

**FIRST CERTIFIED COPY. FOLIO 470. FOUNDATION NOTARIAL RECORD AND BYLAWS  
“INTERNATIONAL ASSOCIATION S40 OD CLASS” (Asociación Internacional Clase S40 OD).**

**NOTARIAL RECORD NUMBER ONE HUNDRED SEVENTY ONE.** In the City of Buenos Aires, Argentine Republic, this eleventh day of May of the year two thousand ten, before me, a Civil Law Notary Public duly sworn and legally authorized to record this instrument, **APPEAR** before me Mr. Norberto ALVAREZ VITALE, argentine, married in first wedlock to María Victoria Acosta, born on January 17, 1967, ID No. (DNI) 18.624.215 and Tax Identification No. (CUIT) 20-18624215-8, residing at Quinta Las Marías, Andrés Ferreyra 3737, House No. 2, La Lucila, Provincia de Buenos Aires, and Mr. José Avelino ESTEVEZ, argentine, divorced, born on August 19, 1968, ID No. (DNI) 20.410.447 and Tax Identification No. (CUIT) 20-20410447-7, residing at Gaspar Campos 1665, Vicente López District, Province of Buenos Aires, known unto me, and in their capacity as sole founders, together with Mr. Eduardo Souza Ramos who will be incorporated once this notarial record is acknowledged, the first two above named persons STATE as follows: FOUNDATION RECORD. With the purpose of organizing a non-profit association under section 46 of the Argentine Civil Code with international presence to promote yatching by means of the identification, maintenance and expansion of the S40 OD Class that is accurately identified in the Class S40 OD Rules attached hereto as Annex I. The association is of indefinite duration. It is domiciled in the jurisdiction of the City of Buenos Aires currently establishing its headquarters at Avenida Córdoba 333, first floor. The association's purpose is to: a) Encourage, promote, and develop S40 OD class competition sailing boats on a worldwide basis according to the incorporation, rules and regulations of the International Sailing Federation (ISAF), to provide a basis for the management of the class and to share information between S40 OD owners and sailors. b) Coordinate the international schedule of events and to organize and call organizers for national, continental or world competitions. c) Jointly work with international, regional and national associations to promote Class sailing in national, regional or international events, set up programs and keep the integrity of the S40 OD class worldwide. The initial start-up fund is fixed in the amount of TEN THOUSAND ARGENTINE PESOS that the Founders fully pay in equal parts each of them.

The **MANAGEMENT COMMITTEE** is hereby appointed: President: Norberto Alvarez Vitale. Vicepresident and President of the Operation Board : José Avelino ESTEVEZ. Treasurer: Eduardo SOUZA RAMOS, who will be incorporated as founder and treasurer upon accepting his office and acknowledging this notarial record.

**ASSOCIATION'S BYLAWS.**

**Article One: Name:** The Name of the Association is “International Association S40 OD Class” (Asociación Internacional Clase S40 OD).

**Article Two: Objectives.** The Association's objectives are to: a) Encourage, promote, and develop S40 OD class on a worldwide basis according to the organization, rules and regulations of the International Sailing Federation (ISAF), to provide a basis for the management of the class and to share information between S40 OD owners and sailors. b) Coordinate the international schedule of events and organize and summon organizers for national, continental or world competitions. c) Jointly work with international, regional and national associations to promote Class sailing in national, regional or international events, set up schemes (programs) and keep the integrity of the S40 OD class worldwide.

**Article Three: Offices and official language.** The Association's offices will be located in the Jurisdiction of the City of Buenos Aires, Argentine Republic and its domicile will be established by the Executive Board. The official language of the Association will be English.

**Article Four: Membership.** The admittance to the class (membership) will be open to all S40 OD owners who have paid the pre-established annual membership dues and whose boats have a valid S40 OD certificate pursuant to the Class Rules. Only these members may vote, attend meetings or

become eligible to offices in the Executive Board. Boats with more than one owner will have the right to cast one vote per boat. Owners of more than one S40 OD shall pay the annual membership dues corresponding to each boat and shall thus, cast one vote per boat. All members shall abide by theses bylaws and the S40 OD Class Rules attached hereto as Annex I, or by any amendment that may be approved. Any member will lose its membership during any period in which he has not paid the annual membership dues or any other monies due to the Association. Any member may be suspended or removed from the Class as such by the Executive Board on the following grounds: a) commission of any action contrary to the rules of the Association or offensive to the same or to any of its members, or b) any unsportsmanlike behavior contrary to the interests of the S 40 OD Association, or c) intentional violation of the Class S40 OD rules. Members will not have the right to be reimbursed for the subscription or any part thereof while they are suspended or removed.

