

[Seal: Royal Dutch Notarial Association]

File number : 20120791
Reference : EK/LTH (110411.1)

ASSOCIATION

On this fourth day of July of the year two thousand and ten, there appeared before me, Erik Jan Marie Kerpen LL.M., civil-law notary practising in Utrecht, the Netherlands:

1. Mr. **Pieter Paul van der Hijden**, born in Geleen, the Netherlands, on the sixteenth day of November of the year nineteen hundred and forty nine (16-11-1949), holder of a Dutch identity card with number ISK89F2J9, issued in Amsterdam, the Netherlands, on the twenty-ninth day of April of the year two thousand and nine, valid through the twenty-ninth day of April of the year two thousand and fourteen, residing at the address Benno Stokvisstraat 38, 1097 HZ Amsterdam, the Netherlands, married;
2. Mr. **Peter Troxler**, born in Luzern, Switzerland, on the twenty-eighth day of September of the year nineteen hundred and sixty-six, holder of a Swiss passport with number F2404535, issued in Bern, Switzerland, on the first day of March of the year two thousand and six, valid through the twenty-ninth day of February of the year two thousand and sixteen, residing at the address Beukelsdijk 74-B, 3022 DJ Rotterdam, the Netherlands, unmarried (and not registered as a registered partner);
3. Mr. **Harmen Gjal't Zijp**, born in Delft, the Netherlands, on the twenty-first day of August of the year nineteen hundred and sixty-two, holder of a Dutch passport with number NTBKR54B6, issued in Amersfoort, the Netherlands, on the twenty-first day of February of the year two thousand and eleven, valid through the twenty-first day of February of the year two thousand and sixteen, residing at the address Kleine Koppel 40, 3812 PH Amersfoort, the Netherlands, unmarried (and not registered as a registered partner).

The Persons Appearing declared that they with this deed established an association with full legal capacity under Dutch law, and that they for that purpose adopted the following Constitution:

CONSTITUTION

PREAMBLE

The Center for Bits and Atoms (CBA), headed by Prof. Dr. Neil Gershenfeld of the Massachusetts Institute of Technology (MIT), has started a study into the computational capacities that are inherent to physical systems. For that reason it has set up a first laboratory for digital fabrication, also known as "Fab Lab" (Fabrication Laboratory). As an interdisciplinary educational outreach programme, the CBA has supported the setting up abroad of a small number of similar Fab Labs, to be able to do further research into the effects and possibilities of making accessible the computational capabilities of the physical layer. The Fab Lab concept quickly became popular among users outside the

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research domain, and an international network of similar Fab Labs came into being that were all active in the areas of research, education and application of personal digital fabrication. These Fab Labs cooperate with local communities, universities and (international) governments.

At the beginning of the year two thousand and eleven, the international Fab Lab network consisted of over fifty (50) Fab Labs in sixteen (16) countries, made possible by hundreds of staff members (paid and volunteers). These Fab Labs use the same tools and processes and an international infrastructure for co-operation in digital design and fabrication.

The fast and substantial increase of the worldwide Fab Lab community leads to the need of a higher degree of self-organization. Because the network diversifies, a formal structure could be supportive for various objectives within the Fab Lab community (visibility, development, spreading of research, empowerment, open design, to mention only a few). At the Fab6 Conference held in August two thousand and ten, the Fab Lab community decided to establish an international Fab Lab Association.

The CBA supports this initiative of the Fab Lab community wholeheartedly. The CBA is willing to grant the Association the right to use the Fab Lab concept, the name and the logo, in the interest of supporting the international Fab Lab community.

Because the strength of the Fab Lab community lies in the energy individuals experience when working with digital fabrication and sharing their findings, this structure has to be as light and as transparent as possible, in order not to hinder or constrain this valuable quality.

Furthermore an important premise is that no matter what form the Association will adopt, that form will always have to enable electronic attendance of meetings and decision-making.

NAME AND SEAT

Article 1

1. The name of the Association is: **International Fab Lab Association**. The aforesaid name can be abbreviated to: Fab Lab International.
2. The Association has its registered seat in The Hague, the Netherlands.

