



## REPÚBLICA FEDERATIVA DO BRASIL

**Maria Irene Montezzo**

Tradutora Pública e Intérprete Comercial

Matriculada na JUCESP sob nº 1332 Idioma: Inglês

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Tradução nº: 2975

Livro nº: 024

Folha nº: 45

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### ARTICLES OF INCORPORATION OF FUNDAÇÃO FUNDO BRASIL DE DIREITOS HUMANOS

#### Chapter I - NAME, DURATION, HEADQUARTERS, AND JURISDICTION

**Article 1 - FUNDAÇÃO FUNDO BRASIL DE DIREITOS HUMANOS**, incorporated by Abdias do Nascimento, Margarida Genevois, Pedro Casaldáliga Pla, and Rose Marie Gebara Muraro, by means of a notary deed, is a nonprofit legal entity governed by private law, of a welfare and cultural nature, regulated by these Articles of Incorporation and applicable laws.

**Sole Paragraph** - The duration of **FUNDAÇÃO FUNDO BRASIL DE DIREITOS HUMANOS** is indefinite.

**Article 2** - Fundação is headquartered in the City and Judicial District of São Paulo, at Rua Capitão Antônio Rosa, 376, 13<sup>th</sup> floor, Jardim Paulistano, Zip Code 01443-010, which determines its jurisdiction.

#### Chapter II - PURPOSE

**Article 3** - The purposes of Fundo Brasil include providing assistance and promoting human rights, with a special focus on defending the rights of particularly vulnerable and discriminated groups, such as children and adolescents, the elderly, people with disabilities, women, black individuals, indigenous peoples, workers, and migrants. Among other initiatives, it may adopt the following actions:

I - allocate resources to projects aimed at defending and protecting human rights, specifically those characterized by innovative aspects and those developed by small organizations that directly serve the public;

II - allocate resources to individuals to enhance their training as activists and experts in human rights;

III - support exchanges involving organizations and individuals, including those from other countries;

IV - maintain cooperation with national and foreign funds and institutions;





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V - file lawsuits related to the purposes of Fundo Brasil;

VI - organize, promote, and encourage programs aimed at developing the purposes of Fundo Brasil;

VII - to carry out other activities compatible with the purposes of the institution.

§ 1 - The activities of Fundação Fundo Brasil de Direitos Humanos shall be directed towards the promotion, protection and defense of human rights, understood as universal, indivisible, and interdependent rights. Therefore, they include actions aimed at social justice, achievement of equality in respect of gender and race, guarantee of social minimums, access to justice and citizen participation, fulfillment of conditions to address social contingencies, universalization of economic, social, cultural, political, and civil rights, as well as protection of diffuse and collective rights.

§ 2 - Beneficiaries of Fundação will be selected by means of a transparent public process. It is prohibited to allocate resources to entities in which the Founders and Members of the Board of Directors hold leadership positions.

### Chapter III - ASSETS

**Article 4** - The assets of Fundação Fundo Brasil consist of property and rights derived from:

I - initial endowment provided by the founders;

II - new donations that may be made, grants, legacies, resources or contributions from individuals, legal entities governed by public or private law, entities, as well as national and international organizations. The Civil Prosecution Office of Foundations of the Judicial District of the Capital of São Paulo is responsible for approving gifts with encumbrances, and acknowledging national and international donations, being entitled to inquire about the origins of donated funds or assets; and

III - acquisitions in the course of its activities, in addition to its property income.

**Sole Paragraph** - Fundação invests its revenues, income, earnings, and any operational surplus entirely within the national territory, towards maintaining and developing its institutional purposes.

### Chapter IV - GOVERNANCE

**Article 5** - Fundo Brasil will be managed in an autonomous manner by a Board of Directors, an Executive Board, and an Audit Committee.

§ 1 - Board Members, partners, founders, benefactors, or equivalent individuals shall not receive any remuneration, advantages or benefits, whether directly or indirectly, in any form





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or by any title, based on the abilities, occupations, or activities assigned to them by these Articles of Incorporation or other documents.

§ 2 - Due to their effective management roles within Fundo Brasil, the members of the Executive Board, will be remunerated, and their salaries must abide by the provisions of Law No. 13151, dated the 28<sup>th</sup> of July 2015.

§ 3 - The Executive Directors and the Board Members must ensure the good name and faithful fulfillment of the purposes of the Foundation. Failure to comply with these Articles of Incorporation or the practice of any act contrary to the purposes of the Fundação will result in the removal of its members, to be decided by a majority vote of the Board of Directors.

