



## CLUB DEPORTIVO "BAHIA KINO"

Apdo. 857 • Kino Bay • Hermosillo, Sonora, México.

### \* CHARTER AND BY LAWS FOR THE KINO BAY SPORTSMAN CLUB

VOLUME 110 ---INSTRUMENT NUMBER FIVE THOUSAND THREE HUNDRED SIXTY NINE.

In Hermosillo, Sonora, Mexico, the 14th Day of February, 1978 before me,  
Licenciado Alfredo Flores Periz, Public Notary Number Seventy One, I make evidence  
of the appearing the following persons: A. Scott Llewlyn, Tommie T. Turner, Fausto  
Garcia Martinez, Leroy Anderson Morwood, Oliver H. Keelor, Robert L. Jarrat, Eldon  
B. Heaston, Thomas James Crutchfield and Mrs Polly R. Boyles; and they said:

We want to form a Civil Association Ruled by the following: STATUTES :

ARTICILE ONE: The Corporation will be named "Club de Deportistas Bahia Kino"  
followed by the words "ASSOCIATION CIVIL"

ARTICILE TWO: The corporate legal domicile will be the city of Hermosillo, Sonora  
and the address: Kilometer One onf the highway to Nogales, or, in the building in  
which the corporation could have its own offices in the future. When the corporation  
considers convenient, it could establish offices or branch offices in any other city  
of Mexico or and or any other FOREIGN COUNTRY SUCH AS THE UNITED STATES OF AMERICA .

ARTICLE THREE: The corporation will be of Mexican Nationality. Any foreigner who at  
the time of forming this corporation or at any time thereafter acquires any interest  
or share in the corporation shall by that very act be considered to be MEXICAN with  
respect to such interest or share, and shall be understood to agree not to invoke the  
protection of his own GOVERNMENT under penalty, in case he should fail to keep this  
agreement, of forfeiting such interest or share to the Mexican Nation.

ARTICLE FOUR: The corporation is set up for a period of ninety nine (99) years.

~~\_\_\_\_\_~~

~~\_\_\_\_\_~~

~~\_\_\_\_\_~~





## CLUB DEPORTIVO "BAHIA KINO"

Apdo. 857 • Kino Bay • Hermosillo, Sonora, México.

### PAGE TWO ON CHARTER AND BY LAWS

ARTICLE FIVE : The corporation purpose will be to foment all the sports and particularly; hunting, swimming, diving, tennis, base ball, boat racing, climbing, hiking, golfing, archery, securing in sail boats, training and teaching about animal and plant life, conservation, control of boats, help in launching and retrieving, promote correct use of civil radios within the law, develop recreation areas, promote tourism in general, and do every thing possible to develop sports without any limitation except those unlawful for profit purposes only.

ARTICLE SIX : The corporation patrimony will be constituted with contributions and fees made by the members and determined by the General Meetings, and with the donations given to the corporation for its objective fulfillment. The corporation can promote all kinds of events charging to the members (those that participate) for the same purpose after deducting the costs of these events.

ARTICLE SEVEN: All the members of this corporation, and all the persons attending ~~to its constitution~~ and those admitted any time ~~there~~ after according to the General Meetings. The membership quality is non-transferable, so, neither the members credits nor the successors could claim any participation the corporation or be considered as substitute members. The requisites for new members admission are;

- (A) Be recommended and sponsored by another member.
- (B) To pay the admission fee established by the Board of Directors
- (C) Be accepted by the Board of Directors accordance with General Meeting.

ARTICLE EIGHT: In case an associate leaves the membership by voluntary separation, suspension, death, or for any other reason, he will lose his rights in favor to the corporation the amount of his participation, according to the 2968 article of the ~~Corporation Law~~ Sonora state civil law. The members will lose their rights and will be excluded for the corporation by the following causes;



## CLUB DEPORTIVO "BAHIA KINO"

Apdo. 857 • Kino Bay • Hermosillo, Sonora, México.

### PAGE THREE ON CHARTER AND BY LAWS--CONTINUATION OF ARTICLE EIGHT.

ONE --Negative attitude towards the association and Mexican laws.

TWO --Failing to pay the fees established by the Board of Directors, as well as any other economic obligation decided by the previous committee.

THREE -- Any member exclusion should be done by majority decision taken in associates general meeting according to the articles related to functions.