OBJECTS

Article 2

1. The objects of the Association are:
 - a. to promote and develop the concept and the philosophy behind: "Fab Labs" and to (have others) develop an international Fab Lab network;
 - b. to unite professionals and (professional) practitioners worldwide and from various disciplines who are involved in and feel connected with the research into, the development of and giving workshops for digital fabrication (Fab Labs);
 - c. to enable effective and efficient communication and cooperation between Fab Labs;
 - d. to determine and maintain a clear definition of the term "Fab Lab" (the Fab Lab

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- Charter), to create a "rite-de-passage" for new Fab Labs, and to manage and update a register in which Fab Labs are registered,
- e. to manage the Fab Lab trademark, name and logo;
 - f. to represent the Fab Lab community;
- and furthermore to do all that which is either directly or indirectly connected with the above objects or may be conducive thereto, this in the broadest sense of the words used.
2. As a catalyst, Fab Lab International tries to stimulate the development, manner of operation and research of Fab Labs in the various areas of work, including without limitation community development, education, small and middle-sized businesses and health care. This involves a wide range of research, consultancy, education and learning methods and techniques. The common denominator of all those methods is the digital fabrication.
 3. The Association shall endeavour to realise its objects by:
 - a. closely following and spreading new developments in the field of digital fabrication;
 - b. stimulating researchers and students to do structural research into digital fabrication;
 - c. stimulating practitioners to fully utilise digital fabrication;
 - d. stimulating scientists and (professional) practitioners to present and publish the results of their research of digital fabrication and share their findings and experiences;
 - e. promoting and improving a good and proper use of digital fabrication, including the ethical aspects connected thereto;
 - f. supporting scientists and (professional) practitioners in order to develop and increase their knowledge and skills in the field of digital fabrication;
 - g. promoting the interdisciplinary and multicultural cooperation between scientists and (professional) practitioners, and furthermore using all other legal and legitimate means that are deemed useful or necessary for realising the objects set.

ASSOCIATION YEAR

Article 3

The association year shall coincide with the calendar year.

MEMBERSHIP

Article 4

1. The Association only has regular members.
2. Members can only be natural persons who are engaged and interested in the objects of the Association and have been admitted as members by the Board. If a person has been denied by the Board, the General Members Meeting may yet resolve to admit the relevant person. Only regular members shall be members within the meaning of the law.
3. The Board shall keep a register that contains the names and addresses of all members. The

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members shall be held to give notice to the Board of any change of address forthwith. The data in the aforesaid register are strictly confidential and may not be handed over or disclosed to any third parties without permission of the relevant member(s).

MEMBERSHIP FEE

Article 5

1. The General Members Meeting may resolve to levy a membership fee on the members. Members may be grouped into categories paying different membership fees. The amounts of the various membership fees shall be determined by the General Members Meeting.
2. In special circumstances the Board may grant a partial or full exemption from the obligation to pay a membership fee.

END OF MEMBERSHIP

Article 6

1. The membership of a member shall end:
 - a. by death of the relevant member;
 - b. by cancellation of the membership by the relevant member;
 - c. by cancellation of the membership by the Association;
 - d. by disqualification.
2. A member can only cancel his/her membership in writing as per the end of the association year and with due observance of a notice period of four weeks, on the understanding that:
 - a. a member may cancel his/her membership with immediate effect within one month after he has been notified of a resolution to convert the Association into another legal form, or to merge or split up the Association;
 - b. a member may cancel his/her membership with immediate effect within one month after a resolution has been adopted by which his/her rights have been restricted or limited, or his/her obligations - other than the obligations of a financial nature - have been increased, has become known or notified to him/her; in that case the resolution shall not apply to him/her.
3. Cancellation of the membership by the Association shall be effected by the Board. The Association may cancel the membership of a member if:
 - a. a member has ceased to comply with the requirements for membership;
 - b. a member does not fulfil his/her obligations towards the Association; or
 - c. if continuation of the membership reasonably cannot be required from the Association.

A cancellation of membership as referred to in this paragraph shall have immediate effect.
4. Any cancellation in conflict with the provisions set forth in paragraph 2 shall terminate the membership at the earliest permitted time following the date as per which the membership

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- is cancelled.
5. Disqualification from the membership shall be effected by the General Members Meeting, pursuant to a resolution adopted by a majority of at least two thirds of the valid votes cast. Disqualification can only be pronounced if:
 - a. a member acts in conflict with the Constitution, bylaws or resolutions of the Association; or
 - b. if a member prejudices the Association in an unreasonable manner.Disqualification shall terminate the membership with immediate effect.
 6. If a membership ends in the course of an Association year, the annual fee shall remain due in full.

