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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.



ESCUELA AGRÍCOLA PANAMERICANA
TEGUCIGALPA, HONDURAS

RECEIVED

JAN 18

December 22, 1979.

Dr. Simón E. Malo
Director
Escuela Agrícola Panamericana
El Zamorano.

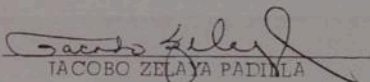
Dear Dr. Malo:

With regards to EAP Powers of Attomey in full force are yours and mine. In the past what has been done was, that each Director that was leaving gave a substitute Power of Attomey to the new Director because he was authorized in his "facultades".

In Paragraph 4 of the letter sent to you by Mr. Weeks, when Dr. Paddock gave a Power of Attomey to his Tegucigalpa Lawyer, was the one given to Lic. Guillermo López Rodezno, who in tum pass it over to me.

All existing Powers of Attomey will be cancelled when the new one, which is being translated comes into effect.

Sincerely,


JACOBO ZELAYA PADILLA

For your information Sir.

December 7, 1979

Mr. Austin S. Ashley
Bingham, Dana & Gould
100 Federal Street
Boston, Massachusetts 02110

Dear Austin:

I have yours of the 3rd, with enclosures, for which many thanks.

I have made a check of the meeting records right from the start of the School in 1941. It appears that powers were granted by the Board at that time to Dr. Popenoe (the first Director) and to Mr. Turnbull.

Dr. Popenoe retired in 1957, and Dr. Paddock was appointed Director. At the 6/18/57 Trustees' meeting, powers were granted to Dr. Paddock and to a Mr. Cloward - and the powers to Popenoe and Turnbull were revoked.

At the 11/20/61 Trustees' meeting Mr. Cloward's power was cancelled, and Dr. Paddock is recorded as having given substitute powers to his Tegucigalpa lawyer (identity not known). Paddock resigned as Director 4/25/62.

Subsequently, Muller was appointed Interim Director in 1962 and Director in 1963. Armour became Director in 1967, Adams in 1973, Courand in 1975, Muller in 1978 and Malo in 1979.

I have obviously been lax in not following through since I became Secretary in 1961 to see that in each case the powers were revoked when new ones were issued. I guess originally I must have been told that such legalities were handled by the Honduras lawyer. Obviously, all outstanding powers going back to Dr. Paddock's time should be revoked when the new powers become official.

Mr. Austin S. Ashley

-2-

December 7, 1979

I trust the above will be helpful. Let me know if you need anything further.

Sincerely yours,

John W. Weeks
Secretary-Treasurer

JWW:b

BINGHAM, DANA & GOULD

100 FEDERAL STREET
BOSTON, MASSACHUSETTS 02110

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December 3, 1979

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

Dear John:

Based on the information contained in Jacobo Zelaya's letter to Hugh of November 22*, I have revised (and enclose herewith copies of), pages 7, 8 and 9 of the draft power of attorney in favor of Simon in order to reflect the seven obsolete powers of attorney that are to be cancelled when the new one is registered.

Although Zelaya says that the list in his letter covers "all powers of attorney executed to date", I am puzzled over how some of these old powers came into being. I suspect that several (if not all) of the instruments mentioned are substitutions under some other earlier instrument. The parent document or documents cannot be identified from Zelaya's letter. For example: Muller gave a power of attorney to Armour in 1968. Under what authority did Muller act? Was this an original grant given pursuant to a resolution of the Board or by way of substitution under an earlier power not referred to by Zelaya. Again, we find that in 1973 Zelaya was granted a power of attorney by Lopez but there is no indication that anyone ever gave Lopez a power of attorney under which he could appoint a substitute or authorized him to grant power on behalf of the School. Later on, in 1973, Muller gets a power of attorney (by substitution?) through Armour. However, Muller's 1968 power has not been cancelled -- so far, it seems, as appears from the Record. And so it goes.

Because of all the uncertainties, I have, in revising the draft of the new power, in every case described the instruments being cancelled as "substitution of power of attorney". This is certainly true of the 1978 instrument in which Muller substituted Malo, and it is probably true of several of the others. By a copy of this letter

*Copy enclosed in case you haven't one.

BINGHAM, DANA & GOULD

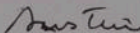
John W. Weeks, Secretary-
Treasurer
Page Two
December 3, 1978

to Zelaya I am asking that in the preparation of the Spanish translation of the enclosed revised pages of the draft he take particular pains to eliminate the words "substitution of" in clauses (i) through (vii) in any case where the instrument described is actually an original grant of a new power from the School rather than a substitution under an earlier power (or earlier substitution). This should be carefully checked so that the record will be cleared up.

What do you suppose happened before July, 1968. Did the earlier directors and lawyers act without any powers of attorney? If Muller was acting (by substitution or otherwise) under an earlier power of attorney, whatever happened to it?

Regards.

Sincerely,



Austin S. Ashley

ASA/rw
Enclosure

cc: Jacobo Zelaya P.
Simon E. Malo
Hugh Popenoe

RECEIVED

DEC 4 1979

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CABLE ADDRESS "BLOGGHAM LON"

December 3, 1979

Mr. Jacobo Zelaya Padilla
Escuela Agrícola Pan-Americana
Apartado 93
Tegucigalpa, D.C.
Honduras

Dear Jacobo:

Enclosed are copies of pages 7, 8 and 9 of the draft of the new power of attorney in favor of Simon Malo and a copy of my letter of today's date to John Weeks in which I have asked that in preparing the English for translation into Spanish particular care be given to subparagraphs (i) through (vii) on these pages to make sure that those (and only those) instruments which were substitutions are correctly identified as such. I could not tell from your letter of 22 November to Simon whether there is any power in the list which was not created by substitution under some other instrument.

With kindest regards and thanks for all your courtesies.

Sincerely,

Austin S. Ashley

ASA/rw
Enclosures

cc: Simon E. Malo
John W. Weeks

2 de Noviembre, 1979

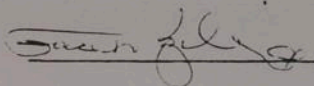
Dr. Simon E. Malo, Director
Escuela Agrícola Panamericana
El Zamorano, F. M.

Estimado Dr. Malo:

En atención a su solicitud, con relación
a la carta del Sr. Austin S. Ashley, a continuación hago un
detalle de los Poderes otorgados hasta la fecha:

<u>A favor de:</u>	<u>Otorgador(es):</u>	<u>No. Instrumento</u>	<u>Fecha</u>
Robert P. Armour	Albert S. Muller	14	7 Julio, 1968
Jacobo Zelaya <i>Padilla</i>	Guillermo López R.	41	1 Agosto, 1971
Albert S. Muller	Robert P. Armour	1	19 Enero, 1973
Kermit H. Adams	Albert S. Muller	20	9 Julio, 1973
Joseph S. Courand	Kermit H. Adams	51	18 Dic., 1975
Albert S. Muller	Joseph S. Courand	16	2 Oct., 1978
Simon E. Malo	Albert S. Muller	23	30 Dic., 1978

De usted atentamente,



cc. M. C. Dixon
Archivo

one or more of the powers conferred on him by this instrument, to revoke substitutions and to substitute such powers again and to grant and revoke special powers of attorney.

