**MEMORIAL**
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Luxembourg

**MEMORIAL**
Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES 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° 1695** **16 juillet 2013**

## SOMMAIRE

**Salveo Holding S.A., Société Anonyme.**

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.

R.C.S. Luxembourg B 145.379.

Par la présente, je vous signifie ma démission de mes fonctions d'administrateur de la société Salveo Holding S.A, avec effet ce jour.

Luxembourg, le 08 Janvier 2013.

Thierry TRIBOULOT.

Référence de publication: 2013070724/10.

(130087123) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Steil-Manu, Société à responsabilité limitée.**

Siège social: L-5715 Frisange, 28, rue Robert Schuman.

R.C.S. Luxembourg B 55.670.

Les comptes annuels de l'exercice clôturé au 31.12.2011 ont été déposés 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: 2013070759/10.

(130086866) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Steinmetzdemeyer, Société à responsabilité limitée.**

Siège social: L-2114 Luxembourg, 8, rue Malakoff.

R.C.S. Luxembourg B 150.707.

Le bilan et l'annexe légale de l'exercice au 31 décembre 2012 ont été déposés 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: 2013070760/10.

(130087081) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**SRG Spain Investments S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 4.012.500,00.**

Siège social: L-3452 Dudelange, Zone Industrielle Wolser.

R.C.S. Luxembourg B 150.077.

Les comptes annuels au 31 décembre 2012, ainsi que le rapport de gestion, ont été 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 mai 2013.

*Pour SRG Spain Investments S.à r.l.*

Signature

Référence de publication: 2013070754/13.

(130087020) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Véi vum Séi S. à r.l., Société à responsabilité limitée.**

Siège social: L-9158 Heiderscheid, 4, Am Clemensbongert.

R.C.S. Luxembourg B 129.849.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature

*Le gérant*

Référence de publication: 2013070803/11.

(130086918) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

**Sun Power Invest EU S.A., Société Anonyme.**

Siège social: L-8041 Strassen, 65, rue des Romains.

R.C.S. Luxembourg B 146.547.

Les statuts coordonnés suivant l'acte n° 66482 ont été déposés 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: 2013070762/10.

(130086776) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Switex S.A., Société Anonyme.**

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.

R.C.S. Luxembourg B 9.988.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signatures.

Référence de publication: 2013070767/10.

(130086844) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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

Siège social: L-2420 Luxembourg, 24, avenue Emile Reuter.

R.C.S. Luxembourg B 161.576.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013070771/10.

(130086777) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Sunset Villa S.A., Société Anonyme.**

Siège social: L-9956 Hachiville, Maison 7.

R.C.S. Luxembourg B 164.177.

EXTRAIT

Il résulte d'une assemblée générale en date du 23 avril 2013, qui décide d'accepter la démission de Mme Virginia WILSON avec effet immédiat en tant qu'administrateur-délégué de la Société.

Luxembourg, le 30 mai 2013.

Pour avis sincère et conforme

Référence de publication: 2013070764/12.

(130086941) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Tagus Holdings S.à r.l., Société à responsabilité limitée.**

Siège social: L-2180 Luxembourg, 6, rue Jean Monnet.

R.C.S. Luxembourg B 167.224.

Les comptes annuels au 31 décembre 2012 ont été 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 30 mai 2013.

*Pour la société*
*Un mandataire*

Référence de publication: 2013070768/12.

(130086719) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

**TALOLUX Service Rapide, Société à responsabilité limitée.**

Siège social: L-1118 Luxembourg, 8, Galerie Centre Aldringen.

R.C.S. Luxembourg B 18.157.

Les comptes annuels au 31/12/2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

L-1118 Luxembourg, le 30 mai 2013.

Madame Cubrilovic-Zupanoski Saklian

*Gérante*

Référence de publication: 2013070775/12.

(130086603) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Torlake Holding Luxembourg S.A., Société Anonyme.**

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 97.615.

L'actionnaire unique de la Société a approuvé les résolutions suivantes:

- La démission de Robin Naudin ten Cate, en tant qu'administrateur de la société, est acceptée avec effet au 12 octobre 2012;

- Monsieur Freddy De Petter, né le 29 août 1958 à Berchem (Belgique), avec adresse professionnelle au 15, rue Edward Steichen à L-2540 Luxembourg, est élu nouvel administrateur de la Société avec effet au 12 octobre 2012 et ce, jusqu'à l'assemblée générale annuelle de l'année 2015.

Pour extrait conforme.

Luxembourg, le 30 mai 2013.

Référence de publication: 2013070772/15.

(130086555) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Trefinance S.A., Société Anonyme.**

Siège social: L-2449 Luxembourg, 25C, boulevard Royal.

R.C.S. Luxembourg B 55.060.

*Extrait du procès-verbal du Conseil d'Administration du 6 mai 2013*

Il résulte du procès-verbal du Conseil d'Administration du 6 mai 2013 que:

- Me Alain Steichen, ayant son adresse professionnelle à L-2370 Howald, 2 rue Peternelchen a été nommé Président du Conseil d'Administration et délégué à la gestion journalière, jusqu'à l'assemblée annuelle de 2014;

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

Luxembourg, le 28 Mai 2013.

Trefinance S.A.

Société Anonyme

Référence de publication: 2013070786/15.

(130086686) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Esoledad S.A., Société Anonyme.**

Siège social: L-9999 Wemperhardt, 4B, Op der Haart.

