

- In Akumal, Municipality of Tulum, State of Quintana Roo, at ten o'clock on October 30 two thousand nine, **MARIA DEL CARMEN DOMANI GARCÍA, PAUL SANCHEZ-NAVARRO, DAVID D.S. POOR, MARCY KAY ESSY and LAURA NOEMI BUSH BETANCOURT**, met at the Akumal Association offices, with the intention of forming a CIVIL ASSOCIATION, under the name of **CONSEJO DE AKUMAL”, ASOCIACIÓN CIVIL**, with the acting President **Ms. MARIA DEL CARMEN DOMANI GARCÍA**, and the acting Secretary **Mr. DAVID D.S. POOR**; the secretary declared a legal meeting of the Assembly, by virtue of the presence of all of the founding members

The secretary presented and read the constitution of the Civil Association.

AGENDA:

1. - Discussion and approval of the constitution of the Civil Association.
2. - Designation of the founding members.
3. - Objectives and purposes of the Association, as well as address, and term of the Association.
4. - Designation of the board of directors.
5. - Reading and discussion of the statutes that will govern the association.
6. - Approval of the agenda.
7. - Appointment of special Delegate to carry out the registration of this act.

Based on the agenda, the meeting proceeded as follows:

In relation to the first agenda item, the President of the assembly, explained that, in order to continue operating according to the Mexican Laws, is necessary to form a CIVIL ASSOCIATION, which will be called **“CONSEJO DE AKUMAL”, ASOCIACIÓN CIVIL**;, or the name that is approved by the Secretaría de Relaciones Exteriores (Secretary of Foreign Relations), and will be in force under the regulations and statutes that will be elaborated and approved by the partners founders at this meeting.

----- AGREEMENTS -----

ONE. - It is approved that the Civil Association will be formed under the name of the denomination of **“CONSEJO DE AKUMAL”, ASOCIACIÓN CIVIL** (Akumal Council).

TWO. - C. JOSÉ DE JESÚS CANO VALLES, is named to represent the association, so that in name and representation of the members, documents may be submitted to the Secretary of Foreign Relations, to ask for the corresponding permission, and of on being approved, the association will be formed under the applicable portions of the effective Civil Code in the State of Quintana Roo

THREE: In accordance with the second item in the agenda, the founding members are designated as: **MARIA DEL CARMEN DOMANI GARCÍA, PAUL SANCHEZ-NAVARRO, DAVID D. S. POOR, MARCY KAY ESSY** and **LAURA NOEMI BUSH BETANCOURT.**

In accordance with the third item in the agenda, the founding partners confirmed the objectives and purposes of the Association, as well its location, and term

– MAIN OBJECTIVES-

1. To preserve and enhance the quality of life for the Akumal community.
2. To restore, preserve, and enhance our natural resources and environment.
3. To preserve and support the cultures of our area.
4. To perpetrate and enhance the sense of community which evokes a quiet, laid-back, family-friendly atmosphere.
5. To promote a sustainable tourist destination including vibrant and healthy undeveloped lands, parkland, bays cenotes and lagoon, marine life, wildlife and flora.
6. To support the development of legally implemented and ecologically sound public works and infrastructure to provide a clean, secure, and safe environment.
7. To improve educational opportunities and support local education.
8. To help to the constituent communities in the development and enforcement of fair and effective local procedures and local policies.
9. To be transparent and accountable regarding all decisions made within the council.
10. To be transparent with all communications with governments, governmental agencies, and other agencies.
11. To be a conduit for accurate and timely information that addresses topics relevant for members and non-members.

12. To work constructively with governments, government agencies, and other agencies to achieve these goals and objectives.
13. To have an involved membership that provides sufficient funding to meet these goals and objectives

FOUR. - The official address of the Association will be: Akumal, Municipality of Tulum, State of Quintana Roo. The Association will be able to establish offices or representations in any other place or places of in Mexico or Foreign countries, but these shall not alter the official address.

FIVE. - The term of the Association will be of 99 years counted as of the date of this document.

SIX. - The association is constituted shall be governed by the following “Todo extranjero que en el acto de la constitución o en cualquier tiempo ulterior adquiriera un interés o participación en la sociedad, se considerará por ese simple hecho, como mexicano, consintiendo en no invocar la protección de su gobierno” This stipulates that that any alien who, at the establishment of the Association, or at any other time, shall become a member, will be considered by that simple fact, as Mexican, for all purposes of the Association, and the member shall agree to not “invoke the protection of their government” but shall operate in all matters of the Association as if the alien was a Mexican.