(g) Generally to act pursuant to this present power in the capacity of fully-authorized attorney and agent for the Corporation in the Republic of Honduras in connection with all of the matters hereinbefore stated and any other matters wherein it shall be necessary for the attorney to act and wherein the Corporation may be interested in said Republic although such matters may not have been specifically mentioned herein, and to execute in the name and on behalf of the Corporation all such public or private instruments and to perform all such acts as said attorney may deem necessary to accomplish the purposes of this present power of attorney in conformity with the laws of the said Republic, as fully and effectively in every respect as the Corporation could itself do, and the Corporation hereby ratifies and confirms and undertakes to accept all and whatsoever the said attorney shall lawfully do within the limits of the powers herein conferred, including all that said attorney may do or cause to be done after the revocation of this power of attorney but before such revocation shall have been brought to his knowledge.

(r) Anything in any of the foregoing clauses to the contrary notwithstanding, nothing in this instrument authorizes or shall be construed to authorize said attorney

(i) to create, assume or guarantee any indebtedness for money borrowed or credit extended or to draw any draft or check on funds credited to the account of the Corporation in an amount larger than ten thousand lempiras (L10,000) in currency of the Republic of Honduras or five thousand Dollars (\$5,000) in currency of the United States of America unless authorized by a specific resolution of the Board of Trustees or of the Executive Committee of the Corporation, or

(ii) to do any act or thing, the doing of which would violate any law, decree or regulation of the Republic of Honduras affecting or binding upon the Corporation.

(s) The present power of attorney shall become effective immediately after the filing thereof at the Commercial Registration Division of the National Department of Industry and Commerce of the Ministry of Labor, Industry and Commerce of the Republic of Honduras; and forthwith upon such filing:

(i) the substitution of power of attorney granted by Albert S. Muller on behalf of the Corporation to Robert P. Armour, pursuant to Instrument Number 14, dated 7 July, 1968, executed in

the City of Tegucigalpa before the Notary
..... and registered in the Public Register of
said City on .. July, 1968, under Number on
Page of Book of the Section of Commerce,

(ii) the substitution of power of attorney
granted by Guillermo Lopez R..... on behalf of
the Corporation to Jacobo Zelaya Padilla pursuant
to Instrument Number 41, dated 1 August, 1971, exe-
cuted in the City of Tegucigalpa before the Notary
..... and registered in the Public Regis-
ter of said City on .. August, 1971, under Number
.... on Page of Book of the Section of
Commerce,

(iii) the substitution of power of attorney
granted by Robert P. Armour on behalf of the Cor-
poration to Albert S. Muller, pursuant to Instru-
ment Number .. dated 1 November, 19.., executed in
the City of Tegucigalpa before the Notary
..... and registered in the Public Register
of said City on 19 January, 1973, under Number
on Page of Book of the Section of Com-
merce,

(iv) the substitution of power of attorney
granted by Albert S. Muller on behalf of the Cor-
poration to Kermit H. Adams, pursuant to Instrument
Number 20, dated 9 July, 1973, executed in the City
of Tegucigalpa before the Notary and
registered in the Public Register of said City on
.. July, 1973, under Number on Page of
Book of the Section of Commerce,

(v) the substitution of power of attorney
granted by Kermit H. Adams on behalf of the Corpo-
ration to Joseph S. Courand, pursuant to Instrument
Number 51, dated 18 December, 1975, executed in the
City of Tegucigalpa before the Notary Jacobo Zelaya
Padilla and registered in the Public Register of
said City on .. December, 1973, under Number
on Page of Book of the Section of Com-
merce,

(vi) the substitution of power of attorney
granted by Joseph S. Courand on behalf of the Cor-
poration to Albert S. Muller, pursuant to Instru-
ment Number 16, dated 2 October, 1978, executed in
the City of Tegucigalpa before the Notary
..... and registered in the Public Register of
said City on .. October, 1978, under Number on
Page of Book of the Section of Commerce,
and

(vii) the substitution of power of attorney granted by Albert S. Muller on behalf of the Corporation to Simon E. Malo, pursuant to Instrument Number 23, dated 30 December, 1978, executed in the City of Tegucigalpa before the Notary and registered in the Public Register of said City on 30 December, 1978, under Number on Page of Book of the Section of Commerce, and

(viii) any and all substitutions and special powers of attorney made to be given pursuant to each of the instruments referred to in clauses (i) through (vii) above,

shall be in all respects revoked and terminated, but the Corporation hereby expressly ratifies and confirms all acts lawfully performed or which may be performed, in its name or on its behalf, by each of said attorneys and by each person acting under or pursuant to any substitution or special power of attorney made or given by any of said attorneys under the power of attorney in which he was named, prior to the expiration of the period of thirty (30) days next succeeding the date of filing of this present power of attorney at the aforesaid National Department of Labor, Industry and Commerce.

Thus he stated and declared in the presence of the witnesses thereto, who were Sra. _____ and Sr. _____, both legally qualified to act as such, of age, residents of this locality, with whom I am acquainted.

I, the Notary, gave to the appearing party the legal warnings pertinent to this instrument.

I, the Notary, have attached to this instrument the certificate mentioned above which sets forth the resolutions of the Executive Committee of the Board of Trustees of the Corporation passed on 11 October, 1979, authorizing the granting of this power of attorney to the appearing party.

The appearing party has read and accepted this instrument and placed his initials on every page of the same; I read this instrument to the witnesses who waived their rights to read it themselves, of which right I advised them; the witnesses and the appearing party sign and I, the Notary, certify that I know the appearing party and the witnesses and to everything else I say or relate in this instrument.

ATTEST:

Meeting of	Powers to	
12/5/41	Popescu + Turnbull	Popescu retired 6/1/57
5/14/57		Paddock appointed director as of 6/1/57
"		Robert Beasley " acting director
6/18/57	Cloward + Paddock	- powers revoked to Popescu + Turnbull
4/15/61		Special power to Paddock for donation of land to Gov't of Hond.
11/20/61		Cloward's power cancelled. Paddock gave substitute powers to his Tegucigalpa lawyer.
4/25/62		Paddock resigned
9/7/62		Pulsker appointed acting director
10/8/62	Muller	" Interim Director
4/22/63	"	" Director
		Cloward's power revoked
11/9/63	Armon	appointed Ass. Director
12/1/67	"	" Director
5/19/73	Adams	" "
12/5/75	Conrad	" Interim Director
12/3/76	"	" "
12/2/78	Muller	Interim Director
As of 1/79	Mals	Director
5/1/79	Muller	elected Director Emeritus

BINGHAM, DANA & GOULD

100 FEDERAL STREET
BOSTON, MASSACHUSETTS 02110

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TELEX: 710-321-0169
CABLE ADDRESS: "BLOGGHAM"

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NOV 9 1979

EUROPEAN OFFICE:
5, CHEAPSIDE
LONDON EC2V 6AA
TELEPHONE: (01) 236-2182
TELEX: 888179
CABLE ADDRESS: "BLOGGHAM LDN"

November 5, 1979

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

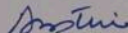
Dear John:

While looking at the minutes of the recent meeting of the executive committee, my attention was caught by the vote on page 3 which talks about revoking the powers of attorney in favor of Courand and Adams. Actually we should also be revoking the one given to Armour and any others that may be outstanding. The revised pages of the form of power of attorney include a reference to Armour as well as the other two.

