



Hunt Institute for Botanical Documentation
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Pittsburgh, PA 15213-3890
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About the Institute

The Hunt Institute for Botanical Documentation, a research division of Carnegie Mellon University, specializes in the history of botany and all aspects of plant science and serves the international scientific community through research and documentation. To this end, the Institute acquires and maintains authoritative collections of books, plant images, manuscripts, portraits and data files, and provides publications and other modes of information service. The Institute meets the reference needs of botanists, biologists, historians, conservationists, librarians, bibliographers and the public at large, especially those concerned with any aspect of the North American flora.

Hunt Institute was dedicated in 1961 as the Rachel McMasters Miller Hunt Botanical Library, an international center for bibliographical research and service in the interests of botany and horticulture, as well as a center for the study of all aspects of the history of the plant sciences. By 1971 the Library's activities had so diversified that the name was changed to Hunt Institute for Botanical Documentation. Growth in collections and research projects led to the establishment of four programmatic departments: Archives, Art, Bibliography and the Library.

R L & F SERVICE CORP.
ONE RODNEY SQUARE
P. O. BOX 551
WILMINGTON, DELAWARE 19899
TELEPHONE (302) 658-6541
TELECOPIER (302) 658-6548

May 13, 1985

Dr. J. Wayne Rietz
University of Florida Foundation
P. O. Box 14425
Gainesville, Florida 32604

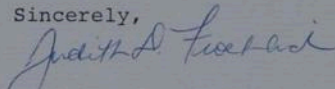
RE: Escuela Agricola Panamericana, Inc.

Dear Dr. Rietz:

Enclosed is the fully recorded restated Certificate of Incorporation which has now been filed with the Secretary of State of Delaware and the New Castle County Recorder of Deeds.

At this time, I think that all documents we have filed have now been fully recorded. Should you need any help in the future, please feel free to let me know.

Sincerely,



Judith D. Froehlich
Assistant Vice President

JDF:jev
Enclosure

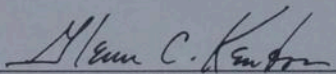
original



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF ESCUELA AGRICOLA PAN-AMERICANA, INC. FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1984, AT 9 O'CLOCK A.M.

! ! ! ! ! ! ! ! ! !


Glenn C. Kenton, Secretary of State

843280034

AUTHENTICATION: 10383364
DATE: 12/03/1984

FILED

9/Am

BOOK 195 PAGE 87

NOV 23 1984

Thomas C. Keaton
SECRETARY OF STATE

RESTATED CERTIFICATE OF INCORPORATION

OF

ESCUELA AGRICOLA PAN-AMERICANA, INC.
(A corporation without capital stock)

ESCUELA AGRICOLA PAN-AMERICANA, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is ESCUELA AGRICOLA PAN-AMERICANA, INC.

The date of filing of the original Certificate of Incorporation with the Secretary of State was December 3, 1941. An amendment of the original Certificate of Incorporation was filed with the Secretary of State on April 17, 1961.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation as heretofore amended (a) by eliminating from Article THIRD (relating to the purposes for which the corporation is formed) those provisions which are merely statements of powers enjoyed by all Delaware corporations and by redefining the geographical area to which the corporation is to devote its activities, (b) by adding, at the end of Article THIRD, a paragraph expressly limiting the exercise by this corporation of its powers to activities permissible to organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and Regulations thereunder, (c) by clarifying the language of Article FOURTH and adding thereto language specifically requiring that distributees of corporate property upon the dissolution of this corporation must be organizations exempted under Section 501(c)(3) of the Internal Revenue Code of 1954 and Regulations thereunder, (d) by modifying the provisions relating to membership in the corporation, (e) by eliminating the provision (former Article NINTH and now covered by statute) exempting the private property of members from liability for debts of the corporation and (f) by making, for the sake of clarity, certain editorial changes in, and amplifications of, language previously used in the Certificate of Incorporation.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

FIRST: The name of the corporation is ESCUELA AGRICOLA PAN-AMERICANA, INC.

SECOND: The registered office of the corporation in the State of Delaware shall be located at 10th floor, One Rodney Square, Tenth and King Streets in the City of Wilmington, Zip Code 19801, County of New

Castle. The registered agent in charge thereof at such address is RL&F Service Corp.

THIRD: The objects and purposes of the corporation are

(1) to promote the science of agriculture and advance the knowledge thereof in Western Hemisphere countries other than the United States of America and Canada by educational means; to establish and maintain in any or all such countries institutions of learning, agricultural or farm schools and colleges, experimental or training farms or plantations, agricultural field stations and other educational establishments or organizations for the accumulation of knowledge, dissemination of learning or instruction and training of students in agricultural and related subjects; to impart such knowledge, learning, instruction and training to any persons in any part of the world, whether attending such aforesaid establishments or otherwise, by personal tuition, correspondence, publication or other means whatsoever; to teach such other subjects and furnish such other courses of study both academic and technical as are usually advisable at agricultural schools or may be considered advisable or appropriate in connection with the study of agriculture; and to grant scholarships and to make its educational facilities available to such persons, with or without charge or compensation therefor, and upon such terms, as the Board of Trustees may deem expedient; and

(2) in furtherance of its purposes aforesaid, to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Notwithstanding any other provisions of this Certificate of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and Regulations thereunder as they now exist or as they may hereafter be amended (or under corresponding provisions of any future United States internal revenue law and regulations thereunder), or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations thereunder as they now exist or as they may hereafter be amended (or under corresponding provisions of any future United States internal revenue law and regulations thereunder).

FOURTH: The corporation shall not have any capital stock. It shall pay no dividends and no part of the net income of the corporation shall directly or indirectly be used for or diverted to purposes other than the charitable purposes for which the corporation was formed. No member, trustee, officer, employee or agent of the corporation shall, directly or indirectly, receive or be entitled to any pecuniary profit from the operations thereof beyond reasonable remuneration for services actually

rendered, or the fair market value of goods or other property actually furnished, to the corporation. Upon the termination of the existence of the corporation, by dissolution, or otherwise, the assets remaining after payment of its debts shall be distributed to such charitable organization or organizations as the members by majority vote may direct and which would then qualify for exemption under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1954 and Regulations thereunder as then in force (or under corresponding provisions of any future United States internal revenue law and regulations thereunder at the time in force).

FIFTH: Any natural person may be elected by a majority of the whole membership to be a member of the corporation at any annual meeting or at any special meeting called for the purpose, *inter alia*, of electing members. The number of members shall not be less than nine or such larger number as may be fixed by vote of the members at any annual meeting or at any special meeting of the members called for the purpose, *inter alia*, of electing members. Membership in the corporation shall be terminated automatically by death or failure to attend in person three consecutive annual meetings of the members held after December 31, 1984 (any meeting of the members held in lieu of and for the purposes of an annual meeting shall constitute an annual meeting for the purposes of this sentence). A member may resign at any time by notice to such effect directed to the corporation. Any such resignation shall take effect without necessity for its acceptance by the corporation.

SIXTH: The members of the corporation shall meet at least once a year, each such meeting being held at such place, at such time and upon such notice as the by-laws of the corporation may provide. The presence in person or by proxy at any meeting of a majority of the members shall constitute a quorum for the transaction of business and the action of a majority of the members present in person or represented by proxy at any meeting and constituting a quorum shall be deemed the action of the entire membership.

SEVENTH: The power to make, alter and repeal by-laws shall be in the members, but the members may, in the by-laws, confer that power upon the trustees.

EIGHTH: To the extent provided in the by-laws, the affairs of the corporation shall be governed by a board of trustees elected by the members, of such number (not less than three nor more than twenty-five), and with such powers, duties and tenure of office, as may be provided in the by-laws.

NINTH: The trustees may hold their meetings and have an office or offices within or without the State of Delaware. The books and records of the corporation may be kept (subject to legal requirements) outside

the State of Delaware at such place or places as may be from time to time designated by the members or by the board of trustees.

4. This Restated Certificate of Incorporation was declared advisable by the Board of Trustees of said corporation at a meeting duly called and held on September 7, 1984 and was duly adopted by vote of at least two-thirds of the members of the corporation at a meeting duly called and held on October 26, 1984, all in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware and of the Certificate of Incorporation (as heretofore amended) and By-Laws of the corporation.

IN WITNESS WHEREOF, said ESCUELA AGRICOLA PAN-AMERICANA, INC., has caused this Restated Certificate of Incorporation to be signed by John G. Smith, the Chairman of its Board of Trustees and its corporate seal to be affixed hereto and attested by J. Wayne Reitz, its Secretary, each thereunto duly authorized, this 30th day of *October*, 1984.

ESCUELA AGRICOLA PAN-AMERICANA, INC.

By *John G. Smith*
Chairman

ATTEST:

By *J. Wayne Reitz*
Secretary

-5-

STATE OF FLORIDA)
) ss.:
 COUNTY)

I, the undersigned, a Notary Public duly authorized to take acknowledgements in and for said State and County, do hereby certify that John G. Smith, to me well known and known to me to be one of the individuals described in and who executed the foregoing instrument, personally appeared before me this day, and did declare that he is the Chairman of the Board of Trustees of Escuela Agricola Pan-Americana, Inc., the corporation referred to in said instrument, and he did acknowledge to and before me that he executed said instrument on the behalf of the corporation pursuant to authority conferred upon him by the members of said corporation and that said instrument is his free act and deed and the free act and deed of said corporation and that the facts stated in said instrument are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at *Gainesville* in said State and County this *30* day of *October*, 1984.

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES NOV 2, 1986
BONDED THRU GENERAL INSURANCE UND.

Peggy Sue Smith
Notary Public

STATE OF FLORIDA)
ALACHUA COUNTY) ss.:

I, the undersigned, a Notary Public duly authorized to take acknowledgements in and for said State and County, do hereby certify that J. Wayne Reitz, to me well known and known to me to be one of the individuals described in and who executed the foregoing instrument, personally appeared before me this day, and did declare that he is the Secretary of the Board of Trustees of Escuela Agricola Pan-Americana, Inc., the corporation referred to in said instrument, and he did acknowledge to and before me that he executed said instrument on the behalf of the corporation pursuant to authority conferred upon him by the members of said corporation and that said instrument is his free act and deed and the free act and deed of said corporation and that the facts stated in said instrument are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at *Gainesville* in said State and County this *30* day of *October*, 1984.

Gladys E. Colton
Notary Public

Notary Public, State of Florida
My Commission Expires Oct. 16, 1988
Bonded Thru Troy Feltz - Insurance, Inc.

RECEIVED FOR RECORD
DEC 14 1984

RESTATED CERTIFICATE OF INCORPORATION

OF

ESCUELA AGRICOLA PAN-AMERICANA, INC.
(A corporation without capital stock)

ESCUELA AGRICOLA PAN-AMERICANA, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is ESCUELA AGRICOLA PAN-AMERICANA, INC.

The date of filing of the original Certificate of Incorporation with the Secretary of State was December 3, 1941.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the corporation (a) by eliminating from Article THIRD (relating to the purposes for which the corporation is formed) those provisions which are merely statements of powers enjoyed by all Delaware corporations and by redefining the geographical area to which the corporation is to devote its activities, (b) by adding, at the end of Article THIRD, a paragraph expressly limiting the exercise by this corporation of its powers to activities permissible to organizations exempt under

Section 501(c)(3) of the Internal Revenue Code of 1954 and Regulations thereunder, (c) by clarifying the language of Article FOURTH and adding thereto language specifically requiring that distributees of corporate property upon the dissolution of this corporation must be organizations exempted under Section 501(c)(3) of the Internal Revenue Code of 1954 and Regulations thereunder, (d) by rearranging and amplifying the provisions relating to membership in the corporation, (e) by eliminating the provision (former Article EIGHTH) limiting the duration of the corporation to 99 years, (f) by eliminating the provision (former Article NINTH and now covered by statute) exempting the private property of members from liability for debts of the corporation by adding a new provision (Article TENTH) permitting corporate action to be taken with consent in writing at two-thirds of the membership in lieu of a meeting and vote of the members and (h) by making, for the sake of clarity, certain minor editorial changes in, and amplifications of, language previously used in the Certificate of Incorporation.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

FIRST: The name of the corporation is
ESCUOLA AGRICOLA PAN-AMERICANA, INC.

SECOND: The registered office of the corporation in the State of Delaware shall be located at No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The registered agent in charge thereof at such address is THE CORPORATION TRUST COMPANY.

THIRD: The objects and purposes of the corporation are

(1) to promote the science of agriculture and advance the knowledge thereof in Western Hemisphere countries other than the United States of America and Canada by educational means; to establish and maintain in any or all such countries institutions of learning, agricultural or farm schools and colleges, experimental or training farms or plantations, agricultural field stations and other educational establishments or organizations for the accumulation of knowledge, dissemination of learning or instruction and training of students in agricultural and related subjects; to impart such knowledge, learning, instruction and training to any persons in any part of the world, whether attending such aforesaid establishments or otherwise, by personal tuition, correspondence, publication or other means whatsoever; to teach such other subjects and furnish such other courses of study, both academic and technical, as are usually advisable at agricultural schools or may be considered advisable or appropriate in connection with the study of agriculture; and to grant scholarships and to make its educational facilities available to such persons, with or without charge or compensation therefor, and upon such terms, as the Board of Trustees may deem expedient; and

(2) in furtherance of its purposes aforesaid, to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and Regulations thereunder as they now exist or as they may hereafter be amended (or under corresponding provisions of any future United States Internal Revenue law and regulations thereunder), or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations thereunder as they now exist or as they may hereafter be amended (or under corresponding provisions of any future United States Internal Revenue law and regulations thereunder).