§ 4 - The Executive Directors, Board Members, founders, benefactors, or equivalent individuals are not jointly or severally liable for the obligations and commitments undertaken by the Fundação.

§ 5 - Fundo Brasil can also rely on an unlimited number of collaborators who wish to contribute to the achievement of its institutional purposes, whether by donating resources or contributions of another nature to support its activities, or by participating in activities of the Fundação, offering voluntary work, always in accordance with the guidelines set by the Board of Directors.

**Article 6** - The Board of Directors is the sovereign body of the Fundação, consisting of five (5) to seven (7) members, with a term of office of three (3) years, allowing for up to two consecutive reappointments, and prohibiting the accumulation of positions on the Executive Board.

§ 1 - Non-consecutive reappointment of Members of the Board of Directors is permitted without limit.

§ 2 - The Chairperson of the Board of Directors will be elected for a term of three (3) years, with one consecutive reappointment permitted.

§ 3 - It is the responsibility of the Chairperson of the Board of Directors to:

I - Chair the meetings of the Board of Directors; and

II - Call the meetings of the Board of Directors.

**Article 7** - The Board of Directors, which shall resolve by a majority vote of its members, shall convene at least twice in general meetings and whenever necessary in special meetings, upon call by the Chairperson or the Executive Board, as well as upon written request from the Civil Prosecution Office of Foundations of the Judicial District of the Capital of São Paulo.





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§ 1 - Meetings shall be called by written notice, sent by any means, including electronic, with at least fifteen (15) days in advance.

§ 2 - Meetings may be held electronically or by telephone.

§ 3 - The founders named in Article 1, even if they are not members of the Board of Directors, may participate in all meetings without voting right.

§ 4 - If a Board of Directors is not elected at the meeting called for this purpose or if there is any impediment to the investiture of its members, those who hold a management position in Fundo Brasil shall remain in office until regularization, and their acts shall be ratified at the next immediate meeting of the Board of Directors.

**Article 8** - It is the responsibility of the Board of Directors to:

I - develop basic work concepts, establish the strategic and programmatic guidelines, as well as the propositions for support activities of Fundação Fundo Brasil;

II - approve the investment policy prepared by the Investment Committee, monitoring its implementation through reports to be presented at the General Meeting.

III - raise funds;

IV - elect the Audit Committee;

V - appoint members of the Advisory Board and the Investment Committee;

VI - appoint and dismiss members of the Executive Board;

VII - approve the organizational structure and salary policy;

VIII - ratify the strategic planning, budget estimate, and annual action plan;

IX - approve the accounts, balance sheets and annual activity reports;

X - authorize new partnerships and the launch of calls for proposals;

XI - promote institutional development and continuous learning;

XII - resolve on the disposal of assets, subject to prior approval by the Prosecution Office;

XIII - elect its own members and regulate its activities in accordance with these Articles of Incorporation and other regulatory acts; and

XIV - amend these Articles of Incorporation, in compliance with the provisions of the Civil Code and Civil Procedure Code, subject to approval by the Prosecution Office.

**Sole Paragraph** - The Chairperson of the Board of Directors shall be in charge of liaising with the Executive Board, regarding any issues that require expedited advisory.





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**Article 9** - The Executive Board shall consist of two (2) members, appointed by the Board of Directors, with a term of office of three (3) years, to wit:

- I - Executive Director; and
- II - Deputy Executive Director.

**§ 1** - The Executive Director is in charge of:

- I - acting as a legal representative of Fundação Fundo Brasil, in and out of court, whether as a plaintiff or as a defendant;
- II - enforcing disciplinary labor penalties, according to the law;
- III - hiring, allocating, promoting, and dismissing personnel;
- IV - submitting an annual report of activities to the Prosecution Office - Foundation Curatorship;
- V - representing the Fundação, either individually or jointly with the Deputy Executive Director, before institutions and partners, including for the execution of contracts.

**§ 2** - The Deputy Executive Director is in charge of:

- I - representing the Fundação, either individually or jointly with the Executive Director, before institutions and partners, including for the execution of contracts;
- II - acting as a legal representative of Fundação Fundo Brasil, in and out of court, whether as a plaintiff or as a defendant, in case of absence or impediment of the Executive Director;
- III - hiring, allocating, promoting, and dismissing personnel, in case of absence or impediment of the Executive Director;
- IV - enforcing disciplinary labor penalties, in case of absence or impediment of the Executive Director;
- V - submitting an annual report of activities to the Prosecution Office - Foundation Curatorship, in case of absence or impediment of the Executive Director.

