



THE UNITED STATES
CORPORATION
COMPANY

F99000006203

ACCOUNT NO. : 072100000032

REFERENCE : 498398 81517A

AUTHORIZATION : *Patricia Papp*

COST LIMIT : \$ 78.75

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ORDER DATE : November 30, 1999

ORDER TIME : 9:47 AM

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ORDER NO. : 498398-005

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq.
Ferrell Schultz Carter &
Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

FOREIGN FILINGS

NAME: FUNDACION VENEZUELA SIN
LIMITES

TRANSLATION: FOUNDATION VENEZUELA WITHOUT LIMITS

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

(Handwritten circle with '19')

(Handwritten circle with '21')

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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12/1/99

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. **FUNDACION VENEZUELA SIN LIMITES, A Venezuelan not-for-profit corporation**

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. **Venezuela**

(State or country under the law of which it is incorporated)

3. **N/A**

(FEI number, if applicable)

4. **March 22, 1999**

(Date of Incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **"upon qualification"**

(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. **201 S. Biscayne Boulevard, Suite 3400**

Miami, Florida 33145

(Current mailing address)

8. **Fund-raising in furtherance of religious, educational, and other charitable**
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) **purposes.**

9. Name and street address of Florida registered agent:

Ferrell Schultz Carter & Fertel, a Professional Association

(Name)

201 S. Biscayne Blvd., Suite 3400

(Office address)

Miami

(City)

Florida,

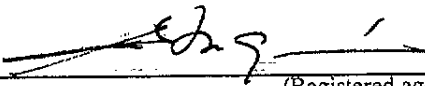
33131

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ferrell Schultz Carter & Fertel, P.A.

By: 

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other

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official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Oswaldo Cisneros Fajardo

Address: 201 S. Biscayne Blvd., Suite 3400

Miami, Florida 33131

Vice Chairman: Mireya Blavia Gomez

Address: 201 S. Biscayne Blvd., Suite 3400

Miami, Florida 33131

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Oswaldo Cisneros Fajardo

Address: 201 S. Biscayne Blvd., Suite 3400

Miami, Florida 33131

Vice President: Mireya Blavia Gomez

Address: 201 S. Biscayne Blvd., Suite 3400

Miami, Florida 33131

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Mireya Blavia Gomez
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Mireya Blavia Gomez, as Vice President

(Typed or printed name and capacity of person signing application)

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/s/ [illegible]

[rubber stamp :]

Andrés Gallegos Baido

Attorneys Social Welfare Institute No. 31,759

[rubber stamp:]

Seventh Notary Public's Office of the Libertador Municipality

Federal District

Notary's Office

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SEVENTH NOTARY PUBLIC'S OFFICE

OF THE MUNICIPALITY OF LIBERTADOR

OF THE FEDERAL DISTRICT

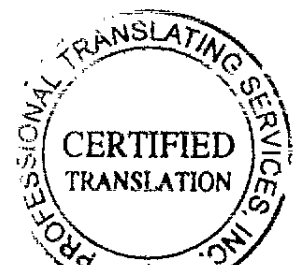
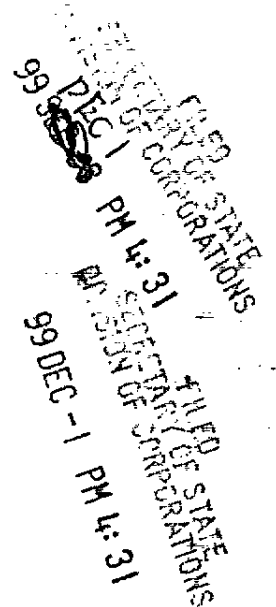
Receipt No. 23277

Fee Bs. [ill.]

For at a.m./p.m.

We, Mireya Blavia Gómez and Oswaldo Cisneros Fajardo, of legal age, single and married, bearers of I.D. cards numbers 14.351.713 and 2.113.864, respectively, state:

That we have decided to establish, as we hereby do so, a foundation which shall be a non-profit civil association, which shall be governed by the following articles of the



present articles of incorporation, which has been drafted with sufficient breadth to serve also as bylaws.