I asked Simon to look into the situation so that we can have precise information about the dates and other details of these old powers but have not yet had any reply.

In due course, the vote on page 3 ought to be amended first to fill in the blanks and second to include the Armour power and any others that may be found to be in existence. (I'm assuming, perhaps in error, that the Board has not previously taken formal action to revoke old powers of attorney.)

Sincerely,



Austin S. Ashley

ASA/rw

cc: Dr. Simon E. Malo

BINGHAM, DANA & GOULD

100 FEDERAL STREET
BOSTON, MASSACHUSETTS 02110

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October 15, 1979

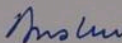
Mr. John W. Weeks
Secretary-Treasurer of
Escuela Agricola Panamericana
Museum of Science
Science Park
Boston, Massachusetts 02114

Dear John:

Herewith is a copy of my letter of today's date to Simon Malo regarding the draft form of power of attorney that was discussed last Thursday, together with a copy of the enclosure.

In addition, you will find a set of the same revised pages, without markings, to be incorporated into the copy of the form of the power which you have for inclusion in the minutes.

Sincerely,



Austin S. Ashley

ASA/rw
Enclosures

BINGHAM, DANA & GOULD
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October 15, 1979

Dr. Simon E. Malo, Director
Escuela Agrícola Panamericana
Apartado 93
Tegucigalpa, D.C.
Honduras

Dear Simon:

Herewith are two sets of revised pages 3, 4, 7 and 8 of the form of powers of attorney that was circulated at the meeting on October 11th. These have been marked to show where the changes occur. Carets indicate deletions and underlinings or marginal lines indicate new language.

With my regards,

Sincerely,

Austin S. Ashley

ASA/rw
Enclosures

cc: Mr. John Weeks

as a legal person and to qualify it to function as such in said Republic and to register it in the appropriate registries in this country as required by law.

(c) To obtain from the competent authorities in the Republic of Honduras such authorizations as may from time to time be necessary or in the opinion of said attorney, useful, from time to time necessary or to enable the Corporation to conduct a school in said Republic for the teaching of agronomy, horticulture, farm management, animal science, dairying, forestry and related arts and sciences, with full power to issue diplomas and academic titles to its graduates.

(d) To administer, maintain, supervise and control all of the property and assets of every kind, now or from time to time hereafter owned or possessed by the Corporation in the Republic of Honduras, and to receive and collect, with or without resort to judicial process or arbitration, and to receipt for, and place on deposit with banking institutions in said Republic for credit to account of the Corporation the rents, revenues and profits of all such property and assets; and in connection with the foregoing activities, to execute public and private instruments and enter into contracts and arrangements of all kinds and to execute public and private instruments in the name and behalf of the Corporation.

(e) To receive for deposit, in escrow, for safekeeping or otherwise, and to hold or allow withdrawals; to execute public and private instruments and to enter into and carry out contracts and arrangements of any and all kinds necessary or convenient for the transaction of all kinds of banking business between the Corporation and banking institutions in the Republic of Honduras.

(f) Subject to the limitations specified in paragraph (r) below, to deposit, make, draw, indorse, protest and collect bills of exchange, promissory notes, checks, drafts and other negotiable instruments, commercial documents and orders for the payment of money; to take, hold, sign, indorse and deliver bills-of-lading, warehouse receipts and delivery orders; to make and accept acknowledgements of debts arising in the ordinary course of business; to demand, enforce, sue for, receive, adjust, settle, submit to arbitration or mediation, give receipts and acquittances for, accounts, credits, claims, demands, rights and moneys belonging to or owing to the Corporation in the Republic of Honduras; to compromise, adjust, settle, submit to arbitration or mediation, discontinue and terminate suits, actions, liabilities, claims and demands of every kind by or against the Corporation in the Republic of Honduras.

(g) to acquire by any lawful means, either gratuitously or for a consideration, the ownership or the right to use or occupy any property, movable or immovable, within the Republic of Honduras and, either gratuitously or for a consideration, to grant servitudes, rights of usufruct, use or habitation for any term not exceeding ten (10) years, in respect of, any such property owned by the Corporation or in which the Corporation has an interest; and in connection with any of the foregoing, to accept and to register and to execute any instruments, public or private, appropriate thereto, and to perform all other acts which may be necessary in the premises to meet the requirements of law or of the constituted authorities of the said Republic.

(h) To accept, register and cancel mortgages and leases, and to take or cause to be taken all steps, including legal proceedings available by law, necessary or appropriate to protect and enforce the rights of the Corporation under any mortgage or lease in which the Corporation may be interested, and to enter upon or take possession of any property, movable or immovable, which is the subject of or to which such mortgage, lease or contract relates, and in connection with any of the foregoing, to execute and accept or register any instruments, public or private, appropriate thereto, and to perform all other acts which may be necessary in the premises to meet the requirements of law or of the constituted authorities of the said Republic.

(i) To pay duties, and to intervene before the custom houses of said Republic in any proceedings relative to the importation or exportation of merchandise, and in connection therewith to perform any acts authorized by law or by customs regulations.

(j) To receive and receipt for from all post offices and/or carriers by air, water, railway or highway, all letters, whether ordinary or registered, packages, containers, parcels and all other matters addressed to or consigned to the Corporation; to sign and execute postal orders, hire postal boxes, receive and dispatch telegrams, cables and all other communications in the name of the Corporation, and to register telegraphic and cable addresses.

(k) To pay taxes, imposts, assessments and charges of any kind imposed upon the Corporation or any of its income or properties by the Republic of Honduras or any

one or more of the powers conferred on him by this instrument, to revoke substitutions and to substitute such powers again and to grant and revoke special powers of attorney.

(g) Generally to act pursuant to this present power in the capacity of fully-authorized attorney and agent for the Corporation in the Republic of Honduras in connection with all of the matters hereinbefore stated and any other matters wherein it shall be necessary for the attorney to act and wherein the Corporation may be interested in said Republic although such matters may not have been specifically mentioned herein, and to execute in the name and on behalf of the Corporation all such public or private instruments and to perform all such acts as said attorney may deem necessary to accomplish the purposes of this present power of attorney in conformity with the laws of the said Republic, as fully and effectively in every respect as the Corporation could itself do, and the Corporation hereby ratifies and confirms and undertakes to accept all and whatsoever the said attorney shall lawfully do within the limits of the powers herein conferred, including all that said attorney may do or cause to be done after the revocation of this power of attorney but before such revocation shall have been brought to his knowledge.