FOURTH: The corporation shall not have any capital stock. The corporation shall pay no dividends to the members and no part of the net income of the corporation shall directly or indirectly be used for or diverted to purposes other than the charitable purposes for which the corporation was formed. No member, trustee, officer, employee or agent of the corporation shall, directly or indirectly, receive or be entitled to any pecuniary profit from the operations thereof beyond reasonable compensation for services actually rendered, or the fair market value of goods or other property actually furnished, to the corporation. Upon the termination of the existence of the corporation, by dissolution, or otherwise, the assets remaining after payment of its debts shall be distributed to such charitable organization or organizations as the members by majority vote may direct and which would then qualify for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and Regulations thereunder as then in force (or under corresponding provisions of any future United States Internal Revenue law and regulations thereunder at the time in force).

FIFTH: Any individual or other legal person may be elected a member of the corporation by two-thirds vote of the members.

present in person or represented by proxy and constituting a quorum at any annual or special meeting of the members. The number of members shall not be less than nine or such larger number as may be fixed by the votes of at least two-thirds of the members present in person or represented by proxy and constituting a quorum at any annual meeting or at any special meeting called for the purpose of electing members. Each member's term of office shall be for the period from the date of his election until the next annual meeting of the corporation and until his successor is elected (or for such longer period as may be fixed by two-thirds vote of the members at the meeting at which such election takes place). Members shall be eligible for re-election at any annual meeting or at any special meeting called for the purpose of electing members. Membership in the corporation shall be terminated automatically by death or legal incapacity of any individual member or by the dissolution or termination of existence of any other member. A member may resign at any time by notice to such effect directed to the corporation. Any member may be removed from membership by the votes of at least two-thirds of the other members present in person or represented by proxy and constituting a quorum at any annual meeting or at any special meeting called for the purpose, for conduct deemed prejudicial to the corporation, but only after opportunity has been afforded to such member for a hearing at the meeting at which such vote is taken. Vacancies occurring in the membership of the corporation shall be filled by the votes of at least two-thirds of the remaining members, so that the number of members shall not be less than nine.

SIXTH: The members of the corporation shall meet at least once a year, at such time or times and at such place or places and upon such notice as the by-laws of the corporation may provide or as the members may otherwise determine. The presence in person or by proxy at any meeting of a majority of the membership shall constitute a quorum for the transaction of business, and, except as in this Certificate of Incorporation otherwise provided, the action of a majority of the members present in person or represented by proxy at any meeting and constituting a quorum shall be deemed the action of the entire membership although no prior notice has been given of such meeting.

SEVENTH: The members of the corporation shall at their first meeting adopt the by-laws of the corporation. The power to make, alter and repeal by-laws shall be in the members, but the members may, in the by-laws, confer that power upon the trustees.

EIGHTH: To the extent provided in the by-laws, the affairs of the corporation shall be managed by a board of trustees elected by the members, of such number (not less than three), and with such powers, duties and tenure of office, as may be provided in the by-laws. The election of trustees need not be by ballot.

NINTH: Both members and trustees may hold their meetings and have one or more offices within or without the State of Delaware. The books and records of the corporation may be kept (subject to the provisions of the statute) outside the State of Delaware at such place or places as may be from time to time designated by the members or by the board of trustees.

TENTH: Whenever any vote of the members at a meeting of the corporation is required or permitted for or in connection with any corporate action by statute or this Certificate of Incorporation, the meeting and vote of the members may be dispensed with if at least two-thirds of the entire membership shall consent in writing to the taking of such corporate action.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute; provided, further, that the conditions and terms of membership as contained in Article FIFTH hereof shall not be amended, changed or repealed, except with the approval of at least two-thirds of the entire membership.

4. This Restated Certificate of Incorporation was duly adopted by the Board of Trustees of said corporation on December 7, 1974, in accordance with the applicable

provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware and of the Certificate of Incorporation and By-Laws of the Corporation.

IN WITNESS WHEREOF, said ESCUELA AGRICOLA PAN-AMERICANA, INC., has caused this Restated Certificate of Incorporation to be signed by Hugh L. Popenoe, ~~XXX~~ the Chairman of its Board of Trustee and its corporate seal to be affixed hereto and attested by John W. Weeks, its Secretary, each thereunto duly authorized, this 15th day of December, 1975.

ESCUELA AGRICOLA PAN-AMERICANA, INC.

By Hugh L. Popenoe
Chairman

ATTEST:

By John W. Weeks
Secretary

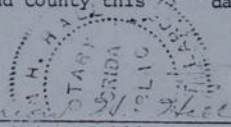


STATE OF FLORIDA) ss.:
COUNTY OF ALACHUA)

I, the undersigned, a Notary Public duly authorized to take acknowledgements in and for said State and County, do hereby certify that Hugh L. Popenoe, ~~for~~, to me well known and known to me to be one of the individuals described in and who executed the foregoing instrument, personally appeared before me this day, and did declare that he is the Chairman of the Board of Trustees of Escuela Agricola Pan-Americana, Inc., the corporation referred to in said instrument, and he did acknowledge to and before me that he executed said instrument on the behalf of said corporation pursuant to authority conferred upon him by the Trustees of said corporation and that said instrument is his free act and deed and the free act and deed of said corporation and that the facts stated in said instrument are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Gainesville in said State and County this 15th day of December 1975.

Marion H. Hall
Notary Public



Notary Public, State of Florida at Large
My Commission Expires Dec. 27, 1975



State of DELAWARE



Office of SECRETARY OF STATE

I, Robert H. Reed, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Restated Certificate of Incorporation of the "ESCUELA AGRICOLA PAN-AMERICANA, INC.", as received and filed in this office the thirty-first day of December, A.D. 1975, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* thirty-first *day*
of December *in the year of our Lord*
one thousand nine hundred and seventy-five.



Robert H. Reed

Robert H. Reed

Secretary of State

Grover A. Biddle

Grover A. Biddle Assistant Secretary of State

M E M O R A N D U M

To: Messrs. Popenoe and Weeks
From: A. S. Ashley December 10, 1975
Re: Escuela Agricola Pan-Americana, Inc.
Restated Certificate of Incorporation

Attached are three copies of a Restated Certificate of Incorporation modified so that it can be filed on the strength of the vote taken at the meeting of the Trustees held on December 7, 1974.

I suggest the following procedures: The Secretary should sign and impress the corporate seal in the appropriate places on page 7 of two copies of the Certificate. Omit all dates. These two copies should be forwarded to the Chairman who should sign each one on page 7, filling in the blanks for the date in the paragraph above the name of the School and have his acknowledgment taken by a Notary Public. The Notary's certificate is set out on page 7.

The two copies of the executed and notarized Certificate should be returned to me. I will have one copy filed with the Secretary of State of Delaware and will deliver the other to the Secretary who should retain it as part of the corporate records.

The additional blank copy of the Certificate, which should not be signed by anyone, is to be retained by the Secretary as part of the record of the meeting of the Trustees held on December 7, 1974, in substitution for the form of Certificate which was previously in circulation.

The only substantive change between the new form of the Certificate and the earlier form is the addition of Article TENTH on page 6 which enables the members of the corporation to act by written consent of two-thirds of the whole membership. This flexibility could conceivably be useful at some time.

In view of the amount of time that has elapsed since the Certificate was approved by the Trustees, it would be a good thing if we could get a copy signed and filed in Delaware in the near future.

/rw
Enclosures

A.S.A.
[Signature]

BINGHAM, DANA & GOULD

100 FEDERAL STREET
BOSTON, MASSACHUSETTS 02110

EUROPEAN OFFICE:

5, CHEAPSIDE
LONDON EC2V 8AA
TELEPHONE: (0) 236-2182
TELEX: 888179
CABLE ADDRESS: "BLODGHAM LDN"

TELEPHONE: (617) 357-9300
TELEX: 710-321-0169
CABLE ADDRESS: "BLODGHAM"

January 8, 1976

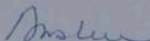
John W. Weeks, Secretary-Treasurer
Escuela Agricola Pan-Americana, Inc.
Museum of Science
Science Park
Boston, Massachusetts 02114

Dear John:

Enclosed for your records is a copy of the Re-stated Certificate of Incorporation indicating that it has been filed and indexed by the Secretary of State of Delaware.

Also enclosed is a statement of our out-of-pocket expenses in connection with such filing and indexing.

Sincerely,



Austin S. Ashley

ASA/rw
Enclosures



J
State of Delaware

V 28518

OFFICE OF
SECRETARY OF STATE
DOVER, DELAWARE 19901

January 2, 1976

BINGHAM, DANA & GOULD
100 FEDERAL STREET
BOSTON, MASSACHUSETTS
02110

ATTN: AUSTIN S. ASHLEY

DESCRIPTION	AMOUNT
ESCUELA AGRICOLA PAN-AMERICANA, INC. 3818-4	
STATE TAX - CERTIFICATE OF RESTATED INCORPORATION	\$10.00
RECEIVING, FILING & INDEXING	25.00
CERTIFICATION - ONE COPY (WE PREP.)	14.50
	<hr/> \$49.50
12/31/75	
<i>OFFICE EXPENSE</i> <i>MS</i>	CHECK AMT. <hr/> 10.00
	BALANCE DUE <hr/> \$39.50

PLEASE RETURN THIS COPY
WITH YOUR REMITTANCE

ESCUELA AGRICOLA PAN-AMERICANA, INC.

B, D & G

DRAFT ONLY

CONSENT OF TRUSTEES

Dated

1974 &
FINAL

asa 11/3/74

We, the undersigned, being all of the Trustees of ESCUELA AGRICOLA PAN-AMERICANA, INC., a corporation of the State of Delaware, do hereby consent to the adoption of a Restated Certificate of Incorporation of the corporation in words and figures substantially as set forth in Annex A attached to this instrument and made a part hereof, and we do hereby authorize and direct the Chairman and the Secretary, as such officers and as the duly authorized agents of the corporation, to affix the corporate seal to and sign a Restated Certificate of Incorporation as set forth in said Annex A and to acknowledge the signature thereof and to file the same, and a duplicate copy thereof, with the Secretary of State of Delaware and to pay all taxes and fees authorized by law to be collected in connection with such filing.

Austin S. Ashley

John M. Fox

Hugh L. Popenoe, ~~III~~

Albert Brick

George P. Gardner, Jr.

Roberto Ramirez

Thomas D. Cabot

Robert M. Heurtematte

J. Wayne Reitz

Catherine Coolidge

John R. Kimberly

Lewis M. Roberts

Ernesto Cruz

Simon E. Malo

Leonel Robles

Francisco de Sola

Jorge Mejia

Frederic Rosengarten, Jr.

Arturo C. Falla

Adolfo S. Midence

Charles L. Stillman

Mario Nufio G.

John W. Weeks

M E M O R A N D U M

To: John W. Weeks,
Secretary-Treasurer

From: A. S. Ashley, Esq. November 3, 1974

Re: Escuela Agricola
Pan-Americana, Inc.

I am on my way to Brazil and since it is unlikely I shall be able to attend the meeting of the EAP Executive Committee, I am sending you several newly-revised versions of the restated Certificate of Incorporation. You'll recall this was left hanging fire some time ago.

One principal new revision since the group last considered the restated Certificate is to broaden the language relating to the geographical area from which students can be drawn. The changes are not matters of substance except for the one noted above. Whether you want to hand these out at the meeting or not I leave to your discretion.

At some time, the revised form of the Certificate should get the blessings of the Board and after that has been done, it can be circulated for signature by all the Trustees. Maybe it could be considered by the Board in December.

ASA.

A.S.A.

/rw
Enclosures

By Hand

BINGHAM, DANA & GOULD
100 FEDERAL STREET
BOSTON, MASSACHUSETTS 02110

AREA CODE 617 387-9300

CABLE ADDRESS "BLOGGHAM"

TWX No. 710 3210169

April 18, 1972

Mr. John W. Weeks, Secretary-Treasurer
Escuela Agricola Panamerican, Inc.
Museum of Science
Science Park
Boston, Massachusetts 02114

Dear John:

This is in response to our telephone conversation
of this morning.

I think that Article V of the By-laws as it is presently
worded is broad enough to permit the Trustees to appoint
a Chairman of the Board of Trustees if they choose to do
so.

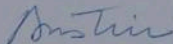
If desired, the members of the corporation could pass
resolutions at the annual meeting amending the By-laws
by restating Article V so as to mention specifically the
possibility of there being a Chairman, and by adding a
new Article deferring this authority. Suggested forms
of such resolutions are set forth in Exhibit A enclosed.

Also enclosed is a tentative draft restatement of
the Articles of Incorporation intended to simplify them
on the one hand and to reinforce the corporation's eligi-
bility for exemption under section 501 of the Internal
Revenue Code.