CHAPTER I

Name, Domicile and Purpose

ARTICLE 1: The entity is named "FUNDACION VENEZUELA SIN LIMITES." It is a civil association with the power to carry out all the acts which the Board of Directors may deem necessary or convenient to achieve its purpose. It is domiciled in Caracas, but it may act in the entire national territory and even abroad if it were deemed necessary or convenient by the Board of Directors.

ARTICLE 2: FUNDACION VENEZUELA SIN LIMITES shall have its domicile in Caracas, Municipality of Chacao, it may establish agencies, branch offices, representations or establish subsidiaries within or without its domicile.

ARTICLE 3: The main purpose of FUNDACION VENEZUELA SIN LIMITES is to serve as an organization to make donations, carry out charity, assistance, cultural educational, artistic, religious and sports functions, publish books, grant scholarships and anything which contributes to the improvement and wellbeing of the elderly and underage youth. Likewise, it may be used to benefit the workers of "THE FOUNDING MEMBERS," through the establishment of pension or retirement plans and also by granting them facilities for the acquisition of homes, the granting of scholarships and any type of socioeconomic aid, the foregoing being solely by way of example, since FUNDACION VENEZUELA SIN LIMITES may carry out any other economic, social and mercantile activity to achieve its objectives.



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ARTICLE 4. FUNDACION VENEZUELA SIN LIMITES is a non-profit civil association, wherefore, the profits obtained shall be earmarked for the maintenance or furthering of the activities which constitute its purpose.

CHAPTER II

On the Capital

ARTICLE 5: The capital of FUNDACION VENEZUELA SIN LIMITES shall be made up of the assets contributed by "THE FOUNDING MEMBERS," by donations, inheritances, bequests, income and any other assets it may acquire through acts *in vivos* and, in general, through the proceeds from the activity thereof.

The beginning capital stock amounts to ONE MILLION BOLIVARS (Bs. 1,000,000.00).

ARTICLE 6. The assets of FUNDACION VENEZUELA SIN LIMITES shall answer for the obligations and charges of the same. Neither the associates nor the administrators of the Association shall be held personally liable for said charges and obligations.

CHAPTER III

On the Board of Governors

ARTICLE 7. FUNDACION VENEZUELA SIN LIMITES shall have a Board of Governors made up of THE FOUNDING MEMBERS and shall be made up of two (2) members who shall not receive any compensation for carrying out their duties.

ARTICLE 8. The Board of Governors shall meet once a year and may meet in a special meeting every time the Board of Directors calls a meeting on its own initiative or at the request of one (1) of the members of the Board of Governors.



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ARTICLE 9. The favorable vote of the absolute majority of its members is necessary for the deliberations of the Board of Governors to be valid.

ARTICLE 10. Minutes of all the meetings of the Board of Governors shall be taken in a book kept therefor. The names of the members present and the decisions made shall be indicated in the Minutes, which shall be signed by all.

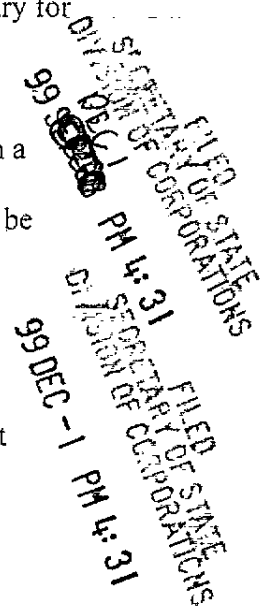
ARTICLE 11. The powers of the Board of Governors are as follows:

- a) Consider and decide on the Annual Report, Balance Sheet and Annual Statement submitted to its consideration by the Board of Directors and the Comptroller.
- b) Appoint the members of the Board of Directors and the Comptroller.
- c) Amend the Articles of Incorporation/Bylaws of the Foundation.
- d) Agree on the dissolution of the foundation.
- e) Appoint the receiver and determine the powers and compensation thereof.
- f) Decide on the assignment of the assets resulting from the liquidation.
- g) Decide on all other matters which are not attributed to another body of the Foundation.

