

THE CIVIL ASSOCIATION CONTRACT by which "CLIFF CONSERVATION", A CIVIL ASSOCIATION, is constituted, granted by the citizens VÍCTOR FELIPE MORALES ARMIJO and ANDREA SOBREVILLA COVARRUBIAS, in accordance with the following background and statutes:

E S T A T U T O S

ARTICLE ONE. – The corporate name will be "CLIFF CONSERVATION" and will be used followed by the words "ASOCIACIÓN CIVIL" or its abbreviation A.C

ARTICLE TWO. – The Association is a non-profit organization and its corporate purpose is as follows:

(a) The provision of education at various levels and in its various forms, with authorization or with recognition of official validity of studies, in accordance with the provisions of the General Education Act and other applicable provisions, aimed at the comprehensive education of persons, the promotion of civic, cultural and social values, and academic and professional preparation that contributes to human development; scientific and technological of the country.

(b) Promoting, encouraging and carrying out scientific and technological research activities in all its branches, seeking innovation, development and transfer of knowledge, with the obligation to register in the National Register of Scientific and Technological Institutions of the National Council of Science and Technology in order to be registered with CONACYT (now CONAHCYT) as actors in the National Science System; Technology and Innovation, as well as the dissemination of the results of such research for the benefit of society.

c) The execution of projects, programs and actions aimed at the research, preservation and restoration of wild flora, fauna and fungi, both terrestrial and aquatic, within the geographical areas determined for this purpose by the Tax Administration Service through general rules, in accordance with the provisions of Annex 13 of the Miscellaneous Tax Resolution in force, promoting sustainable conservation practices and environmental education.

(d) The promotion among the population, in general and in specific communities, of the culture of prevention and control of water, air and soil pollution, as well as the protection and preservation of the environment, seeking the restoration of the ecological balance through campaigns, educational programmes, awareness-raising projects and citizen participation actions;

(e) The controlled and systematic reproduction of species of flora, fauna and funga that must be subject to special protection or that are in danger of extinction, as well as the conservation, restoration and monitoring of their natural habitat, provided that the

favourable opinion of the Ministry of the Environment and Natural Resources is previously obtained; in the terms provided by the regulations in force.

(f) Supporting, promoting and strengthening activities related to the rational and sustainable use of natural resources, as well as the implementation of measures for the protection, conservation and restoration of the environment, seeking the harmonization of human development with the responsible use of the natural heritage;

(g) The promotion and encouragement of educational, cultural, sports, artistic, scientific and technological activities that contribute to the integral development of individuals and to the strengthening of national identity, innovation and social cohesion;

h) Dedicate themselves exclusively to the protection and reproduction of species included in NOM-059-SEMARNAT-2010 and to the conservation of their habitat, which is an endangered species, with the authorization of the Ministry of Environment and Natural Resources in accordance with the applicable legislation.

(i) The promotion of the organized participation of the population in actions that improve their own subsistence conditions for the benefit of the community or in the promotion of actions in the field of citizen security.

(j) Support for the use of natural resources, the protection of the environment, flora, fauna and fungi, the preservation and restoration of the ecological balance, as well as the promotion of sustainable development at the regional and community levels, in urban and rural areas;

k) To encourage, promote and encourage the responsible practice of sport climbing and other mountain activities, in harmony with the environment. -----

l) Promote healthy lifestyles linked to nature through educational, cultural, sports and recreational activities aimed at the physical, mental and social well-being of people. -----

Likewise, for the purposes of fulfilling the corporate purpose, including but not limited to, the Association may:

m) To promote, encourage and encourage mountain sports and recreational activities – in particular sport climbing, hiking and mountain biking – ensuring their responsible, safe and sustainable practice.

I. To acquire, by any title, literary, artistic, scientific or technological rights, as well as all kinds of intangible assets that are necessary or convenient for the development of its corporate purpose.

II. Obtain, by any title, concessions, permits, authorizations, licenses, recognitions, and certifications of an administrative, academic, environmental, scientific, or technological nature, as well as enter into any kind of acts, agreements, or contracts related to its corporate purpose, before federal, state, or municipal authorities.

