

## **AMENDMENT/ CODIFICATION OF STATUTE OF THE CIVIL NON-PROFIT COMPANY UNDER THE NAME 'EXELIXI ZOIS CIVIL NON-PROFIT COMPANY'**

In Athens, today Monday 02/07/2021 the following parties:

- a) Dimitra Kalantoni, of Sotirios, resident of Palaio Faliro, Amfitritis str. no 42B, holder of the no. X 938807 ID card, born in Athens in 1976, with Tax Registry Number 073948893, Tax Office of Palaio Faliro and
- b) Stefanos Deligiannis, of Panagiotis, resident of Athens (Neos Kosmos), Misonos str. no.22, holder of the no. AO 048164, born in Khartoum, Sudan in 1968, with Tax Registry Number 026842010, Tax Office 17<sup>th</sup> (IZ) of Athens

### **A. Background**

Dimitra Kalantoni along with Dimitrios Vazaios, of Emmanouil, in accordance with the statute signed on 15/02/2018 founded the CIVIL NON-PROFIT COMPANY with the name "EXELIXI ZOIS CIVIL NON-PROFIT COMPANY". The initial statute was registered in G. CO.R., No: 145307001000.

Consequently, according to the Amendment /Codification of the statute of the same company signed on the 4<sup>th</sup> of April 2019 which was registered on G.CO. R, Mr. Dimitrios Vazaios, of Emmanouil exited from the company for personal reasons and the under b) partner – regular member Ms. Kalliopi Antonopoulou entered, as detailed in the relevant statute. At the same time, Articles 12 and 20 of the statute were amended and its content was codified in accordance with the changes.

Furthermore, according to the Amendment/Codification of the Statute on the 28<sup>th</sup> of May 2019, Article 2 was amended regarding the headquarters of the Company and accordingly there was a codification of the statutes based on the changes that were made.

Finally, according to the Amendment/ Codification of the Statute on the 29<sup>th</sup> of September 2020, the partner Ms. Kalliopi Antonopoulou has exited the Company and the above mentioned second contracting party Stefanos Deligiannis entered in her place. The newly entered partner, Stefanos Deligiannis, who entered in the place of the exiting partner Kalliopi Antonopoulou paid to the exiting partner Kalliopi Antonopoulou the amount of fifty euros (50,00 €) and received her five (5) shares, valued ten euros (10,00€) each, therefore his contribution equals to the amount of fifty euros (50,00€). Following this, the new partners of the company, namely Dimitra Kalantoni and Stefanos Deligiannis proceeded to the amendment of Articles 4,8,9,11 and 13 of the Statute of the Company, the abolition of article 19 and the amendment of article 20, by then article 19 following the new numbering, whereas they introduced Chapter E, articles 20,21 and 22 in the Company's Statute.

Hereby, the contracting parties agree and stipulate unanimously the following:

- a) Following unanimous decision of the partners, the partner Stefanos Deligiannis transferred to the partner Dimitra Kalantoni four (4) of his shares, valued ten

members to third parties. Also, money that have been received from credit institutions as a loan on behalf of a member and claims for benefits in kind from the company towards its members shall not be subject to seizure in hand of the company as a third party.

c) Proceed to codification of the new amended statute of the company as follows:

## **B. Amendment of Statute / Codification**

Thereupon, for the sake of easier handling of their transactions and formalities, they proceed to the codification of their statutory company document, which after today's amendment is in a unified text as follows:

### **Codified Statute of Civil Non-profit Company**

#### **“EXELIXI ZOIS CIVIL NON-PROFIT COMPANY”**

## **CHAPTER A**

### **ESTABLISHMENT-NAME-HEADQUARTERS-PURPOSE-DURATION**

#### **Article 1<sup>st</sup>**

##### **Name**

A civil non-profit company under the name “EXELIXI ZOIS CIVIL NON-PROFIT COMPANY” is hereby established with the distinctive title “Exelixi Zois”. For transactions abroad, the above-mentioned name and distinctive title may be used in faithful translation in any language, or they will be used with Latin characters indicatively as follows: with Latin characters as “Exelixi Zois Astiki mi kerdoskopiki eteria” or in the English language as “Life Evolution non-profit civil partnership”

The company constitutes an autonomous legal entity, and it will be governed by the provisions of articles 61 et seq. and 741 et seq. of the Civil Code that are akin to the type of the company i.e., public benefit, non-profit, civil company which does not distribute any profits from its activities to the partners and all the legal provisions that are akin to its type and purpose.