ARTICLE NINE: The corporation can expel or exclude any of the associates for doing any act against the corporation objectives or when those acts damage its prestige; for taking an attitude against the moral or good habits as well as any other justified causes according to the General Meeting members Judge.

ARTICLE TEN: These are the rights and obligations of the club members; Belong to the General Assembly; make personal propositions to the assembly and to the administration council; to propose the admission and exclusion of associates; to be elected as administration council member; to leave the corporation with a month previous notice; to watch over so the corporation INCOME be used for getting its objectives, having the right to examine accounting books and any other documents; to watch over the GOOD GOING of the corporation and helping to get its objectives; to pay any contributions determined by the General Assembly to perform the duties given by the General Assembly and administrativ council; to respect the General Assembly statutes and decisions; to inform about members address and any change; to use all the corporations installations, buildings or any other asset without any payment unless the fees determinate by the Generay meeting or Board of Directors.

ARTICLE ELEVEN : Each associate (member) will have the right to one vote in the General Meeting, but in case a member cannot attend and wants to give his proxy to another member, this can be done by a letter of proxy signed by the absent member.

ARTICLE TWELVE :The association management and direction as well as its legal representative will be given to a board of Directors with nine members; a Chairman, two Vice Presidents,





## CLUB DEPORTIVO "BAHIA KINO"

Apdo. 857 • Kino Bay • Hermosillo, Sonora, México.

### PAGE FOUR ON CHARTER AND BY LAWS—CONTINUATION ARTICLE TWELVE

ONE TREASURER, one SECRETARY and four members of the board with two substitutes. The substitutes are for directors, not officers. All of these members will be elected by the General Meeting Members. The board of directors will last two years in charge for the chairman, two vice presidents, treasurer and secretary, and one year for the others and substitutes. The General Meeting will decide who will be Chairman, Vice Presidents, Treasurer and Secretary or members. The board of Directors will adopt resolutions for vote majority of the present members—a quorum of five, and will need the presence of board members majority for to be legal established; in case of equal number of votes, the Chairman will have the deciding vote. NOTE—The board of Directors will meet at LEAST once a month, the first Thursday of each month, and for this purpose, by accepting their charges (director or officer) they are notified.

The board of Directors meetings will be in the corporate domicile at Kino Bay; in case of extraordinary meetings the members will be notified in the house at Kino Bay; Lot number Five (5) Block one hundred and eight (108) and the meetings will be at this place or—any other place agreed upon at Kino Bay.

The board members will be notified by telephone, telegram or letter delivered to the board members place of meeting will be mentioned. Independently of this the board CHAIRMAN or SECRETARY CAN MAKE AN OTHER KIND OF ADDITIONAL NOTIFICATION (C. B. RADIO).

ARTICLE THIRTEEN :The Board of Directors powers and obligations are:

- (A) To formulate, to discuss, to approve and to reform at any time the association interior regulations as well as those related to its departments sections or branch offices, laboratories, libraries, investigation centers, recreation areas, etc.
- (B) To freely select the association employees, fixing their fees, obligations and powers and approving their contracts with the corporation.
- (C) To designate all the association technical and administrative personnel





## CLUB DEPORTIVO "BAHIA KINO"

Apdo. 857 • Kino Bay • Hermosillo, Sonora, México.

### PAGE FIVE ON CHARTER AND BY LAWS--CONTINUATION ARTICLE THIRTEEN

(D) To formulate, to discuss and to approve the association activities program.

(E) To designate the necessary committees establishing obligations and powers.

(F) To manage all the association assets without any limitation and with the powers to exercise ownership acts according to the Sonora State Civil law-2448 article, and just with the limitations of acquiring any real estate, and for doing this, here will be necessary to have the Ministry of Foreign Relations permission, and the General Meeting members' approval for binding the corporation to any mortgage.

(G) To represent the association with a full GENERAL POWER OF ATTORNEY for lawsuits and collections, acts of management with all the general and special powers according to the law and without any limitation in the SONORA STATE CIVIL law 2831 article, and powers for all kind of proceedings, exceptions and all kind of penal, civil and administrative defense before and kind of authorities, public officials and public offices and to file and transact any lawsuit with all the ordinary or extraordinary or appeals in and including the "AMPARO" (special injunction proceeding) and to act.

(H) To extend and revoke GENERAL and SPECIAL powers.

(I) To delegate one or some of its powers with board members themselves.

ARTICLE FOURTEEN: The association representation will be held by the board chairman who will always act with the previous board of Directors opinion taken by majority.