CHAPTER IV

Administration

ARTICLE 12. FUNDACION VENEZUELA SIN LIMITES shall be headed and managed by two Directors, who shall remain in office for five (5) years. In any case, the members of the Board of Directors shall remain in office until the ones who have been appointed to replace them to take office. No position or duty of the members of the Board of Directors shall be remunerated.



ARTICLE 13: The Board of Governors may increase or decrease the number of main members of the Board of Directors, without having to amend the present bylaws. If it is increased, an uneven number of main members shall always be maintained.

ARTICLE 14: Minutes shall be taken of all the meetings of the Board of Directors and entered in a book kept therefor. The minutes shall indicate the names of the members present and the decisions made and shall be signed by the same.

ARTICLE 15: The Board of Directors, some of its members acting jointly or acting separately, shall have the broadest powers of administration and disposition, but its members must account for their acts and their management before FUNDACION VENEZUELA SIN LIMITES. The Board of Directors shall see to the appropriate

investment of the Foundation's capital, earmarking the income thereof to the achievement of the corporate purpose and preferably to those activities of a social assistance nature.

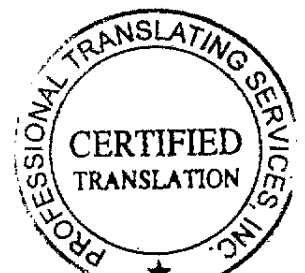
The powers pertaining to the Board of Directors are to:

- 1) Organize the internal operation of FUNDACION VENEZUELA SIN LIMITES, with full power to dictate, amend and revoke internal regulations;
- 2) Draw up the Balance Sheet and Statement, along with the report on the activities of the Foundation which must be presented each year to the Board of Governors.
- 3) Appoint and remove all the officers and personnel it seems fit and set their compensation;
- 4) Delegate some of its powers to other directors or officers, or grant general or special powers of attorney and revoke the same.

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- 5) Appoint a legal representative so that the same may carry out the legal representation of FUNDACION VENEZUELA SIN LIMITES before any Court or Legal, Civil, Political, Administrative or any other kind of authority. Likewise before officers of any of these bodies, be they National, State, Municipal or Foreign, in all matters in- or out-of-court, litigious or not. In the exercise of this power it may: submit to the decision of arbitrators or of arbitrators bound by legal principles, covenant, abandon, settle in- or out-of-court, take bids or post bids at auction, appear in court as plaintiff, defendant or opposing third party; file and answer any type of suits and counterclaims, file exceptions or any type of defense; file operations and any type of ordinary or special appeals, including cassation, and abandon the appeals filed and in general carry out the full representation of FUNDACION VENEZUELA SIN LIMITES, in- or out-of-court. The appointment and removal of the legal representative shall be made through a written document recorded in the Mercantile Registry and shall remain in office until they are replaced by the Board of Directors.
- 6) Acquire, sell and alienate in any other way, encumber and lease or lease out any type of personal or real property or of property conveyance taxes on one or the other with the prior authorization of the Board of Directors. The provisions set forth in number 2 of this Article are excepted.
- 7) Execute such identifiable or innominate contracts as it deems fit, accept or reject inheritances, bequests or donations.
- 8) Request from the competent authorities the tax and contribution exemptions to which FUNDACION VENEZUELA SIN LIMITES may be entitled according to the law.



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- 9) Lend or borrow money on loan with or without interest, establish or receive real or personal security and demand payment thereof.
- 10) Issue bills of exchange, drafts and promissory notes; grant bonds and special guarantees and accept, endorse or negotiate any type of securities and credit instruments. It shall not need authorization to pay them or cash them, file the pertinent protests and carry out all the actions resulting therefrom for FUNDACION VENEZUELA SIN LIMITES, whether of an exchange nature or not.
- 11) The signature of any of the members of the Board of Directors shall be needed for the mobilization of checking accounts of FUNDACION VENEZUELA SIN LIMITES.
- 12) Grant general and special powers of attorney with the powers it deems fit.
- 13) The other powers stated in these bylaws, internal regulations or by the law.

