

# MEMORIAL

Journal Officiel  
du Grand-Duché de  
Luxembourg



# MEMORIAL

Amtsblatt  
des Großherzogtums  
Luxemburg

## RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

Le présent recueil contient les publications prévues par la loi modifiée du 10 août 1915 concernant les sociétés commerciales et par la loi modifiée du 21 avril 1928 sur les associations et les fondations sans but lucratif.

C — N° 1868

27 juillet 2012

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**KSG Agro S.A., Société Anonyme.**

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 156.864.

We are pleased to convene you to the

**EXTRAORDINARY GENERAL MEETING**

of the shareholders of the Company (the Meeting) which will be held at 5, rue Zénon Bernard, L-4030 Esch-sur-Alzette, Grand Duchy of Luxembourg on *August 27th, 2012* at 2 p.m. CET, with the following agenda:

*Agenda:*

1. Convening notices;
2. Amendment of article 15.4. of the articles of association of the Company (the Articles), which shall read as follows: "The annual General Meeting shall be held in Luxembourg in accordance with Luxembourg law at the registered office of the Company or at such other place as specified in the notice of the meeting, on the 30th day in the month of June, at 11:00 a.m. If such day is a legal or a bank holiday in Luxembourg, the annual General Meeting shall be held on the following Business Day in Luxembourg.";
3. Decision to remove BDO Audit as statutory/independent auditor of the Company;
4. Acknowledgement, approval and, to the extent necessary, ratification of the appointment of PricewaterhouseCoopers, with registered office at 400, route d'Esch, L-1014 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies (R.C.S. Luxembourg) under number B 65.477, as independent auditor (réviseur d'entreprises agréé) of the Company;
5. Discharge (quitus) to BDO Audit as auditor (commissaire aux comptes) of the Company for the performance of its duties from the date of its appointment until the date of its removal;
6. Miscellaneous.

The shareholders are hereby informed that unless otherwise provided by law or by the articles of association of the Company, resolutions are passed at the majority of more than one-half (1/2) of all voting rights present or represented.

One or more shareholders who together hold at least five percent (5%) of the share capital of the Company may request that one or more additional items be put on the agenda of the Meeting and deposit draft of resolutions related thereto. Such request shall be made in writing and sent to the registered office of the Company by mail post or e-mail at the following address [aperov@ksgagro.com](mailto:aperov@ksgagro.com) (from web page <http://www.ksgagro.com/en/investment/ir-contact/>) and shall enclose a justification or a draft of resolutions to be adopted at the occasion of the Meeting and shall be received by the Company at least the twenty-second (22nd) day preceding the date of the Meeting, i.e. August 18th, 2012. The request shall indicate the postal or electronic address to which the Company shall send the acknowledgement of receipt of such requests.

In accordance with article 5 (2) and 5 (3) of the law of May 24, 2011 on the exercise of certain rights by the shareholders at the occasion of the general meetings of the shareholders of listed companies (the Law), the shareholders who intend to participate to the Meeting shall notify the Company in writing at the latest on the registration date set on August 10th, 2012 at 24:00 (the Registration Date) their intention to participate to the Meeting by mail post sent to the registered office of the Company or by e-mail to the following address [aperov@ksgagro.com](mailto:aperov@ksgagro.com) (from web page <http://www.ksgagro.com/en/investment/ir-contact/>) (the Notice), with such Notice including the name or company name, address or registered office, the number of shares held by the participating shareholder of the Company as of the Registration Date and a certificate issued by a financial institution or a custodian of the European Economic Area certifying the ownership of his/her/its shares as of the Registration Date and, indicating the name, address and with respect to companies, the number and name of the companies register where they are registered, together with the number and the class of the shares they hold.

Only the persons who are shareholders of the Company as of the Registration Date will be entitled to participate to and vote at the Meeting.

The shareholders may attend the Meeting either in person or be represented by way of a proxy. You will find enclosed a proxy for your representation at the Meeting. Such proxy is also available on the website of the Company: <http://www.ksgagro.com/en>.

If in agreement, please fill-in, date and sign the proxy and return it by fax or e-mail and courier to the attention of Audrey Jarreton (address: 37A, avenue J.F. Kennedy, L-1855 Luxembourg; fax: +352 26 26 79 89; e-mail: [ajarreton@ober.lu](mailto:ajarreton@ober.lu)) prior to August 26th, 2012.

The information to be published pursuant to article 3 (4) of the Law together with the form of the Notice, the registration certificate (to be issued by a financial institution or a custodian of the European Economic Area certifying the ownership of the shares as of the Registration Date), and the proxy are available to the shareholders on the website of the Company for an uninterrupted period, commencing on the day of publication of the present convening notice to the Meeting and including the date of the Meeting.

The integral text of the documents which shall be submitted to the Meeting, the draft of the resolutions or the comments issued by the Board of Directors on each item on the proposed agenda of the Meeting as the case may be and to the extent applicable the drafts of the resolutions submitted by the shareholders can be obtained upon written request sent to the registered office of the Company or by e-mail at [aperov@ksgagro.com](mailto:aperov@ksgagro.com) (from web page <http://www.ksgagro.com/en/investment/ir-contact/>).

*For and on behalf of KSG Agro S.A.*

Title: class A Director / Title: class B Director

Référence de publication: 2012093013/66.

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**Jacaranda Investissements S.A., Société Anonyme.**

Siège social: L-1219 Luxembourg, 17, rue Beaumont.

R.C.S. Luxembourg B 108.876.

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Messieurs les Actionnaires sont priés d'assister à:

l'ASSEMBLEE GENERALE ORDINAIRE

des Actionnaires

Qui aura lieu au 17, rue Beaumont, L-1219, Luxembourg, le 16 août 2012 à 9 heures 30, pour délibérer sur l'ordre du jour suivant:

*Ordre du jour:*

1. Rapport du Conseil d'Administration et son approbation.
2. Lecture du rapport du Commissaire aux comptes.
3. Approbation des bilans, comptes de pertes et profits et affectation des résultats au 31 décembre 2011.
4. Décision à prendre quant à l'article 100 de la loi sur les sociétés commerciales.
5. Décharge aux administrateurs et au commissaire aux comptes.
6. Transfert du siège social.
7. Démissions de trois administrateurs et leur remplacement.
8. Démission du commissaire aux comptes et son remplacement.
9. Divers.

JACARANDA INVESTISSEMENTS S.A.

Référence de publication: 2012093014/545/22.

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**BNP Paribas Alternative Funds, Société d'Investissement à Capital Variable.**

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 67.572.

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The STATUTORY GENERAL MEETING

will be held on Wednesday, August 22, 2012 at 12:00 p.m., at the offices of BNP Paribas Investment Partners Luxembourg, building H2O, block A, ground floor, 33 rue de Gasperich, L-5826 Hesperange, Grand Duchy of Luxembourg, to deliberate on the following agenda:

*Agenda:*

1. Presentation and approval of the report of the Board of Directors and of the auditors;
2. Approval of the accounts for the financial period closed as at April 30, 2012 and allocation of the results;
3. Discharge to the Directors for the exercise of their mandates;
4. Statutory appointments;
5. Miscellaneous.

The owners of bearer shares wishing to attend or to be represented at the Meeting are asked to deposit their shares, at least five full days before the Meeting, at the counters of the agents responsible for the financial service, as mentioned in the prospectus.

The owners of registered shares wishing to attend or to be represented at the Meeting are admitted upon proof of their identity, subject to having made known their intention to take part in the Meeting at least five full days before the Meeting.

The Meeting will validly deliberate regardless of the number of shares present or represented and the decisions will be taken by a simple majority of the shares present or represented. Every share, whatever its unit value, gives the right to one vote. Fractional shares shall have no voting right.

*The Board of Directors.*

Référence de publication: 2012093202/755/26.

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**Bolux, Société d'Investissement à Capital Variable.**

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 33.507.

Suite à une erreur administrative, l'Assemblée Générale Extraordinaire prévue le 29 juin 2012 n'a pas pu être tenue. En conséquence, le Conseil d'Administration a décidé de postposer

**L'ASSEMBLEE GENERALE EXTRAORDINAIRE**

à la date du 28 août 2012 et a l'honneur de convoquer les Actionnaires de la SICAV à l'Assemblée Générale Extraordinaire, qui se tiendra au siège social de la SICAV le 28 août 2012 à 14:30 heures (l'Assemblée ") afin de délibérer sur l'ordre du jour suivant:

*Ordre du jour:*

- Adaptation de la SICAV aux dispositions de la loi luxembourgeoise du 17 décembre 2010 concernant les organismes de placement collectif et portant transposition de la directive 2009/65/CE
- Refonte des statuts de la SICAV

L'Assemblée n'a pas besoin de quorum pour délibérer valablement. Les résolutions, pour être valables, doivent réunir les deux tiers au moins des voix des Actionnaires exprimées. Des procurations ainsi que le projet de texte des statuts coordonnés sont disponibles, sans frais, sur simple demande auprès du siège social de la SICAV.

Les actionnaires au porteur qui souhaitent participer à l'Assemblée doivent déposer leurs actions, au moins cinq jours francs avant l'Assemblée, auprès du siège ou d'une agence de la BANQUE DE LUXEMBOURG, Société Anonyme à Luxembourg.

Les Actionnaires en nom seront admis sur justification de leur identité, à condition d'avoir, au moins cinq jours francs avant l'Assemblée, informé le Conseil d'Administration (fax : +352 49 924 2501 - ifs.fds@bdl.lu) de leur intention d'assister à l'Assemblée.

Dans le cadre de cette adaptation des statuts, le prospectus a également été refondu afin d'être conforme aux dispositions de la loi précitée du 17 décembre 2010. Les actionnaires sont invités à se référer au projet de prospectus d'émission disponible auprès du siège social de la SICAV ou d'une agence de la Banque de Luxembourg.

Référence de publication: 2012093272/755/28.

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**SPL Gestion, Société d'Investissement à Capital Variable.**

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 156.431.

Suite à une erreur administrative, l'Assemblée Générale Extraordinaire prévue le 29 juin 2012 n'a pas pu être tenue. En conséquence, le Conseil d'Administration a décidé de postposer

**L'ASSEMBLEE GENERALE EXTRAORDINAIRE**

à la date du 28 août 2012 et a l'honneur de convoquer les Actionnaires de la SICAV à l'Assemblée Générale Extraordinaire, qui se tiendra au siège social de la SICAV le 28 août 2012 à 15:00 heures (l'Assemblée») afin de délibérer sur l'ordre du jour suivant:

*Ordre du jour:*

- Adaptation de la SICAV aux dispositions de la loi luxembourgeoise du 17 décembre 2010 concernant les organismes de placement collectif et portant transposition de la directive 2009/65/CE
- Refonte des statuts de la SICAV

L'Assemblée n'a pas besoin de quorum pour délibérer valablement. Les résolutions, pour être valables, doivent réunir les deux tiers au moins des voix des Actionnaires exprimées. Des procurations ainsi que le projet de texte des statuts coordonnés sont disponibles, sans frais, sur simple demande auprès du siège social de la SICAV.

Les Actionnaires en nom seront admis sur justification de leur identité, à condition d'avoir, au moins cinq jours francs avant l'Assemblée, informé le Conseil d'Administration (fax : +352 49 924 2501 - ifs.fds@bdl.lu) de leur intention d'assister à l'Assemblée.

Dans le cadre de cette adaptation des statuts, le prospectus a également été refondu afin d'être conforme aux dispositions de la loi précitée du 17 décembre 2010. Les actionnaires sont invités à se référer au projet de prospectus d'émission disponible auprès du siège social de la SICAV ou d'une agence de la Banque de Luxembourg.

Référence de publication: 2012093293/755/25.

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**Laborde S.A., Société Anonyme (en liquidation).**

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.  
R.C.S. Luxembourg B 28.099.

Mesdames, Messieurs les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ANNUELLE**

du lundi 6 août 2012 à 10.00 heures au siège de la société 63-65, rue de Merl à L-2146 Luxembourg, dans les bureaux de la Fiduciaire Jean-Marc FABER, pour délibérer sur l'ordre du jour suivant:

*Ordre du jour:*

- a. Rapport du Liquidateur sur l'exercice clôturé au 31 décembre 2011;
- b. Approbation des comptes annuels et affectation du résultat au 31 décembre 2011;
- c. Article 100 de la loi du 10 août 1915 concernant les sociétés commerciales;
- d. Divers.

*Le liquidateur.*

Référence de publication: 2012086514/780/16.

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**Bergamaux Finance S.A., Société Anonyme.**

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.  
R.C.S. Luxembourg B 132.615.

Messieurs les actionnaires sont convoqués par le présent avis à

**l'ASSEMBLEE GENERALE EXTRAORDINAIRE**

qui se tiendra le 7 Août 2012 à 16.00 heures au siège social avec l'ordre du jour suivant:

*Ordre du jour:*

1. Communication sur la situation financière de la société;
2. Stratégie financière à adopter;
3. Divers.

*Le Conseil d'Administration.*

Référence de publication: 2012087277/10/14.

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**Sauren Hedgefonds - Select, Fonds Commun de Placement.**

Le règlement de gestion de Sauren Hedgefonds - Select modifié au 1<sup>er</sup> juillet 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.  
Luxembourg, le 14. juin 2012.

*Signature.*

Référence de publication: 2012069539/9.

(120099137) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2012.

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**ING Luxembourg, Société Anonyme.**

Siège social: L-1470 Luxembourg, 52, route d'Esch.  
R.C.S. Luxembourg B 6.041.

L'extrait du recueil des signatures autorisées de juillet 2012 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2012089243/10.

(120125780) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 juillet 2012.

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**UBS (Lux) Strategy Fund, Fonds Commun de Placement.**

Die konsolidierten Vertragsbedingungen des Fonds UBS (Lux) Strategy Fund, welche von der UBS Fund Management (Luxembourg) S.A. verwaltet werden und Teil I des Gesetzes vom 17. Dezember 2010 unterliegen, wurden beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

UBS Fund Management (Luxembourg) S.A.  
Christel Müller / Gilbert Schintgen  
*Executive Director / Managing Director*

Référence de publication: 2012077417/12.

(120109632) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2012.

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### **UBS (Lux) Money Market Fund, Fonds Commun de Placement.**

Die konsolidierten Vertragsbedingungen des Fonds UBS (Lux) Money Market Fund, welche von der UBS Fund Management (Luxembourg) S.A. verwaltet werden und Teil I des Gesetzes vom 17. Dezember 2010 unterliegen, wurden beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

UBS Fund Management (Luxembourg) S.A.  
Christel Müller / Gilbert Schintgen  
*Executive Director / Managing Director*

Référence de publication: 2012077418/12.

(120109633) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 juin 2012.

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### **alpha3, Fonds Commun de Placement.**

Für den Fonds gilt das Verwaltungsreglement, welches am 29. Juni 2012 in Kraft tritt. Das Verwaltungsreglement wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 29. Juni 2012.

Hauck & Aufhäuser Investment Gesellschaft S.A.  
Unterschriften

Référence de publication: 2012079136/11.

(120111997) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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### **Diversified Strategic Asset Allocation, Fonds Commun de Placement.**

Für den Fonds gilt das Verwaltungsreglement, welches am 29. Juni 2012 in Kraft tritt. Das Verwaltungsreglement wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 29. Juni 2012.

Hauck & Aufhäuser Investment Gesellschaft S.A.  
Unterschriften

Référence de publication: 2012079137/11.

(120112002) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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### **DPC (Luxembourg) S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 45.125,00.**

Siège social: L-5326 Contern, rue Général Patton.

R.C.S. Luxembourg B 78.029.

In the year two thousand and twelve, on the nineteenth day of the month of July.

Before Maître Blanche MOUTRIER, notary residing in Esch-sur-Alzette, Grand-Duchy of Luxembourg.

Was held an extraordinary general meeting of the shareholders of DPC (Luxembourg) S.à r.l., (the "Company"), a société à responsabilité limitée having its registered office at Rue Général Patton, L-5326 Contern, Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 78029, incorporated by deed of Me Frank Baden, notary residing in Luxembourg, Grand-Duchy of Luxembourg dated 22 September 2000, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 193 of 14 March 2001.

The articles of association of the Company were amended for the last time on 22 May 2012 by deed of Me Joseph Elvinger, notary residing in Luxembourg, published in the Mémorial number 1788 of 17<sup>th</sup> July 2012.

The meeting was presided by Mr Paul Steffes, manager, residing in Hassel, Luxembourg.

The chairman appointed as secretary and scrutineer Me Rachel Germain, maître en droit, residing in Luxembourg.

The bureau having thus been constituted, the chairman declared and requested the notary to state that:

(A) The shareholders present and the number of their shares are shown on an attendance list; such attendance list, signed by the shareholders present, the board of the meeting and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities;

(B) It appears from the attendance list referred to in A above that, the whole corporate capital is represented at the present meeting. The present meeting is thus regularly constituted and may validly deliberate on all items of the agenda;

(C) The common draft terms of merger of the Company (as absorbing company) and DuPont Technology (Luxembourg) S.à r.l. (as absorbed company) (the "Merger Proposal") had been approved by resolutions of the managers of the absorbing company and of the absorbed company on 14 June 2012, notarised on 20 June 2012 and published on 30 June 2012 in the Mémorial number 1649 in accordance with article 279 (1) a) of the law of 10<sup>th</sup> August 1915 on commercial companies as amended (the "1915 Law");

(D) That the agenda of the meeting is as follows:

1) Decision not to approve the merger of the Company (as absorbing company) and DuPont Technology (Luxembourg) S.à r.l. (as absorbed company) and the related Merger proposal;

After deliberation, the meeting unanimously resolved as follows:

*Sole resolution:*

The meeting of shareholders noted that the provisions regarding simplified mergers of the 1915 Law have been fulfilled:

a) publication on 30 June 2012 of the Merger Proposal in the Mémorial number 1649, at least one month before the operation takes effect as between the parties;

b) deposit of the documents required by article 267 of the 1915 Law at the registered office of the Company at least one month before the operation takes effect as between the parties.

By virtue of clauses 9 and 10 of the Merger Proposal and article 279 (1) c) of the 1915 Law, the shareholders meeting unanimously resolved not to approve and to vote against the merger of the Company (as absorbing company) and its wholly-owned subsidiary DuPont Technology (Luxembourg) S.à r.l., a société à responsabilité limitée, incorporated under the laws of Luxembourg, having its registered office rue Général Patton, L-2984 Contern, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 164947 and having a share capital of EUR 12,500 (as absorbed company) as set out in the Merger Proposal.

The meeting of shareholders agreed and acknowledged that as a result of this decision to vote against the merger, the merger between the Company (as absorbing company) and DuPont Technology (Luxembourg) S.à r.l. (as absorbed company) will thus not become effective on 1 August 2012 and the effects related to provided under article 274 of the 1915 Law will not come into force.

*Costs and Expenses*

The costs, expenses, remuneration or changes in any form whatsoever which shall be borne by the Company as a result of this shareholders' resolution are estimated at approximately 1.300.- Euro.

The undersigned notary, who understands and speaks English, herewith states that at the request of the appearing parties hereto, these minutes are drafted in English followed by a French translation; at the request of the same appearing persons in case of discrepancies between the English and French text, the English version will be prevailing.

Done in Luxembourg on the day before mentioned.

After reading these minutes the members of the bureau signed together with the notary the present deed.

**Suit la traduction française du texte qui précède**

L'an deux mille douze, le dix-neuvième jour du mois de juillet.