SEVEN: - The assets of the Association will consist of:

- a). – The fees and contributions of its members.
- b). – The donations, grants and contributions that were made by any person, group, institution or company.
- c) .- The extension of taxes and subsidies that are collected shall be to carry goals and objectives of the Association
- d) .- The benefits of organizing competitions and events
- e) .- The movable and immovable property acquired by the resources listed above, and
- f) .- The active work of members.
- g). - The assets of the Association, including public support and encouragement received, will be used exclusively for purposes relating to its goals and objectives and

may not provide benefits over the remaining distributable to any person or their members individuals or companies, unless concerned in this case of any legal person authorized to receive deductible contributions in terms of the Law on Income Tax or when the remuneration for services actually received. The association shall not distribute to its members, remnants of public support and encouragement it receives.

The stipulations in this provision are irrevocable.

- For purposes of the above in the preceding paragraphs, and for the purposes of the above in Sections twenty-four of the Income Tax Act on income, will meet in due course with the ends pointing Article Seventy script B of the legal order cited . And on the basis of Article Three of the Federal Act to Promote activities of Civil Society Organizations.

In accordance with the fourth item in the agenda, the founding members agreed that the Association will be administered by a Board of Directors and committees representing different areas, whose presidents will also be on the Board of Directors which shall initially consist of:

PRESIDENT: C. MARIA OF CARMEN DOMANI GARCIA.

VICE-PRESIDENT: C. PAUL MARTIN SANCHEZ-NAVARRO RUSSELL.

TREASURER: MARCY KAY ESSY.

SECRETARY: DAVID D.S. POOR.

presidents of the Area Committees:

For Adventures Akumal/Marcy Kay Essy (President), Horacio Alvarez

For South Akumal/open

For Jade Bay/open

For Akumal Centro/open

For North Akumal: -

Area F: Wilma Arcila. (President) –

Area G: open

Area H: David D.S. Poor and Mary Henderson, shared presidency.

Special Committees: -

Security Committee: Laura N. Bush Betancourt (President), Mary Henderson, David D.S. Poor, Bart Smith, Jorge González, Katty Sonheim, Mulgrew Robert, and Susan Mead.

Membership Committee: Sherwood Andres (President):

Ecological Committee: Paul Sánchez-Navarro (President): David D.S. Poor, Linda Tate. –

Community Liaison Committee: Laura N. Bush B. (President) Gaby Orvañanos, Maria of the Carmen Domani Garci'a, Arthur Orozco, Linda Tate, Hilario Hiller, Nancy Serwin

The Board of Directors, in the exercise of its position, will have the rights and responsibilities that are covered by the statutes of the organization.

In accordance with the fifth item in the agenda, the founding members read and discussed the statutes that will govern the association. The clauses were discussed and the statutes same were approved and are an integral part of this document.

In accordance with the sixth item in the agenda, the founding members, unanimously approved each and every one of the items contained in the agenda, as well as the designations that took place. In order to have the constitution properly publicly registered, the members designated **C. JOSÉ DE JESÚS CANO VALLES** as a special delegate so that he could represent the association and go before a Public Notary to have the documents properly registered.

The meeting adjourned at ___ o'clock, after every one of the people who were present signed the document.

----- STATUTES OF THE AKUMAL COUNCIL-----

ARTICLE ONE: - The association name shall be "CONSEJO DE AKUMAL" followed of the words CIVIL ASSOCIATION or its abbreviation "A.C."

ARTICLE TWO: the term of the Association will be **99 years** from the date of this document.

ARTICLE THREE: - The society will intend:

1. To preserve and enhance the quality of life for the Akumal community.
2. To restore, preserve, and enhance our natural resources and environment.
3. To preserve and support the cultures of our area.
4. To perpetrate and enhance the sense of community which evokes a quiet, laid-back, family-friendly atmosphere.
5. To promote a sustainable tourist destination including vibrant and healthy undeveloped lands, parkland, bays cenotes and lagoon, marine life, wildlife and flora.
6. To support the development of legally implemented and ecologically sound public works and infrastructure to provide a clean, secure, and safe environment.
7. To improve educational opportunities and support local education.
8. To help to the constituent communities in the development and enforcement of fair and effective local procedures and local policies.
9. To be transparent and accountable regarding all decisions made within the council.
10. To be transparent with all communications with governments, governmental agencies, and other agencies.
11. To be a conduit for accurate and timely information that addresses topics relevant for members and non-members.
12. To work constructively with governments, government agencies, and other agencies to achieve these goals and objectives.
13. To have an involved membership that provides sufficient funding to meet these goals and objectives

ARTICLE FOUR: - The official address of the Association will be: Akumal, Municipality of Tulum, State of Quintana Roo. The Association will be able to establish offices or representations in any other place or places of in Mexico or Foreign countries, but these shall not alter the official address.

