

FOUNDATION MEETING AND ARTICLES OF ASSOCIATION

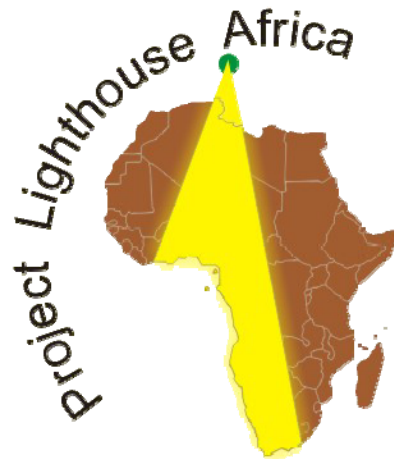
of the association

Project Lighthouse Africa e.V.

Sustainable Development of Infrastructure and Health for Africa

ProLightAfrica e.V.

www.prolightafrica.org



To the constitutive Foundation Meeting belong the following persons:

- 1) Dr. Manuel Alvarez von Zerboni di Sposetti
- 2) Alexander Bätz
- 3) Siegfried Bätz
- 4) Matthias Duchscherer
- 5) Dr. Andreas Helwig
- 6) Michael Lauer
- 7) Efuet Tung

Office of the association is Munich.

Corporate address:

Project Lighthouse Africa

Fraunhoferstraße 9, Rueckgebaeude

80469 München

Germany

Articles of Association

§1: Name and Office:

- (1) The association has the name
Project Lighthouse Africa e.V. (ProLightAfrica)
Sustainable Development of Infrastructure and Health for Africa
- (2) The registration of the association takes place at the register of association in Munich.
- (3) Office of the association shall be Munich:
Project Lighthouse Africa e.V., München
- (4) The association shall be holding company of other beneficent organizations and non-governmental organisations (NGOs) already have been founded and that will be found outside of Germany.
- (5) The association becomes the holding company for the beneficent organisation Project Lighthouse Gambia, which has been registered under the number 105/2009 as charitable company in Gambia and populated in the Companies Register.

§2: Purpose of the Association

Purpose of the association is the advancement of development corporation. Especially, the association pursue the purpose to support African countries with the sustainable infrastructural development of the energy, environment, education, health and trade sector and that way build a lighthouse project for whole Africa. Centre of the activities is the belief that the countries of Africa have a chance in the long run to free themselves autonomously from the dependence on development aid, corruption and bad governance, to build prospering societies and sustainable socio-economic conditions. This, however, asks for aid for self-help, informing, consulting and initial projects.

Core of the work of Project Lighthouse Africa is the planning, development and implementation of a country-specific tailored sustainable development, which primarily covers the following areas:

- Waste disposal programs and environmental protection programs.
- Stand Alone and stable power supply based on renewable, environment-friendly and alternative energy sources.
- Setup and advancement of a country specific logistics and trade centers for a fair, sustainable and legal raw material and merchandise trade with African, European and other nations.
- Setup and advancement of agricultural collectives as well as an advanced training program for agricultural techniques.
- Setup and advancement of an integrated school and training system (on the basis of an integrated approach of the German vocational school and university of cooperative education model).
- Setup of decentral water supply.
- Facilitation to setting up business with the help of micro credits

Sublements and detailed project descriptions are regularised by the bylaws.

§3: Common Public Interest and Application of Funds

- (1) The association has only and immediate non-profit purposes in the sense of paragraph ,tax-privileged purpose' of tax regulation.
- (2) The NGO works unselfish and predominantly has no own financial aims.
- (3) The association's funds are only allowed to be used in accordance to the association's articles. The members receive no contributions out of the means of the association. .
- (4) No person may be favoured by expenses, which do not correspond to the purposes of the association.
- (5) In case of liquidation or discontinuation of the tax-advanced purpose, the assets shall be used according to tax-advanced purpose according to § 14, subparagraph 2.
- (6) The association is non political and is tolerant towards religion, culture and ideology.

§4: Members

The association has:

- (1) sustaining members (§5 subparagraph 2);
- (2) honorary members (§5 subparagraph 3);
- (3) full members (§5 subparagraph 4).

§5: How to become a Member?

- (1) Each natural or legal person who is willing to support the purposes of the association may become a member of the association.
- (2) Everybody who confesses to the purposes of the association and makes a financial contribution on a regular basis can become sustaining member. Sustaining members are not allowed to vote.
- (3) Honorary members are proposed and named by the board. The honorary membership is not linked to financial liabilities. Moreover, honorary members have no right to vote. As honorary members, natural persons come into question, who are important for the association from a strategic point of view or who showed special engagement in the sense of the association's objectives.
- (4) Everybody who is at least aged 18 and who has proved in the past to have actively supported the aims of the association and their fruition can become a full and voting member.
- (5) The application for admission has to be in written.
- (6) The board of control of the association will then decide on the application for admission.

§6: Termination of the Membership

- (1) The membership ends by withdrawal, exclusion, death or dissolution of the legal person.

