

**THE BYLAWS OF THE
“FUNDACIÓN CAMINANDO UTOPIÁS PARA LA INCLUSIÓN
DIGITAL Y LABORAL”
(*The Caminando Utopias Foundation for Digital and Labor
Inclusion*)**

ARTICLE ONE: In the city of Buenos Aires, on August 20, 2010 a foundation is set up under the denomination “The *Caminando Utopias* Foundation for Digital and Labor Inclusion”, domiciled and headquartered in the City of Buenos Aires. The duration of the Foundation shall be 99 years counted from the date of registration of the entity.

ARTICLE TWO: The purpose of the “*Caminando Utopias Foundation for Digital and Labor Inclusion*” is to coordinate and organize the rendering of works, tele-services, services, training and teletraining sessions, research work, and works on education, outreach, advocacy, events and any potential activity involving digital and labor inclusion through the use of Information Technology and Communications (ICT) in whole or in part, in order to encourage job / employment generation and facilitate partnership between people for this purpose. To fulfill this purpose the entity may carry out different activities, scientific research, technical, social, cultural and political conferences, seminars, courses, lectures and any training activity or broadcastings by any media, either personally or through of telematics in whole or in part, and to publish and disseminate the work done with the use of these technologies, in addition to carrying out activities for the development of labor and the inclusion of telework, as well as activities to raise awareness on corporate social responsibility, and advisory activities. The purpose of the entity also involves works related to rehabilitation and support seeking the digital inclusion and employment of vulnerable groups (people with disabilities, veterans, HIV patients, former prisoners, etc), and to promote the liaison those seeking for a job and also to develop and provide means for the dissemination of labor offer, advising all kinds of organizations and institutions that wish to implement programs aimed at social inclusion and employment and who wish to develop telecommuting programs and activities.

ARTICLE THREE: The entity will have full legal capacity to be granted rights and obligations, and may enter into agreements, covenants and protocols with international, national, provincial and local public and private agencies, and is also entitled celebrate all kinds of acts and contracts that according to the authorities directly or indirectly refer to the foundation and with the limitations and restrictions specified in this Statute.-

ARTICLE FOUR: The initial capital of the Foundation amounts to the sum of Twelve Thousand Argentine Pesos (\$.12.000) provided by the founding partner in cash. The initial capital may accrue in the future with the goods received as grants, inheritances, bequests and donations which may be accepted only if the conditions imposed are consistent with the objectives and interests of the foundation, as well as income and interest property, with the contributions of all

those who wish to cooperate with the objectives of the foundation, as well as with the proceeds from seminars, training activities and training courses on telework, including the organization of events, conferences, advertising, advertising on web sites, labor intermediation activities and others that are in accordance with the purposes of the Foundation, as well as any other lawful source of income or resources according to the altruistic nature of the entity to be perfectly customized with indication of source.

ARTICLE FIVE: The benefactors (donors) of the Foundation will be those who according to their merits or moral or financial support are considered as such by the Board of Directors. Adherents will be those applying to participate to support the Foundation, and who, after acceptance by the Board of Directors, are able to assist with regular contributions.

ARTICLE SIXTH: The Foundation will be directed, managed and represented by a Board consisting of minimum three (3) and maximum six (6) members that will last two years in office, namely: President, Vice President, Secretary, Assistant Secretary, Treasurer and Deputy Treasurer. The founding member is entitled to determine the number of Directors and their appointment. The founding member also reserves for life the right to be the Chairman of the Board of Directors and to elect their members, unless it is clearly demonstrated that is unable to do so. In this case her duties will be in charge of the governing body. The directors may be reelected indefinitely and shall not receive any remuneration.

ARTICLE SEVENTH: The duties and powers of Board of Directors are as follows: a) implementing and enforcing this statute, performing in general all the duties referring to the management, administration and representation of the Foundation. The Board is also empowered to resolve the cases not covered by this statute and to interpret it if necessary, b) to buy, sell, exchange, lease, charge or transfer real estate, furniture, livestock, securities values, actions or rights of any nature necessary or desirable in order to carry out the purposes of the Foundation requiring in the case of sale, exchange, transfer or encumbrance of real property the decision of three-fourths (3 / 4) of the members of the Board, c) to approve the annual work plan as proposed, d) to exercise through President or her deputy president, or through any of its members appointed for this purpose, the representation of the Foundation in all cases, whether judicial, judicial, administrative, e) to establish the necessary internal regulations to carry out the purposes of the Foundation, f) to appoint subsidiary commissions, agencies or councils requiring compliance with the goals of the Foundation, as well as to appoint its members and assign their roles; g) to appoint, suspend and replace the staff of the Foundation, determining their duties and salaries, h) to grant and revoke special powers in general, i) to open bank accounts, to borrow money from public or private banks, investment funds and also to arrange payment of expenses, j) To issue, on August 31st of each year, i.e. the closing date of the financial year, the report, inventory, balance sheet and statement of expenses and resources of the Foundation, k) to appoint technical personnel for the better accomplishment of the purposes of the Foundation, l) To enter into leases, rural leases and partnerships, m) To establish, if appropriate, an executive committee

empowered to solve the ordinary administration businesses, n) to amend the statutes, except the provisions referring to the aims and objectives of the Foundation. These provisions can only be modified by order of the founding members and when their implementation proves impossible. The above list is illustrative and not exclusive because the Board may enter into all necessary legal actions to obtain the most effective results according to the purposes of the Foundation and the efficient management of the capital invested, including the provisions of Articles 782 and 1881 of the Civil Code and any other law or regulation.

