

BYLAWS OF “INSTITUTO LIFE”

CHAPTER I

DENOMINATION, HEADQUARTERS AND SIMILAR

Art 1 - The **Instituto LIFE**, with an unlimited number of associates and for an indefinite period, is a **non-economic association** with headquarters and forum at **Victor Benato St, 210, Bosque Zaninelli, Bairro Pilarzinho, Curitiba, Paraná, Postal Code 82.120-110**, which shall be governed by these Bylaws and by applicable legal provisions.

Sole Paragraph: In the development of its activities, the **Instituto LIFE** shall observe the principles of legality, impersonality, morality, publicity, economics and efficiency.

Art 2 - The purpose of the **Instituto LIFE** is:

- I) To promote practices of conservation of the nature and the biodiversity in enterprises of any size and sectors through the implementation of voluntary certification and;
- II) To encourage, promote and disseminate practices of conservation of natural heritage and ecosystem services, as well as the adequate use of natural resources, through other systems of evaluation and recognition of biodiversity actions.

Art 3 - To achieve its objectives, **Instituto LIFE** will develop the following activities:

- I) Creation and management of voluntary certification mechanisms for the promotion of nature conservation and biodiversity, based on internationally recognized certification principles and criteria;
- II) Creation of tools and / or mechanisms that aim to promote nature conservation and biodiversity;
- III) Accreditation of Independent Certifying Bodies that are able to execute the LIFE Certification process in organizations;

- IV) Research on environmental management and conservation of nature and biodiversity;
- V) Qualification of professionals in the area of environmental management, of the Methodology of Certification and conservation of nature and biodiversity;
- VI) Development, execution and coordination of projects of environmental management and conservation of nature and biodiversity;
- VII) Dissemination of knowledge and technical information related to environmental management and conservation of nature and biodiversity;
- VIII) Promotion and dissemination of the certification system at national and international level;
- IX) Promotion of nature and biodiversity conservation, in full and complete, respecting the pertinent environmental legislation;
- X) Performance before the Government, companies and civil society regarding the voluntary certification of biodiversity;
- XI) Promoting awareness of the need for conservation of natural areas;
- XII) Research, analysis and implementation of other mechanisms aimed at the promotion of nature conservation through business integration and biodiversity, distinct from certification;
- XIII) Promotion of events, seminars, workshops, congresses, meetings and the like, which will help in achieving the objectives of the Instituto LIFE;
- XIV) Publication of materials on conservation of nature and biodiversity;
- XV) Provision of services and sale of products that are related to the corporate purpose of the Instituto LIFE, especially related to nature conservation and biodiversity.

Sole Paragraph: In order to fulfill its social objective, it may:

- I) Hire and manage personnel;
- II) Sign contracts, terms of partnerships and agreements with public or private entities, national and foreign.

CHAPTER II

ASSOCIATES

Art 4 - The **Instituto LIFE** will have the following categories of associates:

- I) Founders; and
- II) Affiliates, which are classified into the following subcategories:
 - II.1) Effective Affiliates; and,
 - II.2) Honorary Affiliates.

Section I

Founding Associates

Art 5 - The Founding Associates are considered to be all legal and physical persons who have signed the minutes of the General Meeting for the constitution of the **Instituto LIFE**, as well as the next members, in a maximum limit of 15 (fifteen); who join the institution's membership through a proposal approved by the Board of Directors within a maximum period of one (1) year as of the date of the minutes of the General Meeting of constitution of the Institute.

Section II

Affiliated Associates

Art 6 - Affiliated Associates are juridical and physical persons invited by the Founding Associates and those who have had their affiliation request accepted by the Board of Directors, that comply with the requirements set forth in these Bylaws, and that:

- I) Agree to the certification standards adopted by the **Instituto LIFE**; and
- II) Demonstrate active commitment to the principles and criteria of the organization and its objectives.

Art 7 - The classification of affiliated members is as follows:

- I) Effective Affiliates: natural and legal persons, whether or not for economic purposes, who contribute regularly to the performance of the **Instituto LIFE**'s activities with services, assets and / or financial resources previously stipulated by the Board of Directors.
- II) Honorary Affiliates: natural and / or legal persons of a notorious public reputation who provide material, technical and / or moral support for the enhancement of the **Instituto LIFE**;

Art 8 - Those interested in joining must formalize their application for affiliation upon written request addressed to the Executive Secretariat of the **Instituto LIFE**, which will include information and registration data.

