



## POWER OF ATTORNEY

### ALTON CORPORATION

KNOW ALL MEN BY THESE PRESENTS that ALTON CORPORATION, a Company incorporated under the laws of the Bahamas, on February 1, 1990, IBC No.150 B, (hereinafter called "the Company") has made, constituted and granted, and by these presents does make, constitute and appoint:

#### DIEGO RIBADENEIRA TRAVERSARI

Ecuadorian, with Passport No. 1702090877

Acting individually, as its true and lawful attorney-in-fact, for it and in its name, place and stead, for its sole use and benefit, from time to time and at all times until this authority shall be revoked and written notice of such revocation shall have been delivered:

**FIRST:** To administer, rule, govern, dispose of the capital of the Company and of all real and personal property, tangible or intangible, present and future, to sell, acquire, exchange, assign, transfer, to adjudicate in payment and otherwise dispose of said property, whether exclusively owned by the Company or in conjunction with other natural or juridical persons; to purchase, sell and/or integrate quotas of companies of limited liability, to agree on, grant, consent, acknowledge, perform, execute, amend and cancel all kinds of real personal obligations and juridical acts, acts as aforesaid, contracts and agreements of administration and decision, to dispose of and acquire by purchase, prices, sums of money, benefits, causes, conditions, terms and other formalities for the exclusive exercise of proxies such as to acquire, promise associate, sell, assign, exchange, adjudicate, transfer, transact, mortgage, hypothecate, sue, acknowledge ownership and other rights to approve dividends and awards and cessation of joint ownership of condominiums, to consent to several or joint obligations of all kinds and to lease as lessor or lessee, and to borrow, deposit, pledge or lend, collect and receive credits, whether present or future and any sums due to the Company, to receive the proceeds of transfer or loans entered into on behalf of the Company, to receive any property given on account of obligations, to extend, modify, renovate, rescind, annul, dissolve and consent rescissions, to confirm, subrogate, delegate and accept delegations of obligations and agreements of all kinds and any other acts; to demand benefits arising from contractual sources. Any sale, transfer, lease, exchange or other disposition of more than 50 percent of the assets of the Company, if not made in the usual or regular course of the business carried on by the Company, must be submitted to each member with an outline of the proposal and its approval must be authorized by a resolution of members, whether by meeting or consent

**SECOND:** To open, manage and close bank accounts, to draw funds whether on deposit or overdraft against current accounts, savings accounts or otherwise, to confirm present and future deposits of money, securities, goods, merchandise, documents and correspondence of public offices, banking and financial institutions, whether public or private and specifically to draw, sign, accept, dishonor, endorse, discount, protest and pay checks, bills of exchange, scripts, promissory notes and other credit documents of a commercial or civil nature and to receive their respective amounts.



**THIRD:** To contract credits or mortgage loans, whether on pledge or single, with or without real or personal guarantee, whether in cash, debentures, mortgage, bonds or otherwise, accepting and signing, as the case may be, all rules and provisions of the constitutional laws or by-laws of lending institutions, including the provision that all mortgages granted shall secure credits given by the making of a new or supplement credit.

**FOURTH:** To enter into and constitute contracts with trading companies, commercial joint stock companies, partnerships, or limited liability companies, or companies of any other nature and descriptions, to establish the terms or agreements that shall rule their operations, to carry on any kind of contributions to the capital thereof, to accept managerial or directorship offices, to attend meetings, to grant extensions, dissolve and make amendments in respect thereto, either in whole or in part, to subscribe, purchase and sell shares, evidences of indebtedness, private or public loans, to collect coupons and share dividends.

**FIFTH:** To lease forts or safe deposit boxes, to request the opening thereof or those already leased in the name of the Company and to withdraw the contents thereof.

**SIXTH:** To attend meetings of creditors, to discuss and vote thereat and at regular and special meetings, to vote for increase or reductions of capital and to exercise every act set forth in the By-Laws of the Company on account of the representations vested in him and to grant and apply for griefs and adjournments and to file insolvency and bankruptcy proceedings for the Company.