**Article Five: Administration.** All members delegate the responsibility of the daily management and administrative matters, activities and property of the Association to the Executive Board pursuant to the objectives of the Association and subject to any decision that the members may have taken in the Ordinary General Meetings. The Executive Branch may delegate all powers and responsibilities to be determined to one or more members.

**Executive Board (EB).** The following official offices and up to a minimum of two members will form part of the Executive Board. a) President, b) Vicepresident and President of the Operation Board. c) Treasurer. All members occupying official offices must be members of the Association. The president, vicepresident and treasurer will be elected by the members of the Association pursuant to these bylaws. The Executive Board's members will hold their offices during two years and will be re-elected unless they have held their offices for more than eight years. The elected members will have full capacity once the Annual Ordinary General Meeting in which the election took place has finished. In case there were vacancies in the Executive Board between a period before a new General Meeting is to be held, the remaining members of the board may, a) appoint one of the remaining members of the Executive Board to hold the vacant office or b) incorporate one or more qualified members depending on the number of vacancies. The members so called will hold their offices until the following General Meeting ratifies such elections and will complete the vacant period.

**Duties of the Executive Board's members.** Legal Representation of the Association vis-à-vis third parties in connection with actions and contracts will be exercised by the President. The President will perform his duties jointly with the Treasurer where the Association is involved from an economic point of view or jointly with the Vicepresident in the event the Treasurer is absent or his position vacant. He shall call for Annual Ordinary General or Extraordinary Meetings according to the proceedings set forth in these bylaws. **The President shall preside over the Executive Board's meetings.** The Vicepresident will have the following duties: a) Replace the President in case of final or temporary vacancy. b) Preside de Operation Committee over. Perform the duties of the Treasurer while this office is vacant. The Treasurer will control de Association's funds and will make those payments authorized by the Executive Board. He will submit the budget for the coming year and give a report of the accounts. The Executive Board will have an Administrative Office funded by the Association. The Administrative Office will: a) Fulfill all duties requested by the Executive Board. b) Perform all duties requested by the Executive Board in relation with administration activities of the class, maintenance of the subscription register and members' register. c) Record all the Ordinary General Meetings'and executive meetings' memoranda, whether the referred memoranda are of the Executive Board or of the Operation Board. The Administrative Office will be liable to inform the Executive Board's and the Operation Board's decisions to those persons that the Executive Board and the Operation Board shall determine and to the Ordinary General Meetings.

**Executive Board's Meetings.** The Executive Board's meetings will be held on the occasions and in suitable locations to efficiently transact the Association's business in or outside de country, such as, a) the meetings called by the President or those previously arranged by the Executive Board. The Executive Meeting shall hold meetings at least once every six months. In principle, the Administrative Office will announce the Executive Board's meetings three weeks in advance. A quorum shall be represented by a majority of members entitled to vote. The President will preside over all meetings attended by him. Whenever the President does not attend a meeting, the Vicepresident will preside them over. Should there be a tie, the president will have the right to cast a second and final vote. The resolutions of the Executive Board will be passed by a simple majority of voting members who are present and vote. In case two members are present representing a quorum, unanimous voting is required to pass resolutions and the second or double vote by the President will not be applicable.

**Operation Board. (O.B.)** The Operative Board will be in charge of controlling and enforcing the Class Rules. The vicepresident of the Executive Board shall be the president of the Operation Board. The rest of the members of the Operative Board will be elected by the Executive Board for a term of two years in the first meeting held after the Annual Ordinary General Meeting. The Operative Board will be formed by six members with the following organization: two members of the Executive Board, a representative of M Boats Shipyard (Astillero M Boats), a representative of Soto Acebal bureau and two technicians. Any proposal by any member of the Class in relation with any alteration or amendment to the class rules shall be sent in writing to the Operation Board that will analyze same and review the rules properly, issue an opinion on the merits of the alteration or amendment and will submit same or not to the Executive Board for its approval or rejection. In case of approval, the Executive Board will submit the alteration or amendment to the Annual Ordinary General Meeting for its consideration. The Operation Board may propose improvements to the class rules and will submit them to the Executive Board that will decide whether to submit them to the Ordinary General Meeting for its consideration and approval. The members of the Executive Board may unanimously agree to veto said proposals. On the contrary, they will be submitted in the manner set forth in these bylaws to the Annual Ordinary Meeting for its acceptance or rejection by the Association's members. With respect to any proposal to amend the Class Rules, without prejudice to the proceeding set forth for its consideration and approval in the Annual Ordinary General or Extraordinary Meetings, the electronic vote system via e-mail to the Association's members may be used, and they may vote for or against the submitted proposal according to the proceeding set forth in these bylaws.