ARTICLE FIVE: - “CONSEJO DE AKUMAL” A. C., will not to pursue any profit, nor will its share capital represented. The association shall be governed by the following “Todo extranjero que en el acto de la constitución o en cualquier tiempo ulterior adquiriera un interés o participación en la sociedad, se considerará por ese simple hecho, como mexicano, consintiendo en no invocar la protección de su gobierno” This stipulates that that any alien who at the establishment of the Association, or at any other time, shall become a member, will be considered by that simple fact, as Mexican, for all purposes of the Association, and the member shall agree to not “invoke the protection of their government” but shall operate in all matters of the Association as if the alien was a Mexican.

----- **ASSETS OF THE ASSOCIATION** -----

ARTICLE SIX: - The assets of the Association will consist of: -

- a). – The fees and contributions of its members.
- b). – The donations, grants and contributions that were made by any person, group, institution or company.
- c) .- The extension of taxes and subsidies that are collected shall be to carry goals and objectives of the Association
- d) .- The benefits of organizing competitions and events
- e) .- The movable and immovable property acquired by the resources listed above, and
- f) .- The active work of members.
- g). - The assets of the Association, including public support and encouragement received, will be used exclusively for purposes relating to its goals and objectives and may not provide benefits over the remaining distributable to any person or their members individuals or companies, unless concerned in this case of any legal person authorized to receive deductible contributions in terms of the Law on Income Tax or when the remuneration for services actually received. The association shall not distribute

to its members, remnants of public support and encouragement it receives.

The stipulations in this provision are irrevocable.

- For purposes of the above in the preceding paragraphs, and for the purposes of the above in Sections twenty-four of the Income Tax Act on income, will meet in due course with the ends pointing Article Seventy script B of the legal order cited . And on the basis of Article Three of the Federal Act to Promote activities of Civil Society Organizations.

----- CLASSES OF MEMBERS -----

ARTICLE SEVEN: - CATEGORIES OF MEMBERS. - The categories of membership are: - Active Member. - Those members that support the Akumal Council with their work and or money, shall have the rights of membership and a vote. By means of their vote, the members of the Akumal Council will be able to exert minimum requirements for the membership.

----- THE RIGHTS AND OBLIGATIONS OF THE MEMBERS-----

ARTICLE EIGHT: - The rights and obligations of the members are: -

- 1). - Each member will have the right to vote in the general assembly.
- 2). – The members have the right to monitor the funds that are dedicated to the purpose for which it was created, so that members may examine the books and other documents
- 3). - The membership is not transferable
- 4). - The members shall comply with any required contributions and/or commitments to which they commit themselves.
- 5). – Any member may separate voluntarily from membership in the Association.
- 6). - A member can only be excluded for the reasons specified in the statutes: if excluded, the member loses all rights including the right to vote.
- 7). - To comply with the statutes and the regulations, as well as to accept the decisions of the both Ordinary and Extraordinary General Assemblies.
- 8). - Members must pay their ordinary and extraordinary assessments in a timely manner as determined by any Ordinary or Extraordinary General Assembly

----- BODIES OF THE ASSOCIATION

-----**ARTICLE NINE.** - The general assembly of associates is the supreme power of the association.

- The organizations with which the Association will achieve its purpose are all private organizations and government institutions to help us realize our goals

----- **THE BOARD OF DIRECTORS**

-----**ARTICLE TEN.** - The Board of Directors will be chosen by the General Assembly to coordinate the efforts of its members in order to achieve the objectives of the Association. This Board will be formed by a President, Vice-president, Secretary, Treasurer and the Presidents of all the active committees established by the General Assembly of Associates, who will be authorized represent each other with one another in representing the association.

ARTICLE ELEVEN. - The members of the board shall hold office **two years** and will continue there until the scheduled election by a General Assembly. If requested by any member, the election will be by **secret ballot**.

ARTICLE TWELVE. - All members of the board should enjoy a reputation as honorable and honest. Such persons may not have a criminal record may not have been convicted of embezzlement. By vote of the board, any member of that the board who is under investigation by authorities and charged with fraud, may be suspended from participation in the Board.

