND PURPOSES

Article 1 - The " **The American Society of São Paulo**", hereinafter simply called " **American Society**", is a civil association under private law, autonomous, non-political, of social interest, non-profit, first set up on May 10, 1950, with its Bylaws registered in the "2ª Oficial de Registro de Títulos e Documentos e Civil de Pessoa Jurídica da Capital, sob nº 1.617, Livro A, nº 03, em 16/04/1951", with an indefinite term, with its headquarters and office in the City of São Paulo of São Paulo state, at Rua Antônio das Chagas, 990, Chácara Santo Antônio, CEP: 04714-001. The Board of Directors has the power to change the location of the headquarters of the association whenever it deems necessary or convenient, as long as it is in the municipality of São Paulo.

Article 2 - The "American Society" is intended to, individually or in association with other individuals and entities:

- I. Promote and maintain friendly relations between the United States of America and the Federative Republic of Brazil.
- II. Promote the celebration of traditional holidays for American citizens, such as "Thanksgiving Day", Independence Day "and other holidays.
- III. Receive and entertain United States officials and visitors.
- IV. Help underprivileged American citizens and their families, or those with insufficient resources to overcome emergencies and other essential needs.
- V. Assist newcomers by giving them information to help guide them in their new environment.
- VI. Promote the diffusion and preservation of world ideals of education and knowledge.
- VII. Promote volunteering in all spheres of social interest.
- VIII. Promotion of ethics, peace, citizenship, human rights, democracy, and other universal values.
- IX. Develop and execute projects, programs, or plans of free charitable assistance actions related to children and adolescents, the elderly, their families, and the community.
- X. Support spaces for coexistence, reception and strengthening of bonds, guidance, and promotion of citizenship for children and adolescents in school hours.
- XI. Support spaces for coexistence, welcoming and strengthening bonds, guidance, and promotion of citizenship for elderly people who live in a situation of social isolation and for their families who need guidance and social support.
- XII. Defense, preservation and conservation of the environment and promotion of sustainable development.

- XIII. Publish books, magazines, music, *audiobooks and podcasts*, leaflets, and the like, by electronic and physical means related to its social purpose.
- XIV. Receive donations and subsidies from entities or people, from Brazil and abroad.
- XV. Organize, sponsor, and hold events, congresses, meetings, conferences, exhibitions, debates, research, seminars, lectures, courses, multidisciplinary training programs.
- XVI. Sign agreements, contracts, agreements, terms of collaboration or promotion; and any other legal instruments, in a convenient way, with bodies or entities, of public or private law, national or foreign.
- XVII. Promote the dissemination and advertising of diverse initiatives such as cultural, educational, sports, promotion and preservation of the environment and other topics of importance to society.
- XXVIII. Marketing of various goods, personalized or not, such as clothing items, notebooks, pencils and pens, mugs, glasses, key chains, and other items with the sole purpose of generating income to finance the activities and administration of the association and / or its partners.
- XIX. Produce, promote, develop, direct, events and activities of diverse character, such as cultural and artistic, educational, sports, promotion and preservation of the environment and themes of importance to society.
- XX. Produce newsletters, content, information, data, and statistics on the activities carried out, which may be sold or assigned to raise funds to enable the development of actions relevant to its social purpose.
- XXI. Promote actions to raise funds to enable the development of actions relevant to its purposes.
- XXII. Establish strategic alliances and agreements with similar associations, national or international, public, or private.
- XXIII. Cooperate, by other means, in social projects of nonprofit entities.
- XXIV. Form an aid fund for veterans.
- XXV. Any other lawful activities for the attainment of the corporate purpose, as long as previously approved by the General Meeting.

First Paragraph: In the development of its activities, the “American Society” will observe the principles of Legality, Impartiality, Morality, Publicity, and Economy and Efficiency, and will not make any discrimination of origin, race, color, gender, age, nationality, political or religious creed, or any other forms of discrimination.

Paragraph Two: The “American Society” will not distribute any results, surpluses, operating surpluses, gross or net, dividends, exemptions of any kind, interests, or portions of its assets amongst its associates, directors, officers, employees, donors or third parties, earned through the fulfilment of its activities, and will fully apply them to the achievement of its social purpose, either immediately or through the constitution of an equity fund or a reserve fund.

Article 3 - The “American Society” will regulate its operation through normative orders issued by the General Assembly and executive orders issued by the Board and may also adopt internal bylaws to be approved by the Board and voted on by the General Assembly.

