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Certificate of Translation

Translation of “**Statute of De La Salle Foundation**”

from “**Italian**” to “**English**”

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Saravanan Nagaraj, CEO.

Date: 30th November of 2020

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The foregoing instrument was acknowledged before me this

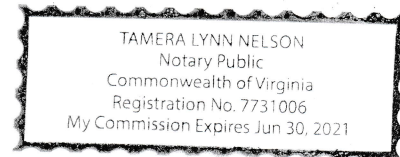
30 day of November, 2020

by Saravanan Nagaraj

Tamera Nelson Notary Public's signature

Notary registration number: 7731006

My commission expires: 06/30/2021



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Certificate of Translation

Translation of “**De La Salle Foundation Conference Minute**”
from “**Italian**” to “**English**”

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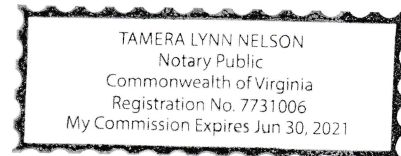
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MINUTES OF THE EXECUTIVE CABINET

of the Foundation

DE LA SALLE SOLIDARIETA' INTERNAZIONALE - ONLUS

ITALIAN REPUBLIC

on 6 - 18 - 2020

In the year two thousand and twenty, on the eighteen day of June, in Rome, in my office in Sansovino Street n. 6, at half past three P.M. Before me, Paolo Silvestro, Notary in Rome, enrolled in the Board of Notaries for the Combined Districts of Rome, Velletri e Civitavecchia

Appeared

Amilcare BOCCUCCIA, born in Cave (RM) on January 4 1946, residing in Rome (RM), Aurelia Street n. 476, Fiscal Code BCC MCR 46A04 C390H, domiciled for office purposes in Rome, who is a party in this deed not on his own but in his capacity as Executive Director and legal representative of the Foundation "DE LA SALLE SOLIDARIETA' INTERNAZIONALE - ONLUS", based in Rome (RM), Aurelia street n. 476, fondation@lasalle.org, Fiscal Code 11267011002, registered in the Register of Private Legal Persons at the Prefecture of Rome - Territorial Government Office – under number 803/2011 (D.M. July 18 2003 n. 266).

Said appearing party, of whose personal identity I, the Notary, is certain, declares on this day, place and time that he agrees to participate in the meeting of the Executive Cabinet of the

aforementioned Foundation called for June 18, 2020, in Rome, Sansovino Street n. 6, at 3:30 P.M., to discuss and deliberate on the following

Agenda:

- Adaptation of the Statute to the Third Sector Code referred to in the Legislative Decree 117/2017. With Inherent and consequent resolutions.

The appointed Executive Director chaired the meeting, inviting me, the Notary, to draw up the relative minutes in accordance with the law, by noting and confirming:

- that this meeting was duly convened with a notice sent by e-mail on May 20 2020;

- that in addition to the Executive Director, the meeting via audio / video, via connection from Rome, is attended by the following Executive Cabinet Members:

- Alvimar D'Agostini,

- Antonio Isidro Andueza,

- Ciro Emilio Vitiello,

- Jorge Gallardo de Alba;

- that the meeting is attended by the president of the foundation Robert Schieler via audio / video, via connection from Baltimore (United States of America)

- that the meeting is attended via audio/video, via connection from Rome, by the Secretary General of the Foundation, Dott.ssa Angela Matulli;

- that the meeting is attended by the Internal Auditor, Doc. Carlo Pinna;

- that those present via telecommunication means are in a position to participate in the discussion and vote on the matter on the agenda, and receive and submit documents.

The Chair ascertains the identity and legitimacy of those present and declares that the meeting is properly constituted and capable of discussing and deliberating on the matter on the agenda.

The Chair begins the discussion of the item on the agenda, and states the reasons that advise adapting the Statute to the regulatory provisions introduced by the Legislative Decree n. 117/2017 (Third Sector Code) by changing the organizational structure of the Foundation.

He points out that the Executive Cabinet of the Foundation has already decided on the continuation of the activities of the Foundation and the opportunity to assume the status of Third Sector Organization.

This implies the development of a new Statute which, in addition to the amendments and additions that conform the content of the mandatory provisions introduced by the Third Sector Code, incorporates additional rules. The latter's provision is expressly made optional within the framework of the self-regulation activity, favored by the legislator, or which are appropriate for a better clarification of the contents already provided by the current Statute, without prejudice to the aims of the Foundation.

He draws attention to the fact that all proposed statutory changes,

including those relating to the internal organization of the Foundation and the responsibilities of the Foundation's Committees, will not have immediate effect, without prejudice to the approval of the relevant administrative authority, prescribed pursuant to art. 2 of the Presidential Decree 361/2000, but will take effect from the definitive abrogation of the ONLUS legislation.

The art. 101, second paragraph, of Legislative Decree of July 3 2017 n. 117, provides, in fact, that until the Single National Register of the Third Sector Associations (RUNTS) is established, the previous rules continue to apply, for the purposes and for the effects deriving from the registration of the Organizations in the ONLUS Registers.