R.C.S. Luxembourg B 103.222.

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.

Clervaux, le 27 mai 2013.

Martine WEINANDY

*Notaire*

Référence de publication: 2013070876/12.

(130087252) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

**SVL-LuxInvest SCS SICAF-SIF, Société en Commandite simple sous la forme d'une SICAF - Fonds d'Investissement Spécialisé.**

**Capital social: EUR 533.659,00.**

R.C.S. Luxembourg B 164.951.

*Auszug aus dem Protokoll der außerordentlichen Gesellschafterversammlung vom 22. April 2013*

Am 22. April 2013 um 11:00 Uhr kamen am Gesellschaftssitz die Gesellschafter obiger Gesellschaft zusammen.

Nach Feststellung der Rechtsgültigkeit, werden folgende Beschlüsse einstimmig gefasst:

Infolge der obengenannten Beschlüsse beschließen die Gesellschafter, den ersten Absatz des Artikels 6 Absatz 2 der Satzung wie folgt abzuändern:

„Das Kapital der Gesellschaft beträgt sechshundertdreißigtausendachthundertsiebenundachtzig Euro (EUR 630.887,00) und ist in einen (1) Komplementäranteil, der durch den Komplementär gehalten wird, sowie sechshundertdreißigtausendachthundertsechsundachtzig (630.886) Kommanditanteile, von jeweils einem Euro (EUR 1,00), eingeteilt. Die Kommanditanteile sowie der Anteil des Komplementärs wurden vollständig eingezahlt."

Luxemburg, den 16. Mai 2013.

WARBURG INVEST LUXEMBOURG S.A.

Unterschriften

Référence de publication: 2013070765/19.

(130086162) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Switex S.A., Société Anonyme.**

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.

R.C.S. Luxembourg B 9.988.

*Extrait du procès-verbal de l'assemblée générale ordinaire qui s'est tenue le 10 mai 2013 à 15.00 heures à Luxembourg*

- L'Assemblée décide à l'unanimité de renouveler le mandat d'Administrateur de:

Joseph WINANDY

Koen LOZIE

JALYNE S.A., représentée par Jacques BONNIER

- L'Assemblée décide à l'unanimité de renouveler le mandat du Commissaire aux Comptes de:

Monsieur Pierre SCHILL

- Leurs mandats prendront fin lors de l'Assemblée Générale Ordinaire qui statuera sur les comptes annuels arrêtés au 31 décembre 2013.

Pour copie conforme

JALYNE S.A. / J. WINANDY

Signature / -

*Administrateur / Président*

Référence de publication: 2013070766/20.

(130086843) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 95.125.

*Extrait du procès-verbal de la réunion de l'Assemblée Générale Ordinaire des Actionnaires tenue au siège social le 18 avril 2013 à 10.00 heures.*

L'Assemblée Générale reconduit le mandat de Monsieur Philippe Pedrini en tant qu'administrateur pour une durée de 2 ans. Son mandat prendra fin à l'assemblée générale statuant sur les comptes de l'année 2014.

Luxembourg, le 18 avril 2013.

*Pour la société*

Signature

*Un administrateur*

Référence de publication: 2013070869/15.

(130087362) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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

Siège social: L-2134 Luxembourg, 58, rue Charles Martel.

R.C.S. Luxembourg B 60.312.

Les comptes annuels au 31 décembre 2011 ont été 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 21 mai 2013. Natacha Hainaux.

Référence de publication: 2013070804/10.

(130086662) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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

Siège social: L-2134 Luxembourg, 58, rue Charles Martel.

R.C.S. Luxembourg B 60.312.

Les comptes annuels au 31 décembre 2012 ont été 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 21 mai 2013. Natacha Hainaux.

Référence de publication: 2013070805/10.

(130087349) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Vitalvie Espace Bien-Etre S.à r.l., Société à responsabilité limitée.**

Siège social: L-1259 Senningerberg, 11, Zone Industrielle Breedewues.

R.C.S. Luxembourg B 122.733.

Les comptes annuels au 31 décembre 2011 ont été 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. Signature.

Référence de publication: 2013070812/10.

(130086734) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Virida Holding II S.A., Société Anonyme.**

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 160.760.

Le bilan au 31 Décembre 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 28 mai 2013.

Virida Holding II S.A.
Représenté par M. Stéphane Hépineuze
*Administrateur de catégorie B*

Référence de publication: 2013070809/13.

(130086895) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Vitrerie de Mersch S.àr.l., Société à responsabilité limitée.**

Siège social: L-7541 Mersch, 4, Impasse Aloyse Kayser.

R.C.S. Luxembourg B 46.807.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature
*Le gérant*

Référence de publication: 2013070813/11.

(130086919) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

**Virida Holding II S.A., Société Anonyme.**

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 160.760.

Le bilan consolidés au 31 Décembre 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 28 mai 2013.

Virida Holding II S.A.
Représentée par M. Stéphane Hépineuze
*Administrateur de catégorie B*

Référence de publication: 2013070810/13.

(130086984) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**VTS Group S.A., Société Anonyme.**

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.

R.C.S. Luxembourg B 123.449.

Les comptes annuels au 31 Décembre 2012 ont été 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 Corporation Company SA
Signatures

Référence de publication: 2013070814/11.