CHAPTER V

On the Comptroller

ARTICLE 16: FUNDACION VENEZUELA SIN LIMITES shall have one comptroller that shall be appointed every year, with the powers which the Commerce Code grants to Comptrollers of Corporations. The Comptroller's duty shall be to examine the activities of the Board of Directors and to present to the Board of Governors a report in which it analyzes the accounting and the economic position of the Association. The Comptroller shall remain in office for five (5) years or until the same is replaced.

CHAPTER VI

Duration, Dissolution and Liquidation

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ARTICLE 17: FUNDACION VENEZUELA SIN LIMITES shall have an indefinite duration. Its activities shall begin as of the official recording of the Articles of Incorporation - Bylaws. Its first fiscal year shall end on December 31, 1999 and as of that date its fiscal year shall match the calendar year.

ARTICLE 18: If the dissolution of FUNDACION VENEZUELA SIN LIMITES were decided, the Board of Governors shall appoint the receiver(s), determine the powers and set the compensation thereof. The assets resulting from the liquidation shall be earmarked at the discretion of the Board of Governors.

CHAPTER VII

Interim Provisions

ARTICLE 19: Mr. Oswaldo Cisneros Fajardo, bearer of I.D. card No. 2,113,864 and Mrs. Mireya Blavia Gómez, bearer of I.D. card No. 14,351,713 are appointed as members of the Board of Governors; and Mrs. Sandra Texeira, Bearer of I.D. card No. 10,794,572 is appointed as Comptroller.

Mr. André Gallegos Baldó, bearer of I.D. card No. 6,559,7 [trunc.] is authorized to carry out all legal proceedings which may be necessary for the establishment of the Foundation and, especially, everything related to the official recording of these presents.

Caracas, on the date of its presentation.

/s/ [illegible]

/s/ [illegible]



REPUBLIC OF VENEZUELA. JOSE RAFAEL VILLALBA MONAGAS, SEVENTH
NOTARY PUBLIC OF THE LIBERTADOR MUNICIPALITY OF THE FEDERAL
DISTRICT. Caracás, March twenty-second (22), nineteen hundred ninety-nine. 188th and
140th. The foregoing document drafted by attorney ANDRES GALLEGOS BALDO
registered with the Attorneys Social Welfare Institute under No. 31,759. It was presented
for its authentication and return, according to receipt No. 23277. Its executing parties
being present, they stated that their names are: MIREYA BLAVIA GOMEZ,
OSWALDO CISNEROS FAJARDO

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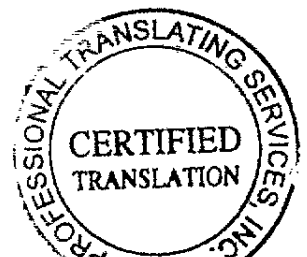
Nationality: Venezuelans

Civil status:

Bearers of I.D. cards Nos. 14,351,713 and 2,113,864 respectively. The original having
been read thereto and compared against its photocopies, in the presence of the Notary, the
executing parties stated: "ITS CONTENT IS TRUE AND THE SIGNATURES WHICH
APPEAR AT THE BOTTOM OF THE INSTRUMENT ARE OUR OWN." Therefore,
the Notary declares it authenticated in the presence of the witnesses ANDRES PEREZ
AND LUIS ORELLANA, bearers of I.D. cards Nos. 6,403,935 and 6,887,680, which
document is recorded under No. 79, volume 19 of the pertinent books. The Notary
certifies that for this act, he authorized officer Norma Sand, bearer of I.D. card No.
4363157, to witness said execution in accordance with art. 29 of the Regulations of
Notary Public Offices at: Edif. Pque. Cristal Torre Oeste Piso 14, Los Palos Grandes, at 3
p.m. today.