----- ROLE OF THE MEMBERS OF THE BOARD OF DIRECTORS -----

ARTICLE THIRTEEN: ROLE OF THE BOARD OF DIRECTORS. - The Board of Directors will have the following obligations:

a). - **The President** shall organize, coordinate, and administer to the property and rights of the Association as well as of its obligations. The President will have the deciding vote in case of a tie vote. The main function will be the legal representation of the Association as well as the supervision of the fulfillment of all the rights and responsibilities granted to

the members of the Board of Directors, as well as correct, honorable, and transparent disposition of all funds.

b). - **The Vice-president** will replace the President when the President is not available and comply the other obligations determined by the board.

c). - The Secretary will be responsible to take attendance, to maintain the records and minutes of all meetings, and to call the members to meetings.

d). - **The Treasurer** shall will be responsible for the correct administration of all funds, including cash, banking, and other of assets of the Association. The treasurer shall maintain an accounting record and he will prepare the monthly financial statement.

e). – Committee Presidents shall will be responsible for the activities of their respective committees and will represent the interest of their committee. Each Committee President will present/display a written report written before annual the General Assembly of Members.

f). - The administrative authority falls to the President or Treasurer.

----- POWERS OF THE BOARD OF DIRECTORS -----

ARTICLE FOURTEEN: POWERS OF THE BOARD OF DIRECTORS: Use of the corporate signature in any contract, document or instrument which would oblige the Association, is reserved to President after approval by the Board. For signatures needed for the administration of the association, legal, or financial matters, a signature of one of the officers shall suffice, the officers consisting of: Treasurer, Secretary, Vice-president or President.

Notwithstanding the provisions of the preceding article, the President shall represent the Association in accordance with these statutes and chair meetings of the Board of Directors and General Assemblies. In the event that the President is unable to discharge their office, their powers and duties shall pass to the Vice President and in his absence the Secretary.

The foregoing is without prejudice to the Board of Directors resolved when appropriate, the provisions of funds or the assumption of obligations should be done with joint signature of the President and Treasurer. Granted to the President all general and special powers including those that require special clause under the Act, in accordance with the provisions of the first paragraph of Article 2554 of Civil Code for the Federal District and its correlative in the civil codes of other states of the United Mexican States,

including, without limitations other than the power to jointly exercise acts of ownership with the Secretary of the Steering Committee, with the range set in the first three paragraphs of Article 2810, Civil Code of the State of Quintana Roo, and the corresponding laws in other Mexican states, including, not limited to, include the following: abandon the main thing, of its incidents, any resource and Amparo, prepare, execute and sign any kind of public or private document, answer demands, defenses and counterclaims, and so on., especially those enshrined in the Constitution of Mexico and in particular those laid down in Article 27 of the Constitution and those of a civil nature, commercial or otherwise; award, sign and issue securities credit of any kind within the meaning of Article 9 of the General Law on Negotiable Instruments and Credit Operations, and ensure, endorse and negotiate in any way. Specifically, to say freely and without further notice, on behalf of the Association, the advisability or necessity of promoting reports, complaints or indictments for crimes committed against the Association, grant forgiveness and become an adjunct to public ministry, to implement all the resolutions adopted by General Assembly even without express powers, signed by persons designated to this effect all types of documents directly or indirectly related to the purpose of the Association for the purpose of providing general or specific powers and revoke them, and generally promote all Resource type promoting the rights of the Association. As such, the Board shall have power to appoint a Director General and / or an Executive Manager for administrative purposes and those necessary for carrying out its objects, and that this effect is specific powers conferred by certain the same.

----- THE GENERAL ASSEMBLIES -----

ARTICLE FIFTEEN: ORDINARY GENERAL ASSEMBLIES. Reports: The Board of Directors, will have the obligation to present/display an annual report of general activities, or to present/display a full report at any General Assembly meeting if requested by the Assembly. The General Assembly will review, discuss, and make recommendations on the financial situation, report of work, the policies, admission of new members, or nominations.

In the case that the members cannot be present, Members may be represented by proxy with the formal request in writing received by the secretary at least twenty-four hours before the meeting and signed by the member and

two witnesses. Any proxy should specify the name of the person will represent the member and cast the votes.

The Assemblies will be summoned at least 8 days in advance and notice will be published in the Association's Internet page. Each ordinary General Assembly must have a minimum quorum of **21%** of all members to be declared legal. The minimum quorum for votes will be **51%** of the participants.