**Article 10** - The responsibilities of the Executive Board are:

- I - manage Fundo Brasil, following the guidelines set by the Board of Directors;
- II - coordinate the performance of tasks, hiring support staff, and overseeing the technical, administrative, and financial activities of Fundo Brasil;
- III - comply and ensure compliance with the provisions of the Articles of Incorporation, as well as with the resolutions of the Board of Directors;





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IV - organize, promote, and encourage programs aimed at the engagement, support, and contribution from the community to the development of Fundo Brasil activities;

V - propose the creation of work committees to carry out urgent and strategic tasks, as well as monitor their operation;

VI - conduct, prepare and submit strategic planning, work plans and respective budgets for review by the Board of Directors;

VII - submit the accounts of Fundo Brasil to the Board of Directors before their submission to the Prosecution Office;

VIII - during the first semester of the year, submit to the Board of Directors the report of activities carried out by Fundo Brasil in the previous fiscal period;

IX - present to the Board of Directors a proposal for the organizational structure and salary levels for the staff of Fundação;

X - perform all other acts of administrative management, representing the Fundação in and out of court, whether as a plaintiff or as a defendant, as provided for in Article 9 hereof;

XI - approve the projects to be supported by Fundo Brasil, as suggested by the Selection Committee; and

XII - inform the Board of Directors about the selection process and its results, as well as the progress of the projects supported by Fundo Brasil.

§ 1 - Fundação shall operate its funds with the signature of two Members of the Executive Board or any one of them together with an attorney-in-fact specifically empowered for this purpose, or by two (2) attorneys-in-fact specifically empowered by them.

§ 2 - Members of the technical-administrative support team may carry out Executive Board duties by express delegation.

**Article 11** – The Executive Board will also have specific responsibilities as follows:

**I - Institutional:** ensure faithful compliance with all resolutions of the Board of Directors and purposes established in the Articles of Incorporation; submit an annual action plan to the Board of Directors; coordinate fundraising activities; propose partnerships.

**II - Projects:** guide the technical team on the purposes of Fundo Brasil; develop and propose programmatic lines of work; suggest the content of calls for selection; propose partnerships; propose emergency actions for human rights; propose human rights education campaigns; define the Selection Committees for each call for proposals, and approve the projects and organizations to benefit from Fundo Brasil, based on suggestions by the Selection Committees; propose human rights training policies for Fundo Brasil beneficiaries; promote





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training exchanges among beneficiaries and others; foster the training of social actors; organize lessons learned from Fundo Brasil; organize events and publications related to human rights; arrange for external programmatic evaluation.

**III - Finance:** coordinate investments under the guidance of the Investment Committee; carry out fundraising activities; arrange for external financial evaluations; keep the accounting and financial records of Fundo Brasil updated; prepare the annual balance sheet of Fundo Brasil.

**Article 12** – The Audit Committee consists of three (3) full members and at least one (1) deputy.

**Sole Paragraph** - Its members will serve a three-year term, allowing for up to two consecutive reappointments and unlimited non-consecutive reelections.

**Article 13** - The Audit Committee shall meet annually to review the entity's accounts, and also at the request of the Executive Board, the Board of Directors, or upon a written request from the Civil Prosecution Office of Foundations of the Judicial District of the Capital of São Paulo, with a minimum notice period of fifteen (15) days.

**Article 14** - It is the responsibility of the Audit Committee to review the accounts of the Fundação, issue an opinion on the sale and acquisition of real estate, and give recommendations on the hiring of external financial auditors.

## **Chapter V – INVESTMENT COMMITTEE**

**Article 15** - Fundo Brasil has an Investment Committee as an advisory body to the Board of Directors.

**§ 1** - The purpose of the Investment Committee is to advise on decision-making related to the investment of resources of Fundo Brasil de Direitos Humanos.

**§ 2** - The advisory body consists of up to three (3) voluntary members with expertise in the financial market and sensitivity to the target audiences or topics of interest of Fundo Brasil. One of the members will preferably also be a member of the Board of Directors.

**§ 3** - Whenever possible, the composition of the Committee should ensure diversity of race and gender.

**§ 4** - The members of the Investment Committee will serve a three-year term, with unlimited consecutive reappointments.

