



NOTARISKANTOOR
MR R. OTTENS

Kerkewijk 53
3901 EC Veenendaal
The Netherlands
PO Box 1099
3900 BB Veenendaal
The Netherlands
Tel.: +31 318-552828
Fax: +31 318-553344
E-mail: info@notaris-ottens.nl
www.notaris-ottens.nl

**COPY of the DEED of AMENDMENT
TO THE ARTICLES OF ASSOCIATION of:**
Stichting Dark and Light Blind Care,
a foundation, having its registered office in
Zeist, the Netherlands,
Deed dated 28 January 2009

AMENDMENT TO THE ARTICLES OF ASSOCIATION

This twenty-eighth day of January two thousand and nine, before me, Roland Ottens, a civil-law notary in Veenendaal, the Netherlands, personally appeared: Mr Siek Wynia, residing at Beethovenlaan 38, 3906 CR Veenendaal, born in the Noordoostelijke Polder, the Netherlands, on the nineteenth of October nineteen hundred and fifty-one (identification: passport number 3178485393, issued in Veenendaal on twentieth June two thousand), married;

acting for these purposes for and on behalf of:

Stichting Dark and Light Blind Care,

a foundation, having its registered office in Zeist (maintaining a place of business at Vendelier 13, 3905 PB Veenendaal), registered in the Trade Register managed by the Chamber of Commerce in Utrecht, the Netherlands, under file number 41180500,

which foundation will be referred to below as '**the Foundation**',

duly authorised as evidence by the attached minutes.

The person appearing stated that:

- The Foundation's Board resolved on the seventeenth of December two thousand and eight to amend the Foundation's Articles.
- At that meeting it was resolved:
 - to amend the Articles in accordance with the amendment to the Articles set out below; and
 - to authorise the person appearing, among other things, to sign this Deed.
- Those resolutions are evidenced by the attached minutes.
- Pursuant to the aforesaid resolution, the Articles are hereby readopted in their entirety as follows:

ARTICLES

Name, Registered Office and Duration

Article 1

1. The Foundation's name is: Stichting Dark and Light Blind Care.
It has its registered office in Zeist, the Netherlands.
2. The Foundation has been set up for an indefinite period of time.

Objects

Article 2

1. a. The Foundation's main objects are to support activities in developing countries that are aimed at curing or avoiding blindness and at rehabilitation. Rehabilitation may consist of counselling, rehabilitating and training children and adults with a visual handicap. Curing and avoiding blindness includes all activities that contribute to the reduction of the existence or development of blindness. As a derivative from the main object, information can be provided on the causes and backgrounds of blindness and partial sight in developing countries and on the circumstances of visually handicapped persons in those countries, all of this aimed at increasing knowledge and awareness in Dutch society, and all of this in the broadest sense of the word.
 - b. Subject to the express condition that they clearly serve the main object, activities in developing countries may also be supported that are directed at curing or avoiding other handicaps and/or disorders and at the subsequent convalescence.
2. The Foundation's activities will be performed on the basis of a positive Christian attitude to life and the related scope of action. The Foundation sets as its criterion and its main principle in respect of all the aid provided that the following of Jesus Christ and the aid provided are inseparably linked.
3. The Foundation will attempt to realise its objects by providing funds, know-how or advice.

Capital

Article 3

The Foundation's capital will consist of:

- contributions and subsidies;
- donations, gifts, testamentary dispositions and legacies;
- all other acquisitions and income.

Testamentary dispositions may be accepted only under the benefit of inventory.

Board

Article 4

1. The Foundation's Board will consist of at least five natural persons, who have no close family or similar relationships, including but not limited to marriage, registered partnership, cohabiting without being married and relationships by blood or affinity up to three times removed.
2. The Board will appoint new Board members.
3. The Board will appoint a Chairperson (and possibly a Vice Chairperson), a Secretary (possibly a first and a second Secretary for different tasks) and a Treasurer (possibly a first and a second Treasurer for different tasks). One person may hold several positions.
4. If for any reason whatsoever one or more Board members are missing from the Board, the remaining Board members or the sole remaining Board member will nevertheless constitute a lawful Board, without prejudice to the obligation to fill the vacancy or vacancies as soon as possible.
5. Board members will be appointed for a maximum period of four (4) years.
6. Board members will retire in accordance with the schedule for retirement to be adopted by the Board. A Board member retiring in accordance with the schedule for retirement may be reappointed not more than twice. If Board members cannot be found or cannot be found in time who subscribe to the Foundation's principles and have the expertise desired by the Board, it is possible to depart from this rule by way of exception on the basis of a substantiated Board resolution.
7. A Board membership will end:
 - upon the member's death;
 - upon the member's retirement, whether or not in accordance with the schedule for retirement referred to in paragraph 6;
 - upon the member's resignation;
 - if a member loses the free control over or free disposition of his or her capital;
 - upon removal from office by the court in the cases provided for by law; or
 - upon a Board resolution to that effect, adopted at a meeting at which at least two-thirds of the other Board members in office have voted in favour of his or her removal from office.