#### **Article 2**

##### **Registered office**

The Municipality of Nea Smyrni in the Regional Unit of South Athens, in the region Attica, in the prefecture of Attica is defined as the registered office of the company, with current address of the offices in the no.229 of Sungrou Avenue, PC 17121.

4. The reunification of minors and adults with their family, regardless of the cause of their family estrangement.

5. The strengthening of the local and national social fabric, the creation of stable and unbreakable links between the citizens of the country and the place where they live, the promotion of employment, the strengthening of social cohesion, the psychological support, the care of the physical, spiritual, educational, psychological needs of the minors and adults of post-adolescent age who will benefit, aiming to create active, responsible and capable citizens for the country, including specialized training in the sectors in which they are active or wish to become active in the future, and the general strengthening of the country's development.

## II) The specific purposes of the company are:

1. The establishment and management of suitable places for the daily reception of adolescents, minors or adults of post-adolescent age, coming from Charitable Foundations and any Actor that operates as an Orphanage or cares for children with disabilities.
2. The provision of regular or even daily education, training and further learning to these persons in specific areas of science, technology and general knowledge of the human intellect. In particular, but not limited to, teaching and training the beneficiaries in various kinds of arts or techniques to be determined by the General Assembly of members.
3. Addressing youth unemployment and employing young people in jobs that suit them through targeted employment allocation, according to the needs of the labour market and current labour trends. Creating the conditions and requirements that will promote a culture that fosters productivity, innovation and initiative in the workplace and the wider social environment, through the creation of new businesses and initiatives, utilizing their talents, skills and particular concerns.
4. The establishment of a Scholarships Program with objective criteria and transparent procedures to be determined by the General Assembly of the Company following the recommendation of the manager. The object of the scholarship program will be exclusively to cover the tuition fees and related costs of attending public or private institutions specializing in vocational training.
5. The health care of the beneficiaries of the Institution and their protection (of any kind) in situations of force majeure or emergencies.
6. The spreading of the concept of volunteering.
7. The Creation and management of a social network for the provision of voluntary services and volunteering in general in actions and areas related to the Company's purposes.
8. The development of the institution of fostering and participation in the programs of fostering minors and adoption by supporting and training prospective adoptive parents or foster parents and preparing children for integration into new families.
9. The creation of an international network of organisations with similar purposes to the Company's, under joint auspices, as an international organization. The networking of these organisations in every way, including an online communication platform for the educators

12. Organize cultural events, lectures, conferences, exhibitions and in general to carry out all events related to its purposes.
13. Have access to any National or International Fund for Financing, Entrepreneurship or Development or to cooperate in any way with local authorities of any level, public or private legal entities and in general any kind of public actor for the achievement of its purposes.
14. Research, study and/or implement educational projects and, in general, any kind of program related to or referring to its purposes.
15. Produce and make available printed and electronic communication material.
16. Organize and implement exhibitions of all kinds of visual arts, photography, video recordings, game shows, sports competitions, theatrical performances, events, etc. or to participate in such activities.
17. Establish or manage cultural spaces, sports facilities, theme parks for creative activity or care of children, adults, special groups of the population.
18. Establish a lending library and information center.
19. Seek networking, at national and international level, partnership and development of cooperation relations, mutual respect and trust with any legal entity, national or international, in order to achieve its purposes, to cooperate with local authorities, Administrative Regions, State Services, other actors, NGOs, Schools, Children's workshops (theatre, creative activities, etc.), Associations, Museums, Institutions, Cultural spaces, Educational spaces, companies with similar purposes, University Networks, Partnerships, Chambers, volunteers for the exchange of know-how, the submission and implementation of joint projects and proposals related to the purposes of the Company.
20. Carry out, participate, organize, present radio and television Productions that relate to the purposes of the company.
21. Create, organize and coordinate as far as possible a sound network of persons providing free educational, medical, psychological services and generally any kind of networking related to its purposes.
22. Provide consultancy services for the planning, implementation, management of projects related to education, edification, culture and in general everything related to the purposes of the Company.
23. Educate and train the members of the company, or third parties through their participation and practical involvement in the company's activities, as well as to organize learning courses, seminars and any other educational activity related to the purposes of the company.
24. To engage in any form of economic activity, such as the sale of products or the provision of services related to its purposes and actions to third parties, even for a fee, for its financial survival, the financing of its purposes and its general operation, and to carry out any productive, consumer, developmental, social, educational or cultural work related to its actions.

40. Create a network of persons providing primary, secondary or higher education in the country or abroad for personal, intellectual and professional upgrowth of the beneficiaries.