I am sending copies of this letter and enclosures
to George E. Putnam, Jr., Hugh Popenoe, George Gardner
and Catherine Coolidge. As I am working under an extremely
tight schedule, possibly you could send copies to the
other members of the Executive Committee if you think
that would be expedient.

Thanking you for your trouble, I am,

Sincerely,



Austin S. Ashley

ASA:mar
Enclosures

*Kimberly
at
Fox* ←

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

ESCUELA AGRICOLA PAN-AMERICANA, INC., a corporation without capital stock organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: That the Board of Trustees of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring it advisable that the Certificate of Incorporation of said corporation be amended to read as follows:

"CERTIFICATE OF INCORPORATION
OF
ESCUELA AGRICOLA PAN-AMERICANA, INC.

FIRST The name of the corporation is

ESCUELA AGRICOLA PAN-AMERICANA, INC.

SECOND Its principal office in the State of Delaware is located at No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name and address of its resident agent is THE CORPORATION TRUST COMPANY, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD The purposes for which the corporation are formed are:

To promote the science of agriculture and advance the knowledge thereof in the countries of Central and South America by educational means; to establish and maintain in any or all such countries institutions of learning, agricultural or farm schools and colleges, experimental or training farms or plantations, agricultural field stations and other educational establishments or organizations for the accumulation of knowledge, dissemination of learning or instruction and training of students in agricultural and related subjects; to impart such knowledge, learning, instruction or training to any persons in any parts of the world, whether attending such aforesaid establishments or otherwise, by personal tuition, correspondence, publication or other means whatsoever; to teach such other subjects and furnish such other courses of study, both academic and technical, as are usually available at agricultural schools or may be considered advisable or appropriate in connection with the study of agriculture; and to grant scholarships and to open its educational facilities to such persons, with or without charge or compensation therefor, and upon such terms, as it may see fit;

To acquire, construct, purchase, lease, possess, hold, own, control, operate, manage, maintain, equip, improve, repair, or otherwise use, in any part of the world, such buildings, schoolhouses, places of instruction, auditoria, dormitories, dining halls, libraries, laboratories, equipment, machinery, instruments, and other facilities whatsoever as may be necessary or appropriate to accomplish or further its ends;

To solicit, accept and receive by transfer, gift, subscription, bequest, legacy, devise, or otherwise, on any terms it may approve, lands, buildings, bonds, stocks, moneys, endorsements, annuities, and anything of value whatsoever for the purposes of the corporation;

To borrow or raise money for any of the purposes of the corporation, and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange,

warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness; and to secure the payment of any thereof and of the interest thereon by mortgage upon, or pledge, conveyance or assignment in trust of, the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired; and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

To sell, convey, demise, lease, mortgage, or otherwise encumber or dispose of, any property or assets of the corporation; to invest and reinvest the proceeds of such property or any other moneys, howsoever received, as it may see fit; and to deal with and expend the income and principal of the corporation in such manner as in the judgment of its trustees will best promote its objects;

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government or colony or dependency thereof;

To enter into any arrangements with any governments or authorities, supreme, municipal, local, or otherwise, that may seem conducive to the corporation's objects or any of them; and to obtain from any such government or authority any rights, licenses, privileges and concessions which the corporation may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, licenses, privileges and concessions;

To acquire and carry on all or any part of the business, rights and property, and to undertake any liabilities of, any person, firm, association, or company possessed of property suitable for any of the purposes of this corporation, or carrying on any business which this corporation is authorized to carry on, or which can be conveniently carried on in connection with the same or may seem to the corporation calculated directly or indirectly to benefit this corporation;

To allow or cause the legal estate and interest in any businesses or property acquired, established, or carried on by the corporation to remain, or to be vested or registered, in the name of, or to be carried on by, any individual or any foreign or other company or organization formed or to be formed, and either upon trust for, or as agents or nominees of, this corporation, or upon any other terms or conditions which the board of trustees may consider for the benefit of this corporation; and to manage the affairs, or take over and carry on the business, of any such company or organization, either by acquiring the whole or part of the shares of stock or bonds or debentures or other securities or franchises thereof or otherwise howsoever; and to exercise all or any of the powers of any such company or organization, or of holders of shares or stock or debentures or securities or franchises thereof; and to receive and appropriate to the purposes of the corporation the dividends and interest thereon;

To guarantee, invest and deal in, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, shares of the capital stock of, or any bonds, securities, contracts, mortgages, charges, obligations, or evidences of indebtedness created by, any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, or of any authority, supreme, municipal, local, or otherwise, or of persons whomsoever, whether corporate or unincorporate, whenever necessary or convenient in the business of the corporation or conducive to its advantage; and while the owner thereof to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon;

To have one or more offices, to carry on all or any of its operations and business in any part of the world, and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories, or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country;

In general, to carry on any other activities in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH The corporation shall not have any capital stock, being organized exclusively for educational purposes and not for pecuniary profit. It shall pay no dividends, and the net earnings shall not in whole or in part inure to the benefit of any individual or private interest, but shall be devoted exclusively to the purposes of the corporation. No member, officer or employee of the corporation shall receive or be entitled to any pecuniary profit from the operations thereof except a reasonable compensation for services actually rendered. Upon the termination of the existence of the corporation, by dissolution, by expiration of its charter, or otherwise, the assets remaining after payment of its debts shall be distributed to such charitable organization or organizations as the members may direct.

FIFTH The names and addresses of the founding members of the corporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Thomas Barbour <i>sepd.</i>	Harvard University, Cambridge, Massachusetts
✓ Thomas D. Cabot	77 Franklin Street, Boston, Massachusetts
T. J. Coolidge <i>sepd.</i>	1 Federal Street, Boston, Massachusetts
✓ V. C. Dunlap	La Lima, Honduras
✓ W. Latimer Gray	67 Milk Street, Boston, Massachusetts
✓ Wilson Popence	La Lima, Honduras
✓ Doris Stone	San Jose, Costa Rica
✓ W. E. Turnbull	La Lima, Honduras
S. Zemurray <i>sepd.</i>	1 Federal Street, Boston, Massachusetts

Vacancies occurring in the membership of the corporation shall be filled by the vote of two-thirds of the remaining members, so that the number of members shall not be less than nine. Any number of additional members may be added from time to time by the vote of two-thirds of the members. Membership shall be terminated by death or legal incapacity and by voluntary resignation, and any member may be expelled, but only for cause and after opportunity for hearing, by the affirmative vote of two-thirds of the other members. Nonattendance in person or by proxy at three consecutive annual meetings of the members shall be deemed sufficient cause for expulsion.

SIXTH The names and places of residence of the incorporators are as follows:

NAMERESIDENCE

T. Jefferson Coolidge
W. Latimer Gray
S. Zemurray

Brookline, Massachusetts
Waban, Massachusetts
New Orleans, Louisiana

SEVENTH Upon the incorporators becoming a body corporate de jure, all rights, powers and privileges and all obligations, duties and liabilities vested in and imposed upon them by law shall be and become forthwith and thenceforth vested in and imposed upon the entire board of founding members as their legal successors and assigns, with the same force and effect as if all the founding members had personally signed the certificate of incorporation.

EIGHTH The corporation shall exist for ninety-nine years from the date it becomes a body corporate in accordance with the provisions of Section 7 of the General Corporation Law of the State of Delaware.

NINTH The private property of the members shall not be subject to the payment of corporate debts.

TENTH The members of the corporation shall meet at least once each year, at such times and places and upon such notice as the by-laws of the corporation may provide or as the members may otherwise determine. The presence in person or by proxy at any meeting of a majority of the membership shall constitute a quorum for the transaction of business, and, except as in this certificate of incorporation otherwise provided, the action of a majority of the members present in person or by proxy at any meeting and constituting a quorum shall be deemed the action of the entire membership although no prior notice has been given of such meeting.

ELEVENTH The members of the corporation shall at their first meeting adopt the by-laws of the corporation. The power to make, alter and repeal by-laws shall be in the members, but the members may, in the by-laws, confer that power upon the trustees.

TWELFTH To the extent provided in the by-laws, the affairs of the corporation shall be managed by a board of trustees elected by the members, of such number (not less than three), and with such powers, duties and tenure of office, as may be provided in the by-laws. The election of trustees need not be by ballot.

THIRTEENTH Both members and trustees may hold their meetings and have one or more offices within or without the State of Delaware. The books and records of the corporation may be kept (subject to the provisions of the statute) outside the State of Delaware at such places as may be from time to time designated by the members or by the board of trustees.

FOURTEENTH The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute; provided, however, that any such amendment, alteration, change or repeal shall be approved by a majority of the entire membership; and provided, further, that the conditions and terms of membership as contained in Article FIFTH hereof shall not be amended, altered, changed or repealed, except upon the approval of two-thirds of the entire membership.

WE, THE UNDERSIGNED, being each of the original incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General

Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 1st day of December, 1941.

T. Jefferson Coolidge (Seal)

W. Latimer Gray (Seal)

S. Zemurray (Seal)

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF SUFFOLK) SS.

BE IT REMEMBERED that on this 1st day of December, 1941, personally came before me, Laurence K. Hawkins, a Notary Public for the Commonwealth of Massachusetts, residing in the Town of Winchester, T. Jefferson Coolidge, W. Latimer Gray and S. Zemurray, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Laurence K. Hawkins
Notary Public

My commission expires September 15, 1944.

Laurence K. Hawkins, Notary Public
Commonwealth of Massachusetts, U.S.A.
My commission expires September 15, 1944."

SECOND: That written consent to the said amendment has been given by all of the members of such corporation, in accordance with the provisions of Section 228 of the General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said ESCUELA AGRICOLA PAN-AMERICANA, INC., has caused its corporate seal to be hereunto affixed and this certificate to be signed by Doris Stone, its President, and George E. Putnam, Jr., its Secretary, this 1st day of March, 1961.

ESCUELA AGRICOLA PAN-AMERICANA, INC.

By /s/ Doris Zemurray Stone
President

By _____
Secretary

STATE OF Massachusetts)
COUNTY OF Suffolk) SS.

BE IT REMEMBERED that on this 1st day of March, A.D. 1961, personally came before me Mary D. Carey, a Notary Public in and for the County and State aforesaid, Doris Stone, President of ESCUELA AGRICOLA PAN-AMERICANA, INC., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and she, the said Doris Stone as such President, duly executed said certificate before me and acknowledged the said certificate to be her act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Notary Public

Mary D. Carey, Notary Public
My commission expires October 17, 1964

MARY D. CAREY
NOTARY PUBLIC
FOR THE COMMONWEALTH OF MASSACHUSETTS, U.S.A.

State of Delaware



Office of Secretary of State

I, Elisha C. Dukes, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "ESCUELA AGRICOLA PAN-AMERICANA, INC.", as received and filed in this office the seventeenth day of April, A.D. 1961, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this _____ seventeenth _____ day of _____ April _____ in the year of our Lord one thousand nine hundred and _____ sixty-one.



Elisha C. Dukes
Secretary of State

Assistant Secretary of State

THE CORPORATION TRUST COMPANY



ASSOCIATED WITH C T CORPORATION SYSTEM

ALBANY	ATLANTA	BALTIMORE
BOSTON	BUFFALO	CHICAGO
CINCINNATI	CLEVELAND	DALLAS
DES MOINES	DETROIT	DOVER, DEL.
HOUSTON	JERSEY CITY	LOS ANGELES
MINNEAPOLIS	NEW YORK	PHILADELPHIA
PITTSBURGH	SAN FRANCISCO	SEATTLE
ST. LOUIS	WASHINGTON	WILMINGTON, DEL.

M.H.
M.H.

LAW DEPARTMENT
REC'D MAY 18 WILMINGTON 99.
 V. C. F. 100 WEST 10TH STREET
 L. K. H. OLAMPIA B. 7501
 W. M. S.
 P. J. U. May 17, 1961
 A. M.
 J. J. R.
 G. M. S.
 G. S. H.
 H. B. G.
 E. F. C.
 R. J. K.

FOR YOUR INFORMATION,
 PLEASE PREPARE ANSWER.
 NO ANSWER REQUIRED.

RE: ESCUELA AGRICOLA PAN-AMERICANA, INC.

Mr. Laurence K. Hawkins
 United Fruit Company
 One Federal Street
 Boston, Massachusetts

Dear Mr. Hawkins:

Enclosed, for the permanent records of the above named company, is the certified, recorded copy of its Certificate of Amendment, which has just been released by the Recorder of Deeds.

Very truly yours,

THE CORPORATION TRUST COMPANY

H. K. Webb
 H. K. Webb
 Assistant Secretary

ads
 Enc.

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

ESCUELA AGRICOLA PAN-AMERICANA, INC., a corporation without capital stock organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: That the Board of Trustees of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring it advisable that the Certificate of Incorporation of said corporation be amended to read as follows:

"CERTIFICATE OF INCORPORATION

OF

ESCUELA AGRICOLA PAN-AMERICANA, INC.

FIRST The name of the corporation is

ESCUELA AGRICOLA PAN-AMERICANA, INC.