Article 4 - The “American Society” will be dedicated to its activities through direct execution and indirect projects, programs, or action plans, through donations and funding of physical resources, human and financial, and by supporting other non-economic organizations and / or public sector organizations working in related areas.

Sole Paragraph: The “American Society” does not authorize or accredit professionals to offer any type of service on their behalf, not allowing any organization or anyone to use its trademark (s), without the prior consent and express written authorization of its President.

CHAPTER II

MEMBERS - ADMISSION, RIGHTS AND DUTIES, SUSPENSION AND EXCLUSION

Article 5 - The “American Society” consists of an unlimited number of members, 18 years old and above and their dependents, choosing to organize its membership in the following categories:

I.**Active Members:** Members can be any individual/individuals, US citizen or not, and are admitted to the “**American Society**” after having completed the procedures set forth herein.

II.**Honorary Members:** The US Ambassador in Brazil, the US Consul General in Sao Paulo and other individual/individuals who may be chosen by the board to be honored with this title, Honorary Members will enjoy all the rights and privileges granted to Active Members.

Article 6 - Members will be admitted to the “American Society” by completing and signing the appropriate form by which they undertake to respect these bylaws, and payment of the annuity.

Article 7 – Honorary Members will be admitted to the “American Society” on the recommendation of the Executive Committee and after receiving the vote of at least $\frac{3}{4}$ of the Directors present at a meeting of the Board at which a quorum shall be present.

Article 8 ^{the} - Any member may make a request for resignation from the “**American Society**” at any time, and such a request will be accepted by the board.

First Paragraph: The loss of membership privileges will be determined by the Board of Directors, being admissible only if there is just cause.

- I. Violation of the present Bylaws and other legal and effective provisions.
- II. Defamation of the “American Society” or its associates.
- III. Activities contrary to the decisions of the Annual General Meetings.
- IV. Deviation from good behavior.
- V. Doubtful conduct, through the practice of illegal or immoral acts.
- VI. Failure to pay, on the part of the contributing members, the membership annuity.

Second Paragraph: Once just cause has been defined, the member will be duly notified of the facts attributed to him, through extrajudicial notification, so that he can present his prior defense within 20 (twenty) days from the receipt of the communication.

Third Paragraph: After the term described in the previous paragraph has elapsed, regardless of presentation of the defense, the case will be decided in an extraordinary meeting of the Board by a simple majority of votes of those present.

Paragraph Four: Once the exclusion penalty has been applied, the excluded member may appeal to the General Membership, who must, within 30 (thirty) days of the decision of exclusion contact the members, through extrajudicial notification, to express the intention of review the decision of the Board and to be the subject of deliberation, in the last instance, at the Annual General Meeting.

Fifth Paragraph: Once excluded, for whatever reason, members will not have the right to claim indemnity or compensation of any kind.

Sixth Paragraph: The member excluded due to non-payment may be readmitted upon payment of his debt to the treasury of the “American Society”. Late payment does not imply a change in the annuity's anniversary date.

Article 9 - Associates, officers, and directors of “**American Society**” are not responsible personally, jointly or in any other way to the obligations undertaken on behalf of the entity, except in cases of willful misconduct, bad faith, or breach hereof.

CHAPTER III

FEE AND CONTRIBUTIONS

Article 10 - The value of the annuities to be paid each year by Active members will be determined by the Board.

Sole Paragraph: Honorary members are exempt from paying these annuities.

Article 11 - The payment of the annual membership fee for active members of the **American Society** will be charged around the anniversary date on which they were admitted as members. Any active member who is in default with the payment, upon the end of the month of the annuity's anniversary, will automatically be suspended from the "American Society" until the respective payment is made, and during that period he will not be entitled to any of the privileges normally granted to active members. If such default continues for a period of 60 days, the Board may decide on the exclusion of the active member.

Article 12 - The annual membership fees must be determined annually at the March Board Meeting each year and any changes in the amounts will take effect as of April of the following month. However, the board of directors may at any time modify the amount of the annuity in the event of a change in the economic situation.

Article 13 - There will be no refund of annuity under any circumstances.

Article 14 - Other contributions in addition to annuities may be accepted by the "**American Society.**"

CHAPTER IV

ADMINISTRATION

Article 15 - The "American Society" will be managed by a Board of Directors composed of up to 20 directors, of which at least 50% plus one must be American citizens, in addition to an Honorary President and an Honorary Vice President. Up to 10 Directors must be elected each year at the Annual General Meeting.