Par-devant Maître Blanche MOUTRIER, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg,

a été tenue une assemblée générale extraordinaire des associés de DPC (Luxembourg) S.à r.l., (la "Société"), une société à responsabilité limitée ayant son siège social rue Général Patton, L-5326 Contern, Grand-Duché de Luxembourg, inscrite au Registre de Commerce et des Sociétés sous le numéro B 78029 et constituée par acte notarié de Maître Frank Baden, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, en date du 22 septembre 2000, publié au Mémorial C, Recueil des Sociétés et Associations (le «Mémorial») numéro 193 du 14 mars 2001.

Les statuts de la Société ont été modifiés pour la dernière fois le 22 mai 2012 par acte de Maître Joseph Elvinger, notaire de résidence à Luxembourg, publié au Mémorial numéro 1788 du 17 juillet 2012.

L'assemblée a été présidée par M. Paul Steffes, gérant, demeurant à Hassel, Luxembourg.

Le président a nommé comme secrétaire et scrutateur Me Rachel Germain, maître en droit, demeurant à Luxembourg.

Le bureau de l'assemblée ayant ainsi été constitué, le président déclara et demanda au notaire instrumentant d'acter:

(A) Les associés présents et le nombre de leurs parts sont repris sur une liste de présence. Cette liste de présence signée par les associés présents, le bureau de l'assemblée et le notaire soussigné restera annexée au présent acte pour être soumise à l'enregistrement;



(B) Il ressort de la liste de présence mentionnée sub A ci-dessus que l'intégralité du capital social est représentée à la présente assemblée. L'assemblée est dès lors régulièrement constituée et peut valablement délibérer sur tous les points de l'ordre du jour;

(C) Le projet commun de fusion de la Société (en tant que société absorbante) et DuPont Technology (Luxembourg) S.à r.l. (en tant que société absorbée) (le «Projet de Fusion») avait été approuvé par résolutions des gérants de la société absorbante et de la société absorbée le 14 juin 2012, passé devant notaire le 20 juin 2012 et publié le 30 juin 2012 dans le Mémorial numéro 1649 en conformité avec l'article 279 (1) a) de la loi du 10 août 1915 sur les sociétés commerciales telle que modifiée (la «Loi de 1915»);

(D) Que l'ordre du jour de l'assemblée est comme suit:

1) Décision de ne pas approuver la fusion de la Société (en tant que société absorbante) et DuPont Technology (Luxembourg) S.à r.l. (en tant que société absorbée) et le Projet de Fusion y relatif.

Après délibération, l'assemblée a pris à l'unanimité la résolution suivante:

*Résolution unique:*

L'assemblée des associés a noté que les dispositions relatives aux fusions de la Loi de 1915 ont été respectées:

a) publication du 30 juin 2012 du Projet de Fusion dans le Mémorial numéro 1649, au moins un mois avant que l'opération ne prenne effet entre parties;

b) dépôt des documents requis par l'article 267 de la Loi de 1915 au siège social de la Société au moins un mois avant que l'opération ne prenne effet entre parties.

En vertu des clauses 9 et 10 du Projet de Fusion et de l'article 279 (1) c) de la Loi de 1915, l'assemblée des associés a résolu à l'unanimité de ne pas approuver et de voter contre la fusion de la Société (en tant que société absorbante) et sa filiale à part entière DuPont Technology (Luxembourg) S.à r.l., une société à responsabilité limitée, constituée sous les lois du Luxembourg, ayant son siège social rue Général Patton, L-2984 Contern, immatriculée auprès du Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 164947 et ayant un capital social de EUR 12.500 (en tant que société absorbée) tel que décrite dans le Projet de Fusion.

L'assemblée des associés a accepté et reconnu que, suite à cette décision de voter contre la fusion, la fusion entre la Société (en tant que société absorbante) et DuPont Technology (Luxembourg) S.à r.l. (en tant que société absorbée) ne deviendra donc pas effective au 1<sup>er</sup> août 2012 et les effets y relatif énoncés à l'article 274 de la Loi de 1915 n'entreront pas en vigueur.

*Dépenses*

Les coûts, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société en raison de cette résolution des actionnaires sont estimés à 1.300.- Euro .

Le notaire instrumentant qui comprend et parle l'anglais, déclare par les présentes qu'à la demande des personnes comparantes, ce procès-verbal est rédigé en langue anglaise suivi d'une traduction française; à la demande des mêmes personnes comparantes en cas de divergences entre la version anglaise et la version française, la version anglaise prévaudra.

Fait et passé à Luxembourg, date qu'en tête des présentes.

Après avoir lu ce procès-verbal les membres du bureau ont signé ensemble avec le notaire le présent acte.

Signé: P. Steffes, R. Germain, Moutrier Blanche.

Enregistré à Esch/Alzette Actes Civils, le 23 juillet 2012. Relation: EAC/2012/9778. Reçu soixante-quinze euros 75,00 €

*Le Receveur ff. (signé): Monique HALSDORF.*

POUR EXPEDITION CONFORME délivrée à des fins administratives.

Esch-sur-Alzette, le 23 juillet 2012.

Référence de publication: 2012090705/116.

(120127088) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juillet 2012.

**BN & P I, Fonds Commun de Placement.**

Für den Fonds gilt das Verwaltungsreglement, welches am 29. Juni 2012 in Kraft tritt. Das Verwaltungsreglement wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 29. Juni 2012.

Hauck & Aufhäuser Investment Gesellschaft S.A.

Unterschriften

Référence de publication: 2012079138/11.

(120112003) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.



### **Swiss Peaks, Fonds Commun de Placement.**

Das Verwaltungsreglement wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.  
Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Assenagon Asset Management S.A.  
Unterschrift

Référence de publication: 2012088923/9.

(120126077) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 juillet 2012.

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### **AC Absolute Return, Fonds Commun de Placement.**

Das Verwaltungsreglement, in Kraft getreten am 02. April 2012, für den Fonds AC Absolute Return wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 23. Juli 2012.

Alceda Fund Management S.A.

Référence de publication: 2012089696/10.

(120127440) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 juillet 2012.

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### **H2 Fonds, Fonds Commun de Placement.**

Das Verwaltungsreglement, in Kraft getreten am 15. Mai 2012, für den Fonds H2 Fonds wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 23. Juli 2012.

Alceda Fund Management S.A.

Référence de publication: 2012089697/10.

(120127441) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 juillet 2012.

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### **Colin&Cie. Luxembourg S.A., Société Anonyme.**

Siège social: L-1736 Senningerberg, 5, Heienhaff.

R.C.S. Luxembourg B 144.647.

Der Jahresabschluss zum 31. Dezember 2011 wurde einregistriert und beim Handels- und Firmenregister hinterlegt.

Zwecks Offenlegung beim Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2012089816/9.

(120127340) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 juillet 2012.

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### **PPF ("PMG Partners Funds"), Fonds Commun de Placement.**

Das Verwaltungsreglement, in Kraft getreten am 14. Mai 2012, für den Fonds PPF („PMG Partners Funds“) wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 23. Juli 2012.

Alceda Fund Management S.A.

Référence de publication: 2012089698/10.

(120127442) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 juillet 2012.

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### **Colin&Cie. Luxembourg S.A., Société Anonyme.**

Siège social: L-1736 Senningerberg, 5, Heienhaff.

R.C.S. Luxembourg B 144.647.

Hiermit teilen wir mit, dass Herr Frank KESKE aus dem Verwaltungsrat der Gesellschaft mit Wirkung zum 15. Juni 2012 zurückgetreten ist.

*Auszug aus der ordentlichen Generalversammlung der Aktionäre vom 13. Juli 2012*

Die ordentliche Generalversammlung hat beschlossen, PricewaterhouseCoopers, réviseur d'entreprises agréé, 400, route d'Esch, L-1471 Luxembourg als Wirtschaftsprüfer für das am 31. Dezember 2012 endende Geschäftsjahr zu bestellen.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.  
Luxemburg.

Référence de publication: 2012089815/15.

(120126999) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 juillet 2012.

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**NV Strategie, Société d'Investissement à Capital Variable.**

Siège social: L-2550 Luxembourg, 36, avenue du Dix Septembre.

R.C.S. Luxembourg B 114.659.

*Auszug aus dem Protokoll der ordentlichen Generalversammlung der Aktionäre vom 20. Juli 2012*

Die Generalversammlung hat beschlossen KPMG, réviseur d'entreprises agréé, 9, Allée Scheffer, L-2520 Luxembourg als Wirtschaftsprüfer bis zur jährlichen ordentlichen Generalversammlung der Aktionäre im Jahr 2013 zu bestellen.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Im Juli 2012.

Référence de publication: 2012090268/12.

(120127075) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 juillet 2012.

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**FBG 4Elements, Fonds Commun de Placement.**

Das Verwaltungsreglement, in Kraft getreten am 19. Juni 2012, für den Fonds FBG 4Elements wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 23. Juli 2012.

ACOLIN Fund Management S.A.

Référence de publication: 2012090560/10.

(120128385) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juillet 2012.

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**Callander Fund FCP, Fonds Commun de Placement.**

La refonte du Règlement de Gestion de Callander Fund a été déposée au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

CALLANDER MANAGERS / BANQUE DE LUXEMBOURG

Société Anonyme / Société Anonyme

Société de Gestion / Banque Dépositaire

Signatures

Référence de publication: 2012093007/12.

(120128990) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juillet 2012.

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**Alpha Agencies s.à.r.l., Société à responsabilité limitée.**

Siège social: L-2230 Luxembourg, 48, rue du Fort Neipperg.

R.C.S. Luxembourg B 27.899.

**CLÔTURE DE LIQUIDATION**

Par jugement rendu en date du 12 juillet 2012, le Tribunal d'arrondissement de et à Luxembourg, sixième chambre, siégeant en matière commerciale, après avoir entendu le juge-commissaire en son rapport oral, le liquidateur et le Ministère public en leurs conclusions, a déclaré closes pour absence d'actif les opérations de liquidation de la société à responsabilité limitée «ALPHA AGENCIES S.à.r.l.», ayant eu son siège social à L-2230 Luxembourg, 48, rue du Fort Neipperg, et mis les frais à charge du Trésor.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour extrait conforme  
Maître Anne-Claire BLONDIN  
Le liquidateur

Référence de publication: 2012092079/17.

(120128004) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juillet 2012.

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**Euroreports S.à r.l., Société à responsabilité limitée.**

Siège social: L-1320 Luxembourg, 30, rue de Cessange.  
R.C.S. Luxembourg B 68.071.

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**CLÔTURE DE LIQUIDATION**

Par jugement rendu en date du 12 juillet 2012, le Tribunal d'arrondissement de et à Luxembourg, sixième chambre, siégeant en matière commerciale, après avoir entendu le juge-commissaire en son rapport oral, le liquidateur et le Ministère public en leurs conclusions, a déclaré closes pour absence d'actif les opérations de liquidation de la société à responsabilité limitée «EUROREPORTS S.à.r.l.», ayant eu son siège social à L-1320 Luxembourg, 30, rue de Cessange, et mis les frais à charge du Trésor.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour extrait conforme  
Maître Anne-Claire BLONDIN  
Le liquidateur

Référence de publication: 2012092105/17.

(120127991) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juillet 2012.

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**Altercap, Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-1471 Luxembourg, 412F, route d'Esch.  
R.C.S. Luxembourg B 153.377.

**Altercap Investment I S.C.A. SICAR, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.**

Siège social: L-1471 Luxembourg, 412F, route d'Esch.  
R.C.S. Luxembourg B 158.671.

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Conformément à l'article 26-1 (3 ter) et 26-1 (3quinquies) de la loi du 10 Août 1915 sur les sociétés commerciales, telle que modifiée, et par rapport à la contribution en nature effectuée le 29 Juin 2012, qui se composait de l'apport des Actions Apportées (telles que définies ci-dessous) au compartiment C de la SICAR en contrepartie de l'émission d'actions de catégorie A de celui-ci, nous déclarons ce qui suit:

1. La SICAR est une société en commandite par actions admissible comme société d'investissement en capital à risque, constituée en vertu des lois du Grand-Duché de Luxembourg, ayant son siège social au 412 F, route d'Esch, L-1471 Luxembourg, inscrite au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 158.671, représentée par son Associé Commandité, Altercap, une société à responsabilité limitée, constituée en vertu des lois du Luxembourg, ayant son siège social au 412F, route d'Esch L-1471 Luxembourg, et immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 153.377.

2. Le compartiment C de la SICAR a été lancé en Juin 2012 (le «Compartiment»). Son but exclusif est d'investir ses actifs dans Altercap II - B1, un compartiment de Altercap II - B, SICAV SIF, une société d'investissement à capital variable sous la forme d'une société en commandite par actions et répondant aux critères d'un fonds d'investissement spécialisé («FIS») en vertu de la loi du 13 Février 2007 relative aux fonds d'investissement spécialisés, tel que modifiée, ayant son siège social au 412F route d'Esch, L-1471 Luxembourg et immatriculée au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 159.079.

3. Conformément à un contrat d'apport en date du 14 juin 2012 conclu entre l'Associé Commandité agissant au nom de la SICAR et BHP Holding SA (agissant en tant que contributeur), BPH Holding SA s'est engagé à contribuer le 29 juin 2012 300.000.000 actions de catégorie A qu'elle détenait dans Altercap II-B1 dans le Compartiment («Actions Apportées»).

4. Le 29 juin 2012, le Compartiment a, en contrepartie des Actions Apportées, émis 3.048 actions de catégorie A avec une valeur de EUR 1.000 chacun, qui ont été souscrites par BHP Holding SA en vertu d'une convention de souscription en date du 14 juin 2012 avec date d'effet au 29 juin 2012 (les «Nouvelles Actions»). Les Nouvelles Actions émises par le Compartiment à BHP Holding SA ont été intégralement libérées par l'apport des Actions Apportées au Compartiment.

5. L'évaluation des Actions Apportées a été faite sur la base de la valeur nette d'inventaire des actions au 31 décembre 2011, tel que spécifié dans les comptes annuels de Altercap II-B et audités par le réviseur d'entreprises agréé de Altercap II-B, à savoir Deloitte Audit S.à rl. Cette évaluation s'élève, au 31 décembre 2011, à EUR 0,01016 par action de catégorie A. Les Actions Apportées ont donc une valeur totale de EUR 3.048.000 (la «Valeur Totale Auditée»).

6. Au 29 Juin 2012, la Valeur Totale Auditée des Actions Apportées correspond au moins au nombre des Nouvelles Actions émises par le Compartiment.

7. De plus, depuis le 31 décembre 2011 et au 29 juin 2012, il n'est survenu aucun événement qui aurait pu avoir un impact significatif sur la Valeur Totale Auditée des Actions Apportées.

Luxembourg, le 29 Juin 2012.

Altercap Investment I SCA SICAR

Altercap

Associé gérant commandité

Jaime Prieto / Serge Krancenblum

Class A Manager / Class B Manager

Référence de publication: 2012092295/50.

(120129552) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juillet 2012.

**Libertis Consulting S.A., Société Anonyme.**

Siège social: L-1370 Luxembourg, 16, Val Sainte Croix.

R.C.S. Luxembourg B 70.510.

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**CLÔTURE DE LIQUIDATION**

Par jugement rendu en date du 12 juillet 2012, le Tribunal d'arrondissement de et à Luxembourg, sixième chambre, siégeant en matière commerciale, après avoir entendu le juge-commissaire en son rapport oral, le liquidateur et le Ministère public en leurs conclusions, a déclaré closes pour absence d'actif les opérations de liquidation de la société anonyme «LIBERTIS CONSULTING S.A.», ayant eu son siège social à L-1370 Luxembourg, 16, Val Sainte Croix, et mis les frais à charge du Trésor.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour extrait conforme

Maître Anne-Claire BLONDIN

Le liquidateur

Référence de publication: 2012092109/17.

(120127985) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juillet 2012.

**Lombard Odier Funds, Société d'Investissement à Capital Variable.**

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 25.301.

In the year two thousand and twelve, on the thirteenth day of July.

Before us, Maître Henri HELLINCKX, notary, residing in Luxembourg.

Was held an extraordinary general meeting of shareholders of LOMBARD ODIER FUNDS (the "Company" or "LO Funds"), a "Société d'Investissement à Capital Variable" with its registered office at 5, Allée Scheffer, L-2520 Luxembourg, incorporated in Luxembourg under the denomination Mediterranean Fund by a deed of notary Joseph Kerschen, then notary residing in Luxembourg-Eich, on 5 January 1987, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial"), number 17 of 1987. The articles of incorporation of the Company have been amended for the last time by a deed of notary Martine Decker, notary residing in Hesperange, on 1 July 2011 with effect 1 July 2011 as published in the Mémorial number 1689 on 27 July 2011.

The meeting was opened with Olivia Tournier, professionally residing in Luxembourg, in the chair, who appointed as secretary to the meeting Sandrine Kitzinger, professionally residing in Luxembourg. The meeting elected as scrutineer Gaëlle Chéry, professionally residing in Luxembourg.

The bureau of the meeting having thus been constituted, the Chairman declared and requested the notary to state that:

A. The agenda of the extraordinary general meeting is the following:

1. Article 10, first paragraph, of the articles of incorporation of the Company (the "Articles") shall be amended to change the time of the annual general meeting of shareholders as follows:

"The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on

the last Thursday in February at 11.30 a.m.. If such day is not a bank business day in Luxembourg the annual general meeting shall be held on the next following bank business day in Luxembourg. The annual general meeting may be held abroad if, in the absolute and final judgement of the Board, exceptional circumstances so require.";

2. Article 22, second paragraph, sub-paragraph (i) of the Articles, shall be amended as follows:

"in the event of (i) the publication of the convening notice to a general meeting of shareholders the purpose of which is to propose the winding up of the Company or a Sub-Fund thereof or (ii) the decision of the Board to wind up one or more Sub-Funds";

3. Article 22, second paragraph, existing sub-paragraph (j) of the Articles shall be deleted;

4. Article 22, second paragraph, existing sub-paragraph (k) of the Articles shall become sub-paragraph (j);

5. Article 27, eighth paragraph (g) of the Articles shall be amended to read as follows:

"In compliance with the provisions of the Law, the Board may decide to merge any Sub-Fund with another Sub-Fund of the Company or with another UCITS or a sub-fund thereof (whether established in Luxembourg or another Member State or whether such UCITS is incorporated as a company or is a contractual type fund) using any of the merger techniques set forth in the Law;"

6. Article 27, ninth paragraph (h) of the Articles shall be amended to read as follows:

"Alternatively, the Board may propose to the Shareholders of any Sub-Fund to merge the Sub-Fund with another Sub-Fund of the Company or with another UCITS or a sub-fund thereof (whether established in Luxembourg or another Member State or whether such UCITS is incorporated as a company or is a contractual type fund) under the provisions of the Law. In such case, the duly convened general meeting of the Sub-Fund concerned may be validly held without quorum and may decide by a simple majority of the Shares present or represented.";

7. To decide that items 1 to 6, if approved by the shareholders, will come into force on 16 July 2012 or such later date coinciding with the entry into force of the forthcoming prospectus of the Company;

8. To decide to (i) refrain from attaching a French translation to the Articles and (ii) have the notarial deed drawn up in English only.

B. The meeting has been convened by notices containing the agenda of the meeting sent to each of the shareholders registered in the shareholders' register on 11 June 2012 and 27 June 2012 and published in the Memorial, in the Luxemburger Wort and in the Tageblatt on 11 June 2012 and 27 June 2012 respectively.