BOARD

Article 7

1. The Board shall consist of at least three (3) and at most nine (9) Board Members. Only natural persons can be appointed as Board Members. Board Members shall be appointed by the General Members Meeting from among the members of the Association. The number of Board Members shall be determined by the General Members Meeting.
2. Each member of the Association may nominate him/herself as a candidate for Board Membership.
3. The Board shall from among its midst appoint a Chairperson, a Secretary and a Treasurer, as well as such other officers as it deems advisable.

DURATION, END OF BOARD MEMBERSHIP, SUSPENSION

Article 8

1. Each Board Member shall resign no later than three (3) years after his/her appointment, in accordance with a resignation roster to be drawn up by the Board, on the understanding that a resigning Board Member will (temporarily) stay in office for as long as the vacancy has not been filled, and provided that the Board Member agrees with the continuation of his/her Board Membership until a successor has been appointed. A resigning Board Member may be reappointed in office immediately. A Board Member appointed to fill an interim vacancy shall take the position of his/her predecessor in the aforesaid resignation roster.
2. Furthermore, a Board Member shall also be deemed to have resigned his/her membership from the Board by:
 - a. termination of his/her membership of the Association;
 - b. giving notice in writing;
 - c. the loss of the right freely to dispose of his/her own property or capital;
 - d. expiry of the term for which he was appointed.
3. If a Board Member is absent or unable to act, the other Board Members shall be charged

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with the management of the Association. In case of absence of one or more Board Members, the remaining Board Members or the remaining Board Member shall constitute a competent Board. Vacancies shall be filled no later than at the following General Members Meeting.

4. Each Board Member, also if he has been appointed for a definite or fixed period of time, may at all times be dismissed or suspended by the General Members Meeting. A resolution to dismiss and/or suspend a Board Member can only be adopted by the General Members Meeting with a majority of at least two thirds of the valid votes cast. A suspension that is not within three months followed by a resolution to dismiss the relevant Board Member, shall end by the expiry of the aforesaid period.

DECISION-MAKING IN THE BOARD

Article 9

1. The Board shall meet as often as this is required according to the Constitution, or as considered advisable by the Chairperson or another Board Member.
2. At Board meetings, resolutions can only be adopted if at least half of the Board Members are present. A Board Member may have him/herself represented at a Board meeting by another Board Member, provided in writing, including by electronic data carrier. A Board Member may only act as holder of a power of attorney of one other Board Member. The Board may also adopt resolutions (in writing) without holding a meeting, provided that all Board Members have expressed their opinion regarding the relevant proposal in writing, including by electronic data carrier. A Board Member may also by means of an electronic means of communication participate in the Board meeting, address the meeting and take part in the decision-making. The use of the electronic means of communication shall be for the risk of the relevant Board Member. For the application of the provisions set forth in the preceding two sentences it is required that the relevant Board Member can be identified via the electronic means of communication, can directly take note of the issues that transpire at the meeting and can participate in the decision-making.
3. All Board resolutions shall be adopted with the absolute majority of the votes cast.
4. The Secretary shall keep minutes of that which transpired at each meeting, which minutes shall be signed by the Chairperson and the Secretary after they have been adopted by the Board. The minutes of Board meetings shall be made available to the members of the Association for inspection.
5. The opinion pronounced by the Chairperson at the meeting regarding the result of a vote shall be decisive. The same shall apply for the content of an adopted resolution, in so far as votes were cast regarding a proposal that was not recorded in writing. If the correctness of the aforesaid opinion is disputed immediately after the Chairperson has pronounced it, a

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new vote shall be taken if the majority of the meeting or, if the original vote was not taken by roll call or ballot, a Board Member with voting rights so desires. That new vote shall nullify the legal consequences of the original vote.

