

ECOPETROL AMERICA INC.		
Fundamento	Funciones ¹	Función delegada (SI/NO)
Bylaws	ARTICLE VI. SECTION 1. OFFICERS. - The officers of the Corporation shall be chosen by unanimous consent of the Board of Directors. The officers shall be a President and Secretary, and such other officers, including assistant officers, as the Board of Directors may from time to time determine or elect. Any person may hold two or more offices at the same time.	
	SECTION 5. POWERS AND DUTIES OF OFFICERS. - Each officer of the Corporation shall perform the duties and exercise the powers expressly conferred on him or provided for in these Bylaws, as well as the usual duties and powers incident to such office, and such other duties and powers as may be assigned to him from time to time by the Board of Directors.	
	SECTION 7. PRESIDENT. - The President, subject to the control of the Board of Directors, and subject to any limitations contained in the Certificate of Incorporation, these Bylaws or applicable law, shall be the chief executive officer of the Corporation and shall have general executive charge, management and control of the affairs, properties and operations of the Corporation in the ordinary course of its business, with all such duties, powers and authority with respect to such affairs, properties and operations as may be reasonably incident to such responsibilities; he may appoint or employ and discharge employees and agents of the Corporation and fix their compensation; he may make, execute, acknowledge and deliver any and all contracts, leases, deeds, conveyances, assignments, bills of sale, transfers, releases and receipts, any and all mortgages, deeds of trust, indentures, pledges, chattel mortgages, liens and hypothecations, and any and all bonds, debentures and notes, and any and all other obligations and encumbrances and any and all other instruments, documents, evidences of indebtedness, and papers of any kind or character for and on behalf of and in the name of the Corporation, and, with the Secretary or an Assistant Secretary, he may sign all certificates for shares of the capital stock of the Corporation; he shall do and perform such other duties and have such additional authority and powers as from time to time may be assigned to or conferred upon him by the Board of Directors.	
	SECTION 8. VICE-PRESIDENTS. - In the absence of the President or in the event of his disability or refusal to act, a Vice-President, if any (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated, or in the absence of any designation, then in the order of their election), subject always to the control of the Board of Directors, shall perform the duties of the President (including any duty of the President set forth in these Bylaws), and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. For purposes of this Section 8, so long as the President is reachable by telephone or other means of electronic communication, there shall be no absence of the President. Each Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors of the Corporation. Any action taken by a Vice-President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.	
	SECTION 11. SECRETARY. - The Secretary, subject always to the control of the Board of Directors, (1) shall keep the minutes of all meetings of which he is the secretary, in books provided for that purpose, (2) shall attend to the giving and serving of all notices if so requested, (3) may sign with the President or Vice-President in the name of the Corporation and/or attest the signatures of either to, all contracts, conveyances, transfers, assignments, encumbrances, authorizations	

¹ Los estatutos consagran los denominados *officers*, quienes a su vez serán el Presidente y Secretario de la sociedad. No obstante, teniendo en cuenta que la sociedad se encuentra constituida de conformidad con las leyes del Estado de Delaware (USA), no se puede afirmar que dicha figura corresponde exactamente con la del representante legal, según las leyes colombianas.

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	and all other instruments, documents and papers, of any and every description whatsoever, of or executed for or on behalf of the Corporation and affix the seal of the Corporation thereto, (4) may sign with the President or a Vice-President all certificates for shares of the capital stock of the Corporation and affix the corporate seal of the Corporation thereto, (5) shall have charge of and maintain and keep or supervise and control the maintenance and keeping of the stock certificate books, transfer books and stock ledgers and such other books and papers as the Board of Directors may authorize, direct or provide for, all of which shall at all reasonable times be open to the inspection of any director, upon request, at the office of the Corporation during business hours, (6) shall in general perform all the duties incident to the office of Secretary, and (7) shall have such other powers and duties as may be conferred upon or assigned to him by the President or the Board of Directors.	
	SECTION 12. ASSISTANT SECRETARIES. - In the absence of the Secretary or in the event of his disability or refusal to act, an Assistant Secretary (or in the event there be more than one Assistant Secretary, the Assistant Secretaries in the order designated, or in the absence of any designation, then in the order of their election), subject always to the control of the Board of Directors, shall perform the duties of the Secretary (including any duty of the Secretary set forth in these Bylaws), and when so acting shall have all the powers o and by subject to all the restrictions upon the Secretary. Each Assistant Secretary, if any, shall also have the usual powers and duties pertaining to his office, together with such other powers and duties as may be conferred upon or assigned to him by the President, the Board of Directors or the Secretary.	
	SECTION 13. SECURITIES OF OTHER ISSUERS. - Unless otherwise directed by the Board of Directors, the President or any Vice-President of the Corporation shall have power and authority, on behalf of the Corporation, in person or by proxy, to transfer, endorse for transfer, vote, consent or take any other action with respect to any securities of another issuer which may be held or owned by the Corporation and to make, execute and deliver any waiver, proxy or consent with respect to any such securities.	