C. The shareholders present and represented and the number of shares held by each of them are shown on an attendance list initialled "ne varietur" by the shareholders present, by the proxies of the shareholders represented and by the members of the bureau. The said list and proxies will be annexed to this deed, to be registered therewith.

D. It appears from the attendance list that, out of 685,301,025.3490 shares in issue, 318,360,784.8010 shares are present or duly represented at this meeting. The Chairman informs the meeting that a first extraordinary general meeting has been convened with the same agenda as the agenda of the present meeting indicated above, for the day 8 June 2012 and that the quorum requirements for voting the items of the agenda had not been attained. In accordance with Article 67-1 of the law of 10 August 1915 on commercial companies, the present meeting may thus deliberate validly no matter how many shares are represented.

E. The shareholders have adopted, by more than two third majority vote as regards the items on the agenda of the meeting, the following resolutions:

#### *First resolution*

The Meeting resolves to amend Article 10, first paragraph of the Articles to change the time of the annual general meeting of shareholders as follows:

"The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Thursday in February at 11.30 a.m.. If such day is not a bank business day in Luxembourg the annual general meeting shall be held on the next following bank business day in Luxembourg. The annual general meeting may be held abroad if, in the absolute and final judgement of the Board, exceptional circumstances so require.";

#### *Second resolution*

The Meeting resolves to amend Article 22, second paragraph, sub-paragraph (i) of the Articles, as follows:

"in the event of (i) the publication of the convening notice to a general meeting of shareholders the purpose of which is to propose the winding up of the Company or a Sub-Fund thereof or (ii) the decision of the Board to wind up one or more Sub-Funds";

#### *Third resolution*

The Meeting resolves to delete existing sub-paragraph (j), second paragraph of Article 22 of the Articles.

*Fourth resolution*

The Meeting resolves to renumber existing sub-paragraph (k), second paragraph of Article 22 of the Articles as sub-paragraph (j), second paragraph of Article 22 of the Articles.

*Fifth resolution*

The Meeting resolves to amend Article 27, eighth paragraph (g) of the Articles as follows:

"In compliance with the provisions of the Law, the Board may decide to merge any Sub-Fund with another Sub-Fund of the Company or with another UCITS or a sub-fund thereof (whether established in Luxembourg or another Member State or whether such UCITS is incorporated as a company or is a contractual type fund) using any of the merger techniques set forth in the Law;"

*Sixth resolution*

The Meeting resolves to amend Article 27, ninth paragraph (h) of the Articles to read as follows:

"Alternatively, the Board may propose to the Shareholders of any Sub-Fund to merge the Sub-Fund with another Sub-Fund of the Company or with another UCITS or a sub-fund thereof (whether established in Luxembourg or another Member State or whether such UCITS is incorporated as a company or is a contractual type fund) under the provisions of the Law. In such case, the duly convened general meeting of the Sub-Fund concerned may be validly held without quorum and may decide by a simple majority of the Shares present or represented. ";

*Seventh resolution*

The Meeting resolves that the above mentioned resolutions, first to sixth, will come into force on 1 August 2012, such date being the entry into force of the forthcoming prospectus of the Company.

*Eighth resolution*

The Meeting resolves (i) not to attach a French translation to the Articles and (ii) have the notarial deed drawn up in English only.

The undersigned notary, who knows English, states herewith that on request of the persons appearing, the present deed is worded in English.

Whereof the present notarial deed as drawn up in Luxembourg, on the day named at the beginning of this document.

The document having been read to the persons appearing, known to the notary by their surnames, first names, civil status and residence, the said persons signed together with us the notary this original deed on the above mentioned date.

Signé: O. TOURNIER, S. KITZINGER, G. CHÉRY et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 17 juillet 2012. Relation: LAC/2012/33781. Reçu soixante-quinze euros (75.- EUR)

Le Receveur (signé): I. THILL.

- POUR EXPEDITION CONFORME - Délivrée à la société sur demande.

Luxembourg, le 24 juillet 2012.

Référence de publication: 2012092672/111.

(120128521) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 juillet 2012.

**LPP Optique S.A., Société Anonyme.**

Siège social: L-8057 Bertrange, 9, rue du Chemin de Fer.

R.C.S. Luxembourg B 73.400.

**CLÔTURE DE LIQUIDATION**

Par jugement rendu en date du 12 juillet 2012, le Tribunal d'arrondissement de et à Luxembourg, sixième chambre, siégeant en matière commerciale, après avoir entendu le juge-commissaire en son rapport oral, le liquidateur et le Ministère public en leurs conclusions, a déclaré closes pour absence d'actif les opérations de liquidation de la société anonyme «LPP OPTIQUE S.A.», ayant eu son siège social à L-8057 Bertrange, 9, rue du Chemin de Fer, et mis les frais à charge du Trésor.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour extrait conforme

Maître Anne-Claire BLONDIN

Le liquidateur

Référence de publication: 2012092110/17.

(120127980) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 juillet 2012.



**All 4 Food Sàrl, Société à responsabilité limitée.**

Siège social: L-1924 Luxembourg, 2, rue Emile Lavandier.  
R.C.S. Luxembourg B 157.619.

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*Extrait du procès-verbal de l'Assemblée générale extraordinaire  
de la société All 4 Food s.à.r.l. en date du 1<sup>er</sup> juillet 2012 à 11h00*

L'Assemblée dûment constituée et représentée a pris les décisions suivantes:

- 1. Démission en qualité de gérant en date du 30/06/2012 de Monsieur RIBEIRO Serge, demeurant à B-6740 Etalle; 7 rue du Termezart.
- 2. Nomination qualité de gérant en date du 01/07/2012 Monsieur WEI Zhende, demeurant à L-1631 Luxembourg; 45 rue Glesener.

Luxembourg, le 1<sup>er</sup> juillet 2012.

Pour extrait sincère et conforme  
ALL4FOOD SARL  
Représentée par RIBEIRO Serge  
Associé unique

Référence de publication: 2012078360/19.

(120111843) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**Merus Labs International Inc. Luxembourg Branch, Succursale d'une société de droit étranger.**

Adresse de la succursale: L-2121 Luxembourg, 208, Val des Bons-Malades.  
R.C.S. Luxembourg B 169.730.

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ARTICLES

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## **1. interpretation.**

### **1.1 Definitions**

In these Articles, unless the context otherwise requires:

(a) "board of directors", "directors" and "board" mean the directors or sole director of the Company for the time being;

(b) "Business Corporations Act" means the Business Corporations Act (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;

(c) "Interpretation Act" means the Interpretation Act (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;

(d) "legal personal representative" means the personal or other legal representative of a shareholder;

(e) "registered address" of a shareholder means the shareholder's address as recorded in the central securities register;

(f) "seal" means the seal of the Company, if any.

### **1.2 Business Corporations Act and Interpretation Act Definitions Applicable**

The definitions in the Business Corporations Act and the definitions and rules of construction in the Interpretation Act, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to these Articles as if they were an enactment. If there is a conflict between a definition in the Business Corporations Act and a definition or rule in the Interpretation Act relating to a term used in these Articles, the definition in the Business Corporations Act will prevail in relation to the use of the term in these Articles. If there is a conflict or inconsistency between these Articles and the Business Corporations Act, the Business Corporations Act will prevail.

## **2. Shares and Share certificates.**

### **2.1 Authorized Share Structure**

The authorized share structure of the Company consists of shares of the class or classes and series, if any, described in the Notice of Articles of the Company.

### **2.2 Form of Share Certificate**

Each share certificate issued by the Company must comply with, and be signed as required by, the Business Corporations Act.

### **2.3 Shareholder Entitled to Certificate or Acknowledgment**

Each shareholder is entitled, without charge, to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder's name or (b) a non-transferable written acknowledgment of the shareholder's right to obtain such a share certificate, provided that in respect of a share held jointly by several persons, the Company is not bound to issue more than one share certificate or acknowledgment and delivery of a share certificate or an acknowledgment to one of several joint shareholders or to a duly authorized agent of one of the joint shareholders will be sufficient delivery to all.

### **2.4 Delivery by Mail**

Any share certificate or non-transferable written acknowledgment of a shareholder's right to obtain a share certificate may be sent to the shareholder by mail at the shareholder's registered address and neither the Company nor any director, officer or agent of the Company is liable for any loss to the shareholder because the share certificate or acknowledgement is lost in the mail or stolen.

### **2.5 Replacement of Worn Out or Defaced Certificate or Acknowledgement**

If the directors are satisfied that a share certificate or a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate is worn out or defaced, they must, on production to them of the share certificate or acknowledgment, as the case may be, and on such other terms, if any, as they think fit:

(a) order the share certificate or acknowledgment, as the case may be, to be cancelled; and

(b) issue a replacement share certificate or acknowledgment, as the case may be.

### **2.6 Replacement of Lost, Stolen or Destroyed Certificate or Acknowledgment**

If a share certificate or a non-transferable written acknowledgment of a shareholder's right to obtain a share certificate is lost, stolen or destroyed, a replacement share certificate or acknowledgment, as the case may be, must be issued to the person entitled to that share certificate or acknowledgment, as the case may be, if the directors receive:

(a) proof satisfactory to them that the share certificate or acknowledgment is lost, stolen or destroyed; and

(b) any indemnity the directors consider adequate.

### **2.7 Splitting Share Certificates**

If a shareholder surrenders a share certificate to the Company with a written request that the Company issue in the shareholder's name two or more share certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the share certificate so surrendered, the Company must cancel the surrendered share certificate and issue replacement share certificates in accordance with that request.

### **2.8 Certificate Fee**

There must be paid to the Company, in relation to the issue of any share certificate under Articles 2.5, 2.6 or 2.7, the amount, if any and which must not exceed the amount prescribed under the Business Corporations Act, determined by the directors.

### 2.9 Recognition of Trusts

Except as required by law or statute or these Articles, no person will be recognized by the Company as holding any share upon any trust, and the Company is not bound by or compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or fraction of a share or (except as required by law or statute or these Articles as ordered by a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the shareholder.

## 3. Issue of shares.

### 3.1 Directors Authorized

Subject to the Business Corporations Act and the rights, if any, of the holders of issued shares of the Company, the Company may issue, allot, sell or otherwise dispose of the unissued shares, and issued shares held by the Company, at the times, to the persons, including directors, in the manner, on the terms and conditions and for the issue prices (including any premium at which shares with par value may be issued) that the directors may determine. The issue price for a share with par value must be equal to or greater than the par value of the share.

### 3.2 Commissions and Discounts

The Company may at any time pay a reasonable commission or allow a reasonable discount to any person in consideration of that person purchasing or agreeing to purchase shares of the Company from the Company or any other person or procuring or agreeing to procure purchasers for shares of the Company.

### 3.3 Brokerage

The Company may pay such brokerage fee or other consideration as may be lawful for or in connection with the sale or placement of its securities.

### 3.4 Conditions of Issue

Except as provided for by the Business Corporations Act, no share may be issued until it is fully paid. A share is fully paid when:

(a) consideration is provided to the Company for the issue of the share by one or more of the following:

(i) past services performed for the Company;

(ii) property;

(iii) money; and

(b) the value of the consideration received by the Company equals or exceeds the issue price set for the share under Article 3.1.

### 3.5 Share Purchase Warrants and Rights

Subject to the Business Corporations Act, the Company may issue share purchase warrants, options and rights upon such terms and conditions as the directors determine, which share purchase warrants, options and rights may be issued alone or in conjunction with debentures, debenture stock, bonds, shares or any other securities issued or created by the Company from time to time.

## 4. Share registers.

### 4.1 Central Securities Register

As required by and subject to the Business Corporations Act, the Company must maintain in British Columbia a central securities register. The directors may, subject to the Business Corporations Act, appoint an agent to maintain the central securities register. The directors may also appoint one or more agents, including the agent which keeps the central securities register, as transfer agent for its shares or any class or series of its shares, as the case may be, and the same or another agent as registrar for its shares or such class or series of its shares, as the case may be. The directors may terminate such appointment of any agent at any time and may appoint another agent in its place.

### 4.2 Closing Register

The Company must not at any time close its central securities register.

## 5. Share transfers.

### 5.1 Registering Transfers

A transfer of a share of the Company must not be registered unless the Company or the transfer agent or registrar for the class or series of share to be transferred has received:

(a) a duly signed instrument of transfer in respect of the share;

(b) if a share certificate has been issued by the Company in respect of the share to be transferred, that share certificate;

(c) if a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate has been issued by the Company in respect of the share to be transferred, that acknowledgment; and

(d) such other evidence, if any, as the Company or the transfer agent or registrar for the class or series of share to be transferred may require to prove the title of the transferor or the transferor's right to transfer the share, the due signing of the instrument of transfer and the right of the transferee to have the transfer registered.

#### 5.2 Form of Instrument of Transfer

The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company's share certificates or in any other form that may be approved by the directors from time to time.

#### 5.3 Transferor Remains Shareholder

Except to the extent that the Business Corporations Act otherwise provides, the transferor of shares is deemed to remain the holder of the shares until the name of the transferee is entered in a securities register of the Company in respect of the transfer.

#### 5.4 Signing of Instrument of Transfer

If a shareholder, or his or her duly authorized attorney, signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer or specified in any other manner, or, if no number is specified, all the shares represented by the share certificates or set out in the written acknowledgments deposited with the instrument of transfer:

- (a) in the name of the person named as transferee in that instrument of transfer; or
- (b) if no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered.

#### 5.5 Enquiry as to Title Not Required

Neither the Company nor any director, officer or agent of the Company is bound to inquire into the title of the person named in the instrument of transfer as transferee or, if no person is named as transferee in the instrument of transfer, of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered or is liable for any claim related to registering the transfer by the shareholder or by any intermediate owner or holder of the shares, of any interest in the shares, of any share certificate representing such shares or of any written acknowledgment of a right to obtain a share certificate for such shares.

#### 5.6 Transfer Fee

There must be paid to the Company, in relation to the registration of any transfer, the amount, if any, determined by the directors.

### 6. Transmission of shares.

#### 6.1 Legal Personal Representative Recognized on Death

In case of the death of a shareholder, the legal personal representative of the shareholder or in the case of shares registered in the shareholder's name and the name of another person in joint tenancy, the surviving joint holder, will be the only person recognized by the Company as having any title to the shareholder's interest in the shares. Before recognizing a person as a legal personal representative of a shareholder, the directors may require proof of appointment by a court of competent jurisdiction, a grant of letters probate, letters of administration or such other evidence or documents as the directors consider appropriate.

#### 6.2 Rights of Legal Personal Representative

The legal personal representative of a shareholder has the same rights, privileges and obligations that attach to the shares held by the shareholder, including the right to transfer the shares in accordance with these Articles, provided the documents required by the Business Corporations Act and the directors have been deposited with the Company. This Article 6.2 does not apply in the case of the death of a shareholder with respect to shares registered in the shareholder's name and the name of another person in joint tenancy.

### 7. Purchase of shares.

#### 7.1 Company Authorized to Purchase Shares

Subject to Article 7.2, the special rights and restrictions attached to the shares of any class or series and the Business Corporations Act, the Company may, if authorized by the directors, purchase or otherwise acquire any of its shares at the price and upon the terms determined by the directors.

#### 7.2 Purchase When Insolvent

The Company must not make a payment or provide any other consideration to purchase or otherwise acquire any of its shares if there are reasonable grounds for believing that;

- (a) the Company is insolvent; or
- (b) making the payment or providing the consideration would render the Company insolvent.

#### 7.3 Sale and Voting of Purchased Shares

If the Company retains a share redeemed, purchased or otherwise acquired by it, the Company may sell, gift or otherwise dispose of the share, but, while such share is held by the Company, it:

- (a) is not entitled to vote the share at a meeting of its shareholders;

- (b) must not pay a dividend in respect of the share; and
- (c) must not make any other distribution in respect of the share.

**8. Borrowing powers.** The Company, if authorized by the directors, may:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Company or any other person and at such discounts or premiums and on such other terms as they consider appropriate;
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (d) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Company.

## **9. Alterations.**

### **9.1 Alteration of Authorized Share Structure**

Subject to the Business Corporations Act, the Company may by directors resolution subdivide or consolidate all or any of its unissued, or fully paid issued, shares and if applicable, alter its Notice of Articles and, if applicable, Articles, accordingly; and subject to Articles 9.2 and the Business Corporations Act, the Company may by special resolution:

- (a) create one or more classes or series of shares;
- (b) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;
- (c) if the Company is authorized to issue shares of a class of shares with par value:
  - (i) decrease the par value of those shares; or
  - (ii) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;
- (d) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;
- (e) alter the identifying name of any of its shares; or
- (f) otherwise alter its shares or authorized share structure when required or permitted to do so by the Business Corporations Act;
  - and if applicable, alter its Notice of Articles and, if applicable, Articles, accordingly.

### **9.2 Cancellation of Class or Series of Shares**

Subject to the Business Corporations Act, the Company may by resolution of the directors eliminate a class or series of shares if none of the shares of the class or series of shares are allotted or issued and if applicable, alter its Notice of Articles and, if applicable, Articles, accordingly.

### **9.3 Special Rights and Restrictions**

Subject to the Business Corporations Act, the Company may by special resolution:

- (a) create special rights or restrictions for, and attach those special rights or restrictions to, the shares of any class or series of shares, whether or not any or all of those shares have been issued; or
- (b) vary or delete any special rights or restrictions attached to the shares of any class or series of shares, whether or not any or all of those shares have been issued;
  - and alter its Articles and Notice of Articles accordingly.

### **9.4 Change of Name**

The Company may by directors resolution authorize an alteration of its Notice of Articles in order to change its name or adopt or change any translation of that name.

### **9.5 Other Alterations**

If the Business Corporations Act does not specify the type of resolution and these Articles do not specify another type of resolution, the Company may by special resolution alter these Articles.

## **10. Meetings of shareholders.**

### **10.1 Annual General Meetings**

Unless an annual general meeting is deferred or waived in accordance with the Business Corporations Act, the Company must hold its first annual general meeting within 18 months after the date on which it was incorporated or otherwise recognized, and after that must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual reference date at such time and place as may be determined by the directors.

### **10.2 Resolution Instead of Annual General Meeting**

If all the shareholders who are entitled to vote at an annual general meeting consent by a unanimous resolution to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date of the unanimous resolution. The shareholders must, in any unanimous resolution passed under this Article 10.2, select as the Company's annual reference date a date that would be appropriate for the holding of the applicable annual general meeting.

#### 10.3 Calling of Meetings of Shareholders

The directors may, at any time, call a meeting of shareholders.

#### 10.4 Notice for Meetings of Shareholders

The Company must send notice of the date, time and location of any meeting of shareholders, (including, without limitation, any notice specifying the intention to propose a resolution as an exceptional resolution, a special resolution or a special separate resolution, to consider approving an amalgamation into a foreign jurisdiction, an arrangement or the adoption of an amalgamation agreement, and any notice of a general meeting, class meeting or series meeting), in the manner provided in these Articles, or in such other manner, if any, as may be prescribed by ordinary resolution (whether previous notice of the resolution has been given or not), to each shareholder entitled to attend the meeting, to each director and to the auditor of the Company, unless these Articles otherwise provide, at least the following number of days before the meeting:

- (a) if and for so long as the Company is a public company, 21 days;
- (b) otherwise, 10 days.

#### 10.4 A Notice of Resolution to Which Shareholders May Dissent

The Company must send to each of its shareholders, whether or not their shares carry the right to vote, a notice of any meeting of shareholders at which a resolution entitling shareholders to dissent is to be considered specifying the date of the meeting and containing a statement advising of the right to send a notice of dissent together with a copy of the proposed resolution at least the following number of days before the meeting:

- (c) if and for so long as the Company is a public company, 21 days;
- (d) otherwise, 10 days.

