

Our reference: 2011.000852.01/so/sv

Incorporation of Foundation

On this twentieth day of June in the year two thousand and eleven the following individual appeared before myself, Johannes Wilhelmus Mol *Legum Magister*, "Notaris" (*Civil Law Notary*) practising in Amsterdam, the Netherlands:

Carlo Alberto Dorigatti, a resident of 40 Woutertje Pietersestraat (first-floor apartment) in NL-1061 DG Amsterdam, born in Riva, Republic of Italy on the ninth day of September nineteen hundred and forty-three, currently single, neither registered as a partner under the civil partnership regime nor having previously been registered as such, the bearer of a (Dutch) passport numbered NNRBD2238, which Appearer testified to his incorporation, in the present context, of a Foundation on adoption as the governing regime of such Articles of Association as set out below.

Name and Registered Offices

Article 1

- (1) The Foundation shall go by the name of "**Stichting Karma Free**" Foundation.
- (2) The Foundation's registered offices shall be based within the Municipality of Amsterdam, the Netherlands.

Object

Article 2

- (1) The Foundation's object shall consist in:
 - (a) the systematic dissemination of spiritual know-how among people at all echelons of the population and the tutoring of anyone and everyone as regards the techniques of spiritual life with the aim of counteracting the degradation of life values and achieving genuine unity and peace throughout the world;
 - (b) the propagation of the Krishna consciousness as explained in the Bhagavad-Gita and Srimad Bhagavatam;
 - (c) the pulling together of the members of the community with the aim of bringing them closer to Krishna as the Supreme Being, thus enabling the realisation to come to fruition - both in devotees and in the rest of mankind - that each individual soul is a complete particle of God or of Krishna;
 - (d) the leading in and encouraging of Sankirtan as the collective chanting of God's holy names as recommended in the teachings of Sri Caitanya Mahaprabhu;
 - (e) the creation of cultural and artistic performances featuring music, audio/video, photography and theatre centring on the explication of the philosophy of the Krishna Consciousness or the exaltation of the Supreme Personality of Godhead;
 - (f) the grouping of the Foundation's members so as to promulgate a more straightforward and natural lifestyle;
 - (g) the publication and distribution of journals, books and other publications with the aim of achieving the above objectives,as well as the performance of any and every such thing as it directly or indirectly associated with all of the above or may be conducive thereto, all of this in the broadest possible sense.
- (2) The Foundation shall *inter alia* seek to achieve its object by
 - organising gatherings,
 - putting out and/or publishing journals, be it at regular intervals or otherwise, where it considers such to be called for;
 - publishing books or arranging for books being published;
 - producing (auxiliary) visual material.

Assets
Article 3

The Foundation's assets shall be made up of:

- grants and donations,
- gifts, testamentary dispositions and specific legacies;
- any and all other acquisitions and/or revenues.

Administration

Article 4

- (1) The Foundation's administration shall rest with a Board made up of at least one (1) member, the number of Board members to be unanimously decided on by the Board with due observance of the provisions as per the opening portion of this sentence.
- (2) The Board shall provide for the appointment from among its membership of a President, a Secretary and a Treasurer, with the proviso that it shall be permissible for a single Board member to take on more than one such office, all of this with the proviso that the inaugural Board member *is to be appointed* to the relevant office.
- (3) In the event of one (1) or more seats on the Board being rendered vacant, the remaining Board members unanimously or the sole remaining Board member, as the case may be, are (is) to fill the relevant vacancy or vacancies, within two (2) months of the date of said vacancy or vacancies first having come about, by appointing one (1) or more successive Board member(s).
- (4) In the event of one or more Board members being absent from the Board for whatever reason, the (sole) remaining Board member(s) shall nevertheless continue to constitute a valid Board, and one whose representative authority shall remain unaffected.
- (5) Although no remuneration shall accrue to the Board members in exchange for their efforts, said Board members shall be entitled to being reimbursed for any expenses they incur in their official capacity.