Sole Paragraph: In the case of a legal entity, the name and qualification of the principal representative and his / her alternate must be included in the application for affiliation with the **Instituto LIFE**.

Art 9 - The application for affiliation will be evaluated by the Board of Directors, which reserves the right to request additional information regarding the activities of the interested party, and verify the relevance or otherwise of the association.

Paragraph 1 - All individuals or legal entities interested in affiliation to the **Instituto LIFE** must comply with the obligations of these Statutes.

Paragraph 2 - The Board of Directors may reject the application for association by verifying personal / professional / corporate / corporate / institutional action contrary to the protection and conservation of nature and biodiversity and / or formally illegal activities.

Art 10 - Once the application for affiliation is approved, it will be immediately disclosed on the **Instituto LIFE**'s website, so that any member can contest the decision within three (3) months, counted from the date of publication.

Sole Paragraph: The challenge must be submitted, in writing, to the Executive Secretariat, which will take the matter to the deliberation of the Board of Directors, which may maintain the approval of the application for registration or reform the decision within 30 (thirty) days; counted from the date of the protocol of the challenge.

Art 11 - The list of members of the **Instituto LIFE**, which is systematically updated, will be disclosed to the members of the Board of Directors and should be published on the association's website.

Art 12 - The condition of associate and the rights resulting from this condition are non-transferable, except in the circumstances described in article 19 of these bylaws.

CHAPTER III

RIGHTS AND DUTIES OF ASSOCIATES

Art 13 - The rights of associates are current with their obligations to the Association:

- I) To participate and vote in the General Meetings, in which each founding member or affiliate that is expressly invited by the General Meeting to participate in such maximum body, shall have the right to one vote;
- II) Be voted for the elective offices of the **Instituto LIFE**;
- III) Manifest about the admission of new members;
- IV) Be part of committees and working groups and receive delegations and grants from the Board of Directors.

Art 14 - The duties of the associates are:

- I) Promote the **Instituto LIFE**, complying with and observing the provisions of these Bylaws, as well as other internal determinations / deliberations of the entity;
- II) Collaborate with the Association's organs in the accomplishment of its objectives;
- III) To perform with dignity the positions for which they were elected or the charges they accept;
- IV) Participate in the Ordinary and Extraordinary Shareholders' Meetings, provided that it is a founding member or affiliate member that is expressly invited by the General Meeting to participate in such maximum body;
- V) Contribute financially to the entity according to the contract defined at the time of its adhesion;
- VI) Contributing to the services to which they are obliged;
- VII) Communicate any change of address, corporate name, activity and / or administration;
- VIII) Disseminate **LIFE** certification.

Paragraph 1 - The rights to vote and to be voted by the member shall be suspended when the annual contribution to which he is obligated to effect is not paid within the stipulated period, as well as the right to represent before the Association. The suspension will last until the member complies with said obligation.

Paragraph 2 - The conditions of the annuities shall be specified in determinations formally issued and approved by the Board of Directors.

CHAPTER IV

ASSOCIATE'S TERMINATION

Art 15 - The associate may be removed from the **Instituto LIFE** at any time, voluntarily or compulsorily.

Paragraph 1 - The associate who wishes to leave voluntarily of the **Instituto LIFE** shall do so by means of communication, in writing, to the Board of Directors or to the Executive Secretariat, which shall communicate the Board of Directors.

Paragraph 2 - Shall be dismissed from the **Instituto LIFE** by an absolute majority of those present at the General Meeting specially convened for this purpose, an associate who: (i) fails to fulfill his or her duties as an associate; (ii) participate in activities considered to be contrary to the interests of the Association; and, (iii) does not comply with the social objectives established in article 3 of these Statutes.

Paragraph 3 - The right to present a written defense shall be guaranteed to the excluded associate within a maximum period of 15 (fifteen) days after its exclusion, addressed to the Chairman of the Board of Directors, who shall be judged and decided by a simple majority of said body; which will be called for this purpose.

