Resolución No. SCVS-INC-DNASD-SAS-2017-00003842

AB. VÍCTOR ANCHUNDIA PLACES
INTENDENTE NACIONAL DE COMPAÑÍAS

C O N S I D E R A N D O:

Que ante la Notaria Cuadragésima Quinta del cantón Guayaquil, el 15 de agosto de 2017, se han protocolizado los documentos otorgados en nación extranjera referentes a la solicitud de concesión de permiso para operar en el Ecuador de la compañía extranjera denominada **ISAS ONLINE LIMITED** de nacionalidad británica, al igual que la calificación del Poder General, que la indicada compañía ha otorgado a favor de la señora **Jihna María Gavilanes Castro** de nacionalidad ecuatoriana, habiéndose presentado los documentos exigidos en el artículo 415 de la Ley de Compañías;

En ejercicio de las atribuciones delegadas por el Superintendente de Compañías, Valores y Seguros mediante Resoluciones ADM-08398 de 5 de septiembre de 2008, ADM 08458 de 24 de septiembre de 2008, ADM 14-002 de 6 de febrero de 2014; y, MRL- 2014-0009 de 15 de enero de 2014.

R E S U E L V E:

ARTÍCULO PRIMERO.- CALIFICAR de suficientes los documentos otorgados en nación extranjera de la compañía extranjera denominada **ISAS ONLINE LIMITED**, protocolizados en la Notaría Cuadragésima Quinta del cantón Guayaquil, el 15 de agosto de 2017 al igual que el Poder General, que la referida compañía ha otorgado a la señora **Jihna María Gavilanes Castro** y conceder permiso para operar en el Ecuador con arreglo a sus propios estatutos, en cuanto no se opongan a las Leyes ecuatorianas, a dicha compañía extranjera, con domicilio en 7 Shepherds Fold, Holmer Green, High Wycombe, Buckinghamshire, UK, HP15 6XZ.

ARTÍCULO SEGUNDO.- DISPONER que la Notaria Cuadragésima Quinta del cantón Guayaquil, tome nota al margen de las protocolizaciones del 15 de agosto de 2017, efectuadas en esa Notaría, que mediante la presente resolución se concede permiso para operar en el Ecuador, a la compañía extranjera denominada **ISAS ONLINE LIMITED**. Se sentará razón de esta anotación.

ARTÍCULO TERCERO.- DISPONER que el Registrador Mercantil del cantón Guayaquil, en cuyo cantón fija la compañía el domicilio de su sucursal, de conformidad con lo dispuesto en el artículo 30, numeral 11 del Código de Comercio, inscriba en el Registro a su cargo los documentos protocolizados el 15 de agosto de 2017, en la Notaría Cuadragésima Quinta del cantón Guayaquil, referentes a la concesión de permiso para operar en el Ecuador, a la compañía extranjera denominada **ISAS ONLINE LIMITED** y a la calificación del Poder General, junto con esta resolución. El Registrador archivará una copia de tales protocolizaciones y devolverá las restantes con la razón de la inscripción que se ordena.

ARTÍCULO CUARTO.- DISPONER que se publique, por una sola vez, en el portal web de la Superintendencia de Compañías, Valores y Seguros, la resolución y el texto íntegro del Poder General, otorgado a favor de la señora **Jihna María Gavilanes Castro**, y un extracto de los documentos constantes en las protocolizaciones antes referidas.

CUMPLIDO, vuelva el expediente.

COMUNÍQUESE.- DADA y firmada en la Superintendencia de Compañías, Valores y Seguros en Guayaquil, a 30 de agosto de 2017.

AB. VÍCTOR ANCHUNDIA PLACES
INTENDENTE NACIONAL DE COMPAÑÍAS

REPÚBLICA DEL ECUADOR - SUPERINTENDENCIA DE COMPAÑÍAS -

Trámite #55167-0041-17

Banco Bolivariano C.A.

RUC 0990379017001

0089253

CERTIFICADO DE INTEGRACION DE CAPITAL

No. 00001IKC0176376

Certificamos haber recibido en depósito, en Cuenta de Integración de Capital de la siguiente persona jurídica en formación. **ISAS ONLINE LIMITED XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX**

La cantidad de DOS MIL CON 00/100 DOLARES DE LOS ESTADOS UNIDOS DE AMERICA correspondiente a los aportes realizados de acuerdo con el detalle siguiente:

NOMBRE	CANTIDAD
ISAS ONLINE LIMITED	$2,000.00
	TOTAL $2,000.00

El depósito efectuado en la Cuenta de Integración de Capital se conservará en el Banco como depósito de plazo mayor de conformidad con el Art. 51 de la Ley General de Instituciones del Sistema Financiero, y devengará un interés anual del **.75%** , salvo que el retiro se haga antes de que se cumpla el plazo de **31** días.

Entregaremos el capital depositado en la Cuenta de Integración de Capital a que se refiere este Certificado y los intereses respectivos, una vez constituida la persona jurídica, de acuerdo con las instrucciones que recibamos de su representante legal, después de que la autoridad competente que aprobó a la persona jurídica, según sea el caso, nos haya comunicado por escrito su debida constitución, y previa entrega a este Banco de copia certificada e inscrita, tanto de los estatutos aprobados, el nombramiento del representante legal y el registro único del contribuyente.

Si la persona jurídica en formación no llegare a constituirse o domiciliarse, los depósitos hechos a que se refiere este Certificado y sus intereses, serán reintegrados a los referidos depositantes, previa autorización de la autoridad competente según el caso.

El presente documento no tiene valor negociable y lo hemos extendido a base de la información y datos que nos han sido proporcionados por los interesados, sin nuestra responsabilidad.

GUAYAQUIL, 03 DE AGOSTO DE 2017

BANCO BOLIVARIANO C.A.
FIRMA AUTORIZADA

CERTIFICO: ES CONFORME AL ORIGINAL EXHIBIDO

Gquil, 29 AGO 2017

Dra. María Isabel Nuques Martínez
NOTARÍA CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL - ECUADOR

N°. 0021023

Factura: 002-001-000015223

20170901045C02852

FIEL COPIA DE DOCUMENTOS EXHIBIDOS EN ORIGINAL N° 20170901045C02852

RAZÓN: De conformidad al Art. 18 numeral 5 de la Ley Notarial, doy fe que la(s) fotocopia(s) que antecede(n) es (son) igual(es) al(los) documento(s) original(es) que corresponde(n) a CERTIFICADO DE INTEGRACIÓN DE CAPITAL y que me fue exhibido en 1 foja(s) útil(es). Una vez practicada(s) la certificación(es) se devuelve el(los) documento(s) en 1 foja(s), conservando una copia de ellas en el Libro de Certificaciones. La veracidad de su contenido y el uso adecuado del (los) documento(s) certificado(s) es de responsabilidad exclusiva de la(s) persona(s) que lo(s) utiliza(n).

GUAYAQUIL, a 29 DE AGOSTO DEL 2017, (15:17).

NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ

NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTÓN GUAYAQUIL

NOTARÍA CUADRAGÉSIMA QUINTA CANTÓN GUAYAQUIL
MARÍA ISABEL NUQUES M.

DRA. MARÍA I. NUQUES MARTÍNEZ NOTARIA CUADRAGÉSIMA QUINTA CANTÓN GUAYAQUIL - ECUADOR

ESPACIO EN BLANCO

CONSEJO DE LA JUDICATURA

Factura: 002-001-000014904

20170901045P01068

NOTARÍA CUADRAGÉSIMA QUINTA DEL CANTÓN GUAYAQUIL
Dra. MARÍA ISABEL NUQUES M.

PROTOCOLIZACIÓN 20170901045P01068

PROTOCOLIZACIÓN DE DOCUMENTOS PÚBLICOS O PRIVADOS

FECHA DE OTORGAMIENTO: 15 DE AGOSTO DEL 2017, (16:17)

OTORGA: NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTON GUAYAQUIL

DESCRIPCIÓN DE DOCUMENTO PROTOCOLIZADO: CERTIFICADO DE EXISTENCIA, CONSTITUCIÓN LEGAL Y FUNCIONAMIENTO DE COMPAÑIA #1/2017

NÚMERO DE HOJAS DEL DOCUMENTO: 22

CUANTÍA: INDETERMINADA

A PETICIÓN DE:

BRES/RAZÓN SOCIAL	TIPO INTERVINIENTE	DOCUMENTO DE IDENTIDAD	No. IDENTIFICACIÓN
ZALEZ MONTEALEGRE S MARIA	POR SUS PROPIOS DERECHOS	CÉDULA	0701462863

RVACIONES:

N° TRAMITE: 55157-004-17
DOCUMENTO: ...

NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ

NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTÓN GUAYAQUIL

ESPACIO EN BLANCO

ALVEAR MACIAS
ASESORES LEGALES

0089255

SEÑOR NOTARIO:

Sírvase protocolizar el documento titulado "CERTIFICADO DE EXISTENCIA, CONSTITUCIÓN LEGAL Y FUNCIONAMIENTO DE COMPAÑÍA Nro. 1/2017, emitido por el señor Mauricio Fabián Dabin Bernis, TERCER SECRETARIO/VICECÓNSUL de la OFICINA CONSULAR DEL ECUADOR EN LONDRES, referente a la compañía de nacionalidad inglesa "ISAS ON LINE LIMITED.", ~~y~~ conferirme una copia.

Atentamente,

Ab. Lelys González Montealegre
Matrícula No. 09-1991-64

ESPACIO EN BLANCO

NUEVOS TELÉFONOS: (593-4) 2634273 - 2634183 • FAX: (593-4) 2634195

0089256

República del Ecuador

OFICINA CONSULAR DEL ECUADOR EN LONDRES

SOLICITUD DE CERTIFICACION

Yo, **ANDREWS SIMON PETER, de nacionalidad BRITANICA,** con pasaporte número **527287808,** que ostento el cargo de **Presidente/Director** en la compañía **ISAS** solicito la **Certificación de Existencia, Constitución Legal y Funcionamiento de la Compañía** cuyos datos son: Nombre o razón social: **ISAS - INTERNATIONAL STUDENT ADMISSIONS SERVICE- ONLINE LIMITED**, nacionalidad: **BRITANICA**, fecha de constitución: **29 DE OCTUBRE DE 2014**, número de registro: **9286923** fecha de registro: **29 DE OCTUBRE DE 2014,** domicilio legal: **7 Shepherds Fold, Holmer Green, High Wycombe, Buckinghamshire, UK, HP15 6XZ**, actividad: **Adquisición , consultoría, asesoría y reclutamineto de estudiantes, mercadeo para atraer estudiantes internacionales hacia instituciones educativas, actividades relacionadas con educación superior** y cuyo representante legal es **ANDREWS SIMON PETER**. Con este propósito, presento los siguientes documentos de respaldo: **DOCUMENTO APOSTILLADO APO-292735 NO TITULADO, DOCUMENTO APOSTILLADO APO-292736 NO TITULADO, DOCUMENTO APOSTILLADO APO-292734 RESOLUCION ESPECIAL, DOCUMENTO APOSTILLADO APO-292729 CERTIFICADO DE INCORPORACION, DOCUMENTO APOSTILLADO APO-292737 CERTIFICADO DE INCORPORACION, DOCUMENTO APOSTILLADO APO-292738 ARTICULOS DE ASOCIACION, DOCUMENTO APOSTILLADO APO-292733 CERTIFICADO DE INCORPORACION ARTICULOS DE ASOCIACION** y declaro, bajo juramento, que los datos proporcinados son verídicos. Para constancia, firmo al pie, en presencia del TERCER SECRETARIO el 23 de junio de 2017.

Sir Andrews

ANDREWS SIMON PETER

USO OFICIAL

CERTIFICADO DE EXISTENCIA, CONSTITUCION LEGAL Y FUNCIONAMIENTO DE COMPAÑIA
Nro. 1/ 2017

Quien suscribe certifica, sobre la base de la información proporcionada por el solicitante y de los documentos de respaldo presentados, y, de conformidad con las disposiciones de la Ley de Compañías y la Resolución de la Superintendencia de Compañías, que la compañía **ISAS - INTERNATIONAL STUDENT ADMISSIONS SERVICE- ONLINE LIMITED**, está autorizada, de conformidad con sus estatutos, para operar en el exterior; igualmente que la compañía en referencia se encuentra a la fecha operando en este país y que las actividades están conforme a su objetivo social. Para constancia se firma el presente certificado en la ciudad de LONDRES, GRAN BRETAÑA, el 23 de junio de 2017.

MAURICIO FABIAN DALGO BERNIS
TERCER SECRETARIO/VICECONSUL

Arancel Consular: III 14.1
Valor: $700,00

[redacted]

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0089257

Minutes of the Shareholders Meeting of ISAS Online Ltd. as at February 2nd, 2017 ~~held at the~~ Registered Office on 29th October 2014.

Present Simon Peter Andrews

1. **Notice of Meeting**

All persons present who were entitled to attend the meeting it was agreed that the statutory notice of meeting be waived.

2. **Ecuador Commercial Business**

It was unanimously agreed that the shareholders hereby approve the formation of a subsidiary company in Ecuador with a minimum capital of US$2,000, which can be increased if it were established by the Ecuadorian legal norm.

The company will carry on the same activities as ISAS Online Ltd does in the United Kingdom, conducted as follows: acquisition, advising and recruitment of students, commercialising of marketing to make educational institutions appealing to international students, providing a complete enrolment management solution that helps universities with their international student funnel from managing an initial student enquiry, the conversion to an applicant, to enrolment of universities self generated international students. These activities can be done in person, via telephone, via electronic media or others.

In general, the company is entitled to perform any activity related with higher education, national and international at a university level or any institution related and/or organisms that provide educational courses.

Complementary to its activities, the company is authorised to negotiate abroad and to open subsidiaries in other countries as it seems convenient.

It is acknowledged that Simon Peter Andrews in his role of Director can perform attributions and responsibilities in the subsidiary in Ecuador with full management powers.

In addition, Mrs Jihna Maria Gavilanes Castro, passport number and national identification number 0910453174, Ecuadorian citizen and resident in Ecuador is hereby appointed as General Representative so to represent ISAS Online Ltd in Ecuador and granted ample and sufficient authorisation to exercise the following powers:

a) Initiate and urge to conclude in the Superintendency of Companies, the domiciliation process in Ecuador of the company ISAS ONLINE LIMITED; For this purpose, the attorney hereby invested, may perform all acts and grant all public and private documents, are accurate to the aforementioned purposes, in accordance with the legislation of the Republic of Ecuador.

b) Direct and manage the businesses, operations, or matters that the company ISAS ONLINE LIMITED has or may have, in the Republic of Ecuador.

c) To represent the company ISAS ONLINE LIMITED before any person or body, both private and of the State and of the Public Administration in general, Provinces, Municipalities, Courts and Authorities of any order, in all its offices and dependencies.

d) Opening and closing bank accounts. Withdraw and receive all kinds of money values that must be delivered to the company ISAS ONLINE LIMITED, both individuals and the State and Public Administration Organizations in general, Provinces, Municipalities, Districts, Departments or any agency or division thereof, or Companies of mixed economy, being able to subscribe for that purpose the documents and receipts that are necessary for this.

e) To represent the company ISAS ONLINE LIMITED before the Internal Revenue Service, Offices and Delegations of the Treasury or the Public Treasury, whatever the territorial scope of the Organism in question, including those of local character, in order to practice as many steps as necessary Or for the liquidation of all kinds of taxes, subsidies, fees and contributions, and may for this purpose act in the most convenient way to the interests of the Powering Company, and also to make and submit regular and extraordinary claims or appeals ~~That the~~ present or future Laws are granted, with the power to be able to collect any amount to which this Company corresponds to him as a result of said resources, claims or return files that may also be processed for any reason or cause.

f) To direct and answer all kinds of requests and protests, to perform acts of conciliation, to appear before any ordinary and special Courts and Tribunals of any degree and jurisdiction or any other authority, official, board, jury or competent office, and They urge, follow and end as an actor, defendant, or in any other concept, all kinds of records, judgments and proceedings of any kind. These powers may be delegated by the appointed representative, in whole or in part, to the lawyers he deems appropriate. Likewise, it may appoint an agent, to revoke the delegations of power made under the provisions above.

To dispose of the assets of the company ISAS ONLINE LIMITED in the Republic of Ecuador, such as furniture, machinery, equipment, shares of companies capital or others.

To initiate and urge the Superintendence of Companies, when the company ISAS ONLINE LIMITED so decides, to close the branch in Ecuador, with the cancellation of the permit to operate and the respective liquidation, and the proxy must act as Principal liquidator and designate the alternate liquidator; And, for that purpose, may perform all those acts, granting all public and private documents, be precise to the said purposes in accordance with the legislation of the Republic of Ecuador.

Consequently, the authorized representative is granted the broad powers previously described, on behalf of ISAS ONLINE LIMITED, to carry out all legal acts and businesses, which have effects in Ecuador, especially so that it can answer the demands and fulfill the obligations Contracted by it.

Simon Peter Andrews is authorised to grant in front of a Notary, a Power of Attorney in favour of Mrs Jihna Maria Gavilanes Castro

There being no further business the chairperson declared the meeting closed.

...ify this document to
... original document

Sim Andrews

05/04/2017

....

Date

Simon Peter Andrews
CHAIRMAN.

...obert Wood
...otary Public
...ngland and Wales

...AINWRIGHT & CUMMINS
...Atlantic Road, London SW9 8PU
DX 68753 BRIXTON
Telephone: 020 7095 5700
Fax: 020 7737 2466

0099258

DRA. MARIA J. NUQUES MARTINEZ
NOTARIA CUADRAGESIMA QUINTA
CANTON GUAYAQUIL - ECUADOR

DRA. MARIA J. NUQUES MARTINEZ
NOTARIA CUADRAGESIMA QUINTA
CANTON GUAYAQUIL - ECUADOR

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4. **Bears the seal / stamp of** est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public		
Certified Attesté / Certificado			
5. **at** á / en	London	6. **the** le / el día	18 April 2017
7. **by** par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs		
8. **Number** sous no / bajo el numero	APO-292735		
9. **Seal / stamp** Sceau / timbre Sello / timbre	FOREIGN AND COMMONWEALTH OFFICE LONDON	10. **Signature** Signature Firma	I. Villamizar

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00 9176

DRA. MARIA I. NUQUES MARTINEZ NOTARIA CUADRAGESIMA QUINTA GUAYAQUIL - ECUADOR

RE: ISAS Online Limited Power of Attorney

That at the meeting of this Society held in London on February 2nd, 2017, at which the attendees Simon Andrews, adopted by unanimous agreement, the agreements that are outlined below and which appear in the Minutes of said meeting, which was read and approved at the end of the meeting, signed by the Secretary and the President, which is attached as an enabling document.

Among the agreements contained in said Act, it consists of granting powers as broad and sufficient as in law is required in favour of Mrs Jihna Maria Gavilanes Castro, Ecuadorian citizen and resident of Ecuador with passport and national identification number 0910453174 so that on behalf of and on behalf of the company ISAS ONLINE LIMITED and in the geographical scope of the Republic of Ecuador, may exercise the following powers:

a) Initiate and urge to conclude in the Superintendency of Companies, the domiciliation process in Ecuador of the company ISAS ONLINE LIMITED; For this purpose, the attorney hereby invested, may perform all acts and grant all public and private documents, are accurate to the aforementioned purposes, in accordance with the legislation of the Republic of Ecuador.

b) Direct and manage the businesses, operations, or matters that the company ISAS ONLINE LIMITED has or may have, in the Republic of Ecuador.

c) To represent the company ISAS ONLINE LIMITED before any person or body, both private and of the State and of the Public Administration in general, Provinces, Municipalities, Courts and Authorities of any order, in all its offices and dependencies.

d) Opening and closing bank accounts. Withdraw and receive all kinds of money values that must be delivered to the company ISAS ONLINE LIMITED, both individuals and the State and Public Administration Organizations in general, Provinces, Municipalities, Districts, Departments or any agency or division thereof, or Companies of mixed economy, being able to subscribe for that purpose the documents and receipts that are necessary for this.

e) To represent the company ISAS ONLINE LIMITED before the Internal Revenue Service, Offices and Delegations of the Treasury or the Public Treasury, whatever the territorial scope of the Organism in question, including those of local character, in order to practice as many steps as necessary Or for the liquidation of all kinds of taxes, subsidies, fees and contributions, and may for this purpose act in the most convenient way to the interests of the Powering Company, and also to make and submit regular and extraordinary claims or appeals That the present or future Laws are granted, with the power to be able to collect any amount to which this Company corresponds to him as a result of said resources, claims or return files that may also be processed for any reason or cause.

f) To direct and answer all kinds of requests and protests, to perform acts of conciliation, to appear before any ordinary and special Courts and Tribunals of any degree and jurisdiction or any other authority, official, board, jury or competent office, and They urge, follow and end as an actor, defendant, or in any other concept, all kinds of records, judgments and proceedings of any kind. These powers may be delegated by the appointed representative, in whole or in part, to the lawyers he deems appropriate. Likewise, it may appoint an agent, to revoke the delegations of power made under the provisions above.

g) To dispose of the assets of the company ISAS ONLINE LIMITED in the Republic of Ecuador, such as furniture, machinery, equipment, shares of companies capital or others.

h) To initiate and urge the Superintendence of Companies, when the company ISAS ONLINE LIMITED so decides, to close the branch in Ecuador, with the cancellation of the permit to operate and the respective liquidation, and the proxy must act as Principal liquidator and designate the alternate liquidator; And, for that purpose, may perform all those acts, granting all public and private documents, be precise to the said purposes in accordance with the legislation of the Republic of Ecuador.

Consequently, the authorized representative is granted the broad powers previously described, on behalf of ISAS ONLINE LIMITED, to carry out all legal acts and businesses, which have effects in Ecuador, especially so that it can answer the demands and fulfill the obligations Contracted by it.

...rtify this document to
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Robert Wood
Notary Public
England and Wales

03/04/2017
....
Date

Simon Peter Andrews
CHAIRMAN.

...AINWRIGHT & CUMMINS
...tlantic Road, London SW9 8PU
DX 58759 BRIXTON
Telephone: 020 7095 5700
Fax: 020 7737 2466

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DRA. MARIA I NUQUES MARTINEZ NOTARIA CUADRAGESIMA QUINTA CANTON GUAYAQUIL - ECUADOR

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

ISAS ONLINE LIMITED
9286923
PRIVATE LIMITED COMPANY.

At a general meeting of the above company held on 07/04/2017 at Offley Works, 1 Pickle Mews, London SW9 0FJ with the following was passed:

Resolution.