[rubber stamp:]

Seventh Notary Public's Office of the Libertador Municipality
Federal District
Notary's Office



/s/ [illegible]

JOSE RAFAEL VILLALBA MONAGAS, Esq

SEVENTH NOTARY PUBLIC OF LIBERTADOR MUNICIPALITY
OF THE FEDERAL DISTRICT

THE WITNESSES

/s/ [illegible]

/s/ [illegible]

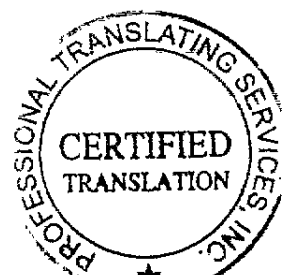
THE EXECUTING PARTIES

/s/ [illegible]

/s/ [illegible]

Authorized Officer

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CERTIFICATE OF ACCURACY

The undersigned, Dr. Luis A. de la Vega, Chairman of Professional Translating Services, Inc., appearing on behalf of Professional Translating Services, Inc., hereby states, to the best of his knowledge and belief, that the foregoing is an accurate translation of the attached original document in the ENGLISH language, consisting of 10 pages, and that this is the last of the attached.

Dr. Luis A. de la Vega, Chairman

for Professional Translating Services, Inc.

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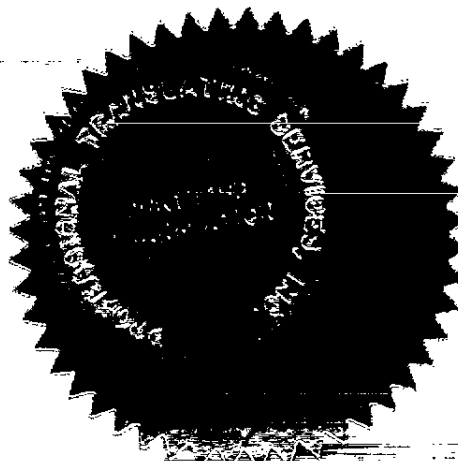
State of Florida

County of Dade

The foregoing certificate was acknowledged before me on this 18TH day of NOVEMBER, 1999, by Dr. Luis A. de la Vega, the Chairman of Professional Translating Services, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

Martha E. Ruano

Notary Public



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ARTICULO 4º: La FUNDACION VENEZUELA SIN LIMITES es una asociación civil sin fines de lucro por lo cual los beneficios que obtenga serán destinados al mantenimiento o fomento de las actividades que constituyen su objeto.

CAPITULO II

Del Patrimonio

ARTICULO 5º: El patrimonio de la FUNDACION VENEZUELA SIN LIMITES estará formado por los bienes aportados por "LOS MIEMBROS FUNDADORES", por donaciones, herencias, legados, rentas y por cualesquiera otros bienes que pueda adquirir por actos entre vivos y en general por al producto de sus actividades.

El patrimonio inicial es la cantidad de UN MILLON DE BOLIVARES (Bs. 1.000.000,00).

ARTICULO 6º: Los bienes de la FUNDACION VENEZUELA SIN LIMITES, responderán a las obligaciones y cargas de ésta. No responderán personalmente de dichas cargas y obligaciones ni los asociados, ni los administradores de la Asociación.

CAPITULO III

Del Consejo Directivo

ARTICULO 7º: La FUNDACION VENEZUELA SIN LIMITES tendrá un Consejo Directivo integrado por "LOS MIEMBROS FUNDADORES" y estará integrado por dos (2) miembros. Los cuales no percibirán remuneración alguna por el desempeño de sus funciones.

ARTICULO 8º: El Consejo Directivo se reunirá una vez al año y podrá reunirse extraordinariamente cada vez que la Junta Directiva lo convoque por iniciativa propia o a solicitud de uno (1) de los miembros del Consejo.

ARTICULO 9º: Para la validez de las deliberaciones del Consejo es necesario el voto favorable de la mayoría absoluta de sus miembros.

ARTICULO 10º: De todas las reuniones del Consejo Directivo se levantará un Acta en un libro llevado a tal efecto. En las Actas se indicarán los nombres de los presentes y las decisiones tomadas y deberán ser firmadas por todos.