(130087260) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**WM Holding Sàrl, Société à responsabilité limitée.**

**Capital social: USD 363.139,18.**

Siège social: L-1724 Luxembourg, 33, boulevard du Prince Henri.

R.C.S. Luxembourg B 129.146.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

MAZARS ATO

Référence de publication: 2013070821/10.

(130086977) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Ycap Holding, Société Anonyme.**

Siège social: L-2633 Senningerberg, 6A, route de Trèves.

R.C.S. Luxembourg B 151.732.

Les statuts coordonnés suivant l'acte n° 66086 ont été déposés 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: 2013070824/10.

(130086742) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Mediaclic Sàrl, Société à responsabilité limitée.**

Siège social: L-7327 Steinsel, 35, rue J.F. Kennedy.

R.C.S. Luxembourg B 152.713.

J'ai l'honneur, par la présente, de vous informer de ma décision de démissionner de mes fonctions de gérant administratif à compter du 14/04/2011.

Fait en douple exemplaire, Luxembourg, le 13 avril 2011. ALLAMI Bardia / BEN FATMA Marc.

Référence de publication: 2013070884/10.

(130086960) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

**Wind Acquisition Finance S.A., Société Anonyme.**

Siège social: L-1538 Luxembourg, 2, place de France.

R.C.S. Luxembourg B 109.825.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

*Pour Wind Acquisition Finance S.A.*
Intertrust (Luxembourg) S.A.

Référence de publication: 2013070817/11.

(130086570) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Weather Capital S.à r.l., Société à responsabilité limitée.**

Siège social: L-1538 Luxembourg, 2, Place de France.

R.C.S. Luxembourg B 98.414.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

*Pour WEATHER CAPITAL S.à r.l.*
Intertrust (Luxembourg) S.A.

Référence de publication: 2013070819/11.

(130087191) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**A. Di Cato S.à r.l., Société à responsabilité limitée.**

Siège social: L-9126 Schieren, 4, rue du Moulin.

R.C.S. Luxembourg B 96.590.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

*Pour A. DI CATO S.à r.l.*
FIDUCIAIRE DES PME SA

Référence de publication: 2013070888/11.

(130088200) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

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**American Medical Systems Luxembourg S.à.r.l., Société à responsabilité limitée.**

Siège social: L-1724 Luxembourg, 43, boulevard du Prince Henri.

R.C.S. Luxembourg B 124.888.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature
*Mandataire*

Référence de publication: 2013070905/11.

(130087829) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

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**A.D. Consult, Société à responsabilité limitée.**

Siège social: L-8210 Mamer, 96, route d'Arlon.

R.C.S. Luxembourg B 79.567.

Les comptes annuels au 31/12/2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Mamer, le 31/05/2013.

Signature.

Référence de publication: 2013070889/10.

(130087945) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

**UBS (Luxembourg) S.A., Société Anonyme.**

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 11.142.

*Extrait des résolutions prises lors de l'assemblée générale annuelle des actionnaires de la Société tenue en date du 13 mai 2013*

En date du 13 mai 2013, l'assemblée générale annuelle des actionnaires de la Société a pris la résolution de renouveler les mandats des personnes suivantes avec effet immédiat et ce pour une durée déterminée jusqu'à l'assemblée générale annuelle des actionnaires de la Société qui se tiendra en l'année 2014:

- Monsieur Jakob STOTT, administrateur et président
- Monsieur René MOTTAS, administrateur
- Monsieur Thomas WELS, administrateur
- Monsieur Francesco GRANA, administrateur

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

Luxembourg, le 30 mai 2013.

UBS (Luxembourg) S.A.

Signature

Référence de publication: 2013070792/19.

(130086636) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Trust Real Estate, Société Anonyme.**

Siège social: L-7622 Larochette, 14, rue Osterbour.

R.C.S. Luxembourg B 119.583.

Il résulte du procès verbal de l'assemblée générale ordinaire, tenue à la date du 28 mai 2013 à 16.00 heures, que les actionnaires ont:

- révoqué les administrateurs:

Madame Anna Orlova, née le 26 novembre 1972 à Moscou (Russie), demeurant à L-7622 Larochette, 16A, rue Osterbour, en tant que l'administrateur et l'administrateur-délégué.

Monsieur Ruslan Umshvaif, né le 4 avril 1976 à Almaty (Kazakhstan), demeurant à L-7626 Larochette, 55, chemin J-A Zinnen, en tant que l'administrateur.

La société U.I.F.H. S.A., ayant son son siège social à L-7626 Larochette, 55, chemin J-A Zinnen, en tant que l'administrateur.

- nommé Monsieur Sofronov Denis, né le 18 avril 1981 à USSR, demeurant à Pr-t Al-Farabi 100-41 Kustanay, 45800 Kazakhstan, comme nouvel administrateur unique et ceci jusqu'à l'assemblée générale annuelle qui se tiendra en 2018.

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

Larochette, le 28.05.2013.

Pour extrait conforme

*L'administrateur unique*

Référence de publication: 2013070788/22.

(130086572) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Virida Holding III S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 30.150,00.**

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 160.731.

Les comptes annuels au 31 décembre 2012 ont été 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 23 mai 2013.

Virida Holding III S.à r.l.

Représentée par M. Julien François

*Gérant*

Référence de publication: 2013070811/13.