TASKS AND POWERS OF THE BOARD

Article 10

1. The Board shall be charged with the management of the Association. The Board may as such grant one or more of its powers to others, provided that these powers have been clearly described. The person exercising such powers shall act in the name and under the responsibility of the Board.
2. Testamentary dispositions may only be accepted with the benefit of inventory.
3. The Board shall, provided that it has the approval of the General Members Meeting, be authorised to resolve:
 - a. to enter into agreements to acquire, dispose of or encumber registered property;
 - b. to enter into agreements by which the Association binds itself as a surety or as jointly and severally liable debtor;
 - c. to enter into agreements by which the Association guarantees performance by a third party or provides a security for a debt of a third party.
4. Each year, before a date to be determined by the General Members Meeting, the Board shall draw up a policy plan with appurtenant budget and shall submit these documents to the General Members Meeting for approval.
5. The General Members Meeting may make Board resolutions to be specified further subject to its approval or authorization, provided that the relevant resolutions have been specified in detail and notified to the Board in writing.

REPRESENTATION

Article 11

1. The Association shall be represented by the Board. Furthermore, the Association may also be represented by the Chairperson acting jointly with the Secretary, or by the Chairperson acting jointly with the Treasurer, or by the Secretary acting jointly with the Treasurer.
2. The Board may grant one or more Board Members, as well as third parties, a power of attorney to represent the Association within the limits of that power of attorney. The Board may also resolve to grant the holders of that power of attorney a title.
3. The Board shall inform the Trade Register of the Chamber of Commerce of the granting of any continuous representative authority.
4. If a Board Member of a Board consisting of more than one Board Member in private or in his/her capacity of Board Member has a conflicting interest with the Association, he shall be held to notify the Board thereof. The Board Member shall not take part in the deliberations

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regarding the issue in respect of which the conflicting interest exists, shall in that issue have no right to vote and shall not be counted when determining whether a possible quorum is present that applies for the decision-making, all this unless the General Members Meeting unanimously resolves otherwise. The relevant Board Member may, for the purpose of executing the resolution of the General Members Meeting, nevertheless represent the Association.

ANNUAL REPORT - RENDERING ACCOUNT

ARTICLE 12

1. The Board shall be held to keep records of the financial position of the Association and of everything concerning the Association's activities, in accordance with the requirements arising from those activities, and to keep the books, records and other data carriers in such a manner that the Association's rights and obligations can be known therefrom at any time.
2. The Board shall present its annual report about the affairs of the Association and the policy pursued to the General Members Meeting within six months after the end of the Association year, unless extension of the aforesaid period with at most four (4) months has been granted by the General Members Meeting. The Board shall submit a balance sheet as well as a statement of assets and liabilities, with explanatory notes, to the General Members Meeting for approval. These documents will have to be signed by the Board Members; if the signature of one or more of them is lacking, this shall be mentioned while stating the reasons for that. After expiry of the aforesaid term, each of the joint Board Members may in court demand fulfilment of these obligations by the joint Board Members.
3. Each year, the General Members Meeting shall appoint an Audit Committee consisting of at least two persons from among the members of the Association, who must not be members of the Board. The Audit Committee shall audit the documents referred to in the second sentence of paragraph 2, and shall report its findings to the General Members Meeting.
4. If the inspection of the accounts and explanatory notes requires special accounting knowledge, the Audit Committee may have itself assisted by an expert for the charge of the Association, provided that the Audit Committee has the approval of the Board for that. The Board shall be held to provide the Audit Committee with all information requested for the purpose of conducting the audit, to show the committee the cash box and values, and to make the books, documents and other data carriers of the Association available for inspection.
5. The Board shall be held to keep the books, records and other data carriers referred to in paragraphs 1 and 2 in its custody for seven years.

GENERAL MEMBERS MEETING

Article 13

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1. Each year, no later than six months after the end of the Association year, except if an extension of that period of at most four (4) months has been granted by the General Members Meeting, a General Members Meeting, hereinafter referred to as: "the Annual General Members Meeting", shall be held. At the Annual General Members Meeting inter alia the following issues shall be discussed:
 - a. the annual report and accounts and explanatory notes referred to in Article 12, and the report of the Audit Committee referred to in the same Article, as well as the policy plan and corresponding budget for the next association year;
 - b. the appointment of the Audit Committee referred to in Article 12 for the next association year;
 - c. the filling of any vacancies;
 - d. proposals by the Board or the members of the Association, announced in the convening notice.
2. Other General Members Meetings shall be held as often as the Board considers that to be advisable.
3. Furthermore, the Board shall within a term of no more than four weeks convene a General Members Meeting upon the written request of at least such a number of members of the Association as are authorised to cast one tenth part of the votes. If the request is not complied with within fourteen days, the members who submitted the request may convene a General Members Meeting themselves in accordance with the provisions set forth in Article 14.