The following clauses will be added to the Articles of association.

SITUATION OF REGISTERED COMPANY
The company has is main address in London, England and it is legally authorised to open subsidiaries in England or abroad.

COMPANY ACTIVITY
The company is entitled to: acquisition, advising and recruitment of students, commercialising of marketing to make educational institutions appealing to international students, providing a complete enrolment management solution that helps universities with their international student funnel from managing an initial student enquiry, the conversion to an applicant, to enrolment of universities self generated international students. These activities can be done in person, via telephone, via electronic media or others.

In general, the company is entitled to perform any activity related with higher education, national and international at a university level or any institution related and/or organisms that provide educational courses.

Complementary to its activities, the company is authorised to negotiate abroad and to open subsidiaries in other countries as it seems convenient.

I certify that this document is the original document

Robert Wood
Notary Public
England and Wales

10/04/2017
....
Date

....
Simon Peter Andrews
CHAIRMAN.

WAINWRIGHT & CUMMINS
57-61 Atlantic Road, London SW9 8PU
DX 58753 BRIXTON
Telephone: 020 7095 5700
Fax: 020 7737 2486

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(Convention de La Haye du 5 octobre 1961)

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a été signé par
ha sido firmado por

3. Acting in the capacity of Notary Public
agissant en qualité de
quien actúa en calidad de

4. Bears the seal / stamp of The Said Notary Public
est revêtu du sceau / timbre de
y está revestido del sello / timbre de

Certified
Attesté / Certificado

5. at London
á / en

6. the 18 April 2017
le / el día

7. by Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
par / por

8. Number APO-292734
sous no / bajo el numero

9. Seal / stamp
Sceau / timbre
Sello / timbre

FOREIGN AND COMMONWEALTH OFFICE
LONDON

10. Signature I. Villamizar
Signature
Firma

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Attesté / Certificado

5.	**at** á / en	London	6.	**the** le / el día	18 April 2017
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Minutes of the Shareholders Meeting of ISAS Online Ltd. as at February 2nd, 2017 held at the Registered Office on 29th October 2014.

Present Simon Peter Andrews

1. **Notice of Meeting**

All persons present who were entitled to attend the meeting it was agreed that the statutory notice of meeting be waived.

2. **Ecuador Commercial Business**

It was unanimously agreed that the shareholders hereby approve the formation of a subsidiary company in Ecuador with a minimum capital of US$2,000, which can be increased if it were established by the Ecuadorian legal norm.

The company will carry on the same activities as ISAS Online Ltd does in the United Kingdom, conducted as follows: acquisition, advising and recruitment of students, commercialising of marketing to make educational institutions appealing to international students, providing a complete enrolment management solution that helps universities with their international student funnel from managing an initial student enquiry, the conversion to an applicant, to enrolment of universities self generated international students. These activities can be done in person, via telephone, via electronic media or others.

In general, the company is entitled to perform any activity related with higher education, national and international at a university level or any institution related and/or organisms that provide educational courses.

Complementary to its activities, the company is authorised to negotiate abroad and to open subsidiaries in other countries as it seems convenient.

It is acknowledged that Simon Peter Andrews in his role of Director can perform attributions and responsibilities in the subsidiary in Ecuador with full management powers.

In addition, Mrs Jihna Maria Gavilanes Castro, passport number and national identification number 0910453174, Ecuadorian citizen and resident in Ecuador is hereby appointed as General Representative so to represent ISAS Online Ltd in Ecuador and granted ample and sufficient authorisation to exercise the following powers:

a) Initiate and urge to conclude in the Superintendency of Companies, the domiciliation process in Ecuador of the company ISAS ONLINE LIMITED; For this purpose, the attorney hereby invested, may perform all acts and grant all public and private documents, are accurate to the aforementioned purposes, in accordance with the legislation of the Republic of Ecuador.

b) Direct and manage the businesses, operations, or matters that the company ISAS ONLINE LIMITED has or may have, in the Republic of Ecuador.

c) To represent the company ISAS ONLINE LIMITED before any person or body, both private and of the State and of the Public Administration in general, Provinces, Municipalities, Courts and Authorities of any order, in all its offices and dependencies.

d) Opening and closing bank accounts. Withdraw and receive all kinds of money values that must be delivered to the company ISAS ONLINE LIMITED, both individuals and the State and Public Administration Organizations in general, Provinces, Municipalities, Districts, Departments or any agency or division thereof, or Companies of mixed economy, being able to subscribe for that purpose the documents and receipts that are necessary for this.

e) To represent the company ISAS ONLINE LIMITED before the Internal Revenue Service, Offices and Delegations of the Treasury or the Public Treasury, whatever the territorial scope of the Organism in question, including those of local character, in order to practice as many steps as necessary Or for the liquidation of all kinds of taxes, subsidies, fees and contributions, and may for this purpose act in the most convenient way to the interests of the Powering Company, and also to make and submit regular and extraordinary claims or appeals That the present or future Laws are granted, with the power to be able to collect any amount to which this Company corresponds to him as a result of said resources, claims or return files that may also be processed for any reason or cause.

f) To direct and answer all kinds of requests and protests, to perform acts of conciliation, to appear before any ordinary and special Courts and Tribunals of any degree and jurisdiction or any other authority, official, board, jury or competent office, and They urge, follow and end as an actor, defendant, or in any other concept, all kinds of records, judgments and proceedings of any kind. These powers may be delegated by the appointed representative, in whole or in part, to the lawyers he deems appropriate. Likewise, it may appoint an agent, to revoke the delegations of power made under the provisions above.

To dispose of the assets of the company ISAS ONLINE LIMITED in the Republic of Ecuador, such as furniture, machinery, equipment, shares of companies capital or others.

To initiate and urge the Superintendence of Companies, when the company ISAS ONLINE LIMITED so decides, to close the branch in Ecuador, with the cancellation of the permit to operate and the respective liquidation, and the proxy must act as Principal liquidator and designate the alternate liquidator; And, for that purpose, may perform all those acts, granting all public and private documents, be precise to the said purposes in accordance with the legislation of the Republic of Ecuador.

Consequently, the authorized representative is granted the broad powers previously described, on behalf of ISAS ONLINE LIMITED, to carry out all legal acts and businesses, which have effects in Ecuador, especially so that it can answer the demands and fulfill the obligations Contracted by it.

Simon Peter Andrews is authorised to grant in front of a Notary, a Power of Attorney in favour of Mrs Jihna Maria Gavilanes Castro

There being no further business the chairperson declared the meeting closed.

ify this document to
original document

Sim Andrews

05/04/2017
....
Date

....
Simon Peter Andrews
CHAIRMAN.

I hereby certify that this is a true copy of the original document

Robert Wood
Notary Public
England and Wales

13th April 2017

File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9286923**

The Registrar of Companies for England and Wales, hereby certifies that

ISAS ONLINE LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **29th October 2014**

N09286923Q

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

IN01(ef)

0089262

Application to register a company

Received for filing in Electronic Format on the: 29/10/2014

X3JJC0XM

Company Name in full: ISAS ONLINE LIMITED

Company Type: Private limited by shares

gistered England and Wales

ster 7 SHEPHERDS FOLD
HOLMER GREEN
HIGH WYCOMBE
BUCKINGHAMSHIRE
UNITED KINGDOM
HP15 6XZ

rely adopt the following model articles: Private (Ltd by Shares)

0039263

DRA. MARIA L. NUQUES MARTINEZ
NOTARIA CUADRAGESIMA QUINTA
CANTON GUAYAQUIL - ECUADOR

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

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2.	**Has been signed by** a été signé par ha sido firmado por	Robert Wood	
3.	**Acting in the capacity of** agissant en qualité de quien actúa en calidad de	Notary Public	
4.	**Bears the seal / stamp of** est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public	
	Certified Atteste / Certificado		
5.	**at** á / en: London	6.	**the** le / el día: 18 April 2017
7.	**by** par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs	
8.	**Number** sous no / bajo el numero	APO-292737	
9.	**Seal / stamp** Sceau / timbre Sello / timbre: FOREIGN AND COMMONWEALTH OFFICE LONDON	10.	**Signature** Signature Firma: I. Villamizar

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ESPACIO EN
BLANCO

pany Director 1

Person

l forename(s): MR SIMON

Surname: ANDREWS

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: 11/05/1974 *Nationality:* BRITISH

Occupation: COMPANY DIRECTOR

Consented to Act: Y *Date authorised:* 29/10/2014 *Authenticated:* YES

ESPACIO EN BLANCO

Statement of Capital (Share Capital)

Class of shares	ORDINARY	*Number allotted*	1
		Aggregate nominal value	1
Currency	GBP	*Amount paid per share*	1
		Amount unpaid per share	0

0029204

Prescribed particulars

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

Statement of Capital (Totals)

Currency	GBP	*Total number of shares*	1
		Total aggregate nominal value	1

ESPACIO EN BLANCO

...ial Shareholdings

...e: SIMON ANDREWS

...ddress: 2 FAIRLAND ROAD
LONDON
UNITED KINGDOM
E15 4AF

Class of share:	ORDINARY
Number of shares:	1
Currency:	GBP
Nominal value of each share:	1
Amount unpaid:	0
Amount paid:	1

ESPACIO EN BLANCO

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

0099265

Name: SIMON ANDREWS

Authenticated: YES

Authorisation

Authoriser Designation: subscriber *Authenticated:* Yes

ESPACIO EN BLANCO

0039266

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of

ISAS ONLINE LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
Simon Andrews	Authenticated Electronically

Dated: 29/10/2014

ESPACIO EN BLANCO

I hereby certify that this is a true copy of the original document

Robert Wood
Notary Public
England and Wales

3rd April 2017

A. E. NUQUES MARTINEZ
NOTARIA CUADRAGESIMA QUINTA
GUAYAQUIL - ECUADOR

WRIGHT & CUMMINS
Atlantic Road, London SW9 8PU
DX 58753 BRIXTON
Telephone: 020 7095 5700
Fax: 020 7737 2466

COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ISAS ONLINE

LIMITED

SCHEDULE 1 Regulation 2

0009267

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY SHARES

INDEX TO THE ARTICLES

INTRODUCTION

COMPANY NAME
The company name is ISAS Online Limited

SITUATION OF REGISTERED COMPANY
The company has is main address in London, England and it is legally authorised to open subsidiaries in England or abroad.

COMPANY ACTIVITY
The company is entitled to: acquisition, advising and recruitment of students, commercialising of marketing to make educational institutions appealing to international students, providing a complete enrolment management solution that helps universities with their international student funnel from managing an initial student enquiry, the conversion to an applicant, to enrolment of universities self generated international students. These activities can be done in person, via telephone, via electronic media or others.

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omplementary to its activities, the company is authorised to negotiate abroad and to open ubsidiaries in other countries as it seems convenient.

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

DECISION-MAKING BY DIRECTORS

APPOINTMENT OF DIRECTORS

0089268

R. MARIA I. NUQUES MARTINEZ

APOSTILLE (Convention de La Haye du 5 octobre 1961)		
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	This public document Le présent acte public / El presente documento público	
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4.	**Bears the seal / stamp of** est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public
	Certified Attesté / Certificado	
5.	**at** á / en	London
6.	**the** le / el dia	18 April 2017
7.	**by** par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
8.	**Number** sous no / bajo el numero	APO-292733
9.	**Seal / stamp** Sceau / timbre Sello / timbre	FOREIGN AND COMMONWEALTH OFFICE LONDON
10.	**Signature** Signature Firma	I. Villamizar

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PART 3
SHARES AND DISTRIBUTIONS
SHARES

DIVIDENDS AND OTHER DISTRIBUTIONS

CAPITALISATION OF PROFITS

PART 4
DECISION-MAKING BY SHAREHOLDERS
ORGANISATION OF GENERAL MEETINGS

VOTING AT GENERAL MEETINGS

PART 5
ADMINISTRATIVE ARRANGEMENTS

DIRECTORS' INDEMNITY AND INSURANCE

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

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Defined terms

1. In the articles, unless the context requires otherwise—

"articles" means the company's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"chairman" has the meaning given in article 12;

"chairman of the meeting" has the meaning given in article 39;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"distribution recipient" has the meaning given in article 31;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"fully paid" in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;

"hard copy form" has the meaning given in section 1168 of the Companies Act 2006;

"holder" in relation to shares means the person whose name is entered in the register of members as the holder of the shares;

"instrument" means a document in hard copy form;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"paid" means paid or credited as paid;

"participate", in relation to a directors' meeting, has the meaning given in article 10;

"proxy notice" has the meaning given in article 45;

"shareholder" means a person who is the holder of a share;

"shares" means shares in the company;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"transmittee" means a person entitled to a share by reason of the death or bankruptcy of a

shareholder or otherwise by operation of law; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Shareholders' reserve power

4.—(1) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

(a) to such person or committee;
(b) by such means (including by power of attorney);
(c) to such an extent;
(d) in relation to such matters or territories; and
(e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.
(4) The directors, with previous authorisation in the Director's meetings can subscribe all or any documents deemed necessary to open subsidiaries abroad and grant power of attorney to who will represent the company in the subsidiaries abroad, with all legal attributions and liabilities.

Committees

6.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.
(2) If—

(a) the company only has one director, and
(b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

8.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
(2) Notice of any directors' meeting must indicate—
(a) its proposed date and time;
(b) where it is to take place; and
(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
(3) Notice of a directors' meeting must be given to each director, but need not be in writing.
(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
(a) the meeting has been called and takes place in accordance with the articles, and
(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
(a) to appoint further directors, or
(b) to call a general meeting so as to enable the shareholders to appoint further directors.

Chairing of directors' meetings

12.—(1) The directors may appoint a director to chair their meetings.
(2) The person so appointed for the time being is known as the chairman.
(3) The directors may terminate the chairman's appointment at any time.
(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
(b) subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

15. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

16. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

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Methods of appointing directors

17.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

(a) by ordinary resolution, or

(b) by a decision of the directors.

(2) In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

Termination of director's appointment

18. A person ceases to be a director as soon as—

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

(b) a bankruptcy order is made against that person;

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) [paragraph omitted pursuant to The Mental Health (Discrimination) Act 2013]

(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

19.—(1) Directors may undertake any services for the company that the directors decide

(2) Directors are entitled to such remuneration as the directors determine—

(a) for their services to the company as directors, and

(b) for any other service which they undertake for the company.

(3) Subject to the articles, a director's remuneration may—

(a) take any form, and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

(a) meetings of directors or committees of directors,

(b) general meetings, or

(c) separate meetings of the holders of any class of shares or of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

All shares to be fully paid up

21.—(1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.
(2) This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

Powers to issue different classes of share

22.—(1) Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
(2) The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

Company not bound by less than absolute interests

23. Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

Share certificates

24.—(1) The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.
(2) Every certificate must specify—
  (a) in respect of how many shares, of what class, it is issued;
  (b) the nominal value of those shares;
  (c) that the shares are fully paid; and
  (d) any distinguishing numbers assigned to them.
(3) No certificate may be issued in respect of shares of more than one class.
(4) If more than one person holds a share, only one certificate may be issued in respect of it.
(5) Certificates must—
  (a) have affixed to them the company's common seal, or
  (b) be otherwise executed in accordance with the Companies Acts.

Replacement share certificates

25.—(1) If a certificate issued in respect of a shareholder's shares is—
  (a) damaged or defaced, or
  (b) said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.
(2) A shareholder exercising the right to be issued with such a replacement certificate—
  (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
  (b) must return the certificate which is to be replaced to the company if it is damaged or defaced; and
  (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

Share transfers

26.—(1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.
(2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
(3) The company may retain any instrument of transfer which is registered.
(4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
(5) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

Transmission of shares

27.—(1) If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.
(2) A transmittee who produces such evidence of entitlement to shares as the directors may properly require—

(a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and

(b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had.

(3) But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

Exercise of transmittees' rights

28.—(1) Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
(2) If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.
(3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

Transmittees bound by prior notices

29. If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

Procedure for declaring dividends

30.—(1) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.
(2) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
(3) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
(4) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.
(5) If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.

(6) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
(7) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

Payment of dividends and other distributions

31.—(1) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means—

(a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;
(b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;
(c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or
(d) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.

(2) In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable—

(a) the holder of the share; or
(b) if the share has two or more joint holders, whichever of them is named first in the register of members; or
(c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

No interest on distributions

32. The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by—

(a) the terms on which the share was issued, or
(b) the provisions of another agreement between the holder of that share and the company.

Unclaimed distributions

33.—(1) All dividends or other sums which are—

(a) payable in respect of shares, and
(b) unclaimed after having been declared or become payable,

may be invested or otherwise made use of by the directors for the benefit of the company until claimed.

(2) The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.
(3) If—

(a) twelve years have passed from the date on which a dividend or other sum became due for payment, and
(b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

Non-cash distributions

34.—(1) Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).
(2) For the purposes of paying a non-cash distribution, the directors may make whatever

arrangements they think fit, including, where any difficulty arises regarding the distribution—

(a) fixing the value of any assets;

(b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and

(c) vesting any assets in trustees.

Waiver of distributions

35. Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if—

(a) the share has more than one holder, or

(b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

36.—(1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution—

(a) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and

(b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

(2) Capitalised sums must be applied—

(a) on behalf of the persons entitled, and

(b) in the same proportions as a dividend would have been distributed to them.

(3) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.

(4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.

(5) Subject to the articles the directors may—

(a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;

(b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and

(c) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

37.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

38. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

39.—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,

must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-shareholders

40.—(1) Directors may attend and speak at general meetings, whether or not they are shareholders.

(2) The chairman of the meeting may permit other persons who are not—

(a) shareholders of the company, or

(b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting.

Adjournment

41.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

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(a) the meeting consents to an adjournment, or
(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—
(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
(a) to the same persons to whom notice of the company's general meetings is required to be given, and
(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

42. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

43.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting, whose decision is final.

Poll votes

44.—(1) A poll on a resolution may be demanded—
(a) in advance of the general meeting where it is to be put to the vote, or
(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—
(a) the chairman of the meeting;
(b) the directors;
(c) two or more persons having the right to vote on the resolution; or
(d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—
(a) the poll has not yet been taken, and
(b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

45.—(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

(a) states the name and address of the shareholder appointing the proxy;
(b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
(c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
(4) Unless a proxy notice indicates otherwise, it must be treated as—

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

46.—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

47.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

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48.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

49.—(1) Any common seal may only be used by the authority of the directors.
(2) The directors may decide by what means and in what form any common seal is to be used.
(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
(4) For the purposes of this article, an authorised person is—
(a) any director of the company;
(b) the company secretary (if any); or
(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

50. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder.

Provision for employees on cessation of business

51. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

52.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
(c) any other liability incurred by that director as an officer of the company or an associated company.
(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
(3) In this article—
(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
(b) a "relevant director" means any director or former director of the company or an associated company.

Insurance

53.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a "relevant director" means any director or former director of the company or an associated company,

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

ESPACIO EN BLANCO

0089277

DILIGENCIA DE PROTOCOLIZACIÓN.- En esta fecha, de conformidad con la petición de la Abogada Lelys González Montealegre.- **PROTOCOLIZO** en el Registro de Escrituras Públicas a mi cargo, la siguiente documentación: CERTIFICADO DE EXISTENCIA, CONSTITUCIÓN LEGAL Y FUNCIONAMIENTO DE COMPAÑÍA Nro. 1/2017, contenidos en **VEINTIDÓS** fojas útiles.- Guayaquil, quince de agosto del dos mil diecisiete.-

DRA. MARIA ISABEL NUQUES MARTÍNEZ
NOTARIA TITULAR CUADRAGÉSIMA QUINTA DE GUAYAQUIL

NOTARÍA
CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL
MARÍA ISABEL NUQUES M.

Se otorgó en ante mí y en fe de ello confiero esta **PRIMERA** copia certificada de la **DILIGENCIA DE PROTOCOLIZACIÓN** la misma que sello y firmo en la ciudad de Guayaquil, el quince de agosto del dos mil diecisiete.- De todo lo cual doy fe.-

Dra. Maria Isabel Nuques Martínez
NOTARIA CUADRAGÉSIMA QUINTA
DEL CANTON GUAYAQUIL - ECUADOR

DRA. MARÍA ISABEL NUQUES MARTÍNEZ
NOTARIA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL - ECUADOR

ESPACIO EN BLANCO

I hereby certify that this is a true copy of the original document

Robert Wood
Notary Public
England and Wales

13th April 2017

COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ISAS ONLINE

LIMITED

SCHEDULE 1 Regulation 2 00999279

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY SHARES

INDEX TO THE ARTICLES

INTRODUCTION

COMPANY NAME
The company name is ISAS Online Limited

SITUATION OF REGISTERED COMPANY
The company has is main address in London, England and it is legally authorised to open subsidiaries in England or abroad.

COMPANY ACTIVITY
The company is entitled to: acquisition, advising and recruitment of students, commercialising of marketing to make educational institutions appealing to international students, providing a complete enrolment management solution that helps universities with their international student funnel from managing an initial student enquiry, the conversion to an applicant, to enrolment of universities self generated international students. These activities can be done in person, via telephone, via electronic media or others.

In general, the company is entitled to perform any activity related with higher education, national and international at a university level or any institution related and/or organisms that provide educational courses.

Complementary to its activities, the company is authorised to negotiate abroad and to open subsidiaries in other countries as it seems convenient.

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

DECISION-MAKING BY DIRECTORS

APPOINTMENT OF DIRECTORS

0039280

MARIA I. NUQUES MARTINEZ
NOTARIA CUADRAGESIMA QUINTA
GUAYAQUIL - ECUADOR

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

Country: Pays / Pais:	United Kingdom of Great Britain and Northern Ireland
This public document Le présent acte public / El presente documento público	
Has been signed by a été signé par ha sido firmado por	Robert Wood
Acting in the capacity of agissant en qualité de quien actúa en calidad de	Notary Public
Bears the seal / stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public
Certified Attesté / Certificado	
at á / en	London
6. **the** le / el día	18 April 2017
by par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
Number sous no / bajo el numero	APO-292738
Seal / stamp Sceau / timbre Sello / timbre	FOREIGN AND COMMONWEALTH OFFICE LONDON
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INTERPRETATION AND LIMITATION OF LIABILITY 0089281

Defined terms

1. In the articles, unless the context requires otherwise—

"articles" means the company's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"chairman" has the meaning given in article 12;

"chairman of the meeting" has the meaning given in article 39;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"distribution recipient" has the meaning given in article 31;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"fully paid" in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;

"hard copy form" has the meaning given in section 1168 of the Companies Act 2006;

"holder" in relation to shares means the person whose name is entered in the register of members as the holder of the shares;

"instrument" means a document in hard copy form;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"paid" means paid or credited as paid;

"participate", in relation to a directors' meeting, has the meaning given in article 10;

"proxy notice" has the meaning given in article 45;

"shareholder" means a person who is the holder of a share;

"shares" means shares in the company;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"transmittee" means a person entitled to a share by reason of the death or bankruptcy of a

shareholder or otherwise by operation of law; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

PART 1

2. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Shareholders' reserve power

4.—(1) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

(a) to such person or committee;
(b) by such means (including by power of attorney);
(c) to such an extent;
(d) in relation to such matters or territories; and
(e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.
(4) The directors, with previous authorisation in the Director's meetings can subscribe all or any documents deemed necessary to open subsidiaries abroad and grant power of attorney to who will represent the company in the subsidiaries abroad, with all legal attributions and liabilities.