**Article Six: General Meetings.** All members have the right to attend the Class Ordinary General Meetings. One Annual Ordinary General Meeting will be held at least once a year in the location and on the date the Executive Board deems more suitable for the majority of its members, preferably during a Class Competition. Extraordinary General Meetings will be called and announced by the Administrative Office, a) upon request of the Executive Board or, b) upon request of at least seventy five percent of the Class members, which petition must specify all the resolutions they propose to be dealt with in the meeting. The Extraordinary General Meeting will only consider the proposed matter as written on the Agenda for the Day of the Meeting and no other newly introduced matter or amendment will be dealt with. All calls must include a written notice with a copy of the agenda for the meeting and any proposed resolution that will be communicated to the Administrative Office at least three weeks in advance to the scheduled day of the meeting. Ordinary General Meetings will be presided over by the Executive Board's president or in his absence, by the vicepresident. If none of them were present, one of the members present at the meeting will be elected to presidbe over the general meeting. Only the resolutions that were previously notified may be submitted to the general meeting. Any amendment shall be ratified by the majority of the members' votes. Each member, one per boat, has the right to cast one vote at

the general meetings, personally or represented by proxy. Unless these bylaws provide otherwise, voting at Ordinary General Meetings will be by simple majority of votes. Should there be a tie, the vote of the president presiding over the general meeting will be final. A quorum shall be present or represented at the Ordinary General Meetings with half the members plus one. A special resolution to improve or amend the class rules or these bylaws will be adopted in a General Meeting only if at least 75% of the votes are affirmative and provided there is a prior favorable opinion of the Operation Board.

**Article Seven. Subscriptions, membership dues and other fees.** The association's funding will be raised from: a) membership dues b) revenues from sailing stamps, measurements c) registration for competitions d) Sponsors, TV broadcasting rights and other resources. Annual subscriptions for annual membership dues shall be valid from January 1 through December 31. Membership dues shall be resolved upon by the Annual Ordinary General Meetings upon the Executive Board's proposal and the General Meeting will decide whether to accept the change in the membership dues or not. The membership dues will come into effect on the next January 1 following the holding of the Annual Ordinary General Meeting. The amounts established in the Class Rules will also be adjusted or amended by the Ordinary or Extraordinary General Meetings. **Funds, accounts and expenses.** The association's funds will be kept according to the decisions of the Executive Board. The Association will keep books showing its statement of accounts and the members will have the right to examine such books.

**Article Eight. National, Regional and International Events.** All events will be organized according to the class Rules. The Class boat owners shall be members of the Association before they are allowed to participate in a class event, whether it is national, regional or international. The Executive Board will have the power to make agreements concerning TV broadcasting rights and sponsors in relation with competitions or any class event. The Operation Board will choose the location for national or international competitions. **Chief Measurer and S40 OD Class Certificates.** The appointment of a chief measurer to grant S40 OD Class Certificates will be jointly approved by the Executive and the Operation Board. The S40 OD Class Certificates will be issued by the chief measurer pursuant to the Class Rules. No boat shall be considered an S 40 OD or authorized to run a regatta unless a valid measurement certificate is submitted. **S40 OD Class Rules** The S40 OD Class Rules applicable to the referred Class are those executed by the Executive Board in its 1.6. version dated March 10, 2010 posted to web page [www.S40OD.com.ar](http://www.S40OD.com.ar) , a copy of which is attached to these Bylaws. Any amendment to the Class Rules will only be resolved upon pursuant to the proceedings of these Bylaws. The Non-Profit Association named **"INTERNATIONAL ASSOCIATION S40 OD CLASS" (ASOCIACION INTERNACIONAL CLASE S40 OD)** is hereby incorporated and will be governed by the articles of these bylaws, its Rules and by the Argentine Civil Code. Upon the resolution of the majority of its members, the Association may request its registration with the Public Registry of Commerce of the City of Buenos Aires in charge of the Inspection Board of Legal Entities (Inspección General de Justicia) as a Non-Profit Association and/or with any other local or foreign suitable or mandatory register or system according to its objectives and activities. **THIS NOTARIAL RECORD HAVING BEEN READ** to the appearing parties, they acknowledge its contents and sign same before me, which I attest. **NORBERTO ALVAREZ VITALE. JOSE AVELINO ESTEVEZ.** There is a signature and a seal **HORACIO F. BALLESTRIN.** The foregoing is a **TRUE COPY** of the original instrument executed before me on folio 470 of my Notarial Register 1251. I issue this first certified copy for the "International Association S40 OD Class" (Asociación Internacional Clase S40 OD) in five stamped sheets of notarial paper bearing consecutive numbers from 12.254.879 to the one stamped on this sheet, which I sign and seal on this twenty first day of May of the year two thousand ten.