

Ref: GS (150802.2)

Dos: 22004314

ALTERATION TO THE FOUNDATION'S ARTICLES OF ASSOCIATION

Today, appears before me, public notary in _____:
. . . and appearing in the capacity specified hereafter

The appearer declares:

The board of the Foundation Christian Associates International Netherlands, established in Amsterdam and residing at Bezuidenhoutseweg 249-I, 2594 AM The Hague, has decided to alter the Articles of Association, observing regulations laid out in Article 11 of said articles, as follows:

- After consultation of the Christian Associates International board of directors on January 20, 2007, and the supervisory board, the stichting board decided on to change the articles of the foundation as stated below.

The appearer further declares, in executing above-mentioned decision, to change the articles of association in their entirety to read as follows:

Articles of Association
Christian Associates Europe

ARTICLE 1 - NAME AND SEAT

1. The Foundation bears the name Stichting Christian Associates Europe.
2. The Foundation is seated in The Hague, The Netherlands

ARTICLE 2 - GOAL

1. The Foundation's goal is promote, support, resource, and facilitate individuals and organizations that are fostering innovative, culturally relevant Christian communities in European cities, revitalizing the Christian heritage of Europe.

- 2 The foundation will attempt to reach this goal by:
 - Providing research on culture: its trends, its values, and what it may become in the future.
 - Providing training and coaching in how to integrate one's Christian faith within the current cultural context.
 - Providing support to people who are experiencing cross-cultural stress and how to best assimilate, learn and adapt to their new environment.
 - Providing material resources and developmental guidance for working with established Christian communities and for establishing new Christian communities throughout Europe.
 - Providing experiences where Christian values are expressed into the culture through public service projects and personal relationships.
 - Providing for a financial distribution process and help with funding issues as needed to individuals and organizations who are aligned with our foundation's vision, values, and goals.

ARTICLE 3 – CAPITAL

1. The capital of the Foundation consists of all contributions, subsidies, gifts, legacies, inheritances as well as all other assets.
2. Inheritances may only be accepted under the conditions governing the privileges termed in the inventory.

ARTICLE 4 – THE BOARD

1. Management of the Foundation consists of at least three (3) persons, to be determined by the board.
2. New board members will be appointed by the board after consent of the supervisory board. Should vacancies arise, they will be filled as soon as possible and within three months.
3. The board chooses, amongst themselves, a chairperson, secretary of board and treasurer. One board member can hold more than one function.
4. A board member is appointed indefinitely, unless in the relevant board decision a definite time period is fixed.
5. In the absence or hindrance of one or more board members, the remaining board members or the remaining board member are in charge of the board. If one or more board members fall away, the

remaining board member(s) continue to form a legally competent board. However, the board is obliged to fill the vacancy as soon as possible.

6. A board member lays down his function when:
 - a. the member dies;
 - b. the member resigns;
 - c. by loss of authority over his or her capital;
 - d. upon dismissal by a law court;
 - e. when discharged by the board; the board may only make such a decision unanimously.

ARTICLE 5 - TASKS, COMPETENCIES AND REMUNERATION

1. The board is in charge of managing the Foundation. In that capacity, the board can delegate one or more of its competencies, provided these are clearly defined. The person exercising the delegated competencies shall do so in the name of- and under the responsibility of the board.
2. The board is authorised to make decisions regarding obtainment, estrangement or encumbrance of register goods. The board is not authorised to engage in agreements whereby it commits as bail or co-debtor, stands in for third parties or commits to being severally liable for debts incurred by third parties.
3. Members of the board are not remunerated for their board function, unless, in certain cases, the board specifically decides otherwise.

ARTICLE 6 - DECISION MAKING

1. Board meetings shall be held as often as the chairperson or at least two other board members so desire and at least once every ~~three~~ six months.
2. The invitation to a board meeting shall be made by the chairperson or at least two other board members, or by the secretary of board on their behalf. The invitation shall be in writing with an agenda of the topics to be discussed. A period of seven (7) working days, not counting the day of the meeting and the day of the invitation is to precede the meeting.