Committees

6.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.
(2) If—

(a) the company only has one director, and
(b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

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Unanimous decisions

8.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.
(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the shareholders to appoint further directors.

Chairing of directors' meetings

12.—(1) The directors may appoint a director to chair their meetings.
(2) The person so appointed for the time being is known as the chairman.
(3) The directors may terminate the chairman's appointment at any time.
(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
(3) This paragraph applies when—
(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
(c) the director's conflict of interest arises from a permitted cause.
(4) For the purposes of this article, the following are permitted causes—
(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
(b) subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

15. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

16. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS 00392?3

Methods of appointing directors

17.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

(a) by ordinary resolution, or

(b) by a decision of the directors.

(2) In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

Termination of director's appointment

18. A person ceases to be a director as soon as—

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

(b) a bankruptcy order is made against that person;

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) [paragraph omitted pursuant to The Mental Health (Discrimination) Act 2013]

(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

19.—(1) Directors may undertake any services for the company that the directors decide.

(2) Directors are entitled to such remuneration as the directors determine—

(a) for their services to the company as directors, and

(b) for any other service which they undertake for the company.

(3) Subject to the articles, a director's remuneration may—

(a) take any form, and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

(a) meetings of directors or committees of directors,

(b) general meetings, or

(c) separate meetings of the holders of any class of shares or of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

All shares to be fully paid up

21.—(1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.
(2) This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

Powers to issue different classes of share

22.—(1) Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
(2) The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

Company not bound by less than absolute interests

23. Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

Share certificates

24.—(1) The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.
(2) Every certificate must specify—
    (a) in respect of how many shares, of what class, it is issued;
    (b) the nominal value of those shares;
    (c) that the shares are fully paid; and
    (d) any distinguishing numbers assigned to them.
(3) No certificate may be issued in respect of shares of more than one class.
(4) If more than one person holds a share, only one certificate may be issued in respect of it.
(5) Certificates must—
    (a) have affixed to them the company's common seal, or
    (b) be otherwise executed in accordance with the Companies Acts.

Replacement share certificates

25.—(1) If a certificate issued in respect of a shareholder's shares is—
    (a) damaged or defaced, or
    (b) said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.
(2) A shareholder exercising the right to be issued with such a replacement certificate—

    (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
    (b) must return the certificate which is to be replaced to the company if it is damaged or defaced; and
    (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

Share transfers

26.—(1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.
(2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
(3) The company may retain any instrument of transfer which is registered.
(4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
(5) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

Transmission of shares

27.—(1) If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.
(2) A transmittee who produces such evidence of entitlement to shares as the directors may properly require—
(a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and
(b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had.
(3) But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

Exercise of transmittees' rights

28.—(1) Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
(2) If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.
(3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

Transmittees bound by prior notices

29. If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

Procedure for declaring dividends

30.—(1) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.
(2) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
(3) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
(4) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.
(5) If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.

(6) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
(7) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

Payment of dividends and other distributions

31.—(1) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means—

(a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;
(b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;
(c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or
(d) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.

(2) In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable—

(a) the holder of the share; or
(b) if the share has two or more joint holders, whichever of them is named first in the register of members; or
(c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

No interest on distributions

32. The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by—

(a) the terms on which the share was issued, or
(b) the provisions of another agreement between the holder of that share and the company.

Unclaimed distributions

33.—(1) All dividends or other sums which are—

(a) payable in respect of shares, and
(b) unclaimed after having been declared or become payable,
may be invested or otherwise made use of by the directors for the benefit of the company until claimed.

(2) The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.
(3) If—

(a) twelve years have passed from the date on which a dividend or other sum became due for payment, and
(b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

Non-cash distributions

34.—(1) Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).
(2) For the purposes of paying a non-cash distribution, the directors may make whatever

arrangements they think fit, including, where any difficulty arises regarding the distribution—
(a) fixing the value of any assets;
(b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
(c) vesting any assets in trustees.

Waiver of distributions

35. Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if—
(a) the share has more than one holder, or
(b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,
the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

36.—(1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution—
(a) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and
(b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.
(2) Capitalised sums must be applied—
(a) on behalf of the persons entitled, and
(b) in the same proportions as a dividend would have been distributed to them.
(3) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
(4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.
(5) Subject to the articles the directors may—
(a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;
(b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
(c) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

37.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
(2) A person is able to exercise the right to vote at a general meeting when—
(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

38. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

39.—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
(a) the directors present, or
(b) (if no directors are present), the meeting,
must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-shareholders

40.—(1) Directors may attend and speak at general meetings, whether or not they are shareholders.
(2) The chairman of the meeting may permit other persons who are not—
(a) shareholders of the company, or
(b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,
to attend and speak at a general meeting.

Adjournment

41.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

42. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

43.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting, whose decision is final.

Poll votes

44.—(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) the chairman of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

45.—(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

(a) states the name and address of the shareholder appointing the proxy;

(b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

46.—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

47.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

48.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals
49.—(1) Any common seal may only be used by the authority of the directors.
(2) The directors may decide by what means and in what form any common seal is to be used.
(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
(4) For the purposes of this article, an authorised person is—
(a) any director of the company;
(b) the company secretary (if any); or
(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

50. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder.

Provision for employees on cessation of business

51. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

52.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
(c) any other liability incurred by that director as an officer of the company or an associated company.
(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
(3) In this article—
(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
(b) a "relevant director" means any director or former director of the company or an associated company.

Insurance

53.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a "relevant director" means any director or former director of the company or an associated company,

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

ESPACIO EN BLANCO

ESPACIO EN
BLANCO

Factura: 002-001-000012595

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NOTARÍA
CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL
Dra. MARÍA ISABEL NUQUES M.

DILIGENCIA DE RECONOCIMIENTO DE FIRMAS N° 20170901045D00426

Ante mí, NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ de la NOTARÍA NOTARIA CUADRAGESIMA QUINTA , comparece(n) INDIRA NASTASSJA RODRIGUEZ ABAD portador(a) de CÉDULA 0924752603 de nacionalidad ECUATORIANA, mayor(es) de edad, estado civil SOLTERO(A), domiciliado(a) en GUAYAQUIL, POR SUS PROPIOS DERECHOS en calidad de TRADUCTOR(A); quien(es) declara(n) que la(s) firma(s) constante(s) en el documento que antecede , es(son) suya(s), la(s) misma(s) que usa(n) en todos sus actos públicos y privados, siendo en consecuencia auténtica(s), para constancia firma(n) conmigo en unidad de acto, de todo lo cual doy fe. La presente diligencia se realiza en ejercicio de la atribución que me confiere el numeral noveno del artículo dieciocho de la Ley Notarial -. El presente reconocimiento no se refiere al contenido del documento que antecede, sobre cuyo texto esta Notaria, no asume responsabilidad alguna. – Se archiva un original. GUAYAQUIL, a 8 DE MAYO DEL 2017, (11:58).

INDIRA NASTASSJA RODRIGUEZ ABAD
CÉDULA: 0924752603

NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ

NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTÓN GUAYAQUIL

DRA. MARÍA I. NUQUES MARTÍNEZ
NOTARÍA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL - ECUADOR

LEY DE COMPAÑIAS DEL 2006

COMPAÑIA LIMITADA POR ACCIONES

ESCRITURA

Y

ARTICULOS DE CONSTITUCION

DE

ISAS ONLINE

LIMITADA

MODELO DE ESTATUTOS PARA COMPAÑIAS PRIVADAS LIMITADAS POR ACCIONES

ÍNDICE DE LOS ESTATUTOS

INTRODUCCIÓN

NOMBRE DE LA COMPAÑIA
El nombre de la compañía es ISAS Online Limitada

UBICACIÓN DE LA COMPAÑIA REGISTRADA
La dirección principal de la compañía es Londres, Inglaterra y está legalmente autorizada a abrir sucursales en Inglaterra o en el exterior.

ACTIVIDAD DE LA COMPAÑIA
La compañía está autorizada a: la adquisición, consultoría, asesoría y reclutamiento de estudiantes, comercialización de mercadeo para atraer estudiantes internacionales hacia instituciones educativas, brindando una solución de administración de enrolamiento de admisiones que asiste a universidades con su flujo de estudiantes internacionales iniciado desde un formulario estudiantil, la conversión hacia una aplicación, hasta matriculación de estudiantes internacionales generados por la universidad. Estas actividades pueden ser en persona, vía telefónica, vía medios electrónicos u otros.

En general, la compañía está autorizada a realizar cualquier actividad relacionada con educación superior, nacional e internacional, a nivel universitario o de cualquier institución y/u organismos relacionados que provean cursos educativos.

Complementario a sus actividades, la compañía está facultada a negociar en el exterior y abrir sucursales en otros países si así lo estima conveniente.

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PARTE 1

INTERPRETACION Y LIMITACION DE OBLIGACIONES

Definición de Términos

1. En los artículos, a menos que el contexto así lo requiera—

"artículos" significa los artículos de constitución;

"insolvencia" incluye los procedimientos de insolvencia independiente en otra jurisdicción a parte de Inglaterra y Gales o Irlanda del Norte que tenga consecuencias similares a las de la insolvencia;

"presidente" tiene el mismo significado al establecido en el artículo 12;

"presidente de la reunión" tiene el mismo significado al establecido en el artículo 39;

"Ley de Compañías" se refiere a las Ley de Compañías (como se la define en la sección 2 de la Ley de Compañías del 2006), en tanto y en cuanto son aplicables a la compañía;

"director" se refiere al director de la compañía, e incluye a cualquier persona que ocupe el puesto de director, cualquiera sea la denominación;

"beneficiario de distribuciones" tiene el mismo significado al establecido en el artículo 31;

"documento" incluye, aunque se especifique lo contrario, cualquier documento enviado o emitido de forma electrónica;

"forma electrónica" tiene el mismo significado al designado en la sección 1168 de la Ley de Compañías del 2006;

"cancelado/a en su totalidad" en relación a las acciones, significa que el valor nominal y cualquier prima a ser cancelada a la compañía con respecto a esa acción ha sido cancelada a la compañía;

"copia física" tiene el mismo significado al designado en la sección 1168 de la Ley de Compañías del 2006;

"propietario" " en relación a las acciones, significa la persona cuyo nombre esté ingresado en el registro de miembros como dueño de las acciones;

"instrumento" significa la copia física de un documento;

"resolución ordinaria" tiene el mismo significado al designado en la sección 282 de la Ley de Compañías del 2006;

"cancelado/a" significa cancelado o acreditado como cancelado;

"participar", en relación a las reuniones de los directores, tiene el mismo significado al establecido en el artículo 10;

"notificaciones de representación" tiene el mismo significado al establecido 45;

"accionista" se refiere una persona propietaria de una acción;

"acciones" se refiere a acciones de la compañía;

"resolución especial" tiene el mismo significado al designado en la sección 283 de la Ley de Compañías del 2006;

"sucursal" tiene el mismo significado al designado en la sección 1159 de la Ley de Compañías del 2006;

"transmisor" se refiere a la persona autorizada a compartir por concepto de fallecimiento o insolvencia de un accionista o por otras aplicaciones de la ley; y

"escrito" se refiere a la representación o reproducción de palabras, símbolos u otra información en forma visible por cualquier método o combinación de métodos, ya sea enviada o emitida de forma electrónica u otra.

A menos que el contexto lo requiera, otras palabras o expresiones contenidas en estos artículos tienen el mismo significado que el establecido en la Ley de Compañías del 2006 vigente en la fecha cuando estos artículos se volvieron de carácter obligatorio para la compañía.

Obligaciones de los Miembros

2. Las obligaciones de los miembros están limitadas al número, si existiesen, de acciones impagas poseídas por los mismos.

PARTE 2

DIRECTORES

POTESTADES Y OBLIGACIONES DE LOS DIRECTORES

Autoridad General de los Directores

3. Sujetos a los artículos, los directores serán responsables de la administración de los negocios de la empresa, efecto para el cual podrán ejercitar todos sus poderes.

Derecho de Veto de los Accionistas

4.—(1) Los accionistas podrán, mediante resolución especial, orientar a los directores a tomar o abstenerse de tomar acciones especificas.

(2) Ninguna de dichas resoluciones anulará aquellas que los directores hayan tomado antes de la adopción de la resolución.

Los directores podrán delegar

5.—(1) Sujetos a los artículos, los directores podrán delegar cualquiera de los poderes que se les ha conferido bajo los—

(a) a tal persona o comité;
(b) por tales medios (incluyendo mediante un poder legal);
(c) de tal madera que;
(d) en relación a tales asuntos o sectores; y
(e) en tales términos y condiciones;

como consideren adecuados.

(2) Si los directores así lo especificaran, dicha delegación podrá autorizar otras delegaciones de los poderes de los directores por parte de cualquier persona a quien le hayan sido delegadas.

(3) Los directores podrán revocar total o parcialmente cualquier delegación, o alterar sus términos y condiciones.

(4) Los directores, con previa autorización otorgada en las reuniones de directores, puede suscribir todos o algunos de los documentos que consideren necesarios para abrir sucursales en el extranjero y conceder poderes legales a quienes representarán a la compañía en dicha sucursal con todas las atribuciones y responsabilidades respectivas.

Comités

6.—(1) Los comités a los que los directores deleguen cualquiera de sus poderes deben seguir los procedimientos que se basen, en la medida que sean aplicables, en aquellas disposiciones de los artículos que rigen la toma de decisiones por parte de los directores.

(2) Los directores podrán elaborar reglas de los procedimientos para todos los comités, las cuales se anteponen a las reglas derivadas de los artículos si no son consistentes con estas.

TOMA DE DECISIONES POR PARTE DE LOS DIRECTORES

Toma de decisiones comunes por parte de los directores

7.—(1) La regla general para la toma de decisiones por parte de los directores es que cualquier decisión de los directores debe ser aceptada mayoritariamente en una reunión o tomada de acuerdo a los procedimientos especificados en el artículo 8.
(2) Si—
(a) la compañía solo tiene un director, y
(b) ninguna disposición de los artículos requiere que haya más de un director, la regla general no aplica, y los directores podrán tomar decisiones sin tomar en consideración ninguna de las disposiciones e los artículos relacionados con la toma de decisiones de los directores.

Decisiones Unánimes

8.—(1) Una decisión de los directores será tomada de acuerdo con este artículo cuando todos los directores elegibles indiquen entre sí por cualquier medio que comparten una perspectiva común con respecto al asunto.
(2) Dicha decisión podrá tomar la forma de una resolución escrita, copias de la cual habrán sido firmadas por cada uno de los directores elegibles o respecto a la cual los directores han aprobado por escrito.
(3) Las referencias que se hacen en este artículo a los directores elegibles se refieren a los directores que hayan estado facultados a votar sobre asuntos que hayan sido propuestos como resoluciones durante una reunión de directores.
(4) Una decisión podrá no ser adoptada de conformidad con este artículo si los directores elegibles no cumplían con los requisitos al momento de dicha reunión.

Convocar una reunión de directores

9.—(1) Cualquier director podrá convocar una reunión de directores notificando acerca de la misma a los otros directores o autorizando al secretario(a) de la compañía (de existir uno/a) de emitir dicha notificación.
(2) La notificación de una reunión de directores deberá incluir—
(a) la hora y lugar propuestos;
(b) donde tomará lugar; y
(c) si se espera que los directores que tomarán parte de la reunión se encuentren en otro lugar al momento de la reunión, como se propone que ellos se comuniquen entre ellos durante la reunión.
(3) La notificación de una reunión de directores deberá ser entregada a cada director, aunque no necesariamente por escrito.
(4) No será necesario notificar de una reunión de directores a los directores que hayan renunciado a su derecho a ser notificado de esa reunión al notificar a tal efecto a la compañía no más de 7 días posteriores a la fecha en la que la reunión se lleva a cabo. El que dicha notificación se emita luego de que se haya concretado la reunión no afecta la validez de la misma o de cualquier asunto tratado en ella.

Participación en las reuniones de directores

10.—(1) Sujetos a los artículos, los directores participarán en las reuniones de directores, o se retirarán de la misma, cuando—
(a) la reunión haya sido convocada y tome lugar de acuerdo con lo estipulado en artículos y
(b) cada uno de ellos puedan darse a conocer cualquier información u opinión que tengan sobre cualquier punto particular respecto al asunto de la reunión.
(2) Al momento de determinar si los directores tomarán parte de una reunión de directores, será relevante el dónde se encuentren los directores o cómo establecerán contacto entre ellos.

(3) Si todos los directores que tomarán parte en la reunión no se encuentran en el mismo lugar, deberán decidir si se debe considerar cualquiera de los lugares en el que se encuentre uno de los directores como la sede de la reunión

Requisitos para las reuniones de directores

11.—(1) En una reunión de directores, a menos que se cumplan los requisitos, ninguna propuesta será sometida a votación, excepto en caso de ser una propuesta para convocar otra reunión.
(2) El requisito para una reunión de directores podrá ser modificado periódicamente por decisión de los directores, que no podrán ser menos de dos, a menos que se haya establecido que son dos.
(3) Si el número total de los directores fuere, por el momento, menor a los que estipulan los requisitos los directores no deberán tomar otras decisiones a parte de—
(a) nombrar más directores, o
(b) convocar a una reunión general para permitir a los accionistas el nombrar más directores.

Dirección de las reuniones de directores

12.—(1) Los directores podrán nombrar un director para que presida las reuniones.
(2) Dicha persona nombrada provisionalmente se lo denomina como presidente.
(3) Los directores podrán determinar el nombramiento del presidente en cualquier momento.
(4) Si el presidente no está tomando parte de la reunión dentro de diez minutos luego de que la misma haya dado inicio, los directores que se encuentran tomando parte en la reunión deberán nombrar un presidente de entre uno de ellos.

Emisión de votos

13.—(1) Si el número de votos a favor y en contra de una propuesta son iguales, el presidente u otro director presidiendo la reunión podrá emitir su voto.
(2) Pero esto no aplicará si, de conformidad con los artículos, el presidente u otro director no se los considera como participantes del proceso de toma de decisiones para efecto de los requisitos o votaciones.

Conflictos de Interés

14.—(1) Si una decisión propuesta por los directores está relacionada con un arreglo con la compañía en la que un director muestra interés o con una transacción existente o propuesta, ese director no es considerado como participante del proceso de toma de decisiones para efecto de requisitos o votaciones.
(2) Pero si el párrafo (3) aplica, un director que esté interesado en un arreglo con una compañía o con una transacción propuesta o existente podrá ser considerado como participante del proceso de toma de decisiones para efecto de requisitos o votaciones.
(3) Este párrafo aplica cuando—
(a) la compañía, por concepto de resolución ordinaria, no aplica las provisiones de los artículos que de lo contrario impedirían que un director sea considerado como participante del proceso de toma de decisiones;
(b) los intereses de los directores no pueden ser razonablemente considerados como catalizadores de un conflicto de intereses; o
(c) el conflicto de intereses del director se origina de una causa válida.
(4) Para efecto de este artículo, las siguientes causas son válidas—
(a) una garantía dada o en proceso de ser dada por parte de o para un director con respecto a una obligación contraída por o en representación de la compañía o cualquiera de sus sucursales;
(b) suscripción o consentimiento de suscripción de acciones u otras garantías de la compañía o cualquiera de sus sucursales, o a asegurar, suscribir o garantizar la suscripción de dichas acciones o garantías; y

(c) acuerdos en virtud de los cuales se hagan disponibles beneficios para los directores y empleados y antiguos directores y empleados de la compañía y cualquiera de sus sucursales que no ofrezcan beneficios especiales para directores o antiguos directores.
(5) Para efecto de este artículo, las referencias a decisiones propuestas y procesos de toma de decisiones incluyen cualquier reunión de directores o parte de la misma.
(6) Sujetos al párrafo (7), si se cuestiona en un reunión o comité de directores el derecho de un director a tomar parte en la reunión (o parte de la misma) para efectos de requisitos o votaciones, se podrá dirigir la duda antes de la finalización de la reunión al presidente cuyo fallo en relación a otro director aparte del presidente será definitiva e irrevocable.
(7) De surgir alguna otra duda sobre la participación del presidente en la reunión (o parte de la misma), la duda deberá ser resuelta mediante una decisión de los directores en dicha reunión, para la cual el presidente no será considerado como participante en la reunión (o parte de la misma) para efecto de requisitos y votaciones.

Mantener Registros de las Decisiones

15. Los directores deberán asegurarse de que la compañía lleve un registro, por escrito, de por lo menos 10 años desde el momento en que una decisión es registrada, de todas las decisiones unánimes o mayoritarias tomadas por los directores.

Criterio de los directores para elaborar reglas adicionales

16. Sujeto a los artículos, los directores podrán elaborar cualquier regla que ellos consideren conveniente acerca de cómo tomarán decisiones, y cómo dichas reglas deberán ser registradas y socializadas a los directores.

NOMBRAMIENTO DE LOS DIRECTORES

Métodos de nombramiento de directores

17.—(1) Cualquier persona que esté dispuesto a actuar en calidad de director, y se le es permitido por la ley, podrá ser nombrado director—
(a) por medio de una resolución ordinaria, o
(b) por medio de una decisión de los directores.
(2) En el caso en el que, por concepto de fallecimiento, la compañía no tenga accionistas o directores, el personal que representa a los accionistas que han fallecido tendrán derecho, que se les notificará por escrito, de nombrar a una persona como director.
(3) Par efecto del párrafo (2), cuando dos o más accionistas fallecen en circunstancias en las que no se tenga claro quién fue el último en fallecer, se entiende que un accionista joven ha sobrevivido a uno mayor.