Paragraph 4 - In case the defense is rejected, the excluded associate is guaranteed the presentation of a written appeal within a maximum period of 15 (fifteen) days from the rejection of the defense, addressed to the Chairman of the Board of Directors; which shall be judged and decided by a simple majority of said body, which shall be convened for that purpose.

Paragraph 5 - If the defense and / or appeal are not presented within the time limits stipulated in the previous paragraphs, it shall be presumed to accept its exclusion.

Paragraph 6 - A member who leaves the Association shall not be relieved of his outstanding obligations prior to his resignation.

CHAPTER V

DEPARTMENTS

Art 16 - The administration of the **Instituto LIFE** shall be exercised by its organs, in accordance with the competence attributed to each of them by the present Statute, with the adoption of administrative practices, necessary and sufficient to restrain the acquisition; individually or collectively, of personal benefits or advantages, as a result of participation in the respective decision-making process.

Art 17 - The **Instituto LIFE** departments are:

- I) General Meeting;
- II) Board of Directors;
- III) Fiscal Council;
- IV) Executive Secretariat;
- V) Technical Committees

Section I

General Meeting

Art 18 - The General Meeting shall meet ordinarily in the first quarter of each year, and extraordinarily whenever convened by the Board of Directors or by the majority of its founding members and affiliates. Calls must be made at least thirty (30) days in advance, by electronic mail and publication of its contents on the association's website, by the Executive Secretariat.

Art 19 - The General Assemblies are constituted by the meeting of all the founding associates and other affiliates that are expressly invited by the General Meeting to compose such maximum organ when it enters the Institute; and that they are up to date with their obligations to the Association, and their deliberations are taken by vote.

Paragraph 1 - The associated members of the General Meeting (founders and affiliates expressly invited) may be represented at the Ordinary and Extraordinary Shareholders' Meeting by means of powers of attorney with specific powers to other associates members of the General Meeting, including to vote; and with the signature of the duly recognized grantor.

Paragraph 2 - The associated members of the General Meeting present may represent by proxy up to two members of the General Meeting absent.

Art 20 - The minimum quorum for the installation of the General Meeting is 50% (fifty percent) of the associate members of the General Meeting remove with the social obligations, in first

call; and 20% (twenty percent) of the associate members of the General Meeting remove with the social obligations, in the second call, which will be given thirty (30) minutes after the first one.

Sole Paragraph If this requirement is not met, the General Meeting will be installed for deliberation of the same agenda, with any number of associates members of the General Meeting remove with the social obligations.

Art 21 - The Extraordinary General Meeting may be requested by a majority of the General Meeting or the Board of Directors, or by its Presidents, or by at least 1/5 (one fifth) of the associated members with social obligations; upon presentation of a schedule and application to the Chairman of the Board of Directors, who shall issue the call within a maximum period of 15 (fifteen) days.

Art 22 - It is incumbent on the General Meeting:

- I) To elect the members that comprise the Board of Directors and the Fiscal Council;
- II) To consider and deliberate the summary of the annual report of the Executive Secretariat;
- III) To analyze and approve the summary of the Balance Sheet and other financial statements of the Fiscal Council;
- IV) To dismiss the members that compose the Board of Directors and the Fiscal Council;
- V) To amend the Bylaws;
- VI) To approve the resignation / dismissal of the Executive Secretary and his eventual substitute made by the Board of Directors, whenever required by this Council.

Sole Paragraph: For the resolutions referred to in items IV and V, a 2/3 (two-thirds) of the attendees are required to vote at the Meeting specially convened for this purpose, and it may not resolve on first call; without an absolute majority of members, or less than 1/3 (one third) of the following convocations.

Art 23 - The following matters may only be dealt with at an Extraordinary General Meeting convened specifically for this purpose:

- I) Appreciate and approve changes in the Bylaws;
- II) Resolve and approve the dissolution or liquidation of the Association, in this case with 2/3 of the members present or legally represented under the terms established in these Bylaws.

Section II

Board of Directors

Art 24 - The **Instituto LIFE** will be composed of a Board of Directors, who will be responsible for formulating policies and strategies for the entity's activities, as well as deliberating, controlling and guiding the actions of the institution.