Entanglement of interests

Article 5

1. Employees in the Foundation's employment may not hold the position of Board member.
2. The capacity of Board member, incorporator, shareholder, supervisor or employee of:
 - a. an organisation to which the Foundation pays the funds collected by it directly or indirectly, in full or in part; or
 - b. an organisation with which the Foundation structurally performs legal acts that can be expressed in money;
 is incompatible with Board membership.
 The term 'organisation' as referred to in this paragraph must be broadly interpreted, to include informal organisations, legal entities and businesses, as well as any legal entities or organisations that are directly or indirectly affiliated with the Foundation pursuant to their Articles. A relationship as referred to in this paragraph will be grounds for removal from office.
3. The Board may resolve that no more than one-third of the total number of Board members will be appointed at the nomination of one or more other organisations to which the Foundation pays moneys in accordance with its objects as defined in these Articles. The provisions of paragraph 2(a) of this Article will not apply to such Board members.
4. The provisions of paragraphs 2 and 3 of this Article will not apply if and insofar as consolidation applies to the Foundation and the organisation in question in accordance with the *Richtlijn Verslaggeving Fondsenwervende Instellingen* (Directive on Accounting by Fundraising Institutions).
5. In all cases in which the Foundation has a conflict of interest with a Board member, the member in question must report that conflict to the Board. The member in question must refrain from consultation. That member will not have the right to vote in the decision-making on the matter in question and the presence of that member will not be counted in determining whether the requisite quorum for the decision-making is present.
6. Board members who have a conflict of interest with the Foundation cannot represent (or jointly represent) the Foundation in respect of the matter in question.

7. An entanglement of interests as referred to in paragraphs 5 and 6 of this Article include the performance of legal acts that can be expressed in money between the Foundation and:
 - a. Board members;
 - b. persons who have a close family or similar relationship with Board members; or
 - c. legal entities of which the persons referred to in (a) and (b) of this paragraph are Board members, members of the supervisory body, shareholders or depositary receipt holders.
8. The Board will decide in the event of doubt regarding a conflict of interests as referred to in paragraph 5 or 6; such a resolution must be adopted by a unanimous vote; the Board member in question will not have the right to vote in that context.

Board meetings

Article 6

1. The Board will meet at least four times a year. Board meetings will be held in case one of the Board members indicates a wish to do so. If the Chairperson or the Secretary has not convened a meeting within three weeks thereafter, the applicant will be authorised to convene a meeting by means of written convocation, to be held after a period of at least five days.
2. The meetings will be chaired by the Chairperson or the Vice Chairperson; if he or she is absent, the meeting itself will appoint a chairperson.
3. Minutes will be kept of the business transacted at the meetings by the Secretary or by a person appointed by the meeting. After being approved by the meeting, the minutes will be adopted and signed by the Chairperson and the Secretary, or by other Board members who act as such in that case.
4. The Board may adopt valid resolutions at a meeting only if more than half of the number of Board members are present in person at the meeting. A Board member may be represented by a fellow Board member at a meeting by submitting a written power of attorney that suffices at in the opinion of the Chairperson of the meeting.
5. The Board may also adopt resolutions outside a meeting, provided that all the Board members have been given the opportunity to state their opinion in writing, by telegraph, telex, fax or e-mail. A resolution adopted in that manner will be recorded in the minutes and the answers received will be enclosed in accordance with paragraph 3.
6. Each Board member will have the right to cast one vote. Insofar as these Articles do not prescribe a greater majority, all Board resolutions will be adopted by an absolute majority of the votes validly cast.
7. All votes at a meeting will take place orally, unless the Chairperson considers a written vote desirable or one of the persons entitled to vote so requires before the vote is held. Written voting will take place by unsigned secret ballot notes.
8. Blank votes will be regarded as not having been cast. They will, however, be counted in determining a quorum.
9. The Chairperson will decide in all disputes regarding votes not provided for in these Articles.

Board powers and representation

Article 7

1. The Board will be entrusted with the management of the Foundation.
2. The Board members will not receive any remuneration in that capacity, either directly or indirectly. Reasonable compensation for the costs incurred by them for the Foundation's benefit and for the work performed by them will not be regarded as remuneration. All payments made to the Board members will be recorded and accounted for as such in the annual accounts.
3. The Board will be authorised to enter into agreements to purchase, sell or encumber registered property and agreements whereby the Foundation commits itself as guarantor or as joint and several debtor, warrants performance by a third party or commits itself as surety for the debt of a third party.
4. The Board members of the Foundation must have the Foundation recorded in the public register held by the Chamber of Commerce in whose district the Foundation has its registered office and must ensure that the other data referred to in Article 289, Book 2, of the Dutch Civil Code are always recorded in the register.
5. The Foundation will be represented both in and out of court by the Board. That power of representation will also be vested in two Board members acting jointly. The provisions of Article 5.6 will be observed for the purposes of this paragraph. Violation of the provisions of Article 5.6 cannot be invoked against third parties.