#### 10.5 Record Date for Notice

The directors may set a date as the record date for the purpose of determining shareholders entitled to notice of any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the Business Corporations Act, by more than four months. The record date must not precede the date on which the meeting is held by fewer than:

- (a) if and for so long as the Company is a public company, 21 days;
- (b) otherwise, 10 days.

If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

#### 10.6 Record Date for Voting

The directors may set a date as the record date for the purpose of determining shareholders entitled to vote at any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the Business Corporations Act, by more than four months. If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

#### 10.7 Failure to Give Notice and Waiver of Notice

The accidental omission to send notice of any meeting of shareholders to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at that meeting. Any person entitled to notice of a meeting of shareholders may, in writing or otherwise, waive that entitlement or may agree to reduce the period of that notice. Attendance of a person at a meeting of shareholders is a waiver of entitlement to notice of the meeting unless that person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### 10.8 Notice of Special Business at Meetings of Shareholders

If a meeting of shareholders is to consider special business within the meaning of Article 11.1, the notice of meeting must:

- (a) state the general nature of the special business; and
- (b) if the special business includes considering, approving, ratifying, adopting or authorizing any document or the signing of or giving of effect to any document, have attached to it a copy of the document or state that a copy of the document will be available for inspection by shareholders:
  - (i) at the Company's records office, or at such other reasonably accessible location in British Columbia as is specified in the notice; and
  - (ii) during statutory business hours on any one or more specified days before the day set for the holding of the meeting.



## **11. Proceedings at meetings of shareholders.**

### **11.1 Special Business**

At a meeting of shareholders, the following business is special business:

- (a) at a meeting of shareholders that is not an annual general meeting, all business is special business except business relating to the conduct of or voting at the meeting;
- (b) at an annual general meeting, all business is special business except for the following:
  - (i) business relating to the conduct of or voting at the meeting;
  - (ii) consideration of any financial statements of the Company presented to the meeting;
  - (iii) consideration of any reports of the directors or auditor;
  - (iv) the setting or changing of the number of directors;
  - (v) the election or appointment of directors;
  - (vi) the appointment of an auditor;
  - (vii) the setting of the remuneration of an auditor;
  - (viii) business arising out of a report of the directors not requiring the passing of a special resolution or an exceptional resolution;
  - (ix) any other business which, under these Articles or the Business Corporations Act, may be transacted at a meeting of shareholders without prior notice of the business being given to the shareholders.

### **11.2 Special Majority**

The majority of votes required for the Company to pass a special resolution at a meeting of shareholders is two-thirds of the votes cast on the resolution.

### **11.3 Quorum**

Subject to the special rights and restrictions attached to the shares of any class or series of shares and to Articles 11.4, the quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.

### **11.4 One Shareholder May Constitute Quorum**

If there is only one shareholder entitled to vote at a meeting of shareholders:

- (a) the quorum is one person who is, or who represents by proxy, that shareholder, and
- (b) that shareholder, present in person or by proxy, may constitute the meeting.

### **11.5 Persons Entitled to Attend Meeting**

In addition to those persons who are entitled to vote at a meeting of shareholders, the only other persons entitled to be present at the meeting are the directors, the president (if any), the secretary (if any), the assistant secretary (if any), any lawyer for the Company, the auditor of the Company any persons invited to be present at the meeting by the directors, or by the chair of the meeting and any persons entitled or required under the Business Corporations Act or these Articles to be present at the meeting; but if any of those persons does attend the meeting, that person is not to be counted in the quorum and is not entitled to vote at the meeting unless that person is a shareholder or proxy holder entitled to vote at the meeting.

### **11.6 Requirement of Quorum**

No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting, but such quorum need not be present throughout the meeting.

### **11.7 Lack of Quorum**

If, within one-half hour from the time set for the holding of a meeting of shareholders, a quorum is not present:

- (a) in the case of a general meeting requisitioned by shareholders, the meeting is dissolved, and
- (b) in the case of any other meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place.

### **11.8 Lack of Quorum at Succeeding Meeting**

If, at the meeting to which the meeting referred to in Article 11.7(b) was adjourned, a quorum is not present within one-half hour from the time set for the holding of the meeting, the person or persons present and being, or representing by proxy, one or more shareholders entitled to attend and vote at the meeting constitute a quorum.

### **11.9 Chair**

The following individual is entitled to preside as chair at a meeting of shareholders:

- (a) the chair of the board, if any; or
- (b) if the chair of the board is absent or unwilling to act as chair of the meeting, the president, if any.

### **11.10 Selection of Alternate Chair**

If, at any meeting of shareholders, there is no chair of the board or president present within 15 minutes after the time set for holding the meeting, or if the chair of the board and the president are unwilling to act as chair of the meeting, or if the chair of the board and the president have advised the secretary, if any, or any director present at the meeting, that they will not be present at the meeting, the directors present must choose one of their number to be chair of the meeting or if all of the directors present decline to take the chair or fail to so choose or if no director is present, the shareholders entitled to vote at the meeting who are present in person or by proxy may choose any person present at the meeting to chair the meeting.

#### 11.11 Adjournments

The chair of a meeting of shareholders may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### 11.12 Notice of Adjourned Meeting

It is not necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting of shareholders except that, when a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

#### 11.13 Decisions by Show of Hands or Poll

Subject to the Business Corporations Act, every motion put to a vote at a meeting of shareholders will be decided on a show of hands unless a poll, before or on the declaration of the result of the vote by show of hands, is directed by the chair or demanded by at least one shareholder entitled to vote who is present in person or by proxy.

#### 11.14 Declaration of Result

The chair of a meeting of shareholders must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, as the case may be, and that decision must be entered in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is, unless a poll is directed by the chair or demanded under Article 11.13, conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against the resolution.

#### 11.15 Motion Need Not be Seconded

No motion proposed at a meeting of shareholders need be seconded unless the chair of the meeting rules otherwise, and the chair of any meeting of shareholders is entitled to propose or second a motion.

#### 11.16 Casting Vote

In case of an equality of votes, the chair of a meeting of shareholders does not, either on a show of hands or on a poll, have a second or casting vote in addition to the vote or votes to which the chair may be entitled as a shareholder.

#### 11.17 Manner of Taking Poll

Subject to Article 11.18, if a poll is duly demanded at a meeting of shareholders:

- (a) the poll must be taken:
  - (i) at the meeting, or within seven days after the date of the meeting, as the chair of the meeting directs; and
  - (ii) in the manner, at the time and at the place that the chair of the meeting directs;
- (b) the result of the poll is deemed to be the decision of the meeting at which the poll is demanded; and
- (c) the demand for the poll may be withdrawn by the person who demanded it.

#### 11.18 Demand for Poll on Adjournment

A poll demanded at a meeting of shareholders on a question of adjournment must be taken immediately at the meeting.

#### 11.19 Chair Must Resolve Dispute

In the case of any dispute as to the admission or rejection of a vote given on a poll, the chair of the meeting must determine the dispute, and his or her determination made in good faith is final and conclusive.

#### 11.20 Casting of Votes

On a poll, a shareholder entitled to more than one vote need not cast all the votes in the same way.

#### 11.21 No Demand for Poll on Election of Chair

No poll may be demanded in respect of the vote by which a chair of a meeting of shareholders is elected.

#### 11.22 Demand for Poll Not to Prevent Continuance of Meeting

The demand for a poll at a meeting of shareholders does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### 11.23 Retention of Ballots and Proxies

The Company must, for at least three months after a meeting of shareholders, keep each ballot cast on a poll and each proxy voted at the meeting, and, during that period, make them available for inspection during normal business hours by any shareholder or proxyholder entitled to vote at the meeting. At the end of such three month period, the Company may destroy such ballots and proxies.

## 12. Votes of shareholders.

### 12.1 Number of Votes by Shareholder or by Shares

Subject to any special rights or restrictions attached to any shares and to the restrictions imposed on joint shareholders under Article 12.3:

(a) on a vote by show of hands, every person present who is a shareholder or proxy holder and entitled to vote on the matter has one vote; and

(b) on a poll, every shareholder entitled to vote on the matter has one vote in respect of each share entitled to be voted on the matter and held by that shareholder and may exercise that vote either in person or by proxy.

### 12.2 Votes of Persons in Representative Capacity

A person who is not a shareholder may vote at a meeting of shareholders, whether on a show of hands or on a poll, and may appoint a proxy holder to act at the meeting, if, before doing so, the person satisfies the chair of the meeting, or the directors, that the person is a legal personal representative or a trustee in bankruptcy for a shareholder who is entitled to vote at the meeting.

### 12.3 Votes by Joint Holders

If there are joint shareholders registered in respect of any share:

(a) any one of the joint shareholders may vote at any meeting, either personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it; or

(b) if more than one of the joint shareholders is present at any meeting, personally or by proxy, and more than one of them votes in respect of that share, then only the vote of the joint shareholder present whose name stands first on the central securities register in respect of the share will be counted.

### 12.4 Legal Personal Representatives as Joint Shareholders

Two or more legal personal representatives of a shareholder in whose sole name any share is registered are, for the purposes of Article 12.3, deemed to be joint shareholders registered in respect of that share.

### 12.5 Representative of a Corporate Shareholder

If a corporation, that is not a subsidiary of the Company, is a shareholder, that corporation may appoint a person to act as its representative at any meeting of shareholders of the Company, and:

(a) for that purpose, the instrument appointing a representative must be received:

(i) at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice for the receipt of proxies, or if no number of days is specified, two business days before the day set for the holding of the meeting or any adjourned meeting; or

(ii) at the meeting, or any adjourned meeting, by the chair of the meeting or adjourned meeting or by a person designated by the chair of the meeting or adjourned meeting;

(b) if a representative is appointed under this Article 12.5:

(i) the representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the corporation that the representative represents as that corporation could exercise if it were a shareholder who is an individual, including, without limitation, the right to appoint a proxy holder; and

(ii) the representative, if present at the meeting, is to be counted for the purpose of forming a quorum and is deemed to be a shareholder present in person at the meeting.

Evidence of the appointment of any such representative may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

### 12.6 Proxy Provisions Do Not Apply to All Companies

If and for so long as the Company is a public company or a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply, Articles 12.7 to 12.15 apply only insofar as they are not inconsistent with any securities legislation in any province or territory of Canada or in the federal jurisdiction of the United States or in any states of the United States that is applicable to the Company and insofar as they are not inconsistent with the regulations and rules made and promulgated under that legislation and all administrative policy statements, blanket orders and rulings, notices and other administrative directions issued by securities commissions or similar authorities appointed under that legislation.

### 12.7 Appointment of Proxy Holders

Every shareholder of the Company, including a corporation that is a shareholder but not a subsidiary of the Company, entitled to vote at a meeting of shareholders of the Company may, by proxy, appoint one or more (but not more than five) proxy holders to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

### 12.8 Alternate Proxy Holders

A shareholder may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

### 12.9 When Proxy Holder Need Not Be Shareholder

A person must not be appointed as a proxy holder unless the person is a shareholder, although a person who is not a shareholder may be appointed as a proxy holder if:

(a) the person appointing the proxy holder is a corporation or a representative of a corporation appointed under Article 12.5;

(b) the Company has at the time of the meeting for which the proxy holder is to be appointed only one shareholder entitled to vote at the meeting; or

(c) the shareholders present in person or by proxy at and entitled to vote at the meeting for which the proxy holder is to be appointed, by a resolution on which the proxy holder is not entitled to vote but in respect of which the proxy holder is to be counted in the quorum, permit the proxy holder to attend and vote at the meeting; or

(d) the Company is a public company

#### 12.10 Deposit of Proxy

A proxy for a meeting of shareholders must:

(a) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting or any adjourned meeting; or

(b) unless the notice provides otherwise, be received, at the meeting, or any adjourned meeting, by the chair of the meeting or adjourned meeting or by a person designated by the chair of the meeting or adjourned meeting.

A proxy may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

#### 12.11 Validity of Proxy Vote

A vote given in accordance with the terms of a proxy is valid notwithstanding the death or incapacity of the shareholder giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received:

(a) at the registered office of the Company, at any time up to and including the last business day before the day set for the holding of the meeting or any adjourned meeting at which the proxy is to be used; or

(b) at the meeting or any adjourned meeting, by the chair of the meeting or adjourned meeting, before any vote in respect of which the proxy has been given has been taken.

#### 12.12 Form of Proxy

A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

[name of company]

(the "Company")

The undersigned, being a shareholder of the Company, hereby appoints [name] or, failing that person, [name], as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of shareholders of the Company to be held on [month, day, year] and at any adjournment of that meeting.

Number of shares in respect of which this proxy is given (if no number is specified, then this proxy is given in respect of all shares registered in the name of the undersigned):

Signed [month, day, year]

[Signature of shareholder]

[Name of shareholder - printed]

#### 12.13 Revocation of Proxy

Subject to Article 12.14, every proxy may be revoked by an instrument in writing that is received:

(a) at the registered office of the Company at any time up to and including the last business day before the day set for the holding of the meeting or any adjourned meeting at which the proxy is to be used; or

(b) at the meeting, or any adjourned meeting, by the chair of the meeting or any adjourned meeting, before any vote in respect of which the proxy has been given has been taken.

#### 12.14 Revocation of Proxy Must Be Signed

An instrument referred to in Article 12.13 must be signed as follows:

(a) if the shareholder for whom the proxy holder is appointed is an individual, the instrument must be signed by the shareholder or his or her legal personal representative or trustee in bankruptcy;

(b) if the shareholder for whom the proxy holder is appointed is a corporation, the instrument must be signed by the corporation or by a representative appointed for the corporation under Article 12.5.

#### 12.15 Production of Evidence of Authority to Vote

The chair of any meeting of shareholders may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

### **13. Directors.**

#### **13.1 First Directors; Number of Directors**

The first directors are the persons designated as directors of the Company in the Notice of Articles that applies to the Company when it is recognized under the Business Corporations Act. The number of directors, excluding additional directors appointed under Article 14.8, is set at:

(a) subject to paragraphs (b) and (c), the number of directors that is equal to the number of the Company's first directors;

(b) if the Company is a public company, the greater of three and the most recently set of:

(i) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and

(ii) the number of directors set under Article 14.4;

(c) if the Company is not a public company, the most recently set of:

(i) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and

(ii) the number of directors set under Article 14.4.

#### **13.2 Change in Number of Directors**

If the number of directors is set under Articles 13.1(b)(i) or 13.1(c)(i):

(a) the shareholders may elect or appoint the directors needed to fill any vacancies in the board of directors up to that number;

(b) if the shareholders do not elect or appoint the directors needed to fill any vacancies in the board of directors up to that number contemporaneously with the setting of that number,

then the directors may, subject to Articles 14.8, appoint, or the shareholders may elect or appoint, directors to fill those vacancies.

#### **13.3 Directors' Acts Valid Despite Vacancy**

An act or proceeding of the directors is not invalid merely because fewer than the number of directors set or otherwise required under these Articles is in office.

#### **13.4 Qualifications of Directors**

A director is not required to hold a share in the capital of the Company as qualification for his or her office but must be qualified as required by the Business Corporations Act to become, act or continue to act as a director.

#### **13.5 Remuneration of Directors**

The directors are entitled to the remuneration for acting as directors, if any, as the directors may from time to time determine. If the directors so decide, the remuneration of the directors, if any, will be determined by the shareholders. That remuneration may be in addition to any salary or other remuneration paid to any officer or employee of the Company as such, who is also a director.

#### **13.6 Reimbursement of Expenses of Directors**

The Company must reimburse each director for the reasonable expenses that he or she may incur in and about the business of the Company.

#### **13.7 Special Remuneration for Directors**

If any director performs any professional or other services for the Company that in the opinion of the directors are outside the ordinary duties of a director, or if any director is otherwise specially occupied in or about the Company's business, he or she may be paid remuneration fixed by the directors, or, at the option of that director, fixed by ordinary resolution, and such remuneration may be either in addition to, or in substitution for, any other remuneration that he or she may be entitled to receive.

#### **13.8 Gratuity, Pension or Allowance on Retirement of Director**

Unless otherwise determined by ordinary resolution, the directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any salaried office or place of profit with the Company or to his or her spouse or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

### **14. Election and Removal of directors.**

#### **14.1 Election at Annual General Meeting**

At every annual general meeting and in every unanimous resolution contemplated by Article 10.2:

(a) the shareholders entitled to vote at the annual general meeting for the election of directors are entitled to elect, or in the unanimous resolution appoint, a board of directors consisting of the number of directors for the time being set under these Articles; and

(b) all the directors cease to hold office immediately before the election or appointment of directors under paragraph (a), but are eligible for re-election or re-appointment.

#### 14.2 Consent to be a Director

No election, appointment or designation of an individual as a director is valid unless:

- (a) that individual consents to be a director in the manner provided for in the Business Corporations Act;
- (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director; or
- (c) with respect to first directors, the designation is otherwise valid under the Business Corporations Act.

#### 14.3 Failure to Elect or Appoint Directors

If:

(a) the Company fails to hold an annual general meeting, and all the shareholders who are entitled to vote at an annual general meeting fail to pass the unanimous resolution contemplated by Article 10.2, on or before the date by which the annual general meeting is required to be held under the Business Corporations Act; or

(b) the shareholders fail, at the annual general meeting or in the unanimous resolution contemplated by Article 10.2, to elect or appoint any directors;

then each director then in office continues to hold office until the earlier of:

- (c) when his or her successor is elected or appointed; and
- (d) when he or she otherwise ceases to hold office under the Business Corporations Act or these Articles.

#### 14.4 Places of Retiring Directors Not Filled

If, at any meeting of shareholders at which there should be an election of directors, the places of any of the retiring directors are not filled by that election, those retiring directors who are not reelected and who are asked by the newly elected directors to continue in office will, if willing to do so, continue in office to complete the number of directors for the time being set pursuant to these Articles until further new directors are elected at a meeting of shareholders convened for that purpose. If any such election or continuance of directors does not result in the election or continuance of the number of directors for the time being set pursuant to these Articles, the number of directors of the Company is deemed to be set at the number of directors actually elected or continued in office.

#### 14.5 Directors May Fill Casual Vacancies

Any casual vacancy occurring in the board of directors may be filled by the directors.

#### 14.6 Remaining Directors' Power to Act

The directors may act notwithstanding any vacancy in the board of directors, but if the Company has fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the directors may only act for the purpose of appointing directors up to that number or of calling a meeting of shareholders for the purpose of filling any vacancies on the board of directors or, subject to the Business Corporations Act, for any other purpose.

#### 14.7 Shareholders May Fill Vacancies

If the Company has no directors or fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the shareholders may elect or appoint directors to fill any vacancies on the board of directors.

#### 14.8 Additional Directors

Notwithstanding Articles 13.1 and 13.2, between annual general meetings or unanimous resolutions contemplated by Article 10.2, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Article 14.8 must not at any time exceed:

- (a) one-third of the number of first directors, if, at the time of the appointments, one or more of the first directors have not yet completed their first term of office; or
- (b) in any other case, one-third of the number of the current directors who were elected or appointed as directors other than under this Article 14.8.

Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Article 14.1(a), but is eligible for re-election or re-appointment.