III. To issue, draw, endorse, accept and subscribe all kinds of credit instruments and commercial documents necessary for the achievement of its corporate purpose, provided that such operations do not have the character of speculative acts or of a commercial nature.

IV. To confer all kinds of powers and mandates, judicial, general or special, in favor of persons who contribute to the fulfillment of its corporate purpose.

V. To acquire, possess, administer, lease, alienate and dispose of all kinds of movable and immovable property, as well as real and personal rights that are linked to the fulfillment of its corporate purpose, provided that they are intended for the development of the same.

VI. To hire the academic, technical, administrative, and support personnel necessary for the proper operation of its programs and activities, establishing the corresponding working conditions in accordance with the applicable labor legislation.

VII. To organize, promote, and develop courses, workshops, diplomas, seminars, conferences, talks, congresses, exhibitions, contests, fairs, festivals, or any other similar event that is directly or indirectly related to its corporate purpose.

VIII. To raise awareness, sensitize and train the population on the importance of education, science, sports, culture and the preservation of the environment, promoting the active participation of civil society through volunteer and social responsibility programs.

IX. Requesting, managing, and obtaining material, financial, and human resources from natural or legal persons, social organizations, foundations, national and international organizations, as well as public and private entities, which are intended to finance projects, programs, or activities aligned with its corporate purpose.

X. To obtain from individuals, non-governmental organizations, official and private, national and international institutions, the technical, scientific, academic, economic, and material cooperation required for the development of its corporate purpose, promoting the exchange of knowledge and best practices.

XI. To enter into agreements, alliances, and all kinds of instruments of collaboration with public and private, national, and international entities, with the purpose of coordinating efforts, optimizing resources, and enhancing the social, environmental, scientific, educational, and cultural impact of the Association's activities.

For the purposes of fulfilling the corporate purpose, the Association may carry out all the acts and activities that are necessary for the subsistence of the Association and the fulfillment of the purposes for which it is constituted.

The Association does not pursue profit motives and its activities will have as its primary purpose the fulfillment of its social purpose, so it may not intervene in political campaigns or propaganda activities.

ARTICLE THREE. – The Association has its domicile in the city of Monterrey, Nuevo León, and may establish offices or representations in any part of the country.

ARTICLE FOUR. – The duration of the Association will be indefinite.

ARTICLE FIVE. – Current or future foreign members are obliged to the Ministry of Foreign Affairs to consider themselves as nationals with respect to the social shares or rights they acquire in this Association, the assets, rights, concessions, participations or interests held by the Association and the rights and obligations arising from the contracts to which this Association is a party. for which reason they shall not invoke the protection of their governments, under penalty of forfeiting for the benefit of the Mexican nation the goods and rights which they have acquired.

The foregoing in terms of the first section of article twenty-seven of the Constitution, article fifteen of the Foreign Investment Law and article fourteen of the Regulations of the Foreign Investment Law and the National Registry of Foreign Investments.

ARTICLE SIX. – The assets of the Association will be made up of:

- I. The fees, contributions or cooperations of any kind, ordinary or extraordinary, of the associates established for this purpose by the assembly of associates.
- II. The recovery fees that are established in the exercise and development of its purpose.
- III. The donations received.
- IV. Of the support or stimuli received.
- V. Holding raffles or raffles.
- VI. Any other income that is linked to its corporate purpose and that can be legally provided.

The assets of the Association, including the public support and incentives it receives, will be used exclusively for the purposes of its corporate purpose for which they have been authorized to receive donations deductible from Income Tax, not being able to grant benefits on the distributable remainder to any natural person or to its members, natural or legal persons. unless it is a legal entity authorized to receive deductible donations in terms of the Income Tax Law or it is the remuneration of services effectively received. The institution shall not distribute among its associates, remnants or returns from the public support and incentives it receives. The provisions of this provision are irrevocable.

ARTICLE SEVEN. – The grantors of this instrument and those others that the assembly of associates admits subsequently are associates. The status of associate is non-transferable.

ARTICLE EIGHT. – In the event of the death of any of the members, the Association will continue with the survivors.

The heirs or legatees will not be entitled to the refund of the contributions made by the deceased member.