Special resolutions

Article 8

The Board resolutions mentioned below may be adopted only by a majority of two-thirds of all the Board members in office, at a meeting where the respective decision in the convening is put on the agenda:

- a. to appoint members of the Board, putting someone to join a recommending committee, if any;
- b. to lease, let or put to use real property;
- c. to lend and borrow moneys, with the exclusion of the withdrawal of moneys in current account at the Foundation's bank or banks designated by the Board, provided that the Foundation does not overdraw its account at any bank involved in excess of an amount determined by the Board, in which respect the Board may at any time change the aforesaid amount;
- d. to grant, change or withdraw a general or special power of representation, otherwise than granting a power of attorney for a specific purpose;
- e. to conduct legal actions, both as the claimant and as the defendant, not including the taking of protective and others legal measures that brook no delay, and representing the Foundation in summary proceedings, acquiescing in legal actions filed against the Foundation, referring existing disputes to the decision of arbitrators or binding advisers, and entering into settlements;
- f. to enter into agreements to purchase, sell or encumber registered property and agreements whereby the Foundation commits itself as guarantor or as joint and several co-debtor, warrants performance by a third party or commits itself as surety for a debt of a third party; and
- g. to amend these Articles, to effect a legal merger or demerger or to wind up the Foundation;

Article 9

Appointment of authorised representatives

1. The Board may give one or more persons a power of attorney regarding their power of representation as referred to in the preceding Article. The Board may give that person or those persons the title of Director.
2. The Board will draw up a written power of attorney, accurately describing the acts for which a power of attorney is being granted. The Board must ensure that third parties are informed in as much detail as possible about the existence and limitations of the power of attorney. Restrictions in the power of attorney may be invoked against third parties.
3. The Board may draw up bylaws setting further limitations on the use of the power of attorney, such as requesting the Board's approval beforehand. Such limitations cannot be invoked against third parties.

Financial year and annual accounts

Article 10

1. The Foundation's financial year will coincide with the calendar year.
2. Each year, before the first of July, the annual report will be adopted by the Board. The annual report must include at least:
 - a Board report drawn up by the Secretary;
 - annual accounts adopted by the Treasurer;
 - the auditor's report;
 - the name, registered office and legal form as recorded in the Articles;
 - a description of the objects;
 - the composition of the Board; and
 - possibly the names and registered offices of other legal entities that form an economic entity together with the institution.
3. Insofar is applicable, the annual accounts must be drawn up in accordance with the recommendations recorded in the Directive on Accounting by Fundraising Institutions of the *Centraal Bureau Fondsenwerving* (Dutch Central Fundraising Bureau). The annual accounts must be audited by a registered accountant before being adopted.
4. Adoption of the balance sheet and the profit and loss account will discharge the Treasurer from the management in the past financial year.
5. The annual report will be available to interested parties at cost.
6. Before the end of the financial year the budget for the coming year will be adopted.

Legal merger or demergerArticle 11

The proposal for a legal merger or demerger on the basis of which a resolution to merge or demerge is adopted must provide that the Articles of the acquiring legal entity as they will read after the legal merger or demerger provide that the capital that the acquiring legal entity will receive as a result of that merger or demerger, as well as the fruits of that capital, may be used otherwise than before the merger or demerger only with the court's permission.

Amendment to the Articles and winding upArticle 12

1. Without prejudice to the provisions of paragraph 2 below, the Board will have the right to amend the Foundation's Articles and to wind up the Foundation. Resolutions to that effect must be adopted in accordance with what is stated in Article 8 of these Articles of Association.
2. The Board will not have the right to amend Article 2.2 or the current paragraph.
3. An amendment to the Articles must be recorded in a notarial deed on pain of nullity.
4. After being wound up the Foundation will continue to exist insofar as necessary for the liquidation of its assets. The liquidation will be effected by the Board.
5. Any balance remaining after liquidation of the capital of the wound-up Foundation must be spent at the decision of the liquidators on an object that is in accordance with the objects of the wound-up Foundation or must be transferred to a legal entity qualified by the Inspector of Registration and Succession as an institution for general public advancement.
6. At the end of the liquidation the books and records of the wound-up Foundation will remain for a period prescribed by law in the custody of the youngest liquidator.

FINAL PROVISIONS

The person appearing has identified himself to me, the civil-law notary.

Before this Deed was executed, I, the civil-law notary, informed the person appearing of the substance of this Deed and gave an explanation thereof.

The person appearing declared that he had taken note of the content of this Deed in a timely manner beforehand and agreed to a limited reading.

This Deed was executed in Veenendaal, the Netherlands, on the date first above written.

Immediately thereafter this Deed was read out in part and signed by the person appearing and by me, the civil-law notary.

(Followed by signing)

CERTIFIED A TRUE COPY

[seal]



[signature]

[Handwritten signature]