

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
ASESORES FINANCIEROS COMUNITARIOS, INC.**

The undersigned, for the purpose of establishing a non-profit corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the Commonwealth of Puerto Rico, and particularly an act entitled the General Corporation Law for the Commonwealth of Puerto Rico of 1995, as amended, and as the same may be amended from time to time (the General Corporations Law), does make and file in writing this Certificate of Incorporation and does hereby certify:

FIRST: The name of this corporation is “**ASESORES FINANCIEROS COMUNITARIOS, INC.**” (hereinafter referred to as the “Corporation”).

SECOND: The principal office of the Corporation in the Commonwealth of Puerto Rico shall be located at: PHYSICAL: BBVA Tower, 8th Floor, 254 Muñoz Rivera Avenue, Hato Rey, PR 00918; POSTAL: PO Box 363507, San Kuan, PR 00936-3507.

The agent in charge of said principal office is FGR Corporate Services, Inc., whose address is the same as that of the principal office of the Corporation.

THIRD: The Corporation is formed for exclusively non-profit purposes; organized and operated exclusively for philanthropic purposes, and for the promotion of the general welfare, pursuant to Section 1101(4) of the Internal Revenue Code of the Commonwealth of Puerto Rico of 1994, as amended, 13 L.P.R.A. 8501(4) (the “P.R. Code”) and under the provisions of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) of the United States Internal Revenue Code of 1986, as amended, 26 U.S.C. 501(c)(3), 170(c)(2)(B), and 2055(a)(2) (the “U.S. Code”).

The purposes and objects for which the Corporation is formed are as follows:

1. To provide management training and consulting services to non-profit organizations in the areas of finance and accounting.
2. To exercise any and all necessary and appropriate activities to achieve the purposes and objectives set forth in this Certificate of Incorporation or any amendment thereof that shall be necessary or incidental to the protection and benefit of the Corporation and, in general, individually or jointly with any other corporation, entity or individuals, undertake any legal procedure that may be necessary or incidental to achieve these purposes and objectives or the advancement of the purposes and objectives of the Corporation; and,
3. To engage in any activity which may advance or promote the interests of the Corporation, including but not limited to providing referral services of accounting and other management-related professionals that are willing to work as volunteers

or with reduced fees to nonprofit organizations, providing training services in accounting and finance-related areas specifically targeted towards the needs of nonprofit organizations, and establishing a student mentoring program with universities and colleges that gives students real-world accounting experience with nonprofit organizations and can generate student interest in nonprofits as viable employment alternatives upon graduation.

In order to achieve the aforementioned purposes, the Corporation shall have the power to make and perform everything that shall be necessary or which leads to achieving the objectives and purposes mentioned herein, including soliciting, receiving and accepting property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the provisions of this Amended and Restated Certificate of Incorporation. Notwithstanding any provision of this Certificate of Incorporation or of any applicable law of the Commonwealth of Puerto Rico to the contrary, the Corporation shall not have the power to engage in any activity that may affect its classification or the continuation of its classification as (I) an entity exempt under Section 1101(4) of the P.R. Code (13 L.P.R.A. 8501 (4) or the corresponding section of any future internal revenue legislation in the Commonwealth of Puerto Rico, and under Section 501(a) of the U.S. Code, or as an entity described under Sections 501(c)(3) and Section 501(c)(4)(A) of the U.S. Code; or pursuant to Sections 509(a)(1), Section 509(a)(2) or 509(a)(3) (as the case may be) of the U.S. Code, or (ii) an organization to which individuals and corporations may make charitable contributions subject to tax deductions under Section 1023 of the P.R. Code, as amended, and Section 170(c)(2) of the U.S. Code, or the corresponding section of any future provisions of the internal revenue laws of the Commonwealth of Puerto Rico and/or of the United States of America.

No person shall be denied use of the Corporation's funds for reason of race, religious belief, or national origin. The funds of the Corporation shall be administered in a non-discriminatory manner.