SECOND Its principal office in the State of Delaware is located at No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name and address of its resident agent is THE CORPORATION TRUST COMPANY, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD The purposes for which the corporation are formed are:

To promote the science of agriculture and advance the knowledge thereof in the countries of Central and South America by educational means; to establish and maintain in any or all such countries institutions of learning, agricultural or farm schools and colleges, experimental or training farms or plantations, agricultural field stations and other educational establishments or organizations for the accumulation of knowledge, dissemination of learning or instruction and training of students in agricultural and related subjects; to impart such knowledge, learning, instruction or training to any persons in any parts of the world, whether attending such aforesaid establishments or otherwise, by personal tuition, correspondence, publication or other means whatsoever; to teach such other subjects and furnish such other courses of study, both academic and technical, as are usually available at agricultural schools or may be considered advisable or appropriate in connection with the study of agriculture; and to grant scholarships and to open its educational facilities to such persons, with or without charge

or compensation therefor, and upon such terms, as it may see fit;

To acquire, construct, purchase, lease, possess, hold, own, control, operate, manage, maintain, equip, improve, repair, or otherwise use, in any part of the world, such buildings, schoolhouses, places of instruction, auditoria, dormitories, dining halls, libraries, laboratories, equipment, machinery, instruments, and other facilities whatsoever as may be necessary or appropriate to accomplish or further its ends;

To solicit, accept and receive by transfer, gift, subscription, bequest, legacy, devise, or otherwise, on any terms it may approve, lands, buildings, bonds, stocks, moneys, endorsements, annuities, and anything of value whatsoever for the purposes of the corporation;

To borrow or raise money for any of the purposes of the corporation, and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness; and to secure the payment of any thereof and of the interest thereon by mortgage upon, or pledge, conveyance or assignment in trust of, the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired; and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

To sell, convey, demise, lease, mortgage, or otherwise encumber or dispose of, any property or assets of the corporation; to invest and reinvest the proceeds of such property or any other moneys, howsoever received, as it may see fit; and to deal with and expend the income and principal of the corporation in such manner as in the judgment of its trustees will best promote its objects;

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government or colony or dependency thereof;

To enter into any arrangements with any governments or authorities, supreme, municipal, local, or otherwise, that may seem conducive to the corporation's objects or any of them; and to obtain from any such government or authority any rights, licenses, privileges and concessions which the corporation may think it desirable to obtain; and to carry

out, exercise and comply with any such arrangements, rights, licenses, privileges and concessions;

To acquire and carry on all or any part of the business, rights and property, and to undertake any liabilities of, any person, firm, association, or company possessed of property suitable for any of the purposes of this corporation, or carrying on any business which this corporation is authorized to carry on, or which can be conveniently carried on in connection with the same or may seem to the corporation calculated directly or indirectly to benefit this corporation;

To allow or cause the legal estate and interest in any businesses or property acquired, established, or carried on by the corporation to remain, or to be vested or registered, in the name of, or to be carried on by, any individual or any foreign or other company or organization formed or to be formed, and either upon trust for, or as agents or nominees of, this corporation, or upon any other terms or conditions which the board of trustees may consider for the benefit of this corporation; and to manage the affairs, or take over and carry on the business, of any such company or organization, either by acquiring the whole or part of the shares or stock or bonds or debentures or other securities or franchises thereof or otherwise howsoever; and to exercise all or any of the powers of any such company or organization, or of holders of shares or stock or debentures or securities or franchises thereof; and to receive and appropriate to the purposes of the corporation the dividends and interest thereon;

To guarantee, invest and deal in, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, shares of the capital stock of, or any bonds, securities, contracts, mortgages, charges, obligations, or evidences of indebtedness created by, any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, or of any authority, supreme, municipal, local, or otherwise, or of persons whomsoever, whether corporate or unincorporate, whenever necessary or convenient in the business of the corporation or conducive to its advantage; and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

To have one or more offices, to carry on all or any of its operations and business in any part of the world, and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories, or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country;

In general, to carry on any other activities in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH The corporation shall not have any capital stock, being organized exclusively for educational purposes and not for pecuniary profit. It shall pay no dividends, and the net earnings shall not in whole or in part inure to the benefit of any individual or private interest, but shall be devoted exclusively to the purposes of the corporation. No member, officer or employee of the corporation shall receive or be entitled to any pecuniary profit from the operations thereof except a reasonable compensation for services actually rendered. Upon the termination of the existence of the corporation, by dissolution, by expiration of its charter, or otherwise, the assets remaining after payment of its debts shall be distributed to such charitable organization or organizations as the members may direct.

FIFTH The names and addresses of the founding members of the corporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Thomas Barbour	Harvard University, Cambridge, Massachusetts
Thomas D. Cabot	77 Franklin Street, Boston, Massachusetts
T. J. Coolidge	1 Federal Street, Boston, Massachusetts

V. C. Dunlap	La Lima, Honduras
W. Latimer Gray	67 Milk Street, Boston, Massachusetts
Wilson Popenoe	La Lima, Honduras
Doris Stone	San Jose, Costa Rica
W. E. Turnbull	La Lima, Honduras
S. Zemurray	1 Federal Street, Boston, Massachusetts

Vacancies occurring in the membership of the corporation shall be filled by the vote of two-thirds of the remaining members, so that the number of members shall not be less than nine. Any number of additional members may be added from time to time by the vote of two-thirds of the members. Membership shall be terminated by death or legal incapacity and by voluntary resignation, and any member may be expelled, but only for cause and after opportunity for hearing, by the affirmative vote of two-thirds of the other members. Nonattendance in person or by proxy at three consecutive annual meetings of the members shall be deemed sufficient cause for expulsion.

SIXTH The names and places of residence of the incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
T. Jefferson Coolidge	Brookline, Massachusetts
W. Latimer Gray	Waban, Massachusetts
S. Zemurray	New Orleans, Louisiana

SEVENTH Upon the incorporators becoming a body corporate de jure, all rights, powers and privileges and all obligations, duties and liabilities vested in and imposed upon them by law shall be and become forthwith and thenceforth vested in and imposed upon the entire board of founding members as their legal successors and assigns, with the same force and effect as if all the founding members had personally signed the certificate of incorporation.

EIGHTH The corporation shall exist for ninety-nine years from the date it becomes a body corporate in accordance with the provisions of Section 7 of the General Corporation Law of the State of Delaware.

NINTH The private property of the members shall not be subject to the payment of corporate debts.

TENTH The members of the corporation shall meet at least once each year, at such times and places and upon such notice as the by-laws of the corporation may provide or as the members may otherwise determine. The presence in person or by proxy at any meeting of a majority

of the membership shall constitute a quorum for the transaction of business, and, except as in this certificate of incorporation otherwise provided, the action of a majority of the members present in person or by proxy at any meeting and constituting a quorum shall be deemed the action of the entire membership although no prior notice has been given of such meeting.

ELEVENTH The members of the corporation shall at their first meeting adopt the by-laws of the corporation. The power to make, alter and repeal by-laws shall be in the members, but the members may, in the by-laws, confer that power upon the trustees.

TWELFTH To the extent provided in the by-laws, the affairs of the corporation shall be managed by a board of trustees elected by the members, of such number (not less than three), and with such powers, duties and tenure of office, as may be provided in the by-laws. The election of trustees need not be by ballot.

THIRTEENTH Both members and trustees may hold their meetings and have one or more offices within or without the State of Delaware. The books and records of the corporation may be kept (subject to the provisions of the statute) outside the State of Delaware at such places as may be from time to time designated by the members or by the board of trustees.

FOURTEENTH The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute; provided, however, that any such amendment, alteration, change or repeal shall be approved by a majority of the entire membership; and provided, further, that the conditions and terms of membership as contained in Article FIFTH hereof shall not be amended, altered, changed or repealed, except upon the approval of two-thirds of the entire membership.

WE, THE UNDERSIGNED, being each of the original incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true,

and accordingly have hereunto set our hands and seals this 1st day of December, 1941.

T. Jefferson Coolidge (Seal)

W. Latimer Gray (Seal)

S. Zemurray (Seal)

COMMONWEALTH OF MASSACHUSETTS)
) SS.
 COUNTY OF SUFFOLK)

BE IT REMEMBERED that on this 1st day of December, 1941, personally came before me, Laurence K. Hawkins, a Notary Public for the Commonwealth of Massachusetts, residing in the Town of Winchester, T. Jefferson Coolidge, W. Latimer Gray and S. Zemurray, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Laurence K. Hawkins
 Notary Public

My commission expires September 15, 1944.

Laurence K. Hawkins, Notary Public
 Commonwealth of Massachusetts, U.S.A.
 My commission expires September 15, 1944."

SECOND: That written consent to the said amendment has been given by all of the members of such corporation, in accordance with the provisions of Section 228 of the General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said ESCUELA AGRICOLA PAN-AMERICANA, INC. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Doris Stone, its President, and George E. Putnam, Jr., its Secretary, this 1st day of March, 1961.

ESCUELA AGRICOLA PAN-AMERICANA, INC.

By Doris Zemurray Stone
 President

By George E. Putnam, Jr.
 Secretary

STATE OF Massachusetts
 COUNTY OF Suffolk } SS.

BE IT REMEMBERED that on this 1st day of March, A.D. 1961, personally came before me Mary D. Carey, a Notary Public in and for the County and State aforesaid, Doris Stone, President of ESCUELA AGRICOLA PAN-AMERICANA, INC., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and she, the said Doris Stone as such President, duly executed said certificate before me and acknowledged the said certificate to be her act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Mary D. Carey
 Notary Public

Mary D. Carey
 NOTARY PUBLIC
 My commission expires October 17, 1964

(~~2002~~)

State of Delaware



Office of Secretary of State

I, *Elisha C. Dukes*, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "ESCUELA AGRICOLA PAN-AMERICANA, INC.", as received and filed in this office the seventeenth day of April, A.D. 1961, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this seventeenth day of April in the year of our Lord one thousand nine hundred and sixty-one.



Elisha C. Dukes

 Secretary of State

J. Kalpinski

 Asst. Secretary of State

FORM 120 REC'D FOR RECORD *Apr 17* 1961 JOSEPH A. BRADENHAW, RECORDER

UNITED FRUIT COMPANY

LAW DEPARTMENT, 30 ST. JAMES AVENUE

BOSTON 15, MASSACHUSETTS

VICTOR C. FOLSOM
GENERAL COUNSEL
LAURENCE K. HAWKINS
WILLIAM M. SUTHERLAND
PEDRO J. URBINA
ALBERT MAVERICK, III
JOHN J. RYAN, JR.
GEORGE M. SKELLY, JR.
GEORGE S. HOWARD
HANUN B. GARDNER
EDWARD F. COOLEY

TELEPHONE
HUBBARD 2-9700

28th March 1961

By Messenger

Mr. G. E. Putnam, Jr.
Secretary and Treasurer
Escuela Agricola Pan-Americana, Inc.
67 Milk Street
Boston, Massachusetts

Re: Escuela Agricola Pan-Americana, Inc.

Dear George:

Pursuant to our telephone conversations I am enclosing in duplicate extra copies of the signature pages covering the charter amendments and the adoption of the revised by-laws. You will note that I have obtained Dr. Dunlap's signature as a member on the two appropriate sheets. It will be in order for you to use either the original or carbon of each of these for obtaining the signatures of the other members. Please note that Mr. Cabot should sign as trustee also, three signatures being required of him.

The adoption of the new by-laws is stated in the unanimous consent thereto as being effective March 1, 1961. Since this is not filed with any governmental authorities, but is merely retained for the corporate records, I believe that you would be reasonably safe in treating the new by-laws as effective March 1st, thus avoiding any difficulty with the 60-day deadline. Technically, of course, this is not correct, but it seems unlikely that the point will ever be raised by any outside party.

Yours very truly,

Enclosures (6)

Laurence K. Hawkins

UNITED FRUIT COMPANY

LAW DEPARTMENT, 30 ST. JAMES AVENUE

BOSTON 16, MASSACHUSETTS

VICTOR C. FOLSOM
GENERAL COUNSEL
JAMES MCGOVERN
GENERAL ATTORNEY
LAURENCE K. HAWKINS
WILLIAM M. SUTHERLAND
PEDRO J. URBINA
ALBERT MAVERICK, III
JOHN J. RYAN, JR.
GEORGE M. SKELLY, JR.
GEORGE S. HOWARD

TELEPHONE
HUBBARD 2-9700

1st February 1961

DELIVER BY MESSENGER

Mr. George E. Putnam, Jr.
Secretary-Treasurer
Escuela Agricola Pan-Americana, Inc.
67 Milk Street
Boston, Massachusetts

Dear George:

Pursuant to our various conversations I am enclosing the following documents:

1. Original and three copies of the Certificate of Amendment of the Certificate of Incorporation. The original of this certificate must be signed by you and Doris Stone, acknowledged by her (on the last page) either before a notary public in the United States or before a United States consular officer outside the United States, and filed with the Secretary of State of the State of Delaware. I suggest that you have the filing handled by the Corporation Trust Company, the corporation's Registered Agent in Wilmington, and that you have them furnish you with a certified copy for your records.