(130086948) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

**Weather Capital S.à r.l., Société à responsabilité limitée.**

Siège social: L-1538 Luxembourg, 2, Place de France.

R.C.S. Luxembourg B 98.414.

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*Extrait des résolutions prises par l'actionnaire en date du 23 avril 2013*

La société anonyme ERNST & YOUNG a été renouvelée dans son mandat de réviseur d'entreprises agréé jusqu'à l'issue de l'assemblée générale statutaire de 2014.

Luxembourg, le 31 mai 2013.

Pour extrait sincère et conforme

*Pour WEATHER CAPITAL S.à r.l.*

Intertrust (Luxembourg) S.A.

Référence de publication: 2013070820/14.

(130087201) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Astonial S.A., Société Anonyme.**

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 140.997.

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*Extrait du Procès-verbal de la réunion du Conseil d'Administration tenue le 22 mai 2013*

Démission de Monsieur Marc Ambroisien en tant qu'administrateur de la Société et ce, avec effet immédiat.

Cooptation de Monsieur Sidney Bouvier, demeurant professionnellement au 16, boulevard Emmanuel Servais L-2535 Luxembourg, en remplacement de Monsieur Marc Ambroisien, administrateur démissionnaire.

Le nouvel administrateur terminera le mandat de son prédécesseur.

Cette cooptation sera soumise à ratification lors de la prochaine assemblée générale annuelle de 2013.

POUR EXTRAIT SINCERE ET CONFORME

Signature

*Un Mandataire*

Référence de publication: 2013070870/16.

(130087371) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**my Bento, Société à responsabilité limitée.**

Siège social: L-8357 Goeblange, 27, Domaine du Beauregard.

R.C.S. Luxembourg B 159.539.

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Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

FIDUCIAIRE ROLAND KOHN S.à.r.l.

259 ROUTE D'ESCH

L-1471 LUXEMBOURG

Signature

Référence de publication: 2013070887/13.

(130087973) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

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**Atrium Development S.A., Société Anonyme.**

Siège social: L-2212 Luxembourg, 6, place de Nancy.

R.C.S. Luxembourg B 127.123.

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Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

*Pour la société*

Signature

Référence de publication: 2013070914/11.

(130087898) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

**TCW/Crescent Mezzanine Partners V (Luxembourg) S.à r.l., Société à responsabilité limitée.**

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

Siège social: L-1746 Luxembourg, 2, rue Joseph Hackin.

R.C.S. Luxembourg B 138.382.

*Extrait Rectificatif du dépôt L130006355*

En date du 31 décembre 2012, l'associé unique de la Société a décidé avec effet immédiat la révocation de Monsieur Patrick TURNER en tant que gérant A de la société.

L'associé unique a également nommé comme gérant A de la société pour une durée indéterminée, avec effet immédiat:

Monsieur Patrick VAN DENZEN, né le 28 février 1971 à Geleen, Pays-Bas, avec adresse professionnelle au 46A. Avenue J.F. Kennedy, L-1855 Luxembourg.

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

Luxembourg, le 31 mai 2013.

*Pour TCW/Crescent Mezzanine Partners V (Luxembourg) S.à r.l.*

Référence de publication: 2013070776/17.

(130087115) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**TCW/Crescent Mezzanine Partners VB (Luxembourg) S.à r.l., Société à responsabilité limitée.**

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

Siège social: L-1746 Luxembourg, 2, rue Joseph Hackin.

R.C.S. Luxembourg B 138.235.

*Extrait Rectificatif du dépôt L130005864*

En date du 31 décembre 2012, l'associé unique de la Société a décidé avec effet immédiat la révocation de Monsieur Patrick TURNER en tant que gérant A de la société.

L'associé unique a également nommé comme gérant A de la société pour une durée indéterminée, avec effet immédiat:

Monsieur Patrick VAN DENZEN, né le 28 février 1971 à Geleen, Pays-Bas, avec adresse professionnelle au 46A. Avenue J.F. Kennedy, L-1855 Luxembourg.

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

Luxembourg, le 31 mai 2013.

*Pour TCW/Crescent Mezzanine Partners VB (Luxembourg) S.à r.l.*

Référence de publication: 2013070777/17.

(130087114) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**A & G Investments S.A., Société Anonyme.**

Siège social: L-1118 Luxembourg, 3, rue Aldringen.

R.C.S. Luxembourg B 82.548.

*Extrait des résolutions de l'assemblée générale et du conseil d'administration tenus le 14 décembre 2012*

L'assemblée renouvelle Monsieur Thierry BLIN, aux fonctions d'administrateur A pour un mandat échéant à l'issue de l'assemblée générale statutaire à tenir en l'an 2018.

L'assemblée renouvelle Monsieur Jean-Luc JOURDAN aux fonctions d'administrateur B pour un mandat échéant à l'issue de l'assemblée générale statutaire à tenir en l'an 2018.

L'assemblée renouvelle Monsieur Andrea GHIRINGHELLI, aux fonctions d'administrateur B pour un mandat échéant à l'issue de l'assemblée générale statutaire à tenir en l'an 2018.

L'assemblée renouvelle la société GLOBAL CORPORATE ADVISORS S.à r.l. aux fonctions de commissaire aux comptes pour un mandat échéant à l'issue de l'assemblée générale statutaire à tenir en l'an 2018.