ARTICLE NINE. – In no case will the members have the right to recover their contributions.

ARTICLE TEN. – Members may be excluded:

I.- For the commission of fraudulent or malicious acts against the Association.

II.- Due to judicially declared incapacity.

III.- When they refuse to carry out the commissions entrusted to them by the General Assembly of Associates.

IV.- When they do not make the contributions or do not pay the fees that the General Assembly of Associates may establish; and

V. When they do not contribute to the purposes of the Association.

ELEVENTH ARTICLE. – The Association shall keep a register of members, in which the name and address of each member shall be registered, with an indication of their contributions, if any. This book will be in the care of the president or Board of Directors, who will be responsible for its existence and the accuracy of its data.

ARTICLE TWELVE. – The assembly of associates is the supreme body of the Association.

ARTICLE THIRTEEN. – The meetings will be held at least once a year, at the registered office or at the place determined by the meeting.

ARTICLE FOURTEEN. – Calls for assemblies must be made by any member of the Board of Directors, at least fifteen days before the date set for the meeting. Such a call shall be made when they deem it convenient or when requested by at least five per cent of the members.

In the latter case, if they refuse to make the summons, it will be made by the civil judge at the request of said associates.

ARTICLE FIFTEEN. – The calls must be sent to the members by electronic means and must indicate the date, time and place of the meeting and include the agenda, announcing the matters that the assembly must resolve.

ARTICLE SIXTEEN. – If all the members are present, the call will not be necessary, but prior to the discussion of the matters, the members must unanimously approve the agenda.

ARTICLE SEVENTEEN. – In order for an assembly to be considered validly assembled, it must be convened in accordance with the provisions of these statutes and will be considered legally installed with those present or represented, regardless of their number.

In the assemblies, the persons designated by the members will act as president and secretary.

The minutes of the assemblies of associates must be transcribed in a book of minutes.

ARTICLE EIGHTEEN. – The resolutions of the assembly will be taken by a majority of votes, this being seventy-five percent of those present.

ARTICLE NINETEEN. – In the assemblies, each member will have the right to vote.

The assemblies may be ordinary and extraordinary. Ordinary assemblies shall be held at least once a year; and extraordinary assemblies when the case so requires.

With regard to the holding of ordinary and/or extraordinary general assemblies, the Associates may indicate the minimum quorum for attendance, voting and, where appropriate, the holding of the same.

ARTICLE TWENTY. – Members will be obliged to attend the assemblies personally or through the representation of a third party.

ARTICLE TWENTY-ONE. – Minutes will be drawn up for each assembly that must contain the date, time and place of the meeting, the names of the attendees, the agenda and the development of the meeting.

The minutes must be signed by those who have acted as president and secretary.

ARTICLE TWENTY-TWO. – The administration of the Association will be in charge of a Board of Directors.

Minutes of each meeting of the Board of Directors shall be drawn up and recorded in the minutes book of meetings of the Board of Directors, which shall be kept for that purpose.

ARTICLE TWENTY-THREE. – The Board of Directors will have the legal representation of the Association, and will enjoy the following powers and faculties, which may be limited by the assembly.

I.- GENERAL POWER OF ATTORNEY FOR LAWSUITS AND COLLECTIONS, to be exercised in terms of the first paragraph of Article 2,554 (two thousand five hundred and fifty-four) of the Federal Civil Code and its correlatives in the various Civil Codes of the different states of the United Mexican States, with all the general and special powers that require a special clause in accordance with the law, including those referred to in Articles 2,574 (two thousand five hundred seventy-four), 2,582 (two thousand five hundred eighty-two), 2,587 (two thousand five hundred eighty-seven) and 2,593 (two thousand five hundred ninety-three) of the Federal Civil Code and its correlatives of the different Civil Codes of the various

states of the United Mexican States, including the power to withdraw from the Amparo trial, to carry it out in all its phases and to withdraw from them, to file appeals with respect to provisional and final resolutions and judgments, to accept favorable awards and request the revocation of awards, to answer lawsuits filed against the Association, to prepare and present lawsuits, claims or complaints, to assist the Public Prosecutor's Office in criminal proceedings, to participate in such proceedings, to grant pardon when warranted, to recognize and sign documents and to object to those presented by any other party as false, to absolve and vent positions, to compromise, to compromise in arbitrators, to recuse magistrates, judges or any judicial authority, with or without cause in terms of the provisions of the law, and appoint experts.