ARTICLE EIGHTH: The Board of Directors shall meet at least once a month. If the circumstances so require, the President by herself or upon request of two members of the Board, and within ten (10) days of receiving the request, shall convene a special extraordinary session of the Board. In addition, once a year within the hundred twenty (120) days of the closing date of the exercise, the Board shall hold an Assembly in order to consider the report, the balance sheet and the expense accounts and resources. Copies of the documents to be considered in the act, as well as the respective agenda shall also be submitted. The calls for extraordinary sessions shall be done by normal post addressed to the addresses given for that purpose by the stakeholders not later than ten (10) days before the date of the meeting.

ARTICLE NINE: The quorum necessary for the Board meetings shall be half plus one of its members in charge of taking decisions by absolute majority of votes. To reconsider this resolution, the Board of Directors will need the vote of two-thirds of its members. The resolutions of the Board shall be recorded in the book of Acts to be kept for that purpose (Article 15 of Law 19.836/72).

ARTICLE TENTH: The duties of the President, or of the Vice President in the absence, vacancy or incapacity of the President, are as follows: 1) to represent the Foundation, under the terms of Article II of these Statutes, 2) to validly bind the Foundation, including books checks on bank accounts and joint signature of the Treasurer and / or joint Secretary, with the signature of those who replace them according to the Statutes, 3) to convene meetings of the Board of Directors pursuant to Article Ninth of this statute and to preside over them, 4) To propose to the Board of Directors concrete initiatives according to the duties listed in Article Eight of this statute, 5) To take, together with the Secretary and Treasurer, the emergency measures that are required ad referendum of the Board of Directors, and also to communicate and convene the Board for further ratification, 6) To prepare, at the end of the financial year together with the Secretary and the Treasurer, the draft Report, Inventory, Balance Sheet and Income Statement to be communicated to the Agency of Legal Persons and to be submitted to the Board of Directors pursuant to Article Ninth of this Statute, 7) the additional duties recommended by the Rules of Procedure.

ARTICLE ELEVEN: the duties of the Secretary and of the Deputy Secretary in the absence of the former are as follows: 1) to take the minutes of the meetings of the Board of Directors which shall be included in the corresponding book, 2) to have the correspondence and other documentation signed by the President unless it corresponds to the Treasurer, 3) To notify the to the Board members

about the meetings of the Board of Directors as convened by the President in accordance with the provisions contained in Article Nine of this statute.

ARTICLE TWELVE: The duties of the Treasurer and of the deputy treasurer, in the absence of the former, are as follows: 1) to take, together with the Secretary the registry of Benefactors (donors) and supporters of the Foundation, 2) the bookkeeping and other accounting records, 3) to submit to the Board of Directors the accounting information as required, 4) To have the checks signed by the President, as well as the receipts and other documents to make payments as determined by the Board of Directors.

ARTICLE THIRTEEN: The dissolution of the Foundation will occur if for any reason the entity cannot fulfill its goals. The dissolution shall also be decided by the Governing Council by decision of three quarters of its members. In this case a Liquidation Committee shall be appointed, and after payment of debts, if any, the remainder will go to a Public Welfare entity, legally domiciled in the country and recognized by the Tax Authority, free from all encumbrances at the national, provincial, municipal levels and at the Autonomous City of Buenos Aires.

ARTICLE FOURTEEN: Amendments to these statutes shall require the affirmative vote of the majority (art. 29 of Law No. 19836/72) of the members of the Board, except in cases of amendment of the purposes, merger with other entities or dissolution, in which case the majority of 3 / 4 of members of the Board of Directors shall be required.

AUTHORIZATION

Doctor Alejandro Marcelo Brissolese, ID 16.037700, Registration T # 33 - F ° 686 of the CACF) and / or the founder are hereby authorized, to carry out all registration formalities regarding these statutes, including the withdrawal of documentations, views, proposing reforms and whatever is necessary to fulfill their duties.

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THE ENTITY WAS AUTHORIZED TO OPERATE as a legal person, according to decision Number 2002 issued on December 12, 2011, by the General Inspectorate of Justice of the Ministry of Justice and Human Rights of the Argentine Republic.