#### 14.9 Ceasing to be a Director

A director ceases to be a director when:

- (a) the term of office of the director expires;
- (b) the director dies;
- (c) the director resigns as a director by notice in writing provided to the Company or a lawyer for the Company; or
- (d) the director is removed from office pursuant to Articles 14.10 or 14.11.

#### 14.10 Removal of Director by Shareholders

The Company may remove any director before the expiration of his or her term of office by special resolution. In that event, the shareholders may elect, or appoint by ordinary resolution, a director to fill the resulting vacancy. If the shareholders do not elect or appoint a director to fill the resulting vacancy contemporaneously with the removal, then the directors may appoint or the shareholders may elect, or appoint by ordinary resolution, a director to fill that vacancy.

#### 14.11 Removal of Director by Directors



The directors may remove any director before the expiration of his or her term of office if the director is convicted of an indictable offence, or if the director ceases to be qualified to act as a director of a company and does not promptly resign, and the directors may appoint a director to fill the resulting vacancy.

## **15. Alternate directors.**

### **15.1 Appointment of Alternate Director**

Any director (an "appointor") may by notice in writing received by the Company appoint any person (an "appointee") who is qualified to act as a director to be his or her alternate to act in his or her place at meetings of the directors or committees of the directors at which the appointor is not present unless (in the case of an appointee who is not a director) the directors have reasonably disapproved the appointment of such person as an alternate director and have given notice to that effect to his or her appointor within a reasonable time after the notice of appointment is received by the Company.

### **15.2 Notice of Meetings**

Every alternate director so appointed is entitled to notice of meetings of the directors and of committees of the directors of which his or her appointor is a member and to attend and vote as a director at any such meetings at which his or her appointor is not present.

### **15.3 Alternate for More Than One Director Attending Meetings**

A person may be appointed as an alternate director by more than one director, and an alternate director:

(a) will be counted in determining the quorum for a meeting of directors once for each of his or her appointors and, in the case of an appointee who is also a director, once more in that capacity;

(b) has a separate vote at a meeting of directors for each of his or her appointors and, in the case of an appointee who is also a director, an additional vote in that capacity;

(c) will be counted in determining the quorum for a meeting of a committee of directors once for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, once more in that capacity;

(d) has a separate vote at a meeting of a committee of directors for each of his or her appointors who is a member of that committee and, in the case of an appointee who is also a member of that committee as a director, an additional vote in that capacity.

### **15.4 Consent Resolutions**

Every alternate director, if authorized by the notice appointing him or her, may sign in place of his or her appointor any resolutions to be consented to in writing.

### **15.5 Alternate Director Not an Agent**

Every alternate director is deemed not to be the agent of his or her appointor.

### **15.6 Revocation of Appointment of Alternate Director**

An appointor may at any time, by notice in writing received by the Company, revoke the appointment of an alternate director appointed by him or her.

### **15.7 Ceasing to be an Alternate Director**

The appointment of an alternate director ceases when:

(a) his or her appointor ceases to be a director and is not promptly re-elected or reappointed;

(b) the alternate director dies;

(c) the alternate director resigns as an alternate director by notice in writing provided to the Company or a lawyer for the Company;

(d) the alternate director ceases to be qualified to act as a director; or

(e) his or her appointor revokes the appointment of the alternate director.

### **15.8 Remuneration and Expenses of Alternate Director**

The Company may reimburse an alternate director for the reasonable expenses that would be properly reimbursed if he or she were a director, and the alternate director is entitled to receive from the Company such proportion, if any, of the remuneration otherwise payable to the appointor as the appointor may from time to time direct.

## **16. Powers and Duties of directors.**

### **16.1 Powers of Management**

The directors must, subject to the Business Corporations Act and these Articles, manage or supervise the management of the business and affairs of the Company and have the authority to exercise all such powers of the Company as are not, by the Business Corporations Act or by these Articles, required to be exercised by the shareholders of the Company.

### **16.2 Appointment of Attorney of Company**

The directors may from time to time, by power of attorney or other instrument, under seal if so required by law, appoint any person to be the attorney of the Company for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles and excepting the power to fill vacancies in the board of directors, to remove a director, to change the membership of, or fill vacancies in, any

committee of the directors, to appoint or remove officers appointed by the directors and to declare dividends) and for such period, and with such remuneration and subject to such conditions as the directors may think fit. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the directors think fit. Any such attorney may be authorized by the directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him or her.

## **17. Interests of directors and Officers.**

### **17.1 Obligation to Account for Profits**

A director or senior officer who holds a disclosable interest (as that term is used in the Business Corporations Act) in a contract or transaction into which the Company has entered or proposes to enter is liable to account to the Company for any profit that accrues to the director or senior officer under or as a result of the contract or transaction only if and to the extent provided in the Business Corporations Act.

### **17.2 Restrictions on Voting by Reason of Interest**

A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter is not entitled to vote on any directors' resolution to approve that contract or transaction, unless all the directors have a disclosable interest in that contract or transaction, in which case any or all of those directors may vote on such resolution.

### **17.3 Interested Director Counted in Quorum**

A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter and who is present at the meeting of directors at which the contract or transaction is considered for approval may be counted in the quorum at the meeting whether or not the director votes on any or all of the resolutions considered at the meeting.

### **17.4 Disclosure of Conflict of Interest or Property**

A director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer, must disclose the nature and extent of the conflict as required by the Business Corporations Act.

### **17.5 Director Holding Other Office in the Company**

A director may hold any office or place of profit with the Company, other than the office of auditor of the Company, in addition to his or her office of director for the period and on the terms (as to remuneration or otherwise) that the directors may determine.

### **17.6 No Disqualification**

No director or intended director is disqualified by his or her office from contracting with the Company either with regard to the holding of any office or place of profit the director holds with the Company or as vendor, purchaser or otherwise, and no contract or transaction entered into by or on behalf of the Company in which a director is in any way interested is liable to be voided for that reason.

### **17.7 Professional Services by Director or Officer**

Subject to the Business Corporations Act, a director or officer, or any person in which a director or officer has an interest, may act in a professional capacity for the Company, except as auditor of the Company, and the director or officer or such person is entitled to remuneration for professional services as if that director or officer were not a director or officer.

### **17.8 Director or Officer in Other Corporations**

A director or officer may be or become a director, officer or employee of, or otherwise interested in, any person in which the Company may be interested as a shareholder or otherwise, and, subject to the Business Corporations Act, the director or officer is not accountable to the Company for any remuneration or other benefits received by him or her as director, officer or employee of, or from his or her interest in, such other person.

## **18. Proceedings of directors.**

### **18.1 Meetings of Directors**

The directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the directors held at regular intervals may be held at the place, at the time and on the notice, if any, as the directors may from time to time determine.

### **18.2 Voting at Meetings**

Questions arising at any meeting of directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote.

### **18.3 Chair of Meetings**

The following individual is entitled to preside as chair at a meeting of directors:

- (a) the chair of the board, if any;
- (b) in the absence of the chair of the board, the president, if any, if the president is a director; or
- (c) any other director chosen by the directors if:

(i) neither the chair of the board nor the president, if a director, is present at the meeting within 15 minutes after the time set for holding the meeting;

(ii) neither the chair of the board nor the president, if a director, is willing to chair the meeting; or

(iii) the chair of the board and the president, if a director, have advised the secretary, if any, or any other director, that they will not be present at the meeting.

#### 18.4 Meetings by Telephone or Other Communications Medium

A director may participate in a meeting of the directors:

(a) in person;

(b) by telephone; or

(c) with the consent of all the directors, by some other communications medium;

if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A director who participates in a meeting in a manner contemplated by this Article 18.4 is deemed for all purposes of the Business Corporations Act and these Articles to be present at the meeting and to have agreed to participate in that manner.

#### 18.5 Calling of Meetings

A director may, and the secretary or an assistant secretary of the Company, if any, on the request of a director must, call a meeting of the directors at any time.

#### 18.6 Notice of Meetings

Other than for meetings held at regular intervals as determined by the directors pursuant to Article 18.1, reasonable notice of each meeting of the directors, specifying the place, day and time of that meeting must be given to each of the directors and the alternate directors by any method set out in Article 24.1 or orally or by telephone.

#### 18.7 When Notice Not Required

It is not necessary to give notice of a meeting of the directors to a director or an alternate director if:

(a) the meeting is to be held immediately following a meeting of shareholders at which that director was elected or appointed, or is the meeting of the directors at which that director is appointed; or

(b) the director or alternate director, as the case may be, has waived notice of the meeting.

#### 18.8 Meeting Valid Despite Failure to Give Notice

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any director or alternate director, does not invalidate any proceedings at that meeting.

#### 18.9 Waiver of Notice of Meetings

Any director or alternate director may send to the Company a document signed by him or her waiving notice of any past, present or future meeting or meetings of the directors and may at any time withdraw that waiver with respect to meetings held after that withdrawal. After sending a waiver with respect to all future meetings and until that waiver is withdrawn, no notice of any meeting of the directors need be given to that director and, unless the director otherwise requires by notice in writing to the Company, to his or her alternate director, and all meetings of the directors so held are deemed not to be improperly called or constituted by reason of notice not having been given to such director or alternate director. Attendance of a director or alternative director at a meeting of the directors is a waiver of notice of the meeting unless that director or alternate director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### 18.10 Quorum

The quorum necessary for the transaction of the business of the directors may be set by the directors and, if not so set, is deemed to be set at two directors or, if the number of directors is set at one, is deemed to be set at one director, and that director may constitute a meeting.

#### 18.11 Validity of Acts Where Appointment Defective

Subject to the Business Corporations Act, an act of a director or officer is not invalid merely because of an irregularity in the election or appointment or a defect in the qualification of that director or officer.

#### 18.12 Consent Resolutions in Writing

A resolution of the directors or of any committee of the directors may be passed without a meeting:

(a) in all cases, if each of the directors entitled to vote on the resolution consents to it in writing; or

(b) in the case of a resolution to approve a contract or transaction in respect of which a director has disclosed that he or she has or may have a disclosable interest, if each of the other directors who have not made such a disclosure consents in writing to the resolution.

A consent in writing under this Article may be by signed document, fax, email or any other method of transmitting legibly recorded messages. A consent in writing may be in two or more counterparts which together are deemed to constitute one consent in writing. A resolution of the directors or of any committee of the directors passed in accordance with this Article 18.12 is effective on the date stated in the consent in writing or on the latest date stated on any counterpart and is deemed to be a proceeding at a meeting of directors or of the committee of the directors and to be

as valid and effective as if it had been passed at a meeting of the directors or of the committee of the directors that satisfies all the requirements of the Business Corporations Act and all the requirements of these Articles relating to meetings of the directors or of a committee of the directors.

## **19. Executive and Other committees.**

### **19.1 Appointment and Powers of Executive Committee**

The directors may, by resolution, appoint an executive committee consisting of the director or directors that they consider appropriate, and this committee has, during the intervals between meetings of the board of directors, all of the directors' powers, except:

- (a) the power to fill vacancies in the board of directors;
- (b) the power to remove a director;
- (c) the power to change the membership of, or fill vacancies in, any committee of the directors; and
- (d) such other powers, if any, as may be set out in the resolution or any subsequent directors' resolution.

### **19.2 Appointment and Powers of Other Committees**

The directors may, by resolution:

- (a) appoint one or more committees (other than the executive committee) consisting of the director or directors that they consider appropriate;
- (b) delegate to a committee appointed under paragraph (a) any of the directors' powers, except:
  - (i) the power to fill vacancies in the board of directors;
  - (ii) the power to remove a director;
  - (iii) the power to change the membership of, or fill vacancies in, any committee of the directors; and
  - (iv) the power to appoint or remove officers appointed by the directors; and
- (c) make any delegation referred to in paragraph (b) subject to the conditions set out in the resolution or any subsequent directors' resolution.

### **19.3 Obligations of Committees**

Any committee appointed under Articles 19.1 or 19.2, in the exercise of the powers delegated to it, must:

- (a) conform to any rules that may from time to time be imposed on it by the directors; and
- (b) report every act or thing done in exercise of those powers at such times as the directors may require.

### **19.4 Powers of Board**

The directors may, at any time, with respect to a committee appointed under Articles 19.1 or 19.2:

- (a) revoke or alter the authority given to the committee, or override a decision made by the committee, except as to acts done before such revocation, alteration or overriding;
- (b) terminate the appointment of, or change the membership of, the committee; and
- (c) fill vacancies in the committee.

### **19.5 Committee Meetings**

Subject to Article 19.3(a) and unless the directors otherwise provide in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under Articles 19.1 or 19.2:

- (a) the committee may meet and adjourn as it thinks proper;
- (b) the committee may elect a chair of its meetings but, if no chair of a meeting is elected, or if at a meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the committee may choose one of their number to chair the meeting;
- (c) a majority of the members of the committee constitutes a quorum of the committee; and
- (d) questions arising at any meeting of the committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting does not have a second or casting vote.

## **20. Officers.**

### **20.1 Directors May Appoint Officers**

The directors may, from time to time, appoint such officers, if any, as the directors determine and the directors may, at any time, terminate any such appointment.

### **20.2 Functions, Duties and Powers of Officers**

The directors may, for each officer:

- (a) determine the functions and duties of the officer;
- (b) entrust to and confer on the officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors think fit; and
- (c) revoke, withdraw, alter or vary all or any of the functions, duties and powers of the officer.

### **20.3 Qualifications**

No officer may be appointed unless that officer is qualified in accordance with the Business Corporations Act. One person may hold more than one position as an officer of the Company. Any person appointed as the chair of the board or as a managing director must be a director. Any other officer need not be a director.

#### 20.4 Remuneration and Terms of Appointment

All appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, participation in profits or otherwise) that the directors think fit and are subject to termination at the pleasure of the directors, and an officer may in addition to such remuneration be entitled to receive, after he or she ceases to hold such office or leaves the employment of the Company, a pension or gratuity.

### 21. Indemnification.

#### 21.1 Definitions

In this Article 21:

(a) "eligible penalty" means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding;

(b) "eligible proceeding" means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which a director, former director or alternate director of the Company (an "eligible party") or any of the heirs and legal personal representatives of the eligible party, by reason of the eligible party being or having been a director or alternate director of the Company:

(i) is or may be joined as a party; or

(ii) is or may be liable for or in respect of a judgment, penalty or fine in, or expenses related to, the proceeding;

(c) "expenses" has the meaning set out in the Business Corporations Act.

#### 21.2 Mandatory Indemnification of Eligible Parties

Subject to the Business Corporations Act, the Company must indemnify a director, former director or alternate director of the Company and his or her heirs and legal personal representatives against all eligible penalties to which such person is or may be liable, and the Company must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. Each director and alternate director is deemed to have contracted with the Company on the terms of the indemnity contained in this Article 21.2.

#### 21.3 Indemnification of Other Persons

Subject to any restrictions in the Business Corporations Act, the Company may indemnify any person.

#### 21.4 Non-Compliance with Business Corporations Act

The failure of a director, alternate director or officer of the Company to comply with the Business Corporations Act or these Articles or, if applicable, any former Companies Act or former Articles, does not invalidate any indemnity to which he or she is entitled under this Part.

#### 21.5 Company May Purchase Insurance

The Company may purchase and maintain insurance for the benefit of any person (or his or her heirs or legal personal representatives) who:

(a) is or was a director, alternate director, officer, employee or agent of the Company;

(b) is or was a director, alternate director, officer, employee or agent of a corporation at a time when the corporation is or was an affiliate of the Company;

(c) at the request of the Company, is or was a director, alternate director, officer, employee or agent of a corporation or of a partnership, trust, joint venture or other unincorporated entity;

(d) at the request of the Company, holds or held a position equivalent to that of a director, alternate director or officer of a partnership, trust, joint venture or other unincorporated entity;

against any liability incurred by him or her as such director, alternate director, officer, employee or agent or person who holds or held such equivalent position.

### 22. Dividends.

#### 22.1 Payment of Dividends Subject to Special Rights

The provisions of this Article 22 are subject to the rights, if any, of shareholders holding shares with special rights as to dividends.

#### 22.2 Declaration of Dividends

Subject to the Business Corporations Act, the directors may from time to time declare and authorize payment of such dividends as they may deem advisable.

#### 22.3 No Notice Required

The directors need not give notice to any shareholder of any declaration under Article 22.2.

#### 22.4 Record Date

The directors may set a date as the record date for the purpose of determining shareholders entitled to receive payment of a dividend. The record date must not precede the date on which the dividend is to be paid by more than two

months. If no record date is set, the record date is 5 p.m. on the date on which the directors pass the resolution declaring the dividend.

#### 22.5 Manner of Paying Dividend

A resolution declaring a dividend may direct payment of the dividend wholly or partly in money or by the distribution of specific assets or of fully paid shares or of bonds, debentures or other securities of the Company or any other corporation, or in any one or more of those ways.

#### 22.6 Settlement of Difficulties

If any difficulty arises in regard to a distribution under Article 22.5, the directors may settle the difficulty as they deem advisable, and, in particular, may:

- (a) set the value for distribution of specific assets;
- (b) determine that cash payments in substitution for all or any part of the specific assets to which any shareholders are entitled may be made to any shareholders on the basis of the value so fixed in order to adjust the rights of all parties; and
- (c) vest any such specific assets in trustees for the persons entitled to the dividend.

#### 22.7 When Dividend Payable

Any dividend may be made payable on such date as is fixed by the directors.

#### 22.8 Dividends to be Paid in Accordance with Number of Shares

All dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.

#### 22.9 Receipt by Joint Shareholders

If several persons are joint shareholders of any share, any one of them may give an effective receipt for any dividend, bonus or other money payable in respect of the share.

#### 22.10 Dividend Bears No Interest

No dividend bears interest against the Company.

#### 22.11 Fractional Dividends

If a dividend to which a shareholder is entitled includes a fraction of the smallest monetary unit of the currency of the dividend, that fraction may be disregarded in making payment of the dividend and that payment represents full payment of the dividend.

#### 22.12 Payment of Dividends

Any dividend or other distribution payable in cash in respect of shares may be paid by cheque, made payable to the order of the person to whom it is sent, and mailed to the address of the shareholder, or in the case of joint shareholders, to the address of the joint shareholder who is first named on the central securities register, or to the person and to the address the shareholder or joint shareholders may direct in writing. The mailing of such cheque will, to the extent of the sum represented by the cheque (plus the amount of the tax required by law to be deducted), discharge all liability for the dividend unless such cheque is not paid on presentation or the amount of tax so deducted is not paid to the appropriate taxing authority.

#### 22.13 Capitalization of Retained Earnings or Surplus

Notwithstanding anything contained in these Articles, the directors may from time to time capitalize any retained earnings or surplus of the Company and may from time to time issue, as fully paid, shares or any bonds, debentures or other securities of the Company as a dividend representing the retained earnings or surplus so capitalized or any part thereof.

### **23. Accounting records and Auditors.**

#### 23.1 Recording of Financial Affairs

The directors must cause adequate accounting records to be kept to record properly the financial affairs and condition of the Company and to comply with the Business Corporations Act.

#### 23.2 Inspection of Accounting Records

Unless the directors determine otherwise, or unless otherwise determined by ordinary resolution, no shareholder of the Company is entitled to inspect or obtain a copy of any accounting records of the Company.

#### 23.3 Remuneration of Auditors

The directors may set the remuneration of the auditor of the Company.