He then goes on to analytically explain the proposed statutory changes:

- art. 1 (Institution and denomination): the Foundation is expected to assume in the denomination, once the ONLUS legislation has been definitively repealed, the acronym ETS (Third Sector Association);
- art. 2 (Headquarters): a difference in responsibilities is introduced between the Committees of the Foundation with regard to the establishment of operational offices in Italy or abroad, giving to the Executive Cabinet the competence for the establishment of operational offices in Italy and to the Board of Directors the competence for the establishment of operational offices abroad;
- art. 3 (Aims and Purposes): the aims and purposes of the Foundation remain unchanged, expressly providing for the possibility of promoting international cooperation, national and international volunteering, the

rights of children and adolescents and gender equality;

- art. 4 (Activities): the activities of general interest that the Foundation may carry out are specified, in harmony with the provisions of the Third Sector Code, and the Executive Cabinet is asked to identify different, instrumental and secondary activities, in compliance with relevant legal provisions. It is also envisaged that for the execution of its purposes, the Foundation will be able to avail itself of the collaboration of voluntary associations operating in Italy or abroad;

- art. 5 (Assets and economic resources): the indication of the amount of the Foundation's initial assets, that is equal to Euro 120,000.00 (one hundred and twenty thousand), is inserted and the distinction between endowment fund and management fund is maintained;

- art. 6 (Management): the prohibition to distribute, even indirectly, profits and operating surpluses, as well as funds, reserves and capital, is maintained, unless the destination or distribution is required or permitted by law, and it is expressly provided for the possibility of raising funds in accordance with the guidelines;

- art. 7 (Directors, Directors' Rights, admission and exclusion criteria): the manner of participation to the Foundation is maintained, open to the admission of other entities sharing the aims of the Foundation (so-called Participants), restricting to public and private legal persons and to entities in general, the possibility of participating in the activities of the Foundation and in the realization of its aims; the rights of the Founding Directors and Participants and the admission and exclusion procedures are specified;

- art. 8 (Identification of beneficiaries): substantially unchanged;
- art. 9 (Bodies of the Foundation): the provision of the Board of Directors is introduced, replacing the Governing Council, with the function of establishing the lines of action of the Foundation, deciding on the opening of abroad offices, the admission of Participants and their exclusion, amendments to the Statute, the dissolution, merging, transformation or liquidation of the Foundation, as well as the obligation to appoint an Internal Audit Committee;
- art. 10 (President): the President of the Foundation is expected to be elected from the Board of Directors, with the task of calling and chairing the meetings of the Board of Directors itself;
- art. 11 (Policy Board): the responsibilities of the Board of Directors are specified, including the power to appoint the Executive Cabinet, the Executive Director, the Deputy Director, the Internal Audit Committee and External Audit Committee;
- art. 12 (Executive Director and Deputy Director): the legal representation and the ordinary administration of the Foundation will remain in the hands of the Executive Director, with the power to execute the decisions of the Board of Directors; in case of impediment or absence of the Executive Director, the Deputy Director will assume the executive role;
- art. 13 (Executive Cabinet): the structure and duration of the Foundation's Executive Cabinet body remain valid;
- art. 14 (Meeting of the Executive Cabinet and invitation): the conditions for the validity of the meetings of the Executive Cabinet are

confirmed also by means of audio / video conference and in the absence of an invitation (so-called plenary);

- art. 15 (Powers of the Executive Cabinet): is confirmed the attribution to the Executive Cabinet of all powers of ordinary and extraordinary administration of the Foundation and the faculty to annually establish the directives and programs of the activities of the Foundation, in harmony with the general guidelines and priorities established by the Board of Directors; the nomination of the Secretary General, the budget approval, the mission report, the Annual Social Activity Impact Report; the adoption of internal regulations and fundamental instructions on the Foundation's activities;

- art. 16 (Obligations and Responsibilities of the Executive Cabinet): the obligations and responsibilities of the Executive Cabinet remain substantially unchanged;

- art. 17 (Termination of office): the hypothetical termination of the office of the Foundation's Committees remain substantially unchanged;

- art. 18 (Resolutions): it is envisaged that the minutes of the deliberations are transcribed on special registers and signed by the Executive Director or the Secretary General;

- art. 19 (Secretary General): the functions of the Secretary General remain unchanged;

- art. 20 (Internal Auditor Committee): the obligation to appoint a single or collective Internal Auditor Committee with the task of supervising compliance with the law, the Statute and compliance with the

principles introduced in harmony with the mandatory provisions of the Third Sector Code, the correct administration and the adequacy of the Foundation's organizational and administrative accounting structure; the Internal Auditor Committee may exercise accounting control in the event that a person in charge of the External Audit Committee is not appointed;

- art. 21 (External Audit Committee): the possibility of appointing an External Audit Committee is maintained, without influencing or changing the right to assign the Financial Auditing to the Internal Audit Committee, provided that all its members are registered in the appropriate register;

- art. 22 (Free of Charge Positions): the positions of the members of the Executive Cabinet remain free of charge, except for the reimbursement of expenses justified by the functions performed;

- art. 23 (Financial Statements): The Foundation is required to draw up the Annual Social Activity Impact Report and to adopt adequate accounting records to express in detail the operations carried out in each management period;

- art. 24 (Dissolution, Discontinuance and Termination): the competence of the Board of Directors is envisaged to deliberate and decide on the dissolution of the Foundation, the appointment of insolvency officials, the determination of the methods of liquidation of the Directors' equity and its devolution to other third sector entities, subjected to the positive opinion of the office referred to in art. 45, paragraph 1, of the Third Sector Code;

- art. 25 (Final regulations): it is planned to regulate, with internal provisions by the Executive Cabinet, in harmony with the Statute, the organization and the methods of providing the services and provisions of the Foundation, as well as the ways and methods of collaboration of the members of the voluntary associations, in accordance, although not expressly provided for in the Statute, with the rules of the Civil Code and the Third Sector Code.

The Chair, in order to regulate the organizational structure in the interim period, taking into account the fact that all proposed statutory changes will be effective only after the establishment of the RUNTS, points out that the Foundation will continue to operate under the current name until effective repeal of the ONLUS legislation, and only once the new Register of the Third Sector Association has been established, will it take on the name the acronym "ETS".