Sole Paragraph: The United States Ambassador to Brazil will be the Honorary President of the "American Society" and the American Consul General of the United States in São Paulo, the Honorary Vice President, both of whom may participate and vote in the meetings of the Board.

Article 16 - The appointment of members of the Board will be made by a Nomination Committee, whose functions are more detailed in Chapter V.

Article 17 - Only active members with regular status, the United States Ambassador to Brazil and the United States Consul General in São Paulo, are eligible to serve on the Board.

Article 18 - Among the directors elected at the Annual General Meeting, 4 (four) of them will be elected to form the Executive Committee: President, Vice-President, Secretary and Treasurer.

Paragraph One: Only active members are eligible to serve on the Executive Committee. In addition to being an active member, the President and at least one other member of the Executive Committee must be American citizens.

Paragraph Two: The term of office of the members of the Executive Committee will be 24 (twenty-four) months or until newly elected officers take office.

Article 19 – Board members may be reelected. However, no officer of the executive committee may serve for more than 2 (two) consecutive terms in the same position.

Sole Paragraph: The directors and officers elected to replace ongoing mandates in accordance with article 20, may be elected for two more consecutive terms of 2 (two) years each in the Executive Committee, if the vacancy they have occupied has less than 1 (one) year before the end of the term. In case they are assuming the position with more than one year of term to be fulfilled, the Director can only be reelected once in that position.

Article 20 - In the case of a vacancy in the Board of Directors, the Nomination Committee will propose new candidates, as provided for in Article 35, below, which shall be voted on at the monthly Board meeting once the director's resignation request has been officially presented to the Board. The incoming candidate will serve until the end of the term of the replaced director.

Paragraph One: If a member of the Board misses three consecutive meetings of Directors without notice or for reasons considered unsatisfactory, the Board may declare his / her seat vacant and this may be filled by the Nomination Committee for the remainder of the term, in accordance with procedure described in this article.

Second Paragraph: Imposing or promoting discourse of a religious, political, or prejudiced nature especially during the fulfilments of a director's position will be grounds for dismissal from the Board including the Executive Committee. The offending board member will be asked to resign from the position, and this vacancy may be filled by the Nomination Committee for the remainder of the term, in accordance with the procedure described in this article.

Article 21 - The Board will determine the dates on which its meetings will be held. The President may call special meetings of the Board whenever necessary.

Article 22 - The decisions of the Board will always be taken by a majority vote of the members present at the meeting.

Article 23 – The Board may invite the main organizations that serve the American community of São Paulo to designate a representative to occasionally attend, *ex-officio*, meetings of the Board of "**American Society**".

Paragraph One: It is a prerequisite that the aforementioned representatives are active members in good standing of the "**American Society**"

Second Paragraph: These representatives may attend the meetings of the Board, though unless they are also elected members of the Board, they cannot propose or vote on resolutions.

Article 24 - The Executive President will be the Chief Executive and Legal Representative of the "**American Society**" and will have all the powers inherent to this position as long as they do not conflict with the Statute or with resolutions of the Board. The President may, from time to time, delegate powers of legal representation with the approval of the Board. The President's specific functions include:

- I. Preside over the Annual General Meetings and the meetings of the Board.
- II. Represent the "**American Society**" before third parties and / or government authorities.
- III. Supervise the employees and/or contractors of the "**American Society**" and make recommendations to the Board regarding the hiring and dismissal of employees and salary adjustments.
- IV. Sign, together with the other member of the Executive Committee, all official documents of the "**American Society**".
- V. Open bank accounts in the name of the "**American Society**" and determine the manner in which these accounts will be operated, and appoint individuals, who must be members of the Executive Committee of the "**American Society**", to be empowered to sign such accounts.
- VI. Convene ordinary and extraordinary general meetings, as well as the meetings of the Board.
- VII. Present a report on the activities of the "**American Society**" for the previous year at the annual general meeting; and
- VIII. Represent the "**American Society**" actively and passively, in or out of court.

Article 25 - The Vice-President, Secretary and Treasurer will, in that order, be called upon to exercise the powers and perform the functions of President in the event of the aforementioned's absence from São Paulo, temporary incapacity or in the case of resignation. In the event of the resignation of the President, the powers and duties of the President will pass to the Vice President. If the Vice president is unable or unwilling to accept the responsibilities of the presidency, the powers and duties will pass to the Secretary and, if the Secretary is unable or unwilling to accept such responsibilities, the Treasurer.

