

ARTICLES OF INCORPORATION/CONSTITUTION OF THE ASOCIACION DE VECINOS DE LA CHOYA

SCRIPTURE NUMBER 2,280, VOLUME 38

[NOTE: The original, legally binding version of this document is the Spanish language version. This English interpretation is for your convenience and is not certified.]

- In the city of Hermosillo, Sonora, Mexico, on the THIRTEEN day of the month of September of the year 2022, I, PROSPEROUS GRADUATE IGNACIO SOTO CASTELO, Title of Notary Public number 5, in practice and residence in this Notarial Demarcation.

APPEARED

Messrs. **PATRICK EDWARD SLEDGE** and **LEWIS MARVIN FELTON**, both in their own right, who are assisted in this act by **Mrs. Monica Aneth Hernandez Mendoza**, as expert translator of the English and Spanish languages.

Those appearing under oath to tell the truth and warned of the penalties incurred by those who declare falsely before a Notary Public.

THEY SAID

That they come to celebrate, as in effect they celebrate, a CIVIL ASSOCIATION CONTRACT, prior permission that they obtained for the use of their corporate name from the Secretary of Economy of the Federal Government, and subject to the following.

CLAUSES

FIRST: By means of this instrument the appearing parties grant and constitute a Civil Association that will be called ASOCIACION DE VECINOS DE LA CHOYA, CIVIL ASSOCIATION, being able to use the abbreviations A.C.

SECOND: The association is constituted in accordance with the provisions of the civil code of the state of Sonora and therefore has its own legal personality, and as a generic objective the realization of purposes permitted by law, not having a predominantly economic nature, nor does it pursue in no form of lucrative purpose.

ADMISSION OF FOREIGNERS

THIRD: The current or future foreigners of the Association are bound by the Secretary of Foreign Relations to be considered as national with respect to

I. The shares they acquire in the Association,

II. The assets, rights, concessions, participations or interests of which the Association is entitled and

III. The rights and obligations that derive from the contracts to which the Association itself is a party and not to invoke the protection of their governments under the grief otherwise, of losing for the benefit of the nation the rights and assets that they have acquired.

OBJECTIVE

FOURTH: The object of the association is among others.

1. The defense of the general and particular interests of the association without limitations than those indicated by the laws in force, in order to establish and strengthen ties of companionship, professional collaboration, mutual help and fraternal relations between the neighbors of the Asociacion de Vecinos de la Choya, A.C.
2. Representation of the association before the community and the authorities as well as carry out all kinds of activities and projects in favor of each and every one of the members of this association that do not affect the interests of the owners of the AC.
3. Protect and conserve the common areas of the AC in conditions such that they allow for aesthetics, housing and peaceful coexistence of the people who live there, as well as providing everything necessary for the care, conservation and improvement of the common use areas.
4. Provide or have provided by third parties the surveillance, cleaning, gardening and other similar services that are necessary to comply with what is indicated in the previous point, according to the budgetary possibilities of the association.
5. Enforce the coexistence regulations that are part of this deed, as well as what is necessary to carry out the administration of the AC of the municipality of PPO, Sonora in the section inhabited by the now associates.

DURATION

FIFTH: The duration of the association will be indefinite from the date of the signing of this document.

HOME

SIXTH: The home of the A.C. is the city of Puerto Peñasco, Sonora, being able to establish offices anywhere in the Mexican Republic.

SEVENTH: The corporate years will begin on January 1st and end on December 31st of each year, with the exception of the first one, which will be irregular and will begin from the date of this writing until December 31st of the following year.

EIGHTH: Constitutes assets of the association.

- a. Maintenance fees and contributions from associates.
- b. Donations in kind, as well as furniture and real estate, from people outside the association who are willing to contribute to the social goals of the same
- c. The products generated from the activities aimed at raising funds for the objectives of the association
- d. The product that the association obtains through concessions or permits to carry out its social purposes.
- e. The amount of credits, whether bank or private, that the association contracts to achieve its object.

- f. The assets, both movable and immovable, necessary for the realization of the purpose of the association, which for no reason may be used for purposes other than those indicated in this deed.
- g. The association may charge for any direct or related service it offers, but all the income it receives from such concepts, as well as all the assets that the association owns, will be used exclusively for the development of its corporate purpose, and will not be able to grant benefits on the remainder to any natural person or to its members, natural or legal persons.
- The Association will allocate all of its assets exclusively for the purposes of its corporate purpose, and will not be able to grant benefits on the distributable remainder to an individual or to its personal or legal members, except in the case of the latter case, of any of the legal entities referred to in Article 97 of the Income Tax Law, or in the case of remuneration for services actually received. This provision is irrevocable, in accordance with sections III and IV of the aforementioned article, the latter establishing that at the time of its liquidation and on the occasion of the liquidation, it will allocate all of its assets to authorized entities to receive deductible donations. This provision is irrevocable.
- h. Other legal income from any means or source.

NINTH: The assets of the association are strictly assigned to their purposes, so no member or staff outside the association can claim rights over said assets.