(r) Anything in any of the foregoing clauses to the contrary notwithstanding, nothing in this instrument authorizes or shall be construed to authorize said attorney

(i) to create, assume or guarantee any indebtedness for money borrowed or credit extended or to draw any draft or check on funds credited to the account of the Corporation in an amount larger than ten thousand lempiras (\$10,000) in currency of the Republic of Honduras or five thousand Dollars (\$5,000) in currency of the United States of America unless authorized by a specific resolution of the Board of Trustees or of the Executive Committee of the Corporation, or

(ii) to do any act or thing, the doing of which would violate any law, decree or regulation of the Republic of Honduras affecting or binding upon the Corporation.

(s) The present power of attorney shall become effective immediately after the filing thereof at the Commercial Registration Division of the National Department of Industry and Commerce of the Ministry of Labor, Industry and Commerce of the Republic of Honduras; and forthwith upon such filing:

(i) the power of attorney granted by the Corporation to Joseph S. Courand, pursuant to Instrument Number dated , 19.., executed in the City of Tegucigalpa in this Republic before the Notary Jacobo

Zelaya Padilla and registered in the Public Register of said City on , 19.., under Number on Page of Book of the Section of Commerce,

(ii) the power of attorney granted by the Corporation to Kermit H. Adams, pursuant to Instrument No. dated , 19.., executed in the said City of Tegucigalpa in this Republic before the Notary and registered in the Public Register of said City on , 19.., under Number on Page of Book of the Section of Commerce, ^

(iii) the power of attorney granted by the Corporation to Robert P. Armour, pursuant to Instrument No. ... dated , 19.., executed in the said City of Tegucigalpa in this Republic before the Notary and registered in the Public Register of said City on , 19.., under Number on Page of Book of the Section of Commerce, and

(iv) any and all substitutions and special powers of attorney made or given pursuant to each of the powers of attorney referred to in clauses (i), (ii) and (iii) above,

shall be in all respects revoked and terminated, but the Corporation hereby expressly ratifies and confirms all acts lawfully performed or which may be performed, in its name or on its behalf, by each of said attorneys and by each person acting under or pursuant to any substitution or special power of attorney made or given by any of said attorneys under the power of attorney in which he was named, prior to the expiration of the period of thirty (30) days next succeeding the date of filing of this present power of attorney at the aforesaid National Department of Labor, Industry and Commerce.

Thus he stated and declared in the presence of the witnesses thereto, who were Sra. and Sr. both legally qualified to act as such, of age, residents of this locality, with whom I am acquainted.

I, the Notary, gave to the appearing party the legal warnings pertinent to this instrument.

I, the Notary, have attached to this instrument the certificate mentioned above which sets forth the resolutions of the Executive Committee of the Board of Trustees of the Corporation passed on 11 October, 1979, authorizing the granting of this power of attorney to the appearing party.

The appearing party has read and accepted this instrument and placed his initials on every page of the same; I read this

INSTRUMENT NUMBER In the City of Tegucigalpa, Central District, on the day of the month of of the year nineteen hundred seventy-nine,

BEFORE ME,

JACOBO ZELAYA PADILLA, of age, married, lawyer and Notary of this place, registered in the College of Lawyers of Honduras with the number 0737, and in the presence of the witnesses who will be named at the end hereof, residents of this locality, without disqualification to act as such,

APPEARS

Doctor HUGH L. POPONOE, to me personally known, of years of age, citizen of the United States of America, single, professor, personally known to me and a resident of the City of Gainesville in the State of Florida and United States of America, temporarily sojourning in this City, who declares that he is the Chairman of the Board of Trustees of the ESCUELA AGRICOLA PAN-AMERICANA, INC. (hereinafter sometimes referred to as "the Corporation"), a not-for-profit corporation of the State of Delaware in the United States of America which is recognized as a legal person in the Republic of Honduras by the Executive Power in Decree number 1018 issued by the Ministry for the Administration of Justice, Health & Welfare under date of January 13, 1943, and registered in the Public Registry of this City on , 19.., under No., Page of Book of the Section of Commerce, and which owns real and personal property and conducts a school for the teaching of agronomy and related sciences at El Zamorano in the Department of Francisco Morazon in this Republic.

And the appearing party further declares that he appears and acts herein for and in the name of the Corporation in his capacity aforesaid by virtue of votes legally passed by action of the Executive Committee of the Board of Trustees of the Corporation at a meeting legally convened and held on October 11, 1979, at which a quorum of the members of the Committee was present as required by the By-Laws of the Corporation, all as the appearer establishes by the certificate which he delivered to me in order to attach it to this instrument and by which certificate is also proved his character of Chairman of the Board of Trustees of said Corporation.

I, the Notary, certify to being acquainted with the party who appears and to be informed of his occupation, citizenship and residence, nothing to the contrary being known to me.

And the appearing party assures me, under his most strict responsibility, that the Corporation which he represents has not been dissolved nor is it in the course of liquidation and the votes set forth in the certificate which he has delivered to me have not been revoked, suspended or modified in any manner.

And the appearing party further assures me that he and the Corporation which he represents have not only the free administration of their respective properties but also the full enjoyment and exercise of their respective civil rights, and that each has as in my judgment it does have, the legal capacity for the execution of this instrument.

I, the notary, also certify to having had before me evidence that the Corporation was legally organized and validly exists as a corporation of the State of Delaware in the United States of America.

EXPOSITION

And the appearer further declares:

In the name and behalf of the Corporation, he confers a power of attorney upon Dr. Simon E. Malo, () years of age, citizen of the United States of America, married, professor, residing at El Zamorano in the Francisco Morazan District of this country, to act as fully-authorized, general representative of the Corporation in the Republic of Honduras with general and free powers of administration and with authority in the performance of his duties to exercise all necessary powers, including without limitation all such powers as may be proper to a general power of attorney under the laws of said Republic as well as those which are specified or referred to below in paragraphs (a) through (q) inclusive, but subject nevertheless to the provisions and limitations set forth below in paragraphs (r) and (s):

(a) To represent the Corporation in respect of all its present and future business, property and interests in the Republic of Honduras, and to represent the Corporation in all its transactions, public or private, with individuals, partnerships, companies and other juristic entities, legislative, judicial and administrative bodies and public officials throughout said Republic.

(b) To obtain from the competent authorities in the Republic of Honduras recognition of the Corporation

as a legal person and to qualify it to function as such in said Republic and to register it in the appropriate registries in this country as required by law.

(c) To obtain from the competent authorities in the Republic of Honduras such authorizations as may from time to time be necessary or in the opinion of said attorney, useful, from time to time necessary or to enable the Corporation to conduct a school in said Republic for the teaching of agronomy, horticulture, farm management, animal science, dairying, forestry and related arts and sciences, with full power to issue diplomas and academic titles to its graduates.

(d) To administer, maintain, supervise and control all of the property and assets of every kind, now or from time to time hereafter owned or possessed by the Corporation in the Republic of Honduras, and to receive and collect, with or without resort to judicial process or arbitration, and to receipt for, and place on deposit with banking institutions in said Republic for credit to account of the Corporation the rents, revenues and profits of all such property and assets; and in connection with the foregoing activities, to execute public and private instruments and enter into contracts and arrangements of all kinds and to execute public and private instruments in the name and behalf of the Corporation.