Le conseil d'administration renouvelle Monsieur Thierry BLIN aux fonctions de Président du conseil d'administration jusqu'à l'issue de l'assemblée générale statutaire à tenir en l'an 2018.

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

Référence de publication: 2013070891/19.

(130087678) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

**Staples Luxembourg S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 84.816,00.**

Siège social: L-8070 Bertrange, 10A, rue des Mérovingiens.

R.C.S. Luxembourg B 4.275.

Par résolution circulaire signée en date du 3 avril 2013, l'associé unique a pris les décisions suivantes:

- acceptation, avec effet au 14 août 2012, de la démission de Gerardus Maria Henri PETERS, avec adresse au 7, Rue Federspiel, L-1512 Luxembourg, de son mandat de gérant technique;

- nomination, avec effet au 29 mars 2013, de Gordon Glover, avec adresse au 67E, J. Obrechtstraat, 1071 KJ Amsterdam, Pays-Bas, au mandat de gérant technique, pour une durée indéterminée.

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

Luxembourg, le 30 mai 2013.

Référence de publication: 2013070758/15.

(130086710) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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**Threadneedle Asset Management Holdings Sàrl, Société à responsabilité limitée.**

**Capital social: GBP 916.142,84.**

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

R.C.S. Luxembourg B 143.975.

Monsieur Crispin John HENDERSON a démissionné de son mandat de gérant de la Société avec effet au 24 mai 2013.

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

Luxembourg, le 30 mai 2013.

Threadneedle Asset Management Holdings S.à r.l.
Signature

Référence de publication: 2013070770/13.

(130086908) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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

**Capital social: EUR 2.500.000,00.**

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

R.C.S. Luxembourg B 121.618.

Les comptes au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

TEC S.À.R.L.
DONATI Régis
*Gérant*

Référence de publication: 2013070779/13.

(130087000) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 mai 2013.

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

**Capital social: EUR 25.000,00.**

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.

R.C.S. Luxembourg B 121.577.

Les comptes annuels au 31 décembre 2011 ont été 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 31 mai 2013.

Stijn Curfs
*Mandataire*

Référence de publication: 2013070910/12.

(130088069) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

**Lionshare Holding S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-1637 Luxembourg, 1, rue Goethe.

R.C.S. Luxembourg B 34.610.

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CLÔTURE DE LIQUIDATION

*Extrait des résolutions de l'actionnaire unique, en date du 30 mai 2013:*

L'actionnaire unique prononce la clôture de la liquidation et déclare que la société anonyme Lionshare Holding S.A., en liquidation, ayant son siège social 1, rue Goethe, L-1637 Luxembourg, a définitivement cessé d'exister, même pour les besoins de la liquidation. Les livres et les documents sociaux seront conservés au dernier siège de la société pendant cinq ans.

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

Référence de publication: 2013071333/14.

(130087882) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

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**Levita S.A., Société Anonyme.**

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.

R.C.S. Luxembourg B 96.392.

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Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

FIDUO

Référence de publication: 2013071330/10.

(130087614) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

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**Logiver S.A., Société Anonyme.**

Siège social: L-1466 Luxembourg, 12, rue Jean Engling.

R.C.S. Luxembourg B 87.518.

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Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

FIDUO

Référence de publication: 2013071336/10.

(130087862) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

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**Lotraff S.A., Société Anonyme.**

Siège social: L-3440 Dudelange, 46, avenue Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 79.509.

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Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013071337/10.

(130088080) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

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**LICO, Société Anonyme.**

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.

R.C.S. Luxembourg B 83.777.

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Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

FIDUO

Référence de publication: 2013071331/10.

(130087877) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

**Magna Carta S.à r.l., Société à responsabilité limitée.**

Siège social: L-8283 Kehlen, 12, rue de Nospelt.

R.C.S. Luxembourg B 166.507.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

*Pour Magna Carta S.à r.l.*
FIDUCIAIRE DES PME SA

Référence de publication: 2013071352/11.

(130087463) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

**Legaffa, Société Anonyme.**

Siège social: L-2212 Luxembourg, 6, place de Nancy.

R.C.S. Luxembourg B 100.485.

Les comptes annuels au 31 décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

*Pour la société*
Signature

Référence de publication: 2013071328/11.

(130087750) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

**Lutos, Société à responsabilité limitée.**

Siège social: L-6440 Echternach, 49, rue de la Gare.

R.C.S. Luxembourg B 114.658.

Les comptes annuels au 31.12.2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

*Pour la société*
Signature

Référence de publication: 2013071344/11.

(130087752) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

**La-ser Alpha Group S.à r.l., Société à responsabilité limitée.**

Siège social: L-1724 Luxembourg, 43, boulevard du Prince Henri.

R.C.S. Luxembourg B 147.663.

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature
*Mandataire*

Référence de publication: 2013071302/11.

(130087834) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

**LaFayette Investissement S.à r.l., Société à responsabilité limitée.**

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.

R.C.S. Luxembourg B 134.421.

Les comptes annuels au 31 Décembre 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013071310/10.

(130087514) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

**H.I.G. Luxembourg Holdings Eleven S.à r.l., Société à responsabilité limitée.**

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

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 156.476.

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Par résolutions signées en date du 21 mai 2013, l'associé unique a pris les décisions suivantes:

- acceptation, avec effet au 17 mai 2013, de la démission de Ricardo Gomez, avec adresse professionnelle au 25, St George Street, W1S1FS Londres, Royaume-Uni, de son mandat de gérant A;

- nomination, avec effet au 17 mai 2013, de Mark Bonham, avec adresse professionnelle au 25, St George Street, W1S1FS Londres, Royaume-Uni, au mandat de gérant A, pour une durée indéterminée.