If the invitation to a meeting has not been made in writing, or topics are discussed that were not incorporated in the initial agenda, or the time frame of seven (7) working days was not respected, decision making is nevertheless possible, provided all board members in function are present or represented at the meeting.

3. Board meetings are held at a location to be decided upon by the person calling the meeting.
4. Admittance to the meetings is limited to the board members and those invited in by board members present at the meeting. Board members can choose to be represented at the meeting by another board member, provided this authorisation has been granted in writing.
5. Each board member shall have one vote. The board can only make valid decisions at a meeting when the majority of the board members are present or represented by others authorized by the absent member. In as far as these articles do not prescribe a larger majority, all board decisions shall be made by a large majority of valid votes. Blanc votes are considered non-votes. In the case of an equal division of votes in appointing persons to functions, a decision will be made by casting lots; if there is a tie in other votes, the proposal shall be rejected.
6. All voting will take place verbally unless one board member requests voting by ballot.
7. The meetings shall be led by the chairperson, or in his or her absence any other member put forward by the board.
8. Minutes of the meeting shall be made by the secretary of board or anyone approved by the board and under the responsibility of the secretary. The chairperson and the secretary of the meeting in question will sign the minutes for board approval of the minutes. The drawn up minutes shall be open to inspection by the board members and a copy may be provided free of charge.
9. Decisions may also be made outside of a meeting, provided board members have voiced their opinion regarding the decision in question in writing, by cable or by fax. Similarly, votes may be returned in writing, an account of which will be drawn up by the secretary of board, signed by the chairperson and secretary of board and added to the minutes.
10. In all differences of opinion about voting procedures, wherein these articles do not provide, the chairperson will have final say.

ARTICLE 7 - REPRESENTATION

1. The Foundation is represented by the board. In addition, the Foundation may be represented by two board members operating together.
2. The board may decide to empower one or more board members or third parties to represent the Foundation within the boundaries of such empowerment. The board may also decide to give the proxy a

- title.
3. In the case of continued empowerment to represent the Foundation, the board will notify the trade register of the Registry (Kamer van Koophandel en Fabrieken).
 4. If one board member has interests that conflict with the Foundation, he or she shall nevertheless be able to represent the Foundation.

ARTICLE 8 - EXECUTIVE COMMITTEE

1. The board is authorized to appoint an executive committee from its midst and to determine its tasks. The executive committee consists of -at least- a chairperson, a secretary and a treasurer.
2. For the manner of decision making and the manner in which the executive committee holds its meetings, the above articles similarly apply.

ARTICLE 9 - COMMITTEES

1. The board may create or abolish one or more committees
2. The board determines the tasks and competencies of the committees
3. Members of the committees are appointed and discharged by the board, be they from their midst or not.

ARTICLE 10 - SUPERVISORY BOARD

1. The Foundation has a supervisory board holding at least three and at most five people (not legal persons). The supervisory board shall be set up at the time of this notarial act. The number of members shall be determined unanimously by the supervisory board, taking into account the above-mentioned.
2. The supervisory board shall appoint from its midst a chairperson.
3. When one or more vacancies arise in the supervisory board, the remaining members shall unanimously appoint, or remaining member shall appoint, one or more successors as soon as possible but within two months after the position has become vacant.
4. If, for whatever reason, one or more members of the supervisory board are absent, the remaining member(s) will nevertheless constitute a legitimate body.
5. Members of the board are not remunerated for their work. They are entitled to reimbursement of costs incurred in carrying out their board function
6. That which has been stipulated in these articles regarding board

- meetings and decision making, is -as far as possible- similarly applicable to the supervisory board,
7. The supervisory board is tasked with overseeing the policies of the board and the general course of events of the Foundation. It provides the board with advisory support. In carrying out their tasks, the members of the supervisory board act on the general interests of the Foundation.
 8. The board shall provide the supervisory board, in a timely fashion, with all information relevant for carrying out its tasks, including the minutes of the board meetings
 9. Membership of the Supervisory board will end when
 - a. the member dies;
 - b. the member loses authority over his/her capital;
 - c. the member submits written resignation;
 - d. upon dismissal, by unanimous decision of the supervisory board at which time no vacancies may exist in the board, on the grounds of mismanagement or actions conflicting with provisions in the law or the articles. In the meeting wherein the dismissal of the board member is discussed, the board member in question does not have the right to vote.
 - e. upon dismissal by a law court on the grounds of analogous application of article 2:298 of Civil law.