MANNER OF CONVOCAATION, ADMISSION AND ELECTRONIC DECISION-MAKING
ARTICLE 14

1. General Members Meetings shall be convened by the Board and may be held across the world. General Members Meetings must be convened by sending convening notices to the addresses of the members and patrons as contained in the membership register, with due observance of a term of at least fourteen days, not including the day of dispatch of the convening notice and the day of the meeting. If Board Members have agreed to that, they may also be called to meetings by means of readable and reproducible convening notices sent by electronic means to the addresses notified to the Association for that purpose.
2. The convocation notice shall contain the issues to be discussed at the meeting. If the Board has resolved to make the use of the electronic means of communication with which participation in the General Members Meeting is possible subject to conditions, those conditions shall be stated in the convening notice.
3. Admission to the General Members Meeting shall be open to all non-suspended members and Board Members of the Association. Admission of others than the persons referred to

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- hereinabove shall be decided upon by the General Members Meeting.
4. The Board may resolve that a member may also by means of an electronic means of communication participate in the General Members Meeting, address the meeting and exercise the right to vote. The use of the electronic means of communication shall be for the risk of the relevant member entitled to vote.
 5. For the application of the provisions set forth in paragraph 4 it is required that the relevant member entitled to vote can be identified via the electronic means of communication, can directly take note of the issues that transpire at the meeting and can exercise the right to vote. The Board may make the use of the electronic means of communication subject to conditions. If the Board resolves to impose conditions, these conditions shall be stated in the convening notice.
 6. The Board may resolve that a person entitled to vote has the right to cast his/her vote already prior to the General Members Meeting via an electronic means of communication. As then, only those who at a date to be stated at the convocation of the General Members Meeting are registered as entitled to vote in the members register of the Association shall have the right to cast such a vote. This manner of casting votes shall only be permitted after the General Members Meeting has been convened, but never earlier than on the fourteenth day before the day of the meeting and never later than on the day preceding the day of the meeting.
The Board shall take care of the registration of these votes and shall notify the Chairperson of the General Members Meeting of the results.
A person entitled to vote who has cast a vote in this manner cannot revoke his/her vote. Neither can he at the General Members Meeting cast his/her vote again. If the member who has cast his/her vote in this manner at the time of the General Members Meeting is no longer a member of the Association, his/her vote shall be deemed to have not been cast.
 7. The Board may resolve that members before being admitted to the General Members Meeting are held to sign an attendance list, while stating their names.

VOTING RIGHTS AND ADOPTION OF RESOLUTIONS

Article 15

1. At meetings, all members shall have the right to vote. Each such regular member may cast one vote. The votes cast via an electronic means of communication before the General Members Meeting but not earlier than on the thirtieth day before the day of the meeting, shall be deemed equal to votes cast at the General Members Meeting. A member cannot vote by proxy.
2. Resolutions shall be adopted by an absolute majority of the valid votes cast, unless provided otherwise in this Constitution. Blank votes shall be deemed to have not been cast.

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3. If the votes tie regarding another proposal than the appointment of persons, the proposal shall be rejected.
4. Votes concerning persons shall be cast by ballot, unless the meeting decides to cast votes by acclamation. If an absolute majority is not obtained in a vote on persons, a second vote (between the nominated candidates) shall take place. If an absolute majority is not obtained in the second vote, revotes shall take place, either until one person has obtained the absolute majority or until the revote was between two persons and the votes tie. The aforesaid revotes (not including the second vote) shall each time be taken between the persons voted for in the preceding vote, but leaving out the person who obtained the least number of votes in the preceding vote. If in the preceding vote more than one person obtained the fewest votes, lots shall be drawn to decide whom of those persons will be left out in the new vote. In the event that a vote between two persons tie, lots shall be drawn to decide who of them has been elected.
5. A unanimous resolution by all members, even if they are not together in a meeting, shall, provided that it is adopted with the prior knowledge of the Board, have the same effect as a resolution adopted at a General Members Meeting.
6. The opinion expressed by the Chairperson at a General Members Meeting to the effect that a resolution has been adopted by the meeting, shall be decisive. The same shall apply for the content of an adopted resolution, in so far as voting was on a proposal that has not been set out in writing.
7. If the correctness of the aforesaid opinion is disputed immediately after the Chairperson has pronounced it, a new vote shall be taken if the majority of the meeting or, if the original vote was not taken by roll call or ballot, a member with voting rights so desires. This new vote shall nullify the legal consequences of the original vote.

