

ACT CONCERNING A STATUTE CHANGE

Today, January the twenty second, two thousand and three,

Appeared before me, Mr ROMBOUT PIETER VAN DRONGELEN, notary at Oss, Netherlands, keeping office at Ravenstein, Netherlands:

Mrs Maria Ida Johanna van der Meijden, Born in Lith, Netherlands, on January thirty first, nineteen hundred and eighty two, choosing domicile at the office of the before mentioned notary, where she is employed, unmarried;

acting in this: as a written authorized agent for the whole board of the foundation:

“**STICHTING OVERKOEPELEND ORGAAN STAMBOEKEN**”, established and holding office at 3123 BP Schiedam, Netherlands, Schoener 2, registered at the Chamber of Commerce, Rotterdam, Netherlands, filed under number 41136106.

Appearer, acting as mentioned, declares by this act that she wants to partially change the statutes of the foundation, for which she declares beforehand the following:

- The statutes of the foundation were established by charter on January the eighth, nineteen hundred and ninety seven, executed by mr. N. Kloosterman, notary at Schiedam, Netherlands.
- After that the statutes of the foundation were never changed.
- The entire board has decided to change the statutes of the foundation and provided a written mandate to change the name and statutes of the foundation and to lay this down in an act concerning a statute change. This mandate will be attached to this act (appendix 1).

The appearer, acting as mentioned, declares in execution of the afore mentioned resolution to hereby change the statute of the afore mentioned foundation to be established as follows:

STATUTES:

Name, Domicile and Duration.

Article 1.

1. The foundation carries the name: **STICHTING “EUROPEAN STUDBOOK FOUNDATION”**.
2. She takes domicile in the city of Schiedam
3. The foundation has been established for an indefinite period of time.

Objective and Means.

Article 2.

The objective of the foundation is:

- a. to register reptiles and amphibians within her designated work area;
- b. to promote and regulate breeding with the designated reptiles and amphibians;
- c. to maintain a healthy population of reptiles and amphibians in captivity;
- d. and furthermore, everything which is connected directly or indirectly or is conducive to this, all in the broadest sense of the word.

Article 3.

The foundation tries to achieve her objective by;

- a. the release, getting released or promoting the release and/or support of the use of a computer registration program;
- b. providing information, in every possible way;
- c. cooperation with domestic or foreign organisations, which strive for the same objective as mentioned in article 2;
- d. organising (informational) meetings, lectures etc.;
- e. every other means, which lead to the intended objective;

- f. any other legal way.

Studbook holders/Studbook holders days.

Article 4.

- a. A studbook is defined as, within the objectives mentioned in article 2, the registration of reptiles and amphibians, in principle meant for breeding, divided in species/subspecies/geographical variety; cooperation between keepers of reptiles and amphibians registered in the studbook, supervised by a studbook holder.
- b. Studbook holders are those people designated by the board to administer and manage one or more studbooks.
- c. Keepers are those who own or keep reptiles or amphibians registered in a studbook.
- d. Contributors are those who support the foundation with a periodical contribution.
- e. Annually, there will be at least one studbook holders day.
- f. The studbook holders day will be announced in time by the board.
- g. At the studbook holders day, there will be:
 - a report from the secretary on the state of the foundation;
 - a report by the treasurer on the financial state of the foundation.

Funds.

Article 5.

The foundation can come into possession of funds by:

- a. subsidies and contributions issued to her;
- b. donations, testamentary dispositions and bequests;
- c. profits from her capital;

and every other legal way.

The foundation is authorized to accept testamentary dispositions only under the benefit of inventory.

The Board.

Article 6.

1. The board of the foundation consists of a by the board to be established number of at least three persons.
2. The board fills up themselves regarding that which is mentioned in the statutes.
3. The board chooses a president, secretary and a treasurer from among themselves. One person may fulfil more than one of these functions.
4. President, treasurer and secretary form together the executive committee.
5. If there is a vacancy that is not filled, the remaining board members will appoint a successor as soon as possible.
6. Decisions about appointment and function distribution among board members will be taken by a majority of at least two third of the votes cast by all board members.
7. The board will remain legally valid to act as such, notwithstanding the number of vacancy.
8. Someone who has not reached the age of eighteen, cannot be a member of the board.
9. The members of the board take no reward on account of their function for their work.

Board meetings en board decisions.

Article 7.