Art 25 - The Board of Directors is composed of up to 15 (fifteen) members elected at a General Meeting, whose terms of office shall be exercised for a period of three (3) years, reelection being allowed for mandates in consecutive terms.

Paragraph 1 - The members must both represent the members and may be specially nominated and approved by the General Meeting for the contribution they can make to the achievement of the objectives and purposes of the **Instituto LIFE**.

Paragraph 2 - Ideally, the Board of Directors shall be composed of 1/3 members of the business sector, 1/3 of civil society and 1/3 of the academy, and this proportion may not be less than 1/5 for each of these sectors.

Paragraph 3 - In the composition of the Board of Directors, respecting the proportionality of the sectoral composition defined in paragraph 2, the presence of at least 1/3 members with solid knowledge in applied biology and / or nature conservation must be ensured.

Paragraph 4 - In the case of members of the Board of Directors representing associated organizations, in case of dismissal of the entity it represents, it shall appoint another

representative to fill the same vacancy on the Board of Directors for the fulfillment of the mandate.

Paragraph 5 - In case of resignation of the associated entity or its elected representative to the Board of Directors, a new election shall be made for the vacancy, which shall occur at the first General Meeting after the occurrence of the event.

Paragraph 6 - In the event of a tie in the election of the members of the Board of Directors, the longer membership of the Association shall be conducted to the office.

Paragraph 7 - The elected members of the Board of Directors, affiliated to the Association or external nominees to it, shall not be remunerated under any circumstances.

Paragraph 8 - In the first two (2) terms, the founding members must be assured at least 50% (fifty percent) plus one vacancy; in the following mandates, at least 40% (forty percent) of the vacancies of the Board of Directors.

Art 26 - The Board of Directors shall have a President and a Vice-President, who shall be elected by a majority of votes among its members for a term of office of three (3) years, renewable.

Art 27 - The Board of Directors shall meet ordinarily at the headquarters of the **Instituto LIFE** or at another place previously chosen, at least once per semester and extraordinarily; when convened by its President or 1/3 (one third) of the total of the Board of Directors.

Sole Paragraph: Provided that at least 50% (fifty percent) of the Board of Directors meetings are in person, the others may be virtual: by telephone, video conferencing or other means of virtual communication.

Art 28 - It is incumbent upon the Board of Directors:

- I) To define the policies that guide the general activities of the **Instituto LIFE**, in accordance with these Statutes and with the best practices of governance and economics;
- II) To approve certification standards and methodology.

- III) To establish the non-elective remuneration of positions of the Executive Secretariat of the **Instituto LIFE**, respecting the values practiced in the market in the region corresponding to its area of performance;
- IV) To support the fundraising plans and monitor the implementation of Strategic Planning and Budget Plan;
- V) To deliberate on the equity, investment and financial management of the entity;
- VI) To approve annually the planning of the programmatic actions, as well as their respective budgetary appropriations and the annual fundraising plan;
- VII) To supervise the management of the Association and examine, at any time, the organization's documents and request information about programs, projects, contracts and any other acts;
- VIII) To deliberate and approve the plans of expansion or program of action presented by the Executive Secretariat;
- IX) To authorize the installation of offices in other locations in the country and abroad;
- X) To decide on the matters submitted to it by the Executive Secretariat;
- XI) To choose and dismiss independent external auditors;
- XII) To authorize the alienation, acquisition, encumbrance, exchange, donation, leasing and leasing of immovable property, belonging to the assets of the organization, as well as the acquisition of others that may integrate it;
- XIII) To decide on cases omitted from the Bylaws;
- XIV) To establish the value of the annual contribution rate of the members;
- XV) To directly practice administrative acts for the management of the Association, or through the Executive Secretariat, whose duties may be defined in formal determinations issued and approved by the Board of Directors, transcribed in minutes of the Board meeting or Management System documents;
- XVI) To approve annually the report of the activities prepared by the Executive Secretariat and present it to the Ordinary General Meeting with the disclosure of a work plan to be carried out the following year;
- XVII) To approve the technical committees and working groups, whose structure and attributions will be instituted and detailed in the Management System documents;

- XVIII) To resolve conflicts regarding the standards being discussed by the working groups whose solution could not be established by consensus, or by means of democratic voting within the said groups;
- XIX) Appointing, contracting, evaluating and dismissing / removing the Executive Secretary and his/her eventual substitute, delegating to them the powers set forth in Articles 36 and 37. In the specific case of dismissal / dismissal, the Board of Directors may request its subsequent approval by the General Meeting ;
- XX) To approve the management documents of the Certification, controlled and presented by the Executive Secretariat; and,
- XXI) To approve the entry of new members.