Término del nombramiento de directores

18. Una persona dejará de ser director tan pronto como—
(a) esa persona cese sus actividades como director en virtud de una disposición de la Ley de Compañías del 2006 o la ley le prohíba desempeñarse como director;
(b) se emita una orden de insolvencia en contra de esa persona;
(c) se emita un escrito con los acreedores de esa persona generalmente en cumplimiento de las deudas de dicha persona;
(d) un médico que esté tratando a esa persona emita una opinión por escrito a la compañía declarando que ella no está mental o físicamente capacitada para desempeñarse como director y cuya condición persistirá por más de tres meses;
(e) [párrafo omitido en virtud de la Ley de (Discriminación por) Salud Mental del 2013]
(f) la compañía reciba una notificación de su renuncia al cargo por parte del director, la misma que entrará en vigor de acuerdo con los términos estipulados.

Remuneración de los directores

19.—(1) Los directores podrán llevar a cabo cualquier servicio para la compañía que ellos decidan.

(2) Los directores tendrán derecho a una remuneración que los directores estipulen—
(a) por sus servicios prestados como directores a la compañía, y
(b) por cualquier otro servicio que presten a la compañía.
(3) Sujeto a los artículos, la remuneración de un director—
(a) tomar cualquier forma, e
(b) incluir cualquier acuerdo referente a pagos de pensiones, subsidio o gratuidad, o cualquier caso de fallecimiento, enfermedad o beneficios por discapacidad, para o con respecto a dicho director.
(4) A menos que los directores decidan lo contrario, su remuneración se acumula diariamente.
(5) A menos que los directores decidan lo contrario, ellos no rendirán cuentas a la compañía por ninguna remuneración que ellos reciban como directores u otros ejecutivos o empleados de las sucursales de la compañía o de cualquier otra persona jurídica en la que la compañía esté interesada.

Gastos de los Directores

20. La compañía deberá pagar cualquier costo adecuado en los que los directores incurran durante su asistencia a—
(a) reuniones o comités de directores,
(b) reuniones generales, o
(c) diferentes reuniones de los accionistas de cualquier tipo de acciones o empréstito contraído con la compañía, o de lo contrario en relación con el ejercicio de sus poderes y el cumplimiento de sus obligaciones con respecto a la compañía.

PARTE 3

ACCIONES Y DISTRIBUCIÓN DE ACCIONES

Todas las acciones deben ser pagadas en su totalidad

21.—(1) Ninguna acción será expedida por menos del agregado de su valor nominal y cualquier prima a ser cancelada a la compañía será considerada para su expedición.
(2) Eso no aplica a las acciones obtenidas al momento de la formación de la compañía por los suscriptores a las escrituras de la compañía.

Potestad de emitir diferentes tipos de acciones

22.—(1) Sujeto a los artículos, pero sin perjuicio de los derechos vinculados, con las acciones existentes, la compañía podrá expedir acciones con tales derechos o restricciones como sean estipulados mediante una resolución ordinaria.
(2) La compañía podrá expedir acciones que estén por ser amortizadas, o sujetas a una amortización a voluntad del accionista o de la compañía, y los directores podrán determinar los términos, condiciones y modalidades de reembolso de cualquiera de dichas acciones.

La compañía no está legalmente obligada a reconocer otros intereses diferentes de los absolutos
23. Excepto en caso de que lo requiera la ley, ninguna persona será reconocida por la compañía como tenedor de alguna acción en base a previa confianza, y solo cuando la ley o los artículos indiquen lo contrario, la compañía no está obligada de ninguna manera a reconocer ningún interés de las acciones además de la posesión absoluta del accionista y todos los derechos vinculados a la misma.

Títulos de acciones

24.—(1) La compañía deberá expedir a cada accionista, sin costo alguno, uno o más títulos de las acciones que ese accionista posee.
(2) Cada título deberá especificar—
(a) en lo que se refiere a cuantas acciones, de qué tipo, es expedido;
(b) el valor nominal de esas acciones;
(c) el que las acciones estén pagadas en su totalidad; y
(d) cualquier cifra característica que se le haya asignado.

(3) No se expedirá ningún título que haga referencia a más de un tipo de acciones.
(4) Si más de una persona posee una acción, solo un título se emitirá para esta.
(5) Los títulos deberán—
(a) tener estampado el sello de la compañía, o
(b) ser ejecutados de conformidad de acuerdo a la Ley de Compañías.

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Remplazo de los títulos de acciones

25.—(1) Si un título expedido en relación a las acciones de un accionista está—
(a) dañado o deteriorado, o
(b) reportado como perdido, robado o destruido, ese accionista está facultado a expedir un remplazo para el título de las mismas acciones.
(2) un accionista en ejercicio de su derecho a expedir dicho remplazo del título—
(a) podrá al mismo tiempo ejercitar su derecho a que se le expidan solo uno o distintos títulos;
(b) deberá devolver a la compañía el título a ser remplazado, si está dañado o destruido; y
(c) deberá ajustarse a las condiciones estipuladas en cuanto a la indemnización y el pago de una tasa razonable según la decisión de los directores.

Transferencia de Acciones

26.—(1) Las acciones podrán ser transferidas mediante cualquier instrumento de transferencia de cualquier forma habitual o cualquier otra forma aprobada por los directores; transferencia que será ejecutada por, o en nombre del cedente.
(2) Ninguna tarifa será cobrada por registrar cualquier instrumento de transferencia o cualquier otro documento relacionado o que tenga efecto sobre el título de cualquier acción.
(3) La compañía podrá retener cualquier instrumento de transferencia registrado.
(4) El cedente seguirá siendo el propietario de la acción hasta que el nombre del cesionario sea inscrito en el registro de los miembros como dueño de la misma.
(5) Los directores podrán oponerse a registrar la transferencia de una acción, y de hacerlo el instrumento de transferencia deberá ser regresado al cesionario con una notificación de denegación excepto que se sospeche que la transferencia propuesta sea fraudulenta.

Transmisión de Acciones

27.—(1) Si el título de una acción pasa a un cesionario, la compañía podrá reconocer solamente al cesionario como quien se encuentra en posesión del título de esa acción.
(2) Un cesionario que presente pruebas de su derecho a las acciones como los directores podrán requerirlo—
(a) podrá, sujeto a los artículos, elegir volverse propietario de esas acciones o transferirlas a otra persona, y
(b) sujeto a los artículos, y a la espera de cualquier transferencia de las acciones a otra persona, tendrá los mismos derechos que el propietario tenía.
(3) Pero los cesionarios no tendrán derecho a asistir o votar en una reunión general, o estar de acuerdo con una resolución propuesta por escrito, en lo referente a las acciones a las que tiene derecho por concepto del fallecimiento del accionista o su insolvencia, a menos que se conviertan en propietarios de esas acciones.

Ejercicio del derecho de los transmisores

28.—(1) Los cesionarios que deseen convertirse en accionistas de las acciones a las que ahora tienen derecho deberán notificar a la compañía de ese deseo por escrito.
(2) Si el cesionario desea que las acciones se transfieran a otra persona, el cesionario deberá ejecutar un instrumento de transferencia respecto a la misma.
(3) Cualquier transferencia hecha o ejecutada bajo este artículo debe ser considerada como si fuese hecha o ejecutada por la persona de quien el cesionario ha recibido los derechos respectivos de la acción, y como si el evento que originó la transmisión no hubiese ocurrido.

Transmisores sujetos a notificación previa

29. Si una notificación es dada a un accionista con respecto a las acciones y un cesionario tiene derechos sobre las mismas, el cesionario está vinculado a la notificación entregada al accionista antes de que su nombre haya sido inscrito en el registro de miembros.

DIVIDENDOS Y OTRAS DISTRIBUCIONES

Proceso para declarar dividendos

30.—(1) La compañía podrá declarar dividendos por medio de una resolución ordinaria, y los directores podrán decidir dividendos provisionales.
(2) Un dividendo no deberá ser declarado a menos que los directores hayan hecho recomendaciones con referencia a su suma. Dicho dividendo no deberá exceder la suma sugerida por los directores.
(3) Ningún dividendo podrá ser declarado o cancelado a menos que esté de conformidad con los derechos respectivos de los accionistas.
(4) A menos que la resolución de los accionistas de declarar, o la decisión de los directores de pagar los dividendos, o los términos bajo los cuales las acciones son expedidas, especifiquen lo contrario, esta deberá ser cancelada en referencia a las tenencias de cada uno de los accionistas al momento de la resolución o decisión de declarar o cancelarla.
(5) Si el capital social de la compañía es dividido en diferentes tipos, ningún dividendo provisional deberá ser cancelado en las acciones que tienen derechos no preferidos o aplazados, si al momento del pago cualquier dividendo preferencial está en mora.
(6) Los directores podrán pagar a intervalos cualquier dividendo cancelable a interés fijo si les pareciese que las ganancias disponibles por su distribución justifican el pago.
(7) Si los directores actuando de buena fe no contraen obligaciones con los accionistas confiriendo derechos preferentes al sufrir cualquier pérdida del pago legal de un dividendo profesional sobre acciones con derechos aplazados o no preferentes.

Pago de dividendos y otras distribuciones

31.—(1) Cuando un dividendo u otra cantidad distribuida es cancelable con respecto a la acción, esta deberá ser cancelada por uno o más de los siguientes métodos—
(a) transferencia bancaria o a una cuenta de sociedad de crédito especificada por la distribución del beneficiario ya sea por escrito o de la manera en que los directores lo decidan;
(b) enviando un cheque extendido al beneficiario de la distribución dirigido a la dirección registrada del beneficiario (si el beneficiario de la distribución es el propietario de la acción), o (en cualquier otro caso) a una dirección especificada por el beneficiario de la distribución ya sea por escrito o de la manera en que los directores lo decidan;
(c) enviando por correo un cheque extendido a la persona y la dirección que haya especificado el beneficiario de la distribución, ya sea por escrito o de la manera en que los directores lo decidan; o
(d) cualquier otra forma de pago acordada por los directores con el beneficiario de la distribución ya sea por escrito o de la manera en que los directores lo decidan.
(2) En los artículos, "el beneficiario de la distribución" significa, en relación a una acción en relación a la cual un dividendo u otra cantidad es cancelable—
(a) el propietario de la acción; o
(b) si la acción tiene dos o más propietarios conjuntos, cualquiera de ellos que sea nombrado primero en el registro de miembros; o
(c) si el accionista ya no tiene potestad sobre la acción por concepto de fallecimiento o insolvencia, o de lo contrario por efecto de la ley, el cesionario.

Distribuciones sin interés

32. La compañía podrá no pagar intereses de cualquier dividendo u otra cantidad en relación a una acción a menos que se estipule lo contrario en—
(a) los términos bajo los cuales fue expedida la acción, o
(b) las provisiones de otro acuerdo entre el propietario de dicha acción y la compañía.

Distribuciones sin reclamar

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33.—(1) Todos los dividendos u otras cantidades que sean—
(a) cancelables en relación con las acciones, y
(b) no reclamadas luego de haber sido declaradas o volverse cancelables, podrán ser invertidas o de lo contrario usadas por los directores para el beneficio de la compañía, hasta que sean reclamadas.
(2) El pago de cualquier dividendo u otra cantidad en una cuenta diferente no hace a la compañía sea fiduciaria en relación al mismo.
(3) Si—
(a) doce años han pasado desde la fecha en la que se haya vencido el pago del dividendo u otra cantidad, y
(b) el beneficiario de la distribución no la ha reclamado, el mismo perderá sus derechos sobre la distribución u otra cantidad y se dará por terminada su deuda con la compañía.

Distribuciones en especie

34.—(1) Sujeto a las condiciones de expedición de las acciones en cuestión, la compañía podrá, mediante una resolución ordinaria sugerida por los directores, decidir pagar todos o parte de los dividendos u otras distribuciones cancelables en relación a la acción transfiriendo los dividendos en especie de un valor equivalente (incluyendo, sin limitaciones, las acciones u otras garantías en la compañía).
(2) Para efecto del pago de distribuciones, los directores harán cualquier arreglo que consideren conveniente, incluso en caso de que se presente una dificultad referente a la distribución—
(a) fijando el valor de cualquier dividendo;
(b) cancelando en efectivo a cualquier beneficiario de la distribución por concepto de ese valor con el fin de ajustar los derechos del beneficiario; y
(c) devengando cualquier dividendo a fideicomisarios.

Exoneración de distribuciones

35. Los beneficiarios de la distribución podrán renunciar a sus derechos a los dividendos u otras distribuciones cancelables en relación a una acción notificando a tal efecto por escrito a la compañía, pero si—
(a) la acción tiene más de un propietario, o
(b) más de una persona tiene derecho sobre la acción, ya sea por concepto de fallecimiento o insolvencia de uno o más de los propietarios conjuntos, o de lo contrario la notificación no será válida a menos que se haya expresado que será dada y firmada por todos los accionistas o personas con derecho a acciones.

CAPITALIZACION DE GANANCIAS

Autoridad para la capitalización y distribución de cantidades capitalizadas.

36.—(1) Sujeto a los artículos, los directores podrán, si están autorizados por una resolución ordinaria—
(a) decidir capitalizar cualquier ganancia de la compañía (ya sea que esté o no disponible para distribución) que no requiera como pago de un dividendo preferente o cualquier cantidad pendiente en favor de las primas de emisión de la compañía, o de las reservas por capital amortizado, y
(b) asignar cualquier cantidad que ellos hayan decidido capitalizar (una "cantidad capitalizada") a las personas a quienes se les ha autorizado si fuese distribuida a modo de dividendo (la "persona autorizada") y en las mismas proporciones.
(2) Las cantidades capitalizadas deberán ser aplicadas—
(a) en representación de la persona autorizada, y
(b) en las mismas proporciones en las que los dividendos sean distribuidos.
(3) Cualquier cantidad capitalizada podrá ser aplicada como pago de nuevas acciones por un valor nominal igual a la cantidad capitalizada que será luego asignada y acreditada como totalmente cancelada a las personas autorizadas o como ellas lo indiquen.
(4) Una cantidad capitalizada que fuese asignada por concepto de ganancias disponibles para la distribución podrá ser aplicada como pago de nuevos empréstitos de la compañía que será

luego asignada y acreditada como totalmente cancelada a las personas autorizadas o como ellas lo indiquen.

(5) Sujeto a los artículos los directores podrán—

(a) aplicar cantidades capitalizadas de conformidad con los párrafos (3) y (4) parcialmente de una u otra manera;

(b) hacer los arreglos que consideren pertinentes al momento de lidiar con acciones o empréstitos que se vuelven distribuibles en porciones bajo este artículo (incluyendo la emisión de títulos proporcionales o la realización de pagos en efectivo); y

(c) autorizar a cualquier persona a llegar a un acuerdo con la compañía en representación de todas las personas autorizadas las cuales son legalmente responsables de la asignación de las acciones y empréstitos hechos a ellos bajo este artículo.

PARTE 4

TOMA DE DECISIONES DE LOS ACCIONISTAS

ORGANIZACIÓN DE LAS REUNIONES GENERALES

Asistencia y participación en las reuniones generales

37.—(1) Una persona será capaz de ejercitar el derecho de tomar la palabra en una reunión general cuando esa persona esté en posición de comunicar a todos los presentes, durante el transcurso de la reunión, cualquier información u opinión que la misma tenga sobre los asuntos de la reunión.

(2) Una persona será capaz de ejercitar su derecho al voto en una reunión general cuando—

(a) dicha persona esté facultada para votar, durante el transcurso de la reunión, sobre resoluciones sometidas a votación en la reunión, y

(b) el voto de dicha persona podrá ser tomado en consideración para determinar si dichas resoluciones son o no aprobadas al igual que todos los votos de los participantes de la reunión.

(3) Los directores podrán realizar cualquier tipo de arreglos que consideren pertinentes para permitir que aquellos que participan en una reunión general, puedan ejercitar su derecho a tomar la palabra y votar en la misma.

(4) En determinadas asistencias a la reunión general será inconsecuente, si dos o más miembros participando de la misma están en el mismo lugar que el otro.

(5) Dos o más personas que no se encuentren en el mismo lugar que el otro y que estén participando en una reunión general y si se da la circunstancia que ambos tengan (o estén por tener) el derecho a tomar la palabra y votar en la reunión, podrán (o podrían) ejercitar esos derechos.

Requisitos para las reuniones generales

38. Ningún asunto además del nombramiento de presidente será tratado en una reunión general si los participantes no forman parte del quórum.

Dirección de las reuniones generales

39.—(1) Si los directores han nombrado un presidente, el presidente deberá presidir las reuniones generales si se encuentra presente en la reunión y dispuesto a hacerlo.

(2) Si los directores no han nombrado un presidente, o si el presidente no está dispuesto a presidir la reunión o no está presente dentro de diez minutos luego de la hora establecida para el inicio de la reunión—

(a) los directores presentes, o

(b) (si no hay directores presentes), los participantes de la reunión,

deberán nombrar a un director o accionista para que presida la reunión, y el nombramiento de la reunión será el primer punto de la reunión.

(3) La persona presidiendo la reunión de conformidad con estos artículos será denominada como "presidente de la reunión".

Asistencia y participación de los directores y no accionistas

40.—(1) Los directores podrán asistir y tomar la palabra en las reuniones generales sean o no accionistas.
(2) El presidente de la reunión podrá permitir que otras personas que no sean—
(a) accionistas de la compañía, o
(b) de lo contrario no estén autorizados a ejercitar poderes de accionista para efecto de las reuniones generales,
asistan y tomen la palabra en las reuniones generales.

Aplazamiento

41.—(1) Si las personas que asisten a una reunión general no constituyen un quórum dentro de media hora luego de la hora establecida para el inicio de la reunión, o si durante la reunión el quórum deja de estar presente, el presidente de la reunión deberá aplazarla.
(2) El presidente de la reunión podrá aplazar una reunión general en la que el quórum esté presente si—
(a) los participantes de la reunión acceden a un aplazamiento, o
(b) el presidente de la reunión considera que un aplazamiento es necesario para proteger la seguridad de algún participante de la misma, o para asegurar que el asunto a ser tratado en la reunión se conduzca de manera organizada.
(3) El presidente de la reunión deberá aplazar una reunión general si se le indica que debe hacerlo.
(4) Al aplazar una reunión general el presidente de la reunión deberá—
(a) especificar la hora y el lugar para el que se la ha pospuesto o el estado en el que deberá continuar a la hora y en el lugar establecido por los directores, y
(b) tener en consideración cualquier dirección en relación a la hora y el lugar de cualquier aplazamiento que se ha dado a una reunión.
(5) Si la continuación de la reunión aplazada debe llevarse a cabo más de 14 días después de su aplazamiento, la compañía deberá notificar con al menos 7 días hábiles de anticipación (esto es excluyendo el día en el que la reunión fue aplazada y el día en el que la notificación es expedida)—
(a) a la misma persona a la que se le debe entregar la notificación de las reuniones generales de la compañía, y
(b) conteniendo la misma información que debe tener una notificación de esa indole.
(6) Ningún asunto que no hubiese sido propiamente tratado si la reunión no hubiese sido pospuesta será tratado en una reunión aplazada.

VOTACIONES EN LAS REUNIONES GENERALES

Votaciones: Generales

42. Una resolución sometida a votación en una reunión general deberá decidirse por nominaciones a mano alzada, a menos que una encuesta sea debidamente solicitada de conformidad con los artículos.

Errores y disputas

43.—(1) ninguna objeción será formulada con respecto a la facultad de votación de cualquier persona en una reunión general excepto en la reunión o reunión aplazada en la que se trata el voto objetado y cada voto no rechazado en la reunión será válido.
(2) Cualquier objeción deberá ser dirigida al presidente de la reunión, cuya decisión será definitiva.

Votaciones por encuesta

44.—(1) Una encuesta sobre una resolución podrá ser solicitada—
(a) de antemano antes de la reunión general en la que se la someterá a votación, o

(b) en una reunión general, ya sea antes de una votación a mano alzada sobre la resolución o inmediatamente luego de que los resultados de una votación a mano alzada sobre la resolución sean declarados

(2) Una encuesta podrá ser solicitada por—

(a) el presidente de la reunión;

(b) los directores;

(c) dos o más personas que tengan derecho a votar sobre la resolución; o

(d) una persona o personas que representen a no menos de un décimo de la totalidad de los accionistas facultados al voto sobre dicha resolución.

(3) Una solicitud para una encuesta podrá ser retirada si—

(a) la encuesta no ha sido pasada aún, y

(b) el presidente de la reunión está de acuerdo con la petición de retiro.

(4) Se deberán pasar las encuestas inmediatamente y de conformidad como lo estipule el presidente de la reunión.

Contenido de las notificaciones de representación

45.—(1) Los representantes solo serán asignados válidamente mediante una notificación escrita ("notificación de representantes") la cual—

(a) manifiesta el nombre y dirección del accionista nombrado representante;

(b) identifica a la persona nombrada para ser el representante del accionista y la reunión general a la que esa persona está asignada;

(c) está firmada por o a nombre de el accionista que está designando a su representante, o está legalizada de conformidad con lo que los directores determinen; y

(d) es entregada de conformidad con los artículos y cualquier indicación contenida en la notificación de la reunión general a la que hace referencia.

(2) La compañía podrá requerir que las notificaciones de representación sean entregadas de alguna manera en particular y podrá especificar diferentes formas para diferentes efectos.

(3) Las notificaciones de representación podrán especificar como el representante asignado por ellos deberá proceder con la votación (o que el representante deberá abstenerse de votar) en más de una resolución.

(4) A menos que una notificación de representación indique lo contrario, esta debe tratarse como—

(a) un permiso a la persona nombrada como representante para proceder de acuerdo con su criterio a votar resoluciones secundarias o procesales sometidas a votación en la reunión, y

(b) una designación de esa persona como representante en relación a cualquier aplazamiento de la reunión general a la que se refiere al igual que la reunión en sí.

Entrega de notificaciones de representación

46.—(1) Una persona que esté autorizada a asistir, tomar la palabra o votar (ya sea a mano alzada o por medio de encuestas) en una reunión general y seguirá estando autorizada en relación a la reunión o cualquier aplazamiento de la misma, incluso si una notificación de representación válida ha sido entregada a la compañía por o en nombre de esa persona.

(2) Un nombramiento mediante una notificación de representación podrá ser revocado al entregarse a la compañía una notificación por escrita dada por o en lugar de la persona que entregó la notificación de representación.

(3) Una notificación revocando un nombramiento de un representante solo tendrá efecto si esta es entregada antes del inicio de la reunión o la reunión aplazada en la que es dada a conocer.

