

ARTICLES OF INCORPORATION/CONSTITUTION/BYLAWS 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.]

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. **[See Amendment passed 1-18-2025 at the end of this document.]**
- 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 six months, 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. **[See Amendment passed 1-18-2025 at the end of this document.]**

- 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 the majority 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. **[See Amendment passed 1-18-2025 at the end of this document.]**

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 not be represented at the General Assemblies by another associate, but they may be represented by persons outside the association with the presentation of a power of attorney signed by two witnesses. **[See Amendment passed 1-18-2025 at the end of this document.]**

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, Secretary and Treasurer; or the General Director, if applicable. In any of the above cases, the functions will be for one year, and they may continue in the exercise of their positions as long as they are not taken over by those who should replace them. Each member of the BOARD OF DIRECTORS or the GENERAL DIRECTOR, if applicable, may be re-elected for one more year.

[See Amendment passed 1-18-2025 at the end of this document.]

- 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.

Amendments to the Constitution

At the General Assembly of the Asociacion de Vecinos de la Choya, A.C., on January 18, 2025, the members, by more than 80 percent, approved the following amendments to the Articles of Incorporation/Constitution:

Article 12, g. subscript:

Original wording: In the event that any of the Associates are late in paying two or more monthly 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.

Approved revision: 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.

Article 19:

Original wording: Ordinary General Assemblies will be held at least once every six months, for which at least fifty-one percent of the members will be required.

Approved revision: Ordinary General Assemblies will be held at least once every year, for which at least fifty-one percent of the members will be required.

Article 21:

Original wording: The Ordinary and Extraordinary General Assemblies will be considered legally convened when the majority 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.

Approved revision: 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.

Article 26:

Original wording: Associates may not be represented at the General Assemblies by another of the associates, but they may be represented by persons outside the association with the presentation of a power of attorney signed before two witnesses.

Approved revision: Associates may be represented at the General Assemblies by another associate, with the presentation of a power of attorney (proxy) signed before two witnesses.

Article 31:

Original wording: At the Ordinary General Assembly, the BOARD OF DIRECTORS will be elected, which will be made up of: President, Secretary and Treasurer; or the General Director, if applicable. In any of the above cases, the functions will be for one year, and they may continue in the exercise of their positions as long as they are not taken over by those who should replace them. Each member of the BOARD OF DIRECTORS or the GENERAL DIRECTOR, if applicable, may be re-elected for one more year.

Approved revision: 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 the Board. Each member of the BOARD OF DIRECTORS or the GENERAL DIRECTOR, if applicable, may be re-elected for one more three-year term and may run again after a one-year absence.