The Treasurer will sign the corporation name, acting alone or signing jointly.

ARTICLE FIFTEEN: The Board of Directors could designate an administrator or manager with ATTORNEY IN FACT powers for lawsuits and collections, with all the General and Special powers, including designation of auxiliary managers with the powers given by the BOARD OF DIRECTORS.

ARTICLE SIXTEEN: The members when assembled in General Meeting constitute the supreme authority of the association and it should meet at the corporate domicile in Hermosillo or at the established place noted in this instrument at Kino Bay (lot 5--block 108).

The dates for the meetings will be; the Saturday following the fourth Thursday of November (Saturday after Thanksgiving). The summer date is June 20 th each year.

(Alternate summer date--two days after end of sponsored tournament -Sportfishing--





## CLUB DEPORTIVO "BAHIA KINO"

Apdo. 857 • Kino Bay • Hermosillo, Sonora, México.

PAGE SIX ON CHARTER AND BY LAWS--STARTING WITH ARTICLE ~~SEVENTEEN~~ <sup>SEVENTEEN</sup>

ARTICLE SEVENTEEN: The members General meeting will be the fullest authority for knowing and deciding any matter. At the annual General Meeting in November it will be discussed about the new board of Directors designation.

ARTICLE EIGHTEEN The Association will keep a General Meetings and Board of Directors minute book. as well as a members registration book with their addresses. On these books there should be written all the resolutions taken. The General Meeting and board meetings minute books will have to be signed by the board CHAIRMAN and SECRETARY.

On general meetings there will be designated a Chairman and Secretary for that particular meeting--but it is also possible for the existing board of Directors Chairman and Secretary to guide the meeting.

ARTICLE NINETEEN: Without any exception all the matters discussed in General meetings will be accorded or decided by the present or represented majority members. The General meeting will be legal established with any associated members present and with any kind of matter handled. In case of a tie vote the General meeting CHAIRMAN will have the deciding vote.

ARTICLE TWENTY: The General meetings will be called through letters sent to each associated address according to the Club's records, the letter will be mailed register and include an acknowledge receipt. In the meetings call it is necessary to specify the meeting will be legal established with the associated attendance, no matter the number and the decisions will be taken for the members present vote majority. The meeting call will be sent to mail thirty days before the meeting, however in case of all members presence, they could meet any time and without previous call. The call must specify the General Meeting place, day and hour as well as all the matters for discussion, in the same way the meeting call must communicate that any other matter out of those expressed on the call could be discussed, if presented members O. K.



## CLUB DEPORTIVO "BAHIA KINO"

Apdo. 857 • Kino Bay • Hermosillo, Sonora, México.

PAGE SEVEN ON CHARTER AND BY LAWS--STARTING ARTICLE ~~TWENTY~~ TWENTY TWO

ARTICLE TWENTY TWO: There will be partnership dissolution for General Meeting expressed agreement or for any other cause foreseen by the Law, in any case the board of Directors will be converted in a liquidation board and will proceed to liquidate the association according to the following standard;

- (A)--To cover the association debts by selling, if necessary its properties or goods necessary in their judgment for this purpose.
- (B)--No one member will have the right to recover the fee or any amount given for the association objectives, except the reimbursed loans made directly to it, and shown in the association required debt.
- (C)--The overage after covered the required debt will be applied to another organization of similar objectives--same type of association.
- (D)--The General meeting will be the only one with power to designate particularly which association or associations and in what proportions will be benefited with the liquid assets

TRANSITORY ARTICLES: The contracting parties assembled in General Meeting, took by unanimous vote the following resolutions. FIRST : To designate as board of directors members the following persons:

*CHAIRMAN-----	ELDON HEASTON
VICE PRESIDENT-----	FAUSTO A GARCIA MARTINEZ
TREASURER-----	LEROY ANDERSON MORWOOD
SECRETARY-----	POLLY R. BOYLES
MEMBER-----	TOMMIE TO TURNER
MEMBER-----	EDMUNDO GARCIA MARTINEZ
MEMBER-----	LIC. LEONARDO A. SERRANO FIMBRES

SECOND: This Notarial instrument fees and expenses will be covered by the Association.

THIRD: This Corporate Charter and the charter provisions will rule the association operation.

FOURTH: NADA

FIFTH: The persons signing this instrument will have the incorporators quality.

\*Original states PRESIDENTE--Translation in handwriting as ov above.  
This typing done from translation.