41. Carry out studies and promote its work.

42. Constantly monitor the mental health of the beneficiary adults of post-adolescent age, in cooperation with psychologists specialized for this purpose, with the aim of their mental balance and their smooth integration into the society, and their full professional rehabilitation after the completion of care - housing - hospitality by Charitable Institutions or other Actors that function as Orphanages.

43. Organize voluntary public benefit actions and interventions at local or national level, with the participation of members of the Company and beneficiaries, with the main but not the only purpose of linking the beneficiaries with the local community, strengthening the social fabric, developing the social responsibility and their active social action.

44. Take initiatives to reduce criminality in areas hosting training spaces or company activities, reduce delinquency among adults of post-adolescent age and young people in general.

45. Provide and receive in every way all kinds of objects and equipment used and/or customarily used for the learning of art or science and in general any school material.

46. Donate to educational institutions or organizations in the country or abroad, which have same purposes to the company, all kinds of objects and equipment used and/or customarily used for the teaching of art or science and, in general, any school material.

47. Inform the beneficiaries about labour rights and economic or working conditions in the sector of employment where they expect to be employed.

The post-adolescent age for the above purposes of the company is defined as 18 to 23 years. However, by resolution of the General Assembly of members, the company shall have the right to admit to its programs young men and women up to the age of 25 years.

The above list of purposes and the means of achieving them are indicative and not exhaustive

## **CHAPTER B**

### **MEMBERS-REGISTRATION-EXIT-DELETION-OBLIGATIONS-RIGHTS**

#### **Article 5**

#### **MEMBERS**

1. Members of the company can become:

α) Any natural person who is inspired and sensitized by its principles and objectives.

Following the decision of the General Assembly to accept a new candidate as a regular member, the new member shall be entered in a special register to be kept by the company and the entry shall constitute proof of the existence of regular membership.

The members of the company, whether regular or non-regular, may be employed to the company with an employment contract or as independent service providers, on the following terms and conditions:

- The contract and the person selected, without the person's participation in an eventual vote, by decision of the General Assembly that has been convened, it shall be decided by at least 1/3 of the members of the company and by a majority decision of at least 2/3 of its members, without the vote of the member concerned.
- The contract must not violate the affection societatis (intention of partnership) of the partnership, i.e., the responsibilities and obligations of the partner-member must not be identical with the obligations assumed by them under the relevant sui generis contract with the company.
- The work to be provided shall not be included in the company contribution that they will provide and shall not be contrary to the provisions of the statute of the company.
- In the event that the contract of project or contract of employment is for regular member of the company and manager of the company, in that contract the company shall be represented and bound by the signature of its deputy Manager.

## **Article 7**

### **Exit and deletion of Regular member**

1. Members have the right to exit, provided they submit a written declaration to the Company's Manager at least three (3) months before the end of the accounting year.

2. A Regular Member shall be removed from the register of Regular Members kept by the Company after a decision of the General Assembly, taken by increased majority of 3/4 of the partners representing at least 3/4 of the company's shares. In case they commit a serious breach of their obligations as derived the law and herein and his conduct is detrimental to the interests of the company. The deletion, in case of absence of the member from the General Assembly, shall be notified by means of communication to the member of an extract of the decision of the General Assembly, which must include the reasons for the deletion.

Within a period of one (1) year from the notification of the relevant decision, which shall be conducted by any appropriate means, including by electronic mail, the member who is deleted may appeal against the decision before the competent Court.

The loss of membership shall take effect from the day of publication of the final decision rejecting the appeal or from the day on which the deadline for appeal has expired.

4. The members of the company may, subject to the provisions hereof and to the provisions of the law, be employees of the company, be paid for the work or service rendered and have the rights and obligations provided for in the labour laws.

5 The provision of services in furtherance of the purposes of the company by its members who are not in an employment relationship with the company shall be subject to the provisions of Article 713 et seq. of the Civil Code., as applicable to unpaid mandates, subject to the present and provided that no other provision of law is violated.

Voluntary work may be provided to the company by a non-regular member or a third person only if they are registered in the relevant registry of volunteers of the Company.