After a complete presentation of the proposed amendments to the Statute, the Chair, having acknowledged that the Executive Cabinet has already decided on the continuation of the Foundation's activities with the assumption of the status of Third Sector Association, invites those present to deliberate and decide on the "approval of a new Statute of the Foundation, consisting of twenty-five articles, in adaptation to the regulatory provisions introduced by Legislative Decree 117/2017, expecting that all proposed statutory changes will take effect after the registration of the Foundation in the Single National Register of the Third Sector Association (RUNTS) and will therefore only regulate the organization of the Foundation from that

moment on.

The Chair acknowledges that the new text of the Foundation's Statute has been made available to all participants and those entitled to vote before today's meeting.

At the end of the discussion, the Chair puts the following proposed resolution to the vote:

"The Executive Cabinet of the DE LA SALLE SOLIDARITY INTERNATIONAL - ONLUS Foundation, having acknowledged that the Foundation has decided to continue carrying out the social activities with the qualification of Third Sector Entity,

resolves:

1) to modify, with effect from the definitive repeal of the ONLUS legislation, the name of the Foundation, as follows:

"DE LA SALLE INTERNATIONAL FOUNDATION - ETS";

2) to keep the headquarters of the Foundation unchanged;

3) to keep the aims and objectives of the Foundation unchanged, expressly providing for the possibility of promoting international cooperation, national and international volunteering, the rights of children and adolescents, gender equality, as indicated below:

"The Foundation is a not-for-profit and exclusively pursues the civic purposes of solidarity and social utility. The Foundation pursues the following aims:

a) Cooperate in helping people in need around the world, safeguarding their civil rights by promoting education, human welfare, justice and peace.

b) Promote social volunteering for the development and awareness of citizens in both developed and developing countries, building a greater civil conscience that achieves international solidarity for the development of peoples.

In particular, the Foundation may:

- Promote cooperation for the inclusive development of vulnerable communities so that they become healthy, resilient and socially, economically and ecologically sustainable.
- Promote national and international volunteering, as a resource for full individual human development, in order to encourage the construction of a civil conscience for active citizenship, which contributes to the realization of international solidarity for the development of peoples.
- Promote quality education as a tool for reducing physical, social, economic and gender vulnerability factors, and to reduce obstacles in exercising one's rights.
- Promote the rights of children, girls and adolescents by spreading good practices such as, by way of example but not limited to, those established by the International Child Protection Policies.
- Promote gender equality by contributing to the reduction of the levels of isolation, discrimination and vulnerability of women and girls, helping their full development as people and as agents of change in society."

4) to specify, again with effect from the definitive repeal of the ONLUS legislation, the activities of general interest that the Foundation may

carry out, in harmony with the provisions of the Third Sector Code, delegating to the Executive Cabinet the right to identify different activities, instrumental and secondary, in compliance with the relevant legal provisions, and precisely:

"For the realization of the purposes, in order to act in favor of the whole community, the Foundation carries out the following activities of general interest:

- a) education, teaching and professional training, as well as cultural activities of social interest with an educational purpose;
- b) organization and management of cultural, artistic or recreational activities of social interest, including editorial and various other activities, for the promotion and spreading of the culture of volunteerism, as well as activities of general interest;
- c) extra-curricular training, aimed at dropout prevention, and academic and educational success, preventing bullying and eliminating educational poverty;
- d) development cooperation;
- e) humanitarian reception and social integration of migrants;
- f) charity, national and international support, free supply of food or products, provision of money, goods or services in support of disadvantaged people, or activities of general interest pursuant to this article;
- g) promotion of the culture of legality, peace between peoples, nonviolence and unarmed defense;
- h) promotion and protection of human, civil, social and political

rights, promotion of equal opportunities and mutual aid initiatives.

The Foundation, for the realization of the aforementioned activities of general interest, may, by way of example and not limited to:

- collaborate, in any form, with entities and organizations of any type, foundations and associations, national and international that share the same aims set forth in this Statute, in order to promote the realization of common initiatives;
- promote the activities of the Foundation through any means of communication and / or information in compliance with the institutional purposes and in compliance with current legislation;
- purchase (VAT exempt) the materials to be sent / exported for humanitarian purposes (outside the EC) pursuant to article 12 of Presidential Decree 633/72;
- perform different, instrumental and secondary activities with respect to those of general interest subsequently identified by the Executive Cabinet, in compliance with the provisions of the law on the matter."

5) to provide in the Statute the amount of the initial assets of the Foundation equal to Euro 120,000.00 (one hundred and twenty thousand), maintaining the distinction between endowment fund and management fund;

6) to maintain the prohibition to distribute, even indirectly, profits and operating surpluses, as well as funds, reserves and capital, unless the destination or distribution is required or permitted by law, expressly providing for the possibility of raising funds in accordance with the

relevant guidelines;

7) to maintain the form of participation of the Foundation, open to the admission of other entities sharing the aims of the Foundation (so-called Participants), restricting to public and private entities in general, the possibility of participation in the activities of the Foundation and the realization of its purposes, specifying the admission and exclusion procedures;

8) to articulate the bodies of the Foundation, again with effect from the definitive repeal of the ONLUS legislation, by providing a Board of Directors with the function of establishing the lines of action of the Foundation and deciding on the opening of offices abroad, admission of Participants and their exclusion, amendments to the Articles of Association, dissolution, fusion, transformation or liquidation of the Foundation;