Article 26 - The Secretary will be responsible for the legal documents of the " **American Society**", except for those for which the Treasurer is responsible.

Article 27 - The Treasurer will be responsible for the financial books and all financial resources of the "**American Society**" and will present a financial report monthly and at the Annual General Meeting as well as at any other time to be specified by the President.

Article 28 - Any power of attorney granted by the "American Society" will be signed by the President, and must specify the powers conferred, and, with the exception of those intended for judicial purposes, will contain a limited period of validity.

Article 29 - Actions taken in isolation by any Director, Board Member, employee, associate, or attorney that involves debts, obligations, or contracts unrelated to social purposes, such as guarantees, sureties, endorsements, or any other guarantees in favor of third parties will be considered null and void in relation to the "American Society".

CHAPTER V

FISCAL COUNCIL

Article 30 - The Fiscal Council will be constituted from 1 to 3 (one to three) members, elected at the Annual General Meeting, with the possibility of consecutive or alternate reelections. These officers cannot simultaneously occupy a position on the executive committee and, as with all directors, cannot be remunerated.

Sole Paragraph: The term of office on the Fiscal Council will be 24 (twenty- four) months and can be renewed for another 24 (twenty-four) months.

Article 31 - The Fiscal Council is responsible for:

- I. Examining the books of the "American Society", as well as the accounts of the Board.
- II. Giving an opinion on the balance sheets, inventories, and financial and accounting performance reports, as well as on the equity transactions carried out, issuing opinions to the highest representatives of the "American Society".
- III. Requesting from the President, at any time, supporting documentation of the economic and financial operations carried out by the "American Society".
- IV. Monitoring the work of independent external auditors, when necessary.
- V. Convening an Extraordinarily General Meeting, if necessary.
- VI. Auditing the enforcement of the provisions contained in these Bylaws, the regulations approved by the Annual General Meeting, and all Executive Board resolutions.
- VII. Issuing an opinion on possible tax irregularities.

First Paragraph: The Fiscal Council will meet regularly every 6 (six) months and, extraordinarily, whenever necessary, by invitation of the Board, the Annual General Meeting, by the majority of its members, or by request of 2/3 of members in good standing, an invitation to an Extraordinary meeting should be send at least 5 (five) days prior to the date scheduled for the meeting. The invitation can be waived in the event of the attendance of all its members in an ordinary meeting.

Paragraph Two: The resolutions of the Fiscal Council can only be taken by an absolute majority.

CHAPTER VI

NOMINATION AND ELECTION PROCEDURE

Article 32 - At the first meeting after the Annual General Meeting, the Board of Directors will elect a Nomination Committee composed of 5 members, 3 (three) of which will be chosen from the current Board, as well as 2 (two) members who are ex-presidents of the "American Society". If one or more past presidents are unavailable or do not wish to form a part of the Nomination Committee, the Board will appoint active members of the association on their behalf. The Nomination Committee will elect its own chairperson.

Article 33 - At the beginning of February of each year, the Nomination Committee must prepare a list of up to 10 (ten) candidates for the Board of Executive Officers and every 24 months the Nomination Committee will also nominate up to 3 candidates to compose the Fiscal Council.

Paragraph One: Before the inclusion of the candidate's name in the list above, the Nomination Committee will certify their interest in serving on the Board or the Fiscal Council. In the event of death, unexpected departure from the country, or any other reason that prevents a chosen candidate from remaining on the list, the vacancy must be filled by a new candidate to be recommended by the Nomination Committee. Such change will not invalidate the list of candidates already presented.

Paragraph Two: The slate of candidates for the Board and the Executive Committee should be sent to all active members at least fifteen (15) days before the Annual General Meeting.

Article 34 - Members may also propose candidates. Candidates not vetted by the Nomination Committee will be considered and voted on at the Annual General Meeting. A petition requesting alternative candidates must be signed by 1/3 of active members, delivered to the headquarters of the "American Society" and addressed to the Board of Directors at least 30 (thirty) consecutive days in advance of the Annual General Meeting. The names delivered must be duly added to the voting ballot.

Article 35 - After the Annual General Meeting, the Nomination Committee will be dissolved as which point the list of pre-selected names must be handed over to the Board. In the event of a vacancy on the Board or the Fiscal Council, at least 2 (two) candidates from the list must be put to vote for the vacancy.