ARTICULO 11º: Son atribuciones del Consejo Directivo las siguientes:

- a) Conocer y decidir acerca del Informe, Balance y Cuenta Anual que le someta a consideración



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Nosotros, Mireya Blavia Gómez y Oswaldo Cisneros Fajardo, mayores de edad, soltera y casado, titulares de las Cédulas de Identidad números 14.351.713 y 2.113.864, respectivamente, declaramos: Que hemos decidido constituir, como en efecto lo hacemos por el presente documento, una Fundación la cual será una Asociación Civil sin fines de lucro, la cual se registrará por las siguientes estipulaciones del presente documento constitutivo, el cual ha sido redactado con la suficiente amplitud para que sirva de Estatutos Sociales.

CAPITULO I

Denominación, Domicilio y Objeto

ARTICULO 1º: La Entidad se denomina "FUNDACION VENEZUELA SIN LIMITES" Es una asociación Civil con capacidad para realizar todos los actos que a juicio de la Junta Directiva o del Consejo de Directores fuesen necesarios o convenientes para alcanzar su objeto. Tiene su domicilio en Caracas, pero podrá actuar en todo el territorio nacional y aún fuera de él si fuese necesario o conveniente a juicio de la Junta Directiva.

ARTICULO 2º: La FUNDACION VENEZUELA SIN LIMITES tendrá su domicilio en Caracas, Municipio Chacao, podrá establecer agencias, sucursales, representaciones, o constituir filiales tanto en su domicilio como fuera de él.

ARTICULO 3º: La FUNDACION VENEZUELA SIN LIMITES tiene como objeto principal el servir de órgano para realizar donaciones, llevar a cabo funciones benéficas, asistenciales, culturales, docentes, artísticas, religiosas, deportivas, publicación de libros, becas de estudio y todo aquello que conlleve al mejoramiento y bienestar de los ancianos y menores de edad. Asimismo, podrá servir para beneficiar a los trabajadores de "LOS MIEMBROS FUNDADORES", mediante la realización de planes de pensión o jubilación e igualmente otorgándoles facilidades para la adquisición de vivienda, la concesión de becas de estudio y toda clase de ayuda Económico-Social, siendo la enumeración anterior solamente enunciativa por lo cual la FUNDACION VENEZUELA SIN LIMITES, para alcanzar sus objetivos podrá realizar cualquier otra actividad económica, social, y mercantil.

1) Junta Directiva y el Contralor.

b) Designar los miembros de la Junta Directiva y al Contralor.

c) Reformar el Documento Constitutivo-Estatutario de la Fundación.

d) Acordar la disolución de la Fundación.

e) Designar al liquidador y determinar sus facultades y remuneración.

f) Decidir acerca del destino de los bienes producto de la liquidación.

g) Decidir todo aquello que no esté atribuido a otro órgano de la Fundación.

CAPITULO IV

Administración

ARTICULO 12°: La FUNDACION VENEZUELA SIN LIMITES será dirigida y administrada por dos Directores, los cuales durarán en sus funciones cinco (5) años .- En todo caso los miembros de la Junta Directiva, permanecerán en sus cargos hasta tanto quienes hayan de reemplazarlos tomen posesión de los mismos. Ningún cargo o función de los miembros de la Junta Directiva será remunerado.

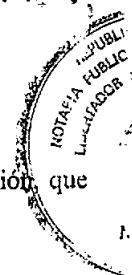
ARTICULO 13°: El Consejo Directivo podrá aumentar o disminuir el número de miembros principales de la Junta Directiva, todo ello sin necesidad de modificar los presentes estatutos. Si se aumenta, se deberá mantener siempre un número impar de miembros principales.

ARTICULO 14°: De todas las reuniones de la Junta Directiva se levantará un Acta en un libro que a tal efecto se llevará. Las Actas indicarán los nombres de los asistentes y las resoluciones tomadas y deberán ser firmadas por los mismos.