You will note that the amended Certificate of Incorporation is set forth in full in the Certificate of Amendment. The changes which I have made in this consist of the incorporation of punctuation, the deletion of the authority to confer degrees (as we agreed), the substitution throughout of the word "trustees" for the word "directors", and the deletion of the requirement that the meetings of the members be held in Boston.

2. Original and four copies of the Resolution of the Board of Trustees declaring that the foregoing amendment of the Certificate of Incorporation is advisable. This calls for signature of the original by all of the trustees on page 7 (to evidence their consent to the adoption of the resolution) and by all of the members on page 8 (to evidence their consent to the amendment of the charter proposed in the resolution of the trustees).

3. Twenty mimeographed copies of the revised by-laws, marked "Revised 1961". My changes in these, in addition to punctuation, are the re-writing of Article III to permit a board of up to twenty-five

1st February 1961

trustees and the election of approximately one-third in rotation for three-year terms, a new Article VI to provide for the Board of Regents, a new provision in Article VII (new) to provide greater flexibility in the time and place for the annual meeting, a new provision at the end of Article VII (new) to provide that a majority of the members shall be necessary to constitute a quorum (there being no provision as to a quorum in the present by-laws), and a technical modification of the last by-law to conform to the new provisions of Article VII (new).

I feel that these by-law amendments are all proper and in order, subject to the reservation I expressed as to the provisions of Article VII (new) regarding the time and place for the annual meeting. The new by-law has no precedent in my experience, and its technical validity may be somewhat questionable. You and I agreed, however, that the flexibility of the new arrangement justifies taking this risk.

4. Original and one copy of a form to record the unanimous consent of the members to the rescission of the existing by-laws and the adoption of the new by-laws, both effective March 1, 1961.

In my opinion, if the enclosed documents are all signed and executed as provided therein, and the Certificate of Amendment duly filed, the desired changes in the charter and by-laws will become effective legally.

For purposes of comparison I am returning your copies of the Certificate of Incorporation and by-laws which you left with me. I think you will find that I have incorporated all the changes you indicated except as we subsequently otherwise agreed and except that I have not capitalized "members" or "board of trustees", as these terms are ordinarily used in corporate documents without capitalization.

Sincerely,

Lawrence K. Hawkins

Enclosures (33)

cc - Mr. F. Moore

THE CORPORATION TRUST COMPANY



ASSOCIATED WITH C T CORPORATION SYSTEM

ALBANY	ATLANTA	BALTIMORE
BOSTON	BUFFALO	CHICAGO
CINCINNATI	CLEVELAND	DALLAS
DENVER	DETROIT	DOVER, DEL.
BOSTON	JERSEY CITY	LOS ANGELES
MINNEAPOLIS	NEW YORK	PHILADELPHIA
PITTSBURGH	SAN FRANCISCO	SEATTLE
ST. LOUIS	WASHINGTON	WILMINGTON, DEL.

WILMINGTON 99,
100 WEST 10TH STREET
OLYMPIA 6. 7561

April 17, 1961

RE: ESCUELA AGRICOLA PAN-AMERICANA, INC.

George E. Putnam, Jr., Vice President
First National Bank
31 Milk Street
Boston, Massachusetts

Dear Mr. Putnam:

In accordance with instructions received through our Boston Office, the executed Certificate of Amendment for the above company was filed at 10 A.M. in the Office of the Secretary of State of Delaware; and a certified copy thereof was recorded in the Office of the Recorder of Deeds, New Castle County, today.

We enclose one copy of the Certificate of Amendment, certified by the Secretary of State of Delaware, together with one New Castle County Recorder's Certificate in evidence of recording.

Very truly yours,

THE CORPORATION TRUST COMPANY

Howard K. Webb
Assistant Secretary

cak
Enc.

State of Delaware
New Castle County

} ss.


I, Joseph A. Bradshaw, Recorder of
Deeds for New Castle County, Delaware, do hereby certify that Certified Copy of
Certificate of Amendment of Certificate of Incorporation of the
"ESCUELA AGRICOLA PAN-AMERICANA, INC.", as received and filed in the
office of Secretary of State the seventeenth day of April, A. D. 1961

was received for record in this office on April 17, 1961
and the same appears of record in the Recorder's Office for said County.

Witness my hand and Official Seal, this seventeenth day of

April

A. D. 1961

 Joseph A. Bradshaw

Recorder.

We, the undersigned members of ESCUELA AGRICOLA PAN-AMERICANA, INC., pursuant to Articles IX and XV of the By-laws of the corporation, do hereby approve the rescinding of the said By-laws in their entirety and the adoption of the new By-laws (marked "Revised 1961"), both effective March 1, 1961.

old, new
by laws

Gettine

WET

A. E. Turnbull

Wilson P. Reese

Wm. B. Paddock

DZS

Dois Zernway Stone

TDC

Thomas D. Cabot

JWR

J. Wayne Ritz

Y

Y. J. Chulop

JGH

J. H. Hanor

Old By-laws

BY-LAWS

of

ESCUELA AGRICOLA PAN-AMERICANA, INC.

ARTICLE I. Corporate Name and Seal

The name of this corporation shall be the ESCUELA AGRICOLA PAN-AMERICANA, INC. The seal of the corporation shall be circular in form with the words "ESCUELA AGRICOLA PAN-AMERICANA, INC." around the periphery and the words and figures "Incorporated 1941 Delaware" within .

ARTICLE II. Powers of Members

^{Members} ~~The members~~ ^{Corporation} ~~of the corporation~~ shall govern the corporation and determine its policies. They shall make, alter, amend and repeal the by-laws, shall elect the board of trustees, and shall direct and supervise the board of trustees in carrying out the purposes and policies of the company. Except as otherwise required by the certificate of incorporation, the members may delegate to the board of trustees any of their powers and authority to such extent and for such periods as they may see fit. Any action taken by the board of trustees and thereafter ratified by the members shall be deemed the act of the corporation for all purposes.

ARTICLE III. Election of Trustees and Tenure of Office

A board of not less than three nor more than ^{twenty-five} ~~eleven~~ trustees shall be elected ^{by the Members at their first meeting held under these By-Laws, one third more or less of the trustees so} ~~ed by the members at their first meeting, and thereafter at their annual meet-~~ ^{ing in each year. Trustees need not but may be Members. The trustees shall} ~~ed to serve for three years, one third more or less to serve for two years and~~ ^{on three more or less to serve for one year, each such term to run until the} ~~ing in each year. Trustees need not but may be Members. The trustees shall~~ ^{hold office for the term of one year and thereafter until their successors are} ~~hold office for the term of one year and thereafter until their successors are~~ ^{Annual Meeting of the Members occurring in its year of expiration. Hereafter, at} ~~Annual Meeting of the Members occurring in its year of expiration. Hereafter, at~~ ^{elect} ~~elect and qualified but subject to removal at any time at the pleasure of the~~ ^{Members.} ~~Members. Any trustee may resign by giving written notice to the board of trustees~~ ^{such expiring terms ~~as they see fit~~ and shall determine the size of} ~~such expiring terms as they see fit and shall determine the size of~~ ^{and upon acceptance of his resignation by the board his office shall be vacant} ~~and upon acceptance of his resignation by the board his office shall be vacant~~ ^{the board and the expiring date of each term, such determination however to} ~~the board and the expiring date of each term, such determination however to~~ ^{The continuing trustees may act notwithstanding any vacancy in the board. Vacan-} ~~The continuing trustees may act notwithstanding any vacancy in the board. Vacan-~~ ^{cies in the board shall be filled by the board of trustees and the person} ~~cies in the board shall be filled by the board of trustees and the person~~ ^{expire at the Annual Meeting of the Members each year. Trustees need} ~~expire at the Annual Meeting of the Members each year. Trustees need~~ ^{not, but may, be Members and are subject to removal} ~~not, but may, be Members and are subject to removal~~ ^{at any Annual or Special Meeting of the Members by majority vote of those} ~~at any Annual or Special Meeting of the Members by majority vote of those~~

Any trustee may resign by giving written notice to the Board of Trustees and, upon acceptance of his resignation by the Board, his term of office shall be vacant. The continuing trustees may act notwithstanding any vacancy in the Board. Vacancies in the Board shall be filled by the Board of Trustees and the persons chosen to fill any vacancy shall hold office for the unexpired balance of the term for which his predecessor was elected.

chosen to fill any vacancy shall hold office for the unexpired balance of the term for which his predecessor was elected

ARTICLE IV. Powers of Trustees

The Board of Trustees shall carry out the purposes and policies of the corporation as directed by the members and, subject at all times to the control of the members, shall conduct the affairs and manage the business and properties of the company in all respects. Except as otherwise provided by law or in the

certificate of incorporation or by-laws, the trustees shall exercise all the powers of the Corporation. The Trustees may establish an advisory board called the Board of Regents to provide advisory services and to perform such other functions of a non-executive character as is deemed appropriate.

ARTICLE V. Officers

The trustees shall elect a president, secretary and treasurer from their own number and such other officers and assistants as they may deem necessary including boards of regents and other officials of any schools or other educational institutions established by the corporation. Any two offices, but not more than two, may be held by the same person. Subject to the by-laws, all officers shall have such duties and powers, hold office for such terms, and receive such compensation for their services as the trustees may determine.

ARTICLE VI. Meetings of Members

Members may hold their meetings outside the State of Delaware.

The Annual Meeting of the Members of the Corporation shall be held ^{between April 1} on the 2nd Tuesday of May in each year at 10:30 o'clock in the forenoon at the office of the corporation at 80 Federal Street Boston, Massachusetts. ^{and April 30 each year, the exact date and place of such meeting to be determined by the} and it is less than sixty days notice of the Annual Meeting shall be given to all Members.

Special meetings of the Members may be called at any time at the request of any Member or at the request of the Board of Trustees.

At each meeting, the Members shall appoint from their number a temporary chairman.

The secretary of the corporation shall act as the secretary of the Members.

for the purpose of keeping records, giving notice of meetings, sending out and filing proxies, and handling correspondence.

Notice of all meetings of Members stating the time and place of the meeting and the nature of the business which it is proposed to transact shall be given by the secretary of the corporation to each Member at least ten days before the day fixed for the meeting.

A vote of a Member given in accordance with a proxy shall be regarded as valid so far as the corporation is concerned notwithstanding the previous death of the member or revocation of the proxy, unless reliable information of the death or revocation shall have been previously received by the corporation. No proxy shall be voted on after three years from its date, unless said proxy provides for a longer period.

ARTICLE VII. Meetings of Trustees

The Board of Trustees may hold its meetings outside the State of Delaware.

Regular meetings of the Board of Trustees may be held without notice at such times and places as shall from time to time be determined by the Board.

Special meetings of the Board of Trustees may be held whenever the president or any two trustees shall so request. The secretary shall call special meetings by giving such prior notice thereof either personally or by mail, by telegram or by telephone as may be reasonable in the circumstances, but any action approved by a majority of the Board of Trustees at any meeting shall be valid ^{even} ~~though~~ ^{though} although no prior notice has been given of such meeting.

At least three trustees shall be necessary to constitute a quorum.

ARTICLE VIII. Notices

Notice may be given by the secretary to any Member or trustee either personally or by sending the same by regular mail in a prepaid letter addressed to such Member or trustee at the last address given by him to the secretary. Every Member and trustee shall for all purposes be deemed to have had due notice

of a meeting if he shall be present at such meeting or shall waive in writing such notice either before or after the meeting.

ARTICLE IX. Vote by writing

Either the Members or the Board of Trustees may take action without a meeting by voting by writings filed with the secretary of the corporation. Whenever the number of Members or trustees required by the certificate of incorporation or by-laws to authorize any action shall have approved such action in writing and filed such writing with the secretary, such action shall be authorized to the same extent and with the same force and effect as if it had been voted upon and passed at a meeting duly called and held.

ARTICLE X. The President

The president shall be the chief executive officer of the corporation and, subject to the direction and control of the Board of Trustees, shall have general charge of the business and affairs of the corporation. He shall preside at all meetings of the Board of Trustees and shall discharge the duties usual to his office or imposed upon the president of a corporation by law or imposed upon him by the Board of Trustees.

ARTICLE XI. The Secretary

The secretary shall be sworn to the faithful discharge of his duties, shall keep the records and corporate seal of the corporation, shall give notice of all meetings of the Members and of the Board of Trustees as required in the by-laws, shall attend all such meetings and keep and record the minutes thereof, and shall perform such other duties as may be imposed upon him by the Board of Trustees.

ARTICLE XII. The Treasurer

The treasurer shall have charge of the financial affairs of the corporation and shall have the custody of its funds and securities. He shall keep full and accurate accounts of receipts and disbursements, shall deposit all moneys securities and other valuables in the name and to the credit of the corporation

and shall disburse the funds of the corporation as may be directed by the Board. He shall likewise render to the Board such accounts of his transactions and of the financial condition of the corporation as the board may require and shall perform such other duties as may be imposed upon him by them. If so required by the board, he shall give bond for the faithful discharge of his duties in such sum and with such surety as shall be satisfactory to the Board.

ARTICLE XIII. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January in each year.

ARTICLE XIV. Annual Statement

The Board of Trustees shall present at each Annual Meeting of the Members a full and clear statement of the business and condition of the corporation and shall make such other reports and statements as may at any time be required by the Members.