Article 36 - In addition to the list of substitute directors, the Nomination Committee will also oversee the preparation of a list of up to 4 (four) candidates to compose the Executive Committee and a list of up to 3 (three) candidates for the Fiscal Council, these candidates will be elected at the next Annual General Meeting.

Paragraph One: Before presenting the new candidates to the Executive Committee and the Fiscal Council, the Nomination Committee shall ask the Directors, in writing, for suggestions of candidates to compose the Board, the Executive Committee and the Fiscal Council for the next term. After preparing the list, the Committee Nomination should contact the candidate for President to make sure there is interest in taking up such a position and then, in conjunction with the candidate, analyze the names of the candidates for the other positions on the Executive Committee. The objective is assuring that the "**American Society**" has an integrated and harmonious slate. The final slate approved by the Board must then be presented for election at the next Ordinary General Meeting, in accordance with article 37.

Paragraph Two: The list of candidates for the Board and the Executive Committee shall be sent to all members for analysis at least 15 (fifteen) days before the Annual General Meeting.

Article 37 - At the Annual General Meeting, up to 10 (ten) members of the Executive Board and, every 24 months, up to 3 (three) members of the Fiscal Council must be elected. In alternate years, there will also be elected from among the members of the Board a four-person Executive Committee, with a term of 2 (two) years: President, Vice-President, Secretary and Treasurer.

CHAPTER VII

FROM THE GENERAL ASSEMBLY

Article 38 – The Annual General Meeting represents the sovereign organ of the "**American Society**" and will be constituted of active members in good standing who will fully enjoy their statutory rights.

Article 39 - The Annual General Meeting will be called by the President; this may be in person or virtually and should be held annually up to the 30th of April. Notification will be sent by e-mail up to 15 (fifteen) days before the meeting, designating the day, place, time of meeting or platform, to follow the following agenda:

- I. Presentation and discussion of the annual report by the President.
- II. Presentation of the financial report by the Treasurer or his substitute.

- III. Election of up to 10 (ten) members of the Executive Board and, every 24 months, up to 3 (three) members of the Fiscal Council. In alternate years, there will also be elected from among the members of the Board a four-person Executive Committee, with a term of 2 (two) years: President, Vice-President, Secretary and Treasurer., as provided for in article 37 of these Bylaws.
- IV. Other matters of interest to the "American Society".

Article 40 - The quorum for General Assemblies of the "American Society" shall be 51 (fifty-one) active members, present or represented by proxy.

Sole Paragraph: In the event that the quorum is not present at the first call, the Meeting shall take place on the second call half an hour after the first, with any number, acting by a simple majority of the votes of those present, unless another quorum is provided for in these Bylaws.

Article 41 - Members who are up to date with their annuities and thus in good standing can vote by proxy. No member of the "**American Society**" may represent more than three other members at the General Meetings of the "**American Society**".

Article 42 - The President may call an Extraordinary General Meeting at any time by means of a notification sent to all members by e-mail 15 (fifteen) days in advance.

Article 43 - An Extraordinary General Meeting may be called at any time by 1/5 (one fifth) of the active members in good standing in accordance with Art. 60 of the Civil Code, by means of a written notification delivered to the Board specifying the agenda. After receiving the notification, the President, within 30 (thirty) days from the date of notification, must then convene an Extraordinary General Meeting.

Article 44 – A General Meeting, ordinary or extraordinary is exclusively responsible for:

- I. Electing and inaugurating the Board, Executive Committee, and the Fiscal Council.
- II. If deemed necessary dissolving the Board and the Fiscal Council before the end of the respective term of office.
- III. Voting on changes to the bylaws.
- IV. To deliberate the dissolution of the "American Society" and the liquidation of its assets, as provided for in these Bylaws and applicable law.
- V. Approve the accounts of the "American Society".
- VI. Issue normative orders for the internal functioning of the "American Society", and ratify the Internal Regulations presented by the Board.
- VII. To deliberate on omitted cases not provided for in these Bylaws.

Sole Paragraph: For the resolutions referred to in items II and III in this article, a quorum established in Article 40 is required, at a General Meeting specially convened for this purpose.

Article 45 - The “American Society” shall adopt necessary and sufficient administrative management practices to prevent individuals or groups obtaining personal or professional benefits and advantages, as a result of participation in the decision-making processes.