(e) To receive for deposit, in escrow, for safekeeping or otherwise, and to hold or allow withdrawals; to execute public and private instruments and to enter into and carry out contracts and arrangements of any and all kinds necessary or convenient for the transaction of all kinds of banking business between the Corporation and banking institutions in the Republic of Honduras.

(f) Subject to the limitations specified in paragraph (r) below, to deposit, make, draw, indorse, protest and collect bills of exchange, promissory notes, checks, drafts and other negotiable instruments, commercial documents and orders for the payment of money; to take, hold, sign, indorse and deliver bills-of-lading, warehouse receipts and delivery orders; to make and accept acknowledgements of debts arising in the ordinary course of business; to demand, enforce, sue for, receive, adjust, settle, submit to arbitration or mediation, give receipts and acquittances for, accounts, credits, claims, demands, rights and moneys belonging to or owing to the Corporation in the Republic of Honduras; to compromise, adjust, settle, submit to arbitration or mediation, discontinue and terminate suits, actions, liabilities, claims and demands of every kind by or against the Corporation in the Republic of Honduras.

(g) to acquire by any lawful means, either gratuitously or for a consideration, the ownership or the right to use or occupy any property, movable or immovable, within the Republic of Honduras and, either gratuitously or for a consideration, to grant servitudes, rights of usufruct, use or habitation for any term not exceeding ten (10) years, in respect of, any such property owned by the Corporation or in which the Corporation has an interest; and in connection with any of the foregoing, to accept and to register and to execute any instruments, public or private, appropriate thereto, and to perform all other acts which may be necessary in the premises to meet the requirements of law or of the constituted authorities of the said Republic.

(h) To accept, register and cancel mortgages and leases, and to take or cause to be taken all steps, including legal proceedings available by law, necessary or appropriate to protect and enforce the rights of the Corporation under any mortgage or lease in which the Corporation may be interested, and to enter upon or take possession of any property, movable or immovable, which is the subject of or to which such mortgage, lease or contract relates, and in connection with any of the foregoing, to execute and accept or register any instruments, public or private, appropriate thereto, and to perform all other acts which may be necessary in the premises to meet the requirements of law or of the constituted authorities of the said Republic.

(i) To pay duties, and to intervene before the custom houses of said Republic in any proceedings relative to the importation or exportation of merchandise, and in connection therewith to perform any acts authorized by law or by customs regulations.

(j) To receive and receipt for from all post offices and/or carriers by air, water, railway or highway, all letters, whether ordinary or registered, packages, containers, parcels and all other matters addressed to or consigned to the Corporation; to sign and execute postal orders, hire postal boxes, receive and dispatch telegrams, cables and all other communications in the name of the Corporation, and to register telegraphic and cable addresses.

(k) To pay taxes, imposts, assessments and charges of any kind imposed upon the Corporation or any of its income or properties by the Republic of Honduras or any

taxing jurisdiction within said Republic; to contest liability for and to make, file and prosecute claims for the refund, adjustment or settlement, and to compromise and settle, any matter of dispute involving any such tax, impost, assessment or charge, and to execute and file all such returns, reports and other documents as may be required by law or by the taxing authorities within the said Republic.

(l) To execute with the custom-house authorities, the courts and with municipal and federal authorities within the said Republic, or procure, at the expense of the Corporation such bonds, guaranties or other undertakings as may be required by law or such authorities in connection with matters pending before any such authority or court in which the Corporation may be interested, directly or indirectly, either in its own behalf or on behalf of others for whom it is acting.

(m) For the purposes of defending, preserving or establishing any rights, claims or interests of the Corporation, to appoint lawyers and procurators, granting to them any one or more or all of the powers granted to said attorneys by this present power of attorney and either in person or through such attorneys or procurators to have resort to all legal procedures and remedies provided by the laws of said Republic; to enter appearance and appear before any and all courts, tribunals or other judicial bodies, committees, boards or authorities, whether executive, legislative or administrative; to institute or intervene in and to participate in legal or administrative proceedings in relation to or affecting the Corporation, its property or assets or any matter in which the Corporation may have an interest, and to carry on said proceedings through all their legal steps to the termination thereof; to contest and defend any legal or administrative proceedings instituted against the Corporation or any of its property or assets or to which the Corporation may be made a party; to withdraw or discontinue, in whole or in part, any legal, administrative or arbitratative proceeding instituted by or on behalf of the Corporation; to be served with and ask for the service of notifications, citations, summonses and compliances; to give testimony; to be present at the examination of witnesses, to challenge them and to examine or cross-examine them; to introduce and oppose the introduction of any class of evidence or means of proof; to interpose pleadings and motions of every kind; to challenge judges and other officials; to take and prosecute and to waive appeals; to appoint accountants and liquidators, arbitrators and umpires and to enter into agreements of reference to arbitration, with or without legal proceedings

or fines; to make settlements, to compromise and enter into arrangements with respect to the claims, rights and interests of the Corporation which may be the subject of litigation or controversy, for such consideration and subject to such conditions as may be deemed appropriate, and to execute agreements of compromise containing such provisions as may lawfully be stipulated therein; to institute or intervene in and to participate in all proceedings relating to the liquidation of bankruptcy estates, in respites, surrenders of estates, sales of assets, and bankruptcies of debtors of the Corporation; to attend meetings of syndics or administrators of bankrupt estates; to attend and vote at meetings of the creditors of bankrupts; to prove claims in bankruptcy and to contest any claims or debts not deemed legitimate; to accept or to reject the proposals of bankrupts and the accounts of the syndics or administrators of bankrupt estates; to accept and enter into any arrangement or composition of debts, either before or after the bankruptcy of the debtor; to bring criminal charges and to request police investigations; and generally in connection with any of the foregoing, to do any and all other things necessary or advisable in the premises for the protection of the rights and interests of the Corporation and for the conclusion of any and all matters in controversy or in litigation and liquidations.

(n) To defend and cause to be defended the employees of the Corporation or of any entity or concern which may be under the administration or direction and control of the Corporation, in all lawsuits or proceedings, criminal, administrative or civil, which may be instituted against such employees as a consequence of the carrying out of the orders or the performance of duties or functions imposed upon them by the Corporation; to engage and direct the activities of lawyers or defense attorneys for such employees; and to constitute the Corporation surety for such employees and to execute bail bonds, surety bonds or any other guarantee which may be necessary or which the authorities of said Republic may require to obtain the permanent or provisional freedom of such employees; and to procure the cancellation of such bonds and the refund of moneys deposited by the Corporation as such bond or guarantee.

(o) To employ, define the duties and fix the remuneration of and suspend or dismiss employees and day laborers.

(p) To substitute, in whole or in part, and subject to such reservations and limitations, including those of time, as said attorney may deem appropriate,

one or more of the powers conferred on him by this instrument, to revoke substitutions and to substitute such powers again and to grant and revoke special powers of attorney.