9) to confirm the attribution to the Executive Cabinet of all the powers of ordinary and extraordinary administration of the Foundation and to annually establish the directives and programs of activities of the Foundation, in harmony with the general guidelines and priorities established by the Board of Directors; appoint the Secretary General; approve the budget, the mission report, the Annual Social Activity Impact Report; adopt internal regulations and fundamental instructions on the Foundation's activities;

10) to provide, with effect from the definitive repeal of the ONLUS legislation, the obligation to appoint a single or collective Internal Audit Committee with the task of supervising compliance with the law, the

Statute and compliance with the principles of correct administration and "adequacy of the Foundation's organizational and administrative accounting structure; the Internal Audit Committee may exercise accounting control in the event that a person in charge of the Internal Audit is not appointed;

11) to provide, with effect from the definitive repeal of the ONLUS legislation, the obligation for the Foundation to draw up the Annual Social Activity Impact Report and to adopt adequate accounting records to express analytically the operations carried out in each management period;

12) to provide, again with effect from the definitive repeal of the ONLUS legislation, the assignment to the Board of Directors of the responsibilities to deliberate and decide on the dissolution of the Foundation, the appointment of adjusters (liquidators), the determination of the methods of liquidation of the net assets and its devolution in favor of other third sector entities, subject to the positive opinion of the office pursuant to art. 45, paragraph 1, of the Third Sector Code;

13) to approve, with deferred effectiveness upon registration of the Foundation in the RUNTS, a new text of the Statute, consisting of twenty-five articles, in compliance with the regulatory provisions prescribed by the Third Sector Code, which is attached under letter "A",

14) to give a mandate to the Executive Director to execute the resolution taken, with the right to make the formal additions and

amendments required by the competent Authorities, for the registration of the Foundation in the RUNTS, as well as for the registration to this deed, and annexed Statute, of the statutory changes in the Register of Legal Persons at the Prefecture of Rome, and to take care of any fulfillment required by law for the registration of the Foundation in the Single National Register of the Third Sector Associations."

The Chair declares to me that the Executive Cabinet of the DE LA SALLE SOLIDARIETA INTERNAZIONALE - ONLUS Foundation, with the favorable vote of all the members present, representing at least two thirds of the members of the Executive Cabinet, including the vote of the Executive Director, with the approval of the President of the Foundation, in compliance with the provisions of art. 18 of the current Statute, expressed by oral communication, unanimously approved the new text of the Foundation's Statute, attached under letter "A".

Since there was nothing else to discuss and deliberate, and no one having asked to speak, the President completed this part of the meeting and signed the minutes at quarter past four P.M.

The present legal representative of the Foundation exempts me the Notary from reading the attachment.

The expenses of this deed are paid by the Foundation.

This deed is exempt from registration tax, according to art. 82, third paragraph of Legislative Decree July 3 2017 n. 117.

I, the Notary, drafted this report, which I read to the present legal

representative of the Foundation which also approved it.

Written in part electronically by a person I trust and completed by my hand on fifteen pages and so far the sixteenth of four sheets.

Signed: **Amilcare Boccuccia**

Signed: **Paolo Silvestro Notaro**

Attachment "A"

Collection n.27022

STATUTE OF THE FOUNDATION

DE LA SALLE INTERNATIONAL SOLIDARITY - ETS

ARTICLE 1 – INSTITUTION AND NAME

On the initiative of the Generalate of the Brothers of the Christian Schools, the Foundation called

"DE LA SALLE INTERNATIONAL SOLIDARITY - ETS "

Where the context requires it, the name can also be used by translating it into languages other than Italian.

The acronym ETS must be inserted in the nonprofit name and can be used in relations with third parties, documents, mail, and communications with the public.

The Foundation may use the distinction "**La Salle Foundation**" and the corresponding logo.

ARTICLE 2 - HEADQUARTERS

The Foundation has its headquarters in Rome, currently on Aurelia Street n. 476. The transfer of the address of the registered office within the same Municipality does not involve a statutory modification.

The Foundation, in order to achieve its aims, may open operational offices in Italy with a resolution of the Executive Cabinet. These operating offices will carry out their activities within the guidelines given by the headquarters and in compliance with this Foundation statute. These operating offices will not have financial autonomy; they will depend on the headquarters for their accounting and

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administration.

In order to achieve its aims, the Foundation may establish branches abroad with a specific resolution of the Board of Directors which will determine its autonomy, subject to the favorable opinion of the Executive Cabinet. These operating offices will carry out their activities within the guidelines given by the headquarters and in compliance with the Foundation's statute. These branch offices will operate in full compliance with local legislation.

ARTICLE 3 - AIMS AND OBJECTIVES

The Foundation is a not-for-profit and exclusively pursues the civic purposes of solidarity and social utility. The Foundation pursues the following aims:

- a) Cooperate in the development of people in need throughout the world, safeguarding their civil rights by promoting education, human welfare, justice, and peace.
- b) Promote social volunteering for the development and sensitization of citizens in both developed and developing countries, building a greater civil conscience that creates international solidarity for the development of people.

In particular, the Foundation may:

- Promote cooperation for the inclusive development of vulnerable communities so that they become healthy, resilient societies which are economically and ecologically sustainable.
- Promote national and international volunteering, as a resource for full individual human development, in order to encourage the

construction of a civil conscience for active citizenship, which contributes to the development of international solidarity for the development of people.

- Promote quality education as a tool for reducing physical, social, economic and gender vulnerability factors, and to reduce obstacles in exercising one's rights.

- Promote the rights of boys, girls and adolescents by spreading best practices such as, by way of example but not limited to, those established by the International Policies for the Protection of Children.

- Promote gender equality by contributing to the reduction of the levels of isolation, discrimination and vulnerability of women and girls, favoring their full development as people and as agents of change in society.