TENTH: The rights of associates (members) will be inherent to the owners of the lots or homes of the residents of La Choya, in the municipality of Puerto Peñasco, Sonora.

ELEVENTH: Associates will have the following rights:

- a. Attend the general assemblies with voice and vote, as long as they are up to date with the payment of their fees
- b. Be the only ones who can govern the destiny of the association.
- c. Participate in the activities of the association.
- d. Be appointed as members of the BOARD OF DIRECTORS, GENERAL DIRECTOR or members of the other bodies of the Association that are formed by agreement of the assembly.
- e. Present to the BOARD OF DIRECTORS or the DIRECTOR GENERAL if applicable, or to the General Assembly, the proposals they deem appropriate.
- f. Report irregular acts that harm the development of the Association's work.
- g. Solicit and receive information about the activities of the association.
- h. Enjoy the other prerogatives that these Clauses and Statutes grant them.
- i. In general, of all those agreed upon by the Assembly.
- j. Receive from the Association a certificate that accredits them as associates and which is called membership, which will contain the name of the Association, its address, duration, the name of the Associate, some clauses and the other data of the Articles of Incorporation and the numbers of permits and registrations. Said document will be signed by the BOARD OF DIRECTORS or by the GENERAL DIRECTOR of the Association.
- k. Be registered in the Membership Book, which must detail the number of your property or properties, the name of the Associate, your address, your marital status, your nationality and the date of entry into the Association.

TWELFTH: Obligations of the Associates

- a. To faithfully comply with the provisions of these Clauses and Statutes, with the agreements of the General Assembly, the BOARD OF DIRECTORS or the GENERAL DIRECTOR, if applicable, and other bodies that are formed.
- b. Assist with the Association in the fulfillment of its purposes by promptly paying maintenance, supervision, extraordinary fees and those approved by the General Assembly of Associates.
- c. Personally carry out in a complete and effective manner the commissions and positions conferred upon them by the General Assembly and the BOARD OF DIRECTORS or the GENERAL DIRECTOR, if applicable.
- d. Attend with all punctuality the Assemblies and Sessions to which they are summoned.
- e. Bring to the immediate attention of the BOARD OF DIRECTORS or the DIRECTOR GENERAL, if applicable, all matters of general interest that refer to the Association and that could affect it.
- f. Contribute by all means at your disposal to the prestige and aggrandizement of the Association, avoiding any activity contrary to the objectives it pursues.
- g. Promptly cover the payment of fees and any other contributions agreed upon by the Assembly.
- In the event that any of the Associates are three months late in paying annual maintenance fees for common areas and services, the Assembly may determine the temporary or definitive suspension of the services and enjoyment of the common areas. If the delay continues for six months or more, the Assembly may determine that judicial action be taken against the delinquent Associate.
- h. Always conduct yourself with decorum in the community.
- i. Refrain from voting in the General Assemblies, in cases in which their individual interest may be affected, in the judgment of the Assembly itself.

THIRTEENTH: Persons who meet the requirements indicated in Clause Ten of these statutes, and wish to join the Association, must submit an application for administration in which they will express their agreement to submit to the statutes and the agreements of the General Assembly and the COUNCIL, DIRECTOR or GENERAL DIRECTOR, if applicable.

FOURTEENTH: Associates may be excluded from the association by majority agreement of the General Assembly and for serious violation of these Clauses and Statutes, especially for not paying their dues and cooperation agreed upon by the General Assembly of Associates.

FIFTEENTH: Associates who voluntarily separate or are excluded will lose all rights within the Association and will not be able to claim a refund of their fees, nor the contributions of any nature that they have made.

SIXTEENTH: The bodies of the Association will be:

- a. The General Assembly
- b. The Board of Directors or General Director
- c. The Special Commissions appointed by the Assembly

SEVENTEENTH: The supreme power of the Association resides in the General Assembly of Associates.

EIGHTEENTH: The General Assemblies will be Ordinary and Extraordinary, and will be held at the registered office on the date set in the call. In the event that all members are present, the Assemblies will be valid even in the event that no call has been issued.

NINETEENTH: Ordinary General Assemblies will be held at least once every year, for which at least fifty-one percent of the members will be required. They may also be held in the manner and terms indicated in the summons, which may be made by the BOARD OF DIRECTORS or the GENERAL DIRECTOR, if applicable.

- Extraordinary General Assemblies may meet on any date, prior to the call of the BOARD OF DIRECTORS or the GENERAL DIRECTOR, if applicable.

TWENTIETH: The call will be published in a visible place inside the subdivision, in addition to being personally delivered to the Associates in their homes. It must be made ten days in advance of the Assembly and will contain the agenda, place, date and time of the Assembly.

TWENTY-FIRST: The Ordinary and Extraordinary General Assemblies will be considered legally convened when 51% of the members are present. When this requirement is not met, a second call must be made within the same date and one hour apart from the signal in the first call.

TWENTY-SECOND: On second call, the Ordinary and Extraordinary General Assemblies may be held with the number of associates who attend and their resolutions will be valid even for those not attending.

