

The Texas Institute of Applied Sciences LLC.

19/01/2026

Houston, TX.

Document Length: 7 Pages (Inclusive of Annex #1) REF. 01 (3 Copies, 1 Digital)
DIGITAL VERSION (ELECTRONIC SIGNATURE TRANSLATION)

INTERNAL CHARTER AND GOVERNANCE AGREEMENT

This agreement establishes the internal governance structure, role definitions, and authority boundaries within Texas Institute of Applied Sciences (TIAS) and its associated legal entity (the “LLC”), ensuring clear separation between academic leadership and legal/fiduciary representation.

Appointed Roles

1.1 General Director

Title: General Director

Appointee: Gael Romay Gutierrez de Quevedo. Holder of Passport #: XDD892108 (SPAIN), Address: Diagonal Rancho San Isidro 3209-1, Puebla, Mexico. E-Mail Address: gael.romay@gmail.com, Phone Number: +52 (222) 902 9128

Authority Level: Ultimate Executive Authority (Academic & Institutional)

Powers and Responsibilities

The General Director holds full executive authority over the academic, institutional, and strategic direction of TIAS, including but not limited to:

- Defining and executing the institutional vision, mission, and long-term strategy
- Final authority over academic systems, educational models, and instructional philosophy

- Oversight of all high school academic programs (Grades 9–12)
- Design and approval of:
 - Curriculum frameworks
 - Instructional models
 - Academic standards
 - Assessment systems
 - Graduation requirements
- Supervision, appointment, and removal of **school-level leadership**, academic staff, and instructional coordinators
- Representation of TIAS in **academic, educational, and institutional matters**, both internal and external

The General Director's authority is exclusive in academic, technological and pedagogical domains.

1.2 Acting Legal Representative (ALR)

Title: Acting Legal Representative (ALR)

Appointee: Hector Romay Gonzalez Cobian. Holder of Passport #:XDD988966 (SPAIN), Address: Av. Reforma 121-Local A, Centro histórico de Puebla, 72000 Heroica Puebla de Zaragoza, Pue, Mexico, E-Mail Address: hector.romay@me.com or hector.romay@yahoo.com, Phone Number: +52 (222) 132 5319

Authority Level: Legal & Fiduciary Authority

Powers and Responsibilities

The ALR is granted authority strictly limited to **legal, financial, and regulatory functions**, including:

- Legal representation of TIAS and its LLC before:
 - Government authorities
 - Regulatory bodies
 - Financial institutions
 - Courts or legal proceedings
- Execution of contracts, agreements, and legally binding documents

- Financial authorization where legally required
- Oversight of:
 - Compliance obligations
 - Regulatory filings
 - Corporate governance requirements
- Acting as the official fiduciary and legal signatory of the institution

Incapacitation and Transfer of Title

In the event that the holder of either role (General Director or Acting Legal Representative) becomes unable to continue exercising their duties due to any of the following:

- Death
- Legal incapacity or incapacitation
- Permanent medical inability (Subject to Independent Evaluation)
- Incarceration or imprisonment
- Judicial prohibition or loss of legal capacity

the succession mechanisms defined in this section shall apply automatically.

Each role holder retains the explicit and irrevocable right to transfer their title, authority, and responsibilities through:

- A written contractual instrument, or
- A valid testament, will, or equivalent disposition

Such transfer may designate:

- A natural person, or
- A legal entity, where permitted by law

provided the transferee meets any minimum legal requirements applicable to the role.

Any succession or transfer executed in accordance with this section shall be:

- Fully binding internally
- Recognized by TIAS and its LLC
- Enforceable against all internal stakeholders

No additional internal approval shall be required beyond the validity of the legal instrument.

Veto Powers

The Acting Legal Representative (ALR) is granted full veto authority over any action, resolution, policy, or decision of TIAS or its LLC, whether academic, administrative, financial, or operational in nature.

The veto power may be exercised at the sole discretion of the ALR and shall suspend the effectiveness of the vetoed action, Leadership is NOT Vetoable.

Additional Considerations

Neither role may override or obstruct the lawful authority of the other within their defined domain.

Any action taken outside the scope defined in this agreement is considered ultra vires (beyond authority) and non-binding internally.

Amendments and Termination of Contract

This agreement may be amended only with written consent of both:

- The General Director
- The Acting Legal Representative

Effective Upon Signature, on the 25th of January, 2026.

ANNEX #1

REFERENCES:

“Witnesses must be at least eighteen (18) years of age, competent under Texas Rules of Evidence §601–603, and physically present with personal knowledge of the act witnessed.”

(<https://statutes.capitol.texas.gov/?tab=1&code=ES&chapter=ES.251&artSec=>)

Texas Business & Commerce Code § 1.103

(https://codes.findlaw.com/tx/business-and-commerce-code/bus-com-sect-1-103_L)

Texas Business Organizations Code § 101.254

(<https://statutes.capitol.texas.gov/?tab=1&code=BO&chapter=BO.101&artSec=>)

TIAS Foundational Charter

(https://docs.google.com/document/d/e/2PACX-1vSG0WGh85dnO-7Mb_Zv2gmUOAlfdOEldDzmtVojwCns3mvk0iTmg07u9IRo7NMT0s6W7ZnMiPPZuRSG/pub)