CHAIRPERSONSHIP - MINUTES

Article 16

1. General Members Meetings shall be chaired by the Chairperson of the Board. If the Chairperson is absent, one of the other Board Members to be designated by the Board shall chair the meeting. If the chairpersonship is not provided for in this manner, the meeting itself shall provide for its chairpersonship.
2. Minutes shall be kept of the proceedings of each meeting by or on behalf of the Secretary or another person designated for that purpose by the Chairperson, which minutes shall be signed by the Chairperson and the Secretary after they have been adopted by the General Members Meeting. The content of the minutes shall be presented to the members. An attendance list to be signed at the meeting does not constitute a part of the minutes.
3. If a meeting is convened at the request of the members in accordance with the provisions set

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forth in Article 13 paragraph 3 of this Constitution, the persons requesting the meeting may designate persons who are not Board Members to chair the meeting and to keep the minutes.

MEANS

Article 17

The means of the Association shall consist of all received contributions, allowances, grants, subsidies, gifts, donations, legacies, testamentary dispositions and other revenues.

ACADEMIC COUNCIL

Article 18

1. The General Members Meeting may resolve to establish an advisory council, hereinafter referred to as: "the Academic Council", consisting of a number of persons to be determined by the General Members Meeting.
2. The objective of the Academic Council inter alia is to guarantee the connection between the Association and The Center for Bits and Atoms ("CBA"), especially concerning academic matters.
3. After the General Members Meeting has resolved to establish an Academic Council as referred to in the first paragraph of this Article and after the appointment of the first members of the Academic Council by the General Members Meeting has taken place, the members of the Academic Council shall be appointed by the Academic Council. Only members of the Association may be appointed as members of the Academic Council. A member of the Academic Council shall no longer be a member thereof if and as soon as he no longer is a member of the Association.
4. The tasks and powers of the Academic Council as well as the manner in which a member of the Academic Council can resign from office shall be specified in the bylaws.

COMMITTEES

Article 19

1. The Board may establish and dissolve one or more committees.
2. The Board shall determine the tasks and powers of the committees.
3. The members of the committees shall be appointed and dismissed by the Board. The chairperson of a committee shall be appointed to that office. Board Members may take part in a committee.
4. The Board may resolve to appoint persons who are no members of the Association as members of a committee, on the understanding that the chairperson of a committee must be a member of the Association.

BYLAWS

Article 20

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1. The Association shall have bylaws. Bylaws may provide for all matters for which further regulations are deemed advisable. Bylaws may not contain provisions that are contrary to the law or the Constitution.
2. Part of the bylaws shall be the Fab Lab Charter. The Fab Lab Charter shall contain the description as well as the objectives of Fab Labs. The bylaws shall furthermore contain the procedure for the official recognition of Fab Labs by the Board of the Association. The Board shall keep a register in which all names and addresses of all Fab Labs recognized by the Association are recorded. The Fab Labs shall be held to notify any changes in their addresses to the Board forthwith.
3. Bylaws shall be adopted and amended by the General Members Meeting. A resolution to amend the bylaws can only be adopted with the absolute majority of the valid votes cast. The provisions regarding the amendment of the Constitution set forth in Article 21 paragraphs 1 and 2 and Article 22 shall apply *mutatis mutandis* to the adoption and amendment of bylaws.

AMENDMENT OF THE CONSTITUTION, MERGERS AND SPLIT-UPS

Article 21

1. The Constitution may only be amended by a resolution of the General Members Meeting, convened by a notice stating that a proposal to amend the Constitution will be discussed at that meeting.
2. From at least five days before the General Members Meeting until the end of the day on which the meeting is held, a copy of the proposal in which the proposed amendment is included verbatim shall be held available for inspection by the members at a location suited for that purpose.
3. The resolution to amend the Constitution can only be adopted with the absolute majority of the valid votes cast.
4. The provisions of this Article shall apply *mutatis mutandis* to a resolution to approve a merger or split-up.