(4) Si una notificación de representación no es ejecutada por la persona que designa al representante deberá ir acompañada de evidencia escrita que certifique la autoridad de la persona que la efectuó para ser ejecutada en representación del designado.

Reforma de Resolución

47.—(1) Una resolución ordinaria a ser propuesta en una reunión general podrá ser enmendada por una resolución ordinaria si—

(a) una persona autorizada a votar en la reunión general en la que la enmienda será propuesta emite una notificación escrita de la enmienda propuesta a la compañía no menos de 48 antes de que la reunión se lleve a cabo (o cualquier tiempo después de conformidad con lo estipulado por el presidente de la reunión), y

(b) la enmienda propuesta, de conformidad con el criterio razonable del presidente de la reunión, altera significativamente el alcance de la resolución.

(2) Una resolución especial a ser propuesta en una reunión general podrá ser enmendada por una resolución ordinaria si —

(a) el presidente de la reunión propone la enmienda en la reunión general en la que la resolución será propuesta, y

(b) la enmienda no excede de lo necesario en corregir errores gramaticales o poco importantes en la resolución.

(3) Si el presidente de la reunión, actuando de buena fe, decide erróneamente que la enmienda de una resolución es improcedente, el error del presidente no anula el voto de esa resolución

PARTE 5

ACUERDOS ADMINISTRATIVOS

Medios de comunicación a emplearse

48.—(1) Sujeto a los artículos, cualquier cosa que deba ser enviada o emitida para o por la compañía, podrá hacerse de cualquier manera que se especifique en la Ley de Compañías del 2006 sobre documentos o información que es autorizada o requerida para cualquier provisión de esa Ley para ser enviada o emitida para o por la compañía.

(2) Sujeto a los artículos, cualquier notificación o documento a ser enviado o emitido a un director relacionado con la toma de decisiones por parte de los directores también podrá ser enviado o emitido de conformidad con lo que los directores han pedido que se envíe o emita con dichas notificaciones o documentos provisionalmente.

(3) Un director podrá estar de acuerdo con la compañía que las notificaciones o documentos enviados a un director en un formato particular deban haber sido recibidos dentro de un periodo de tiempo estipulado desde el momento en que fueron enviados, y que ese tiempo específico sea no menos de 48 horas.

Sellos de la compañía

49.—(1) Cualquier sello establecido que sea usado solamente por la autoridad de los directores.

(2) Los directores podrán decidir a través de qué medios y en qué formato debe usarse cualquier sello establecido.

(3) A menos que los directores decidan lo contrario, si la compañía tiene un sello establecido y este va adjunto en un documento, el documento deberá estar también firmado por al menos una persona autorizada en presencia de un testigo que puede dar fe de la autenticidad de la firma.

(4) Para efecto de este artículo, una persona autorizada es—

(a) cualquiera de los directores de la compañía;

(b) (de existir) el secretario de la compañía; o

(c) cualquier persona autorizada por los directores con el fin de firmar documentos a los cuales se les ha aplicado el sello establecido.

Sin derecho a revisar cuentas y otros registros

50. Excepto que sea previsto por la ley o autorizado por los directores o una resolución ordinaria de la compañía, ninguna persona tendrá derecho a inspeccionar ninguno de los documentos de las finanzas de la compañía u otros documentos por el simple hecho de ser accionista.

Provisiones para empleados en cese de sus actividades

51. Los directores podrán adoptar disposiciones sobre los beneficios de las personas empleadas o ex empleados de la compañía o cualquiera de sus sucursales (aparte de los directores, antiguos directores o directores confidenciales) en relación con el cese o

(b) en una reunión general, ya sea antes de una votación a mano alzada sobre la resolución o inmediatamente luego de que los resultados de una votación a mano alzada sobre la resolución sean declarados

(2) Una encuesta podrá ser solicitada por—

(a) el presidente de la reunión;

(b) los directores;

(c) dos o más personas que tengan derecho a votar sobre la resolución; o

(d) una persona o personas que representen a no menos de un décimo de la totalidad de los accionistas facultados al voto sobre dicha resolución.

(3) Una solicitud para una encuesta podrá ser retirada si—

(a) la encuesta no ha sido pasada aún, y

(b) el presidente de la reunión está de acuerdo con la petición de retiro.

(4) Se deberán pasar las encuestas inmediatamente y de conformidad como lo estipule el presidente de la reunión.

Contenido de las notificaciones de representación

45.—(1) Los representantes solo serán asignados válidamente mediante una notificación escrita ("notificación de representantes") la cual—

(a) manifiesta el nombre y dirección del accionista nombrado representante;

(b) identifica a la persona nombrada para ser el representante del accionista y la reunión general a la que esa persona está asignada;

(c) está firmada por o a nombre de el accionista que está designando a su representante, o está legalizada de conformidad con lo que los directores determinen; y

(d) es entregada de conformidad con los artículos y cualquier indicación contenida en la notificación de la reunión general a la que hace referencia.

(2) La compañía podrá requerir que las notificaciones de representación sean entregadas de alguna manera en particular y podrá especificar diferentes formas para diferentes efectos.

(3) Las notificaciones de representación podrán especificar como el representante asignado por ellos deberá proceder con la votación (o que el representante deberá abstenerse de votar) en más de una resolución.

(4) A menos que una notificación de representación indique lo contrario, esta debe tratarse como—

(a) un permiso a la persona nombrada como representante para proceder de acuerdo con su criterio a votar resoluciones secundarias o procesales sometidas a votación en la reunión, y

(b) una designación de esa persona como representante en relación a cualquier aplazamiento de la reunión general a la que se refiere al igual que la reunión en sí.

Entrega de notificaciones de representación

46.—(1) Una persona que esté autorizada a asistir, tomar la palabra o votar (ya sea a mano alzada o por medio de encuestas) en una reunión general y seguirá estando autorizada en relación a la reunión o cualquier aplazamiento de la misma, incluso si una notificación de representación válida ha sido entregada a la compañía por o en nombre de esa persona.

(2) Un nombramiento mediante una notificación de representación podrá ser revocado al entregarse a la compañía una notificación por escrita dada por o en lugar de la persona que entregó la notificación de representación.

(3) Una notificación revocando un nombramiento de un representante solo tendrá efecto si esta es entregada antes del inicio de la reunión o la reunión aplazada en la que es dada a conocer.

(4) Si una notificación de representación no es ejecutada por la persona que designa al representante deberá ir acompañada de evidencia escrita que certifique la autoridad de la persona que la efectuó para ser ejecutada en representación del designado.

Reforma de Resolución

47.—(1) Una resolución ordinaria a ser propuesta en una reunión general podrá ser enmendada por una resolución ordinaria si—

(a) una persona autorizada a votar en la reunión general en la que la enmienda será propuesta emite una notificación escrita de la enmienda propuesta a la compañía no menos de 48 antes de que la reunión se lleve a cabo (o cualquier tiempo después de conformidad con lo estipulado por el presidente de la reunión), y

(b) la enmienda propuesta, de conformidad con el criterio razonable del presidente de la reunión, altera significativamente el alcance de la resolución.

(2) Una resolución especial a ser propuesta en una reunión general podrá ser enmendada por una resolución ordinaria si —

(a) el presidente de la reunión propone la enmienda en la reunión general en la que la resolución será propuesta, y

(b) la enmienda no excede de lo necesario en corregir errores gramaticales o poco importantes en la resolución.

(3) Si el presidente de la reunión, actuando de buena fe, decide erróneamente que la enmienda de una resolución es improcedente, el error del presidente no anula el voto de esa resolución.

PARTE 5

ACUERDOS ADMINISTRATIVOS

Medios de comunicación a emplearse

48.—(1) Sujeto a los artículos, cualquier cosa que deba ser enviada o emitida para o por la compañía, podrá hacerse de cualquier manera que se especifique en la Ley de Compañías del 2006 sobre documentos o información que es autorizada o requerida para cualquier provisión de esa Ley para ser enviada o emitida para o por la compañía.

(2) Sujeto a los artículos, cualquier notificación o documento a ser enviado o emitido a un director relacionado con la toma de decisiones por parte de los directores también podrá ser enviado o emitido de conformidad con lo que los directores han pedido que se envíe o emita con dichas notificaciones o documentos provisionalmente.

(3) Un director podrá estar de acuerdo con la compañía que las notificaciones o documentos enviados a un director en un formato particular deban haber sido recibidos dentro de un periodo de tiempo estipulado desde el momento en que fueron enviados, y que ese tiempo específico sea no menos de 48 horas.

Sellos de la compañía

49.—(1) Cualquier sello establecido que sea usado solamente por la autoridad de los directores.

(2) Los directores podrán decidir a través de qué medios y en qué formato debe usarse cualquier sello establecido.

(3) A menos que los directores decidan lo contrario, si la compañía tiene un sello establecido y este va adjunto en un documento, el documento deberá estar también firmado por al menos una persona autorizada en presencia de un testigo que puede dar fe de la autenticidad de la firma.

(4) Para efecto de este artículo, una persona autorizada es—

(a) cualquiera de los directores de la compañía;

(b) (de existir) el secretario de la compañía; o

(c) cualquier persona autorizada por los directores con el fin de firmar documentos a los cuales se les ha aplicado el sello establecido.

Sin derecho a revisar cuentas y otros registros

50. Excepto que sea previsto por la ley o autorizado por los directores o una resolución ordinaria de la compañía, ninguna persona tendrá derecho a inspeccionar ninguno de los documentos de las finanzas de la compañía u otros documentos por el simple hecho de ser accionista.

Provisiones para empleados en cese de sus actividades

51. Los directores podrán adoptar disposiciones sobre los beneficios de las personas empleadas o ex empleados de la compañía o cualquiera de sus sucursales (aparte de los directores, antiguos directores o directores confidenciales) en relación con el cese o

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transferencia a cualquier persona de toda o parte de la entidad de la compañía o sus sucursales.

INDEMNIZACION Y ASEGURAMIENTO DE LOS DIRECTORES

Indemnización

52.—(1) Sujeto al párrafo (2), un director competente de la compañía o de una compañía asociada podrá ser indemnizado de los activos de la compañía contra—

(a) cualquier responsabilidad legal contraída por un director en relación a negligencia, infracción, incumplimiento de obligaciones o abuso de confianza por parte de ese director en relación a la compañía o una compañía asociada,

(b) cualquier responsabilidad contraída por un director en relación a las actividades de la compañía o una compañía asociada en su calidad de fideicomisario de un régimen obligatorio de pensiones de jubilación (como estipulado en la sección 235 (6) de la Ley de Compañías del 2006),

(c) cualquier otra responsabilidad contraída por un director como un ejecutivo de la compañía o una compañía asociada.

(2) Este artículo no autoriza ninguna indemnización que sea luego prohibida o considerada inválida por cualquier provisión de la Ley de Compañías u otras provisiones de la ley.

(3) En este artículo—

(a) las compañías estarán asociadas si una es sucursal de la otra o ambas son sucursales del mismo organismo jurídico, y

(b) un "director competente" significa cualquier director o antiguo director de la compañía o de una compañía asociada.

Seguro

53.—(1) Los directores podrán decidir comprar y mantener un seguro, a costa de la compañía, para el beneficio de cualquier director competente con respecto a pérdidas significativas.

(2) En este artículo—

(a) un "director competente" significa cualquier director o antiguo director de la compañía o de una compañía asociada,

(b) una "pérdida significativa" significa cualquier pérdida o responsabilidad que haya sido contraída por un director competente referente a las obligaciones y derechos de ese director en relación a la compañía, cualquier compañía asociada o cualquier fondo de pensión o el programa de adquisición de acciones de los empleados o una compañía asociada, y

(c) las compañías son socias si una de ellas es sucursal de la otra o ambas son sucursales de la misma organización jurídica.

NOTA DE LA TRADUCTORA: *Declaro bajo juramento que he traducido del inglés al español el texto del documento denominado "Memorandum and Articles of Association of ISAS ONLINE LIMITED" de la compañía ISAS Online Ltda., cuya copia antecede y, la traducción es fiel al original. Tengo pleno conocimiento y dominio tanto de ambos idiomas, pues, estoy cursando mi último semestre de Licenciatura en Lengua Inglesa con mención en Traducción. Guayaquil, Mayo 8 del 2017.*

Indira Nastassja Rodriguez Abad
C.C. 0924752603

ESPACIO EN BLANCO

COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ISAS ONLINE

LIMITED

ESPACIO EN BLANCO

SCHEDULE 1 Regulation 2

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY SHARES

INDEX TO THE ARTICLES

INTRODUCTION

COMPANY NAME
The company name is ISAS Online Limited

SITUATION OF REGISTERED COMPANY
The company has is main address in London, England and it is legally authorised to open subsidiaries in England or abroad.

COMPANY ACTIVITY
The company is entitled to: acquisition, advising and recruitment of students, commercialising of marketing to make educational institutions appealing to international students, providing a complete enrolment management solution that helps universities with their international student funnel from managing an initial student enquiry, the conversion to an applicant, to enrolment of universities self generated international students. These activities can be done in person, via telephone, via electronic media or others.

In general, the company is entitled to perform any activity related with higher education, national and international at a university level or any institution related and/or organisms that provide educational courses.

Complementary to its activities, the company is authorised to negotiate abroad and to open subsidiaries in other countries as it seems convenient.

PART 3
SHARES AND DISTRIBUTIONS
SHARES

DIVIDENDS AND OTHER DISTRIBUTIONS

CAPITALISATION OF PROFITS

PART 4
DECISION-MAKING BY SHAREHOLDERS
ORGANISATION OF GENERAL MEETINGS

VOTING AT GENERAL MEETINGS

PART 5
ADMINISTRATIVE ARRANGEMENTS

DIRECTORS' INDEMNITY AND INSURANCE

PART 1

Defined terms

1. In the articles, unless the context requires otherwise—

"articles" means the company's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"chairman" has the meaning given in article 12;

"chairman of the meeting" has the meaning given in article 39;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"distribution recipient" has the meaning given in article 31;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006,

"fully paid" in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;

"hard copy form" has the meaning given in section 1168 of the Companies Act 2006

"holder" in relation to shares means the person whose name is entered in the register of members as the holder of the shares;

"instrument" means a document in hard copy form;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"paid" means paid or credited as paid;

"participate", in relation to a directors' meeting, has the meaning given in article 10;

"proxy notice" has the meaning given in article 45;

"shareholder" means a person who is the holder of a share;

"shares" means shares in the company;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"transmittee" means a person entitled to a share by reason of the death or bankruptcy of a

shareholder or otherwise by operation of law; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2. The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Shareholders' reserve power

4.—(1) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

(a) to such person or committee;
(b) by such means (including by power of attorney);
(c) to such an extent;
(d) in relation to such matters or territories; and
(e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.
(4) The directors, with previous authorisation in the Director's meetings can subscribe all or any documents deemed necessary to open subsidiaries abroad and grant power of attorney to who will represent the company in the subsidiaries abroad, with all legal attributions and liabilities.

Committees

6.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.
(2) If—

(a) the company only has one director, and
(b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

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8.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
(2) Notice of any directors' meeting must indicate—
(a) its proposed date and time;
(b) where it is to take place; and
(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
(3) Notice of a directors' meeting must be given to each director, but need not be in writing.
(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
(a) the meeting has been called and takes place in accordance with the articles, and
(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
(a) to appoint further directors, or
(b) to call a general meeting so as to enable the shareholders to appoint further directors.

Chairing of directors' meetings

12.—(1) The directors may appoint a director to chair their meetings.
(2) The person so appointed for the time being is known as the chairman.
(3) The directors may terminate the chairman's appointment at any time.
(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
(b) subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

15. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

16. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

17.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
(a) by ordinary resolution, or
(b) by a decision of the directors.
(2) In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.
(3) For the purposes of paragraph (2), where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

Termination of director's appointment

18. A person ceases to be a director as soon as—
(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
(b) a bankruptcy order is made against that person;
(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
(d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
(e) [paragraph omitted pursuant to The Mental Health (Discrimination) Act 2013]
(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

19.—(1) Directors may undertake any services for the company that the directors decide.
(2) Directors are entitled to such remuneration as the directors determine—
(a) for their services to the company as directors, and
(b) for any other service which they undertake for the company.
(3) Subject to the articles, a director's remuneration may—
(a) take any form, and
(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—
(a) meetings of directors or committees of directors,
(b) general meetings, or
(c) separate meetings of the holders of any class of shares or of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

All shares to be fully paid up

21.—(1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.
(2) This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

Powers to issue different classes of share

22.—(1) Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
(2) The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

Company not bound by less than absolute interests

23. Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

Share certificates

24.—(1) The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.
(2) Every certificate must specify—
 (a) in respect of how many shares, of what class, it is issued;
 (b) the nominal value of those shares;
 (c) that the shares are fully paid; and
 (d) any distinguishing numbers assigned to them.
(3) No certificate may be issued in respect of shares of more than one class.
(4) If more than one person holds a share, only one certificate may be issued in respect of it.
(5) Certificates must—
 (a) have affixed to them the company's common seal, or
 (b) be otherwise executed in accordance with the Companies Acts.

Replacement share certificates

25.—(1) If a certificate issued in respect of a shareholder's shares is—
 (a) damaged or defaced, or
 (b) said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.
(2) A shareholder exercising the right to be issued with such a replacement certificate—

 (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
 (b) must return the certificate which is to be replaced to the company if it is damaged or defaced; and
 (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

Share transfers

26.—(1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.
(2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
(3) The company may retain any instrument of transfer which is registered.
(4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
(5) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

Transmission of shares

27.—(1) If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.
(2) A transmittee who produces such evidence of entitlement to shares as the directors may properly require—

(a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and
(b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had.

(3) But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

Exercise of transmittees' rights

28.—(1) Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
(2) If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.
(3) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

Transmittees bound by prior notices

29. If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

Procedure for declaring dividends

30.—(1) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.
(2) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
(3) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
(4) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.
(5) If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.

(6) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
(7) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

Payment of dividends and other distributions

31.—(1) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means—

(a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;
(b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;
(c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or
(d) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.

(2) In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable—

(a) the holder of the share; or
(b) if the share has two or more joint holders, whichever of them is named first in the register of members; or
(c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

No interest on distributions

32. The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by—

(a) the terms on which the share was issued, or
(b) the provisions of another agreement between the holder of that share and the company.

Unclaimed distributions

33.—(1) All dividends or other sums which are—

(a) payable in respect of shares, and
(b) unclaimed after having been declared or become payable,

may be invested or otherwise made use of by the directors for the benefit of the company until claimed.

(2) The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.
(3) If—

(a) twelve years have passed from the date on which a dividend or other sum became due for payment, and
(b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

Non-cash distributions

34.—(1) Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).
(2) For the purposes of paying a non-cash distribution, the directors may make whatever

arrangements they think fit, including, where any difficulty arises regarding the distribution—
(a) fixing the value of any assets;
(b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
(c) vesting any assets in trustees.

Waiver of distributions

35. Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if—
(a) the share has more than one holder, or
(b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,
the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

36.—(1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution—
(a) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and
(b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.
(2) Capitalised sums must be applied—
(a) on behalf of the persons entitled, and
(b) in the same proportions as a dividend would have been distributed to them.
(3) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
(4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.
(5) Subject to the articles the directors may—
(a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;
(b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
(c) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

37.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
(2) A person is able to exercise the right to vote at a general meeting when—
(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

38. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

39.—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
(a) the directors present, or
(b) (if no directors are present), the meeting,
must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-shareholders

40.—(1) Directors may attend and speak at general meetings, whether or not they are shareholders.
(2) The chairman of the meeting may permit other persons who are not—
(a) shareholders of the company, or
(b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,
to attend and speak at a general meeting.

Adjournment

41.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

42. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

43.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting, whose decision is final.

Poll votes

44.—(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) the chairman of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

45.—(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

(a) states the name and address of the shareholder appointing the proxy;
(b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
(c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
(4) Unless a proxy notice indicates otherwise, it must be treated as—

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

46.—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

47.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

48.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals
49.—(1) Any common seal may only be used by the authority of the directors.
(2) The directors may decide by what means and in what form any common seal is to be used.
(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
(4) For the purposes of this article, an authorised person is—
(a) any director of the company;
(b) the company secretary (if any); or
(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

50. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder.

Provision for employees on cessation of business

51. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

52.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
(c) any other liability incurred by that director as an officer of the company or an associated company.
(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
(3) In this article—
(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
(b) a "relevant director" means any director or former director of the company or an associated company.