**§ 5** - General meetings will be held every two months and may be conducted remotely.

**Article 16** – The duties of the Investment Committee include:





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I - propose the Investment Policy to the Board of Directors and review it annually, suggesting and submitting any necessary changes for approval by the Board of Directors;

II - recommend to the Board of Directors the profitability and risk targets to be set for the investments;

III - advise on the best investments to achieve the highest return with the lowest possible risk for the resources of Fundo Brasil;

IV - propose the allocation of assets, respecting the approved Investment Policy;

V - evaluate and monitor the profitability performance for the resources invested; and

VI - discuss, assess, and identify potential strategic risks, and oversee risk management for the investment of financial resources of Fundo Brasil.

§ 1 - If it deems it necessary, the Investment Committee may recommend to the Board of Directors the hiring of a securities portfolio manager and/or other specialized service providers to operate the financial resources of Fundo Brasil.

§ 2 - The Investment Committee shall submit to the Board of Directors proposals to be pursued by it or by the securities and/or investment portfolio manager, including respective allocation limits.

**Article 17** - The Investment Policy aims to establish rules for the efficient management and operation of the Endowment Fund and financial resources of Fundo Brasil, ensuring compliance with the purposes and activities carried out by the Fundação.

### **Chapter VI – ADVISORY BOARD**

**Article 18** - The Advisory Board, which is non-deliberative body, is responsible for providing updated information on the field of human rights, allowing for an assessment of priority issues, emerging needs, as well as opportunities for action to be taken by Fundo Brasil. The reflections of the Board should guide the definition of strategic and programmatic guidelines by the Fundação.

**Article 19** - The Advisory Board is made up of at least six (6) members with recognized experience in the field of human rights and/or social justice philanthropy, with no limit on the number of members.

**Sole Paragraph** - Its members will have a term of three (3) years, with unlimited possibility of reelection.

**Article 20** - The Advisory Board will meet annually to discuss guiding strategies for actions to be taken by Fundo Brasil in the field of human rights and social justice philanthropy.





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**§ 1** - No member of the Advisory Board may express an opinion on any matter under discussion by the Advisory Board involving entities in which the respective member participates as a member of administrative bodies or has any form of directive authority.

**§ 2** - All members of the Advisory Board shall have duties of disclosure, self-declaration, and abstention whenever they become aware of the occurrence of the situation described in Paragraph 1 above.

### **Chapter VII - FISCAL PERIOD AND ACCOUNTS**

**Article 21** - The fiscal period of Fundo Brasil shall coincide with the calendar year.

**Article 22** - The Executive Board of Fundação shall submit annually to the Civil Prosecution Office - Foundation Curatorship, a report of activities and financial statements for the previous fiscal period, following the Investment Control System [SICAP] for accounts and the deadline established by the Foundation Curatorship.

**Sole Paragraph** - Fundação shall bear the expenses of external audit, including those determined on its accounts by the Civil Prosecution Office of Foundations of the Judicial District of the Capital of São Paulo.

**Article 23** - By the 31<sup>st</sup> of December of each year, the Executive Board of Fundação shall send to the Public Prosecution Office a plan of activities and a budget estimate for the following fiscal period.

### **Chapter VIII - MISCELLANEOUS AND TEMPORARY PROVISIONS**

**Article 24** - In case the Board of Directors resolves to dissolve Fundação Fundo Brasil, in compliance with legal provisions, the remaining assets shall be incorporated into another nonprofit organization of a similar nature, preferably headquartered in the State of São Paulo, after prior consultation with the Prosecution Office.

**Article 25** - These Articles of Incorporation may only be amended by means of a Meeting of the Board of Directors, duly called for such purpose, with a resolution passed by 2/3 of its Members. The amendment is to be subsequently reviewed by the Civil Prosecution Office of Foundations of the Judicial District of the Capital of São Paulo.

**Article 26** - Any omissions shall be resolved by the Executive Board and ratified by the Board of Directors.

**Article 27** - Fundação may adopt Bylaws. The elaboration, proposal, and any amendments thereof shall be the responsibility of the Executive Board, whereas the validation of the document and any amendments thereof shall be the responsibility of the Board of Directors.





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Taxpayer ID: 76969118720

Position: Executive Director

Date/Time of Signature: 18 December 2023 | 06:19PM BRT



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**Ana Valéria Araújo**

## Translator's Notes:

- ♦ The signature is followed by DocuSign detailed information concerning: Certificate of Completion, Record Tracking, Signature Events (date and time), and Terms of Signature and Electronic Record.
- ♦ There is also an explanatory document called: Electronic Record and Signature Disclosure.