Board Meetings • Board Motions

Article 5

- (1) Board meetings are to be held in Amsterdam unless the convocation to the relevant meeting makes mention of an alternative venue.
- (2) A minimum of one (1) Board meeting is to be held per calendar year.
- (3) The Board shall convene in an additional meeting whenever its President considers such to be appropriate or any one of the other Board members petitions the President accordingly in writing, on accurate disclosure of the topics to be addressed at the relevant meeting. The President's failure to follow up on a petition for a Board meeting to be held in such manner as to enable a meeting to be held within three (3) weeks of the date as at which the petition was first submitted shall authorise the petitioner himself (herself) with due observance of the requisite formalities to convene a Board meeting.
- (4) Convocation to the meeting shall – without prejudice to the provisions set out sub 5(3) above – be effected by means of convocation notices sent by registered post with due observance of a minimum term of notice of seven (7) days not including the date of convocation or that of the actual meeting. The convocation notice may also be dispatched via e-mail (subject to acknowledgement of receipt where deemed appropriate), on condition that this should meet with the approval of the relevant Board member, to such e-mail address as the Board member is to communicate to the Board for this particular purpose.
- (5) The convocation notices shall make mention not only of the venue and time of the meeting but also of the topics to be addressed.

- (6) Motions may be validly carried – albeit unanimously only – concerning any topics tabled for discussion even where the constitutional instructions governing the convocation to and holding of Board meetings have been flouted on condition that the full complement of incumbent Board members should be in attendance at the relevant meeting.
- (7) Board meetings shall be presided over by the President or, in the latter's absence, by a substitute Chair for appointment by the meeting itself.
- (8) Either the Secretary or one of the others in attendance at the meeting having been petitioned accordingly by the President (or by the substitute Chair, as the case may be) shall prepare minutes of that which is discussed at the meeting, which minutes are to be adopted and signed by those having officiating as the relevant meeting's President (or substitute Chair, as the case may be) and Secretary.
- (9) The validity of motions carried by the Board at meetings shall be strictly contingent upon the majority of Board members either being personally in attendance or having themselves represented at the relevant meeting. Board members may have themselves represented at meetings, by one fellow Board member each, on presentation of a written power of attorney which the person presiding over the relevant meeting at his (her) discretion should accept as being satisfactory.
- (10) The Board may additionally carry motions outside meetings on condition that the full complement of Board members should have been invited using any customary means of communication to communicate their opinion in writing while the motion in question should be unanimously carried. The Secretary is to prepare an account of any motion which is thus carried, to which account the replies having been received from the various Board members are to be appended and which is subsequently additionally to be provided with the President's signature and added to the minutes.
- (11) Each Board member shall be authorised to cast one (1) vote. All Board motions shall be carried by absolute majority of validly cast votes, except where these Articles of Association stipulate that a greater majority should prevail.
- (12) Ballots held at meetings shall be oral ballots unless the President deems a written ballot to be appropriate or any one of those having voting entitlement in anticipation of the relevant ballot insists that voting should take place in writing, any such written ballots involving unsigned sealed ballot papers being used.
- (13) Blank votes shall be deemed not to have been cast.
- (14) The President (or substitute Chair, as the case may be) shall have the casting vote in any disputes concerning ballots for which the present Articles of Association fail to provide.

Administrative Powers • Representation

Article 6

- (1) The Board shall be charged with the Foundation's administration.
- (2) The Board shall be authorised to enter into agreements aimed at registered properties being acquired, divested or encumbered, be it domestically or in other countries.
- (3) The Board shall moreover be authorised to resolve that agreements should be entered into involving the Foundation standing surety or committing itself as joint and several debtor, warranting third-party performance or undertaking to put up security in respect of third-party indebtedness.
- (4) It is hereby stipulated for the record that the Board's acceptance of testamentary bequests shall be strictly subject to the benefit of (probate) inventory (qualified acceptance only).

Article 7

- (1) The Foundation shall have itself represented by its Board.
- (2) The power to represent the Foundation shall additionally accrue to each Board member individually.
- (3) Any action in contravention of paragraphs 6(2) and/or 6(3) above shall be void.

Lapsing of Board Membership

Article 8

- (1) Board membership shall lapse:
 - as a result of the Board dismissing the relevant Board member,
 - as a result of the death of the relevant Board member,
 - in the event of the relevant Board member having forfeited the discretionary disposal of his (her) assets,
 - in the event of the relevant Board member resigning in writing,
 - and in the event of the relevant Board member being discharged on the strength of Section 298 of Book 2 of the Netherlands Civil Code.
- (2) Board motions providing for Board member dismissal as referred to sub 8(1) above may only be carried on condition that the full complement of incumbent Board members should have endorsed the underlying proposal to a majority of two thirds (2/3) or greater.
- (3) Any Board member having been discharged by the court shall for a subsequent term of five (5) years be barred from being re-elected to any foundation's Board.