Sole Paragraph: The members of the Board of Directors may be removed at any time by the General Meeting, pursuant to art. 22, IV, and in this case, the General Meeting shall elect its successors to complete the period (s) of the predecessor (s) in the performance of the function (s).

Art 29 - It is incumbent upon the President of the Board of Directors:

- I) Presiding the Association;
- II) Presiding over Assemblies that settle;
- III) Presiding the meetings of the Board of Directors;
- IV) Representing the Association actively or passively, in court or outside it, in addition to the holder of the Executive Secretariat;
- V) Grant power of attorney on behalf of the Association, establishing powers and terms of validity;
- VI) Convene meetings of the Board of Directors;
- VII) Approve the agenda for Board of Directors meetings, presented by the Executive Secretary;
- VIII) Request reports and studies to the Executive Secretariat for Board meetings;
- IX) Meet regularly with the Executive Secretariat to monitor its performance and progress towards the proposed objectives;

X) Conduct annually a formal evaluation of the performance of the Executive Secretariat;
and,

XI) Communicate regularly with other Directors.

Art 30 - It is incumbent upon the Vice-President of the Board of Directors to advise the President and replace him in his absences or impediments, or, in case of vacancy, until the election of a permanent substitute, by the first General Meeting to occur, ordinary or extraordinary.

Art 31 - The Board of Directors shall meet whenever convened by its President, through the Executive Secretariat, at least 15 (fifteen) days in advance and with defined agenda.

Paragraph 1 - The minimum quorum for the Board of Directors meeting is 50% of the members plus one.

Paragraph 2 - In the absence of consensus, decisions of the Board of Directors shall be taken by simple majority.

Paragraph 3 - In cases of votes with a tie, the vote of the president is qualified for a tie-breaker.

Section III

Fiscal Council

Art 32 - The Fiscal Council is the financial oversight body of the Association and advises the Board of Directors.

Art 33 - The Fiscal Council is composed of three (3) members, associated or not, appointed by the Board of Directors and approved by the General Meeting, for a term of three (3) years, allowing a single renewal, for an equal period.

Paragraph 1 - The same rule shall be observed for the alternates, which shall be 3 (three), one for each member of the Fiscal Council.

Paragraph 2 - The Fiscal Council shall be established with the presence of at least 2/3 (two thirds) of its holders.

Paragraph 3 - The titular members shall, after their election, elect a president and a vice-president among their peers.

Paragraph 4 - In case of impeachment of the president, the vice-president will take office automatically.

Paragraph 5 - On the departure of a member of the Fiscal Council, before the end of his term, will automatically assume his alternate.

Paragraph 6 - In case of resignation of the alternate member, there should be new nominations by the Board of Directors to the General Meeting.

Art 34 - The Fiscal Council shall meet as a priority at the headquarters of the "**Instituto LIFE**", and may meet at another place, ordinarily, at least once a year, and extraordinarily as often as necessary.

Art 35 - It is incumbent on the Fiscal Council:

- I) To supervise the economic, financial, accounting and asset management, and to monitor the financial and internal control procedures of the association, suggesting actions and directives of action to the Board of Directors;
- II) Analyze and issue an opinion on the Annual Balance Sheet / Financial Statement of the Association, which must be prepared within 30 (thirty) days of receipt of the financial statements and submitted to the Board of Directors for examination;
- III) Propose to the Board of Directors policies of financial investments;
- IV) To recommend to the Board of Directors the engagement of an independent external audit and to express an opinion on the annual audit report, ensuring the correct compliance with financial and accounting practices performed by the entity; and
- V) The deliberations of the Fiscal Council shall be recorded in the minutes of its meetings.

Sole Paragraph: The activities of the members of the Fiscal Council shall not be remunerated.