TWENTY-THIRD: At the Assemblies, agreements will be made by a majority of votes of those present; in the event of a tie, the PRESIDENT OF THE BOARD OF DIRECTORS or the GENERAL DIRECTOR, if applicable, will have the casting vote.

TWENTY-FOURTH: The General Assemblies will be chaired by the BOARD OF DIRECTORS, through its President, or by the GENERAL DIRECTOR, if applicable. In the absence of any of these, the Associate appointed by the Assembly will replace him. The Secretary of the Assembly will be the one of the BOARD OF DIRECTORS, and in the presence of this, the one appointed by the Assembly will replace him. If there is no BOARD OF DIRECTORS, the person designated by the Assembly will act as Secretary.

TWENTY-FIFTH: Of every Assembly, the one who acts as Secretary will draw up a record that will be recorded in the respective book, which will be signed by the President and Secretary of the Assembly and to which the documents will be added as an appendix to prove that the requirements were met for its celebration. These Minutes must be notarized before a Notary Public, if necessary.

TWENTY-SIXTH: Associates may be represented at the General Assemblies by another associate, with the presentation of a power of attorney signed before two witnesses.

TWENTY-SEVENTH: The Ordinary General Assembly will deal with the following matters:

- a. Discussion, modification or approval of the report of the BOARD OF DIRECTORS or the GENERAL DIRECTOR, if applicable.
- b. Discussion, modification or approval of the report of the Special Commissions.

- c. Appointment, ratification or revocation of the BOARD OF DIRECTORS or the GENERAL DIRECTOR, as the case may be.
- d. Appointment, ratification or revocation of the Special Commissions, as the case may be.
- e. Know and resolve the work program of the BOARD OF DIRECTORS or the GENERAL DIRECTOR, as the case may be, and the Special Commissions.
- f. Determine the amount of ordinary and extraordinary fees, as well as any other contribution that may be necessary for the maintenance of the common areas of the subdivision.
- g. Study and resolution of any matter of general interest that is submitted for its consideration and everything that is related to the proper progress and achievement of its purposes.
- h. Discuss and decide on the hiring of a professional Administrator, whether physical or moral, associated or not, for the remunerated performance of administrative activities, without implying the release of the functions and legal powers of the BOARD OF DIRECTORS or the DIRECTOR, who at all times must be the supervisory body of the Administrator.

TWENTY-EIGHTH: At the Extraordinary Assemblies the following matters will be discussed:

- a. Approval of new statutory provisions, as well as reforms and additions to existing ones.
- b. Merger or affiliation with another or other associations.
- c. Dissolution of the association.
- d. If applicable, appointment of liquidators and resolutions that are necessary.
- e. Exclusion of associates.
- f. Any other matter of importance that is not the responsibility of the Ordinary Assembly and that is mentioned in the Agenda.

TWENTY-NINTH: In the Assemblies, only those matters that are expressly contained in the agenda can be discussed and resolved.

THIRTIETH: In the case of dissolution of the Association, the vote of at least two-thirds of the members present will be required.

THIRTY-FIRST: At the Ordinary General Assembly, the BOARD OF DIRECTORS will be elected, which will be made up of: President, Vice-President, Secretary and Treasurer. The terms will be staggered for the first election with the President serving three years, the Treasurer and Vice-President serving two years and the Secretary one year. Subsequent terms will be for three year. In addition, three members-at-large can be elected to Board. Each member of the BOARD OF DIRECTORS or the GENERAL DIRECTOR, if applicable, may be re-elected for one more term and may run again after a one-year absence.

- The same Ordinary General Assembly may appoint Special Commissions, instructing them on their objectives, procedures, powers, duration, etc., in each case.

THIRTY-SECOND: To elect the BOARD OF DIRECTORS or the GENERAL DIRECTOR, as appropriate, and the Special Commissions, the following procedure will be observed:

- a. Proposals of candidates will be formulated by lists or for each of the positions.
- b. The candidates will be put to a vote by the Assembly.

c. The result of the vote will be immediately announced to the Assembly, so that the BOARD OF DIRECTORS or the DIRECTOR GENERAL, if applicable, and the elected Special Commissions, take possession of their positions.

THIRTY-THIRD: THE BOARD OF DIRECTORS or the GENERAL DIRECTOR, if applicable, will have the following powers:

- Consequently, you will have GENERAL POWER FOR SUITS AND COLLECTIONS, ACTS OF ADMINISTRATION, ACTS OF ADMINISTRATION IN LABOR MATTERS, FOR ACTS OF DOMINIARY, FOR EXCHANGE EFFECTS, TO GRANT AND DELEGATE POWERS AND FOR TAX PURPOSES with all the general powers and even the special ones that require a special clause in accordance with the Law, in the broadest terms of the first three paragraphs of Article 2831 of the Civil Code for the State of Sonora, equal in its wording and content to the first three paragraphs of article 2554 of the Federal Civil Code, including the following, which are indicated in an enunciative, but not limiting, manner.