Financial Year • Annual Accounts and Report

Article 9

- (1) The Foundation's financial year shall be concurrent with the calendar year.
- (2) The Board shall be under the obligation to maintain such record concerning the Foundation's financial status as to enable the Foundation's rights and commitments to be identified at any time.
- (3) The Foundation's accounts shall be closed as at the end of each financial year, with the Treasurer using said account to prepare a balance sheet and statement of income and expenditure for the relevant, most recently concluded financial year.
- (4) The Board shall be in charge of adopting the annual accounts and report.

Rules and Regulations

Article 10

- (1) The Board shall be authorised to adopt a set of rules and regulations providing for any such topics as have remained unaddressed in the present constitutional context.
- (2) The rules and regulations may not be at odds with prevailing legislation or with the present Articles of Association.
- (3) The Board shall be authorised at any time to amend or abolish the rules and regulations.
- (4) The provisions as per the latter portion of the sentence constituting paragraph 11(1) below shall govern the adoption, amendment and abolition of the rules and regulations.

Constitutional Amendment • Merger • Demerger

Article 11

- (1) The Board shall be authorised to amend the present Articles of Association on condition that the motion to the relevant effect should be unanimously carried at a meeting at which the full complement of Board members – without there being any vacancies at Board level – should either be personally in attendance, or should be having themselves represented.
- (2) Any such constitutional amendment is to be achieved in the context of a notarial instrument to the relevant effect in order for it not to be voidable.

- (3) The Board members shall be under the obligation to file an authenticated transcript of the constitutional amendment, together with the Articles of Association as amended, with the offices of the Commercial Register held in administration by the Chamber of Commerce and Industry for the district within which the Foundation's registered offices are based.
- (4) The Board shall be authorised to draft proposals aimed at the Foundation's merger or demerger. The resolution to proceed with merger or demerger may not feature any departures from the underlying proposal, and shall be passed in accordance with the regulations governing constitutional amendment.

Dissolution and Winding Up

Article 12

- (1) The Board shall be authorised to dissolve the Foundation in a resolution to the relevant effect which shall be governed by the provisions as per the latter portion of the sentence constituting paragraph 11(1) above.
- (2) The Foundation in the wake of its dissolution shall continue to survive for such additional term as the liquidation of its assets may call for.
- (3) The Board shall be in charge of liquidating the Foundation's affairs in so far as no alternative liquidators have been court-appointed.
- (4) The liquidators shall ensure that a reference to the Foundation's dissolution should be entered in the (Commercial) Register referred to sub 11(3) above.
- (5) The provisions as per the present Articles of Association shall where possible continue to be in full force and effect throughout liquidation.
- (6) In the event of the dissolved Foundation being left with a residual credit balance, the latter shall go towards a public service organisation whose object is similar to that of the (now defunct) Foundation.
- (7) The dissolved Foundation's accounts and records in the wake of liquidation shall continue to rest for a further seven (7) years with the liquidator being the more or most junior in years.

Concluding Clause

Article 13

The Board shall settle any and all matters for which neither prevailing legislation nor the present Articles of Association has (have) provided.

Concluding Representations

The Appearer in conclusion representing as follows:

- (1) the inaugural appointment of the Appearer as member of the Foundation's Board was hereby seen to, by way of performance of the provisions set out sub 4(1) above. The Appearer was to ensure that two (2) or three (3) additional Board members were to be appointed at short notice, at which time the Board members were to assign the duties of President, Secretary and Treasurer between them;
- (2) the Foundation's inaugural address would concur with that of the Appearer;
- (3) the Foundation's inaugural financial year was to open as at today's date and close on the thirty-first day of December two thousand and twelve.

Close

The Appearer being known to myself, "Notaris" (*Civil Law Notary*).

IN WITNESS WHEREOF

the present original Instrument having duly been executed, in Amsterdam, the Netherlands, as at such date as stipulated in the preamble.

The substance of the Instrument having been communicated and explained *vis-à-vis* the Appearer, with the latter declaring that he had taken timely cognisance of the contents of the present (Notarial) Instrument, with which he concurred and which he did not require to be subjected to comprehensive recitation. The present (Notarial) Instrument in the immediate wake of its limited recitation having been signed by the Appearer followed by myself, "Notaris" (*Civil Law Notary*).

[Stamp legend:] J.W. Mol *Legum Magister*,
"Notaris" (*Civil Law Notary*) practising in
Amsterdam, the Netherlands

ISSUED BY WAY OF TRUE COPY

[Notarial signature]

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