### **24. Notices.**

#### 24.1 Method of Giving Notice

Unless the Business Corporations Act or these Articles provides otherwise, a notice, statement, report or other record required or permitted by the Business Corporations Act or these Articles to be sent by or to a person may be sent by any one of the following methods:

- (a) mail addressed to the person at the applicable address for that person as follows:



- (i) for a record mailed to a shareholder, the shareholder's registered address;
- (ii) for a record mailed to a director or officer, the prescribed address for mailing shown for the director or officer in the records kept by the Company or the mailing address provided by the recipient for the sending of that record or records of that class;
- (iii) in any other case, the mailing address of the intended recipient;
- (b) delivery at the applicable address for that person as follows, addressed to the person:
  - (i) for a record delivered to a shareholder, the shareholder's registered address;
  - (ii) for a record delivered to a director or officer, the prescribed address for delivery shown for the director or officer in the records kept by the Company or the delivery address provided by the recipient for the sending of that record or records of that class;
  - (iii) in any other case, the delivery address of the intended recipient;
- (c) sending the record by fax to the fax number provided by the intended recipient for the sending of that record or records of that class;
- (d) sending the record by email to the email address provided by the intended recipient for the sending of that record or records of that class;
- (e) physical delivery to the intended recipient.

#### 24.2 Deemed Receipt

A notice, statement, report or other records that is:

- (a) mailed to a person by ordinary mail to the applicable address for that person referred to in Articles 24.1 is deemed to be received by the person to whom it was mailed on the day (Saturdays, Sundays and holidays excepted) following the date of mailing;
- (b) faxed to a person to the fax number provided by that person referred to in Article 24.1 is deemed to be received by the person to whom it was faxed on the day it was faxed; and
- (c) e-mailed to a person to the e-mail address provided by that person referred to in Article 24.1 is deemed to be received by the person to whom it was e-mailed on the day it was e-mailed.

#### 24.3 Certificate of Sending

A certificate signed by the secretary, if any, or other officer of the Company or of any other corporation acting in that capacity on behalf of the Company stating that a notice, statement, report or other record was sent in accordance with Article 24.1 is conclusive evidence of that fact.

#### 24.4 Notice to Joint Shareholders

A notice, statement, report or other record may be provided by the Company to the joint shareholders of a share by providing the notice to the joint shareholder first named in the central securities register in respect of the share.

#### 24.5 Notice to Legal Personal Representatives and Trustees

A notice, statement, report or other record may be provided by the Company to the persons entitled to a share in consequence of the death, bankruptcy or incapacity of a shareholder by:

- (a) mailing the record, addressed to them:
  - (i) by name, by the title of the legal personal representative of the deceased or incapacitated shareholder by the title of trustee of the bankrupt shareholder or by any similar description; and
  - (ii) at the address, if any, supplied to the Company for that purpose by the persons claiming to be so entitled; or
- (b) if an address referred to in paragraph (a)(ii) has not been supplied to the Company, by giving the notice in a manner in which it might have been given if the death, bankruptcy or incapacity had not occurred.

#### 24.6 Undelivered Notices

If on two consecutive occasions a notice, statement, report or other record is sent to a shareholder pursuant to Article 24.1 and on each of those occasions any such record is returned because the shareholder cannot be located, the Company shall not be required to send any further records to the shareholder until the shareholder informs the Company in writing of his or her new address.

### 25. Seal.

#### 25.1 Who May Attest Seal

Except as provided in Articles 25.2 and 25.3, the Company's seal, if any, must not be impressed on any record except when that impression is attested by the signatures of:

- (a) any two directors;
- (b) any officer, together with any director;
- (c) if the Company only has one director, that director; or
- (d) any one or more directors or officers or persons as may be determined by the directors.

#### 25.2 Sealing Copies

For the purpose of certifying under seal a certificate of incumbency of the directors or officers of the Company or a true copy of any resolution or other document, despite Article 25.1, the impression of the seal may be attested by the signature of any director or officer or the signature of any other person as may be determined by the directors.

### 25.3 Mechanical Reproduction of Seal

The directors may authorize the seal to be impressed by third parties on share certificates or bonds, debentures or other securities of the Company as they may determine appropriate from time to time. To enable the seal to be impressed on any share certificates or bonds, debentures or other securities of the Company, whether in definitive or interim form, on which facsimiles of any of the signatures of the directors or officers of the Company are, in accordance with the Business Corporations Act or these Articles, printed or otherwise mechanically reproduced, there may be delivered to the person employed to engrave, lithograph or print such definitive or interim share certificates or bonds, debentures or other securities one or more unmounted dies reproducing the seal and such persons as are authorized under Article 25.1 to attest the Company's seal may in writing authorize such person to cause the seal to be impressed on such definitive or interim share certificates or bonds, debentures or other securities by the use of such dies. Share certificates or bonds, debentures or other securities to which the seal has been so impressed are for all purposes deemed to be under and to bear the seal impressed on them.

## 26. Prohibitions.

### 26.1 Definitions

In this Article 26:

(a) "designated security" means:

- (i) a voting security of the Company;
- (ii) a security of the Company that is not a debt security and that carries a residual right to participate in the earnings of the Company or, on the liquidation or winding up of the Company, in its assets; or
- (iii) a security of the Company convertible, directly or indirectly, into a security described in paragraph (i) or (ii);

(b) "security" has the meaning assigned in the Securities Act (British Columbia);

(c) "voting security" means a security of the Company that:

- (i) is not a debt security, and
- (ii) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

### 26.2 Application

Article 26.3 does not apply to the Company if and for so long as it is a public company or a preexisting reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply.

### 26.3 Consent Required for Transfer of Shares or Designated Securities

No share or designated security may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition

## 27. Special rights and Restrictions attached to shares.

(a) The Preferred shares as a class shall have attached to them the special rights and restrictions specified in this Article.

(b) The Preferred shares may include one or more series.

(c) Subject to the Business Corporations Act, the directors may from time to time, by resolution, alter the Articles of the Company and authorize the alteration of the Notice of Articles of the Company, as the case may be, to do one or more of:

(i) determine the maximum number of shares of that series that the Company is authorized to issue, determine that there is no such maximum number, or alter any such determination;

(ii) create an identifying name for the shares of that series, or alter any such identifying name;

(iii) attach special rights or restrictions to the shares of that series, including, but without limiting or restricting the generality of the foregoing, the rate or amount of dividends (whether cumulative, non-cumulative or partially cumulative), the dates and places of payment thereof, the consideration for, and the terms and conditions of, any purchase for cancellation or redemption thereof (including redemption after a fixed term or at a premium), conversion or exchange rights, the terms and conditions of any share purchase plan or sinking fund, restrictions respecting payment of dividends on, or the repayment of capital in respect of, any other shares of the Company and voting rights and restrictions; or alter any such special rights or restrictions; but no such special right or restriction shall contravene the provisions of subclauses (d) and (5) of this Article.

(d) The holders of Preferred shares shall be entitled, on the liquidation or dissolution of the Company, whether voluntary or involuntary, or on any other distribution of its assets among its shareholders for the purpose of winding up its affairs, to receive, before any distribution is made to the holders of Common shares or any other shares of the Company ranking junior to the Preferred shares with respect to repayment of capital on the liquidation or dissolution of the Company, whether voluntary or involuntary, or on any other distribution of its assets among its shareholders for the

purpose of winding up its affairs, the amount paid up with respect to each Preferred share held by them, together with the fixed premium (if any) thereon, all accrued and unpaid cumulative dividends (if any and if preferential) thereon, which for such purpose shall be calculated as if such dividends were accruing on a day-to-day basis up to the date of such distribution, whether or not earned or declared, and all declared and unpaid non-cumulative dividends (if any and if preferential) thereon. After payment to the holders of Preferred shares of the amounts so payable to them, they shall not, as such, be entitled to share in any further distribution of the property or assets of the Company except as specifically provided in the special rights and restrictions attached to any particular series.

Référence de publication: 2012077984/1102.

(120110018) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 juillet 2012.

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**A.A.A. Long Only Fund, Société d'Investissement à Capital Variable.**

Siège social: L-2449 Luxembourg, 1, boulevard Royal.

R.C.S. Luxembourg B 141.491.

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EXTRAIT

L'Assemblée Générale des Actionnaires s'est tenue à Luxembourg le 19 juin 2012 et a adopté les résolutions suivantes:

1. L'Assemblée a renouvelé les mandats de M. Arpad Busson, M. Philip Canessa, M. Hans-Joachim Pfitzmann et M. Marc Bohren et M. Aleco Kousseoglou en tant qu'administrateurs pour une période d'une année jusqu'à la prochaine assemblée générale des actionnaires;

2. L'Assemblée a renouvelé le mandat de Ernst & Young (Luxembourg) en tant que réviseurs d'entreprises indépendants de la Société pour une période d'une année jusqu'à la prochaine assemblée générale des actionnaires;

Référence de publication: 2012078351/14.

(120111765) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**Arendt Services S.A., Société Anonyme.**

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 145.917.

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*Extrait des résolutions prises lors de l'assemblée générale des actionnaires de la Société tenue en date du 21 juin 2012*

En date du 21 juin 2012, l'assemblée générale des actionnaires de la Société a pris les résolutions suivantes:

- d'accepter la démission de Monsieur Bruno GASPAROTTO de son mandat d'administrateur de la Société avec effet au 20 mars 2012;

- de renouveler le mandat des personnes suivantes en tant qu'administrateurs de la Société avec effet immédiat et ce pour une durée déterminée jusqu'à l'assemblée générale de la Société qui se tiendra en l'année 2013:

- Monsieur Guy HARLES
- Monsieur Claude KREMER
- Madame Marie-Jeanne CHEVREMONTE-LORENZINI
- Monsieur Michel RAFFOUL
- Monsieur Jean-Marc UEBERECKEN
- Monsieur Thierry LESAGE

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Arendt Services S.A.

Signature

Référence de publication: 2012078375/22.

(120111816) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**Granite Fin S.A., Société Anonyme.**

Siège social: L-1219 Luxembourg, 17, rue Beaumont.

R.C.S. Luxembourg B 56.612.

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*Extrait des résolutions prises lors de l'assemblée générale ordinaire des actionnaires tenue au siège social à Luxembourg, le 27 juin 2012*

Monsieur Georges DIEDERICH, Monsieur Alexis DE BERNARDI et Monsieur Régis DONATI sont renommés administrateurs.

Monsieur Régis DONATI est nommé Président du Conseil d'administration.

Monsieur Louis VEGAS-PIERONI est renommé commissaire aux comptes.

Les mandats viendront à échéance lors de l'Assemblée Générale Ordinaire de l'an 2015.

Pour extrait sincère et conforme  
GRANITE FIN S.A.  
Régis DONATI  
Administrateur

Référence de publication: 2012078629/18.

(120111780) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**AI Diversified Holdings S.à r.l., Société à responsabilité limitée.**

Siège social: L-1420 Luxembourg, 15-17, avenue Gaston Diderich.

R.C.S. Luxembourg B 169.670.

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EXTRAIT

Il résulte de la cession de parts sociales conclue en date du 03 juillet 2012, que l'intégralité du capital social de la société est détenue comme suit:

AI European Holdings S.à r.l.  
15-17, avenue Gaston Diderich  
L-1420 Luxembourg  
R.C.S. Luxembourg B 168.122 ..... 20.000 parts sociales

Pour extrait conforme  
Simon baker  
Gérant

Référence de publication: 2012078387/17.

(120111643) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**Altradius S.A., Société Anonyme.**

Siège social: L-2453 Luxembourg, 19, rue Eugène Ruppert.

R.C.S. Luxembourg B 109.295.

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*Extrait des résolutions prises lors de l'Assemblée Générale Extraordinaire tenue au siège social le 7 juin 2012*

L'Assemblée Générale accepte et décide de démissionner avec effet au 25 mai 2012 Monsieur Patrick BOS, administrateur.

L'Assemblée Générale décide de nommer un nouvel administrateur à compter du 25 mai 2012, à savoir:

- Monsieur RAIMUND Solonar, né le 8 juin 1948 à Steyr (Autriche), demeurant à Belvederegasse 8/12, 1040 Vienne (Autriche).

Son mandat d'administrateur expirera lors de l'Assemblée Générale Statutaire qui se tiendra en l'année 2014.

Pour extrait sincère et conforme  
Altradius S.A.  
Un mandataire

Référence de publication: 2012078397/17.

(120111724) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**British American Tobacco Brands (Switzerland) Limited, Société Anonyme.**

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.

R.C.S. Luxembourg B 89.207.

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L'adresse de l'administrateur Monsieur Alexander EBERLE est dorénavant la suivante

- Rebwiesstrasse 46, 8702 Zollikon, Suisse  
Luxembourg, le 3 juillet 2012.

Référence de publication: 2012078437/10.

(120111823) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**Balin S.A., Société Anonyme.**

Siège social: L-8030 Strassen, 163, rue du Kiem.  
R.C.S. Luxembourg B 45.997.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.  
Luxembourg, le 03 juillet 2012.  
Référence de publication: 2012078439/10.  
(120111638) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

**Clyde Union (Holdings) S.à r.l., Société à responsabilité limitée.**

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.  
R.C.S. Luxembourg B 140.256.

*Extrait des résolutions prises par l'associé unique le 25 juin 2012*

En date du 25 juin 2012, l'Associé Unique de Clyde Union (Holdings) Sarl («la Société») a pris la résolution suivante:

- D'accepter ta démission de Monsieur Sjors van der Meer en qualité de gérant B de la Société avec effet au 1<sup>er</sup> juillet 2012;
- De nommer Monsieur David Dion, dont l'adresse professionnelle est à 2-8 avenue Charles de Gaulle, L- 1653 Luxembourg, en tant que gérant B de la Société, avec effet au 1<sup>er</sup> juillet 2012, pour une durée indéterminée et avec pouvoir de signature conjointe avec tout autre gérant A.

Luxembourg, le 2 juillet 2012.  
Luxembourg Corporation Company SA  
Signatures

Référence de publication: 2012078469/17.

(120111634) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

**B C M S.à r.l., Société à responsabilité limitée.**

Siège social: L-6468 Echternach, Zone Industrielle.  
R.C.S. Luxembourg B 169.771.

STATUTEN

Im Jahre zwei tausend zwölf.

Den zweiundzwanzigsten Juni.

Vor dem unterzeichneten Henri BECK, Notar mit dem Amtssitze in Echternach (Grossherzogtum Luxemburg).

SIND ERSCHIENEN:

- 1.- Herr Hans-Peter BOHLEN, Metallbaumeister, wohnhaft in D-54662 Speicher, Herforster Str. 4.
- 2.- Herr Rainer BOHLEN jun., Maschinenbauingenieur, wohnhaft in D-54662 Speicher, 1, Christoph-Olk-Weg, hier vertreten durch Herrn Hans-Peter BOHLEN, vorgenannt, aufgrund einer Vollmacht unter Privatschrift vom 15. Juni 2012,

welche Vollmacht, nach gehöriger "ne varietur" Paraphierung durch den Komparenten und dem amtierenden Notar, gegenwärtiger Urkunde als Anlage beigebogen bleibt, um mit derselben einregistriert zu werden.

Welche Komparenten, anwesend oder vertreten wie vorerwähnt, den instrumentierenden Notar ersuchten, folgenden Gesellschaftsvertrag zu beurkunden, den sie miteinander abgeschlossen haben:

**Titel I. Name, Sitz, Zweck, Dauer**

**Art. 1.** Zwischen den vorgenannten Parteien, sowie allen welche in Zukunft Inhaber der hiernach geschaffenen Anteile werden, besteht eine Gesellschaft mit beschränkter Haftung, welche durch gegenwärtige Satzung sowie durch die zutreffenden gesetzlichen Bestimmungen geregelt ist.

**Art. 2.** Die Gesellschaft trägt die Bezeichnung "B C M S.à r.l.".

**Art. 3.** Der Sitz der Gesellschaft befindet sich in Echternach.

Er kann durch eine Entscheidung der Gesellschafter in eine andere Ortschaft des Grossherzogtums Luxemburg verlegt werden.

**Art. 4.** Gegenstand der Gesellschaft ist der Ingenieurbau, Industriebau, Montagebau, Metallbau, die Erstellung von Elektroinstallationen, die Bauunternehmung sowie der Leiharbeiterverleih im In- und Ausland.

Gegenstand der Gesellschaft ist ebenfalls die Vermietung sowie Untervermietung von Mobilien und Immobilien.

Die Gesellschaft ist berechtigt, bewegliche und unbewegliche Güter zu erwerben, alle Geschäfte und Tätigkeiten vorzunehmen und alle Maßnahmen zu treffen, welche mit dem Gegenstand mittelbar oder unmittelbar zusammenhängen oder ihm zu dienen geeignet erscheinen. In diesem Sinne kann sie sich an anderen Gesellschaften oder Firmen im In- und Ausland beteiligen, mit besagten Rechtspersonen zusammenarbeiten sowie selbst Zweigniederlassungen errichten sowie jede Art von Tätigkeiten, welche mit dem Gesellschaftszweck direkt oder indirekt zusammenhängen oder denselben fördern, ausüben.

**Art. 5.** Die Gesellschaft ist für eine unbegrenzte Dauer gegründet.

## Titel II. Gesellschaftskapital, Anteile

**Art. 6.** Das Gesellschaftskapital beträgt ZWÖLF TAUSEND FÜNF HUNDERT EURO (€ 12.500,-), aufgeteilt in fünf hundert (500) Anteile, mit einem Nominalwert von je FÜNFUNDZWANZIG EURO (€ 25,-), welche wie folgt übernommen werden:

1.- Herr Hans-Peter BOHLEN, Metallbaumeister, wohnhaft in D-54662 Speicher, Herforster Str. 4, zweihundertfünfzig Anteile	250
2.- Herr Rainer BOHLEN jun., Maschinenbauingenieur, wohnhaft in D-54662 Speicher, 1, Christoph-Olk-Weg, zweihundertfünfzig Anteile	250
Total: fünfhundert Anteile	500

**Art. 7.** Die Anteile sind zwischen den Gesellschaftern frei übertragbar. Das Abtreten von Gesellschaftsanteilen unter Lebenden an Nichtgesellschafter bedarf der Genehmigung der anderen Gesellschafter, welche drei Viertel (3/4) des Gesellschaftskapitals vertreten.

Die Übertragungen sind der Gesellschaft und Dritten gegenüber erst rechtswirksam, nachdem sie gemäss Artikel 1690 des Zivilgesetzbuches der Gesellschaft zugestellt, oder von ihr in einer notariellen Urkunde angenommen worden sind.

## Titel III. Verwaltung und Vertretung

**Art. 8.** Solange die Zahl der Gesellschafter fünfundzwanzig (25) nicht übersteigt, steht es dem Geschäftsführer frei, die Gesellschafter in Generalversammlungen zu vereinigen. Falls keine Versammlung abgehalten wird, erhält jeder Gesellschafter den genau festgelegten Text der zu treffenden Beschlüsse und gibt seine Stimme schriftlich ab.

Eine Entscheidung wird nur dann gültig getroffen, wenn sie von Gesellschaftern, die mehr als die Hälfte des Kapitals vertreten, angenommen wird. Ist diese Zahl in einer ersten Versammlung oder schriftlichen Befragung nicht erreicht worden, so werden die Gesellschafter ein zweites Mal durch Einschreibebrief zusammengerufen oder befragt und die Entscheidungen werden nach der Mehrheit der abgegebenen Stimmen getroffen, welches auch der Teil des vertretenen Kapitals sein mag.

Jeder Gesellschafter ist stimmberechtigt welches auch immer die Anzahl seiner Anteile ist und jeder Anteil gibt Anrecht auf eine Stimme. Jeder Gesellschafter kann sich rechtmässig bei der Gesellschafterversammlung auf Grund einer Sondervollmacht vertreten lassen.