ARTICLE 4 - ACTIVITIES

For the realization of its purposes, and to act in favor of the whole community, the Foundation carries out the following activities of general interest:

a) education, formation, and vocational training, as well as cultural activities of social interest with an educational purpose;

b) organization and management of cultural, artistic or recreational activities of social interest, including editorial and various other activities, for the promotion and spreading of the culture of volunteerism, as well as activities of general interest;

c) extra-curricular training, aimed at dropout prevention, and academic and educational success, preventing bullying and

eliminating educational poverty;

d) development cooperation;

e) humanitarian reception and social integration of migrants;

f) charity, national and international support, free supply of food or products, provision of money, goods or services in support of disadvantaged people, or activities of general interest pursuant to this article;

g) promotion of the culture of legality, peace between peoples, nonviolence and unarmed defense;

h) promotion and protection of human, civil, social and political rights, promotion of equal opportunities and mutual aid initiatives.

The Foundation, for the realization of the aforementioned activities of general interest, may, by way of example and not limited to:

- collaborate, in any form, with entities and organizations of any type, foundations and associations, national and international, in order to promote the realization of common initiatives, by sharing the statutory aims;

- promote the activities of the Foundation through any means of communication and / or information in compliance with the institutional purposes and in compliance with current legislation;

- purchase (VAT exempt) the materials to be sent / exported for humanitarian purposes (outside the EC) pursuant to article 12 of Presidential Decree 633/72;

- perform different, instrumental and secondary activities with respect to those of general interest subsequently identified by the Executive

Cabinet, in compliance with the provisions of the law on the matter.

For the pursuit of its purposes, the Foundation may carry out all commercial, industrial, financial, securities and real estate operations, including import-export, which will be deemed necessary or useful, in the fulfilment of its mission.

The Foundation may also undertake obligations, including bills of exchange, mortgage loans and, in general, carry out any banking transaction with banks and credit institutions.

For the implementation of the aforementioned purposes, the Foundation may avail itself of collaborations among voluntary associations operating inside the territory or abroad and enter into any type of agreement, with public and private subjects, operating with similar purposes, for the management, exclusively or in associated form, of its services and principals.

ARTICLE 5 - ASSETS AND ECONOMIC RESOURCES

The assets of the Foundation consist of the endowment fund, formed by the contributions of the Founding Members, amounted to Euro 120,000.00 (one hundred and twenty thousand), and the management fund. The management fund consists of:

- a) membership fees of the Participants within the terms established by the Board of Directors. The membership fee is non-appreciable, non-transferable, and not returnable;
- b) subsidies, contributions, donations, bequests and gifts of any kind, designated by the Executive Cabinet to increase the assets;
- c) income and sums of any kind acquired for any initiative;

d) capital deriving from the disposal of assets considered non-productive of adequate income, or whose maintenance or conservation, in the opinion of the Executive Cabinet, is excessively onerous.

ARTICLE 6 - MANAGEMENT

The Foundation manages its assets with transparency, and allows citizens and institutions to know how they are used within the terms established by current legislation.

During the life of the Foundation, it is forbidden to distribute, even indirectly, profits and operating surpluses, as well as funds, stocks and capital, unless the destination or distribution is required or permitted by law and in any case in compliance with legal provisions in force.

It is compulsory to use any profits or operating surpluses for the realization of the institutional activities and those directly connected to them.

The Foundation will be able to carry out fundraising activities, in compliance with the principles of truth, transparency, and fairness in relations with supporters and the public, in accordance with the relevant guidelines.

ARTICLE 7 - DIRECTORS, DIRECTORS' RIGHTS, ADMISSION AND EXCLUSION CRITERIA

Legal persons, public or private; national, foreign or supranational entities that contribute to the activities of the Foundation and to the

realization of its purposes through works and cash contributions, in annual, multi-annual or in a lump sum, to the extent and in the ways established by the Board of Directors can become Directors.

The Directors are divided into:

a) Founders: entities that participate in the realization of the institutional aims of the Foundation and that have contributed to the formation of the endowment fund. The Founding Directors form the Foundation's Board of Directors by right and have the right to vote. The Founding Directors sit on the Board of Directors by appointing an *"ex officio"* representative with a *"pro tempore"* mandate.

b) Participants: entities that, sharing the aims of the Foundation, participate in the activities of the same and in the realization of its purposes through annual, multi-year or single cash contributions or works, to the extent and in the manner established by the Board of Directors. Participants sit on the Board of Directors by appointing an *"ex officio"* representative with a *"pro tempore"* mandate and have the right to vote.

On the application form, the aspiring Participant declares unreservedly that it accepts the statute of the Foundation. Registration starts from the date of resolution of the Board of Directors.

The Founders and Participants have the right to:

a) participate in all the activities promoted by the Foundation, receiving information and having the right to verify them, within the limits established by current legislation, this Statute and any regulations of the Foundation;

b) consult the Foundation's books and the final financial statements at the headquarters of the Foundation, upon written request to the Executive Director.

The admission of a new Participant is regulated on the basis of non-discriminatory criteria, consistent with the aims pursued and the general activity carried out, and is approved by the Board of Directors, with the favorable vote of at least two thirds of the members with voting rights, at the request of the entity concerned.

The Board membership status of a Director is not transferable.

Board Director status is lost due to:

- a) termination of the legal person;
- b) withdrawal, which must be communicated in writing to the Board of Directors and takes effect with the expiration of the current year;
- c) exclusion.

The exclusion of a Director is decided by the Board of Directors against the resolution, the Director can appeal to the Board of Directors and the President, who will decide at the next convocation.

In any case, before proceeding with the exclusion of a Director the charges that are made must be contested in writing, allowing him the right to reply.