## **Chapter C**


### **RESOURCES – COMPANY SHARE**

#### **Article 10**

#### **Resources – Prohibition of distribution of profits**

**A.** In order to achieve the Company's purposes, the formation of assets will be pursued consisting, in addition to the initial contribution of the first partners and from:

- contributions of the existing partners, which shall constitute the annual contribution of each partner, the payment of which shall not constitute an increase of the initial contribution and is hereby defined at the amount of thirty euros (30€). The amount of the annual contribution shall be paid into an account of the company within ten (10) working days after the registration of the new member in the company's registry and may be amended by a decision of the General Assembly of the Company.
- Annual or monthly membership fees, as determined by the General Assembly of the partners.
- the registration contribution (registration fee), which shall be paid by the new partners, the payment of which will likewise not constitute an increase in the initial contribution.
- donations, inheritances, bequests, or sponsorships from third parties, whether domestic or foreign, domestic or foreign bodies and organisations and any other any other legal income accepted by decision of the General Assembly of the Partners.
- grants, contributions, subsidies from national or international organisations, the European Union, Private or Public Institutions and any other national or public international funds or organisations.
- sums of money received from third parties calling on the services of the company or purchase products offered to the public by the company.
- donations of any kind (in cash, in kind, real estate, transferable securities, services, concessions of use, publications, proceeds of events, publishing, etc.).
- online donations or aid of any kind to the company, pumping and raising funds through crowd funding tools, etc.

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3. Each new member is registered with at least one compulsory company contribution which amounts to fifty euros (50€) and may be redefined by decision of the General Assembly of the partners.
  4. The company share is undivided.
  5. The transfer of company share of one member to a new member is done in written following consensus of the Manager, which is unanimous and is mandatory, provided that the new member fulfils the conditions required for entering. All the transfers of company shares are registered in G.CO.R. without necessarily amending the statute, unless it is required so by the G.CO.R or another competent service.
  6. It is possible to transfer a company share to a member of the company if there is a consensus of all the members.
  7. In case of a death of a member who is natural person or dissolution and liquidation of member which is legal entity, the value of the company share passes automatically to the singular or universal successor.
  8. The company share and the products from the members from their delivery to the company for disposal, alteration and processing shall not be subject to seizure for debts of the members to third parties. Also, money that have been received from credit institutions as a loan on behalf of a member and claims for benefits in kind from the company towards its members shall not be subject to seizure in hand of the company as a third party.

## **CHAPTER D**

### **Management Bodies and Management**

#### **Article 12**

##### **Management Bodies**

The management bodies of the company are:

A) The General Assembly of the members or partners (GA)

The general meeting of the members/partners shall be called herein "General Assembly of Members" or "General Assembly of Partners".

B) The Manager of the Company.

#### **Article 13**

##### **General Assembly**

##### **Competence of General Assembly**

1. The General Assembly of the members is the supreme body of the company, is entitled to decide on any matter concerning the company and has the supervision and control of its Manager.  
Its lawful decisions shall also be binding for the members who are absent or dissenting.
2. The exclusive competence of the General Assembly shall include:

1. The General Assembly is quorate and validly convened if, at the beginning of the meeting at least half of the Regular Members of the company are present, provided that the total number Regular Members is more than two.

2. If there is no quorum, the General Assembly shall meet after seven (7) days, without further invitation, at the same place and at the same time, for all the items on the original agenda, provided that at least one fifth (1/5) of the Regular Members are present at the beginning of the meeting (if this percentage corresponds to at least 2 members).

3. If there is still no quorum, the General Assembly shall meet after seven (7) days, without further invitation, at the same place and time, and shall decide on all items on the original agenda, regardless how many members are present, but not less than two (2).

4. For decisions concerning the change of the purpose or the registered office of the company, the change of the amount of the exceptional or annual contribution, the exclusion of a partner, the extension, the dissolution, the revival, the merger of the company, and the amendment of the statute, the Assembly shall be quorate when two thirds (2/3) of the members are present and in the case of a repeat Assembly when at least half of the members are present.

## **Article 16**

### **Chairman – Secretary of General Assembly**

1. At the beginning of the meeting, the members shall elect a Chairman and a Secretary of the Assembly. Until the election of the Chairman, the Administrator shall act as Chairman.
2. The Chairman shall chair the meeting and the Secretary shall keep the minutes signed by the Chairman and himself.

## **Article 17**

### **Items of discussion**

1. The General Assembly shall discuss and decide on the items on the agenda.
2. If all the Regular Members are present, the General Assembly may also decide on matters not included in the agenda. In this case, the discussion on these items shall be postponed compulsorily if requested by one twentieth (1/20) of the Ordinary Members, but not less than two (2).

## **Article 18**

### **Decision-making**

1. Decisions shall be taken by vote, which shall be conducted by any means, including by sending an e-mail, unless one quarter (1/4) of the Regular Members present request that the vote be taken by roll call or by ballot, in which case the method requested shall apply. No decisions may be taken "by acclamation".

9. Where a management act concerns the manager personally or his family members in such a way as to create a conflict of interests and the management act cannot be performed by them, the latter shall be performed by all the other partners together, who shall either sign or authorize another person to conduct for them in the specific management act.