ARTICLE 11 – REGULATIONS

1. The board is authorized to draw up one or more regulations covering topics that will require further adjustments.
2. A regulation may not conflict with the law or the articles of association.
3. The board has the authority to at all times change or lift regulations.
4. When regulations are created, changed or withdrawn, article 12, paragraph 1 and 2 shall be observed.

ARTICLE 12 – BOOK YEAR AND ANNUAL REPORTS

1. The book year of the Foundation is the same as the calendar year.
2. The board is obliged to administer capital and activities of the Foundation in such a manner that the rights and obligations of the Foundation are at all times transparent.
3. On a yearly basis and within six months following closure of the book year, the board is obliged to balance the books and provide a written report on the debits and credits for that year including

- explanatory notes.
4. The board may consult an expert before finalizing that which is stipulated in paragraph 3. This expert shall report his or her findings.
 5. The annual report stating the balance and state of credits and debits, including explanatory notes will in conclusion be signed by all members of the board. If one or more members have not signed, the reason for this omission shall be reported.
 6. The board shall keep the books and documents mentioned in paragraph 2 and 3 for 7 years.

ARTICLE 13 - ALTERATION OF THE ARTICLES OF ASSOCIATION, FUSION AND DIVISION

1. With prior permission from the supervisory board, the board is authorized to alter these articles of association and decide on fusion or division. This decision can only be valid when taken with a large majority vote in a meeting during which all board members are present or represented and no vacancies exist. If in such a meeting not all members are present or represented, a second meeting will be called, to be held not earlier than two weeks and not later than four weeks after the first meeting. In this second meeting, a legally valid decision may be made, regardless of the number of members present or represented, provided this decision is reached with a majority of at least two thirds of the votes.
2. When calling a meeting to discuss alteration of the articles of association, a copy of the verbatim report of such proposals in writing must be attached.
3. The alterations of the articles are put into operation after a notarial act has been drawn up. Each member is individually competent to execute a notarial act.

ARTICLE 14 – DISCONTINUATION OF THE FOUNDATION

1. The board has the authority to discontinue the Foundation with prior permission from the supervisory board
2. Article 13 similarly applies to a decision by the board to decompose the Foundation.
3. The Foundation will continue to exist for as long as settlements are not finalised. In documentation and announcements originating from the Foundation, the indication “in liquidation” shall be added. The settlement ends at such a time when no more assets are known to those settling.

4. The board members shall settle the capital of the Foundation. Regulations governing the appointment, suspension and dismissal of board members remain applicable to the members. The other article regulations similarly remain applicable to the extent possible during the period of settlement.
5. A potential credit of the discontinued Foundation must be disbursed to Christian Associates International in the United States or in the event of their dissolution then dispersed in keeping with the Sticthings goals and operations.
6. After discontinuation and settlement, the books and annual reports shall be kept by a board member appointed by the board to do so.

ARTICLE 15 - CONCLUDING ARTICLES

In all cases where the law and the articles of association do not provide, the board decides

CONCLUDING STATEMENT

In concluding, the appearer states that appointed in the board are Herbert Habnit (Chairperson), Andrew Perriman, Nicholas Webb and appointed as members of the supervisory board are Mr. John Hudson Mc.Williams (Chairperson) , Mr. Linus Morris and Mr. Paul Morris

CONCLUSION

The appearer is known to me, the public notary
I, the public notary, have explained the objective content of this notarial act to the appearer, including the consequences that may result from it. The appears declares to have taken note of- and approved the content of this notarial act.

After reading out the notarial act in summary, it was signed by the appearer and myself.

The notarial act has been passed in Utrecht on the date indicated at the start of this notarial act.