

56643VD

FOUNDATION

FOUNDATION EUROPEAN SKRYABIN SOCIETY

Today, seventeen December Two thousand and twelve, appeared before me, Kees Theodoor Jozef van Duin, notary public at Enkhuizen:

1. Mr. Geert ALMA, born at Achtkarspelen on eight January Nineteen hundred and fifty-one, (Dutch driving license number 4358302301, issued at Wervershoof and valid until twenty two May Two thousand and eighteen), residing at Simon Koopmanstraat 5 at 1693 Wervershoof, municipality Medemblik, and married; and
2. Mr. Rolf KNAP, born in Amsterdam on seventeen October Nineteen hundred and thirty seven, (Dutch passport number: NWCH5F0K8, Issued at Drechterland and valid until fourteen October Two thousand and fourteen, residing at Ravenstraat 39 at 1697 KM Schellinkhout, municipality Drechterland, currently unmarried, not registered as partner or registered as such in the past.

referred to jointly from hereon as: 'the founder'.

The appearers declared as follows.

The founder establishes with this deed a foundation and thus draws up the following regulations

STATUTES

Article 1 – Name and seat

1. The name of the foundation is: **Foundation European Skryabin Society.**
2. The foundation resides in the municipality of **Amsterdam.**

Article 2 – Purpose

1. The foundation has the purpose of:
making the oeuvre of the Russian composer Alexander Nikolaievich Skryabin (Eighteen hundred and seventy-two – Nineteen hundred and fifteen) wider known, as well as creating greater interest in the cultural background, place and time when Skryabin lived and worked; and doing everything that is related to this or can be beneficial thereto.
2. The foundation seeks to reach its goal inter alia by organizing concerts, recitals, editing a bulletin, promoting studies of Skryabin and his time and all that belongs to this, is related or can be beneficial thereto, this in the broadest sense of the word.
The activities of the European Skryabin Society commence on six January Two thousand and thirteen, the bilateral Netherlands – Russia year and the hundred forty-first birthday of the Russian composer Alexander Nikolaievich Skryabin.
3. The foundation emphatically does not have making profit as its objective.
4. The foundation continues by and large the objectives of the Skryabin Society, founded in the European Year of music in Amsterdam dated six January Nineteen hundred and eighty-five, at the time of the hundred thirteenth birthday of Alexander Nikolaievich Skryabin and the objectives of which are analogous to paragraph 1 of this article.

5. The assets of the foundation consist of:
 - a. revenues of the activities of the foundation;
 - b. testamentary dispositions, legacies and donations;
 - c. subsidies and contributions;
 - d. revenues of the capital; and
 - e. possible other benefits.

Article 3 – Administration: composition, appointment, compensation, discharge

1. The administration of the foundation consists of at least three (3) natural persons.
The administration determines the number of administrators.
The administration retains its competences when not all members are present.
The administration can appoint among its members a chairman, secretary and a treasurer. One administrator can fulfill more of these functions.
2. The administrators are appointed by the administration.
Vacancies are to be filled as soon as possible, but in any case within three months of haven arisen.
3. Each administrator has to meet with the following prerequisites:
 - a. an administrator is a natural person
 - b. an administrator has full control over his property
4. Administrators are appointed for indefinite duration
5. All administrators can get a compensation for the costs that they have in all fairness made while performing duties.
The administrators no not receive compensation for performing their duties.
6. An administrator loses his position:
 - a. with his death
 - b. with his bankruptcy, with becoming subject to debt restructuring natural persons or with getting moratorium of payment;
 - c. with him being placed under trusteeship or when his entire property is forced into receivership;
 - d. with his voluntary resignation
 - e. with his discharge by the court;
 - f. with his discharge by all the other administrators, at least two in number.

Article 4 – Administration: convocation, meeting, decision-making

1. Each administrator is entitled to convene a meeting of the administration.
2. The convocation of the meetings of the administration is done in writing, a notice of at least seven days in advance, the day of the convocation and the one of the meeting not included, stating the day, the starting time and the place of the meeting and the subjects to be discussed (agenda).
The administrator, who for this purpose has announced an address to the foundation, can be called to the meeting of the administration by a legible and reproducible message electronically sent to that address.
3. The meetings of the administration are held at the place determined by the one who convenes the meeting.

4. If the stipulations of the previous two paragraphs are not observed, the administration can notwithstanding make lawful decisions when all administrators are present in the meeting or represented.
5. An administrator can authorize another administrator in writing to represent him in the meeting. An electronically recorded authorization is considered a written authorization.
An administrator cannot represent more than one co-administrator.
6. In the meeting of the administration each administrator has one vote. Insofar as these regulations do not prescribe a larger majority, decisions are made by the administration with an absolute majority of the votes cast.

In the event of a tie, the chairman shall have the casting vote.

Article 5 – Administration: conducting the sitting, minutes, decision-making outside the meeting.

1. The chairman chairs the meeting of the administration. In his absence the gathering itself is in charge.
2. The chairman of the sitting determines the way in which votes are cast in the meeting.
3. The in the sitting orally expressed verdict of the chairman of the meeting concerning the outcome of the vote is binding.
The same applies to the content of a decision; insofar a vote was cast on a proposal not put in writing. In case the correctness of the chairman's verdict is immediately refuted, another vote is cast, if the majority of the gathering or, in case there was not a roll-call or vote in writing originally, a person who is present and has the right to vote so desires. With this new vote the original vote ceases to have legal effect.
4. The person appointed for this purpose by the chairman records the proceedings of the meetings of the administration.
After they have been recorded, the chairman and the minutes secretary sign the minutes.
5. The administration can also in another way make decisions than in a meeting, if all administrators cast their vote in writing. A decision is then made if all administrators are in favor of a proposal.
A statement in writing is valid also when a legible and reproducible message is sent electronically to the address that the administration has decided upon for this purpose and which has been communicated to all administrators.