(g) Generally to act pursuant to this present power in the capacity of fully-authorized attorney and agent for the Corporation in the Republic of Honduras in connection with all of the matters hereinbefore stated and any other matters wherein it shall be necessary for the attorney to act and wherein the Corporation may be interested in said Republic although such matters may not have been specifically mentioned herein, and to execute in the name and on behalf of the Corporation all such public or private instruments and to perform all such acts as said attorney may deem necessary to accomplish the purposes of this present power of attorney in conformity with the laws of the said Republic, as fully and effectively in every respect as the Corporation could itself do, and the Corporation hereby ratifies and confirms and undertakes to accept all and whatsoever the said attorney shall lawfully do within the limits of the powers herein conferred, including all that said attorney may do or cause to be done after the revocation of this power of attorney but before such revocation shall have been brought to his knowledge.

(r) Anything in any of the foregoing clauses to the contrary notwithstanding, nothing in this instrument authorizes or shall be construed to authorize said attorney

(i) to create, assume or guarantee any indebtedness for money borrowed or credit extended or to draw any draft or check on funds credited to the account of the Corporation in an amount larger than ten thousand lempiras (B10,000) in currency of the Republic of Honduras or five thousand Dollars (\$5,000) in currency of the United States of America unless authorized by a specific resolution of the Board of Trustees or of the Executive Committee of the Corporation, or

(ii) to do any act or thing, the doing of which would violate any law, decree or regulation of the Republic of Honduras affecting or binding upon the Corporation.

(s) The present power of attorney shall become effective immediately after the filing thereof at the Commercial Registration Division of the National Department of Industry and Commerce of the Ministry of Labor, Industry and Commerce of the Republic of Honduras; and forthwith upon such filing:

(i) the power of attorney granted by the Corporation to Joseph S. Courand, pursuant to Instrument Number dated , 19.., executed in the City of Tegucigalpa in this Republic before the Notary Jacobo

Zelaya Padilla and registered in the Public Register of said City on , 19.., under Number on Page of Book of the Section of Commerce,

(ii) the power of attorney granted by the Corporation to Kermit H. Adams, pursuant to Instrument No. dated , 19.., executed in the said City of Tegucigalpa in this Republic before the Notary and registered in the Public Register of said City on , 19.., under Number on Page of Book of the Section of Commerce,

(iii) the power of attorney granted by the Corporation to Robert P. Armour, pursuant to Instrument No. ... dated , 19.., executed in the said City of Tegucigalpa in this Republic before the Notary and registered in the Public Register of said City on , 19.., under Number on Page of Book of the Section of Commerce, and

(iv) any and all substitutions and special powers of attorney made or given pursuant to each of the powers of attorney referred to in clauses (i), (ii) and (iii) above,

shall be in all respects revoked and terminated, but the Corporation hereby expressly ratifies and confirms all acts lawfully performed or which may be performed, in its name or on its behalf, by each of said attorneys and by each person acting under or pursuant to any substitution or special power of attorney made or given by any of said attorneys under the power of attorney in which he was named, prior to the expiration of the period of thirty (30) days next succeeding the date of filing of this present power of attorney at the aforesaid National Department of Labor, Industry and Commerce.

Thus he stated and declared in the presence of the witnesses thereto, who were Sra. _____ and Sr. _____ both legally qualified to act as such, of age, residents of this locality, with whom I am acquainted.

I, the Notary, gave to the appearing party the legal warnings pertinent to this instrument.

I, the Notary, have attached to this instrument the certificate mentioned above which sets forth the resolutions of the Executive Committee of the Board of Trustees of the Corporation passed on 11 October, 1979, authorizing the granting of this power of attorney to the appearing party.

The appearing party has read and accepted this instrument and placed his initials on every page of the same; I read this

instrument to the witnesses who waived their rights to read it themselves, of which right I advised them; the witnesses and the appearing party sign and I, the Notary, certify that I know the appearing party and the witnesses and to everything else I say or relate in this instrument.

ATTEST:

RECEIVED

JUN 6 1979

31 May 1979

Mr. Austin S. Ashley
Bingham, Dana & Gould
100 Federal Street
Boston, Mass. 02110

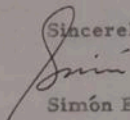
Dear Austin:

Following the recommendation of John Weeks I am sending you a copy of the "Power of Attorney" which was prepared by Jacobo Zelaya Padilla for me almost as soon as I arrived here in Jan. 1, 1979. The document carries the date of December 30, 1978. Please review it and notify the Executive Committee what you think of it. According to Zelaya the limitations are summarized thus:

1. The director cannot rent property longer than 10 years.
2. The director cannot sell land, ^{or} buildings without Board's approval.
3. The director cannot borrow money without approval.
4. The director cannot approve some types of right-of-ways.

Thank you very much.

Sincerely,



Simón E. Malo
Director

SEM/aml

Enclosure

cc: Hugh Popenoe ✓
John Weeks ✓

TESTIMONIO



DE LA

ESCRITURA PUBLICA

Nº. -23-

De SUSTITUCION DE UN PODER GENERAL

Otorgada por DR. ALBERT S. MULLER

A favor de DR. SIMON E. MALO, DIRECTOR ESCUELA AGRICOLA PANAMERICANA, INC.

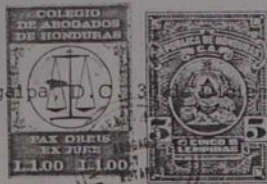
Autorizada por el Notario

JACOBO ZELAYA PADILLA

Tegucigalpa, D.C. 30 de Diciembre de 1978.



Tegucigalpa, D. C. 3 de Enero de 1978,



SEGUNDA CLASE
DIEZ CENTAVOS

1976-1979

Nº 1641671

TESTIMONIO

1

2 INSTRUMENTO NUMERO VEINTITRES. - En la ciudad de Tegucigalpa, Distrito Cen-

3 tral, a los treinta días del mes de diciembre de mil novecientos setenta y ocho. -

4 Ante mí, JACOBO ZELAYA PADILLA, mayor de edad, casado, Abogado y Notario Pú-

5 blico de este domicilio, inscrito en el Colegio de Abogados de Honduras con el -

6 número 0737, comparece el señor ALBERT S. MULLER, mayor de edad, soltero, Pro-

7 fesor en Fitopatología, de nacionalidad norteamericana, con residencia en la Es-

8 cuela Agrícola Panamericana, jurisdicción de este Distrito Central, en su condi-

9 ción de Director de la Escuela Agrícola Panamericana, una Corporación Educacio-

10 nal organizada y existente de conformidad con las Leyes del Estado de Delaware,

11 Estados Unidos de Norteamérica y reconocida como Persona Jurídica por el Poder

12 Ejecutivo en Acuerdo número 1018 emitido por el Ministerio de Gobernación y Jus-

13 ticia Sanidad y Beneficencia de fecha trece de enero de mil novecientos cuarenta

14 y dos y asegurándome hallarse en el pleno goce de sus derechos civiles, libre y

15 espontáneamente dice: PRIMERO: Que con fecha dos de octubre de mil novecien-

16 tos setenta y ocho en Escritura autorizada por el suscrito Notario le fué sustituí-

17 do por el señor JOSEPH S. COURAND, mayor de edad, casado, Economista Agrí-

18 cola y con residencia en la Escuela Agrícola Panamericana, quién actuaba en ese

19 entonces como Director de la Escuela Agrícola Panamericana para ejecutar y ejer-

