

GOVERNMENT OF PUERTO RICO  
DEPARTMENT OF STATE  
SAN JUAN, PUERTO RICO

**CERTIFICATE OF AMENDED AND RESTATED**

I, **DAVID E. BERNIER RIVERA**, Secretary of State of the Commonwealth of Puerto Rico,

**CERTIFY:** That on **July 1, 2015**, at **10:47 a.m.** was filed a Certificate of Amendment and Restated of the Certificate of Incorporation of **“CARIBBEAN REGIONAL ASSOCIATION FOR OCEAN OBSERVING, INC.”** register number **56,478** a **nonprofit** corporation organized under the laws of Puerto Rico, was adopted to read in its entirety as follows: Article I (**Name**), **“CARIBBEAN COASTAL OCEAN OBSERVING SYSTEM, INC.”**, Article II (**Principal Office**), Research and Development Center Office 205 Road 198 Km 1.0 Bo. Miradero Mayaguez PR 00680, P.O. Box 3446 Lajas, PR 00667-3446 (**Registered Agent**) Caribbean Costal Ocean Observing System, Inc., Article III- shall be operated exclusively for charitable, scientific, literary and/or educational purposes 501©(3) and 1101.01 (a)(2). adding Article VII- Existence, Article VIII (**Net Earnings**), Article IX (**Power of the Corporation**), Article X (**Dissolution**), Article XI (**Amendment**), Article XII (**Extent permitted**)

**IN WITNESS WHEREOF**, the undersigned by virtue of the authority vested by law, hereby issues this certificate and affixes the Great Seal of the Commonwealth of Puerto Rico, in the City of San Juan, today July 1, 2015.



**DAVID E. BERNIER RIVERA**  
Secretary of State



Estado Libre Asociado de Puerto Rico  
Departamento de Estado

Fecha de Radicación: 01-jul-2015  
Fecha de la Transacción: 03-jul-2015  
Núm. Registro: 56478  
Núm. Recibo: 947560

**Estado Libre Asociado de Puerto Rico  
Departamento de Estado**

**Enmienda a los Artículos de Incorporación**

**56478 - CARIBBEAN REGIONAL ASSOCIATION FOR OCEAN OBSERVING, INC.**

*Se adoptó una resolución en la cual consta una(s) enmienda(s) propuesta(s) al Certificado de Incorporación de dicha corporación, consignando la conveniencia de dicha(s) enmienda(s).*

*RESUÉLVASE, que el Certificado de Incorporación de esta corporación quede enmendado en el/los siguiente(s) Artículo(s):*

**Nombre de la Corporación**

Anterior	Actual
CARIBBEAN REGIONAL ASSOCIATION FOR OCEAN OBSERVING, INC.	CARIBBEAN COASTAL OCEAN OBSERVING SYSTEM, INC.

**Documentos de Apoyo**

Documento	Fecha de Emisión
Evidencia de Radicación	01-jul-2015
Resolución Corporativa	01-jul-2015

**DECLARACIÓN BAJO PENA DE PERJURIO**

EN TESTIMONIO DE LO CUAL, Yo, MORELL, JULIO [Dueño], el suscribiente, estando autorizado a radicar enmienda(s) para la corporación, juro que los datos contenidos en este certificado con ciertos, hoy, día 1 del mes de julio del año 2015.



Estado Libre Asociado de Puerto Rico  
**DEPARTAMENTO DE ESTADO**  
San Juan, Puerto Rico

## CERTIFICADO DE ENMIENDA

Yo, **DAVID E. BERNIER RIVERA**, Secretario de Estado del Estado Libre Asociado de Puerto Rico,

**CERTIFICO:** Que el **03 de julio de 2015** a las **11:01 a.m.**, "**CARIBBEAN REGIONAL ASSOCIATION FOR OCEAN OBSERVING, INC.**", registro número **56478**, efectuó la siguiente transacción, efectivo el **01 de julio de 2015** a las **10:47 a.m.:**

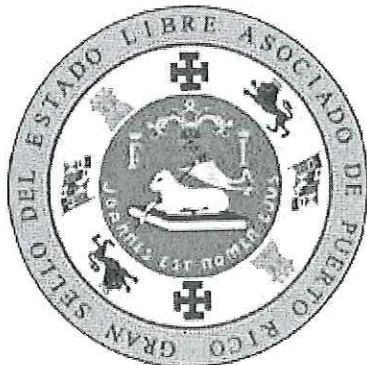
### Nombre Corporativo

Anterior

Actual

**CARIBBEAN REGIONAL ASSOCIATION  
FOR OCEAN OBSERVING, INC.**

**CARIBBEAN COASTAL OCEAN  
OBSERVING SYSTEM, INC.**



**EN TESTIMONIO DE LO CUAL**, firmo el presente y hago estampar en él el Gran Sello del Estado Libre Asociado de Puerto Rico, en la ciudad de San Juan, Puerto Rico, hoy, **03 de julio de 2015**.