Section IV

Executive Secretariat

Art 36 - The Executive Secretariat is the entity in charge of the management of the institution, in the manner determined in these Bylaws, and its holder is selected and hired by the Board of Directors.

Sole paragraph: In the case of the person selected for the position to be an associate as an individual, while he is in the exercise of the functions assigned to the Executive Secretary, his rights as an associate shall be suspended.

Art 37 - It is incumbent upon the Executive Secretariat:

- I) Organize and contract the functional structure of the institution;
- II) Perform the planning approved by the Board of Directors;
- III) Create and develop projects, including contracting the services of third parties for such purposes;
- IV) To report on the work carried out and the financial management under its execution, before the Board of Directors and Fiscal Councils;
- V) Develop activities to disseminate the objectives of the Association;
- VI) Promote the recognition of the entity according to statute guidelines;
- VII) Represent the institution legally able to sign checks, contracts, including labor, open bank accounts, sign proxies and other instruments;
- VIII) Speak on behalf of the entity in events, the media and other public media, in close coordination with the Chairman of the Board, unless formally prevented by the Board of Directors;
- IX) Control and save the certification management documents, for later presentation to the Board of Directors, body responsible for their approvals;
- X) Represent the institution before the Federal, State, Municipal, Municipal, Municipal, Ministry of Labor, Federal and State Revenues, Notary Offices, Notary Offices, Registries of Titles and Documents and other bodies not mentioned here: requesting, alleging, signing, withdrawing documents, guides, forms and what is most needed;

- XI) Provide statements and clarifications and also, establish clauses and conditions, receive amounts, pass receipts, receive and give discharge; meet and satisfy requirements; complete formalities; to practice at last all other necessary acts in the good and faithful performance of the activities of the institute;
- XII) Represent the Association actively or passively, in court or out of court;
- XIII) Other activities or responsibilities delegated by the Board of Directors.

Sole Paragraph: The activities of the members of the Executive Secretariat may be remunerated, respecting the values practiced by the market in the region corresponding to its area of performance.

Section V

Technical Committees

Art 38 - The Board of Directors will establish Technical Commissions responsible for the analysis, discussion and referral of these, as a result of topics that require more in-depth discussions on the part of the institution, such as principles, criteria and indicators related to the Instituto LIFE's certification methodology.

Paragraph 1 - The Technical Committees are an advisory body of the Board of Directors and of the General Meeting, thus having an advisory nature;

Paragraph 2 - The technical committees shall be made up of specialists in the subject to which they are responsible, which will come from the second, third and even the first sectors, as well as from the academy; and for members of organizations associated with the Instituto LIFE they must be up to date with their obligations; and

Paragraph 3 - Depending on the topic they are in charge of, the Technical Committees may be permanent or have a temporary nature and should be detailed in the documents of the Management System.

CHAPTER VI

NON-REMUNERATION OF POSITIONS

Art 39 - The **Instituto LIFE** does not remunerate in any way its elective positions and does not distribute profits, bonuses or advantages to managers, maintainers or associates, in any form or pretext.

CHAPTER VII

ASSETS AND REVENUE

Art 40 - The **Instituto LIFE's** revenues are:

- I) Monthly fees and / or annuities paid by Members;
- II) Grants or government subsidies, especially through Partnership Terms;
- III) Donations, bequests, contributions and grants of any kind;
- IV) Campaign products, courses, congresses and similar events;
- V) Income resulting from the management of its assets;
- VI) Revenue arising from the rendering of services and sale of products, related to the corporate purpose of the Institute;
- VII) Evaluation fees paid by certification bodies to cover the costs of the accreditation process;
- VIII) Fees paid by the certification institutions for the maintenance of accreditation;
- IX) Fees for the use of trademarks registered by the **Instituto LIFE**; and
- X) Other revenues from activities consistent with institutional objectives and purposes.

Paragraph 1 - All assets and resources shall be compulsorily applied in the purposes for which the institution is intended.

Paragraph 2 - The sale of real estate and intangible assets shall be done by means of the approval of the Meeting by proposal of the Board of Directors.

Paragraph 3 - The revenues may come from contracts, partnerships and agreements with public or private entities, national and foreign.

CHAPTER VIII

FISCAL YEAR

Art 41 - The fiscal year shall begin on January 1 and end on December 31 of each year.