The loss of Director status entails the automatic forfeiture of his delegate, from any position held in the Foundation.

ARTICLE 8 - IDENTIFICATION OF BENEFICIARIES

In the choice of activities carried out on its own or in those in which the Foundation collaborates, the Executive Cabinet will act with

impartiality without discrimination, making sure that the beneficiaries of the activities are people who:

- a) have an unfavorable socio-economic and cultural condition;
- b) clearly manifest their willingness to receive the assistance or service provided for in the activity;
- c) participate as much as possible in the implementation of community development programs, projects and activities.

ARTICLE 9 - FOUNDATION BODIES

The Bodies of the Foundation are:

- The President
- The Board of Directors
- The Executive Director and the Deputy Director
- The Executive Cabinet
- The Secretary General
- The Internal Audit Committee
- The External Audit Committee

ARTICLE 10 – THE PRESIDENT

The President is elected by the Board of Directors from among its Directors, by an absolute majority of its Directors. The President remains in office for three years and can be re-elected.

The President is responsible for:

- a) convening the Board of Directors at least once a year;
- b) chairing the meetings of the Board of Directors.

ARTICLE 11 – BOARD OF DIRECTORS

The Board of Directors is composed of the President, the

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representatives of the Founders and the Participants. The representatives of the Founders and the Participants remain in office for three years and can be re-elected.

The Board of Directors is chaired by the President or, in his absence, by the representative of one of the Founding Directors elected within the Board itself for the occasion.

The Board of Directors is summoned by the President at least once a year, or when requested by at least one third of the Directors; in this latter case, the meeting must take place within 20 days of the request.

The convocation must be sent in writing or e-mail, seven days in advance of the proposed meeting and must contain the place, date, convening time, and the agenda; in the absence of formal convocation or failure to comply with the notice terms, the meetings attended by all the Directors of the Board and at least the majority of the members of the Executive Cabinet and of the Internal Audit Committee are equally valid.

The Executive Director and the Secretary General attend the meetings of the Board of Directors.

The Board of Directors usually meets in the territories of the Province of Rome.

All Founders and all Participants who have been registered for at least three months in the "Roll Book (list of Directors of the Board of Directors)", have the right to participate in the meetings of the Board of Directors and to express their vote.

It is possible to hold the meetings of the Board of Directors, with

participants located in several places, contiguous or distant, connected via audio / video and under the following conditions, which must be acknowledged in the meeting's minutes:

a) that the President and the Secretary of the meeting are present in the same place and will arrange for the preparation and underwriting of the minutes;

b) that the President may ascertain the identity and legitimacy of those present, regulate the course of the meeting, ascertain, and announce the results of votes;

c) that the person taking the minutes can adequately hear the events being recorded;

d) that attendees can participate in the discussion and simultaneous vote on the items on the agenda, as well as to view, receive or submit documents;

e) if all participants will not physically attend, the audio / video places connected by the Foundation must be indicated in the notice of meeting, in which the attendees will be able to attend, and the meeting need to be held in the same place where the President and the person taking the minutes are; moreover, as many attendance sheets as there are connected audio / video places where the meeting is held, must be prepared.

The minutes of the meetings of the Board of Directors, drawn up by the Secretary General and signed by the same and by the person who chaired the meeting, are kept in the records.

The Board of Directors performs the following functions:

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- establishes the general lines of action and priorities for the realization of the Foundation's aims;
- appoints the Executive Cabinet;
- appoints the Executive Director and the Deputy Director;
- appoints the Internal Audit Committee;
- appoints the External Audit Committee;
- deliberates and decides on the opening of offices abroad with the favorable opinion of the Executive Cabinet;
- deliberates and decides on the admission of Participants and their possible exclusion;
- deliberates and decides on the possible exclusion of the Founders;
- deliberates and decides on amendments to the Statute;
- deliberates and decides on the dissolution, merging, transformation or liquidation of the Foundation, and the devolution of the residual assets.

Each Founder or Participant can confer a proxy to intervene and vote in the Board of Directors to another Founder or Participant who is not a member of the Executive Cabinet, a member of the Internal Audit Committee, an External Auditor or employee of the Foundation.

The delegate cannot serve as a proxy for more than three absent Directors.

The Board of Directors is validly constituted:

- a) on first call, if at least half of the Founders and Participants participate;
- b) on second call, whatever the number of Founders and Participants

who attend.

The second call meeting cannot take place on the same day scheduled for the first call.

The resolutions of the Board of Directors are adopted with the favorable vote of the majority of the Founders and Participants present, in person or by proxy.

Resolutions concerning the termination and dissolution of the Foundation are passed with the favorable vote of three quarters of the Founders and Participants, either personally or by proxy, both in first and second call.

ARTICLE 12 - EXECUTIVE DIRECTOR AND DEPUTY DIRECTOR

The Executive Director and the Deputy Director of the Foundation are appointed by the Board of Directors for a three-year term. They may be reelected. The Executive Director presents the financial statements and the mission report to the Executive Cabinet and the Internal Audit Committee.

The Executive Director is responsible for legal representation and the ordinary administration of the Foundation. The Executive Director will convene the meetings of the Executive Cabinet, will chair it, guide the debates, and put into practice the decisions that must be in harmony with the general guidelines and priorities established by the Board of Directors, having the right to implement any deed and sign the necessary documents for this purpose.

It is the duty of the Executive Deputy Director of the Foundation to

assume the functions of Executive Director, with the right to act on behalf of the Foundation, in the event of the absence or impediment of the Executive Director.