- (2) The withdrawal can only be made in written towards a person who is authorized to represent a board member. This written withdrawal has to be declared at a term of one month to the end of a business year to the board of control.
- (3) An exclusion can only occur for cause, such as an endeavour causing damage to the aims of the association, the infringement of obligation indicated by the articles of association, or arrears of the contributions of at least one year. Only the board of control can decide on exclusion.

§7: Subscriptions

Each member is ought to pay a subscription. Amount and maturity date of the subscription are fixed by the general assembly.

§8: Executive bodies

The organs of the association are:

- (1) general assembly (§9)
- (2) board of control (§10)

§9: General Assembly, Quorum and Resolution

- (1) The most important executive body of the association is the general assembly. Part of the most important duties of this body is – among others - the election or withdrawal of the board of control and the easing of its burden. Moreover, its duties are: the reception of reports of the board of control; the election of an auditor; as well as other duties according to the articles or to the law.
- (2) Within the first three months of a business year, an orderly meeting of the general assembly has to take place. The meeting does not necessarily have to take place at the legal place of residence of the association.
- (3) The board of control is obliged to organise an extraordinary convocation of the general assembly, if at least one third of all members do ask for this in written by giving reasons.
- (4) The board of control is ought to organise the meeting of the general assembly under the adherence to a time limit of three weeks in written (per mail or e-mail) specifying the agenda. The time limit starts the day after all invitation letters have been sent. The invitation letters are meant to have arrived, if they are sent to the last valid address having been stated at the association.
- (5) The agenda of the meeting has to be complemented, if any voting member asks for this at least one week before the date of meeting in written. This complement has to be announced at the beginning of the meeting.
- (6) Applications concerning the withdrawal of the election of the board of control or about the alteration of the articles the members have not learnt about in the invitation letters for the meeting of the general assembly, can only be decided upon at the next meeting of the general assembly.
- (7) Without regarding the number of voting members being present at a meeting of the general assembly, the meeting is able to take decisions.
- (8) The meeting of the general assembly is directed by a member of the board of control.
- (9) At the beginning of each general assembly a secretary has to be elected.

- (10) Each voting member has one vote. This right to vote can only be realised by personal voting or by the written procreation of a voting member.
- (11) In case of voting, the single majority of the votes given will decide.
- (12) Alterations of the articles can only be decided, if at least two thirds of the present voting members decide upon alike.
- (13) People who do not like to vote or abstentions from voting do not count.
- (14) Minutes about resolutions of the general assembly and minutes in general have to be drawn up. The minutes have to be signed by the principal of the assembly as well as by the secretary.
- (15) The election takes place through hand signal.
- (16) Equality of votes means rejection.

§10: Board of control

The board of control is made up of the President and further four members. Details are regulated by the bylaw.

- (1) The board represents the association in and out of court according to § 26 BGB (Außenvertretungsbefugnis). The President alone is entitled to represent as one person only. Each two board members are entitled to represent the organization.
- (2) The board is elected by the general assembly for the duration of four years.
- (3) Only full-aged, voting members of the association can become board members.
- (4) Re-election of board members is allowed.
- (5) The board shall remain in office until a new executive board of control is elected.
- (6) With the termination of membership in the association, the office as a board member ends as well.
- (7) The board carries out the ongoing operations of the association and provides for the procurement, deployment and management of financial and material resources of the association.
- (8) Members of board may be remunerated with an allowance being appropriate for the task.
- (9) Minutes about the meetings of the board have to be drawn up and be signed at least by the chairman and secretary.
- (10) The Treasurer is obliged to orderly keep record of the receipts and expenditures of the association and show the general assembly a cash report.
- (11) The retirement of a board member will not effect the term of office for the other board members.

§11: Business year

A business year is a calendar year.

§12: Revisions

The general assembly votes for the duration of two years two auditors.

- (1) These auditors cannot be members of the board of control.

- (2) Re-election of auditors is allowed.
- (3) The auditors have to check the cash audit of the association including all books and receipts at least once after the end of a Business Year factually and computationally.
- (4) The auditors report their findings to the general meeting an auditing report in written and request the discharge of the board at ordinary guidance.

§13: Further development of the association

- (1) The association is party political neutral and is tolerant towards religion, culture and ideologWithin the framework of the lighthouse project, the association wants to further develop itself. To this end, branch offices or autonomous national/international NGO's shall be installed under Project Lighthouse Africa e.V. as holding organisation.
- (2) When necessary, the board can establish a full-time management. Further details are regulated in the rules of operation.

§14: Dissolution

- (1) The dissolution of the association can only be decided in an extraordinary general meeting that has been convened for this purpose with a period of one month in advance with a three quarters majority of the attendant voting members.
- (2) At the dissolution or the annulment of the association or the discontinuation of tax-advanced purposes, the asset falls to the city of Munich, which shall use it immediately and exclusively for non-profit, charitable or ecclesiastical purposes.

§15 Closing commandments

Insofar as these articles of association do not contain regulations, apply the provisions of the Civil Code BGB.

As of January 17, 2010