10. In order to serve the purposes and activities of the company, it may enter into any contract permitted by law, in particular fixed term or open-ended contracts of employment, contracts of project and mandate contracts.

11. The Manager shall decide on the terms and conditions under which selected beneficiaries are awarded the scholarships and the persons to whom they are awarded, as well as the persons who, in each case, meet these conditions and will receive them.

## **CHAPTER E**

### **FIVE-MEMBER ADVISORY COMMITTEE**

#### **Article 20**

##### **Establishment of the Advisory Committee**

1. It is herein agreed that an Advisory Committee may be established, by decision of the General Assembly of Members.
2. The convening of the General Assembly of Members for the purpose of establishing Advisory Committee shall take place at the invitation of the Manager or if a request is submitted to the Manager by at least 1/3 of its Members, as provided for in Article 14 hereof.
3. The decision of the General Assembly of Members to set up an Advisory Committee shall be taken by the Committee shall be taken by the usual quorum and majority, as provided for in 5.1 and 18.3 hereof.

#### **Article 21**

##### **Composition of the Advisory Committee**

1. The Advisory Committee will consist of five members.
2. The Committee shall consist of the Chairman and four (4) Regular Members.
3. In order to be a member of the Advisory Committee, a person must have one of the following attributes:
  - a) Be a distinguished member of the Academic Community, i.e., a current professor or professor emeritus of a Higher Educational Institution in the country or abroad.

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## **FISCAL YEAR**

The fiscal year lasts for 12 months, starts from the 1<sup>st</sup> of January and ends on the 31<sup>st</sup> of December each year.

### **Article 24**

#### **BALANCE SHEET – PROFIT AND LOSS ACCOUNT**

At the end of the fiscal year, the Manager shall prepare the Balance Sheet, the Profit and Loss Account and the Management Report, which shall be submitted to the General Assembly for approval.

### **Article 25**

#### **COMPANY RECORDS**

1. The company shall keep the accounts provided for by the tax legislation and in addition shall keep:

- a) Registry Book of Non-Regular Members, in which are entered in chronological order the date of registration, the full name, the patronymic, the address of residence and the date of deletion, if any, of Non-regular Members.
- b) Registry Book of Honorary Members in which shall be entered in chronological order the date of registration, the full name, the patronymic, the address of residence, and the date of deletion, if any, of Honorary Members.
- c) Book of minutes of the General Assembly.
- d) Registry Book of Volunteers.

## **CHAPTER F**

### **DISSOLUTION – LIQUIDATION**

#### **Article 26**

#### **DISSOLUTION OF THE COMPANY**

1. The company is dissolved:

- a) by decision of the General Assembly of the partners, taken by an increased majority of 2/3 of the represented company shares.
- b) at the expiry of its term, if it is amended.

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Authorization to establish a company

This authorization is hereby given to..... to do everything legal for the establishment of the Company, obtaining a TRN number for it, publication of the company in the Civil Registry and, in general, to take the necessary steps for the execution of this mandate.

Authorization to issue/open a bank account

The mandate and authorization are hereby given to Dimitra Kalantoni of Antonios, one of the partners and Administrator of the Company, to carry out all the to take all necessary actions for the issuance/creation of a bank account of the company in the banking company under the name of "Alpha Bank" and/or "Piraeus Inc." In particular, she is authorized to sign any application, contract, declaration or document relating to the conclusion of a deposit contract and the contract for the opening of a deposit account in the name of the **Civil Non-Profit Company under the name of "EVOLUTION OF LIFE CIVIL NON-PROFIT COMPANY"**, as well as any required declaration that she has received (and accepted the contents of) the relevant pre-contractual information form, that she is fully aware of the terms of the above contracts and that she accepts them unconditionally.

2) The above-mentioned Manger is also granted the right to manage the bank account and to carry out all banking transactions of the company (withdrawals, deposits, notifications, creation of Web-banking etc.), without any monetary or other restrictions.

**The contracting parties**

**A) DIMITRA KALANTONI (signature)**

**B) STEFANOS DELIGIANNIS (signature)**

This is an accurate translation from the Greek language to the English language of the original that was demonstrated to me. I confirm that I have sufficient knowledge of both languages and this translation shall have full effect against any judicial or other authority, according to Article 36 of the Lawyers' Code (L. 4194/2013)

Athens 10/6/2022  
The lawyer who translates  
and certifies the translation



ΠΑΝΑΓΙΩΤΑ Α. ΚΑΝΕΛΛΟΠΟΥΛΟΥ  
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