Art 42 - At the end of each financial year, the Balance Sheet will be drawn up and the other financial statements related to it will be prepared for subsequent presentation and approval at the Ordinary General Meeting.

Art 43 - Any leftovers of the year shall constitute a fund for the maintenance of the association or shall be destined to projects existing or that may be created by the institution and approved by the Extraordinary General Meeting.

CHAPTER IX

ACCOUNTABILITY

Art 44 - In the preparation of the financial statements, the basic principles of accounting and Brazilian accounting standards must be observed.

Paragraph 1 - In the first quarter of the following financial year, the **Instituto LIFE** shall publish the activity report and financial statements of the Entity of the previous year, including negative social security and tax debit certificates, which shall be made available for examination by any citizen.

Paragraph 2 - In the event of the conclusion of a partnership agreement with the public authority, the **Instituto LIFE** shall publish annually the respective financial report and the execution report of the instrument, including social security and tax debit certificates; effecting the rendering of accounts pursuant to article 70 of the Federal Constitution and subsection VII

of art. 4, of Law 9,790 / 99, with the independent audit of the application of the resources object of the partnership term, under the terms required by Law 9,790 / 99 and Decree 3,100 / 99.

CHAPTER X

DISSOLUTION AND GENERAL PROVISIONS

Art 45 - The **Instituto LIFE** may be dissolved by a resolution of all its associates, meeting at the Extraordinary General Meeting, which shall indicate liquidators, once it has been proved that their purposes have been distorted and / or that their purposes have not been fulfilled or their survival.

Paragraph 1 - In the case of the dissolution of the **Instituto LIFE**, any of the assets included in its assets may only be sold for the payment of legal liabilities that the **Instituto LIFE** has assumed, until the date of its dissolution.

Paragraph 2 - In the event of dissolution of the **Instituto LIFE**, the respective shareholders' equity will be transferred to another entity qualified as OSCIP, preferably having the same corporate purpose as the **Instituto LIFE**, as per resolution of the General Meeting.

Paragraph 3 - In the event of **Instituto LIFE**, qualified as OSCIP, to lose this qualification, the respective assets available, filed with public resources during the period that has lasted the qualification, will be transferred to another entity qualified as OSCIP, preferably with the same social objective.

Art 46 - The associates and the members of the Councils do not respond, jointly or severally, by social obligations.

Sole Paragraph: The elective terms of office of the positions of the Association are exclusive to Associates and not their representatives.

Art 47 - If any member of the Board of Directors or of the Executive Secretariat is administratively or judicially called by a regular management act and requires legal advice to sponsor their administrative and / or judicial defense; after analysis of the case by the Board of Directors and there being a conclusion of good faith, ethics and lawfulness in the act

questioned, as well as subsequent approval on its part; the **Instituto LIFE** will bear the costs of the attorney / law firm that will sponsor the administrative and / or judicial defense of the case.

Art 48 - Any operating surplus, gross or net, dividends, bonuses, interests or portions of the assets of the Association, earned through the exercise of its activities, shall be fully applied in the achievement of the respective corporate purpose.

Art 49 - When deliberated by the Associates, an external and independent audit will be performed on the Association's accounts.

Sole Paragraph: When there are funds from a partnership term, the audit should be performed by independent external auditors.

Art 50 - For the purpose of constitution, registration and beginning of its activities, a General Meeting of the **Instituto LIFE** shall be held, with the presence of its first founding associates, who shall comprise the body of the General Meeting immediately and elect its President. This General Meeting of Constitution shall also be responsible for the election / appointment of the first members of the Board of Directors, as well as for the appointment and hiring of the first Executive Secretary of the Institute, which shall be defined in the minutes of its constitution. The first composition of the Fiscal Council shall be defined by the General Meeting in the terms required by these Bylaws, at an appropriate time after the incorporation of the **Instituto LIFE**.

Curitiba, August 21, 2014.

PRESIDENT OF THE BOARD OF DIRECTORS

Miguel Serediuk Milano

EXECUTIVE SECRETARIAT

Maria Alice Alexandre

LAWYER

Rilton Alexandre Guimarães

OAB/PR no. 34.007-B