Article 6 – Administration: tasks and competences

1. The administration is in charge of directing and managing the foundation. Each administrator is in duty bound by the foundation to adequately perform the tasks assigned to him.
The administration is obliged to keep records of the financial position and of everything related to the activities of the foundation, as is required by these activities, and to safely store the relevant books, documents and other records in such a way that any given moment the rights and duties of the foundation can be known.
The administration is obliged to store referred books, documents and other records for seven years.

2. The administration is entitled to decide upon concluding an agreement to obtain, alienate or encumber registered goods and to conclude agreements, whereby the foundation is guarantor or personal debtor, support a third party or backs the debt of a third party.
3. Testamentary dispositions may only be accepted under the privilege of inventory.

Article 7 – Administration: representation

1. The administration represents the foundation.
2. The authority to represent is also attributed to two jointly acting administrators.
3. The in the previous two paragraphs of this article listed authorities of the administration and administrators to represent the foundation apply also when there is a conflict of interest among the foundation and one or more administrators.
4. The administration can decide to authorize occasionally or permanently one or more administrators and/or others, together as well as separately, to represent the foundation within the limits of that authorization.
In case another person than an administrator represents the foundation, this person will bear the title of “apposed secretary”.

Article 8 – Financial year; reporting

1. The financial year of the foundation is equal to the calendar year.
2. The administration is obliged yearly within six months after the end of the financial year to take stock of the balance and the costs and benefits of the foundation and record it.
The treasurer sends these documents before the end of the previously mentioned term to all administrators.
The administration draws up an annual account and year-report as referred to in article 2:300 Civil Code if the law requires this. In that case the administration leaves a copy of this for inspection by the administration in the office of the foundation with the data that must be added according to the law.
3. The administration can, before taking stock of the costs and benefits, have these documents examined by a by him appointed accountant as referred to in article 2:393 paragraph 1 Civil Code.
This auditor reports the findings of his examination to the administration. He records the findings of his examination in a statement attesting to the accuracy of the documents.
4. The administration takes stock of the balance and the state of costs and benefits of the foundation or the annual account within one month after the documents referred to in paragraph 2.
All administrators sign the certified documents. If a signature of one of them is missing, the reason for this is specified on the documents.
5. The in paragraph 2 specified term might be extended by the administration with at most five months if special circumstances warrant this.

Article 9. – Regulations

1. The administration can draw up one or more regulations. In the regulation rules or more specific rules are included, which the

administration deems necessary for the performance of its task. A regulation may never be in conflict with the statutes of the law. The administration can change and also repeal any regulation it has drawn up.

2. A regulation is recorded in writing, indicating the day on which it is implemented. This date cannot be before the date the decision was made.

Article 10 – Amendment of statutes

1. The administration is authorized to amend the statutes.
2. The decision to amend the statutes can only be made with a majority of at least two thirds of the cast votes in a meeting in which all the administrators are present or represented.

If in the meeting in which the issue of amendment is raised, the required number of administrators is not present or represented, a new meeting can be convened after this meeting, taking place not earlier than three and not later than six weeks after the first meeting. In the new meeting the decision for amendment can be made with a majority of at least two thirds of the cast votes, irrespective of the number of administrators present or represented.

3. If a proposal to amend the statutes is put forward, this has to be mentioned with the convocation of the specific gathering. The exact text of the proposed amendment must be added to this convocation. The term of the convocation must in this case be at least two weeks.
4. An amendment of statutes comes into force on the date specified by the administration, but not before a notarial act of this has been drawn up. Administrators who are entitled to represent the foundation are also entitled to draw up this act.
Two jointly acting administrators are entitled to draw up this act.
The administration can authorize one or more administrators and/or others, together as well as separately, to draw up the act of amendment of statutes.

Article 11 – Merger; separation; transformation

To a decision of the administration to merge or separate in the sense of title 7 of Book 2 Civil Code and to a decision of the administration to transform the administration into another legal form in compliance with article 2:18 Civil Code, apply what is specified in paragraph 1,2 and 3 of the previous article to the extent possible, without prejudice to the stipulations of the law.

Article 12 – Dissolution and settling of accounts

1. The administration is authorized to dissolve the foundation.
To the decision to dissolve applies, to the utmost extent possible, what is specified in article 10, paragraph 2 and 3.
2. The administration determines with its decision to dissolve on the allocation of possible assets. This allocation has to be as much as possible in keeping with the purpose of the foundation.
3. The administration is responsible for the settling of the capital of the foundation, insofar no other settler(s) was (were) appointed by the decision to dissolve.

FINAL DECLARATIONS

The appearers declared finally:

First administration

The first administration consists of two (2) administrators.

By way of derogation from article 3, paragraphs 1 of these statutes, the following persons are for the first time appointed as administrator:

1. Mr. Gerard Alma, aforementioned, as chairman;
2. Mr. Rolf Knap, aforementioned, as secretary/treasurer.

First financial year

The first financial year of the foundation ends on thirty-one December Two thousand and thirteen (31-12-2013)

Address

The address of the foundation is Ravenstraat 39 at 1697 KM Schellinkhout, municipality Drechterland.

ATTACHMENTS

There are no documents attached to this act.

END

I, notary public, know the appearers.

The substance of this act has been communicated and explained to the appearers. Also the consequences for (one of the) parties that follow from the content of this act have been pointed out. The appearers have declared not to wish a complete reading of the act, to have timely received the draft of this act before it was drawn up, to have taken notice of the content of this act and to agree to its content. Immediately after the limited reading, this act was signed in Enkhuizen on the date mentioned in the heading of this act by the appearers and subsequently by me, notary republic.

Follow signature.

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