ARTICLE XV. Amendments

These by-laws may be altered, amended or rescinded by the Members at any regular meeting or at any special meeting called for that purpose, provided however, that no change in the time or place for the election of trustees shall be made within sixty days next before the day on which such election is to be held and that, in case of any change of such time or place, notice thereof shall be given to each member twenty days before the election is held in person or by letter mailed to his last known post office address.

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

old + new articles

ESCUELA AGRICOLA PAN-AMERICANA, INC., a corporation without capital stock organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: That the Board of Trustees of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring it advisable that the Certificate of Incorporation of said corporation be amended to read as follows:

"CERTIFICATE OF INCORPORATION
OF
ESCUELA AGRICOLA PAN-AMERICANA, INC.

FIRST The name of the corporation is

ESCUELA AGRICOLA PAN-AMERICANA, INC.

SECOND Its principal office in the State of Delaware is located at No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name and address of its resident agent is THE CORPORATION TRUST COMPANY, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD The purposes for which the corporation are formed are:

To promote the science of agriculture and advance the knowledge thereof in the countries of Central and South America by educational means; to establish and maintain in any or all such countries institutions of learning, agricultural or farm schools and colleges, experimental or training farms or plantations, agricultural field stations and other educational establishments or organizations for the accumulation of knowledge, dissemination of learning or instruction and training of students in agricultural and related subjects; to impart such knowledge, learning, instruction or training to any persons in any parts of the world, whether attending such aforesaid establishments or otherwise, by personal tuition, correspondence, publication or other means whatsoever; to teach such other subjects and furnish such other courses of study, both academic and technical, as are usually available at agricultural schools or may be considered advisable or appropriate in connection with the study of agriculture; and to grant scholarships and to open its educational facilities to such persons, with or without charge or compensation therefor, and upon such terms, as it may see fit;

To acquire, construct, purchase, lease, possess, hold, own, control, operate, manage, maintain, equip, improve, repair, or otherwise use, in any part of the world, such buildings, schoolhouses, places of instruction, auditoria, dormitories, dining halls, libraries, laboratories, equipment, machinery, instruments, and other facilities whatsoever as may be necessary or appropriate to accomplish or further its ends;

To solicit, accept and receive by transfer, gift, subscription, bequest, legacy, devise, or otherwise, on any terms it may approve, lands, buildings, bonds, stocks, moneys, endorsements, annuities, and anything of value whatsoever for the purposes of the corporation;

To borrow or raise money for any of the purposes of the corporation, and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange,

warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness; and to secure the payment of any thereof and of the interest thereon by mortgage upon, or pledge, conveyance or assignment in trust of, the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired; and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

To sell, convey, demise, lease, mortgage, or otherwise encumber or dispose of, any property or assets of the corporation; to invest and reinvest the proceeds of such property or any other moneys, howsoever received, as it may see fit; and to deal with and expend the income and principal of the corporation in such manner as in the judgment of its trustees will best promote its objects;

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government or colony or dependency thereof;

To enter into any arrangements with any governments or authorities, supreme, municipal, local, or otherwise, that may seem conducive to the corporation's objects or any of them; and to obtain from any such government or authority any rights, licenses, privileges and concessions which the corporation may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, licenses, privileges and concessions;

To acquire and carry on all or any part of the business, rights and property, and to undertake any liabilities of, any person, firm, association, or company possessed of property suitable for any of the purposes of this corporation, or carrying on any business which this corporation is authorized to carry on, or which can be conveniently carried on in connection with the same or may seem to the corporation calculated directly or indirectly to benefit this corporation;

To allow or cause the legal estate and interest in any businesses or property acquired, established, or carried on by the corporation to remain, or to be vested or registered, in the name of, or to be carried on by, any individual or any foreign or other company or organization formed or to be formed, and either upon trust for, or as agents or nominees of, this corporation, or upon any other terms or conditions which the board of trustees may consider for the benefit of this corporation; and to manage the affairs, or take over and carry on the business, of any such company or organization, either by acquiring the whole or part of the shares of stock or bonds or debentures or other securities or franchises thereof or otherwise howsoever; and to exercise all or any of the powers of any such company or organization, or of holders of shares or stock or debentures or securities or franchises thereof; and to receive and appropriate to the purposes of the corporation the dividends and interest thereon;

To guarantee, invest and deal in, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, shares of the capital stock of, or any bonds, securities, contracts, mortgages, charges, obligations, or evidences of indebtedness created by, any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, or of any authority, supreme, municipal, local, or otherwise, or of persons whomsoever, whether corporate or unincorporate, whenever necessary or convenient in the business of the corporation or conducive to its advantage; and while the owner thereof to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon;

To have one or more offices, to carry on all or any of its operations and business in any part of the world, and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories, or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country;

In general, to carry on any other activities in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH The corporation shall not have any capital stock, being organized exclusively for educational purposes and not for pecuniary profit. It shall pay no dividends, and the net earnings shall not in whole or in part inure to the benefit of any individual or private interest, but shall be devoted exclusively to the purposes of the corporation. No member, officer or employee of the corporation shall receive or be entitled to any pecuniary profit from the operations thereof except a reasonable compensation for services actually rendered. Upon the termination of the existence of the corporation, by dissolution, by expiration of its charter, or otherwise, the assets remaining after payment of its debts shall be distributed to such charitable organization or organizations as the members may direct.

FIFTH The names and addresses of the founding members of the corporation are as follows:

NAME

RESIDENCE

Thomas Barbour	Harvard University, Cambridge, Massachusetts
Thomas D. Cabot	77 Franklin Street, Boston, Massachusetts
T. J. Coolidge	1 Federal Street, Boston, Massachusetts
V. C. Dunlap	La Lima, Honduras
W. Latimer Gray	67 Milk Street, Boston, Massachusetts
Wilson Popence	La Lima, Honduras
Doris Stone	San Jose, Costa Rica
W. E. Turnbull	La Lima, Honduras
S. Zemurray	1 Federal Street, Boston, Massachusetts

Vacancies occurring in the membership of the corporation shall be filled by the vote of two-thirds of the remaining members, so that the number of members shall not be less than nine. Any number of additional members may be added from time to time by the vote of two-thirds of the members. Membership shall be terminated by death or legal incapacity and by voluntary resignation, and any member may be expelled, but only for cause and after opportunity for hearing, by the affirmative vote of two-thirds of the other members. Nonattendance in person or by proxy at three consecutive annual meetings of the members shall be deemed sufficient cause for expulsion.

SIXTH The names and places of residence of the incorporators are as follows:

NAMERESIDENCE

T. Jefferson Coolidge	Brookline, Massachusetts
W. Latimer Gray	Waban, Massachusetts
S. Zemurray	New Orleans, Louisiana

SEVENTH Upon the incorporators becoming a body corporate *de jure*, all rights, powers and privileges and all obligations, duties and liabilities vested in and imposed upon them by law shall be and become forthwith and thenceforth vested in and imposed upon the entire board of founding members as their legal successors and assigns, with the same force and effect as if all the founding members had personally signed the certificate of incorporation.

EIGHTH The corporation shall exist for ninety-nine years from the date it becomes a body corporate in accordance with the provisions of Section 7 of the General Corporation Law of the State of Delaware.

NINTH The private property of the members shall not be subject to the payment of corporate debts.

TENTH The members of the corporation shall meet at least once each year, at such times and places and upon such notice as the by-laws of the corporation may provide or as the members may otherwise determine. The presence in person or by proxy at any meeting of a majority of the membership shall constitute a quorum for the transaction of business, and, except as in this certificate of incorporation otherwise provided, the action of a majority of the members present in person or by proxy at any meeting and constituting a quorum shall be deemed the action of the entire membership although no prior notice has been given of such meeting.

ELEVENTH The members of the corporation shall at their first meeting adopt the by-laws of the corporation. The power to make, alter and repeal by-laws shall be in the members, but the members may, in the by-laws, confer that power upon the trustees.

TWELFTH To the extent provided in the by-laws, the affairs of the corporation shall be managed by a board of trustees elected by the members, of such number (not less than three), and with such powers, duties and tenure of office, as may be provided in the by-laws. The election of trustees need not be by ballot.

THIRTEENTH Both members and trustees may hold their meetings and have one or more offices within or without the State of Delaware. The books and records of the corporation may be kept (subject to the provisions of the statute) outside the State of Delaware at such places as may be from time to time designated by the members or by the board of trustees.

FOURTEENTH The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute; provided, however, that any such amendment, alteration, change or repeal shall be approved by a majority of the entire membership; and provided, further, that the conditions and terms of membership as contained in Article FIFTH hereof shall not be amended, altered, changed or repealed, except upon the approval of two-thirds of the entire membership.

WE, THE UNDERSIGNED, being each of the original incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General

Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 1st day of December, 1941.

T. Jefferson Coolidge (Seal)

W. Latimer Gray (Seal)

S. Zemurray (Seal)

COMMONWEALTH OF MASSACHUSETTS)
) SS.
COUNTY OF SUFFOLK)

BE IT REMEMBERED that on this 1st day of December, 1941, personally came before me, Laurence K. Hawkins, a Notary Public for the Commonwealth of Massachusetts, residing in the Town of Winchester, T. Jefferson Coolidge, W. Latimer Gray and S. Zemurray, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Laurence K. Hawkins
Notary Public

My commission expires September 15, 1944.

Laurence K. Hawkins, Notary Public
Commonwealth of Massachusetts, U.S.A.
My commission expires September 15, 1944."

SECOND: That written consent to the said amendment has been given by all of the members of such corporation, in accordance with the provisions of Section 228 of the General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said ESCUELA AGRICOLA PAN-AMERICANA, INC., has caused its corporate seal to be hereunto affixed and this certificate to be signed by Doris Stone, its President, and George E. Putnam, Jr., its Secretary, this 1st day of March, 1961.

ESCUELA AGRICOLA PAN-AMERICANA, INC.

By /s/ Doris Zemurray Stone
President

By _____
Secretary

State of Delaware



Office of Secretary of State

I, Elisha C. Dukes, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "ESCUELA AGRICOLA PAN-AMERICANA, INC.", as received and filed in this office the seventeenth day of April, A.D. 1961, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this seventeenth day of April in the year of our Lord one thousand nine hundred and sixty-one.



Elisha C. Dukes
E. C. Dukes
Secretary of State

Att's Secretary of State

MEMORANDUM

Mr. Moore:

December 2, 1959

Re: Escuela Agrícola Pan-American, Inc.

I give you herewith my comments upon your letter of November 30th to Mr. Putnam. These are limited to legal matters, as I have no familiarity with the school's management and operations.

1. Punctuation: There is no objection to punctuating the charter and/or by-laws, but this would constitute an amendment and necessitate compliance with the respective formal requirements therefor.

2. Article III: Neither the Delaware Corporation Law nor the Certificate of Incorporation limits the size of the Board of Trustees except for requiring at least three. Under the statute, a majority of the Board constitutes a quorum unless the by-laws provide otherwise, and in no case may a quorum be less than one-third of the total number. Accordingly, the present provision in Article VII for a quorum of three is invalid if the Board actually exceeds nine, and this should be corrected in any event.

The statute (Section 141) expressly provides for one, two or three classes of directors, with respective terms of one, two and three years, if so provided in the Certificate of Incorporation or "by a vote of the stockholders". Accordingly, the by-law amendment you suggest, which under Article XV must be voted by the members at a regular or special meeting, would be entirely valid.

3. Article V: As the election of a board of regents is entirely optional with the trustees, the provision therefor does no harm and might be useful in the future, and I should be inclined to let it stand.

4. Article VI: Section 222 requires that "the time and place" of the annual meeting for the election of directors shall be "named in the by-laws," which may, however, merely state the "city, town or village" and authorize the directors to "fix the place within such city, town or village for the holding of such meeting." Accordingly, if Mr. Putnam approves your suggestion, Article VI can be amended to provide for meeting "at such place with the City of Boston as shall from time to time be fixed by the Board of Trustees."

5. Article XIII: I find no provision in the law or charter limiting the fiscal year or changes thereof.

6. Trustees: The by-law amendment of May 23, 1957, which changed the title of the "directors" to "trustees", is inconsistent with both the Delaware Corporation Law and the charter. Since the by-laws are being amended in any event, I recommend that this formal defect be cured at the same time. This can be done simply by changing the first sentence of Article III to read as follows:

"A board of not less than three nor more than directors, who shall be called trustees and are so designated in these by-laws, shall be elected by the members ---"etc.

7. Power of Trustees: I am attaching an excerpt from a memorandum I wrote on October 31, 1958 pointing out the existing limitations upon the powers of the trustees. In effect, the trustees cannot safely take any important action without advance authorization by the members, although customarily subsequent ratification by the members has been relied on (pursuant to Article II). If it is desired to permit the trustees to act on behalf of the school, in more than routine matters, without the necessity of calling a meeting of the members to authorize such action, Articles II and IV should be amended. In such case, I shall be pleased to suggest appropriate amendments if instructed as to how far it is desired to transfer the powers of the members to the trustees.

