

REGISTER N° 690

**ARTICLES OF INCORPORATION
“FONDAZIONE SILVANA ARBIA”**

REPUBLIC OF SAN MARINO
IN THE NAME OF GOD – AMEN

The year two thousand fourteen (2014), on Saturday the eighth (8th) of November.

Captains Regent of the Local Authority, Mr Gian Franco Terenzi and Mr Guerrini Zanotti

ON THIS DAY: Nov. 8, 2014 – 1714 d.f.R. *(from the founding of the Republic)*

the following qualified individuals, personally known to me and having with my consent declined the presence of witnesses, appearing before me, Dr. Antonella Bonelli, Public Notary of San Marino, in my office located at Via Gino Giacomini 13, spontaneously and of their own free will:

ARBIA SILVANA, born in Senize (PZ), on November 19, 1952, residing in Rome at via Francesco Sivori 41 *(handwritten)*, Fiscal Code number RBASVN52S54I610Z *(handwritten)*, Italian citizen

BAREDI ALBA, born in Cesenatico (FO), on August 23, 1942, residing in Serravalle (RSM), at Viale degli Ulivi 47, ISS *(social security)* code 50535, San Marino citizen;

CASADEI LARA, born in Sam Marino, on November 4, 1973, ISS code 24359, residing in Domagnano at via Cà Giannino 1, San Marino citizen;

CENCI ITALIA ITALIA, born in Milan, on January 13, 1937, residing in Borgo Maggiore at via L. Cibrario 7, ISS code 18030, San Marino citizen

(in left margin: BONELLI NOTARIAL AND LAW OFFICE/ Dr Antonella Bonelli, Esq./ via G. Giacomini, 13 – 47890 Republic of San Marino City – Tel. 0549 992701 – 992245 – Fax 0549 990270 – E-mail: abonelli@omniway.sm)

(in right margin: N° 13 signatures)

(officially signed and stamped by Dr. Bonelli, Notary)

(end page one)

CHERUBINI AURORA-CONFORTA, born in Subbiano (AR) on June 20, 1951, residing in Montegiardino at strada della Giudera 4, ISS code 12977, San Marino citizen;

DREGZA DRENKA, born in Split (Croatia) on July 30, 1948, ISS code 50276, residing in Domagnano at via dei Ginepri 11, San Marino citizen;

MACCAGLI CESARINA, born in Sassofeltrio (PS) on April 23, 1958, residing in Borgo Maggiore (RSM) at Via Decima Gualdaria 4/A, ISS code 23001, San Marino citizen;

MORGANTI FAUSTA SIMONA, born in San Marino on August 20, 1944, residing in San Marino at via N. Bonaparte 27, ISS code 1776, San Marino citizen;

MULARONI FRANCESCA, born in San Marino on October 4, 1971, ISS code 21143, residing in Borgo Maggiore (RSM) at Via Saffi 4, San Marino citizen;

SOLLECITI FLORIANA, born in Morciano di Romagna (RN) on December 6, 1947, residing in Domagnano (RSM) at Strada di Paderna 117, ISS code 20766 San Marino citizen;

RIGHI MARIATERESA, born in Treviso on September 16, 1964, ISS code 20186, residing in Borgo Maggiore (RSM) at Via Carditta 7, ISS code 4806, San Marino citizen;

RIDOLFI GIUSEPPINA, born in Chiusi dell’Averna on March 19, 1943, ISS code 21143, residing in Borgo Maggiore (RSM) at Via Regina Vittoria 16, ISS code 4806, Italian citizen;

VERBENA MARINA, born in San Marino (RSM) on June 25, 1964, residing in Borgo Maggiore (RSM) at via Cà dei Lunghi 50, ISS code 15301, San Marino citizen

(end page 2)

request that I draft the present document inasmuch as: the said persons declare their intention to establish a Foundation to be called “Fondazione Silvana Arbia,” with offices registered in Borgo Maggiore at via Cà dei Lunghi 50.