20 citar en el país las facultades y poderes siguientes: a) Para hacer todas las dili-

21 gencias necesarias, firmar y presentar las peticiones y demás documentos que -

22 sean menester para obtener del Poder Ejecutivo de la República de Honduras al re-

23 conocimiento de esta Corporación como Persona Jurídica y habilitarla para que pue-

24 da funcionar como tal en dicha República, pudiendo a ese fin inscribirla en los

25 registros de dicho país que determine la Ley. - b) Para que una vez que esta --



1 Corporación sea debidamente reconocida en dicho país como Persona Jurídica, ha-
 2 gan las gestiones necesarias para celebrar con el Gobierno Nacional de dicha Re-
 3 pública, en los términos y condiciones que ellos crean convenientes, un contra-
 4 to o los arreglos necesarios para que permita a esta Corporación, establecer, e-
 5 quipar, mantener y hacer funcionar por su cuenta en dicha República, una Escue-
 6 la de Agronomía para la enseñanza de todas o cualesquiera de las artes y ciencias
 7 agronómicas, agropecuarias y avícolas e industrias conexas a dichas ciencias, y
 8 con facultades amplias para expedir diplomas y títulos académicos a sus alumnos
 9 graduados, pudiendo dichos mandatarios a ese fin celebrar y otorgar con las de-
 10 más personas o autoridades de dicha República, todos los otros documentos, con-
 11 tratos o arreglos que sean menester para que dicha Escuela pueda funcionar con
 12 entera amplitud y con el personal docente y administrativo que esta Corporación
 13 seleccione. - c) Para que dichos mandatarios representen a la "Escuela Agrícola
 14 Panamericana, Inc." , y comparezcan en su nombre ante todas las autoridades y
 15 --funcionarios de la República de Honduras, ya sean civiles, judiciales o del --
 16 trabajo o previsión social, en toda clase de peticiones, asuntos, querellas, jui-
 17 cios o procedimientos, ya sean administrativos, civiles, criminales, contencio-
 18 so-administrativos o del trabajo y prev isión social o de cualquier otra naturale-
 19 za, tanto en el carácter de peticionario como en el demandante o demandado, otor-
 20 gándole, al efecto por este medio al señor Albert S. Muller además de las facul-
 21 tades propias del mandato general que determinan las Leyes de la República de
 22 Honduras, las siguientes: Para interponer toda clase de recursos, ordinarios o ex-
 23 traordinarios, inclusive los de casación, quejas, amparo y contencioso-adminis-
 24 trativo y todo otro que pueda corresponder; para afianzar, pedir posiciones, pro-
 25 rrogar jurisdicción, deferir el juramento de la parte contraria y recusar magistra-



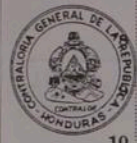
SEGUNDA CLASE
DIEZ CENTAVOS
1976-1979

Tegucigalpa, D. C. 30 de Diciembre de 1978.

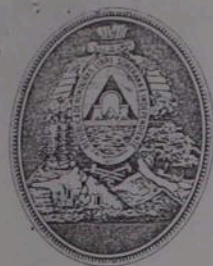


Nº 1641671

1 dos, jueces, escribanos, secretarios, asesores y árbitros para consentir autos
 2 y sentencias, para desistir de los juicios, acusaciones, instancias y recursos or-
 3 dinarios o extraordinarios y separarse de las recusaciones que hubiesen interpues-
 4 to para aceptar desistimiento para renunciar la apelación, para asistir al examen
 5 y acto de la declaración de testigos y tacharlos o repreguntarlos; para tachar los
 6 expertos de la parte contraria; para pedir providencias precautorias y efectuar em-
 7 bargos preventivos o definitivos; para pedir exhibición de bienes muebles, libros
 y documentos de cualquier naturaleza y el reconocimiento de estos últimos, para
 solicitar o hacer el reconocimiento de instrumentos, para hacer transacciones ju-
 10 diciales o extrajudiciales; para someter los asuntos al juicio de árbitros juris o
 11 arbitradores y nombrar dichos árbitros para denunciar delitos o faltas, o hacer a-
 12 cusación formal y coadyuvar a que se instruya y lleve a conclusión proceso crim-
 13 nal en contra de cualquier persona, natural o jurídica, cuyos actos constituyan
 delito u ofensa en contra de la propiedad, reputación u otros derechos de esta
 14 Corporación y para desistir de tales acusaciones y perdonar dichos delitos o fal-
 15 tas, entendiéndose que dichos mandatarios podrán fundar sus acciones públicas
 16 o acusatorias en todas aquellas disposiciones legales que sean pertinentes o a-
 17 plicables; para concurrir con voz y voto a juntas de cualquier clase que sean y
 18 renunciarlas, incluyendo juntas de acreedores, concursos de acreedores, juicios
 19 de quiebra, procedimientos de suspensión de pagos y obtener o dar quitas o espe-
 20 ras de crédito, y ejercitar en fín cualesquiera otros derechos o privilegios que
 21 de acuerdo con la Ley le correspondan a esta Corporación, como acreedor, cuando
 22 sus deudores se declaren o sean declarados en quiebra o bancarrota. - d) Para de-
 23 fender y hacer defender a los empleados de esta Corporación, o de cualquier en-
 24 tidad o empresa que esté bajo la administración o dirección y control de esta
 25



1 Corporación, en todas las causas o procesos criminales, policíacos, administrati-
 2 vos o civiles que se instituyan en contra de tales empleados por razón o como -
 3 consecuencia del ejercicio de sus empleos o de los actos que ejecuten en el desa-
 4 rrollo de las órdenes, deberes o funciones que la Corporación les asigne o impon-
 5 ga; para nombrar y dirigir los Abogados o procuradores defensores de tales emplea-
 6 dos, y para constituir a esta Corporación como fiadora de tales empleados y otor-
 7 gar las fianzas o cauciones, o cualquier otra garantía que sean necesarias o que
 8 exijan las autoridades de dicha República para poner tales empleados en libertad
 9 permanente o provisional, y para obtener la cancelación de tales fianzas y la de-
 10 volución de los dineros que la Corporación deposita como tal fianza o garantía.
 11 e) Para representar a la Corporación como accionista o socio de otras entidades
 12 o compañías en las juntas generales de accionistas o de socios que esas entida-
 13 des o compañías celebren, y para votar en esas reuniones y ejercitar los derechos
 14 que le corresponden a esta Corporación como tal accionista o socio. - f) En gene-
 15 ral para que dichos mandatarios puedan tomar posesión y administren todos los
 16 bienes muebles e inmuebles y actividades educacionales de esta Corporación en
 17 dicha República de Honduras, y para que puedan obtener y registrar derechos de
 18 propiedad, literaria y artística para que puedan cobrar y recibir las cantidades que
 19 puedan deberse a la Corporación en dicho país, y aprobar liquidaciones y cuentas;
 20 para que puedan comprar y vender por el precio y en las condiciones que estimen
 21 convenientes mercancías y bienes muebles de todas clases; para alquilar o arren-
 22 dar exclusivamente para el uso de la Corporación y de sus actividades educaciona-
 23 les cualquier clase de bienes muebles o inmuebles por el tiempo y en las condicio-
 24 nes que juzguen convenientes; para abrir la correspondencia y llevar los libros
 25 de contabilidad y firmar los documentos que correspondan; para que puedan acep-



SEGUNDA CLASE
DIEZ CENTAVOS
1976-1979

Tegucigalpa, 30 de Diciembre de 1978.