II.- GENERAL POWER OF ATTORNEY FOR ACTS OF ADMINISTRATION, to be exercised in terms of the second paragraph of Article 2,554 (two thousand five hundred and fifty-four) of the Federal Civil Code and its correlatives of the Civil Codes for the states of the United Mexican States, with all the general and special powers that require a special clause in accordance with the law, including those referred to in Articles 2,574 (two thousand five hundred seventy-four), 2,582 (two thousand five hundred eighty-two) and 2,593 (two thousand five hundred ninety-three) of the Federal Civil Code and its correlatives of the Civil Codes for the states of the United Mexican States.

III.- GENERAL POWER OF ATTORNEY FOR ACTS OF OWNERSHIP, to be exercised in terms of the third paragraph of Article 2,554 (two thousand five hundred and fifty-four) of the Federal Civil Code and its correlatives of the Civil Codes for the states of the United Mexican States.

IV.- GENERAL POWER OF ATTORNEY TO ISSUE, SUBSCRIBE, GRANT, ENDORSE, RELEASE AND GUARANTEE AND IN ANY OTHER WAY, NEGOTIATE CREDIT INSTRUMENTS and oblige the Association in exchange in terms of article 9 (nine) of the General Law of Securities and Credit Operations.

V.- POWER TO OPEN, MANAGE, MAINTAIN, AND CLOSE BANK AND INVESTMENT ACCOUNTS, make and withdraw deposits and draw against them, issue and sign checks or documents and make transfers charged to them for the Association and to designate authorized signatures in said accounts, as well as to negotiate, modify and/or terminate any financial and/or banking agreement or contract in the name and representation of the Association.

In the same way, and in relation to the Association's bank and investment account(s), the proxies may carry out all types of procedures, procedures and banking operations in the form of online banking, electronic banking, distance banking, e-banking or similar, for the exercise of which the use of signature keys, electronic signatures, etc. passwords or specific authorizations, so that the proxies are empowered to request and obtain such authorizations, passwords, tokens, as well as to modify and revoke them.

VI.- Power to grant, delegate, confer general and special powers and to revoke one or the other. He is empowered to authorize the attorneys-in-fact, so that, in turn, they grant or revoke powers, including with the present power.

VII.- GENERAL POWER OF ATTORNEY FOR LAWSUITS AND COLLECTIONS AND ACTS OF ADMINISTRATION IN LABOR MATTERS, in terms of the first two paragraphs of Article 2,554 (two thousand five hundred and fifty-four) of the Federal Civil Code and its correlatives in the various Civil Codes of the different states of the United Mexican States, including the special powers to try all kinds of actions and desist from them; to file all appeals and to withdraw them, including the amparo proceeding; compromise; making and receiving payments, offering and giving evidence and crossing out those of the opponent; articulate and absolve positions; to make bids, bids and improvements and to request awards at auction; extend jurisdiction; alleging incompetence; make express submission; to file criminal complaints and to withdraw them; engage in arbitrators; accusing employees and officials of the Association; represent the grantor before all kinds of authorities, whether of the States, Municipalities or the Federation in any judicial or administrative proceeding. The proxies shall also have the power to administer labor relations and appear before any labor authority under the terms of articles 11 (eleven), 692 (six hundred and ninety-two), 876 (eight hundred and seventy-six), 878 (eight hundred and seventy-eight) and 523 (five hundred and twenty-three) of the Federal Labor Law, and to enter into contracts, and to appear before the Institute of the National Fund for Workers' Housing, the Mexican Institute of Social Security and the Fund for the Promotion and Guarantee of Workers' Consumption, to carry out the obligations requested as well as to resolve all matters related to the Association, in which the proxies shall appear as representatives of the Association in terms of article 11 (eleven) of the Federal Labor Law, which reads as follows: "Directors, administrators, managers and other persons who exercise management or administrative functions in the company or establishment shall be considered representatives of the employer and in this respect bind him in his relations with the workers." The proxies shall be empowered to make conciliatory arrangements, enter into transactions, negotiate and sign labor agreements, as well as to appear at any hearing indicated by any labor authority, whether local or federal, with all the special powers referred to in the first two paragraphs of Article 2,554 (two thousand five hundred fifty-four), 2,574 (two thousand five hundred seventy-four) and 2,587 (two thousand five hundred eighty-seven) of the Civil Code of the Federal District and its correlatives of the Federal Civil Code and the Civil Codes for the states of the United Mexican States.