**SEVENTH:** To file, continue, withdraw and terminate all kinds of transactions and proceedings before any State, Legislative or Municipal authority or agency, autonomous agencies, decentralized services, customs, post and telegraph offices, national or municipal tax collector's offices, internal revenue offices, authorities responsible for the control of exchange, imports and exports, pension funds, labor offices and any other authority before which the Company may deem necessary to be or be interested in exercising or enforcing its rights.

**EIGHTH:** To pay and satisfy taxes, fees or liens of any kind, to formulate, claim, dishonor, observe, accept and contest payment, transactions, inventories, assessments and tax returns.

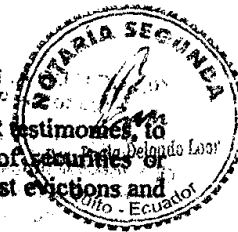
**NINTH:** To collect and receive in or out of judicature whatever is due to the Company, to receive considerations for transfers or loan amounts, to give and demand receipts or charges of payment in whole or in part for every sum whether received or paid, to receive property of all kinds on account of debts due to the Company and in lieu of mortgage or collateral securities.

**TENTH:** To transfer, grant possession and bind the Company to clear titles.

**ELEVENTH:** To represent the Company, and in order to protect all ownership rights and any other interests, actions and other present and future transactions, the proxy may exercise all general and special powers for legal and administrative proceedings, such as to bring lawsuits, to oppose to them, to answer, to confer upon, withdraw from lawsuits, to continue all kinds of suits, petitions, special actions, to settle and compromise, to furnish all kinds of evidences such as to answer interrogatories, to give decisory oaths and defer to them, to take all kinds of ordinary and extraordinary remedies and to withdraw from them, to submit disputes to arbitration, to formulate,



LANDERO M. NOTARIO PUBLICO  
Cedula No. 4-103-5323



cept, rectify and ratify inventories, sworn statements or property, appraisals, expert testimonies, to collect and receive payment of debts by legal proceeding, to request all kinds of securities or prohibitions and the discontinuance thereof, to file bankruptcy proceedings, to request evictions and make demands for payment.

**TWELFTH:** To substitute this power in whole or in part, to confer special representations and delegations, reserving the right to take up powers and to revoke.

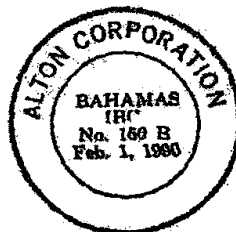
**THIRTEENTH:** This Power of Attorney may be exercised by the proxy appointed herein in this country, and in any other country, foreign state or nation and while in the exercise of such power, the proxy shall execute and subscribe public and private documents and instruments of all kinds.

This Company hereby gives unto the attorney broad general powers to do and perform every act whatever requisite and convenient to be done in the premises, as fully as it could do, hereby ratifying all the said attorney shall do or cause to be done by virtue hereof.

**FOURTEENTH:** This power of Attorney shall be in force up to twenty-eight (28th) days of March two thousand fourteenth (2014).

I, Gladys Alcedo on behalf of **FIRST EXECUTIVE DIRECTORS INC.**, Director and President of **ALTON CORPORATION**, have hereunto set my hand and affixed the corporate seal of the Company this 28<sup>th</sup> day of March 2011.

Gladys Alcedo  
For and on behalf of  
**FIRST EXECUTIVE DIRECTORS INC.**  
Director/President



The undersigned, Nahir de Garrido for and on behalf of **FIRST EXECUTIVE DIRECTORS INC.**, Director/President of **ALTON CORPORATION**, a company organized in the Bahamas, under IBC Number 150 B, CERTIFY that this document is a true copy of the Power of Attorney issued in favor of **DIEGO RIBADENEIRA TRAVERSARI** and that it has not been modified.