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

Luxembourg, le 30 mai 2013.

Référence de publication: 2013071224/15.

(130088242) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

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**First Union Regal, Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-2557 Luxembourg, 18, rue Robert Stümper.

R.C.S. Luxembourg B 155.189.

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EXTRAIT

Il résulte des résolutions prises par l'Associé Unique de la société en date du 24 mai 2013 que:

- le siège de la Société est transféré avec effet immédiat au 18, rue Robert Stümper, L-2557 Luxembourg;

- le nombre des administrateurs est fixé à un;

- Madame Brigitte Louise POCHON, avocat à la Cour, demeurant professionnellement au 18, rue Robert Stümper, L-2557, Luxembourg a été nommée administrateur unique de la Société, avec effet immédiat. Son mandat prendra fin à l'issue de l'assemblée générale des actionnaires appelée à statuer sur l'approbation des comptes annuels de la Société clos au 31 décembre 2013.

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

Luxembourg, le 31 mai 2013.

*Pour la société*
Signature
*Un mandataire*

Référence de publication: 2013071175/20.

(130087728) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

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**Alternative Power S.à r.l., Société à responsabilité limitée.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 178.579.

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STATUTES

In the year two thousand thirteen, on the eight day of the month of July.

Before us Maître Cosita Delvaux, notary residing in Redange-sur-Attert, Grand Duchy of Luxembourg.

THERE APPEARED:

Mr. Alexis Martineau, employee, born on 6 July 1976 in la Roche-sur-Yon, France, having its professional address at 63, avenue des Champs Elysées, 75008 Paris, France;

Hereby represented by Mrs. Caroline Ronfort, employee, residing in Luxembourg, by virtue of proxy established in Paris on the 3 rd of July 2013.

The said proxy, signed ne varietur by the person appearing and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

Such appearing party, represented as stated hereabove, has requested the undersigned notary, to state as follows the articles of association of a private limited liability company (société à responsabilité limitée), which is hereby incorporated:

**Art. 1. Corporate form.** There is formed a private limited liability company ("société à responsabilité limitée') which will be governed by the laws pertaining to such an entity (hereafter the "Company"), and in particular the law dated 10 th August, 1915, on commercial companies, as amended (hereafter the "Law"), as well as by the articles of association (hereafter the "Articles"), which specify in the articles 6.1, 6.2, 6.5, 8 and 11.2 the exceptional rules applying to one member company.

**Art. 2. Corporate object.**

2.1 The object of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stocks, bonds, debentures, notes and other securities of any kind, and the ownership, administration, development and management of its portfolio. The Company may also hold interests in partnerships.

2.2 The Company may borrow in any form and proceed to the issuance of bonds, without a public offer, which may be convertible and to the issuance of debentures.

2.3 The Company may also enter into any guarantee, pledge or any other form of security for the performance of any contracts or obligations of the Company or of group companies.

2.4 In a general fashion it may grant assistance to affiliated companies, take any controlling and supervisory measures and carry out any operation, which it may deem useful in the accomplishment and development of its purposes.

2.5 The Company may further carry out any commercial, industrial or financial operations, as well as any transactions on real estate or on movable property.

2.6 The Company shall not enter into any transaction which would cause it to be engaged in any activity that would be considered as a regulated activity of the financial sector.

**Art. 3. Duration.** The Company is formed for an unlimited period of time.

**Art. 4. Denomination.** The Company will have the denomination "Alternative Power S.á r.l.".

**Art. 5. Registered office.**

5.1 The registered office is established in Luxembourg-City.

5.2 It may be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its shareholders deliberating in the manner provided for amendments to the Articles.

5.3 The address of the registered office may be transferred within the municipality by simple decision of the sole director (gérant) or in case of plurality of directors (gérants), by a decision of the board of directors (conseil de gérance).

5.4 The Company may have offices and branches, both in Luxembourg and abroad.

**Art. 6. Share capital - Shares.**

6.1 - Subscribed Share Capital

6.1.1 The Company's corporate capital is fixed at EUR 12,500.- (twelve thousand five hundred Euro) represented by 12,500.- (twelve thousand five hundred) shares (parts sociales) of EUR 1.- (one Euro) each, all fully subscribed and entirely paid up.

6.1.2 At the moment and as long as all the shares are held by only one shareholder, the Company is a one man company (société unipersonnelle) in the meaning of Article 179 (2) of the Law; In this contingency Articles 200-1 and 200-2, among others, will apply, this entailing that each decision of the single shareholder and each contract concluded between him and the Company represented by him shall have to be established in writing.

6.2 - Modification of Share Capital

The capital may be changed at any time by a decision of the single shareholder or by decision of the general shareholders' meeting, in accordance with Article 8 of these Articles and within the limits provided for by Article 199 of the Law.

6.3 - Profit Participation

Each share entitles to a fraction of the corporate assets and profits of the Company in direct proportion to the number of shares in existence.

6.4 - Indivisibility of Shares

Towards the Company, the Company's shares are indivisible, since only one owner is admitted per share. Co-owners have to appoint a sole person as their representative towards the Company.