The purpose of this Foundation shall be to prevent and/or reduce the threat to peace imposed by the recruitment and forced conscription of children under fifteen years of age coming from the Great Lakes Region of Africa, by removing and/or reducing obstacles to their education and other forms of protection.

The Foundation intends to activate publicity campaigns aimed at prevention and to provide support for these children, residents of the African Great Lakes region, who are at risk due to the environmental conditions which impede their fundamental right to grow and do not allow their personalities to develop. In particular, while educational and informational activities shall be accessible to all, focus will be on providing support to mothers and other women in close contact with children, with the aim of protecting these children from the risks of being kidnapped and coerced into participating in military operations.

To achieve these ends, the Foundation may:

- Take action against poverty and promote research and data gathering activities;

- Promote drafting an international convention to set up standards of prevention and protection;
- Build up and reinforce the capabilities of mothers and other female figures close to minors to protect these minors from the risk of being kidnapped,
(end of page 3; notary stamp and signature; participants' signatures along right margin)

captured or undergoing other forms of recruitment or involvement in military operations.

The Foundation may also carry out additional activities in support of the objectives stated here above and may collaborate with governments and non-governmental organizations, public or private, which have proved their competency and commitment to neutrality.

Initial assets of the Foundation will be to the amount of € 20,000 (*twenty thousand euro*) derived from the Peace Prize of the Soroptimist International of Europe, which has been awarded to Dr. Silvana Arbia and deposited by the Soroptimist Club of San Marino on her behalf. This figure may be increased by means of donations and contributions offered by those who are interested in furthering the cause to which the Foundation is dedicated.

The organization shall be governed and shall carry out its activities in accordance and compliance with the rules of the Statute which the parties appearing before me today have submitted to my attention, undersigned by said persons and by me, in my capacity as Notary, and which is attached to the present document, under letter A).

The governing bodies of the Foundations shall be:

- The Board of Directors;
- The General Assembly;
- The Board of Statutory Auditors or individual statutory auditor, if nominated.

Powers and functions of said bodies are listed in the statute attached herewith.

(end of page 3)

(official San Marino tax stamp €20)

CHARTER

“FONDAZIONE SILVANA ARBIA”

Name – Purpose – Registered Office – Duration

Art. 1) The Foundation known as “FONDAZIONE SILVANA ARBIA” is hereby constituted.

This Foundation is a private entity, possessing full juridic powers, as per the laws of San Marino and the present Charter, established according to the expressed will of Silvana Arbia to dedicate the sum assigned to her as a Peace Prize by the SIE in the year 2013 to carry out the objectives described here below.

The Foundation is not-for-profit.

Art. 2) Registered Office

The Foundation headquarters shall be situated in the Republic of San Marino, in the residence of Borgo Maggiore, via Cà dei Lunghi 50.

Art. 3) Purpose

The purpose of the Foundation shall be to contribute to the prevention and/or reduction of threats to peace imposed by the recruitment and forced conscription of children under fifteen years of age coming from the Great Lakes Region of Africa, by removing and/or reducing obstacles to their education and other forms of protection.

The Foundation intends to activate advertising campaigns aimed at prevention and to provide support for these children, residents of the African Great Lakes region who are at risk due to environmental conditions which impede their fundamental right to grow and do not allow their personalities to develop. In particular, while educational and informational activities shall be accessible to all, focus will be on providing support to mothers and other women in close contact with children, with the aim of protecting these children from the risks of being kidnapped and coerced into participating in military operations.

The Foundation, in order to reach these objectives, may:

(end of page 4; signed and stamped by Notary; participants' signature along right margin)

- Take action against poverty and promote research and data gathering activities;
- Promote drafting an international convention to set up standards of prevention and protection;
- Build up and reinforce the capacities of mothers and other female figures close to minors to protect such minors at risk for kidnapping,

The Foundation may also carry out additional activities in support of the objectives stated here above and may collaborate with governments and non-governmental organizations, public or private, which have proved their competency and commitment to neutrality.