00099208

Insurance

53.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a "relevant director" means any director or former director of the company or an associated company,

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

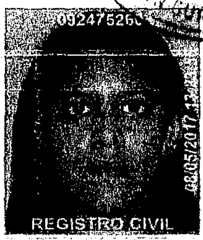
ESPACIO EN BLANCO

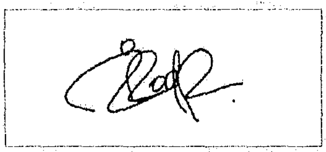
ESPACIO EN BLANCO

REPÚBLICA DEL ECUADOR
Dirección General de Registro Civil, Identificación y Cedulación

Dirección General de Registro Civil,
Identificación y Cedulación

CERTIFICADO DIGITAL DE DATOS DE IDENTIDAD





Número único de identificación: 0924752603

Nombres del ciudadano: RODRIGUEZ ABAD INDIRA NASTASSJA

Condición del cedulado: CIUDADANO

Lugar de nacimiento: ECUADOR/GUAYAS/GUAYAQUIL/BOLIVAR /SAGRARIO/

Fecha de nacimiento: 19 DE DICIEMBRE DE 1990

Nacionalidad: ECUATORIANA

Sexo: MUJER

Instrucción: BACHILLERATO

Profesión: ESTUDIANTE

Estado Civil: SOLTERO

Cónyuge: ----------

Fecha de Matrimonio: ----------

Nombres del padre: RODRIGUEZ COTTO JORGE HUMBERTO

Nombres de la madre: ABAD MORA ELSA MIREYA

Fecha de expedición: 22 DE OCTUBRE DE 2009

Información certificada a la fecha: 8 DE MAYO DE 2017
Emisor: DARLYN DANIEL LASCANO BARRE - GUAYAS-GUAYAQUIL-NT 45 - GUAYAS - GUAYAQUIL

N° de certificado: 174-023-26523

174-023-26523

Signature Not Verified
Digitally signed by JORGE OSWALDO TROYA FUERTES
Date: 2017.05.08 16:16:25 ECT
Reason: Firma Electrónica
Location: Ecuador

Ing. Jorge Troya Fuertes
Director General del Registro Civil, Identificación y Cedulación
Documento firmado electrónicamente

Vigencia: 1 mes o 1 validación desde la fecha de emisión. Cumplido el plazo o número de verificaciones solicite un nuevo certificado.
Confirme la información ingresando el número de certificado en: **https://virtual.registrocivil.gob.ec**

0009309

INFORMACIÓN ADICIONAL DEL CIUDADANO

NUI: 0924752603

Nombre: RODRIGUEZ ABAD INDIRA NASTASSJA

1. Información referencial de discapacidad:

Mensaje: LA PERSONA NO REGISTRA DISCAPACIDAD

1.- La información del carné de discapacidad es consultada de manera directa al Ministerio de Salud Pública - CONADIS en caso de inconsistencias acudir a la fuente de información

Información certificada a la fecha: 8 DE MAYO DE 2017

Emisor: DARLYN DANIEL LASCANO BARRE - GUAYAS-GUAYAQUIL-NT 45 - GUAYAS - GUAYAQUIL

REPÚBLICA DEL ECUADOR
DIRECCIÓN GENERAL DE REGISTRO CIVIL, IDENTIFICACIÓN Y CEDULACIÓN

CÉDULA DE CIUDADANÍA No. 092475260-3

APELLIDOS Y NOMBRES
RODRIGUEZ ABAD
INDIRA NASTASSJA

LUGAR DE NACIMIENTO
GUAYAS
GUAYAQUIL
BOLIVAR /SAGRARIO

FECHA DE NACIMIENTO 1990-12-19
NACIONALIDAD ECUATORIANA
SEXO F
ESTADO CIVIL Soltera

INSTRUCCIÓN
BACHILLERATO

PROFESIÓN
ESTUDIANTE

E3333A2132

APELLIDOS Y NOMBRES DEL PADRE
RODRIGUEZ COTTO JORGE HUMBERTO

APELLIDOS Y NOMBRES DE LA MADRE
ABAD MORA ELSA MIREYA

00[illegible]9310

LUGAR Y FECHA DE EXPEDICIÓN
GUAYAQUIL
2009-10-22

FECHA DE EXPIRACIÓN
2019-10-22

00141238

DIRECTOR GENERAL

FIRMA DEL CEDULADO [redacted]

DRA. MARÍA I. NUQUES MARTÍNEZ
NOTARIA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL - ECUADOR

REPÚBLICA DEL ECUADOR

CERTIFICADO DE VOTACIÓN
ELECCIONES GENERALES 2017
2 DE ABRIL 2017

CNE
CONSEJO NACIONAL ELECTORAL

121
JUNTA No.

121 - 119
NÚMERO

0924752603
CÉDULA

RODRIGUEZ ABAD INDIRA NASTASSJA
APELLIDOS Y NOMBRES

GUAYAS
PROVINCIA

CIRCUNSCRIPCIÓN: 3

GUAYAQUIL
CANTÓN

ZONA: 1

LETAMENDI
PARROQUIA

CERTIFICO: ES CONFORME
AL ORIGINAL EXHIBIDO

Gquil, 09 MAY 2017

Dra. María Isabel Nuques Martínez
NOTARÍA CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL - ECUADOR

Robert Wood
Notary Public
England and Wales

13th April 2017

MARIA I. NUQUES MARTINEZ

File Copy

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **9286923**

The Registrar of Companies for England and Wales, hereby certifies that

ISAS ONLINE LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **29th October 2014**

N09286923Q

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

00Ø9311

Companies House

IN01(ef)

Application to register a company

X3JJC0XM

Received for filing in Electronic Format on the: 29/10/2014

Company Name in full: ISAS ONLINE LIMITED

Company Type: Private limited by shares

Registered England and Wales

gister ss: 7 SHEPHERDS FOLD
HOLMER GREEN
HIGH WYCOMBE
BUCKINGHAMSHIRE
UNITED KINGDOM
HP15 6XZ

ntirely adopt the following model articles: Private (Ltd by Shares)

0009312

Rece

Comp
in full.

Compc

APOSTILLE (Convention de La Haye du 5 octobre 1961)			
1. **Country:** Pays / Pais:	United Kingdom of Great Britain and Northern Ireland		
This public document Le présent acte public / El presente documento público			
2. **Has been signed by** a été signé par ha sido firmado por	Robert Wood		
3. **Acting in the capacity of** agissant en qualité de quien actúa en calidad de	Notary Public		
4. **Bears the seal / stamp of** est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public		
Certified Attesté / Certificado			
5. **at** á / en	London	6. **the** le / el día	18 April 2017
7. **by** par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs		
8. **Number** sous no / bajo el numero	APO-292729		
9. **Seal / stamp** Sceau / timbre Sello / timbre	FOREIGN AND COMMONWEALTH OFFICE LONDON	10. **Signature** Signature Firma	I. Villamizar

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To verify this apostille go to www.verifyapostille.service.gov.uk

Electronica

ESPACIO EN
BLANCO

Company Director 1

Type: **Person**

Full forename(s): MR SIMON

Surname: ANDREWS

Former names:

DRA. MARIA NUQUES MARTINEZ NOTARIA CUADRAGESIMA QUINTA CANTON GUAYAQUIL - ECUADOR

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: 11/05/1974 *Nationality:* BRITISH

Occupation: COMPANY DIRECTOR

Consented to Act: Y *Date authorised:* 29/10/2014 *Authenticated:* YES

ESPACIO EN BLANCO

00089313

Statement of Capital (Share Capital)

Class of shares	ORDINARY	*Number allotted*	1
		Aggregate nominal value	1
Currency	GBP	*Amount paid per share*	1
		Amount unpaid per share	0

Prescribed particulars

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

Statement of Capital (Totals)

Currency	GBP	*Total number of shares*	1
		Total aggregate nominal value	1

ESPACIO EN BLANCO

Initial Shareholdings

Name: SIMON ANDREWS

Address: 2 FAIRLAND ROAD
LONDON
UNITED KINGDOM
E15 4AF

Class of share:	ORDINARY
Number of shares:	1
Currency:	GBP
Nominal value of each share:	1
Amount unpaid:	0
Amount paid:	1

DRA. MARIA I. NUQUES MARTINEZ

ESPACIO EN BLANCO

Statement of Compliance

00893114

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: SIMON ANDREWS

Authenticated: YES

Authorisation

Authoriser Designation: **subscriber**

Authenticated: Yes

ESPACIO EN BLANCO

0099315

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of

ISAS ONLINE LIMITED

DRA. MARÍA I. NUQUES MARTÍNEZ
NOTARIA QUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL - ECUADOR

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
Simon Andrews	Authenticated Electronically

Dated: 29/10/2014

ESPACIO EN BLANCO

ESPACIO EN BLANCO

Factura: 002-001-000012596

20170901045D00427

NOTARÍA
CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL
Dra. MARÍA ISABEL NUQUES M.

DILIGENCIA DE RECONOCIMIENTO DE FIRMAS N° 20170901045D00427

Ante mí, NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ de la NOTARÍA NOTARIA CUADRAGESIMA QUINTA , comparece(n) INDIRA NASTASSJA RODRIGUEZ ABAD portador(a) de CÉDULA 0924752603 de nacionalidad ECUATORIANA, mayor(es) de edad, estado civil SOLTERO(A), domiciliado(a) en GUAYAQUIL, POR SUS PROPIOS DERECHOS en calidad de TRADUCTOR(A); quien(es) declara(n) que la(s) firma(s) constante(s) en el documento que antecede , es(son) suya(s), la(s) misma(s) que usa(n) en todos sus actos públicos y privados, siendo en consecuencia auténtica(s), para constancia firma(n) conmigo en unidad de acto, de todo lo cual doy fe. La presente diligencia se realiza en ejercicio de la atribución que me confiere el numeral noveno del artículo dieciocho de la Ley Notarial -. El presente reconocimiento no se refiere al contenido del documento que antecede, sobre cuyo texto esta Notaria, no asume responsabilidad alguna. – Se archiva un original. GUAYAQUIL, a 8 DE MAYO DEL 2017, (11:59).

INDIRA NASTASSJA RODRIGUEZ ABAD
CÉDULA: 0924752603

NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ
NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTÓN GUAYAQUIL

ESPACIO EN
BLANCO

COPIA DEL EXPEDIENTE

Escudo de Armas que consta en el documento:

CERTIFICADO DE CONSTITUCION DE UNA COMPAÑIA PRIVADA LIMITADA

Compañía No. **92869123**

El Registro de Compañías de Inglaterra y Gales certifica por medio del presente que

ISAS ONLINE LIMITADA

se constituye el presente día bajo la Ley de Compañías del 2006 como una compañía privada que además es limitada por acciones, y que la ubicación de su oficina registrada es en Inglaterra y Gales.

Dado en el Registro Mercantil de Gales, Cardiff el 29 de octubre del 2014

Código de barras que consta en el documento:

N09286923Q

Sello:
REGISTRO DE COMPAÑIAS DE INGLATERRA Y GALES
SELLO OFICIAL DEL REGISTRO DE COMPAÑIAS

Sello:
Registro Mercantil de Gales

La información antes mencionada fue transmitida en un formato electrónico y fue certificado por el Secretario del Registro Mercantil bajo la sección 1115 de la Ley de Compañías del 2006.

Logo en el documento:

Companies House

Registro Mercantil de Gales

IN01 (ef)

00893217

Aplicación para registrar una compañía

Código de barras que consta en el documento:

X3JJC0XM

Receptada para ser llenada de forma electrónica el: **29/10/2014**

Nombre de la Compañía:	ISAS ONLINE LIMITED
Tipo de Compañía:	**Compañía privada limitada por acciones**
Ubicación de la Oficina Registrada:	**Inglaterra y Gales**
Dirección Propuesta para el Registro de la Oficina:	**7 SHEPHERDS FOLD** **HOLMER GREEN** **HIGH WYCOMBE** **BUCKINGHAMSHIRE** **REINO UNIDO** **HP15 6XZ**

Expreso mi voluntad de adoptar el siguiente modelo de estatutos: **Privada (Ltda. por Acciones)**

Director de la Compañía ***1***

Tipo: **Persona**

Nombre(s) Completo(s): **SR. SIMON**

Apellido: **ANDREWS**

Nombres anteriores:

Dirección de Servicio igual a la que consta como la dirección registrada de la Compañía

País/Estado en el que Reside Usualmente: **REINO UNIDO**

Fecha de Nacimiento: **11/05/1974** *Nacionalidad:* **BRITANICA**
Ocupación: **DIRECTOR DE EMPRESA**

Consentimiento de Constitución: **Y** *Fecha de Autorización:* **29/10/2014** *Legalizado:* **SI**

ESPACIO EN BLANCO

Estado del Capital Contable (Capital Social)

00099318

Tipo de Acciones	**ORDINARIA**	*Numero asignado*	**1**
		Valor Nominal conjunto	**1**
Moneda	**GBP**	*Valores cancelados por acción*	**1**
		Valores no cancelados por acción	**0**

Indicaciones Prescritas

CADA UNO DE LOS ACCIONISTAS TIENE PLENITUD DE DERECHOS CON RESPECTO A DELIBERACIONES, BENEFICIOS Y DISTRIBUCIONES.

Estado del Capital Contable (Totales)

Moneda	**GBP**	*Número total de acciones*	**1**
		Valor Nominal conjunto	**1**

ESPACIO EN BLANCO

DRA. MARÍA I. NUQUES MARTÍNEZ
NOTARÍA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL

Participación Accionaria Inicial

Nombre: **SIMON ANDREWS**

Dirección: **2 FAIRLAND ROAD**
LONDRES
REINO UNIDO
E15 4AF

Tipo de Acciones:	**ORDINARIA**
Número de Acciones:	**1**
Moneda:	**GBP**
Valor Nominal de cada acción:	**1**
Valores impagos:	**0**
Valores cancelados:	**1**

ESPACIO EN BLANCO

00099319

Declaración de Conformidad

Confirmo que se han cumplido los requerimientos de la Ley de Compañías del 2006

Nombre: **SIMON ANDREWS**

Legalizado: **SI**

Autorización

Nombramiento de quien autoriza: **suscriptor** *Legalizado:* **SI**

ESPACIO EN BLANCO

00089320

COMPAÑIA CON UN CAPITAL SOCIAL

Escritura de Constitución de

ISAS ONLINE LIMITADA

Cada suscriptor de esta escritura de constitución expresa su voluntad de formar una compañía bajo la Ley de Compañías del 2006 y acepta convertirse en un miembro de la compañía y de tomar por lo menos una acción.

Nombre del suscriptor	Legalización
Simon Andrews	Legalizado Electrónicamente

Fecha: 29/10/2014

ESPACIO EN BLANCO

NOTA DE LA TRADUCTORA: *Declaro bajo juramento que he traducido del inglés al español el texto del documento denominado "Certificate of Incorporation of a Private Limited Company" de la compañía ISAS Online Ltda., cuya copia antecede y, la traducción es fiel al original. Tengo pleno conocimiento y dominio tanto de ambos idiomas, pues estoy cursando mi último semestre de Licenciatura en Lengua Inglesa con mención en Traducción. Guayaquil, Mayo 8 del 2017.*

Indira Nastaassja Rodriguez Abad
C.C. 0924752603

ESPACIO EN
BLANCO

DRA. MARÍA I. NUQUES MARTÍNEZ
NOTARÍA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL - ECUADOR

File Copy

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **9286923**

The Registrar of Companies for England and Wales, hereby certifies that

ISAS ONLINE LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **29th October 2014**

N09286923Q

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 29/10/2014

X3JJC0XM

Company Name in full:	ISAS ONLINE LIMITED
Company Type:	Private limited by shares
Situation of Registered Office:	England and Wales
Proposed Register Office Address:	7 SHEPHERDS FOLD HOLMER GREEN HIGH WYCOMBE BUCKINGHAMSHIRE UNITED KINGDOM HP15 6XZ

I wish to entirely adopt the following model articles: Private (Ltd by Shares)

Company Director 1

Type:	**Person**
Full forename(s):	MR SIMON
Surname:	ANDREWS
Former names:	

DRA. MARÍA I. NUQUES MARTINEZ
NOTARIA CUADRAGÉSIMA QUINTA
CANTON GUAYAQUIL - ECUADOR

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: 11/05/1974 *Nationality:* BRITISH

Occupation: COMPANY DIRECTOR

Consented to Act: Y *Date authorised:* 29/10/2014 *Authenticated:* YES

ESPACIO EN BLANCO

Statement of Capital (Share Capital)

0089372

Class of shares	ORDINARY	*Number allotted*	1
		Aggregate nominal value	1
Currency	GBP	*Amount paid per share*	1
		Amount unpaid per share	0

Prescribed particulars

EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.

Statement of Capital (Totals)

Currency	GBP	*Total number of shares*	1
		Total aggregate nominal value	1

ESPACIO EN BLANCO

Initial Shareholdings

Name:	**SIMON ANDREWS**		
Address:	**2 FAIRLAND ROAD** **LONDON** **UNITED KINGDOM** **E15 4AF**	*Class of share:*	**ORDINARY**
		Number of shares:	**1**
		Currency:	**GBP**
		Nominal value of each share:	**1**
		Amount unpaid:	**0**
		Amount paid:	**1**

ESPACIO EN BLANCO

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **SIMON ANDREWS**

Authenticated: **YES**

DRA. MARÍA I. NUQUES MARTÍNEZ
NOTARÍA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL

Authorisation

Authoriser Designation: **subscriber** *Authenticated:* **Yes**

ESPACIO EN BLANCO

00089221

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of
ISAS ONLINE LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
Simon Andrews	Authenticated Electronically

Dated: 29/10/2014

ESPACIO EN BLANCO

REPÚBLICA DEL ECUADOR
Dirección General de Registro Civil, Identificación y Cedulación

Dirección General de Registro Civil, Identificación y Cedulación

A. MARIA I. NUQUES MARTINEZ
NOTARIA CUADRAGÉSIMA QUINTA
CANTON GUAYAQUIL - ECUADOR

CERTIFICADO DIGITAL DE DATOS DE IDENTIDAD

Número único de identificación: 0924752603

Nombres del ciudadano: RODRIGUEZ ABAD INDIRA NASTASSJA

Condición del cedulado: CIUDADANO

Lugar de nacimiento: ECUADOR/GUAYAS/GUAYAQUIL/BOLIVAR /SAGRARIO/

Fecha de nacimiento: 19 DE DICIEMBRE DE 1990

Nacionalidad: ECUATORIANA

Sexo: MUJER

Instrucción: BACHILLERATO

Profesión: ESTUDIANTE

Estado Civil: SOLTERO

Cónyuge: ----------

Fecha de Matrimonio: ----------

Nombres del padre: RODRIGUEZ COTTO JORGE HUMBERTO

Nombres de la madre: ABAD MORA ELSA MIREYA

Fecha de expedición: 22 DE OCTUBRE DE 2009

Información certificada a la fecha: 8 DE MAYO DE 2017
Emisor: DARLYN DANIEL LASCANO BARRE - GUAYAS-GUAYAQUIL-NT 45 - GUAYAS - GUAYAQUIL

N° de certificado: 174-023-26523

174-023-26523

Signature Not Verified
Digitally signed by JORGE OSWALDO TROYA FUERTES
Date: 2017.05.08 13:16:25 ECT
Reason: Firma Electrónica
Location: Ecuador

Ing. Jorge Troya Fuertes
Director General del Registro Civil, Identificación y Cedulación
Documento firmado electrónicamente

Vigencia: 1 mes o 1 validación desde la fecha de emisión. Cumplido el plazo o número de verificaciones solicite un nuevo certificado.

Confirme la información ingresando el número de certificado en: **https://virtual.registrocivil.gob.ec**

REPÚBLICA DEL ECUADOR
Dirección General de Registro Civil, Identificación y Cedulación

Dirección General de Registro Civil, Identificación y Cedulación

0089325

INFORMACIÓN ADICIONAL DEL CIUDADANO

NUI: 0924752603

Nombre: RODRIGUEZ ABAD INDIRA NASTASSJA

---

1. Información referencial de discapacidad:

Mensaje: LA PERSONA NO REGISTRA DISCAPACIDAD

1.- La información del carné de discapacidad es consultada de manera directa al Ministerio de Salud Pública - CONADIS en caso de inconsistencias acudir a la fuente de información

---

Información certificada a la fecha: 8 DE MAYO DE 2017

Emisor: DARLYN DANIEL LASCANO BARRE - GUAYAS-GUAYAQUIL-NT 45 - GUAYAS - GUAYAQUIL

00°9326

REPÚBLICA DEL ECUADOR
DIRECCIÓN GENERAL DE REGISTRO CIVIL, IDENTIFICACIÓN Y CEDULACIÓN

CÉDULA DE CIUDADANÍA

No. 092475260-3

APELLIDOS Y NOMBRES
RODRIGUEZ ABAD
INDIRA NASTASSJA

LUGAR DE NACIMIENTO
GUAYAS
GUAYAQUIL
BOLIVAR /SAGRARIO/

FECHA DE NACIMIENTO 1990-12-19
NACIONALIDAD ECUATORIANA
SEXO F
ESTADO CIVIL Soltera

INSTRUCCIÓN
BACHILLERATO

PROFESIÓN
ESTUDIANTE

E3333A2132

APELLIDOS Y NOMBRES DEL PADRE
RODRIGUEZ COTTO JORGE HUMBERTO

APELLIDOS Y NOMBRES DE LA MADRE
ABAD MORA ELSA MIREYA

LUGAR Y FECHA DE EXPEDICIÓN
GUAYAQUIL
2009-10-22

FECHA DE EXPIRACIÓN
2019-10-22

DIRECTOR GENERAL

FIRMA DEL CEDULADO

D00141208

NOTARÍA CUADRAGÉSIMA QUINTA
GUAYAQUIL - ECUADOR

DRA. MARÍA I. NUQUES MARTÍNEZ
NOTARÍA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL - ECUADOR

REPÚBLICA DEL ECUADOR

CERTIFICADO DE VOTACIÓN
ELECCIONES GENERALES 2017
2 DE ABRIL 2017

CNE

121 JUNTA No.	121 - 119 NÚMERO	0924752603 CÉDULA

RODRIGUEZ ABAD INDIRA NASTASSJA
APELLIDOS Y NOMBRES

GUAYAS
PROVINCIA

CIRCUNSCRIPCIÓN: 3

GUAYAQUIL
CANTÓN

ZONA: 1

LETAMENDI
PARROQUIA

CERTIFICO: ES CONFORME
AL ORIGINAL EXHIBIDO

Gquil, 09 MAY 2017

Dra. María Isabel Nuques Martínez
NOTARÍA CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL - ECUADOR

ESPACIO EN
BLANCO

0089327

CONSEJO DE LA JUDICATURA

Factura: 002-001-000014894

20170901045P01064

NOTARÍA
CUADRAGÉSIMA QUINTA
EL CANTÓN GUAYAQUIL
Ab. MARIA ISABEL NUQUES M.

PROTOCOLIZACIÓN 20170901045P01064

PROTOCOLIZACIÓN DE DOCUMENTOS PÚBLICOS O PRIVADOS

FECHA DE OTORGAMIENTO: 15 DE AGOSTO DEL 2017, (13:47)

OTORGA: NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTON GUAYAQUIL

DESCRIPCIÓN DE DOCUMENTO PROTOCOLIZADO: LEY DE COMPAÑÍAS 2006 RESOLUCIÓN ESPECIAL ISAS ONLINE LIMITED 9285923 COMPAÑIA LIMITADA PRIVADA

NÚMERO DE HOJAS DEL DOCUMENTO: 7

CUANTÍA: INDETERMINADA

A PETICIÓN DE:			
NOMBRES/RAZÓN SOCIAL	**TIPO INTERVINIENTE**	**DOCUMENTO DE IDENTIDAD**	**No. IDENTIFICACIÓN**
GONZALEZ MONTEALEGRE LELYS MARIA	POR SUS PROPIOS DERECHOS	CÉDULA	0701462863

OBSERVACIONES:

NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ

NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTÓN GUAYAQUIL

ESPACIO EN BLANCO

ALVEAR MACIAS
ASESORES LEGALES

0089328

SEÑOR NOTARIO:

Sírvase protocolizar el documento titulado "THE COMPANIES ACT 2006 SPECIAL RESOLUTION ISAS ONLINE LIMITED 9286923 PRIVATE LIMITED COMPANY" debidamente notariado y apostillado, con su respectiva traducción al idioma español "LEY DE COMPAÑÍAS 2006 RESOLUCIÓN ESPECIAL ISAS ONLINE LIMITED 9286923 COMPAÑÍA LIMITADA PRIVADA", referente a la compañía de nacionalidad inglesa "ISAS ON LINE LIMITED.", y conferirme dos copias.