CHAPTER VIII

COMMITTEES

Article 46 - The “American Society” will have a Council of Presidents that will be composed of all ex-presidents who still reside in São Paulo and remain members in good standing. This Council will meet whenever the President-in-Office summons them and should make themselves available to advise on critical matters of interest to the “American Society” as presented by the President. The members of this Council will be able to participate and vote in the meetings of the Board of the “American Society” and their presence will be counted as part of any required quorum.

Article 47 - Each committee will be chaired by a person appointed by the President and will consist of one or more individuals chosen from amongst the members of the Board and / or Active Members in good standing of the “American Society”.

CHAPTER IX

EQUITY AND REVENUE

Article 48 - The assets of the “American Society” will consist of assets and rights, regularly acquired, including but not limited to, cash and investment funds, real estate, vehicles and other assets, shares, equity interest, public debt bonds.

Article 49 - These assets include but are not limited to: annuities received from the members of The “American Society” and members' additional contributions; aid, contributions and subsidies from entities or directly from government entities, Federal, State, or county; donations, assignments, aid and bequests; financial resources obtained through terms of partnerships, agreements, covenants or contracts signed with third parties, national or international; credit operation products, internal and external for financing services; income from participation in companies and enterprises, in which the association participates or will participate; revenue from the sale of products and leasing of space; savings account interest and other financial income; income from securities, shares or financial papers; production revenue; tax waivers and incentives; copyright receipts; rents obtained from middle economic activities; royalty receipts; international resources, and will be used to maintain The “American Society” and further its purposes;

Article 50 - Any source of income or asset of the “American Society” cannot imply its subordination or to a commitment to an interest that conflicts with its purpose, nor risk its independence. The “American Society” must always remain faithful to its values and principles, being free from any conflict of interest.

Paragraph One: The “American Society” will fully invest its income, services, resources, and operational results in the maintenance and development of institutional purposes.

Paragraph Two: The “American Society” will apply the subsidies and donations received for the purposes to which they are linked.

Third Paragraph: The Board will be responsible for approving any, exchange, loan of assets from the “American Society”, acceptance of donations with charges and / or financing of assets that add to its portfolio after consulting the Fiscal Council.

Article 51 - In the case of liquidation of the “American Society”, for any reason, its portfolio and assets constituted of cash and savings, real estate, vehicles, shares, quotas of shareholding, public debt policies and assets of any other nature, can only be sold for payment of legal debts that the “American Society” has assumed up to the date of its liquidation.

Sole Paragraph - The balance after the payment of all the obligations of the “American Society” will be reverted to benefit another legal entity of the same nature that fulfills the requirements of Law No. 13,019 / 2014 and whose purpose is, preferably, the same as the, now liquidated, “**American Society**”. Under no circumstances may said assets be shared, directly or indirectly, between members, employees, or directors of the “American Society”. Such acts shall be considered null and void.

CHAPTER X

ACCOUNTING

Article 52 - The rendering of accounts must be made:

- I. In compliance with the rules provided for in Law No. 13,019 / 2014 and its regulations, in addition to the deadlines and standards set out in the partnership instrument and the work plan.
- II. Containing elements that allow the partnership manager to evaluate the progress or conclude that its object was executed as agreed, with a detailed description of the activities carried out and proof of the achievement of the goals and expected results, up to the period covered by the provision of services. accounts.
- III. Observing the specific rules according to the quantity of public resources involved, in accordance with the provisions and procedures established as foreseen in the work plan and in the term of collaboration or promotion.

- IV. Utilizing bookkeeping norms in accordance with the fundamental principles of accounting and with Brazilian Accounting Standards.
- V. Publicizing the entity's activity reports and financial statements for the examination of any citizen.

Sole Paragraph: The accounts will be audited by the Board, and must be presented to the President, who is ultimately responsible for making decisions about them, for consent, after which they will be forward to the Fiscal Council; and, subsequently, to the General Meeting, for final approval and ratification.

CHAPTER XI GENERAL PROVISIONS

Article 53 - The "American Society" can only be dissolved with the approval of 2/3 of the members present, in full enjoyment of their statutory rights, meeting in an Extraordinary General Meeting, convened especially for this purpose, subject to the statutory provisions.

Article 54 - Omissions or obscure cases in these bylaws will be resolved by the Board and endorsed at an Annual General Meeting.

São Paulo, _____ of _____ 2021.

Attorney's Visa _____
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