a. GENERAL POWER FOR LAWSUITS AND COLLECTIONS, with all the general and special powers that require a special clause in accordance with the Law, for which it is conferred without any limitation in accordance with the provisions of the first paragraph of article 2831 one of the Civil Code of the State of Sonora , first paragraph of article 2554 of the Federal Civil Code and its correlatives of the Civil Codes of the States of the Mexican Republic; in an enunciative and non-limitative manner, it may: I. Promote and desist from all types of actions, resources, lawsuits and procedures, including protection. II. Compromise. III. Articulate and absolve positions. IV. Commit to referees. V. Receive payments. VI. Formulate and ratify criminal complaints and complaints and withdraw them; grant forgiveness to the offended party where appropriate and become an assistant to the Public Ministry. VII. File protection lawsuits and withdraw from them. VIII. Demand on behalf of the association, compliance with the obligations contracted by third parties. IX. Exercise power before individuals and before all types of Federal, State, Municipal, Administrative, Judicial or Labor authorities, Conciliation and Arbitration Boards, etc.

b. GENERAL POWER FOR ACTS OF ADMINISTRATION in terms of the provisions of the second paragraph of Article 2831 of the Civil Code of the State of Sonora, second paragraph of Article 2554 of the Federal Civil Code and its correlatives of the Civil Codes of the States of the Mexican Republic. In general, it will have the power to carry out any act of administration regardless of its name, so it will represent the Association before all types of people, authorities, organizations, Credit Institutions, National Credit Societies, Decentralized Organizations, etc.; will manage the Affairs of the Association and will celebrate the acts and sign the contracts that are related to its object. He may freely appoint and remove the officers and employees of the Association, grant and modify their powers, set their emoluments; to establish offices, departments, agencies, dependencies, as well as suppress or mobilize them.

c. POWER IN LABOR MATTERS which may be exercised under the terms of Article 11 of the Federal Labor Law, before the Labor and Social Services Authorities indicated in Article 523 of the Federal Labor Law; conferring the broadest powers that are appropriate by law to intervene on behalf of the Association in the Conciliation Hearing referred to in Article 876 of the Federal Labor Law, with the power to propose conciliatory arrangements, to make decisions and to sign agreements in terms of

the invoked legal device. If necessary, it may intervene with the broadest powers in the claim and exceptions stage referred to in Article 878 of the Federal Labor Law, clarifying that it may intervene in the conciliation stage. in the Conciliation and Arbitration Boards. Likewise, the confession may be made by the Association in terms of the provisions of Article 786 of the Federal Labor Law; indicate addresses to receive notifications in terms of the provisions of Article 866 of the Federal Labor Law, and in general, act as administrator of the Association within all types of labor lawsuits that are processed before any of the authorities, referred to in Article 523 of the Federal Labor Law.

d. GENERAL POWER FOR ACTS OF DOMAIN in the broadest terms of the third paragraph of Article 2831 of the Civil Code of the State of Sonora and the third paragraph of 2554 of the Federal Civil Code, and the relative Articles of the Civil Codes of the Federative Entities of the Republic Mexican, and will carry out acts such as selling, encumbering, pledging, hypothecating, assigning, pledging, the assets of the Society. Borrow money, give security, buy on installment, propose to the Members' Assembly the resolutions that it deems pertinent and beneficial for the purposes of the Society. Exercise the direction, management and control of the affairs of the Association and all its properties, monitoring compliance with all types of contracts and agreements that are intended to fulfill its purposes. Any other act of rigorous control.

e. POWER FOR EXCHANGE PURPOSES that may be exercised in terms of the provisions of Article 9 of the General Law of Credit Instruments and Transactions, and as a consequence may subscribe to all types of credit instruments, including checks, having for such purposes the express power to open and close checking accounts, savings and investments of any kind, before any banking institution in the country and abroad, and may even authorize personal third parties to open said accounts and write checks against them, in terms of fraction II of the aforementioned legal precept.

f. POWER TO GRANT AND DELEGATE GENERAL OR SPECIAL POWERS, judicial mandates or administrative powers, and to revoke such powers at any time; as well as to replace and delegate to any personnel the powers conferred upon them, reserving their exercise.

- It may also grant powers authorizing third parties so that they can in turn grant the powers they deem appropriate for each case.

g. POWER FOR TAX PURPOSES that is granted in terms of article 19 of the Tax Code, and can consequently represent the Association before the Ministry of Finance and Public Credit; the State Treasury Secretary; the Tax Administration System (SAT); for the purposes of requesting and obtaining the Federal Registry of Causes of the Association; make changes of address and everything necessary before the SAT; the Mexican Social Security Institute (IMSS), INFONAVIT, SAR, and before any other authority before whom it is necessary to represent the Association.

- IN ORDER FOR THE BOARD OF DIRECTORS or the GENERAL DIRECTOR, where applicable, TO EXERCISE THE POWERS REFERRED TO IN SUBSECTIONS d) and f) OF THIS CLAUSE, IT MUST HAVE THE APPROVAL AGREEMENT OF THE GENERAL ASSEMBLY OF MEMBERS AUTHORIZING THE RESPECTIVE LEGAL ACT.