As long as the Corporation is a private corporation, as defined in Section 501(c)(3) of the U.S. Code, (i) the Corporation shall be obliged to make distributions at such time and manner as to prevent the payment of taxes on undistributed income provided for under Section 4942 of the U.S. Code or the corresponding section of any future tax codes; and (ii) the Corporation shall not engage in acts of self-dealing (as defined under Section 4942(d) of the U.S. Code), nor shall it retain any excess business holdings (as defined under Section 4943© of the U.S. Code), nor make any investments which would jeopardize the carrying out of any of the exempt purposes so as to give rise to any tax liability pursuant to Section 4944 of the U.S. Code, nor shall it make any taxable expenditures (as defined under Section 4945(d) of the U.S. Code, or the corresponding section of any future tax codes).

FOURTH: No portion of the Corporation's profits or earnings shall be for the benefit of, or be distributed in favor of, its directors, officers, other private individuals or other organizations formed exclusively for non-profit purposes which have a personal or private

interest in the activities of the Corporation. No officer, director or employee of the Corporation shall receive or be legally authorized to receive, any pecuniary benefit from the operations and activities of the Corporation, except for any reasonable compensation and expenses for services actually rendered on behalf or for the benefit of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of political propaganda or otherwise attempting to influence legislation. The Corporation shall have the power to make the election authorized under Section 501(h) of the U.S. Code. The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for a public office.

FIFTH: The conditions for membership will be stated in the bylaws. The Corporation shall not issue shares of stock.

SIXTH: The business and affairs of the Corporation shall be supervised, managed, conducted and controlled by its Board of Directors. The faculties, composition, organization, powers and obligations of the Board of Directors will be stated in the bylaws.

SEVENTH: Except as provided in Article 1.02(B) of the General Corporation Law, no member of the Board of Directors or officers shall be personally responsible for obligations of the Corporation, except that any said member or officer may be held responsible for his/her conduct or acts.

EIGHTH: In addition to the powers granted to the Board of Directors by law, the Board of Directors shall have the power, from time to time, to make, adopt, amend and/or repeal the bylaws for the conduct of the affairs of the Corporation.

NINTH: In the event that it is necessary to dissolve and liquidate the Corporation, either voluntarily or by operation of law, the Board of Directors may, after payment of the Corporation's debts and obligations, or the creation of a reserve for payment of the Corporation's debts and obligations, and except as otherwise prohibited by law, transfer and distribute all of the Corporation's assets in the manner determined by the majority vote of Board of Directors, as long as the distribution of assets is designed to pursue the objectives and purposes set forth in Article Third of this Certificate, and as long as the distribution is for one or more exempt purposes within the meaning of section 1101(4) of the P.R. Code or the corresponding section of any future internal revenue legislation in the Commonwealth of Puerto Rico; or within the meaning of section 501(c)(3) of the U.S. Code, or the corresponding section of any future federal tax code, or shall be distributed to the Commonwealth of Puerto Rico, its municipalities or the Government of the United States, for a public purpose. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the municipality in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

TENTH: The Corporation reserves its right to amend, alter or repeal any of the provisions of this Certificate of Incorporation in the manner currently authorized by or which in the future may be authorized by applicable laws, and all rights herein granted are subject to this reservation, except that no amendment shall authorize the Board of Directors to conduct the matters of the Corporation in a manner or with a purpose that is contrary to the provisions of Sections 1101(4) of the P.R. Code, Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) of the U.S. Code or the corresponding sections of any future internal revenue legislation of the Commonwealth of Puerto Rico or of the United States.

TWELFTH: The Corporation is to commence its existence with the filing of the original Certificate of Incorporation in the Department of State of the Commonwealth of Puerto Rico. The Corporation is to have perpetual existence.

THIRTEENTH: The incorporators of this Corporation are: Lianabel Oliver Bigas, Mariemi Sierra Alvarez and Agnes B. Suárez Méndez, whose physical address is as follows: 270 Muñoz Rivera Avenue, San Juan, Puerto Rico, 00918.

IN WITNESS WHEREOF, I, the undersigned, being the officers of the corporation herein before named, hereby swear that the facts herein stated are true, this 17th day of December, 2007.

Incorporators