**Art. 9.** Die Gesellschaft wird verwaltet durch einen oder mehrere Geschäftsführer, welche nicht Teilhaber der Gesellschaft sein müssen.

Die Ernennung der Geschäftsführer erfolgt durch den alleinigen Gesellschafter beziehungsweise durch die Gesellschafterversammlung, welche die Befugnisse und die Dauer der Mandate des oder der Geschäftsführer festlegt.

Als einfache Mandatare gehen der oder die Geschäftsführer durch ihre Funktion(en) keine persönlichen Verpflichtungen bezüglich der Verbindlichkeiten der Gesellschaft ein. Sie sind jedoch für die ordnungsgemässe Ausführung ihres Mandates verantwortlich.

**Art. 10.** Das Geschäftsjahr beginnt am 1. Januar und endet am 31. Dezember eines jeden Jahres.

**Art. 11.** Über die Geschäfte der Gesellschaft wird nach handelsüblichem Brauch Buch geführt.

Am Ende eines jeden Geschäftsjahres werden durch die Geschäftsführung ein Inventar, eine Bilanz und eine Gewinn- und Verlustrechnung aufgestellt.

Der Kreditsaldo der Bilanz wird nach Abzug aller Kosten sowie des Beitrages zur gesetzlichen Reserve der Generalversammlung der Gesellschafter zur Verfügung gestellt.

**Art. 12.** Durch den Tod eines Gesellschafters erlischt die Gesellschaft nicht, sondern wird mit den Erben des Verstorbenen weitergeführt.

## Titel IV. Auflösung und Liquidation

**Art. 13.** Im Falle der Auflösung der Gesellschaft wird die Liquidation durch einen oder mehrere von der Gesellschafterversammlung ernannten Liquidatoren, die keine Gesellschafter sein müssen durchgeführt.



Die Gesellschafterversammlung legt deren Befugnisse und Bezüge fest.

**Art. 14.** Für sämtliche nicht vorgesehenen Punkte gilt das Gesetz vom 18. September 1933 über die Gesellschaften mit beschränkter Haftung, sowie das Gesetz vom 10. August 1915 über die Handelsgesellschaften und deren Abänderungen.

#### *Einzahlung des Gesellschaftskapitals*

Alle Anteile wurden voll in bar eingezahlt, so dass der Betrag von ZWÖLF TAUSEND FÜNF HUNDERT EURO (€ 12.500,-) der Gesellschaft von heute an zur Verfügung steht, wie dies dem unterzeichneten Notar ausdrücklich nachgewiesen wurde.

#### *Übergangsbestimmung*

Das erste Geschäftsjahr beginnt jedoch am Tage der Gründung der Gesellschaft und endet am 31. Dezember 2012.

#### *Kosten*

Die Kosten, welche der Gesellschaft zum Anlass ihrer Gründung entstehen, werden abgeschätzt auf den Betrag von ungefähr ein tausend Euro (€ 1.000,-).

#### *Erklärung*

Die Komparenten erklären seitens des unterfertigten Notars Kenntnis erhalten zu haben, dass die Gesellschaft erst nach Erhalt der nötigen Ermächtigungen ihre Aktivitäten aufnehmen kann.

#### *Generalversammlung*

Alsdann sind die Gesellschafter, anwesend oder vertreten wie vorerwähnt, welche das gesamte Gesellschaftskapital vertreten, in einer ausserordentlichen Generalversammlung zusammengetreten, und haben einstimmig und laut entsprechender Tagesordnung nachfolgende Beschlüsse gefasst:

a) Zum Geschäftsführer der Gesellschaft wird für eine unbestimmte Dauer ernannt:

Herr Hans-Peter BOHLEN, Metallbaumeister, wohnhaft in D-54662 Speicher, Herforder Str. 4.

b) Die Gesellschaft wird in allen Fällen durch die alleinige Unterschrift des Geschäftsführers rechtsgültig vertreten und verpflichtet.

c) Der Sitz der Gesellschaft befindet sich in L-6468 Echternach, Zone Industrielle.

WORÜBER URKUNDE, aufgenommen in Echternach, am Datum wie eingangs erwähnt. Nach Vorlesung alles Vorstehenden an den Komparenten, handelnd wie eingangs erwähnt, dem Notar nach Namen, gebräuchlichen Vornamen, Stand und Wohnort bekannt, hat derselbe mit dem Notar die gegenwärtige Urkunde unterschrieben.

Gezeichnet: H.-P. BOHLEN, Henri BECK.

Enregistré à Echternach, le 25 juin 2012. Relation: ECH/2012/1035. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): J.-M. MINY.

FÜR GLEICHLAUTENDE AUSFERTIGUNG, auf Begehrt erteilt, zwecks Hinterlegung beim Handels- und Gesellschaftsregister.

Echternach, den 03. Juli 2012.

Référence de publication: 2012078430/116.

(120111606) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

#### **SJ (Luxembourg) Sàrl, Société à responsabilité limitée.**

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 131.238.

In the year two thousand and twelve, on the fifteenth day of June.

Before us, Maître Edouard DELOSCH, notary, residing in Diekirch (Grand Duchy of Luxembourg).

There appeared:

Santa Juana Limited, a company incorporated in accordance with and governed by the laws of Jersey, having its registered office at La Motte Chambers, La Motte Street, St Helier, Jersey, JE1 1BJ, Channel Islands,

hereby represented by Mrs Esther COCCO, private employee, residing professionally at L-1855 Luxembourg, 46A, Avenue J.F.Kennedy, by virtue of a proxy given in Jersey on 14 June 2012 (the "Sole Shareholder").

The said proxy signed "ne varietur" by the proxyholder and the undersigned notary shall be annexed to the present deed for the purpose of registration.

The Sole Shareholder has requested the undersigned notary to document that the Sole Shareholder is the sole shareholder of SJ (Luxembourg) S.à r.l., a société à responsabilité limitée governed by the laws of the Grand Duchy of

Luxembourg, having its registered office at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 131.238, incorporated pursuant to a deed of Maître Paul Bettingen, notary residing in Niederanven (Grand Duchy of Luxembourg) dated 26 June 2007, published on 3 October 2007 in the Mémorial C, Recueil des Sociétés et Associations, number 2185 (the «Company»). The articles of incorporation have been amended for the last time pursuant to a deed of Maître Edouard Delosch, notary then residing in Rambrouch (Grand Duchy of Luxembourg) on 28 June 2011, published on 8 September 2011 in the Mémorial C, Recueil des Sociétés et Associations, number 2102.

The Sole Shareholder represented as above mentioned has recognised to be fully informed of the resolutions to be taken on the basis of the following agenda:

#### *Agenda*

(1) To increase the share capital of the Company by an amount of eight hundred and ten thousand United States Dollars (USD 810,000.-) so as to increase it from its current amount of eight hundred fifty-seven thousand six point twenty-five United States Dollars (USD 857,006.25) to one million six hundred sixty-seven thousand six point twenty-five United States Dollars (USD 1,667,006.25).

(2) To issue eighty-one million (81,000,000) new shares with a nominal value of one United States Cent (USD 0.01) each, having the same rights and privileges as the existing shares.

(3) To accept subscription for these eighty-one million (81,000,000) new shares with a nominal value of one United States Cent (USD 0.01) by Santa Juana Limited, a company incorporated in accordance with and governed by the laws of Jersey, having its registered office at La Motte Chambers, La Motte Street, St Helier, Jersey, JE1 1BJ, Channel Islands, and to accept payment in full for such new shares, by a contribution in cash.

(4) To amend the first paragraph of article 5 of the articles of incorporation, in order to reflect the above resolutions.

(5) Miscellaneous.

The Sole Shareholder representing the entire share capital of the Company has requested the undersigned notary to record the following resolutions:

#### *First resolution*

The Sole Shareholder resolves to increase the share capital of the Company by an amount of eight hundred and ten thousand United States Dollars (USD 810,000.-) so as to increase it from its current amount of eight hundred fifty-seven thousand six point twenty-five United States Dollars (USD 857,006.25) to one million six hundred sixty-seven thousand six point twenty-five United States Dollars (USD 1,667,006.25).

#### *Second resolution*

The Sole Shareholder resolves to issue eighty-one million (81,000,000) new shares with a nominal value of one United States Cent (USD 0.01) each, having the same rights and privileges as the existing shares.

#### *Subscription and Payment*

Thereupon appeared Mrs Esther COCCO, prenamed, acting in her capacity as duly authorized attorney in fact of the Sole Shareholder, prenamed, by virtue of a proxy given in Jersey on 14 June 2012.

The person appearing declared to subscribe in the name and on behalf of the Sole Shareholder for the eighty-one million (81,000,000) new shares with a nominal value of one United States Cent (USD 0.01) per share and to make payment in full for each such new share thus subscribed, by a contribution in cash amounting to eight hundred and ten thousand United States Dollars (USD 810,000.-).

Proof of such payment has been given to the undersigned notary and the amount of eight hundred and ten thousand United States Dollars (USD 810,000.-) is now at the disposal of the Company.

Thereupon, the Sole Shareholder resolved (i) to accept the said subscription and payment by the Sole Shareholder, (ii) to allot the eighty-one million (81,000,000) new shares to the Sole Shareholder, and (iii) to acknowledge the effectiveness of the capital increase.

#### *Third resolution*

As a result of the above resolutions, the Sole Shareholder resolved to amend the first paragraph of article 5 of the articles of incorporation of the Company, which will from now on read as follows:

" **Art. 5. Share capital.** The share capital is set at one million six hundred sixty-seven thousand six point twenty-five United States Dollars (USD 1,667,006.25) represented by one hundred sixty-six million seven hundred thousand six hundred and twenty-five (166,700,625) shares having a nominal value of one United States Cent (USD 0.01), each fully paid."

#### *Expenses*

The expenses, costs, fees and charges which shall be borne by the Company as a result of this deed are estimated at two thousand Euro (EUR 2.000.-).

The undersigned notary who knows English, states herewith that upon request of the above appearing party, the present deed is worded in English followed by a French version; on request of the same appearing party and in case of divergences between the English and the French text, the English text will prevail.

Whereof, the present deed was drawn up in Luxembourg, on the date named at the beginning of this deed.

The deed having been read to the proxyholder of the appearing party, who are known by the notary by their surname, first name, civil status and residence, the said persons signed together with Us, notary, this original deed.

### **Suit la traduction française du texte qui précède:**

L'an deux mille douze, le quinzième jour de juin.

Pardevant Maître Edouard Delosch, notaire de résidence à Diekirch, Grand-Duché de Luxembourg.

A comparu:

Santa Juana Limited, une société constituée selon et régie par le droit de Jersey, ayant son siège social à La Motte Chambers, La Motte Street, St Helier, Jersey, JE1 1BJ, Channel Islands,

représentée aux fins des présentes par Madame Esther COCCO, employée privée, demeurant professionnellement à L-1855 Luxembourg, 46A, Avenue J.F.Kennedy, aux termes d'une procuration donnée le 14 juin 2012 (l'«Associé Unique») à Jersey.

La précitée procuration après avoir été paraphée "ne varietur" par le mandataire et le notaire soussigné restera annexée au présent acte pour les besoins de l'enregistrement.

L'Associé Unique a requis le notaire instrumentant d'acter que l'Associé Unique est le seul associé de SJ (Luxembourg) S.à r.l., une société à responsabilité limitée régie par le droit luxembourgeois, ayant son siège social au 46A, Avenue J.F. Kennedy, L- 1855 Luxembourg, Grand-Duché de Luxembourg, inscrite auprès du registre du commerce et des sociétés de Luxembourg sous la section B numéro 131.238, constituée suivant acte reçu par Me Paul Bettingen, notaire de résidence à Niederanven (Grand-Duché de Luxembourg) en date du 26 juin 2007, publié au Mémorial C, Recueil des Sociétés et Associations le 3 octobre 2007, sous le numéro 2185 (la «Société»). Les statuts ont été modifiés pour la dernière fois suivant acte reçu par Me Edouard Delosch, alors notaire de résidence à Rambrouch (Grand-Duché de Luxembourg) en date du 28 juin 2011 publié le 8 septembre 2011 au Mémorial C, Recueil des Sociétés et Associations, numéro 2102.

L'Associé Unique représenté comme indiqué ci-avant, a reconnu être parfaitement au courant des décisions à intervenir sur base de l'ordre du jour suivant:

#### *Ordre du jour*

1 Augmentation du capital social de la société à concurrence de huit cent-dix mille dollars des États-Unis (USD 810.000,-) pour le porter de son montant actuel de huit cent cinquante-sept mille six virgule vingt-cinq dollars des États-Unis (USD 857.006,25) à un million six cent soixante-sept mille six virgule vingt-cinq dollars des États-Unis (USD 1.667.006,25).

2 Émission de quatre-vingt-un millions (81.000.000) nouvelles parts sociales d'une valeur nominale d'un centime de dollars des États-Unis (USD 0,01) chacune, ayant les mêmes droits et privilèges que les parts sociales existantes.

3 Acceptation de la souscription de ces quatre-vingt-un millions (81.000.000) nouvelles parts sociales d'une valeur nominale d'un centime de dollars des États-Unis (USD 0,01) chacune, par Santa Juana Limited, une société constituée et régie par le droit de Jersey, établie et ayant son siège social à La Motte Street, St Helier, Jersey, JE1 1BJ, Channel Islands et acceptation de la libération intégrale de ces nouvelles parts sociales par apport en numéraire.

4 Modification de l'article 5 des statuts, afin de refléter les résolutions ci-dessus.

5 Divers.

a requis le notaire instrumentant d'acter les résolutions suivantes:

#### *Première résolution*

L'Associé unique a décidé d'augmenter le capital social de la société à concurrence de huit cent dix mille dollars des États-Unis (USD 810.000,-) pour le porter de son montant actuel de huit cent cinquante-sept mille six virgule vingt-cinq dollars des États-Unis (USD 857.006,25) à un million six cent soixante-sept mille six virgule vingt-cinq dollars des États-Unis (USD 1,667.006,25).

#### *Deuxième résolution*

L'Associé unique a décidé d'émettre quatre-vingt-un millions (81.000.000) nouvelles parts sociales d'une valeur nominale d'un centime de dollars des États-Unis (USD 0,01) chacune, ayant les mêmes droits et privilèges que les parts sociales existantes.

#### *Souscription - Paiement*

Ensuite Madame Esther COCCO, précitée, s'est présentée agissant en sa qualité de mandataire dûment autorisé de l'Associé unique, précité, en vertu d'une procuration donnée à Jersey le 14 juin 2012.

Le comparant a déclaré souscrire au nom et pour le compte de l'Associé Unique quatre-vingt-un millions (81.000.000) nouvelles parts sociales d'une valeur nominale d'un centime de dollars des États-Unis (USD 0,01) chacune et libérer intégralement les parts sociales ainsi souscrites par un apport en numéraire s'élevant à huit cent dix mille dollars des États-Unis (USD 810.000,-).

Preuve de tel paiement a été fournie au notaire instrumentant et le montant de huit cent dix mille dollars des États-Unis (USD 810.000,-) est à présent à la disposition de la Société.

Ensuite, l'Associé Unique a décidé (i) d'accepter ladite souscription et ledit paiement par l'Associé Unique, (ii) d'allouer les quatre-vingt-un millions (81.000.000) nouvelles parts sociales à l'Associé Unique et (iii) de constater la réalisation de l'augmentation du capital social.

#### *Troisième résolution*

En conséquence des résolutions adoptées ci-dessus, l'Associé Unique a décidé de modifier l'alinéa premier de l'article 5 des statuts de la Société qui sera dorénavant rédigé comme suit:

" **Art. 5. Capital Social.** Le capital social est fixé à un million six cent soixante-sept mille six virgule vingt-cinq dollars des États-Unis (USD 1.667.006,25) divisé en cent soixante-six millions sept cent mille six cent vingt-cinq (166,700,625) parts sociales d'une valeur nominale d'un centime de dollars des États-Unis (USD 0,01), chacune intégralement libérée."

#### *Frais*

Les frais, dépenses, rémunérations et charges quelconques qui incombent à la société des suites de ce document sont estimés à deux mille euros (EUR 2.000,-).

Le notaire soussigné qui connaît la langue anglaise, déclare par la présente qu'à la demande de la partie comparante ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française et qu'à la demande de la même partie comparante et en cas de divergences entre les textes anglais et français, le texte anglais primera.

Dont acte, fait et passé à Luxembourg, date qu'en tête des présentes.

Lecture du présent acte faite et interprétation donnée au mandataire de la partie comparante, connu du notaire instrumentant par ses nom, prénom usuel, état et demeure, il a signé avec Nous, notaire, le présent acte.

Signé: E. Cocco, DELOSCH.

Enregistré à Diekirch, le 19 juin 2012. Relation: DIE/2012/7229. Reçu soixante-quinze (75,-) euros

*Le Receveur (signé): THOLL.*

Pour expédition conforme, délivrée aux fins de la publication au Mémorial C.

Diekirch, le 19 juin 2012.

Référence de publication: 2012079001/154.

(120111284) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

### **Kingdom Investments II (TSF), Société à responsabilité limitée.**

**Capital social: EUR 380.100,00.**

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 107.121.

In the year two thousand and twelve, on the fifth day of June,

Before Maître Léonie Grethen, notary, residing in Luxembourg (Grand Duchy of Luxembourg),

There appeared the following:

Kingdom 5-KR-180, Ltd., a company organised and existing under the laws of the Cayman Islands, with registered office at Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands, registered with the companies register of the Cayman Islands under number 126826, represented by Alexander Koch, lawyer, with professional address in Luxembourg (Grand Duchy of Luxembourg), by virtue of a proxy given under private seal.

Kingdom 5-KR-180, Ltd. is hereafter referred to as the "Sole Shareholder".

The said proxy, after having been initialled and signed "ne varietur" by the proxy holder and the undersigned notary, will be appended to the present deed for the purpose of registration.

The Sole Shareholder, represented as above stated, declares that it currently holds all the shares of Kingdom Investments II (TSF) S.à r.l., a private limited liability company (société à responsabilité limitée) incorporated under the laws of Luxembourg, with registered office at 65, boulevard Grand-Duchesse Charlotte, by a deed enacted by Maître Gérard Lecuit, notary, residing in Sanem, Grand Duchy of Luxembourg, on 25 March 2005, published in the Mémorial C, Recueil des Sociétés et Associations number 789 dated 6 August 2005 and registered with the Luxembourg Trade and Companies Register under number B 107.121 (the "Company"). The articles of association of the Company have been amended for the last time by a deed enacted by Maître Léonie Grethen, notary, residing in Luxembourg, Grand Duchy of Luxembourg, on 6 December 2011, published in the Mémorial C, Recueil des Sociétés et Associations number 615 dated 8 March 2012.

The Sole Shareholder confirmed to be fully informed of the resolutions to be taken on the basis of the following agenda:

*Agenda*

1. To increase the Company's share capital by an amount of two hundred thousand euros (EUR 200,000.-), in order to raise it from its current amount of one hundred and eighty thousand one hundred euro (EUR 180,100.-), divided into seven thousand two hundred and four (7,204) shares with a nominal value of twenty-five euro (EUR 25.-) each, to an amount of three hundred and eighty thousand one hundred euro (EUR 380,100.-), divided into fifteen thousand two hundred and four (15,204) shares with a nominal value of twenty-five euro (EUR 25.-) each.