THIRTY-FOURTH: THE BOARD OF DIRECTORS or the GENERAL DIRECTOR, where applicable, in addition to the powers referred to in the previous clause, it will have the following:

a. Call Ordinary and Extraordinary Assemblies.

- b. Inform the Assemblies about the activities that are carried out.
- c. Inform of the activities to any associate who requests it.
- d. Propose to the General Assembly the fees that members must contribute for the maintenance and conservation of common areas and assets.
- e. Other rights that are necessary for the better fulfillment of the powers established in these statutes.

THE PRESIDENT OF THE BOARD OF DIRECTORS or the DIRECTOR GENERAL, if applicable, will have the same powers listed simply by virtue of his appointment.

THIRTY-FIFTH: The dissolution and liquidation of the Association will be decided by the vote of at least two thirds of the members.

THIRTY-SIXTH: Once the dissolution has been agreed, the Association will be put into liquidation and the Assembly that decrees said dissolution will appoint the necessary liquidators, giving them the functions it deems appropriate, indicating the basis for the liquidation.

FIRST ASSEMBLY OF THE ASSOCIATES

WHEN CONSTITUTING THE ASSOCIATION THEY ALSO CELEBRATE THEIR FIRST ASSEMBLY, IN WHICH THEY AGREED THAT THIS CONSTITUTION WILL BE THE STATUTES OF THE ASSOCIATION AND THEY ALSO MADE THE FOLLOWING:

AGREEMENTS

ONE: The Assembly of Associates unanimously agreed that the Association will be managed by a GENERAL DIRECTOR, in accordance with the agreement made at the First Assembly, said appointment falling to Mr. PATRICK EDWARD SLEDGE.

- The General Director accepts the position conferred on him and protests his faithful and legal performance. In this act, the Assembly, by unanimous vote, grants and ratifies the powers established in the THIRTY-THIRD and THIRTY-FOUR clauses of these Statutes, which are reproduced in this agreement as if they were inserted verbatim.

TWO: The annual fee to be paid by each Associate per lot or home owned with respect to the lots of land located in La Choya, in the City of Puerto Peñasco, Sonora, for maintenance and conservation of the services and common areas thereof, and initially set in the amount of \$150.00 dollars (legal tender of the United States), an amount that must be settled under the terms and conditions set forth in these Statutes. With the safety that it must be reviewed and adjusted according to the expense projection of each annuity.

THREE: The members, by unanimous vote, agree to grant Mr. LEWIS MARVIN FELTON and Mrs. MONICA ANETH HERNANDEZ MENDOZA, to exercise jointly and separately, a GENERAL POWER FOR LAWSUITS AND COLLECTIONS, ACTS AND ADMINISTRATION, ACTS OF ADMINISTRATION IN LABOR MATTERS, FOR ACTS OF DOMAIN, FOR PURPOSES EXCHANGE OFFICES, TO GRANT AND DELEGATE POWERS AND FOR TAX PURPOSES with all the general powers and even the special ones that require a special clause in accordance with the Law, in the broadest terms of the first three paragraphs of Article 2831, of the Civil Code for the State of Sonora, equal in its wording and content to the three first paragraphs of Article 2554 of the Federal Civil Code, including the following, which are indicated

by way of example, but not limitation:

a. GENERAL POWER FOR SUITS AND SECURITIES, with all the general and special powers that require a special clause in accordance with the Law, which is why it is conferred without any limitation in accordance with the provisions of the first paragraph of Article 2831 of the State Civil Code, of Sonora, first paragraph of Article 2554 of the Federal Civil Code and its correlatives of the Civil Codes of the States of the Republic Mexican; In an enunciative and non-limiting way, it may: I. Promote and desist from all types of actions, resources, lawsuits and procedures, including protection. II. Compromise. III. Articulate and absolve positions. IV. Commit in arbitrations. V. Receive payments. VI. Formulate and ratify criminal complaints and complaints and withdraw them; grant forgiveness to the offended party where appropriate and become an adjuvant to the Public Ministry. VII. File protection lawsuits and withdraw from them. VIII. Demand on behalf of the Association compliance with the obligations contracted by third parties. IX. Exercise power before individuals and before all types of Federal, State, Municipal, Administrative, Judicial or Labor authorities, Conciliation and Arbitration Boards, etc.

b. GENERAL POWER FOR ACTS OF ADMINISTRATION in terms of the provisions of the second paragraph of Article 2831 of the Civil Code of the State of Sonora, second paragraph of Article 2554 of the Federal Civil Code and its correlatives of the Civil Codes of the States of the Mexican Republic. In general, it will have the power to carry out any act of administration regardless of its name, so it will represent the Association before all types of people, authorities, organizations, Credit Institutions, National Credit Societies, Decentralized Organizations, etc., it will carry the Affairs of the Association and will celebrate the acts and sign the contracts that relate to its purpose. He may freely appoint and remove the officers and employees of the Association, grant and modify their powers, set their emoluments; to establish offices, departments, agencies, dependencies, as well as suppress or mobilize them.