Nahir de Garrido, for and on behalf of  
**FIRST EXECUTIVE DIRECTORS INC.**  
Director/President  
Signed this 12<sup>th</sup> day of December, 2012

Yo, RICARDO A. LANDERO M., Notario Público Décimo del Circuito de Panamá, con Cedula N°. 4-103-2337

**CERTIFICO:**

Que la(s) firma(s) anterior(es) ha(n) sido reconocida(s) como suya(s) por los firmantes, por consiguiente, dicha(s) firma(s) es (son) auténtica(s).

Panamá

03 FNE 2013

Testigo

243D

RICARDO A. LANDERO M.  
Notario Público Décimo



**APOSTILLE**

( Convention de la Haye du 5 octobre 1961 )

1. En Panamá el presente documento público
2. Ha sido firmado por: RICARDO A. LANDERO M.
3. Quien actúa en calidad de: NOTARIO
4. Y esta revestido del sello/timbre de: NOTARIA PUBLICA DECIMA  
DEL CIRCUITO DE PANAMA

**certificado**

5. En el Ministerio de Relaciones Exteriores 6. El día: 04/01/2013
7. Por: DEPARTAMENTO DE AUTENTICACION Y LEGALIZACION
8. Bajo el numero 243D GB / # Rec.: 460475
9. Sello / Timbre
10. Cam's



**Margarita Y. Chial V.**  
Firma Autorizada  
Depto. de Autenticación y Legalización  
Ministerio de Relaciones Exteriores

101  
5135  
6010

REPUBLICA de PANAMA

TIMBRE NACIONAL

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## ALTON CORPORATION

I, Gladys Alcedo, acting on behalf of **FIRST EXECUTIVE DIRECTORS INC.**, Director and President of **ALTON CORPORATION**, do make oath and say that the annexed Power of Attorney, dated on the 28th day of the month of March 2011, in the City of Panama, Republic of Panama, has been signed and executed as per the expressed authorization of the Board of Directors. I also certify that the seal affixed and impressed at the foot or end of the said Power of Attorney, is the Common Seal of the Company, and was affixed and impressed thereto in accordance with the dispositions in the Articles of Association.

Gladys Alcedo  
Acting on behalf of  
**FIRST EXECUTIVE DIRECTORS INC.**  
Director and President

Sworn to this 28th day of March 2011.

Witness to the above signature:





**APOSTILLE**  
(Convention de La Hague du 5 Octobre 1961)



Country: COMMONWEALTH OF THE BAHAMAS  
This public document

has been signed by JACINDA P. BUTLER

acting in the capacity of REGISTRAR GENERAL  
COMMONWEALTH OF THE BAHAMAS

bears the seal REGISTRAR GENERAL'S DEPARTMENT  
NASSAU, NEW PROVIDENCE, THE BAHAMAS

CERTIFIED

at NASSAU 6. 23<sup>RD</sup> NOVEMBER, 2012

by OLGA M. BUTLER, SENIOR ASSISTANT SECRETARY  
MINISTRY OF FOREIGN AFFAIRS

14428 /2012

10: Signature

*Olga M. Butler*  
SENIOR ASSISTANT SECRETARY  
MINISTRY OF FOREIGN AFFAIRS  
COMMONWEALTH OF THE BAHAMAS



COMMONWEALTH OF THE BAHAMAS  
THE INTERNATIONAL BUSINESS COMPANIES ACT 2000  
(No. 45 of 2000)

IBC 08

CERTIFICATE OF GOOD STANDING

(Section 190)

No. 150 B ALTON CORPORATION

I, JACINDA P. BUTLER, Registrar General of the Commonwealth of The Bahamas, DO HEREBY CERTIFY:

1. The above Company was duly incorporated under the provisions of the International Business Companies Act 2000, (No. 45 of 2000) on the 1st day of February 1990 as Company No. 150 on the Register of International Business Companies.
2. The name of the Company is still on the Register of International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections 176 and 177 of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with this Office, the Company is in good legal standing.

Given under my hand and seal at Nassau in the  
Commonwealth of The Bahamas this 15th day  
of November, 2012



Registrar General