Atentamente,

Ab. Lelys González Montealegre
Matrícula No. 09-1991-64

ESPACIO EN BLANCO

NUEVOS TELÉFONOS: (593-4) 2634273 - 2634183 • FAX: (593-4) 2634195

isas | International Student ADMISSIONS SERVICE

0089329

DRA. MARIA I. NUQUES MARTINEZ
NOTARIA CUADRAGESIMA QUINTA
CANTON GUAYAQUIL - ECUADOR

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

ISAS ONLINE LIMITED
9286923
PRIVATE LIMITED COMPANY.

At a general meeting of the above company held on 07/04/2017 at Offley Works, 1 Pickle Mews, London SW9 0FJ with the following was passed:

Resolution.

The following clauses will be added to the Articles of association.

SITUATION OF REGISTERED COMPANY
The company has is main address in London, England and it is legally authorised to open subsidiaries in England or abroad.

COMPANY ACTIVITY
The company is entitled to: acquisition, advising and recruitment of students, commercialising of marketing to make educational institutions appealing to international students, providing a complete enrolment management solution that helps universities with their international student funnel from managing an initial student enquiry, the conversion to an applicant, to enrolment of universities self generated international students. These activities can be done in person, via telephone, via electronic media or others.

In general, the company is entitled to perform any activity related with higher education, national and international at a university level or any institution related and/or organisms that provide educational courses.

Complementary to its activities, the company is authorised to negotiate abroad and to open subsidiaries in other countries as it seems convenient.

I certify that this document is the original document

Robert Wood
Notary Public
England and Wales

10/04/2017
....
Date

....
Simon Peter Andrews
CHAIRMAN.

WAINWRIGHT & CUMMINS
57-61 Atlantic Road, London SW9 8PU
DX 58753 BRIXTON
Telephone: 020 7695 5700
Fax: 020 7737 2436

DRA. MARÍA I NUQUES MARTÍNEZ
NOTARÍA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL - ECUADOR

DRA. MARÍA I NUQUES MARTÍNEZ
NOTARÍA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL - ECUADOR

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1.	**Country:** Pays / Pais:	United Kingdom of Great Britain and Northern Ireland	
	This public document Le présent acte public / El presente documento público		
2.	**Has been signed by** a été signé par ha sido firmado por	Robert Wood	
3.	**Acting in the capacity of** agissant en qualité de quien actúa en calidad de	Notary Public	
4.	**Bears the seal / stamp of** est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public	
	Certified Attesté / Certificado		
5.	**at** á / en London	6.	**the** le / el día 18 April 2017
7.	**by** par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs	
8.	**Number** sous no / bajo el numero	APO-292734	
9.	**Seal / stamp** Sceau / timbre Sello / timbre — FOREIGN AND COMMONWEALTH OFFICE LONDON	10.	**Signature** Signature Firma — I. Villamizar

This Apostille is not to be used in the UK and only confirms the authenticity of the signature, seal or stamp on the attached UK public document. It does not confirm the authenticity of the underlying document. Apostilles attached to documents that have been photocopied and certified in the UK confirm the signature of the UK official who conducted the certification only. It does not authenticate either the signature on the original document or the contents of the original document in any way.

If this document is to be used in a country not party to the Hague Convention of the 5th of October 1961, it should be presented to the consular section of the mission representing that country

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0089330

Factura: 002-001-000012600

20170901045D00431

DILIGENCIA DE RECONOCIMIENTO DE FIRMAS N° 20170901045D00431

Ante mí, NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ de la NOTARÍA NOTARIA CUADRAGESIMA QUINTA comparece(n) INDIRA NASTASSJA RODRIGUEZ ABAD portador(a) de CÉDULA 0924752603 de nacionalidad ECUATORIANA, mayor(es) de edad, estado civil SOLTERO(A), domiciliado(a) en GUAYAQUIL, POR SUS PROPIOS DERECHOS en calidad de TRADUCTOR(A); quien(es) declara(n) que la(s) firma(s) constante(s) en el documento que antecede , es(son) suya(s), la(s) misma(s) que usa(n) en todos sus actos públicos y privados, siendo en consecuencia auténtica(s), para constancia firma(n) conmigo en unidad de acto, de todo lo cual doy fe. La presente diligencia se realiza en ejercicio de la atribución que me confiere el numeral noveno del artículo dieciocho de la Ley Notarial -. El presente reconocimiento no se refiere al contenido del documento que antecede, sobre cuyo texto esta Notaria, no asume responsabilidad alguna. – Se archiva un original. GUAYAQUIL, a 8 DE MAYO DEL 2017, (11:59).

NOTARÍA CUADRAGÉSIMA QUINTA DEL CANTÓN GUAYAQUIL Dra. MARÍA ISABEL NUQUES M.

INDIRA NASTASSJA RODRIGUEZ ABAD
CÉDULA: 0924752603

DRA. MARÍA I. NUQUES MARTÍNEZ
NOTARÍA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL - ECUADOR

NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ

NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTÓN GUAYAQUIL

Consta el logo siguiente: ISAS | International Student ADMISSIONS SERVICE

0029331

LEY DE COMPAÑÍAS 2006

RESOLUCIÓN ESPECIAL

ISAS ONLINE LIMITED

9286923

COMPAÑÍA LIMITADA PRIVADA.

En junta general de esta Sociedad, celebrada en Londres el 7 de Abril de 2016, en Offley Works, 1 Pickle Mews, Londres SW9 0FJ se aprueba lo siguiente:

Resolución.

La siguiente resolución ha sido añadida a los Estatutos de la compañía:

SITUACIÓN DE REGISTRO DE LA COMPAÑÍA
La dirección principal de la compañía está establecida en Londres, Inglaterra y está legalmente autorizada para abrir sucursales en Inglaterra o en el exterior.

ACTIVIDAD DE LA COMPAÑÍA
La compañía podrá ejercer las mismas actividades que ISAS Online Ltd efectúa en el Reino Unido, de la forma siguiente: Adquisición, consultoría, asesoría y reclutamiento de estudiantes, comercialización de mercadeo para atraer estudiantes internacionales hacia instituciones educativas, brindando una solución de administración de enrolamiento de admisiones que asiste a universidades con su flujo de estudiantes internacionales iniciado desde un formulario estudiantil, la conversión hacia una aplicación, hasta matriculación de estudiantes internacionales generados por la universidad. Estas actividades pueden ser en persona, vía telefónica, vía medios electrónicos u otros.

En general, la compañía está autorizada a realizar cualquier actividad relacionada con educación superior, nacional e internacional, a nivel universitario o de cualquier institución y/u organismos relacionados que provean cursos educativos.

Complementario a sus actividades, la compañía está facultada a negociar en el exterior y abrir sucursales en otros países, si así lo estima conveniente.

10/04/2017	Simon Peter Andrews
....	....
Fecha	DIRECTOR.

NOTA DE LA TRADUCTORA: *Declaro bajo juramento que he traducido del inglés al español el texto del documento denominado "Special Resolution" de la compañía ISAS Online Ltda., cuya copia antecede y, la traducción es fiel al original. Tengo pleno conocimiento y dominio tanto de ambos idiomas, pues estoy cursando mi último semestre de Licenciatura en Lengua Inglesa con mención en Traducción. Guayaquil, Mayo 8 del 2017.*

Indira Nastassja Rodríguez Abad
C.C. 0924752603

0089332

isas | International Student ADMISSIONS SERVICE

MARÍA I. NUQUES MARTÍNEZ NOTARIA CUADRAGÉSIMA QUINTA CANTON GUAYAQUIL ECUADOR

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

ISAS ONLINE LIMITED
9286923
PRIVATE LIMITED COMPANY.

At a general meeting of the above company held on 07/04/2017 at Offley Works, 1 Pickle Mews, London SW9 0FJ with the following was passed:

Resolution.

The following clauses will be added to the Articles of association.

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In general, the company is entitled to perform any activity related with higher education, national and international at a university level or any institution related and/or organisms that provide educational courses.

Complementary to its activities, the company is authorised to negotiate abroad and to open subsidiaries in other countries as it seems convenient.

10/04/2017
....
Date

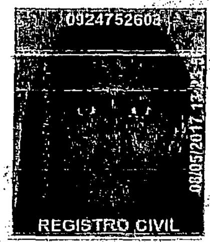
....
Simon Peter Andrews
CHAIRMAN.

REPÚBLICA DEL ECUADOR
Dirección General de Registro Civil, Identificación y Cedulación

Dirección General de Registro Civil, Identificación y Cedulación

DRA. MARÍA I. NUQUES MARTÍNEZ
NOTARÍA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL - ECUADOR

CERTIFICADO DIGITAL DE DATOS DE IDENTIDAD



Número único de identificación: 0924752603

Nombres del ciudadano: RODRIGUEZ ABAD INDIRA NASTASSJA

Condición del cedulado: CIUDADANO

Lugar de nacimiento: ECUADOR/GUAYAS/GUAYAQUIL/BOLIVAR /SAGRARIO/

Fecha de nacimiento: 19 DE DICIEMBRE DE 1990

Nacionalidad: ECUATORIANA

Sexo: MUJER

Instrucción: BACHILLERATO

Profesión: ESTUDIANTE

Estado Civil: SOLTERO

Cónyuge: ---------

Fecha de Matrimonio: ---------

Nombres del padre: RODRIGUEZ COTTO JORGE HUMBERTO

Nombres de la madre: ABAD MORA ELSA MIREYA

Fecha de expedición: *22 DE OCTUBRE DE 2009*

Información certificada a la fecha: 8 DE MAYO DE 2017
Emisor: DARLYN DANIEL LASCANO BARRE - GUAYAS-GUAYAQUIL-NT 45 - GUAYAS - GUAYAQUIL

N° de certificado: 174-023-26523
174-023-26523

Signature Not Verified
Digitally signed by JORGE OSWALDO TROYA FUERTES
Date: 2017.05.08 16:16:25 ECT
Reason: Firma Electrónica
Location: Ecuador

Ing. Jorge Troya Fuertes
Director General del Registro Civil, Identificación y Cedulación
Documento firmado electrónicamente

Vigencia: 1 mes o 1 validación desde la fecha de emisión. Cumplido el plazo o número de verificaciones solicite un nuevo certificado.
Confirme la información ingresando el número de certificado en: **https://virtual.registrocivil.gob.ec**

REPÚBLICA DEL ECUADOR
Dirección General de Registro Civil, Identificación y Cedulación

Dirección General de Registro Civil
Identificación y Cedulación

0099333

DRA. MARIA ... MARTÍNEZ
NOTARIA CUADRAGESIMA QUINTA
CANTON GUAYAQUIL ECUADOR

INFORMACIÓN ADICIONAL DEL CIUDADANO

NUI: 0924752603

Nombre: RODRIGUEZ ABAD INDIRA NASTASSJA

1. Información referencial de discapacidad:

Mensaje: LA PERSONA NO REGISTRA DISCAPACIDAD

1.- La información del carné de discapacidad es consultada de manera directa al Ministerio de Salud Pública - CONADIS en caso de inconsistencias acudir a la fuente de información

Información certificada a la fecha: 8 DE MAYO DE 2017

Emisor: DARLYN DANIEL LASCANO BARRE - GUAYAS-GUAYAQUIL-NT 45 - GUAYAS - GUAYAQUIL

REPÚBLICA DEL ECUADOR
DIRECCIÓN GENERAL DE REGISTRO CIVIL, IDENTIFICACIÓN Y CEDULACIÓN

CÉDULA DE CIUDADANÍA

No. 092475260-3

APELLIDOS Y NOMBRES
RODRIGUEZ ABAD
INDIRA NASTASSJA
LUGAR DE NACIMIENTO
GUAYAS
GUAYAQUIL
BOLIVAR /SAGRARIO/
FECHA DE NACIMIENTO 1990-12-19
NACIONALIDAD ECUATORIANA
SEXO F
ESTADO CIVIL Soltera

INSTRUCCIÓN
BACHILLERATO
PROFESIÓN
ESTUDIANTE

E333 0099334

APELLIDOS Y NOMBRES DEL PADRE
RODRIGUEZ COTTO JORGE HUMBERTO
APELLIDOS Y NOMBRES DE LA MADRE
ABAD MORA ELSA MIREYA
LUGAR Y FECHA DE EXPEDICIÓN
GUAYAQUIL
2009-10-22
FECHA DE EXPIRACIÓN
2019-10-22

DIRECTOR GENERAL

FIRMA DEL CEDULADO

DRA. MARÍA ISABEL NUQUES MARTÍNEZ
NOTARÍA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL - ECUADOR

[redacted]

CERTIFICADO DE VOTACIÓN
ELECCIONES GENERALES 2017
2 DE ABRIL 2017

REPÚBLICA DEL ECUADOR

CNE

121
JUNTA No.

121 - 119
NÚMERO

0924752603
CÉDULA

RODRIGUEZ ABAD INDIRA NASTASSJA
APELLIDOS Y NOMBRES

GUAYAS
PROVINCIA
CIRCUNSCRIPCIÓN: 3
GUAYAQUIL
CANTÓN
ZONA: 1
LETAMENDI
PARROQUIA

CERTIFICO: ES CONFORME
AL ORIGINAL EXHIBIDO

Gquil, 09 MAY 2017

Dra. María Isabel Nuques Martínez
NOTARÍA CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL - ECUADOR

0089335

NOTARÍA
CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL
DRA. MARÍA ISABEL NUQUES M.

DILIGENCIA DE PROTOCOLIZACIÓN.- En esta fecha, de conformidad con la petición de la Abogada Leys González Montealegre.- **PROTOCOLIZO** en el Registro de Escrituras Públicas a mi cargo, la siguiente documentación: LEY DE COMPAÑÍAS 2006 RESOLUCIÓN ESPECIAL ISAS ONLINE LIMITED 9286923 COMPAÑÍA LIMITADA PRIVADA, contenidos en **SIETE** fojas útiles.- Guayaquil, quince de agosto del dos mil diecisiete.-

DRA. MARIA ISABEL NUQUES MARTÍNEZ
NOTARIA TITULAR CUADRAGÉSIMA QUINTA DE GUAYAQUIL

Se otorgó en ante mí y en fe de ello confiero esta **PRIMERA** copia certificada de la **DILIGENCIA DE PROTOCOLIZACIÓN** la misma que sello y firmo en la ciudad de Guayaquil, el quince de agosto del dos mil diecisiete.- De todo lo cual doy fe.-

Dra. María Isabel Nuques Martínez
NOTARIA CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL - ECUADOR

NOTARÍA CUADRAGÉSIMA QUINTA CANTÓN GUAYAQUIL MARÍA ISABEL NUQUES M.

DRA. MARÍA I. NUQUES MARTÍNEZ NOTARIA CUADRAGÉSIMA QUINTA CANTÓN GUAYAQUIL - ECUADOR

ESPACIO EN BLANCO

ESPACIO EN BLANCO

NOTARÍA
CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL
MARÍA ISABEL NUQUES M.

00089337

RAZÓN: Siento como tal, que al margen de la matriz de la **DILIGENCIA DE PROTOCOLIZACIÓN,** otorgada en esta Notaría Pública a mi cargo, el **QUINCE DE AGOSTO DEL DOS MIL DIECISIETE**, se ha tomado nota de la **Resolución No. SCVS-INC-DNASD-SAS-2017-00003842**, dictada por el Abogado Víctor Anchundia Places, Intendente Nacional de Compañías, de la Superintendencia de Compañías Valores y Seguros, con fecha 30 de agosto del 2017, dando cumplimiento a lo dispuesto en el Artículo Segundo de dicha resolución, quedando anotado en el testimonio que antecede.- Guayaquil, seis de septiembre del dos mil diecisiete.- doy fe.-

DRA. MARÍA ISABEL NUQUES MARTÍNEZ
NOTARIA TITULAR CUADRAGÉSIMA QUINTA DE GUAYAQUIL

ESPACIO EN BLANCO

Factura: 002-001-000012599

20170901045D00430

DILIGENCIA DE RECONOCIMIENTO DE FIRMAS N° 20170901045D00430

Ante mí, NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ de la NOTARÍA NOTARIA CUADRAGESIMA QUINTA , comparece(n) INDIRA NASTASSJA RODRIGUEZ ABAD portador(a) de CÉDULA 0924752603 de nacionalidad ECUATORIANA, mayor(es) de edad, estado civil SOLTERO(A), domiciliado(a) en GUAYAQUIL, POR SUS PROPIOS DERECHOS en calidad de TRADUCTOR(A); quien(es) declara(n) que la(s) firma(s) constante(s) en el documento que antecede , es(son) suya(s), la(s) misma(s) que usa(n) en todos sus actos públicos y privados, siendo en consecuencia auténtica(s), para constancia firma(n) conmigo en unidad de acto, de todo lo cual doy fe. La presente diligencia se realiza en ejercicio de la atribución que me confiere el numeral noveno del artículo dieciocho de la Ley Notarial -. El presente reconocimiento no se refiere al contenido del documento que antecede, sobre cuyo texto esta Notaria, no asume responsabilidad alguna. – Se archiva un original. GUAYAQUIL, a 8 DE MAYO DEL 2017, (11:59).

NOTARÍA CUADRAGESIMA QUINTA DEL CANTÓN GUAYAQUIL
Dra. MARIA ISABEL NUQUES M.

INDIRA NASTASSJA RODRIGUEZ ABAD
CÉDULA: 0924752603

NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ
NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTÓN GUAYAQUIL

DRA. MARÍA I. NUQUES MARTÍNEZ NOTARÍA CUADRAGÉSIMA QUINTA CANTÓN GUAYAQUIL - ECUADOR

ESPACIO
EN
BLANCO

ESPACIO
EN
BLANCO

CONSEJO DE LA JUDICATURA

0029338

Factura: 002-001-000015426

20170901045O00116

NOTARÍA CUADRAGÉSIMA QUINTA DEL CANTÓN GUAYAQUIL
Dra. MARÍA ISABEL NUQUES M.

NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ

NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTON GUAYAQUIL

RAZÓN MARGINAL N° 20170901045O00116

MATRIZ	
FECHA:	6 DE SEPTIEMBRE DEL 2017, (17:17)
TIPO DE RAZÓN:	MARGINAL
ACTO O CONTRATO:	DILIGENCIA DE PROTOCOLIZACION
FECHA DE OTORGAMIENTO:	15-08-2017
NÚMERO DE PROTOCOLO:	20170901045P01068

OTORGANTES			
OTORGADO POR			
NOMBRES/RAZÓN SOCIAL	TIPO INTERVINIENTE	DOCUMENTO DE IDENTIDAD	No. IDENTIFICACIÓN
GONZALEZ MONTEALEGRE LELYS MARIA	POR SUS PROPIOS DERECHOS	CÉDULA	0701462863
A FAVOR DE			
NOMBRES/RAZÓN SOCIAL	TIPO INTERVINIENTE	DOCUMENTO DE IDENTIDAD	No. IDENTIFICACIÓN

TESTIMONIO	
ACTO O CONTRATO:	RESOLUCION NO. SCVS-INC-DNASD-SAS-2017-00003842
FECHA DE OTORGAMIENTO:	30-08-2017
NÚMERO DE PROTOCOLO:	

NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ

NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTÓN GUAYAQUIL

DOY FE: Que la copia que antecede es ... de 01 fojas, es igual al documento ... que me fue exhibido ...

Gquil,

Dra. María Isabel Nuques Martínez
NOTARÍA CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL - ECUADOR

ESPACIO EN BLANCO

Consta el logo siguiente: ISAS | International Student ADMISSIONS SERVICE

Logo: **ISAS** Servicio de Admisiones para Estudiantes Internacionales

Minuta de Junta de Accionistas de ISAS Online Ltd, al 2 de Febrero de 2017, llevada a cabo en la Oficina Registrada el 29 de Octubre de 2014.

Presente Simon Peter Andrews

1. **Notificación de Junta**

   Todos los miembros presentes que tienen derecho a asistencia, acordaron no efectuar la notificación acorde a los estatutos.

2. **Empresa Comercial en Ecuador**

   La Junta de Accionistas acordó de forma unánime la aprobación de la formación de una sucursal de la compañía en Ecuador con un capital mínimo de US$2,000, el mismo que podría ser incrementado de ser establecido por la normativa legal en Ecuador.

   La compañía podrá ejercer las mismas actividades que ISAS Online Ltd efectúa en el Reino Unido, de la forma siguiente: Adquisición, consultoría, asesoría y reclutamiento de estudiantes, comercialización de mercadeo para atraer estudiantes internacionales hacia instituciones educativas, brindando una solución de administración de enrolamiento de admisiones que asiste a universidades con su flujo de estudiantes internacionales iniciado desde un formulario estudiantil, la conversión hacia una aplicación, hasta matriculación de estudiantes internacionales generados por la universidad. Estas actividades pueden ser en persona, vía telefónica, vía medios electrónicos u otros.

   En general, la compañía está autorizada a realizar cualquier actividad relacionada con educación superior, nacional e internacional, a nivel universitario o de cualquier institución y/u organismos relacionados que provean cursos educativos.

   Complementario a sus actividades, la compañía está facultada a negociar en el exterior y abrir sucursales en otros países, si así lo estima conveniente.

   Se reconoce que Simon Peter Andrews en su calidad de Director puede ejercer las atribuciones y responsabilidades de la subsidiaria en Ecuador con plena administración de poderes.