VIII.- GENERAL POWER OF ATTORNEY FOR ACTS OF ADMINISTRATION IN TAX MATTERS, to be exercised in terms of the second paragraph of Article 2,554 (two thousand five hundred and fifty-four) of the Federal Civil Code and its correlatives of the Civil Codes for the states of the United Mexican States, as well as in the terms of Article 19 (nineteen) of the Federal Tax Code, to legally represent the Association before the Ministry of Finance and Public Credit, Ministry of Economy, its dependencies and before all federal, state and municipal authorities, whether judicial or administrative, in all types of fiscal, tax, administrative or foreign trade matters, including but not limited to:

(i) The filing, subscription, signature and discharge of all types of requests, including applications for the Federal Taxpayer Registry, declarations, notices, reports, documents, questionnaires, attention to home visits, payments and refunds of taxes, discharge of requirements and appeals before the aforementioned authorities;

(ii) To present and authorize with his signature all kinds of writings, appeals, requests, reports and documents, public or private, necessary or convenient for the effective performance of his mandate;

iii) To pay the fees, taxes, fees, duties, fees and any other expenses necessary for the fulfillment of this power;

iv) To submit to the Ministry of Finance and Public Credit, the Tax Administration Service or any other agency of the centralized or parastatal, federal or local Public Administration, the statistical, technical or accounting notifications, notices, reports or statements under the terms and conditions established by the applicable laws; and

To carry out all proceedings before all kinds of authorities, whether federal, state, municipal, judicial, administrative, legislative, fiscal and labor, being empowered to perform all kinds of acts and sign public and private documents that they consider convenient and necessary for the purposes set forth above.

The proxies will be empowered to grant and execute all types of documents necessary for the fulfillment of tax and accounting obligations, waivers, notifications, recognitions, declarations and documents of a judicial, administrative, accounting, tax and social security nature.

This power of attorney includes all the necessary powers to make all types of notices, declarations, notifications and petitions of an administrative, accounting, tax and social security nature, which are required before the federal, state or municipal authorities.

ARTICLE TWENTY-FOUR. – The fiscal years will run from January 1 to December 31 of each year.

ARTICLE TWENTY-FIFTH. – The annual financial statement will be prepared at the end of each financial year and must be concluded within the month following the closing of the same, being available to the members like the other documents.

ARTICLE TWENTY-SIX. – The Association will be dissolved for any of the following reasons:

I.- By agreement taken in the assembly.

II.- For having concluded the term set for its duration.

III.- Because the purpose of the Association has been achieved or due to the impossibility of carrying it out, and;

IV.- By resolution issued by competent authority.

ARTICLE TWENTY-SEVEN. – Once the Association is dissolved, it will be put into liquidation and the assembly will appoint one or more liquidators, who will enjoy the same powers that are conferred on the president or the Board of Directors in these statutes.

ARTICLE TWENTY-EIGHT. – The settlement will be carried out in accordance with the following bases:

I.- The pending operations will continue in the most convenient way for the Association, collecting the credits and paying the debts.

II.- The financial statement of liquidation shall be formulated, which shall be approved by the assembly.

The Association, at the time of its liquidation or change of residence for tax purposes, will allocate all of its assets to legal entities authorized to receive donations deductible from income tax.

In the event that the authorization to receive deductible donations granted to the Association is revoked, its validity has expired or its cancellation has been requested and it has not been obtained again or renewed, within the twelve months following the date on which such events occur, all of its assets must be allocated to other entities authorized to receive deductible donations. within the following six months from the end of the period to obtain the authorization again. The provisions of this article are irrevocable.