c. POWER IN LABOR MATTERS that may be exercised under the terms of Article 11 of the Federal Labor Law, before the Labor and Social Services Authorities indicated in Article 523 of the Federal Labor Law; conferring the broadest powers that may be appropriate by law to intervene on behalf of the Association of the Conciliation Hearing referred to in Article 876 of the Federal Labor Law, with the power to propose conciliatory arrangements, to make decisions and to sign agreements in terms of the invoked legal device. If necessary, it may intervene with the broadest powers in the demand and exceptions stage referred to in Article 878 of the Federal Labor Law, clarifying that it may intervene in the conciliation stage, in the Conciliation and Arbitration Boards. Likewise, the confession may be expressed by the Society in terms of the provisions of Article 786 of the Federal Labor Law; indicate addresses to receive notifications in terms of the provisions of Article 866 of the Federal Labor Law, and in general, act as administrator of the Association within all types of labor lawsuits that are processed before any of the authorities referred to in Article 523 of the Federal Labor Law.

d. GENERAL POWER FOR ACTS OF DOMAIN in the broadest terms of the third paragraph of Article 2831 of the Civil Code of the State of Sonora and the third paragraph of 2554 of the Federal Civil Code, and the relative Articles of the Civil Codes of the Federative Entities of the Republic Mexican, and carry out acts such as selling, encumbering, pledging, mortgaging, assigning, giving in pledge the assets of the Society. Borrow money, give security, buy on installment, propose to the Members'

Assembly the resolutions that it deems pertinent and beneficial for the purposes of the Society. Exercise the direction, management and control of the affairs of the Association and all its properties, monitoring compliance with all types of contracts and agreements that are intended to fulfill its purposes. Any other act of legitimate ownership.

e. POWER FOR EXCHANGE PURPOSES that may be exercised in terms of the provisions of Article 9 of the General Law of Credit Instruments and Operations, and as a consequence may subscribe all types of credit instruments, including checks, counting for later purposes on the express power to open and close checking, savings and investment accounts of any kind, with any banking institution in the country and abroad, and may even authorize third parties to open said bank accounts and issue checks against them, in terms of section II of the aforementioned legal provision.

f. POWER TO GRANT AND DELEGATE GENERAL OR SPECIAL POWERS, judicial mandates or administrative powers, and to revoke such powers at any time; as well as to replace and delegate to any personnel the powers conferred upon them, reserving their exercise.

g. POWER FOR TAX PURPOSES that is granted in terms of Article 19 of the Tax Code, consequently being able to represent the Association before the Ministry of Finance and Public Credit; the Secretary of the State Treasury; the Tax Administration Service (SAT); for the purposes of requesting and obtaining the Federal Registry of Causers of the Association; make changes of address and everything necessary before the SAT; the Mexican Social Security Institute (IMSS) INFONAVIT, SAR, and before any other authority before whom it is necessary to represent the Association.

- IN ORDER FOR THE ATTORNEYS TO EXERCISE THE POWERS REFERRED TO IN SUBSECTIONS d) and f) OF THIS CLAUSE, THEY MUST BE EXERCISED BY THE GENERAL DIRECTOR.

- I, the Notary, state that the appearing parties showed me the authorization to use the name or Association name that I transcribe below.

- gob.com. SECRETARY OF ECONOMY - GENERAL DIRECTORATE OF COMMERCIAL REGULATIONS. AUTHORIZATION OF USE OF NAME OR ASSOCIATION NAME. Unique Code of the document (CUD) A202207111143072783. Resolution. In response to the reservation made by Mr. Prospero Ignacio Soto Castelo, through the system established by the Secretary of Economy to authorize the use of Denominations or Association Names, based on the provisions of articles 15, 16 and 16 A of the Foreign Investment Law, Article 34 section XII bis of the Organic Law of the Federal Public Administration, Article 69 C Bix of the Federal Law of Administrative Procedure, and Article 17 of the Regulation for the Authorization of the Use of Denominations and Association Names, IT IS RESOLVED TO AUTHORIZE THE USE OF THE FOLLOWING NAME OR ASSOCIATION NAME ASOCIACION DE VECINOS DE LA CHOYA (LA CHOYA NEIGHBOR ASSOCIATION.) The above as of the date and time indicated in the Electronic Signature section below. The terms with initial capital letters contained in this Authorization will have the meaning attributed to said terms in the Regulation for the Authorization of the Use of Denominations and Association Names, regardless of whether they are used in plural or singular form. In accordance with the provisions of Article 18 of the Regulation for the Authorization of the Use of Association Names and Names, the present Authorization is granted regardless of the type of legal entity in question, its legal regime, or, where applicable, of the modality to which it may be subject. in terms of the provisions of Article 21 of the Regulation for the Authorization of the Use of Denominations and Association Names, the Authorized Public Notary or Public Servant or in the