Art. 4) Assets

Initial assets of the Foundation will be to the amount of €20,000 (*twenty thousand euro*) deposited by the Soroptimist Club of San Marino on behalf of Dr. Silvana Arbia, derived from the S.I.E. Peace Prize awarded to her in 2013, as described in the articles of incorporation and to be dedicated to the purposes as determined by the founders.

These assets may be increased with revenue and proceeds deriving from such assets themselves, as well as from the activities carried out by the Foundation; from donations, contributions or bequests; from grants offered by Public Entities, or endowments from Founding, Associate and Supporting members; from revenues obtained via institutional, ancillary, instrumental and related activities. The Foundation shall provide for its own financial needs by means of such revenues.

Art. 5) Accounting Period

The Foundation's activities shall be organized based on annual programs and projects or those lasting several years. The fiscal year shall begin on January 1 and terminate on December 31 each year.

(end of page 5)

The General Assembly shall approve the Foundation's annual budget.

The Foundation's governing bodies, each according to its relative area of competence, may take on obligations and commitments within the limits of their budgetary allotments.

Any economic surplus from any given fiscal period must be employed to cover any losses previously incurred or to further the Foundation's activities, through purchase of materials or services to support such activities.

No revenue, surplus funds, assets or cash reserves may be otherwise distributed as long as the Foundation shall be in existence, unless otherwise required by law.

Art. 6) Ordinary Members

The title of "Ordinary Member" may be bestowed upon any physical or juridic person, whether public or private, who, or any organization which, in support of the Foundation's objectives, contributes to the achievement of these objectives.

The title of "Ordinary Member" shall be bestowed only following deliberation by the Board of Directors, whose decision shall be irrevocable.

Art. 7) Supporting Members

The title of "Supporting Member" may be bestowed upon physical or juridic persons, whether public or private, who, or any organization which, contributes to achieving the Foundation's objectives by providing financial support, or by providing the Foundation with relevant services, even of a professional nature, or by providing other goods or services. The title of "Supporting Member" shall be bestowed, and the duration of such membership established by the Board of Directors upon acceptance of the request or contribution of such persons or organizations and in relation to the nature and scope of the endowment.

Art. 8) Founding Members

(end of page 6; signed and stamped by Notary; participants' signature along right margin)

Founding Members are those who have participated in drafting and signing the Articles of Incorporation.

Founding Members shall have Lifetime Memberships

Art. 9) Governing Bodies

The Governing Bodies of the Foundation shall be:

- The Board of Directors;

- The General Assembly;
- The Board of Statutory Auditors or individual statutory auditor, if nominated.

Art. 10) The Board of Directors

The Board of Directors shall be comprised of 3 to 5 members, nominated by the General Assembly by majority vote, who shall hold their posts for three years and may be re-elected. The Chairperson of the Board shall be nominated by the General Assembly while the Treasurer and General Secretary will be elected from among the Members of the Board itself.

The Board of Directors shall be entrusted with all ordinary and extraordinary Administrative duties of the Foundation, with the exception of those assigned by Charter to the Assembly of Members. In particular the Board shall:

- Propose general policy lines for the Foundation's activities and relative objectives and programs, within the scope of the objectives and activities as per art. 3;
- Nominate the General Secretary and Treasurer from among its members;
- Draft the provisional budgets and balance sheets;
- Deliberate on whether to accept bequests, legacies and endowments as well as whether to purchase or divest of property;
- Accept new Ordinary or Supporting Members into the Foundation;
- Deliberate every act and initiative of ordinary and extraordinary administration;

(end of page 7)

- Nominate, for single events, commissions or committees composed of Members of the Board and also external physical or juridic persons. Such committees shall, in part or entirely, carry out functions for these events. They shall, moreover, be required to report to the Board periodically regarding the progress of the event project, both in executive and administrative terms.

The Board may delegate a part of its powers to individual Board Members including the Chair.