   Adicionalmente, se nombra a la señora Jihna María Gavilanes Castro, con pasaporte y cédula de ciudadanía número 0910453174, ciudadana Ecuatoriana y residente en Ecuador, como Apoderada General para representar a ISAS Online Ltd en Ecuador y se le concede autorización amplia y suficiente para ejercer las atribuciones siguientes:

a) Iniciar e instar hasta concluir en la Superintendencia de Compañías, el trámite de domiciliación en Ecuador de la compañía ISAS ONLINE LIMITED; para tal efecto, la apoderada aquí investida, podrá realizar todos los actos y otorgar cuantos documentos públicos y privados, sean precisos a los indicados fines, de acuerdo con la legislación de la República del Ecuador.

b) Dirigir y administrar los negocios, operaciones, o asuntos que la compañía ISAS ONLINE LIMITED tenga o que pudiera tener, en la República del Ecuador.

c) Representar a la compañía ISAS ONLINE LIMITED ante cualquier persona u organismo, tanto particular como del Estado y de la Administración Pública en general, Provincias, Municipios, Tribunales y Autoridades de todo orden, en todas sus oficinas y dependencias.

d) Aperturar y cerrar cuentas bancarias. Retirar y percibir toda clase de valores dinerarios que deban entregar a la compañía ISAS ONLINE LIMITED, tanto los particulares como los Organismos Estatales y de la Administración Pública en general, Provincias, Municipios, Distritos, Departamentos o cualquier agencia o división de los mismos, o empresas de economía mixta, pudiendo suscribir a tal efecto los documentos y recibos que fueren precisos para ello.

e) Representar a la compañía ISAS ONLINE LIMITED ante el Servicio de Rentas Internas, las Oficinas y Delegaciones del Fisco o de la Hacienda Pública, sea cual fuere el ámbito territorial del Organismo de que se trate, incluso los de carácter local, con el fin de practicar cuantas diligencias sean necesarias o convenientes, para la liquidación de toda clase de impuestos, subsidios, tasas y contribuciones, pudiendo a tal fin actuar en la forma más conveniente a los intereses de la Sociedad Poderdante, facultándole así mismo para interponer y seguir las reclamaciones o recursos ordinarios y extraordinarios que las Leyes presentes o que a futuro se dicten, le concedan, con facultad para poder cobrar cualquier suma a que esta Sociedad le corresponda como consecuencia de dichos recursos, reclamaciones o expedientes de devolución que también podrá tramitar por cualquier motivo o causa.

f) Dirigir y contestar toda clase de requerimientos y protestas, celebrar actos de conciliación, comparecer ante cualesquiera Juzgados y Tribunales, ordinarios y especiales, de cualquier grado y jurisdicción o ante cualquier otra autoridad, funcionario, junta, jurado u oficina competente, y en ellos instar, seguir y terminar como actor, demandado, o en cualquier otro concepto, toda clase de expedientes, juicios y procedimientos de cualquier clase. Estas facultades podrán ser delegadas por la designada mandataria, en todo o en parte, en los Abogados que tenga por conveniente. Igualmente podrá designar mandatario, revocar las delegaciones de poder efectuadas en virtud de lo dispuesto anteriormente.

g) Disponer de los bienes de la compañía ISAS ONLINE LIMITED en la República del Ecuador, tales como muebles, máquinas, equipos, acciones del capital de compañías u otros.

h) Iniciar e instar hasta concluir en la Superintendencia de Compañías, cuando la compañía ISAS ONLINE LIMITED así lo decidiere, el trámite de cierre de la Sucursal en Ecuador, con la cancelación del permiso de operar y la liquidación respectiva, debiendo la Apoderada actuar como Liquidadora Principal y designar al Liquidador Suplente; y, pudiendo para tal efecto realizar cuantos actos, otorgar cuantos documentos públicos y privados, sean precisos a los indicados fines de acuerdo con la legislación de la República del Ecuador.

En consecuencia, a la designada Apoderada se le otorgan las amplias facultades anteriormente reseñadas, en nombre de ISAS ONLINE LIMITED, para realizar todos los actos y negocios jurídicos, que surtan efectos en Ecuador y, especialmente para que pueda contestar las demandas y cumplir las obligaciones contraídas por ésta.

Simon Peter Andrews queda autorizado para conferir frente a un Notario, un Poder Legal General a favor de la señora Jihna María Gavilanes Castro.

No habiendo más asuntos, quien preside, declara terminada la junta.

05/04/2017	Simon Peter Andrews
....	....
Fecha	DIRECTOR.

NOTA DE LA TRADUCTORA: *Declaro bajo juramento que he traducido del inglés al español el texto del documento denominado "Minutes of the Shareholders Meeting of ISAS Online Ltd as at February 2nd, 2017 held at the Registered Office on 29th October 2014" de la compañía ISAS Online Ltda., cuya copia antecede y, la traducción es fiel al original. Tengo pleno conocimiento y dominio tanto de ambos idiomas, pues estoy cursando mi último semestre de Licenciatura en Lengua Inglesa con mención en Traducción. Guayaquil, Mayo 8 del 2017.*

Indira Nastassja Rodriguez Abad
C.C. 0924752603

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International Student ADMISSIONS SERVICE

Minutes of the Shareholders Meeting of ISAS Online Ltd. as at February 2nd, 2017 held at the Registered Office on 29th October 2014.

Present Simon Peter Andrews

1. **Notice of Meeting**

   All persons present who were entitled to attend the meeting it was agreed that the statutory notice of meeting be waived.

2. **Ecuador Commercial Business**

   It was unanimously agreed that the shareholders hereby approve the formation of a subsidiary company in Ecuador with a minimum capital of US$2,000, which can be increased if it were established by the Ecuadorian legal norm.

   The company will carry on the same activities as ISAS Online Ltd does in the United Kingdom, conducted as follows: acquisition, advising and recruitment of students, commercialising of marketing to make educational institutions appealing to international students, providing a complete enrolment management solution that helps universities with their international student funnel from managing an initial student enquiry, the conversion to an applicant, to enrolment of universities self generated international students. These activities can be done in person, via telephone, via electronic media or others.

   In general, the company is entitled to perform any activity related with higher education, national and international at a university level or any institution related and/or organisms that provide educational courses.

   Complementary to its activities, the company is authorised to negotiate abroad and to open subsidiaries in other countries as it seems convenient.

   It is acknowledged that Simon Peter Andrews in his role of Director can perform attributions and responsibilities in the subsidiary in Ecuador with full management powers.

   In addition, Mrs Jihna Maria Gavilanes Castro, passport number and national identification number 0910453174, Ecuadorian citizen and resident in Ecuador is hereby appointed as General Representative so to represent ISAS Online Ltd in Ecuador and granted ample and sufficient authorisation to exercise the following powers:

a) Initiate and urge to conclude in the Superintendency of Companies, the domiciliation process in Ecuador of the company ISAS ONLINE LIMITED; For this purpose, the attorney hereby invested, may perform all acts and grant all public and private documents, are accurate to the aforementioned purposes, in accordance with the legislation of the Republic of Ecuador.

b) Direct and manage the businesses, operations, or matters that the company ISAS ONLINE LIMITED has or may have, in the Republic of Ecuador.

c) To represent the company ISAS ONLINE LIMITED before any person or body, both private and of the State and of the Public Administration in general, Provinces, Municipalities, Courts and Authorities of any order, in all its offices and dependencies.

d) Opening and closing bank accounts. Withdraw and receive all kinds of money values that must be delivered to the company ISAS ONLINE LIMITED, both individuals and the State and Public Administration Organizations in general, Provinces, Municipalities, Districts, Departments or any agency or division thereof, or Companies of mixed economy, being able to subscribe for that purpose the documents and receipts that are necessary for this.

e) To represent the company ISAS ONLINE LIMITED before the Internal Revenue Service, Offices and Delegations of the Treasury or the Public Treasury, whatever the territorial scope of the Organism in question, including those of local character, in order to practice as many steps as necessary Or for the liquidation of all kinds of taxes, subsidies, fees and contributions, and may for this purpose act in the most convenient way to the interests of the Powering Company, and also to make and submit regular and extraordinary claims or appeals That the present or future Laws are granted, with the power to be able to collect any amount to which this Company corresponds to him as a result of said resources, claims or return files that may also be processed for any reason or cause.

f) To direct and answer all kinds of requests and protests, to perform acts of conciliation, to appear before any ordinary and special Courts and Tribunals of any degree and jurisdiction or any other authority, official, board, jury or competent office, and They urge, follow and end as an actor, defendant, or in any other concept, all kinds of records, judgments and proceedings of any kind. These powers may be delegated by the appointed representative, in whole or in part, to the lawyers he deems appropriate. Likewise, it may appoint an agent, to revoke the delegations of power made under the provisions above.

g) To dispose of the assets of the company ISAS ONLINE LIMITED in the Republic of Ecuador, such as furniture, machinery, equipment, shares of companies capital or others.

h) To initiate and urge the Superintendence of Companies, when the company ISAS ONLINE LIMITED so decides, to close the branch in Ecuador, with the cancellation of the permit to operate and the respective liquidation, and the proxy must act as Principal liquidator and designate the alternate liquidator; And, for that purpose, may perform all those acts, granting all public and private documents, be precise to the said purposes in accordance with the legislation of the Republic of Ecuador.

Consequently, the authorized representative is granted the broad powers previously described, on behalf of ISAS ONLINE LIMITED, to carry out all legal acts and businesses, which have effects in Ecuador, especially so that it can answer the demands and fulfill the obligations Contracted by it.

Simon Peter Andrews is authorised to grant in front of a Notary, a Power of Attorney in favour of Mrs Jihna Maria Gavilanes Castro

There being no further business the chairperson declared the meeting closed.

Sim Andrews

05/04/2017

....
Date

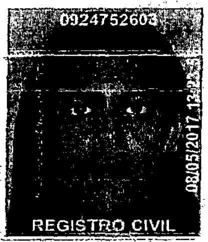
....
Simon Peter Andrews
CHAIRMAN.

REPÚBLICA DEL ECUADOR
Dirección General de Registro Civil, Identificación y Cedulación

Dirección General de Registro Civil, Identificación y Cedulación

DRA. MARÍA L. NUQUES MARTÍNEZ
NOTARIA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL ECUADOR

CERTIFICADO DIGITAL DE DATOS DE IDENTIDAD



Número único de identificación: 0924752603

Nombres del ciudadano: RODRIGUEZ ABAD INDIRA NASTASSJA

Condición del cedulado: CIUDADANO

Lugar de nacimiento: ECUADOR/GUAYAS/GUAYAQUIL/BOLIVAR /SAGRARIO/

Fecha de nacimiento: 19 DE DICIEMBRE DE 1990

Nacionalidad: ECUATORIANA

Sexo: MUJER

Instrucción: BACHILLERATO

Profesión: ESTUDIANTE

Estado Civil: SOLTERO

Cónyuge: ----------

Fecha de Matrimonio: ----------

Nombres del padre: RODRIGUEZ COTTO JORGE HUMBERTO

Nombres de la madre: ABAD MORA ELSA MIREYA

Fecha de expedición: 22 DE OCTUBRE DE 2009

Información certificada a la fecha: 8 DE MAYO DE 2017
Emisor: DARLYN DANIEL LASCANO BARRE - GUAYAS-GUAYAQUIL-NT 45 - GUAYAS - GUAYAQUIL

N° de certificado: 174-023-26523

174-023-26523

Signature Not Verified
Digitally signed by JORGE OSWALDO TROYA FUERTES
Date: 2017.05.08 18:16:25 ECT
Reason: Firma Electrónica
Location: Ecuador

Ing. Jorge Troya Fuertes
Director General del Registro Civil, Identificación y Cedulación
Documento firmado electrónicamente

Vigencia: 1 mes o 1 validación desde la fecha de emisión. Cumplido el plazo o número de verificaciones solicite un nuevo certificado.
Confirme la información ingresando el número de certificado en: **https://virtual.registrocivil.gob.ec**

REPÚBLICA DEL ECUADOR
Dirección General de Registro Civil, Identificación y Cedulación

Dirección General de Registro Civil, Identificación y Cedulación

INFORMACIÓN ADICIONAL DEL CIUDADANO

NUI: 0924752603

Nombre: RODRIGUEZ ABAD INDIRA NASTASSJA

1. Información referencial de discapacidad:

Mensaje: LA PERSONA NO REGISTRA DISCAPACIDAD

1.- La información del carné de discapacidad es consultada de manera directa al Ministerio de Salud Pública - CONADIS en caso de inconsistencias acudir a la fuente de información

Información certificada a la fecha: 8 DE MAYO DE 2017
Emisor: DARLYN DANIEL LASCANO BARRE - GUAYAS-GUAYAQUIL-NT 45 - GUAYAS - GUAYAQUIL

REPÚBLICA DEL ECUADOR
DIRECCIÓN GENERAL DE REGISTRO CIVIL, IDENTIFICACIÓN Y CEDULACIÓN

[redacted]

CÉDULA DE CIUDADANÍA

No. 092475260-3

APELLIDOS Y NOMBRES
RODRIGUEZ ABAD
INDIRA NASTASSJA
LUGAR DE NACIMIENTO
GUAYAS
GUAYAQUIL
BOLIVAR /SAGRARIO
FECHA DE NACIMIENTO 1990-12-19
NACIONALIDAD ECUATORIANA
SEXO F
ESTADO CIVIL Soltera

INSTRUCCIÓN
BACHILLERATO

PROFESIÓN
ESTUDIANTE

E3333A2132

APELLIDOS Y NOMBRES DEL PADRE
RODRIGUEZ COTTO JORGE HUMBERTO
APELLIDOS Y NOMBRES DE LA MADRE
ABAD MORA ELSA MIREYA
LUGAR Y FECHA DE EXPEDICIÓN
GUAYAQUIL
2009-10-22
FECHA DE EXPIRACIÓN
2019-10-22

000141208

DIRECTOR GENERAL

FIRMA DEL CEDULADO [redacted]

DRA. MARÍA I. NUQUES MARTÍNEZ
NOTARÍA CUADRAGÉSIMA QUINTA
CANTÓN GUAYAQUIL ECUADOR

REPÚBLICA DEL ECUADOR

CERTIFICADO DE VOTACIÓN
ELECCIONES GENERALES 2017
2 DE ABRIL 2017

CNE
CONSEJO NACIONAL ELECTORAL

121
JUNTA No.

121 - 119
NÚMERO

0924752603
CÉDULA

RODRIGUEZ ABAD INDIRA NASTASSJA
APELLIDOS Y NOMBRES

[redacted]

GUAYAS
PROVINCIA
GUAYAQUIL
CANTÓN
LETAMENDI
PARROQUIA

CIRCUNSCRIPCIÓN: 3

ZONA: 1

CERTIFICO: ES CONFORME
AL ORIGINAL EXHIBIDO

Gquil, 0 MAY 2017

Dra. María Isabel Nuques Martínez
NOTARÍA CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL - ECUADOR

NOTARÍA
CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL
Dra. MARÍA ISABEL NUQUES M.

DILIGENCIA DE PROTOCOLIZACIÓN.- En esta fecha, de conformidad con la petición de la Abogada Lelys González Montealegre.- **PROTOCOLIZO** en el Registro de Escrituras Públicas a mi cargo, la siguiente documentación: MINUTA DE JUNTA DE ACCIONISTAS DE ISAS ONLINE LTDA, contenidos en **NUEVE** fojas útiles.- Guayaquil, quince de agosto del dos mil diecisiete.-

DRA. MARIA ISABEL NUQUES MARTÍNEZ
NOTARIA TITULAR CUADRAGÉSIMA QUINTA DE GUAYAQUIL

NOTARÍA
CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL
Dra. MARÍA ISABEL NUQUES M.

RAZÓN: Siento como tal, que al margen de la matriz de la **DILIGENCIA DE PROTOCOLIZACIÓN,** otorgada en esta Notaría Pública a mi cargo, el **QUINCE DE AGOSTO DEL DOS MIL DIECISIETE**, se ha tomado nota de la **Resolución No. SCVS-INC-DNASD-SAS-2017-00003842**, dictada por el Abogado Víctor Anchundia Places, Intendente Nacional de Compañías, de la Superintendencia de Compañías Valores y Seguros, con fecha 30 de agosto del 2017, dando cumplimiento a lo dispuesto en el Artículo Segundo de dicha resolución, quedando anotado en el testimonio que antecede.- Guayaquil, seis de septiembre del dos mil diecisiete.- doy fe.-

DRA. MARÍA ISABEL NUQUES MARTÍNEZ
NOTARIA TITULAR CUADRAGÉSIMA QUINTA DE GUAYAQUIL

NOTARÍA
CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL
Dra. MARÍA ISABEL NUQUES M.

Se otorgó en ante mí y en fe de ello confiero esta **TERCERA** copia certificada de la **DILIGENCIA DE PROTOCOLIZACIÓN** la misma que sello y firmo en la ciudad de Guayaquil, el quince de agosto del dos mil diecisiete.- De todo lo cual doy fe.-

Dra. María Isabel Nuques Martínez
NOTARIA CUADRAGÉSIMA QUINTA
DEL CANTÓN GUAYAQUIL - ECUADOR

SEÑOR NOTARIO:

Sírvase protocolizar el documento titulado "Minutes of the Shareholders Meeting of ISAS Online Ltd. as at February 2nd, 2017 held at the Registered Office on 29th October 2014" debidamente notariado y apostillado, con su respectiva traducción al idioma español "Minuta de Junta de Accionistas de ISAS Online Ltd., al 2 de Febrero de 2017, llevada a cabo en la Oficina Registrada el 29 de Octubre de 2014", referente a la compañía de nacionalidad inglesa "ISAS ON LINE LIMITED.", y conferirme cinco copias.

Atentamente,

Ab. Lelys González Montealegre
Matrícula No. 09-1991-64

ESPACIO
EN
BLANCO

ESPACIO
EN
BLANCO

CONSEJO DE LA JUDICATURA

Factura: 002-001-000015427

20170901045O00117

NOTARÍA CUADRAGÉSIMA QUINTA DEL CANTÓN GUAYAQUIL
Dra. MARÍA ISABEL NUQUES M.

NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ

NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTON GUAYAQUIL

RAZÓN MARGINAL N° 20170901045O00117

MATRIZ	
FECHA:	6 DE SEPTIEMBRE DEL 2017, (17:17)
TIPO DE RAZÓN:	MARGINAL
ACTO O CONTRATO:	DILIGENCIA DE PROTOCOLIZACION
FECHA DE OTORGAMIENTO:	15-08-2017
NÚMERO DE PROTOCOLO:	20170901045P01062

OTORGANTES			
OTORGADO POR			
NOMBRES/RAZÓN SOCIAL	**TIPO INTERVINIENTE**	**DOCUMENTO DE IDENTIDAD**	**No. IDENTIFICACIÓN**
GONZALEZ MONTEALEGRE LELYS MARIA	POR SUS PROPIOS DERECHOS	CÉDULA	0701462863
A FAVOR DE			
NOMBRES/RAZÓN SOCIAL	**TIPO INTERVINIENTE**	**DOCUMENTO DE IDENTIDAD**	**No. IDENTIFICACIÓN**

TESTIMONIO	
ACTO O CONTRATO:	RESOLUCION NO. SCVS-INC-DNASD-SAS-2017-00003842
FECHA DE OTORGAMIENTO:	30-08-2017
NÚMERO DE PROTOCOLO:	

NOTARIO(A) MARIA ISABEL NUQUES MARTINEZ

NOTARÍA NOTARIA CUADRAGESIMA QUINTA DEL CANTÓN GUAYAQUIL

ESPACIO EN
BLANCO

Registro Mercantil de Guayaquil

NUMERO DE REPERTORIO:39.794
FECHA DE REPERTORIO:08/sep/2017
HORA DE REPERTORIO:10:23

En cumplimiento con lo dispuesto en la ley, el Registrador Mercantil del Cantón Guayaquil, ha inscrito lo siguiente:

1.- Con fecha veinte de Septiembre del dos mil diecisiete en cumplimiento de lo ordenado en la Resolución N° **SCVS-INC-DNASD-SAS-2017-00003842,** dictada el **30 de agosto del 2017,** por el **Intendente Nacional de Compañías, AB. VICTOR ANCHUNDIA PLACES,** queda inscrita la presente Protocolización otorgada ante la Notaria Cuadragésima Quinta de Guayaquil, Dra. María Isabel Nuques Martínez, el 15 de agosto del 2017, junto con la resolución antes mencionada, la misma que contiene el **Permiso para operar en el Ecuador** de la compañía extranjera **ISAS ONLINE LIMITED; y, el Poder General** que otorga la Compañía antes mencionada a favor de Jihna María Gavilanes Castro, de fojas **39.055 a 39.169,** Registro Mercantil número **3.391.**

ORDEN: 39794

D6HERF9UHQQD09IEDOODJHO

RMHQURF9QDKWDQRHDHVQHXQDPD

RLURWUHSHUUGURGDUXSHG

RUHUUHXJ9OHEDVLDORR5DU

Guayaquil, 22 de septiembre de 2017

Mgs. César Moya Delgado
REGISTRADOR MERCANTIL
DEL CANTON GUAYAQUIL

REVISADO POR:

Nº

FORMULARIO PARA REGISTRO DE DIRECCIÓN DOMICILIARIA

SUPERINTENDENCIA DE COMPAÑÍAS

RAZON O DENOMINACIÓN SOCIAL:			
EXPEDIENTE:	**RUC:**	**NACIONALIDAD:** ECUATORIANA	
NOMBRE COMERCIAL:	ISAS ONLINE LIMITED		

DOMICILIO LEGAL

PROVINCIA: GUAYAS	CANTÓN: GUAYAQUIL	CIUDAD: GUAYAQUIL

DOMICILIO POSTAL

PROVINCIA: GUAYAS	CANTÓN: GUAYAQUIL	CIUDAD: GUAYAQUIL
PARROQUIA: TARQUI	BARRIO:	CIUDADELA: PARQUE EMPRESARIAL COLON
CALLE:	NÚMERO: SOLAR 20	INTERSECCIÓN/MANZANA: MANZANA 270
CONJUNTO:	BLOQUE:	KM.:
CAMINO:	EDIFICIO/CENTRO COMERCIAL: PACIFIC PLAZA	OFICINA No.: 66 Y 67 MEZANINE
CASILLERO POSTAL:	TELÉFONO 1:	TELÉFONO 2:
SITIO WEB:	CORREO ELECTRÓNICO 1: DIANA.CAVILANES@ISAS ONLINE.COM	CORREO ELECTRÓNICO 2: LCONZALEZ@ALVEARBOMAW.COM
CELULAR: 0994891661	FAX:	

REFERENCIA UBICACIÓN:

NOMBRE REPRESENTANTE LEGAL:
DIANA MARIA CAVILANES CASTRO

NÚMERO DE CÉDULA DE CIUDADANÍA:
0910453174

Declaro bajo juramento la veracidad de la información proporcionada en este formulario y Autorizo a la Superintendencia de Compañías a efectuar las averiguaciones pertinentes para comprobar la autenticidad de esta información y; acepto que en caso de que el contenido ...responda a la verdad, esta Institución aplique las sanciones de ley.

DOCUMENTACIÓN Y ARCHIVO
INTENDENCIA DE COMPAÑÍAS DE GUAYAQUIL
03 OCT 2017
RECIBIDO
Hora: 11:30

FIRMA DEL REPRESENTANTE LEGAL

Nº TRAMITE: 35-57-004-17
DOCUMENTO:

...e formulario no se aceptará con enmendaduras o tachones.

VA-01.2.1.4-F1