(Signed) LAURENCE K. HAWKINS

cc* Mr. Putnam - with copy of enclosure

EXCERPT from Memorandum of October 31, 1958 to Mr. Baggett

Re: Escuela Agricola Pan-Americana, Inc.

2. Mr. Vincent's second question is whether there has been any formal delegation of power by the members of the corporation to the trustees with respect to the present subject matter. My examination of the minutes of the meetings of the members discloses no action at all along these lines other than the adoption of the By-laws, Article IV of which is recited in Mr. Vincent's draft of vote. It will be noted that this empowers the Board to carry out the purposes and policies of the corporation only "as directed by the members", and to conduct the affairs and manage the business and properties of the company in all respects "subject at all times to the control of the member." Finally, the power of the trustees to "exercise all the powers of the corporation" is subject to any contrary provisions of law or of the Certificate of Incorporation or By-laws.

Article IV must be read in conjunction with Article II, which provides in part that the members "shall govern the corporation and determine its policies," "shall direct and supervise the board of trustees in carrying out the purposes and policies of the company," but that "except as otherwise required by the Certificate of Incorporation the members may delegate to the board of trustees any of their powers and authority to such an extent and for such periods as they may see fit."

The only provision of the Certificate of Incorporation bearing upon this question is the twelfth clause which provides that "to the extent provided in the By-laws the affairs of the corporation shall be managed" by the board of trustees.

Accordingly, the authority of the trustees appears to be regulated solely by Articles II and IV of the By-laws. In the absence of any express delegation of authority by the members pursuant to Article II, Article IV evidently governs the question. Under these provisions the trustees have full authority to exercise all the powers of the corporation except that (1) in carrying out the purposes and policies they can act only in accordance with the directions of the members and (2) their conduct of the affairs and management of the business and properties remains subject to the "control" of the members. In my opinion, the present engagement of the Old Colony Trust Company probably does not amount to carrying out purposes or policies, and therefore does not require advance authorization from the members, but it does clearly constitute managing the properties of the company, and therefore is subject to the control of the members. Customarily this control has been exercised only in the form of a vote of ratification at the members' annual meeting in May of all votes, proceedings and actions of the trustees and officers since the preceding annual meeting. Inasmuch as the present action involves the delegation by the trustees to the Old Colony of the

management of large corporate funds of a fiduciary nature, there is a serious question whether this action can properly be taken without the advance approval of the members. Obviously, if it is done now and not brought to the attention of the members until next May, the action cannot be said to be subject to the control of the members until that time.

In any event, if it is decided to enter into the arrangement now for subsequent ratification by the members, it appears to me that there should be deleted from the proposed certificate the words "and in view of the fact that the members of the corporation have delegated such authority to the trustees." As indicated above, I find no such delegation additional to the provisions of Article IV itself.

UNITED FRUIT COMPANY

GENERAL OFFICES, 80 FEDERAL STREET

BOSTON 10, MASSACHUSETTS

November 30, 1959

Mr. George Putnam, Jr.
First National Bank of Boston
Boston, Massachusetts

Dear George:

Referring to our conversation this afternoon, attached hereto is copy of the Escuela charter, or certificate of incorporation, and by-laws. It is my intention, if you approve, to send out these documents to all of the Trustees some time this week with suggestions as to changes that the Trustees may wish to consider at their next meeting. This, I believe, is in line with the wish of the Trustees expressed at the meeting on November 24th. You will note that the charter can be changed if such change is in accordance with the governing laws of the State of Delaware; however, it does not appear to me that this document, which is quite broad, requires any change at this particular time, but you may have a different view.

Following are my suggestions as to changes that the Trustees might wish to consider:

1. I suggest that the document be rewritten with appropriate punctuation throughout. (I find legal documents difficult enough to read if they are punctuated, but without punctuation, I get even more befuddled than normally.)

2. Article 3 - This article now provides that there shall be not less than three nor more than eleven Trustees. If the by-laws are to be changed, perhaps the Trustees will wish to suggest an upper limit above eleven.

It is also provided in this article that the Trustees "shall hold office for the term of one year and thereafter until their successors are elected and qualified..." which means to me that ordinarily the entire Board is up for re-election or replacement each year. I believe that some of the Trustees feel that a longer term might be desirable, and it occurs to me that we may wish to suggest that the term be two years with one-half of the Trustees retiring each year or, alternately, the normal term might be three years with one-third of the Board retiring or standing for re-election each year.

3. Article 5 - This article contains the words "including boards of regents". According to the records, the Trustees once appointed such a board; however, it evidently served no useful purpose, did little if anything, and was eventually abolished. Perhaps the Trustees will wish to eliminate the above-quoted words.

4. Article 6 - This article provides that the annual meeting of the Members be held at 80 Federal Street, Boston. In my opinion, the by-laws should be changed

November 30, 1959

so that a definite place is not mentioned but that the definite meeting place be determined by the Members in some fashion. In this connection, I call to your attention that the certificate of incorporation states that the meetings of the Members shall be held in the City of Boston - unless some other place be designated by a majority of the entire membership.

5. Article 13 - This article provides that the fiscal year commences January 1st. I have no idea whether any useful purpose would be served by designating another fiscal year. I am thinking here that perhaps if the start of the fiscal year corresponded to the start of a new school year, there might be some advantage. This, however, is one that Dr. Paddock and perhaps the Accountant should express an opinion on.

As I indicated to you, I am asking one of our attorneys, Mr. L. K. Hawkins, who receives a copy of this note, to give us his views as to any possible changes that would be advantageous in the by-laws, and when we get together later this week, perhaps he will have some thoughts on this matter.

Best regards,



Franklin Moore
Assistant to President

Attachments

cc: Mr. L. K. Hawkins

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UNITED FRUIT COMPANY

General Offices, 80 Federal Street

Boston 10, Massachusetts

October 29, 1959

Personal

Dr. William C. Paddock, Director
Escuela Agricola Panamericana
Tegucigalpa, Honduras

Dear Bill:

Your relatively brief letter of October 26th on the organization of the School will I am afraid require a somewhat lengthy reply; however, you asked for it.

In the beginning (and I hope this will be shorter than the Bible), there was a group known as "Founding Members" of the Escuela. These people, amongst them Messrs. Zemurray, Coolidge, and Latimer Gray, corresponded to what would be stockholders of a corporation. The School was incorporated under the laws of Delaware on December 3rd, 1941, for a duration of ninety-nine years. In other words, on December 3rd, 2040, you will probably be out of a job. The so-called Members are sort of self-perpetuating since any vacancies occurring in the membership of the corporation are filled by a vote of two thirds of the remaining Members. The Members are to hold an annual meeting the second Tuesday of each May at 10:30 a.m. at 80 Federal Street, Boston. A quorum is a simple majority, and ten days' notice of the meeting is required. The Members elect Trustees annually, and I understand this has already been done in 1959. The present Members are the following:

Thomas D. Cabot
V. C. Dunlap
George Putnam
J. George Harrar
William C. Paddock

Wilson Popence
J. Wayne Reitz
Doris Stone
W. E. Turnbull
~~Samuel Zemurray~~

As stated above, the Trustees are elected by the Members, and there shall be not less than three nor more than eleven. A quorum is three; the term is one year. The Trustees are responsible for carrying out the purposes and policies of the corporation as directed by the Members, and are subject at all times to the control of the Members, and shall conduct the affairs and manage the business and properties of the Escuela in all respects. As of the present moment, following are the Trustees:

Thomas D. Cabot
J. George Harrar
William C. Paddock
Wilson Popence

George Putnam
J. Wayne Reitz
Doris Stone
Samuel Zemurray

The officers are elected by the Trustees and shall be President, Secretary, and Treasurer, from the Trustees' number, plus such other officers and assistants as they may deem necessary. Any two offices, but not more than two, may be held by the same person. The President shall be the chief executive officer and, subject to the direction and control of the Trustees, shall have general charge of the business and affairs of the corporation and preside at all Trustees' meetings, and shall discharge the duties usual to his office or imposed upon him by law or the Trustees. The

Dr. William C. Paddock

-2-

October 29, 1959

Secretary shall keep the records and corporate seal of the corporation, shall give notices of meetings of the Members and of the Trustees as required by the by-laws, shall attend all such meetings and keep and record the Minutes thereof, and perform all other duties as may be imposed by the Trustees. The Treasurer shall have charge of the financial affairs and custody of the funds and securities, keeping adequate records of receipts and disbursements, and render proper accounts. There is no stipulation as to the duties of the Assistant Secretary or Assistant Treasurer; however, they are empowered to serve in the place of the Secretary and Treasurer respectively when the latter may be absent or unavailable. The officers at the present moment are as follows:

President	Samuel Zemurray
Vice President	
Secretary	George Putnam
Assistant Secretary	James F. Barron, Jr.
Treasurer	George Putnam
Assistant Treasurer	E. D. Toland

The Endowment Fund is in the hands of the Old Colony Trust Company of Boston as custodian. This means that the Old Colony has supervisory investment responsibilities which is interpreted as meaning that they pretty well have power to do what they wish in the way of investing the funds, but of course they are supposed to do it in a prudent fashion for the benefit of the School. For your information, I am attaching hereto a sheet indicating the present portfolio.

Property titles pertaining to the School are held in the School's name for safekeeping in our vault here at 80 Federal Street.

I suspect from your questions that you have never been given the opportunity of reading the by-laws or the past Minutes of the Escuela, which rather astounds me. Certainly you are entitled to see these records, from which much of the above is lifted. I suggest that when you come to the meeting in November, perhaps you can come to Boston for at least a day, at which time you might have a chance to look at the official papers and such stuff.

The question now is whether I have answered all of your inquiries. If not, please do not hesitate to ask for an addendum.

Best regards,

Sgd) Franklin Moore
Assistant to President

P.S. Upon rereading the above, I find that I have omitted to mention in the second paragraph that the number of Members of the corporation shall not be less than nine.

ANALYSIS OF INVESTMENTS

OF

Account Number 4-4409-9 as of 9-4-59

Adjusted Inventory Value		\$ _____
Book Value	\$ _____	
Less Items Not Now Appraised	_____	
Book Value Now Appraised		4,451,973.08
Market Value		6,350,541.07

SUMMARY OF APPRAISED ITEMS

		<u>Book Value</u>	<u>Market Value</u>	<u>%</u>
Deposits at Interest		_____	_____	_____
Miscellaneous		_____	_____	_____
Bonds				
Under 10 Years			618,296.75	<u>10</u>
Between 10 and 20 Years			148,674.50	<u>2</u>
Over 20 Years			1,488,512.50	<u>24</u>
Total	59	<u>2,630,153.53</u>	<u>2,255,483.75</u>	<u>36</u>
Preferred Stocks	14	<u>599,737.82</u>	<u>528,220.00</u>	<u>8</u>
Common Stocks	27	<u>1,220,119.87</u>	<u>3,564,925.46</u>	<u>56</u>
Cash		<u>1,911.86</u>	<u>1,911.86</u>	_____
	100			
Total		<u>\$ 4,451,973.08</u>	<u>\$ 6,350,541.07</u>	<u>100%</u>

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OLD COLONY TRUST COMPANY
INVESTMENT MANAGEMENT ACCOUNT FOR
ESCUOLA AGRICOLA PANAMERICANA INC.
PROPERTY AT MARKET VALUES AS OF 9/04/59

BONDS	BOOK VAL.	PRICE	MARKET VAL.
100000 U S A TREAS BILLS DUE 11/5/59-DISCOUNTED	99,249 25	99.38	99,249.25
100000 U S A SAVINGS SERIES G REG 2 1/2% 10/1/60	100,000 00	98.20	78,200.00
75000 U S A TREASURY NOTE SERIES 8 4% 5/15/63	74,971 88	98.00	73,500.00
250000 U S A TREASURY BOND 2 1/2% 8/15/63	247,187 50	91.78	229,450.00
100000 U S A TREAS BOND SER A REG 2 1/2% 10/1/65	100,000 00	91.82	93,820.00
25000 U S A TREASURY BOND 4% 10/1/69	25,000 00	96.31	24,077.50
	646,405 63*		618,296.75*
150000 ALABAMA POWER CO IST 3 1/2% 3/1/86	151,687 50	84.00	126,000.00
100000 AMERICAN TEL AND TEL CO DES 2 3/4% 4/1/82	96,765 35	72.50	72,500.00
150000 AMERICAN TEL & TEL CO DES 3 7/8% 7/1/90	150,187 50	85.75	128,625.00
150000 BALTIMORE GAS AND ELECTRIC COMPANY IST REF SF 3 1/4% 12/1/90	150,750 00	76.00	114,000.00
200000 MICHIGAN BELL TEL CO DEB 4 3/8% 12/1/1991	204,532 00	95.00	190,000.00
150000 MICHIGAN CONSOLIDATED GAS COMPANY IST 3 1/2% 11/15/80	151,125 00	82.00	123,000.00
130000 NARRAGANSETT ELEC CO IST E 3 1/2% 3/1/86	151,900 00	80.50	120,750.00
135000 NORTHERN NATURAL GAS SF DEB 4 5/8% 11/1/78	135,432 00	95.87	129,424.50
200000 OHIO POWER COMPANY IST 4 1/4% 11/1/86	202,750 00	93.75	187,500.00
100000 PACIFIC GAS & ELECTRIC COMPANY IST REF X 3 1/8% 6/1/84	100,250 00	77.50	77,500.00
25000 PACIFIC GAS & ELEC CO IST REF N 3% 12/1/77	26,625 00	77.00	19,250.00
100000 SAN DIEGO GAS & ELEC CO IST E 2 7/8% 4/1/84	98,375 00	74.00	74,000.00
100000 SOUTHWESTERN BELL TEL CO DEB 2 3/4% 10/1/85	98,070 35	71.00	71,000.00
	1718,049 70*		1435,549.50*
50000 GREAT NORTHERN RY CO GEN O 3 1/8% 1/1/2000	49,887 50	66.00	33,000.00
35000 GREAT NORTHERN RY CO GEN P 2 3/4% 1/1/82	60,775 00	63.75	55,887.50
100000 NORTHERN PACIFIC RY PRIOR LIEN 4% 1/1/97	113,645 45	84.75	84,750.00
30000 TEXAS & PACIFIC RY IST CONS 3% 6/1/2000	41,387 25	100.00	30,000.00
	265,695 20*		203,637.50*
	2630,153 53		2255,483.75