Art. 11) Convocation and quorum

Meetings of the Board of Directors may be convened on request by the Chair or by request of at least half of the Board Members, by means of a registered or hand-delivered letter, mailed or

delivered to allow at least six days notice, or by e-mail or fax if the recipient has supplied the necessary contact information and declared such means of communication to be valid, or, in case of emergency, by telegram, e-mail, fax or telephone sent with three days notice.

Meetings of the Board of Directors shall be quorate if a majority of members are present and resolutions may be passed by a majority of those present. The Chairman shall have the deciding vote in the event of a tie. The Honorary President may participate with an advisory vote.

Art. 12) The Chair

The Chairperson of the Foundatrion shall also serve as Chair of the Board and shall be nominated by the General Asssembly.

The Chairperson shall be the legal representative of the Foundation before third parties and shall act and stand before any administrative or judicial authority, nominating attorneys; shall exercise all and any powers of initiative necessary to assure the Foundation's proper administrative and management functions; may delegate individual tasks to

(end of page 8; signed and stamped by Notary; participants' signature along right margin)

other Board Members who may, in case of absence or incapacity of the Chair, carry out said functions.

In particular, the Chairperson, together with the Honorary President, may handle relations with Agencies, institutions, Public or Private Enterprises and other organizations, also with the objective of establishing collaborative and supportive relationships with them with regards to individual initiatives taken by the Foundation; moreover the Chair shall submit the general program guidelines and specific initiatives that fall within the scope of the Foundation's activities to the Board.

The Foundation Chair, on behalf of the Honorary President, may represent the Foundation during events and public initiatives in support of the various activities and in matters of external relationship management.

13) Honorary President

The Honorary President shall be nominated by the Board of Directors who shall choose this President from among those individuals who have distinguished themselves nationally or internationally. This post shall be maintained until it is either revoked or upon the President's resignation.

The first Honorary President shall be named in the Articles of Incorporation.

The Honorary President shall be invited to participate in all Board Meetings, having been granted an advisory vote.

The Honorary President may represent the Foundation during events and public initiatives in support of the Foundation's activities as well as in relationships with national and international organizations aimed at seeking support for the Foundation's activities, keeping the Board informed of such representation. He or she may delegate such external affairs and representation to the Chair.

Art. 14) General Secretary

The General Secretary shall be nominated by the Board of Directors from among its components for a three-year term and is eligible for re-election. The General Secretary shall be in charge of

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coordinating the organization and functions of the Foundation, preparing the agenda for Board Meetings. He or she shall be present at all meeting, fulfilling the duties of secretary by taking minutes of such meetings and being responsible for the filing, sending and reception of correspondence. Moreover, he or she shall carry out any additional tasks delegated to him/her by the Chairperson or the Board.

Art. 15) General Assembly

The General Assembly shall be comprised of Founding and Ordinary Members and shall be convened by means formal notice issued to the domicile of the Members, Directors and Board of Statutory Auditors, if nominated, ten days prior to the assigned date.

Such notice shall indicate the date, time and location of such meetings in both first and second convocation as well as listing the items on the agenda.

All meetings shall be held in the Republic of San Marino.

A second convocation may be held on the same day, as long as at least one hour has passed from the first one.

The Assembly shall be considered validly constituted when: at least one fifth of members in good standing are present at the first convocation; no minimum number of members is required for a second convocation.

The Assembly shall be considered regular, even if not convened, when all Founding Members, Directors and Statutory Auditors, if nominated, are present.

The regularly constituted Assembly decisions shall be based on absolute majority vote by members present.

Founding Members may be represented in the Assembly by other Members by presenting a simple proxy statement.

Should the Directors fail to convene the Assembly according to the provisions of Law or the terms of the present Charter, each Founding Member may request that the Court Manager

(end of page 10; signed and stamped by Notary; participants' signature along right margin)

convene a meeting and designate a chairperson.