1. Annually there will be at least one board meeting.
2. Every calendar quarter there will be at least one meeting of the executive committee.
3. Furthermore, meetings will be held if and when the president finds this desirable or if one of the other board members puts a written request to the president stating the items which are to be discussed. When the president denies such a request, in such a manner that the meeting can be held within three weeks after the request, the applicant is authorized to call a meeting him/herself, regarding all proper formalities.
4. The notification for a meeting –subject to what is specified in section 3- will be done by the president, at least seven days before the meeting, notwithstanding the day of notification and the day of the meeting, by means of notification letters, telephone, e-mail or any other method secure enough so the ones summoned will know in time.
5. The notification will contain, other than place and time of the meeting, the items that will be discussed.
6. As long as during a board meeting all members of the board in function are present, valid decisions can be taken on all presented subjects under condition of a majority of votes, even when the rules for notification and holding a meeting were not met.
7. Meetings are presided over by the president of the board, when absent the meeting will designate a chairman.
8. Everything discussed in the meeting will be taken down in the minutes by the secretary or one of the other people present, when asked to do this by the chairman. The minutes will be confirmed and signed by those who functioned as chairman and secretary during the meeting.
9. The board can only make valid decisions at a meeting when the majority of members in function are present or have a written representation.
A member of the board can only be represented by a co-member of the board at a meeting after presenting a written, assessed by the chairman of the meeting, mandate.
A member of the board can only be an authorized person for one co-member of the board.
10. The board is allowed to take decisions outside meetings, only when all members of the board are given the opportunity to express their opinion by letter, telegraph, telefax or e-mail. An account will be made up by the secretary of a decision taken this way, that will be enclosed in the minutes after co-signing by the chairman.
11. Every member of the board has the right, due to his function, to cast one vote. Insofar the statutes do not state another kind of majority, all decisions of the board will be taken by the usual majority of all valid votes.
12. All voting at a meeting will be held verbal, unless the chairman thinks a written ballot is desirable or if one voting member asks this before the voting.
A written ballot will be done by unsigned, closed papers.
13. Blank voting will be seen as not cast.
14. Every dispute about the ballot, not covered by the statutes, will be decided by the chairman.
15. In a meeting of the executive committee, decisions can be made by a normal majority concerning all current affairs in the foundation.
16. The executive committee can make valid decisions about all subjects raised proviso a majority of votes, even if the regulations given by the statutes for calling and holding a meeting are not met.

Jurisdiction of the board

Article 8.

1. The board is responsible for running the foundation.

2. The board is qualified to enter into an agreement concerning buying, transferring or mortgaging register goods.
3. The board is qualified to enter into agreements, whereby the foundation stand as surety or as individual co-debtor for third party debts.

Representation.

Article 9.

The foundation is represented in and out of law by the board and also by the president together with the secretary or treasurer, or the secretary together with the treasurer.

End of Board membership.

Article 10.

1. Membership of the board ends by:
death of a member of the board, loss of free possession over his property and by cancellation.
2. Cancellation by a member of the board should be done with a term of at least one month.

Financial year and annual accounts.

Article 11.

1. The financial year of the foundation is equal to the calendar year.
2. At the end of every financial year the accounts of the foundation will be closed. The treasurer will make a balance sheet and a register of income and expense over the concluded financial year, which annual accounts will be presented to the board within six months after the financial year has ended.

Rules and regulations.

Article 12.

1. The board is authorized to lay down rules and regulations, in which the order on a studbook holders day, work distribution within the board and any other subject which is not covered by these statutes, is regulated.
2. The rules and regulations should not be in conflict with the law or the statutes.

Statute change.

Article 13.

1. The board is authorized to change these statutes.
The decision for this has to be taken with a majority of at least two third of the number of the votes cast by all members of the board, without any vacancy in the board.
2. The change has to be by notarial deed.

Dissolution and liquidation.

Article 14.

1. The board is authorized to dissolve the foundation. Article 13 point 1 is applicable to this decision.
2. The foundation will continue to exist after dissolution, insofar as this is necessary in connection with the liquidation of her capital or the relocation of any animals under her management.
3. The liquidation will be done by the board.
4. The liquidators will take care of the fact that the dissolution of the foundation registration will take place in the foundation register.

5. During the liquidation, the stipulations of the statutes will remain valid as far as possible.
6. A possible credit balance of the dissolved foundation will be used along the lines put down in the Rules and regulations.
7. Animals which are owned by the dissolved foundation will be transferred against costs to an organisation with similar objectives, which is able and willing to take over further management of the animals.
8. After liquidation, the accounts and papers of the dissolved foundation, will remain with the youngest liquidator for ten years.

Final clause.

Article 15.

In all cases not covered by both the law and these statutes or alternatively specified rules, the board will decide.

CONCLUSION

The appearer is known to me, notary. The identity of the appearer involved in this act, is by me, notary, or with the passing of an earlier act, or with the aid of the afore mentioned document, established.

The existence of a mandate is by me, notary, adequately established.

Where in this act unmarried or never been married is mentioned, this also includes not registered as partner in the sense of the registered partnership or haven been registered at some time.

NOTED in original is executed in Ravenstein, city of Oss, Netherlands, at the date mentioned in the head of this act.

Before commencing with the execution of this act, I, notary, have communicated the sum and substance of the act to the appearer and have given a clear explanation, I, notary, have furthermore pointed out the consequences which could come from this act for the parties concerned or one or more persons amongst them.

The appearer declared to have taken notice of the content of this act, to agree with it and to understand the explanation.

Next, I, notary, have read aloud part of the act.

Immediately after, the act was signed by the appearer and consequently by me, notary.

Signature follows

ISSUED AS TRUE COPY BY:

mr R.P. van Drongelen

Notary at Oss, Netherlands