6.5 - Transfer of Shares

6.5.1 In case of a single shareholder, the Company's shares held by the single shareholder are freely transferable.

6.5.2 In the case of plurality of shareholders, the shares held by each shareholder may be transferred in compliance with the requirements of Article 189 and 190 of the Law.

6.5.3 Shares may not be transferred inter vivos to non-shareholders unless shareholders representing at least three-quarters of the corporate share capital shall have agreed thereto in a general meeting.

6.5.4 Transfers of shares must be recorded by a notarial or private deed. Transfers shall not be valid vis-à-vis the Company or third parties until they shall have been notified to the Company or accepted by it in accordance with the provisions of Article 1690 of the Civil Code.

6.6 - Registration of shares

All shares are in registered form, in the name of a specific person, and recorded in the shareholders' register in accordance with Article 185 of the Law.

**Art. 7. Management.**

7.1 - Appointment and Removal

7.1.1 The Company is managed by a sole director (gérant) or more directors (gérants). If several directors (gérants) have been appointed, they will constitute a board of directors (conseil de gérance). The director(s) (gérant(s)) need not to be shareholder(s).

7.1.2 The director(s) (gérant(s)) is/are appointed by the general meeting of shareholders.

7.1.3 A director (gérant) may be dismissed ad nutum with or without cause and replaced at any time by resolution adopted by the shareholders.

7.1.4 The sole director (gérant) and each of the members of the board of directors (conseil de gérance) shall not be compensated for his/their services as director (gérant), unless otherwise resolved by the general meeting of shareholders. The Company shall reimburse any director (gérant) for reasonable expenses incurred in the carrying out of his office, including reasonable travel and living expenses incurred for attending meetings on the board, in case of plurality of directors (gérants).

7.2 - Powers

All powers not expressly reserved by Law or the present Articles to the general meeting of shareholders fall within the competence of the sole director (gérant), or in case of plurality of directors (gérants), of the board of directors (conseil de gérance).

7.3 - Representation and Signatory Power

7.3.1 In dealing with third parties as well as in justice, the sole director (gérant), or in case of plurality of directors (gérants), the board of directors (conseil de gérance) will have all powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company's objects and provided the terms of this Article 7.3 shall have been complied with.

7.3.2 The Company shall be bound by the sole signature of its sole director (gérant), and, in case of plurality of directors (gérants), by the sole signature of any member of the board of directors (conseil de gérance).

7.3.3 The sole director (gérant), or in case of plurality of directors (gérants), the board of directors (conseil de gérance) may sub-delegate his/its powers for specific tasks to one or several ad hoc agents.

7.3.4 The sole director (gérant), or in case of plurality of directors (gérants), the board of directors (conseil de gérance) will determine this agent's responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of his agency.

7.4 - Chairman, Vice-Chairman, Secretary, Procedures

7.4.1 The board of directors (conseil de gérance) may choose among its members a chairman and a vice-chairman. It may also choose a secretary, who need not be a director (gérant) and who shall be responsible for keeping the minutes of the meeting of the board of directors and of the shareholders.

7.4.2 The resolutions of the board of directors (conseil de gérance) shall be recorded in the minutes, to be signed by the chairman and the secretary, or by a notary public, and recorded in the corporate book of the Company.

7.4.3 Copies or extracts of such minutes, which may be produced in judicial proceedings or otherwise, shall be signed by the chairman, by the secretary or by any director (gérant).

7.4.4 The board of directors (conseil de gérance) can discuss or act validly only if at least a majority of the directors (gérants) is present or represented at the meeting of the board of directors (conseil de gérance).

7.4.5 In case of plurality of directors (gérants), resolutions shall be taken by a majority of the votes of the directors (gérants) present or represented at such meeting.

7.4.6 Any director (gérant) may act at any meeting of the board of directors (conseil de gérance) by appointing in writing another director (gérant) as his proxy. A director (gérant) may also appoint another director (gérant) to represent him by phone to be confirmed at a later stage.

7.4.7 Resolutions in writing approved and signed by all directors (gérants) shall have the same effect as resolutions passed at the directors' (gérants) meetings. Such approval may be in a single or in several separate documents.

7.4.8 Any and all directors (gérants) may participate in any meeting of the board of directors (conseil de gérance) by telephone or video conference call or by other similar means of communication allowing all the directors (gérants) taking part in the meeting to hear one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting.

7.5 - Liability of Directors (gérants)

Any director (gérant) assumes, by reason of his position, no personal liability in relation to any commitment validly made by him in the name of the Company.

**Art. 8. General shareholders' meeting.**

8.1 The single shareholder assumes all powers conferred to the general shareholders' meeting.

8.2 In case of a plurality of shareholders, each shareholder may take part in collective decisions irrespectively of the number of shares he owns. Each shareholder shall dispose of a number of votes equal to the number of shares held by him. Collective decisions are only validly taken insofar as shareholders owning more than half of the share capital adopt them.

8.3 However, resolutions to alter the Articles, except in case of a change of nationality, which requires a unanimous vote, may only be adopted by the majority of the shareholders owning at least three quarter of the Company's share capital, subject to the provisions of the Law.

8.4 The holding of general shareholders' meetings shall not be mandatory where the number of members does not exceed twenty-five (25). In such case, each member shall receive the precise wording of the text of the resolutions or decisions to be adopted and shall give his vote in writing.