ARTICLE 13 - EXECUTIVE CABINET

The Executive Cabinet is appointed by the Board of Directors and is made up of a minimum of five to a maximum of seven members, who remain in office for three years and can be re-elected. The Executive Director and the Executive Deputy Director of the Foundation are members of the Executive Cabinet.

ARTICLE 14 - MEETING OF THE EXECUTIVE CABINET AND CONVOCATION

The Executive Cabinet meets at the Foundation's headquarters or in another place chosen by the Executive Director.

Ordinary meetings of the Executive Cabinet occur twice a year: (a) not later than November to approve the budget for the following year and, (b) no later than April to approve the final account for the previous year.

The Executive Cabinet also meets in extraordinary sessions whenever the Executive Director, or in the event of his absence or impediment the Deputy Director, deems it appropriate; or when requested by the majority of the Executive Cabinet.

It is possible to hold meetings of the Executive Cabinet, with participants located in several places, contiguous or distant, connected via audio / video, and this under the following conditions,

which must be acknowledged in the meeting's minutes:

- a) that the Executive Director and the Secretary of the meeting are present in the same place, who will prepare and undersign the minutes;
- b) that the Executive Director can ascertain the identity and legitimacy of those present, regulate the conduct of the meeting, ascertain and announce the results of the vote(s);
- c) that the person taking the minutes can adequately hear the events being recorded;
- d) that attendees can participate in the discussion and simultaneously vote on the items on the agenda, as well as view, receive or submit documents;
- e) if all participants will not be located in the same physical space, the audio / video places connected by the Foundation must be indicated in the notice of meeting, in which the attendees will be able to attend, and the meeting need to be held in the same place where the Executive Director and the person taking the minutes are; moreover, as many attendance sheets as there are connected audio / video places where the meeting is held, must be prepared.

The convocation of the Executive Cabinet is made by means of a notice to be delivered to the home address or also by e-mail, but always in a suitable way so that the Directors and members of the Internal Audit Committee are informed at least eight days before the meeting. It will indicate the place, day and time of the meeting, including the agenda.

The convocation will not be necessary when all the members of the Executive Cabinet and the majority of the members of the Internal Audit Committee participate.

The discussions and resolutions of the Executive Cabinet are reported in a report drawn up by the Secretary General, and signed by him and by the Executive Director.

ARTICLE 15 - POWERS OF THE EXECUTIVE CABINET

The Executive Cabinet has all the powers, none excluded, to manage the ordinary and extraordinary administration of the Foundation.

The Executive Cabinet will have the power to:

- a) annually establish the directives and programs of activities of the Foundation in harmony with the general guidelines and priorities established by the Board of Directors and ensure the achievement of the Foundation's objectives;
- b) appoint the Secretary General;
- c) deliberate on the budget and the final account;
- d) approve the financial statements, the mission report and the Annual Social Activity Impact Report;
- e) deliberating on the establishment of operational offices in Italy;
- f) reporting annually to the Board of Directors and the Internal Audit Committee on the activities carried out by the Foundation in the previous year;
- g) deciding on the criteria to be adopted for the productive investment of the Foundation's assets;
- h) relegate powers and/or tasks to the Executive Director, the Deputy

Director or the Secretary General, in addition to those already statutorily assigned;

i) set up Committees, made up of Directors or experts including non-Directors, for the definition and concrete implementation of specific programs or projects, in line with the statutory purposes;

j) to grant powers to individual directors for the performance of specific tasks within the activities of the Foundation;

k) determine the spending limits and approve the maximum reimbursements envisaged for those who provide voluntary work;

l) approve the compensation ranges for any paid services that are necessary for the regular functioning of the Foundation's activities;

m) hire staff strictly necessary for the continuity of management and within the limits allowed by the available funds provided for in the financial statements;

n) determine, on the proposal of the Executive Director, the indemnity for the office of the Secretary General;

o) adopt internal regulations and fundamental instructions on the Foundation's activities.

ARTICLE 16 - OBLIGATIONS AND RESPONSIBILITIES OF THE EXECUTIVE CABINET

Among others, the obligations of the members of the Executive Cabinet are:

a) to ensure that the aims of the Foundation are realized;

b) participate in the meetings to which they are called;

c) carry out their duties diligently;

d) keep the Foundation's assets and values in a good state of conservation and production;

e) to fulfill in the activities the provisions of the laws in force and of this Statute.

The Directors will be jointly and severally liable before the Foundation for damages caused by acts in conflict with the Law and the Statute and by lack of diligence necessary in carrying out their tasks. Those who have voted against the decision will be exempt from liability, and those who, having not intervened in the decisive meeting, can demonstrate that they have no knowledge of the decision, or, in case they do, to have done everything possible to avoid the damage and at least have expressly opposed it.

ARTICLE 17 - TERMINATION OF OFFICE

The termination of office by the members of the Executive Cabinet will take place in the following cases:

a) for death or declaration of presumed death;

b) by renunciation;

c) due to incapacity, incapacitation, interdiction or incompatibility, in accordance with the provisions of the law;

d) for termination of the office for which members of the Executive Cabinet were appointed;

e) by decision of the judicial authority;

f) by revocation by the Board of Directors of the Foundation;

g) expiration of the term.

ARTICLE 18 - RESOLUTIONS

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The Executive Cabinet will be considered validly constituted if at least half plus one of the members is present.

Decisions will be made by simple majority. In the event of a tie, the vote of the Executive Director will prevail.

The minutes of the resolutions of the Executive Cabinet must be transcribed in chronological order in a specific register and must be signed by the Executive Director or the Secretary General.

ARTICLE 19 – SECRETARY GENERAL

The Secretary General is appointed by the Executive Cabinet. The Secretary General remains in office for three years and can be reappointed.