The Assembly shall be presided by the Chairperson or, in case of his or her absence or incapacity, by the General Secretary. Should the General Secretary also not be in attendance, the Assembly shall nominate a person to chair the meeting.

The Assembly must be convened at least once a year to deliberate the annual budget.

Other duties of the Assembly include:

1. the nomination of the Chair and the Board of Directors;
2. the nomination of the Board of Auditors or individual auditor, when required;

The Assembly shall also be convened to deliberate:

1. any pertinent item of business relative to the management of the organization as required by law or in the present Charter;
2. any questions which the Board deems to be under its jurisdiction;
3. any proposals on the part of the Board of Directors regarding changes to be made in the present Charter;
4. dissolution and liquidation of the Foundation;
5. nomination and granting of powers to the liquidators, as well as determination of their recompence;
6. destination of any assets resulting from such liquidation.

Art. 16) The Board of Statutory Auditors or individual statutory auditor

If nominated, the Board of Statutory Auditors shall be comprised of two members:

The Board of Statutory Auditors or individual statutory auditor shall be nominated by the Board of Directors.

(end of page 11)

The Board of Statutory Auditors or individual statutory auditor monitor the management of the Foundation's finances, assuring that books and ledgers are accurately kept, examining budget proposals and balance sheets, and drafting relative reports.

The Board of Statutory Auditors or individual statutory auditor are elected for three-year, renewable terms. Components of the Board of Statutory Auditors or individual statutory auditor may attend the Board of Director's meetings.

Art. 17) Duration and dissolution

The Foundation shall have unlimited duration, and may, upon deliberation by the Board of Directors, evolve, merge or collaborate other organizations with the intent of facilitating the realization of the Foundation's stated objectives. Should the Foundation dissolve for any reason whatsoever, any remaining assets, after payment of any expenses due, shall be awarded, upon deliberation by the Assembly, to other organizations following similar aims or, in any case, working towards providing public benefit.

Art. 18) Recourse clause

Any issues not covered herein shall be subject to the Laws of the Republic of San Marino regarding the matter and in particular those dealing with corporate law, when applicable.

(participants' signatures)

(end of page 12)

(signed and stamped by Notary; n° 10 tax stamps of €1.00 each)

(end of page 13)

Marina Verbena shall hold the power in the first instance to authorize any modifications, amendments or deletions to the present Act of Incorporation and the attached Charter as requested by the competent authorities regarding legal recognition of the Foundation, as long as such modifications do not significantly deviate from the will of the constituents.

The Board of Directors has elected from among its members identified here above **Maccagli Cesarina** as **Treasurer**, **Baredi Alba** as **General Secretary** and **Ridolfi Giuseppina** and **Cherubini Auroro-Conforta** as components.

Francesca Mularoni *(handwritten)* has been nominated Individual Auditor.

Those hereby appearing before me declare to have elected **Dr. Silvana Arbia**, upon whose ideas this Foundation was conceived and whose contribution constituted its initial assets, with her donation of the Peace Prize awarded to her by the Soroptimist International of Europe, to the position of **Honorary President**.

All persons named herein are present and indicate their acceptance by signing the present document; they declare that they are qualified to do so and have supplied the in concomitance with the Foundation's registration request.

For the full observance of these things to which the constituent parties have committed themselves, goods and heirs, with the oath they have sworn according to legal practices.

(end of page 14, signed and stamped by Notary; participants' signature along right margin)

As requested, I, the Notary, have drafted the current document, published and read it aloud to the interested parties, who approve and undersign it with me here below.

(n° thirteen signatures, plus Notary Stamp and signature)

(stamped) Archives and Registry Office – Republic of San Marino

Registered on

November 11, 2014

In Vol. 2014*(handwritten)* N° 9841*(handwritten)*

Fees paid Euro six hundred seventy/00 (€670.00) *(handwritten)*

Court Manager

(signed)

(official stamp: Archives and Registry Office – Republic of San Marino; 11 Nov, 2014)