ARTICULO 15°: La Junta Directiva, actuando conjunta o separadamente alguno de sus miembros, tendrá las más amplias facultades de administración y disposición, pero sus integrantes deberán dar cuenta de sus actos y de su gestión ante la FUNDACION VENEZUELA SIN LIMITES. La Junta Directiva cuidará de la adecuada inversión del capital de la Fundación, destinando sus rentas al cumplimiento de los fines sociales y preferentemente a aquellas actividades de beneficio social.

Las atribuciones que corresponden a la Junta Directiva son:

1) Organizar el funcionamiento interno de la FUNDACION VENEZUELA SIN LIMITES, con



plenos poderes para dictar, modificar y derogar reglamentos internos;

2) Elaborar el Balance y Cuenta, junto con el informe sobre las actividades de la Fundación, que debe ser presentando al Consejo Directivo anualmente;

3) Nombrar y remover a todos los funcionarios y al personal que juzgue conveniente y fijarle sus remuneraciones;

4) Delegar algunas de sus atribuciones en otro directivo o funcionario, o en apoderados generales o especiales y revocar las delegaciones efectuadas.

5) Nombrar un representante judicial para que ejerza la representación jurídica de la FUNDACION VENEZUELA SIN LIMITES ante cualquier Tribunal o autoridad Judicial, Civil, Político, Administrativo o de cualquier otro. Igualmente ante funcionarios de cualquiera de dichos órdenes, sean de la Nación de los Estados, Municipalidades o países extranjeros, en todos los asuntos judiciales o extrajudiciales contenciosos o no.- En ejercicio de esta atribución podrá: Comprometer en arbitros arbitradores o de derecho, convenir, desistir, transigir en juicio o fuera de él, hacer licitaciones o posturas en remate, comparecer en juicio como actor, demandado, o tercer opositor; intentar y contestar toda clase de acciones y reconvencciones, oponer excepciones y cualquier género de defensas; interponer operaciones y todo género de recursos ordinarios y extraordinarios, inclusive de Casación y desistir de los recursos intentados y en general ejercer la plena representación de la FUNDACION VENEZUELA SIN LIMITES, en juicio o fuera de él.

El nombramiento del representante judicial y remoción será echo mediante documento inscrito en el Registro Mercantil y durará en el ejercicio de sus funciones hasta tanto no sea sustituido por la Junta Directiva.

6) Adquirir, vender y enajenar en cualquier otra forma, gravar y dar o tomar en arrendamiento toda clase de bienes muebles o inmuebles o de derecho reales sobre unos y otros previa autorización de la Junta Directiva. Queda a salvo lo previsto en el numeral 2 de este Artículo.

7) Celebrar los contratos nominados e innominados que estime conveniente aceptar o rechazar herencia, legados o donaciones.

8) Solicitar de las autoridades competentes las exoneraciones de impuestos y contribuciones que según las leyes puedan corresponder a la FUNDACION VENEZUELA SIN LIMITES.

9) Dar o tomar dinero en préstamo con o sin interés, constituir o recibir garantías reales o personales y exigir su cancelación.

10) Librar letras de cambio, giros y pagarés, otorgar fianzas y avales y aceptar, endosar o negociar toda clase de valores y títulos de crédito. Para pagarlos o cobrarlos, levantar los protestos correspondientes y ejercer todas las acciones que de ello se deriven para la FUNDACION VENEZUELA SIN LIMITES sean o no cambiarias, no necesitará autorización.

11) Para la movilización de Cuentas Corrientes Bancarias de la FUNDACION VENEZUELA SIN LIMITES, será necesaria la firma de uno cualquiera de los miembros de la Junta Directiva.

12) Otorgar poderes generales y especiales con las facultades que juzgue convenientes.

13) Las demás que le señalen estos Estatutos, los reglamentos internos o la Ley.

