

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

**CORPORATE RESOLUTION**

I, Julio Morell, Executive Director of the Caribbean Regional Association for Ocean Observing, Inc., a Puerto Rico nonprofit corporation (the “Corporation”), pursuant to Article 1.03 (B) of the Puerto Rico General Corporation Act, Act Number 164 of December 16th, 2009, as amended (the “Act”) do hereby certify as follows:

That I am the duly elected and qualified Secretary of the Corporation and custodian of the Corporation’s records.

That set forth below is a true and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation at a meeting held on November 24, 2014, at which meeting a quorum was present, in accordance with the Bylaws of the Corporation and the Act:

**WHEREAS**, on December 4, 2007, a “Memorandum of Agreement to Establish the Caribbean Regional Association for the Caribbean Integrated Coastal Ocean Observing System”, as subsequently amended on April 12 2013 (the “Memorandum”), was entered into for the establishment of the Caribbean Regional Association System (“CaRA”) for the Caribbean Coastal Ocean Observing System (“CARICOOS”).

**WHEREAS**, pursuant to the Memorandum, CaRA was originally established as an unincorporated association managed by a “Stakeholder Council” or Board of Directors.

**WHEREAS**, pursuant to the Memorandum, the membership of CaRA is comprised of those institutions or individuals who are interested in promoting or are actively engaged in some aspect of coastal ocean observing in the coastal region, waters and related ecosystems of the U.S. Exclusive Economic Zones in the Caribbean, or are principal end-users of data, products, and services from coastal ocean observing system elements in this area.

**WHEREAS**, on January 20, 2009, CaRA acting through its Executive Director, Mr. Julio Morell, caused the formation of the Corporation by filing the Articles of Incorporation with the Secretary of State of Puerto Rico (the “Articles of Incorporation”).

**WHEREAS**, notwithstanding the formation of the Corporation, CaRA continued its existence as a de facto unincorporated association pursuant to the provisions set forth in the Memorandum. Consequently, the Corporation has been inactive since its formation.

**WHEREAS**, the Board of Directors deem in the best interest of CaRA and CARICOOS to finalize the transition of CaRA from its inception pursuant to the provisions of the Memorandum into the Corporation (the “Transition”).

**WHEREAS**, such Transition shall be deemed to have occurred retroactively as of the date of formation of the Corporation.

**WHEREAS**, as an integral part of the Transition, the Corporation shall take any and all actions to, among other actions related to the fulfillment of the objectives and purposes of the Corporation, (i) achieve the renewal and restauration of the Corporation before the Department of State of Puerto Rico (the “Renewal”); (ii) obtain tax exempt status under the United States Internal Revenue Code of 1986, as amended, and under the Puerto Rico Internal Revenue Code of 2011, as amended (the “Tax Exemption”); and (iii) become certified as a Regional Information Coordination Entity (“RICE”) under the Integrated Coastal and Ocean Observation System Act of 2009 (the “ICOOS Act”) and the regulations promulgated thereunder (the “Certification”).

**WHEREAS**, as an integral part of the Transition and to comply with certain requirements for the Tax Exemption and Certification processes, the Corporation, among other corporate acts, also has to effect the following actions:

- (a) File before the Puerto Rico Department of State the corresponding Certificate of Renewal or Restauration of the Articles of Incorporation along with all outstanding Annual Reports.
- (b) Restate and amend the Articles of Incorporation before the Puerto Rico Department of State.
- (c) Adopt the Bylaws of the Corporation.
- (d) Adopt a Conflict of Interest policy.
- (e) File before the Internal Revenue Service (“IRS”) and the Puerto Rico Treasury Department (“Hacienda”) the corresponding applications for recognition of tax exemption for the Corporation.
- (f) File before the IOOS Program Office the corresponding application for certification as a RICE.

**NOW, THEREFORE, BE IT HEREBY,**

**RESOLVED**, that all acts and resolutions adopted and executed by CaRA are hereby retroactively deemed to have being made by the Corporation.

**FURTHER RESOLVED**, that the Transition shall be deemed to have occurred retroactively as of the date of formation of the Corporation.

**FURTHER RESOLVED**, that the other aforementioned corporate acts be hereby effectively approved, authorized and approve, including, without limitation the approval of the specimens of Restated Certificate of Incorporation, Bylaws and

Conflict of Interest Policy reviewed and approved by the Board of Directors and the Renewal and Restauration of the Articles of Incorporation of the Corporation to be filed with the Department of State of Puerto Rico.

**FURTHER RESOLVED**, that the Executive Director, Mr. Julio Morell, or any of other senior Officer, as authorized representatives of the Corporation (the “Authorized Representative”) be and are hereby individually authorized and empowered on behalf of the Corporation to take all actions as may be necessary and required to fully implement the provisions of the foregoing resolutions, including, but not limited to, among other things, execute and deliver any and all documents related to the Transition, the Tax Exemption and the Certification, all in such form and substance as agreed to by the Board of Directors;

**FURTHER RESOLVED**, that all actions taken, all things previously done, and all expenditures made by the Authorized Representative, Directors or Officers of the Corporation prior to the date hereof in connection with such resolutions are hereby ratified and approved.

I hereby certify that none of the resolutions set forth above have been amended, modified or rescinded, and each such resolution is in full force and effect on the date hereof.

These Resolutions are filed with the minutes of the Board of Directors in the Corporation’s Minute Book.

**IN WITNESS WHEREOF**, I recognize and subscribe this Certificate of Resolution as of November 24, 2014.

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JULIO MORELL  
EXECUTIVE DIRECTOR