The Secretary General attends the meetings of the Executive Cabinet as an advisor. The Secretary General has the task of carrying out the resolutions of the Executive Cabinet, providing for what is necessary for the ordinary management of the Foundation. The Secretary General also has the task of carrying out, by delegation of the Executive Cabinet, any task assigned.

The Secretary General carries out the function of taking the minutes of the meetings of the committees of the Foundation, with the exception of those of the Internal Audit Committee. The reporting of the meetings is entrusted to a Notary in the cases provided for by the Applicable Regulations, or if the President requests the Secretary General's presence in any case.

The Secretary General is responsible for keeping the Book of Minutes of the Board of Directors, the Book of Minutes of the Executive

Cabinet and the Roll Book (list of Directors of the Board of Directors).

ARTICLE 20 – THE INTERNAL AUDIT COMMITTEE

The Board of Directors appoints an individual or a team to serve as the Internal Audit Committee. The Internal Audit Committee team is made up of three effective members and two alternates, one of which will function as Chair.

The collegial or single-member Internal Audit Committee remains in office for three years and can be reconfirmed.

The Internal Audit Committee performs the following functions:

- supervises compliance with the law, the Statute and compliance with the principles of correct administration;
- supervises the adequacy of the organizational, administrative and accounting structure and its concrete functioning;
- carries out tasks of monitoring compliance with civic, solidarity, and social utility purposes;
- certifies in its report that the Annual Social Activity Impact Report has been drawn up in compliance with the guidelines;
- proceeds at any time, even individually, to inspections and controls, and for this purpose, may ask the administrators for information on the progress of corporate operations, or a specific business (activities, initiatives, non-profit projects);
- draws up a report for each meeting, which must show its monitoring activities on the Foundation, and where the reports on the financial statements are recorded.

The Internal Audit Committee may also exercise accounting control in

the event that a person in charge of the external audit of the accounts is not appointed, under the conditions set out in the next article.

The Internal Audit Committee participates in the meetings of the Board of Directors and the Executive Cabinet.

ARTICLE 21 - THE EXTERNAL AUDIT COMMITTEE

The Board of Directors appoints an External Auditor or an External Auditing Company or alternatively can assign to the Internal Audit Committee, single or collective, the exercise of an External Audit provided that all its members are registered in the register of External Auditors.

In the event that the Internal Audit Committee, in charge of the external audit, is collegial, it is made up of three effective members and two alternates. The External Audit Committee Chair is elected from among the effective members.

The body in charge of the external audit remains in office for three years and can be reconfirmed.

The External Auditor or the External Audit Committee may be required to participate, without the right to vote, at the meetings of the Executive Cabinet, with particular reference to those relating to the discussion of the financial statements, as well as to those relating to decisions of particular economic, financial and equity importance.

The External Audit Committee must comply with relevant and applicable law.

ARTICLE 22 - FREE OF CHARGE VOLUNTARY OFFICES AND

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BOOK KEEPING OF EMPLOYEES

The Executive Cabinet are uncompensated for their services. They may be reimbursed for justified expenses resulting from the administration of their duties.

The Foundation may engage the services of employees and volunteers in accordance with the Applicable Regulations.

If it engages the services of volunteers, their assistance must be noted in the Foundation's Register of Volunteers, which is regulated by the same rules of the Statute that govern the Roll Book (List of Directors of the Board of Directors).

The Register of Volunteers can also be examined by any volunteer, who can make copies.

In addition to keeping the other books prescribed by the Applicable Regulations, the Foundation keeps:

- a) the Roll Book (list of Directors of the Board of Directors);
- b) the Book of Minutes of Meetings and Resolutions of the Board of Directors, in which the minutes drawn up by public act must also be transcribed;
- c) the Book of Minutes of Meetings and Resolutions of the Executive Cabinet;
- d) the Book of Minutes of Meetings and Resolutions of the Internal Audit Committee.

ARTICLE 23 – FINANCIAL STATEMENT

The financial year starts on January 1st and ends on December 31st of each year.

The financial statements consist of the balance sheet, the income statement, the management report indicating the income and expenses of the Foundation, and the mission report.

The Foundation will prepare the Annual Social Activity Impact Report.

The Foundation is required to adopt and draw up chronological and systematic accounting records aimed at expressing the operations carried out in each management period with completeness and accuracy.

The Foundation's financial statements must be drawn up within four months of the end of the financial year and adequately represent the patrimonial, economic, and financial position of the Foundation, distinguishing the activities directly connected to the institution. The final balance sheet for the year is retained at the headquarters of the Foundation and can be consulted by the members.

ARTICLE 24 - DISSOLUTION, DISCONTINUANCE AND TERMINATION

The dissolution of the Foundation, for any reason, can be approved by the Board of Directors.

In the event of dissolution, for any reason, the Board of Directors appoints one or more liquidators and determines the methods for liquidating the shareholders' equity and its devolution.

In the event of Dissolution, Discontinuance and Termination of the Foundation, the residual assets are devolved, subject to the positive opinion of the Office referred to in Article 45, paragraph 1, of the Third Sector Nonprofit Code, and unless otherwise required by law, to other

entities of the third sector according to the indications of the Board of Directors.

ARTICLE 25 – FINAL RULES

With rules of a regulatory nature or with other forms of internal provisions, the organization and methods of providing the Foundation's services will be governed by the Executive Cabinet, in harmony with the Statute.

In addition, the forms and methods of collaboration of the members of the voluntary associations, referred to in Article 4 of this Statute, will also be regulated.

For what is not expressly contemplated in this Statute, the rules of the Civil Code and the Third Sector Nonprofit Code apply.