case of cooperative societies, the authority before whom the corresponding Association is established, or in If applicable, before whom the change of its Denomination or Association Name is formalized, must ensure, prior to carrying out said acts, that the conditions that may be applicable and are indicated in this Authorization and in the aforementioned Regulations are met, and in turn must ensure that this Authorization is in force. NOTICE OF USE REQUIRED. In accordance with the provisions of Article 24 of the Regulation for the Authorization of the Use of Names and Association Names, the Authorized Public Notary or Public Servant who has been elected in accordance with Article 14 of the Regulation for the Authorization of the Use of Names and Association Names shall not of the Notice of Use in accordance with Article 24 of Use untimely in any of the offices of the Secretary of Economy, within thirty calendar days from the date on which the period of one hundred and eighty calendar days following the date of this Authorization expired. The Secretary of Economy will not reserve the exclusive use of the Denomination or Association Name granted through this Authorization, in case of this you do not receive the Notice of Use in the Terms indicated above and within the period established in the preceding paragraph. RELEASE NOTICE. In the event of a merger or liquidation of the Association, or in the case of a change in its Denomination or Association Name, the Authorized Public Notary or Public Servant before whom said act will be formalized, must give, through the System and within a period of no more than thirty calendar days after natural events subsequent to the formalization of the respective instrument, a Notice of Release of the Denomination or Association Name. In the case of cooperative societies that are liquidated, extinguished or change their Denomination or Association Name. In the case of cooperative societies that are liquidated, extinguished or change their Name or Association Name before someone other than an Authorized Public Notary, the legal representative of the cooperative society must request in writing the support of the Secretary of Economy in order to be able to give corresponding release of supplies. The above, based on Article 28 of the Regulation for the Authorization of the Use of Denominations or Association Names, companies or associations that use or intend to use a Denomination or Association Name will have the following obligations: I. Respond for any damage, harm or affectation that could be caused by the improper or unauthorized use of the Denomination or Association Name granted through this Authorization, in accordance with the Foreign Investment Law and the Regulations for the Authorization of the Use of Denominations and Association Names, and, II Provide the Ministry of Economy with the information and documentation that is required in writing or through the System in relation to the use of Denominations or Social Reason granted through this Authorization, at the time of having reserved it, during the time in which it is in use, and after the Release Notice regarding the same has been given. The obligations established in the previous sections must be included in the instrument through which the constitution of the Association or the change of its Denomination or Association Name is formalized. This authorization is valid for 180 calendar days from the date of its issuance, and is granted without prejudice to the provisions of Article 91 of the Industrial Property Law ELECTRONIC SIGNATURE.

- The previous document will be added to the appendix and first testimony that is issued of this instrument, marked with the letter "A" and the corresponding number.

LEGAL TRANSCRIPTS

ARTICLE TWO THOUSAND FIVE HUNDRED AND FIFTY-FOUR OF THE FEDERAL CIVIL CODE, EQUAL IN ITS WORDING AND CONTENT AS ARTICLE TWO THOUSAND EIGHT HUNDRED AND THIRTY-ONE OF THE CIVIL CODE FOR THE STATE OF SONORA.

- "In all general powers for lawsuits and collections, it will be enough to say that they are granted with all the general powers and the special ones that require a special clause in accordance with the Law, so that they are understood to be conferred without any limitation.
- In the general powers to manage assets, it will be enough to express that they will be of that nature so that the attorneys have all kinds of administrative powers.
- In general powers for acts of ownership, it will be enough for them to be given with that character so that the attorneys have all kinds of owner powers, both in relation to the assets and to carry out all kinds of procedures in order to defend them.
- When you want to limit the powers of the representatives in the three aforementioned cases, the limitations will be recorded or the powers will be special.
- Notaries will insert this Article in the testimonies of the powers that are granted.
- ARTICLE 22 OF THE REGULATIONS FOR THE AUTHORIZATION OF THE USE OF NAMES AND ASSOCIATION NAMES.
- ARTICLE 22. Companies or Associations that use or intend to use a Denomination or Association Name will have the following obligations.
- I. Respond for any damage, loss or affectation that could be caused by the improper or unauthorized use of a Denomination or Association Name in accordance with the Law and these Regulations and, II. Provide the Secretary with the information and documentation that is required in writing or through the System in relation to the use of a Denomination or Association Name, at the time of reserving the Denomination or Association Name, during the time it is in use, and after the Release Notice has been given regarding the Denomination or Association Name. The obligations established in the previous sections must be stated in the instrument through which the constitution of the Association or the change of its Denomination or Association Name is formalized.

TAX IDENTIFICATION CARD

To ask those appearing for the tax identification cards of the associates, who are of American nationality, the content of Article 28, section III, of the Regulations of the Fiscal Code of the Federation published in the Official Gazette of the Federation with dated April 2, two thousand and fourteen, I warned the grantors of this Association contract that in the case of shareholders or partners residing abroad, the Association must present to the tax authorities within the first three months following the close of each fiscal year, a list of shareholders residing abroad indicating their domicile, tax residence and tax identification number. In this act, the Management Body of the Association states under oath that it will present the aforementioned list of shareholders within the legal deadline no later than March thirty-one, two thousand twenty-three. Mr. Patrick Edward Sledge

has Federal Taxpayer Registration SEPA5811179#3, which I add to this instrument in a verified copy, marked with the letter "B".