The assemblies will be held four times to the year and the annual General Assembly will be first of the year.

ARTICLE SIXTEEN. The members will meet in Extraordinary Assembly, to discuss or to approve subjects, such as changes to the statutes, transformation or dissolution of the Association or by any eventuality. In the case that the members cannot be present, Members may be represented by proxy with the formal request in writing received by the secretary at least twenty-four hours before the meeting and signed by the member and two witnesses. Any proxy should specify the name of the person will represent the member and cast the votes..

The Assembly will be summoned at least 3 days in advance and notice will be published in the Association's Internet page. Each Extraordinary General Assembly must have a minimum quorum of **51%** of all members to be declared legal. The minimum quorum for votes will be **51%** of the participants.

----- OF THE DISSOLUTION OR EXTINCTION OF THE CIVIL ASSOCIATION -----

ARTICLE SEVENTEEN. – The Association may be dissolved:

- a) By the causes anticipated in the statutes.
- b) By agreement taken in the general Assembly.
- c) By to have concluded the term determined for its duration or by to have fulfilled totally the accomplishment of the social objective for which the Association formed.
- d) In the case that it is impossible to fulfill the objectives for which the association formed.
- e) By resolution dictated by competent authority by means of a judgment. –

In case of dissolution and liquidation, the Assets of the Association will be distributed in its totality to one or several institutions authorized to receive deductible grants in the

terms of the Law of the Tax On the Rent, in the intelligence of which the goods acquired with supports and stimuli public, as well as if so, the surpluses of these supports and stimuli, will be destined to one or several institutions authorized to receive deductible grants in the terms of the Law of the Tax On the Rent that are enrolled in the Federal Registry of the Organizations of the Civil Society.

This provision can not be revoked.

----- THE COMMITTEES -----

ARTICLE EIGHTEEN: COMMITTEES. By means of the vote taken during a General Assembly, the Association will be able to create Committees in order to help the Council to fulfill its responsibilities. The President of each of these committees will be a voting member of the Board of Directors. The Committees could be of permanent or provisional character, according to the objectives for which they were created.

ARTICLE NINETEEN. COMMISSIONS. - Commissions may be created to achieve the objectives of the Association and to help the Board of Directors perform its duty. The Commissions may be permanent or temporary, according to the activities by which they were created to realize.

----- USE OF THE STATUTES -----

ARTICLE TWENTY. The statutes have will be in effect as of the date of their approval, which will be given by the members of the association.

ARTICLE TWENTY ONE - Transitory: Any items that are not considered in these will be solved by the members of the Association in an Ordinary General Assembly or an Extraordinary General Assembly summoned specifically for it.

ARTICLE TWENTY TWO. - The founding members and all members will operate under the competent courts specifically, of the State of Quintana Roo, for all that with the

interpretation and fulfillment of this document and cede to any notifications received at the Association's present or future address.

----- TRANSITORY

-----**ONE.** - The founding members hereby name a Board of Directors until a General Assembly which shall have the right to elect a new Board. The Board of Directors is hereby designated as:

PRESIDENT: C. MARIA DEL CARMEN DOMANI GARCIA

VICE-PRESIDENT: C. PAUL MARTIN SANCHEZ-NAVARRO RUSSELL

TREASURER: MARCY KAY ESSY

SECRETARY: DAVID D.S. POOR

Area committees whose presidents will also comprise of the Board of Directors are hereby designated as:

For Adventures Akumal/**Marcy Kay Essy**, (President), Horacio Alvarez. -

For South Akumal/open

For Jade Bay/.open

For Akumal Central/open

For North Akumal - F: **Wilma Arcila** , (President).

For North Akumal - G: open

For North AKumal - H: **David D.S. Poor** and **Mary Henderson**, shared presidency. - - - -

Special committees whose presidents will also comprise of the Board of Directors are hereby designated as:

Security Committee: **Laura N. Bush Betancourt** (President), Mary Henderson, David D.S. Poor, Bart Smith, Jorge González, Katty Sonheim, Mulgrew Robert, and Susan Mead.

Membership Committee: **Sherwood Andres** (President)

Ecological Committee: **Paul Sanchez-Navarro** (President): David D.S. Poor, Linda Tate.

Community Liaison Committee: **Laura N. Bush** (President) Gaby Orvañanos, Maria del Carmen Domani Garci'a, Arthur Orozco, Linda Tate, Hilario Hiller, Nancy Serwin. -