ARTICLE TWENTY-NINTH. The Association will have an Advisory Council, made up of people with experience in matters related to the Association's corporate purpose. The Advisory Council will have an honorary character, so its members will not receive any remuneration for the performance of their functions, nor will they assume legal responsibility with respect to the operations of the Association.

The main functions of the Advisory Council will be:

- a) To issue opinions, recommendations and suggestions in relation to the Association's programmes, projects and activities.
- b) To endorse, from its experience and knowledge, the actions undertaken by the Assembly of Associates and the operational team.
- c) To contribute to the institutional strengthening of the Association, providing prestige, confidence and support in obtaining resources.
- d) To serve as a body for consultation and strategic accompaniment, without decision-making powers or legal representation.

The composition of the Advisory Council will be determined in the bylaws and, where appropriate, in the resolutions of the Assembly, indicating in the Transitory Provisions of this Minutes the names of the persons who will initially make it up.

-----T R A N S I T O R I O S-----

The parties to this instrument agree:

FIRST.- That the Association is made up of the following members:

NAME-----POSITION

VÍCTOR FELIPE MORALES ARMIJO -----ASSOCIATE

ANDREA SOBREVILLA COVARRUBIAS -----ASSOCIATE

SECOND.- To entrust the Administration of the Association to a Board of Directors composed as follows:

NAME-----POSITION

VÍCTOR FELIPE MORALES ARMIJO -----PRESIDENT

ANDREA SOBREVILLA COVARRUBIAS -----SECRETARY

VÍCTOR FELIPE MORALES ARMIJO -----TREASURER

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THIRD.- To integrate the Advisory Council of the Association as follows:

NAME-----POSITION

MARTÍ MARCH SALAS -----COUNSELOR

ZULEYMA RINCÓN -----COUNSELOR

KATYA ORTIZ MORALES-----COUNSELOR

-----I, THE NOTARY, CERTIFY:-----

I.- That in my opinion the parties appearing have legal capacity to celebrate this act and that I made sure of their identity in accordance with the list that I add to the appendix of this deed with the letter "B".

II.- That I warned the parties of the responsibility derived from the improper use of Denominations or Corporate Names and of the obligation they have to provide information and documentation to the Ministry of Economy, in accordance with Article twenty-two of the Regulations for the Authorization of the Use of Denominations and Corporate Names, which is transcribed in the document that has been added to the appendix of this deed with the letter "A".

III.- That I warned the parties that they must prove to me no later than within the month following the date of signing this deed that they have submitted the application for registration of the association in the Federal Taxpayers Registry and that in case of not showing me said application, I will proceed to give the corresponding notice to the competent tax authorities within the aforementioned period.

IV.- That the parties declare that they are not aware of the existence of a beneficial owner other than those mentioned in this instrument and its appendix and declare that they have provided all the information and documentation they have to identify, verify and verify the identity of the aforementioned beneficiary owners and that it is the same as that contained in this instrument, its appendix and the computer system of the notary's office where the information can be stored, if applicable.

V.- That in order to identify, verify and verify the identity of the beneficiaries responsible for the act contained in this instrument, I requested the parties to reveal the identity and provide me with information about who they are, declaring under oath that they are not persons other than those indicated in this instrument and its appendix, including those whose information is contained in the documents that I attach to the appendix with the letter "C", information and documentation that is the only one that the appearing parties declare to have, so that reasonable measures have been complied with to that effect.

VI.- That the parties appearing declare by their generals to be:

VÍCTOR FELIPE MORALES ARMIJO, originally from
de _____

_____.

ANDREA SOBREVILLA COVARRUBIAS, originally from

_____.

VII. That I warned the parties of the penalties incurred by those who make false statements before a notary.

VIII.- That I had in view the documents cited in this deed.

IX.- That I explained to the participants, in a comprehensive, complete manner and without technicalities, the consequences, alternatives and procedures related to the content of this

instrument, in order to guarantee their autonomy, protection and care in making decisions related to their assets and family relations.

X.- That at the request of the parties I read and explained this deed to them, once I let them know the right they have to read it personally, the grantors expressing their agreement and full understanding and they signed it also printing their fingerprint if they considered it convenient, on the day ==