		BOOK VAL.	PRICE	MARKET VAL.
PREFERRED STOCKS				
1000 GENERAL MOTORS CORPORATION \$3.75 PFD		91,941 65	80.12	80,120.00
5000 PACIFIC GAS AND ELECTRIC COMPANY 6% CUM 1ST PFD \$25 PAR		172,760 76	30.25	151,250.00
15000 UNION PACIFIC RR CO 4% NON-CUM PFD \$10 PAR		146,927 65	8.97	125,550.00
1200 UNITED STATES STEEL CORPORATION 7% CUM PFD		188,157 76	142.75	171,300.00
		599,787 82*		528,220.00*
		<hr/>		
		599,787 82		528,220.00
COMMON STOCKS ESTIMATED RATE				
15 CHRISTIANA SECURITIES COMPANY	450.00	80,621 50		262,500.00
1500 UNION CARBIDE CORPORATION	3.60	47,003 97	142.25	213,373.00
		127,625 47*		475,875.00*
2000 STANDARD OIL COMPANY OF CALIFORNIA	2.00	25,598 67	51.87	103,740.00
5100 STANDARD OIL COMPANY NEW JERSEY	2.25	56,467 04	51.25	261,375.00
2040 TEXACO INC	2.40	28,095 07	81.12	165,484.80
		110,160 78*		530,599.80*
2000 AMERICAN CAN COMPANY	2.00	43,036 97	43.25	86,500.00
2500 GENERAL ELECTRIC COMPANY	2.00	31,054 31	79.25	198,125.00
4500 INLAND STEEL COMPANY	1.60	53,738 15	50.50	227,250.00
1104 INTERNATIONAL PAPER COMPANY	3.00	14,577 27	130.37	143,928.48
6489 KROGER COMPANY	90	43,422 05	31.37	203,559.93
1500 SWIFT & COMPANY	1.60	50,161 39	45.50	68,250.00
2500 UNITED FRUIT COMPANY		103,446 51	26.62	66,550.00
		339,436 85*		994,163.41*

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		BOOK VAL.	PRICE	MARKET VAL.
4705 AMERICAN ELECTRIC POWER COMPANY	1.68	60,744 57	48.50	232,897.50
990 AMERICAN TELEPHONE AND TELEGRAPH CO	3.30	46,166 96	79.25	78,457.50
2000 BOSTON EDISON COMPANY	2.80	83,470 40	61.50	123,000.00
2400 CLEVELAND ELECTRIC ILLUMINATING CO	1.80	44,065 34	51.23	123,000.00
2315 PACIFIC GAS AND ELECTRIC COMPANY	2.60	77,563 69	62.50	144,687.50
3000 UNION ELECTRIC CO	1.64	36,326 43	32.87	98,610.00
		348,335 39*		800,652.30*
1615 FIRST NATIONAL BANK OF BOSTON	3.30	76,917 04	91.25	147,968.75
2000 HANOVER BANK NEW YORK	2.00	32,872 00	57.50	113,000.00
1300 MORGAN GUARANTY TRUST CO OF NEW YORK	4.00	84,292 93	102.37	184,266.00
		214,081 97*		446,634.75*
1000 HARTFORD FIRE INS CO CONNECTICUT	3.00	53,723 65	186.50	186,500.00
1000 INSURANCE COMPANY OF NORTH AMERICA	3.00	26,755 76	130.50	130,500.00
		80,479 41*		317,000.00*
		1220,119 87		3564,925.46
		1,911 86*		1,911.86*
		CASH 1,911 86		1,911.86
SECURITIES		4450,061 22		6348,629.21
TOTAL		4451,973 08		6350,541.07

CERTIFICATE OF INCORPORATION
OF
ESCUELA AGRICOLA PAN-AMERICANA, INC.

1. The name of the corporation is ESCUELA AGRICOLA PAN-AMERICANA, INC.

2. Its principal office in the State of Delaware is located at No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name and address of its resident agent is THE CORPORATION TRUST COMPANY, No. 100 West Tenth Street, Wilmington, Delaware.

3. The purposes for which the corporation are formed are:

To promote the science of agriculture and advance the knowledge thereof in the countries of Central and South America by educational means; to establish and maintain in any or all such countries institutions of learning, agricultural or farm schools and colleges, experimental or training farms or plantations, agricultural field stations and other educational establishments or organizations for the accumulation of knowledge, dissemination of learning or instruction and training of students in agricultural and related subjects; to impart such knowledge, learning, instruction or training to any persons in any parts of the world, whether attending such aforesaid establishments or otherwise, by personal tuition, correspondence, publication or other means whatsoever; to teach such other subjects and furnish such other courses of study, both academic and technical, as are usually available at agricultural schools or may be considered advisable or appropriate in connection with the study of agriculture; to grant scholarships and to open its educational facilities to such persons, with or without charge or compensation therefor, and upon such terms, as it may see fit; and to cause degrees to be conferred and diplomas and certificates to be granted to such persons as in the judgment of the officials designated by it shall merit the same.

To acquire, construct, purchase, lease, possess, hold, own, control, operate, manage, maintain, equip, improve, repair or otherwise use in any part of the world such buildings, school houses, places of instruction, auditoria, dormitories, dining halls, libraries, laboratories, equipment, machinery,

instruments and other facilities whatsoever as may be necessary or appropriate to accomplish or further its ends.

To solicit, accept and receive by transfer, gift, subscription, bequest, legacy, devise or otherwise, on any terms it may approve, lands, buildings, bonds, stocks, moneys, endorsements, annuities and anything of value whatsoever for the purposes of the corporation.

To borrow or raise money for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To sell, convey, demise, lease, mortgage or otherwise incumber or dispose of any property or assets of the corporation, to invest and reinvest the proceeds of such property or any other moneys howsoever received as it may see fit, and to deal with and expend the income and principal of the corporation in such manner as in the judgment of its directors will best promote its objects.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the corporation's objects or any of them, and to obtain from any such government or authority any rights, licenses, privileges and concessions which the corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, licenses, privileges and concessions.

To acquire and carry on all or any part of the business, rights and property, and to undertake any liabilities of, any person, firm, association or company possessed of property suitable for any of the purposes of this

corporation, or carrying on any business which this corporation is authorized to carry on, or which can be conveniently carried on in connection with the same or may seem to the corporation calculated directly or indirectly to benefit this corporation.

To allow or cause the legal estate and interest in any businesses or property acquired, established or carried on by the corporation to remain, or to be vested or registered in the name of, or to be carried on by, any individual or any foreign or other company or organization formed or to be formed, and either upon trust for or as agents or nominees of this corporation or upon any other terms or conditions which the board of directors may consider for the benefit of this corporation, and to manage the affairs or take over and carry on the business of any such company or organization, either by acquiring the whole or part of the shares or stock or bonds or debentures or other securities or franchises thereof or otherwise howsoever, and to exercise all or any of the powers of any such company or organization or of holders of shares or stock or debentures or securities or franchises thereof and to receive and appropriate to the purposes of the corporation the dividends and interest thereon.

To guarantee, invest and deal in, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities, contracts, mortgages, charges, obligations or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, or of any authority, supreme, municipal, local or otherwise, or of persons whomsoever, whether corporate or unincorporate, whenever necessary or convenient in the business of the corporation or conducive to its advantage, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To have one or more offices, to carry on all or any of its operations and business in any part of the world, and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other activities in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

4. The corporation shall not have any capital stock, being organized exclusively for educational purposes and not for pecuniary profit. It shall pay no dividends, and the net earnings shall not in whole or in part inure to the benefit of any individual or private interest, but shall be devoted exclusively to the purposes of the corporation. No member, officer or employee of the corporation shall receive or be entitled to any pecuniary profit from the operations thereof except a reasonable compensation for services actually rendered. Upon the termination of the existence of the corporation, by dissolution, by expiration of its charter, or otherwise, the assets remaining after payment of its debts shall be distributed to such charitable organization or organizations as the members may direct.

5. The names and addresses of the founding members of the corporation are as follows:

Thomas Barbour	Harvard University, Cambridge, Massachusetts
Thomas D. Cabot	77 Franklin Street, Boston, Massachusetts
T. J. Coolidge	1 Federal Street, Boston, Massachusetts
V. C. Dunlap	La Lima, Honduras
W. Latimer Gray	67 Milk Street, Boston, Massachusetts
Wilson Popence	La Lima, Honduras
Doris Stone	San Jose, Costa Rica
W. E. Turnbull	La Lima, Honduras
S. Zemurray	1 Federal Street, Boston, Massachusetts

Vacancies occurring in the membership of the corporation shall be filled by the vote of two-thirds of the remaining members, so that the number of members shall not be less than nine. Any number of additional members may be added from time to time by the vote of two-thirds of the members. Membership shall be terminated by death or legal incapacity and by voluntary resignation, and any member may be expelled, but only for cause and after opportunity for hearing, by the affirmative vote of two-thirds of the other members. Nonattendance in person or by proxy at three consecutive annual meetings of the members

shall be deemed sufficient cause for expulsion.

6. The names and places of residence of the incorporators are as follows:

T. Jefferson Coolidge	Brookline, Massachusetts
W. Latimer Gray	Waban, Massachusetts
S. Zemurray	New Orleans, Louisiana

7. Upon the incorporators becoming a body corporate de jure, all rights, powers and privileges and all obligations, duties and liabilities vested in and imposed upon them by law shall be and become forthwith and thenceforth vested in and imposed upon the entire board of founding members as their legal successors and assigns, with the same force and effect as if all the founding members had personally signed the certificate of incorporation.

8. The corporation shall exist for ninety-nine years from the date it becomes a body corporate in accordance with the provisions of Section 7 of the General Corporation Law of the State of Delaware.

9. The private property of the members shall not be subject to the payment of corporate debts.

10. The members of the corporation shall meet at least once each year at such times and places and upon such notice as the by-laws of the corporation may provide or as the members may otherwise determine, but all such meetings shall be held in the City of Boston, Massachusetts unless some other place shall be designated by a majority of the entire membership. The presence in person or by proxy at any meeting of a majority of the membership shall constitute a quorum for the transaction of business, and, except as in this certificate of incorporation otherwise provided, the action of a majority of the members present in person or by proxy at any meeting and constituting a quorum shall be deemed the action of the entire membership although no prior notice has been given of such meeting.

11. The members of the corporation shall at their first meeting adopt the by-laws of the corporation. The power to make, alter and repeal by-laws shall be in the members, but the members may, in the by-laws, confer that power upon the directors.

12. To the extent provided in the by-laws, the affairs of the corporation shall be managed by a board of directors elected by the members, of such number (not less than three), and with such powers, duties and tenure of office, as may be provided in the by-laws. The election of directors need not be by ballot.

13. Both members and directors may hold their meetings and have one or more offices within or without the State of Delaware. The books and records of the corporation may be kept (subject to the provisions of the statute) outside the State of Delaware at such places as may be from time to time designated by the members or by the board of directors.

14. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute. Provided, however, that any such amendment, alteration, change or repeal shall be approved by a majority of the entire membership; and provided, further, that the conditions and terms of membership as contained in Article 5 hereof shall not be amended, altered, changed or repealed except upon the approval of two-thirds of the entire membership.

WE, THE UNDERSIGNED, being each of the original incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 1st day of December, 1941.

T. Jefferson Coolidge (Seal)

W. Latimer Gray (Seal)

S. Zemurray (Seal)

COMMONWEALTH OF MASSACHUSETTS) ss.
COUNTY OF SUFFOLK)

BE IT REMEMBERED that on this 1st day of December, 1941, personally came before me, Laurence K. Hawkins, a Notary Public for the Commonwealth of Massachusetts, residing in the Town of Winchester, T. Jefferson Coolidge, W. Latimer Gray and S. Zemurray, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Laurence K. Hawkins
Notary Public

My commission expires September 15, 1944.

(Seal)
Laurence K. Hawkins Notary Public
Commonwealth of Massachusetts U.S.A.
My commission expires Setp. 15, 1944