**DAVID E. BERNIER RIVERA**  
Secretario de Estado

**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**CARIBBEAN REGIONAL ASSOCIATION FOR OCEAN OBSERVING, INC.**  
*(A NON-STOCK CORPORATION)*

**REGISTRY NUMBER: 56,478-NP**

The undersigned, in his capacity as Authorized Person and Executive Director of the **Caribbean Regional Association for Ocean Observing, Inc.**, a not for profit Corporation duly organized and existing under the laws of the Commonwealth of Puerto Rico (the "Corporation"), hereby certifies that the Board of Directors of the Corporation pursuant to Articles 8.02(B)(3) and 8.05 of the Puerto Rico General Corporation Law, Act No. 164 of December 16, 2009, as amended, have resolved to amend and restate the Articles of Incorporation of the Corporation as follows:

**FIRST:** The name of the Corporation shall be **CARIBBEAN COASTAL OCEAN OBSERVING SYSTEM, INC.**

**SECOND:** The physical and mailing address of the registered office of the Corporation is the following:

**Physical Address**

Research and Development Center  
Office 205  
Road 198 Km. 1.0 Bo. Miradero  
Mayagüez, PR 00680

**Mailing Address**

PO Box 3446  
Lajas, PR 00667-3446

The resident and/or registered agent of the Corporation at that address is the Corporation itself, **CARIBBEAN COSTAL OCEAN OBSERVING SYSTEM, INC.**

**THIRD:** The Corporation is a nonprofit corporation and is organized and shall be operated exclusively for charitable, scientific, literary and/or educational purposes within the meaning of § 501(c)(3) of the United States Internal Revenue Code of 1986 (the "US Code") and §1101.01(a)(2) of the Puerto Rico Internal Revenue Code of 2011 (the "Puerto Rico Code"), as now in effect or as may hereafter be amended (collectively, the "Codes").

More specifically, the Corporation is committed to: (i) providing integrated, remotely-sensed, forecasted and in situ information about the Caribbean coastal region and related ecosystems for timely use by a diverse range of stakeholders including federal and state agencies, researchers, the maritime sector, industries, educators, and others seeking to know current and foreseeable ocean conditions, to understand this coastal environment, to manage ocean and littoral resources, and to develop commercial uses of marine resources, data, and information; (ii) helping to anchor a national ocean observing system; (iii) developing new sensor technologies; and (iv) stimulating innovation by supporting new and expanded business

opportunities in such areas as, but not limited to energy , ocean and coastal engineering, -, information technology, and living marine resources.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, scientific, literary or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Puerto Rico General Corporation Law.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in the Puerto Rico General Corporation Law as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

**FOURTH:** The Corporation shall not have authority to issue capital stock.

**FIFTH:** The conditions of membership of this Corporation shall be as stated in its Bylaws.

**SIXTH:** Except as otherwise provided by law, or in any Bylaw of the Corporation, the affairs of the Corporation shall be managed and conducted by the Board of Directors. The Board of Directors shall have the power to alter, amend or repeal the Bylaws from time to time.

**SEVENTH:** The duration of the existence of the Corporation is perpetual.

**EIGHTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director, officer and/or member of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein

**NINTH:** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from United States and/or Puerto Rico income tax under §501(c)(3) of the US Code, §1101.01(a)(2) of the Puerto Rico Code, or the corresponding section of any future federal and/or Puerto Rico tax codes, or (b) by a corporation, contributions to which are deductible under the US Code and/or the Puerto Rico Code, or any future federal or Puerto Rico tax codes.

Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

**TENTH:** In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable, scientific, literary and/or educational purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the US Code and/or §1101.01(a)(2) of the Puerto Rico Code, as both now in effect or as may hereafter be amended, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

**ELEVENTH:** To the fullest extent permitted by the Puerto Rico General Corporation Law, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or to its members for monetary damages for any breach of fiduciary duty as a director; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Codes applicable to corporations described in §501(c)(3) of the United States Code and/or §1101.01 of the Puerto Rico Code, as both now in effect or as may hereafter be amended.

**IN WITNESS WHEREOF,** the undersigned under penalty of perjury, declares and certifies that the information contained in this Restated Articles of Incorporation is correct. In Mayagüez, Puerto Rico, today 2<sup>nd</sup> day of June of the year 2015.



**JULIO M. MORELL**

AUTHORIZED PERSON & EXECUTIVE DIRECTOR