CAPITULO V

Del Contralor

ARTICULO 16º: LA FUNDACION VENEZUELA SIN LIMITES tendrá un Contralor que será designado anualmente, con las facultades que el Código de Comercio atribuye a los Comisarios de las Compañías Anónimas. El Contralor tendrá como función examinar las actividades de la Junta Directiva y presentar al Consejo Directivo un informe donde analice la contabilidad y la situación económica de la Asociación. El Contralor durará en su cargo cinco (5) años o hasta que sea reemplazado.

CAPITULO VI

Duración, Disolución y Liquidación

ARTICULO 17º: LA FUNDACION VENEZUELA SIN LIMITES tendrá duración indefinida. Sus actividades darán inicio al protocolizar el Documento Constitutivo Estatutario. Su primer ejercicio finalizará el 31 de Diciembre de 1999 y a partir de esa fecha su ejercicio coincidirá con el año civil.

ARTICULO 18º: Si se decidiere la disolución de la FUNDACION VENEZUELA SIN LIMITES, el Consejo Directivo designará al liquidador o liquidadores, determinará sus facultades y les fijará su remuneración. El activo que resultare de la liquidación será

destinado a juicio del Consejo Directivo.

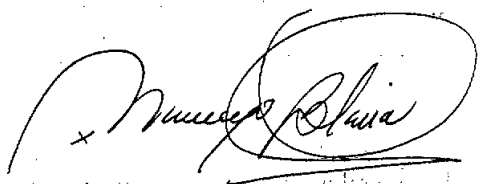
CAPITULO VII

Disposiciones Transitorias

ARTICULO 19º: Se designan como miembros del Consejo Directivo, a los señores Oswal Cisneros Fajardo, titular de la Cédula de Identidad No. 2.113.864 y Mireya Blavia Gómez, titular de la Cédula de Identidad No. 14.351.713; y para el cargo de Contralor se designa a la ciudadana Sandra Texeira, titular de la Cédula de Identidad No. 10.794.572.

Se autoriza al ciudadano Andrés Gallegos Baldó, titular de la Cédula de identidad No. 6.559.78 para que realice todos los tramites legales a que hubiere lugar para la constitución de la Fundación y, especialmente, todo lo relacionado con la protocolización de este documento.

Caracas en la fecha de su presentación.



SEPTIMO DEL MUNICIPIO LIBERTADOR DEL DISTRITO FEDERAL. Caracas,

W Septiembre (22) de Marzo de mil novecientos noventa

nueve. 188 y 140. El anterior documento redactado por el abogado:

ANDRES GALLEGOS BALDO....; inscrito en el inpre. bajo el No. 31.759

Fue presentado para su autenticación y devolución, según planilla No.

23277.... Presentes sus otorgantes dijeron llamarse: MIREYA BLAVIA

GOMEZ, OSWALDO CISNEROS FAJARDO.....

Nacionalidad: Venezolanas.....

estado civil:

titulares de las cédulas de identidad Nos. 14.351.713, 2.113.864...

respectivamente. Leídoles el documento original y confrontado con sus

fotocopias en presencia del Notario, los otorgantes expusieron: "SU -

CONTENIDO ES CIERTO Y NUESTRAS LAS FIRMAS QUE APARECEN AL PIE DEL INS-

TRUMENTO". En tal virtud, el Notario lo declara autenticado en presen-

cia de los testigos: ANDRES PEREZ Y LUIS ORELLANA, titulares de las cé-

dulas de identidad nos. 6.403.935, 6.887.680, cuyo documento quedo --

anotado bajo el No. 79 tomo 19 de los libros respectivos.- El

Notario deja constancia que para este acto autorizo al Funcionario:

Mireya Blavia, cédula de identidad No. 4363/57

para presenciar dicho otorgamiento conforme al art.29 del Reglamento-

de Notarias Públicas en: Edif. Pque. Cristal Torre Oeste Piso 14 Los

Palos Grandes a las 3 pm del día de hoy.

Dr. JOSE RAFAEL VILLALBA MONAGAS
NOTARIO PUBLICO SEPTIMO DEL MUNICIPIO
LIBERTADOR DEL DISTRITO FEDERAL

LOS TESTIGOS.

LOS OTORGANTES

Funcionario Autorizado