Nº 1641670

1 tar contribuciones, donaciones o regalos de cualquier naturaleza; para que pue--
 2 dan comprar y aceptar traspasos de bienes inmuebles y derechos de todas clases,
 3 los que harán inscribir en los correspondientes registros de la propiedad en dicho
 4 país, usando para esto los recursos legales correspondientes, pero no podrán -
 5 vender, transferir, enajenar o hipotecar los bienes inmuebles de la corporación
 6 y arrendarlos por más de diez años (10) ni gravarlos por más de diez años (10) --
 7 con servidumbres de ninguna clase no constituir sobre ellos por más de diez años
 (10) derechos de usufructo, uso o habitación sin que les otorgue la Corporación
 Poder Especial para ello; para que depositen en el Banco o Bancos que tengan por
 10 convenientes el dinero perteneciente a la corporación en dicha República y lo ex-
 traigan de dichos Bancos; para que hagan los pagos de las obligaciones y deudas
 de la Corporación en dicho país; para que puedan nombrar y separar el personal
 13 docente y administrativo de dicha Escuela y demás empleados y jornaleros que -
 estimen necesarios, fijándoles su compensación y obligaciones; y en general pa-
 14 ra que puedan otorgar para los fines educacionales de la Corporación toda clase
 15 de escritura o contratos, por documentos públicos o privados y condonar, novar,
 16 rescindir o consignar contratos y aceptar, endosar y avalar letras de cambio, li-
 17 branzas, cheques y pagarés, pero no podrán tomar dinero a préstamos o emitir -
 18 pagarés, giros o documentos negociables a nombre de la corporación sin autoriza-
 19 ción escrita del Presidente, Vice-Presidente o Tesorero de la misma o sin acuerdo
 20 de sus miembros o de su Junta de Directores; y por último, para que pueda susti-
 21 tuir este Poder en todo o en parte y revocar las sustituciones que hagan del mis-
 22 mo; para reservarse en cualquier sustitución que hagan el derecho de continuar e-
 23 jercitando dicho poder a un mismo tiempo, o sea simultáneamente con el sustitui-
 24 do, para ser nuevas sustituciones dejando o no vigentes en todo o en partes las
 25



1 que hubieren sido echas anteriormente; pero queda expresamente entendido, y es-
2 te es el deseo de la corporación, que las sustituciones que en el futuro se hicie-
3 ran de este poder continuarán en completo vigor mientras no hayan sido revocadas
4 expresamente, no obstante la renuncia de este poder o la muerte de cualquiera de
5 los mandatarios principales nombrados o de cualquier sustituto que hubiese a su
6 vez hecho sustitución del presente poder, entendiéndose igualmente que tanto es-
7 te poder como las sustituciones hechas en virtud del mismo podrán ser revocadas
8 por la corporación en cualquier tiempo cuando a bien lo tenga, quedando entendi-
9 do, además que dichos mandatarios podrán hacer uso de este poder conjunta o se-
10 paradamente y aún simultáneamente, cuando lo juzguen conveniente". - SEGUNDO:
11 Continúa manifestando el otorgante Albert S. Muller que en sesión general ordina-
12 ria de la Junta de Directores de la Escuela Agrícola Panamericana, Inc., efectua-
13 da en la Escuela Agrícola Panamericana, El Zamorano, Departamento de Francisco
14 Morazán, con fecha primero de diciembre de mil novecientos setenta y ocho, dicha
15 Junta acordó autorizar la sustitución del Poder General de la Escuela Agrícola Pa-
16 namericana que el exponente ejerció durante el período en que actuó como Direc-
17 tor de dicha Institución y en favor del señor Simón E. Malo, mayor de edad, ca-
18 sado, Doctor en Horticultura, de nacionalidad norteamericana, quién ha sido nom-
19 brado Director de la Escuela Agrícola Panamericana, Inc. y quién iniciará a ejer-
20 cer sus funciones el día primero de enero de mil novecientos setenta y nueve; que
21 en consecuencia, en uso de dicha autorización, por este acto y haciendo uso de
22 la última facultad contenida y transcrita en la cláusula que antecede sustituye el
23 Poder General que para representar a la Escuela Agrícola Panamericana, Inc. le
24 fué sustituido con todas las facultades expresamente consignadas y transcritas
25 en la cláusula primera de este Instrumento en el Doctor Simón E. Malo, de gene-



Tegucigalpa, D. C. 30 de Diciembre de 1978.



SEGUNDA CLASE
DIEZ CENTAVOS
1976-1979

Nº 1641670

1 rales ya expresadas, y con residencia en la Escuela Agrícola Panamericana. -Así
 2 lo dicen y otorgan, siendo testigos los señores Sandra Leticia Ponce Martínez, y
 3 Santos Orlando Reyes, ambos mayores de edad, soltera y Secretaria la primera y
 4 casado-Estudiente el segundo, ambos de este vecindario. - Y enterados del dere-
 5 cho que tienen para leer por sí esta Escritura, por su acuerdo le dí lectura íntegr,
 6 cuyo contenido ratifica el otorgante y firma con los testigos. - De todo lo cual, del
 7 conocimiento, edad, estado, profesión u oficio y vecindad de uno y otros doy fé;
 8 así como de haber tenido a la vista los siguientes documentos: a) Primera copia
 9 de la Escritura de Sustitución de Poder otorgada a favor del Doctor Albert S. Muller
 10 por el señor Joseph S. Courand, en esta ciudad por el suscrito Notario el día dos
 11 de octubre de mil novecientos setenta y ocho y b) Carta del Presidente de la Junta
 12 de Directores nombrando al señor Simón E. Malo como nuevo Director de la Escue-
 13 la Agrícola Panamericana, Inc., efectivo el día primero de enero de mil novecien-
 14 tos setenta y nueve y autorizando la sustitución del poder a favor del mismo. -Pa-
 15 saporte norteamericano NoF-53688 del Doctor Albert S. Muller; no exhibe Tarjetas
 16 del Impuesto sobre la Renta, Solvencia y Registro Tributario Nacional por no ser
 17 residente. - DOY FE. - ALBERT S. MULLER. - SANDRA LETICIA PONCE MARTINEZ. -
 18 SANTOS ORLANDO REYES. - FIRMA Y SELLO DEL NOTARIO. - JACOBO ZELAYA PADI-
 19 LLA.



20 Y a requerimiento del Doctor Simón E. Malo, en su condición de Director de
 21 la Escuela Agrícola Panamericana, libro, firmo y sello esta primera copia, en el
 22 mismo lugar y fecha de su otorgamiento, en el papel sellado correspondiente y
 23 con los Timbres de Ley debidamente cancelados, quedando su original con el cual
 24 concuerda, bajo el número preinserto de mi Protocolo corriente, en donde anoté
 25 este libramiento.