2. To issue eight thousand (8,000) shares with a nominal value of twenty-five euro (EUR 25.-) each so as to raise the total number of shares to fifteen thousand two hundred and four (15,204) shares with a nominal value of twenty-five euro (EUR 25.-) each, having the same rights and privileges as those attached to the existing shares and entitled to dividends as from the day of such extraordinary general shareholder meeting.

3. To accept the subscription of eight thousand (8,000) shares of the Company with a nominal value of twenty-five euro (EUR 25.-) each by the Sole Shareholder and the full payment of these shares by a contribution in cash of an amount of two hundred thousand euro (EUR 200,000.-) and to allocate the eight thousand (8,000) shares to the Sole Shareholder.

4. To amend article 5 of the articles of incorporation of the Company so as to reflect the resolutions to be adopted under above items.

5. Miscellaneous.

The Sole Shareholder hereby requested the undersigned notary to document the following resolutions:

*First resolution*

The Sole Shareholder RESOLVED to increase the Company's share capital by an amount of two hundred thousand euro (EUR 200,000.-), in order to raise it from its current amount of one hundred and eighty thousand one hundred euro (EUR 180,100.-), divided into seven thousand two hundred and four (7,204) shares with a nominal value of twenty-five euro (EUR 25.-) each, to an amount of three hundred and eighty thousand one hundred euro (EUR 380,100.-), divided into fifteen thousand two hundred and four (15,204) shares with a nominal value of twenty-five euro (EUR 25.-) each..

*Second resolution*

The Sole Shareholder RESOLVED to issue eight thousand (8,000) shares with a nominal value of twenty-five euro (EUR 25.-) each so as to raise the total number of shares to fifteen thousand two hundred and four (15,204) shares with a nominal value of twenty-five euro (EUR 25.-) each, having the same rights and privileges as those attached to the existing shares and entitled to dividends as from the day of such extraordinary general shareholder meeting, and to accept the following subscription:

*Subscription and Payment*

Thereupon appeared Alexander Koch, prenamed, acting in his capacity as duly authorised agent and attorney-in-fact of the Sole Shareholder prenamed, by virtue of a proxy given under private seal.

The person appearing declared to subscribe in the name and on behalf of the Sole Shareholder to the eight thousand (8,000) shares with a nominal value of twenty-five euro (EUR 25.-) each and to make payment in full for all such new shares by a contribution in cash in the amount of two hundred thousand euro (EUR 200,000.-).

Proof of the contribution's existence has been given to the undersigned notary.

*Third resolution*

The Sole Shareholder RESOLVED to amend article 5 of the articles of incorporation of the Company which shall forthwith read as follows:

" **Art. 5. Share Capital.** The Company's capital is set at three hundred and eighty thousand one hundred euro (EUR 380,100.-), divided into fifteen thousand two hundred and four (15,204) shares with a nominal value of twenty-five euro (EUR 25.-) each.

In addition to the corporate capital, there may be set up a premium account into which any premium amount paid on any share in addition to its nominal value (including any payment made on warrants attached to any shares, bonds, notes or similar instruments) is transferred. The amount of the premium account may be used to provide for the payment of any shares which the Company may redeem from its shareholders, to offset any net realised losses, to make distributions to the shareholders or to allocate funds to the legal reserve."

*Estimate of costs*

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately sixteen hundred euro (EUR 1,600.00).

The undersigned notary, who understands English, states that on request of the appearing party, the present deed is worded in English, followed by a French version, and in case of discrepancies between the English and the French text, the English version will prevail.

WHEREOF, the present notarial deed was drawn up in Luxembourg, on the day indicated at the beginning of this deed.

The document having been read to the appearing party's proxyholder known to the notary by name, first name, civil status and residence, the appearing party's proxyholder signed together with us, the notary, the present original deed.

### Suit la traduction en français du texte qui précède:

L'an deux mil douze, le cinq jour du mois de juin,

Par devant Maître Léonie Grethen, notaire de résidence à Luxembourg (Grand Duché de Luxembourg).

A comparu:

Kingdom 5-KR-180, Ltd., une société constituée sous les lois des Îles Cayman, établie et ayant son siège social à Uglud House, South Church Street, George Town, Grand Cayman, les Îles Cayman, enregistré au registre du commerce et des sociétés des Îles Cayman sous le numéro 126826, représenté par Alexander Koch, avocat, ayant son adresse professionnelle à Luxembourg (Grand Duché de Luxembourg), en vertu d'une procuration donnée sous seing privé.

Kingdom 5-KR-180, Ltd. sera ci-après désigné par l'"Associé Unique"

La procuration signée "ne varietur" par la partie comparante et par le notaire soussigné sera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

L'Associé Unique, représenté comme décrit ci-dessus déclare détenir l'intégralité des parts sociales de Kingdom Investments II (TSF) S.à r.l., une société à responsabilité limitée constituée selon les lois de Luxembourg, ayant son siège social à 65, boulevard Grande Duchesse Charlotte, L-1331, Luxembourg, constituée suivant acte de Maître Gérard Lecuit, notaire à Sanem, Grand Duché de Luxembourg en date du 25 mars 2005, publiée au Mémorial C, Recueil des Sociétés et Associations numéro 789 en date du 6 août 2005 et enregistrée du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 107.121 (la "Société"). Les statuts de la Société ont été modifiés la dernière fois suivant acte de Maître Léonie Grethen, notaire à Luxembourg, Grand Duché de Luxembourg en date du 6 décembre 2011, publiée au Mémorial C, Recueil des Sociétés et Associations numéro 615 en date du 8 mars 2012.

L'Associé Unique, représenté comme décrit ci-dessus, a reconnu être entièrement informé des résolutions à prendre sur base de l'ordre du jour suivant:

#### Ordre du jour

1. Augmentation du capital social de la Société d'un montant de deux cent mille euros (EUR 200.000,-), pour le porter de son montant actuel de cent quatre-vingt mille cent euros (EUR 180.100,-) représenté par sept mille deux cent quatre (7.204) parts sociales avec une valeur nominale de vingt-cinq euros (EUR 25,-) chacune à un montant de trois cent quatre-vingt mille cent euros (EUR 380.100,-) représenté par quinze mille deux cent quatre (15.204) parts sociales avec une valeur nominale de vingt-cinq euros (EUR 25,-) chacune.

2. Emission de huit mille (8.000) parts sociales avec une valeur nominale de vingt-cinq euros (EUR 25,-) chacune pour porter le nombre total des parts sociales à quinze mille deux cent quatre (15.204) parts sociales avec une valeur nominale de vingt-cinq euros (EUR 25,-) chacune, ayant les mêmes droits et privilèges que ceux attachés aux parts sociales existantes et donnant droit aux dividendes à partir de la date d'une telle assemblée générale extraordinaire.

3. Acceptation de la souscription de huit mille (8.000) parts sociales de la Société avec une valeur nominale de vingt-cinq euros (EUR 25,-) chacune et le paiement intégral de ces parts sociales par un apport en numéraire d'un montant de deux cent mille euros (EUR 200.000,-) et allocation des huit mille (8.000) parts sociales à l'Associé Unique.

4. Modification de l'article 5 des statuts de la Société, afin de refléter les résolutions devant être adoptées sous les points ci-dessus.

#### Divers

L'Associé Unique a requis le notaire soussigné de documenter les résolutions suivantes:

##### Première résolution

L'Associé Unique DECIDE d'augmenter le capital social de la Société d'un montant de deux cent mille euros (EUR 200.000,-), pour le porter de son montant actuel de cent quatre-vingt mille cent euros (EUR 180.100,-) représenté par sept mille deux cent quatre (7.204) parts sociales avec une valeur nominale de vingt-cinq euros (EUR 25,-) chacune à un montant de trois cent quatre-vingt mille cent euros (EUR 380.100,-) représenté par quinze mille deux cent quatre (15.204) parts sociales avec une valeur nominale de vingt-cinq euros (EUR 25,-) chacune.

##### Deuxième résolution

L'Associé Unique DECIDE d'émettre huit mille (8.000) parts sociales avec une valeur nominale de vingt-cinq euros (EUR 25,-) chacune pour porter le nombre total des parts sociales à quinze mille deux cent quatre (15.204) parts sociales avec une valeur nominale de vingt-cinq euros (EUR 25,-) chacune, ayant les mêmes droits et privilèges que ceux attachés aux parts sociales existantes et donnant droit aux dividendes à partir de la date d'une telle assemblée générale extraordinaire.



### *Souscription et Paiement*

Ensuite a comparu Alexander Koch, susmentionné, agissant ès qualité de mandataire dûment autorisé de l'Associé Unique en vertu d'une procuration donnée sous seing privé.

Le comparant déclare souscrire au nom et pour le compte de l'Associé Unique, susmentionné, huit mille (8.000) parts sociales avec une valeur nominale de vingt-cinq euros (EUR 25,-) chacune et de libérer intégralement ces nouvelles parts sociales par un apport en numéraire d'un montant de deux cent mille euros (EUR 200.000,-).

Preuve de l'existence de cet apport a été donnée au notaire soussigné.

### *Troisième résolution*

L'Associé Unique DECIDE de modifier l'article 5 des statuts de la Société qui est remplacé par le texte qui suit:

**Art. 5. Capital Social.** Le capital social de la Société est fixé à trois cent quatre-vingt mille cent euros (EUR 380.100,-) représenté par quinze mille deux cent quatre (15.204) parts sociales avec une valeur nominale de vingt-cinq euros (EUR 25,-) chacune.

En plus du capital social, un compte de prime d'émission peut être établi auquel toutes les primes payées sur une part sociale en plus de la valeur nominale (y compris tout paiement effectué sur des bons de souscription attachés aux parts sociales, obligations, billets ou instruments similaires) seront transférées. L'avoir de ce compte de primes peut être utilisé pour effectuer le remboursement en cas de rachat des parts sociales des actionnaires par la Société, pour compenser des pertes nettes réalisées, pour effectuer des distributions aux associées, ou pour être affecté à la réserve légale."

### *Estimation des coûts*

Les frais, coûts, honoraires et charges de toutes sortes qui devront être supportés par la Société à la suite de cet acte notarié sont estimés approximativement à mille six cents euros (EUR 1.600,-).

Le notaire soussigné, qui comprend et parle l'anglais, déclare que sur la demande de la partie contractante, le présent acte est rédigé en anglais, suivi d'une version française. A la demande de la partie contractante et en cas de divergence entre le texte anglais et le texte français, la version anglaise fera foi.

Le présent acte notarié a été constitué au Luxembourg, le jour indiqué sur l'acte.

L'acte ayant été lu à la mandataire de la partie comparante, connue du notaire par nom, prénom, usuel, état civil et demeure, cette personne a signé avec nous, le notaire, le présent acte.

Signé Koch, GRETHEN.

Enregistré à Luxembourg, le 07 juin 2012. Relation: LAC/2012/26289. Reçu soixante-quinze euros (75,00 €).

*Le Receveur (signé):* Thill.

Pour expédition conforme, délivrée aux fins de la publication au Mémorial C.

Luxembourg, le 3 juillet 2012.

Référence de publication: 2012078714/164.

(120111777) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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### **Baltic Real Estate Holding, Société à responsabilité limitée.**

**Capital social: EUR 20.000,00.**

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 137.125.

### EXTRAIT

Il résulte du procès-verbal de la réunion du Conseil de Gérance tenue en date du 29 juin 2012 que:

Le siège social de la société a été transféré du 22, rue Goethe à L-1637 Luxembourg au 40, avenue Monterey à L-2163 Luxembourg.

Luxembourg, le 29 juin 2012.

*Pour la société  
Un mandataire*

Référence de publication: 2012078441/15.

(120111844) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**Codic Luxembourg S.A., Société Anonyme.**

Siège social: L-2324 Luxembourg, 4, avenue Jean-Pierre Pescatore.

R.C.S. Luxembourg B 58.352.

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**EXTRAIT**

Il résulte d'une lettre de démission datée du 7 juin 2012 actée par le conseil d'administration de la Société lors de la réunion tenue en date du 12 juin 2012 que Madame Sophie Goblet a démissionné de sa fonction d'administrateur de la Société avec effet au 30 juin 2012.

Il résulte des décisions prises lors de cette même réunion du conseil d'administration de la Société du 12 juin 2012 que Monsieur Hervé Bodin, né le 4 novembre 1970 à Champigny-sur-Marne (France), résidant au 69, rue des Sevres, 92100 Boulogne-Billancourt (France) a été coopté en qualité de nouvel administrateur de la Société en remplacement de l'administrateur démissionnaire, et ce avec effet au 30 juin 2012 et jusqu'à la prochaine assemblée générale des actionnaires qui se prononcera sur son élection définitive.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Fait à Luxembourg, le 2 juillet 2012.

*Pour la Société*

*Un mandataire*

Référence de publication: 2012078488/20.

(120111612) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**Baltic Renewables, Société à responsabilité limitée.**

**Capital social: EUR 15.000,00.**

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 125.261.

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**EXTRAIT**

Il résulte du procès-verbal de la réunion du Conseil de Gérance tenue en date du 29 juin 2012 que:

Le siège social de la société a été transféré du 22, rue Goethe à L-1637 Luxembourg au 40, avenue Monterey à L-2163 Luxembourg.

Luxembourg, le 29 juin 2012.

*Pour la société*

*Un mandataire*

Référence de publication: 2012078442/15.

(120111845) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**Biofuel International S.A., Société Anonyme.**

Siège social: L-1330 Luxembourg, 34A, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 109.608.

Nous vous prions d'accepter par la présente notre démission en tant que Commissaire aux comptes de la société Biofuel International S.A. avec effet immédiat.

Luxembourg, le 28 juin 2012.

CONCILUM Sarl

*Commissaire*

Alessandro RIZZO

*Gérant unique*

Référence de publication: 2012078447/14.

(120111651) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**Tamweelview Co-investment I S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-2540 Luxembourg, 13, rue Edward Steichen.

R.C.S. Luxembourg B 113.779.

Il est notifié par la présente les décisions de l'associé unique de la Société ci-après formulées:

- Réélection de M. Franciscus Willem Josephine Johannes Welman, né le 21 Septembre 1963 à Heerlen, au Pays-Bas, résidant professionnellement au 46A, Avenue J.F. Kennedy L-1855 Luxembourg, à la fonction de gérant avec effet au 21 Juin 2012 et pour une durée indéterminée.

- Réélection de M. Marcus Jacobus Dijkerman, né le 05 Novembre 1962 à Krieger, au Pays-Bas résidant professionnellement au 46A, Avenue J.F. Kennedy L-1855 Luxembourg, à la fonction de gérant avec effet au 21 Juin 2012 et pour une durée indéterminée.

A dater du 21 Juin 2012, le Conseil de Gérance est en conséquence composé comme suit:

- M. Martinus Cornelis Johannes Weijermans, Gérant;
- M. Khaled Mohamed Abul Husain Al Khajeh, Gérant;
- M. Mohamed Ahmed Darwish Karam Al Qubaisi, Gérant;
- M. Bruce Melville Ambler Jr., Gérant;
- M. Franciscus Willem Josephine Johannes Welman, Gérant;
- M. Marcus Jacobus Dijkerman, Gérant;

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Tamweelview Co-Investment I S.à r.l

Signature

Référence de publication: 2012079172/25.

(120111750) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

**BR Investments, Société à responsabilité limitée.**

Siège social: L-2520 Luxembourg, 9, allée Scheffer.

R.C.S. Luxembourg B 155.636.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 29 juin 2012.

Pour copie conforme

*Pour la société*

Maître Carlo WERSANDT

*Notaire*

Référence de publication: 2012078454/14.

(120111774) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

**Brew Re S.A., Société Anonyme.**

Siège social: L-2146 Luxembourg, 74, rue de Merl.

R.C.S. Luxembourg B 56.288.

*Extrait des résolutions de l'Assemblée Générale Ordinaire qui s'est tenue au siège social, 74, rue de Merl, L-2146, Luxembourg, le 14 mai 2012 à 11.00 heures.*

I) L'Assemblée nomme comme Administrateurs les personnes suivantes:

- Mr. Jean-Louis Van de Perre, Administrateur

- Mr. Benoît Loore, Administrateur

- Mr. Gert Magis, Administrateur Leur mandai prendra fin à l'issue de l'assemblée générale ordinaire qui se tiendra en 2013 et qui statuera sur les comptes de l'exercice social de 2012.

L'assemblée décide de garder trois postes d'administrateurs vacants jusqu'à une prochaine nomination.

II) L'assemblée nomme PriceWalerHouseCoopers, 400, Route d'Esch L-1014 Luxembourg, comme réviseur d'entreprises indépendant. Ce mandat viendra à expiration à l'issue de l'assemblée générale à tenir en 2013 et qui aura à statuer sur les comptes de l'exercice social se terminant le 31 décembre 2012.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour extrait sincère et conforme  
Signature  
Un mandataire

Référence de publication: 2012078457/22.

(120111626) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**T&F Luxembourg S.A., Société Anonyme.**

Siège social: L-1330 Luxembourg, 48, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 152.573.

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*Extrait des résolutions des actionnaires prises en date du 26 juin 2012 à Luxembourg*

Il résulte du procès-verbal des décisions des actionnaires prises en date du 26 juin 2012, que les actionnaires ont pris les décisions suivantes:

1. Prendre acte de la démission de Monsieur Guillaume Le Bouar en tant que Directeur en charge de la gestion journalière des affaires de la Société, avec effet au 14 mai 2012.

2. Prendre acte de la nomination de Monsieur Andrea La Magra, employé privé, né le 6 mai 1980 à Rome (Italie), ayant son adresse professionnelle au 48 Boulevard Grande-Duchesse Charlotte L-1330 Luxembourg, en tant que Directeur en charge de la gestion journalière des affaires de la Société, avec effet au 26 juin 2012, et pour une période indéterminée.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 26 juin 2012.

T&F LUXEMBOURG S.A.

Référence de publication: 2012079021/18.

(120111055) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**Finsevi S.A., Société Anonyme.**

Siège social: L-1219 Luxembourg, 17, rue Beaumont.

R.C.S. Luxembourg B 58.811.

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*Extrait des résolutions prises lors de l'assemblée générale statutaire des actionnaires tenue au siège social à Luxembourg, le 29 juin 2012*

Monsieur VEGAS-PIERONI Louis, Monsieur DONATI Régis et Monsieur PAOLETTI Vittorio sont renommés administrateurs.

Monsieur PAOLETTI Vittorio est nommé Président du Conseil.

Monsieur BIONDI Claude, entrepreneur, né le 16.08.1956 à San Omero (Italie), domicilié au 24, Le-Pas-De-Loup, B-6791 Guerlange (Belgique), est nommé administrateur de la société.

Monsieur HEITZ Jean-Marc est renommé commissaire aux comptes.

Les nouveaux mandats viendront à échéance lors de l'Assemblée Générale Statutaire de l'an 2015.

Pour extrait sincère et conforme

FINSEVI S.A.

Régis DONATI

Administrateur

Référence de publication: 2012078584/20.

(120111778) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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**Franchising Group Europe S.A., Société Anonyme.**

Siège social: L-1471 Luxembourg, 257, route d'Esch.

R.C.S. Luxembourg B 154.662.

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Par la présente, je démissionne avec effet immédiat de ma fonction d'Administrateur de catégorie B de votre Société FRANCHISING GROUP EUROPE S.A., inscrite au R.C.S.L. sous le numéro B 154.662.

Luxembourg, le 15 juin 2012.

Jean-Paul FRANK.

Référence de publication: 2012078593/10.

(120111640) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juillet 2012.

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