Article 22

The provisions set forth in Article 22 shall not apply if all members with voting rights are present at the General Members Meeting and the resolution to amend the Constitution is adopted unanimously.

Article 23

The amendment of the Constitution shall only take effect after a notarial deed has been drawn up thereof. Each individual Board Member shall have the authority to have the abovementioned notarial deed executed.

DISSOLUTION

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Article 24

1. The Association may be dissolved by a resolution of the General Members Meeting. The provisions set forth in the Articles 22 and 23 shall apply *mutatis mutandis*.
2. The Association shall continue to exist after its dissolution to the extent necessary for the liquidation of its assets. In documents and notices sent by or on behalf of the Association, its name must as then be followed by the words: "in liquidation". The liquidation shall end when to the knowledge of the liquidators no further assets exist.
3. The assets of the Association will be liquidated by the Board Members. The provisions with respect to the appointment, suspension, dismissal and supervision of Board Members shall remain applicable to them. During the liquidation, the other provisions shall also remain in force and effect in so far as possible.
4. Any credit balance after liquidation shall be used for such purposes as are considered to be in agreement with the objects of the Association to the largest possible extent, which purposes shall be determined by the General Members Meeting.
5. After the liquidation has ended, the books, records and other data carriers of the dissolved Association shall for a period of seven years be kept in custody by a person designated for that purpose by the General Members Meeting.

FINAL PROVISION

Article 25

All powers that have not been assigned to other constituent bodies of the Association by the law or the Constitution shall be vested in the Board of the Association.

TRANSITIONAL PROVISION

Article 26

In deviation from the provisions set forth in Article 7 paragraph 1, the Board Members are appointed for the first time in this deed.

CLOSING DECLARATION

Finally the Persons Appearing declared that in execution of the provisions set forth in Article 26, for the first time the following persons are appointed as Board Members of the Association:

- the aforementioned Mr. Pieter Paul van der Hijden as Chairperson;
- the aforementioned Mr. Peter Troxler as Secretary;
- the aforementioned Mr. Harmen Gjalt Zijp as Treasurer;
- Mr. Klaas Hernamdt, born in Stadskanaal, the Netherlands, on the twentieth day of April of the year nineteen hundred and seventy;
- Mr. Hiroya Tanaka, born in Sapporo, Japan, on the fourteenth day of May of the year nineteen hundred and seventy-five;
- Mrs. Sherry Joy Lassiter, born in Atlanta, United States of America, on the twenty-fifth day

Hermans & Schuttevaer
Civil-Law Notaries

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of October of the year nineteen hundred and fifty-four.

CLOSING

The Persons Appearing are known to me, civil-law notary.

Furthermore I, civil-law notary, stated and explained the substance of this deed to the Persons Appearing, including the consequences arising from the content of the deed. The Persons Appearing declared that they had taken note of and that they agreed with the content of this deed. The Persons Appearing also declared that they expressly agreed to a restricted reading out of this deed. Immediately following its restricted reading out, this deed was signed by the Persons Appearing and by me, civil-law notary.

This deed was executed in Utrecht, the Netherlands, at the date stated at the beginning of this deed.
Signatures follow

ISSUED AS TRUE COPY:

[Signature] [Stamp: E.J.M. Kerpen LL.M., civil-law notary practising in Utrecht, the Netherlands]

I, Gerardus Michael Buurman LL.M., sworn translator for the English language, sworn in at the District Court of Arnhem, the Netherlands, under petition no. 1633/1992, registered in the Dutch Governmental Register of Sworn Interpreters and Translators ("RBTV") under number 2005, do solemnly and sincerely declare that the following is a true and full translation from Dutch into English made by me of the documents in the Dutch language hereunto annexed, which Dutch documents were submitted to me for translation, and in testimony whereof I have hereunto set my hand this eighth day of August of the year two thousand and eleven.



A handwritten signature in black ink, consisting of a stylized initial 'G' followed by a long horizontal line extending to the right.