ANNEXES TO THE APPENDIX

With the letter "A" authorization to use the name or Association name.

With the letter "B" RFC from Mr. Patrick Edward Sledge and the translator

With the letter "C" Identification of those appearing.

NOTARIAL FAITH

I, the Authorizing Notary, attest and certify.

a) That the appearing parties declared themselves to be their generals.

Mr. PATRICK EDWARD SLEDGE of American nationality, originally from Safford, Graham County, State of Arizona, where he was born on the seventeenth day of November, one thousand nine hundred and fifty-eight, married under the legal partnership regime, retired, residing at P MZ 25 (block twenty-five) LT 2 (lot two) Location La Choya, Puerto Peñasco, Sonora, postal code 83551, who identifies himself with his credential to vote with a photograph issued by the Federal Electoral Institute with voter code number SLXXPT58111787H500, with Federal Taxpayer Registry SEPA5811179E3, CURP SEXP581117HNELXT04.

Mr. LEWIS MARVIN FELTON, of American nationality, originally from Phoenix, Arizona, where he was born on the twenty-sixth of July, one thousand nine hundred and fifty-six, married, retired, residing at Avenida Ballena M6 B L 7 (block B six, lot seven) Locality La Choya Puerto Peñasco, Sonora, postal code 83551, who identifies himself with his permanent resident credential issued by the secretary of Government, National Migration Institute NUE0000000456664 Curp: FEXL560726HNELXW08.

Mrs. MONICA ANETH HERNANDEZ MENDOZA, Mexican, daughter of Mexican parents, originally from San Luis Rio Colorado, Sonora, where she was born on the twenty-fifth of March, one thousand nine hundred and seventy-seven, professional, married, residing at Privada Rio Yaqui number four hundred and eighty and four, Puerto Peñasco, Sonora, who identifies with his Mexican passport issued by the United Mexican States, number G41988620 with Federal Taxpayer Registry HEMM7703252N8, Unique population registration code HEMM770325MSRRNN09.

b) That everything previously related and inserted agrees faithfully and exactly with their respective antecedents cited to which I refer.

c) In my opinion, the appearing parties are capable and capable especially to grant the legal acts contained in this instrument, since I do not notice anything to the contrary nor do I have news of civil incapacity and that they were identified with the documents indicated, which I will add to the appendix and to all the testimony issued by them marked with the letter "C".

d) In compliance with the provisions of the Federal Law on Protection of Personal Data Held by Private Parties, and its Regulations, the undersigned Notary informed the appearing party of this PRIVACY NOTICE and as a consequence of this that the personal data that he or she has provided for the granting of the act contained in this instrument are and will be treated in a strictly confidential manner, and they have only been and will be protected and used for the purpose of preparing,

preparing and writing this instrument, as well as I also let you know that said data will only be provided to the corresponding federal, state and municipal tax authorities; to the General Directorate of Notaries of the State of Sonora; when required; to the Cadastral Office and the Public Registry of Property and Commerce that corresponds, in compliance with the legal provisions that oblige me as a notary public and to inform those appearing that they can consult the privacy notice of the notary to me, charge in the offices where it is located or on the internet page <http://notaria-publica5.com.mx/>.

e) That I ask the appearing parties to inform me of the existence or knowledge that there is a Beneficial Owner other than them, and if their answer is affirmative, they will provide me with an identification of the same, to which they concluded that THEY HAVE NO KNOWLEDGE of the existence of a BENEFICIARY OWNER different from them and who are the legitimate and exclusive beneficiaries of the act contained in this instrument, since it does not imply a business relationship for the parties, since it is an occasional act and not as a result of a formal and daily relationship between them, as well as a declaration that they do not have a business relationship with the undersigned Notary.

f) Once this deed has been read to those appearing, explain to them the value and legal consequences of its content.

g) That the appearing parties expressed to me their agreement with the terms of the present deed.

h) That the appearing parties ratified the content of this deed and signed it BEFORE ME on the day it was granted. I GIVE FAITH. PATRICK EDWARD SLEDGE. LEWIS MARVIN FELTON. MONICA ANETH HERNANDEZ MENDOZA, translator with signatures and finger prints. GRADUATE PROSPERO IGNACIO SOTO CASTELO. HOLDER OF PUBLIC NOTARY NUMBER FIVE. SIGNED. A NOTARY SEAL. IN THE CITY OF HERMOSILLO, SONORA MEXICO, ON THE TWENTY-SIXTH OF OCTOBER, TWO THOUSAND TWENTY-TWO, I DEFINITELY AUTHORIZE THIS DEED FOR HAVING SATISFIED THE LEGAL REQUIREMENTS. I GIVE FAITH. LIC. PROPSERO IGNACIO SOTO CASTELO.