**Art. 9. Annual general shareholders' meeting.**

9.1 Where the number of shareholders exceeds twenty-five, an annual general meeting of shareholders shall be held, in accordance with Article 196 of the Law 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 10th day of the month of December, at 2.00pm.

9.2 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. The annual general meeting may be held abroad if, in the absolute and final judgment of the sole director (gérant), or in case of plurality of directors (gérants), the board of directors (conseil de gérance), exceptional circumstances so require.

**Art. 10. Audit.** Where the number of shareholders exceeds twenty-five, the operations of the Company shall be supervised by one or more statutory auditors in accordance with Article 200 of the Law who need not to be shareholder. If there is more than one statutory auditor, the statutory auditors shall act as a collegium and form the board of auditors.

**Art. 11. Fiscal year - Annual accounts.**

11.1 - Fiscal Year

The Company's fiscal year starts on the 1 st of July and ends on the 30 st of June of each year.

11.2 - Annual Accounts

11.2.1 At the end of each fiscal year, the sole director (gérant), or in case of plurality of directors (gérants), the board of directors (conseil de gérance) prepare an inventory, including an indication of the value of the Company's assets and liabilities, as well as the balance sheet and the profit and loss account in which the necessary depreciation charges must be made.

11.2.2 Each shareholder, either personally or through an appointed agent, may inspect, at the Company's registered office, the above inventory, balance sheet, profit and loss accounts and, as the case may be, the report of the statutory auditor(s) set-up in accordance with Article 200.

**Art. 12. Distribution of profits.**

12.1 The gross profit of the Company stated in the annual accounts, after deduction of general expenses, amortization and expenses represent the net profit.

12.2 An amount equal to five per cent (5%) of the net profits of the Company shall be allocated to a statutory reserve, until and as long as this reserve amounts to ten per cent (10%) of the Company's share capital.

12.3 The balance of the net profits may be distributed to the shareholder(s) commensurate to his/their share holding in the Company.

**Art. 13. Dissolution - Liquidation.**

13.1 The Company shall not be dissolved by reason of the death, suspension of civil rights, insolvency or bankruptcy of the single shareholder or of one of the shareholders.

13.2 Except in the case of dissolution by court order, the dissolution of the Company may take place only pursuant to a decision adopted by the general meeting of shareholders in accordance with the conditions laid down for amendments to the Articles.

13.3 At the time of dissolution of the Company, the liquidation will be carried out by one or several liquidators, shareholders or not, appointed by the shareholders who shall determine their powers and remuneration.

**Art. 14. Reference to the law.** Reference is made to the provisions of the Law for all matters for which no specific provision is made in these Articles.

**Art. 15. Modification of articles.** The Articles may be amended from time to time, and in case of plurality of shareholders, by a meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg.

*Transitional dispositions*

The first fiscal year shall begin on the date of the formation of the Company and shall terminate on the 30 June 2014.

*Subscription*

The Articles having thus been established, the party appearing declares to subscribe the entire share capital as follows:

| Subscriber | Number of shares | Subscribed amount | % of share capital |
|---|---|---|---|
| Alexis Martineau, prenamed . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 12,500 | 12,500.- | 100% |

All the shares have been paid-up to the extent of one hundred percent (100%) by payment in cash, so that the amount of EUR 12,500.- (twelve thousand five hundred Euro) is now available to the Company, evidence thereof having been given to the notary.

*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 its formation are estimated at approximately EUR 1.300.-.

*Resolutions of the shareholder*

1. The Company will be administered by the following director (gérant) for an undetermined period:

Mr. Alexis Martineau, employee, born on 6 July 1976 in la Roche-sur-Yon, France, having its professional address at 63, avenue des Champs Elysées, 75008 Paris, France.

2. The registered office of the Company shall be established at 5, rue Guillaume Kroll, L-1882 Luxembourg.

*Declaration*

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing party/parties, the present deed is worded in English followed by a French version. On request of the same appearing person and in case of divergences between the English and the French text, the English version will be prevailing.

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

The document having been read to the person appearing, said person signed together with the notary the present deed.

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

L'an deux mille treize, le huitième jour du mois de juillet.

Par-devant Maître Cosita Delvaux, notaire de résidence à Redange-sur-Attert, Grand-duché de Luxembourg.

ONT COMPARU:

Mr Alexis Martineau, employé, né le 06 juillet 1976 à la Roche-sur-Yon, France, ayant son adresse professionnelle au 63, avenue des Champs Elysées, 75008 Paris, France.

Ci - après représenté par Mme Caroline Ronfort, employée, résidant à Luxembourg, en vertu d'une procuration sous seing privé donnée à Paris le 03 juillet 2013.

Laquelle procuration restera, après avoir été signée ne varietur par le comparant et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Lequel comparant, représenté(s) comme dit ci - avant, a requis le notaire instrumentant de dresser acte d'une société à responsabilité limitée dont il a arrêté les statuts comme suit:

**Art. 1 er . Forme sociale.** Il est formé une société à responsabilité limitée qui sera régie par les lois y relatives (ci-après la «Société»), et en particulier la loi du 10 août 1915 relative aux sociétés commerciales, telle que modifiée (ci-après la «Loi»"), ainsi que par les statuts de la Société (ci-après les «Statuts»), lesquels spécifient en leurs articles 6.1, 6.2, 6.5, 8 et 11.2, les règles exceptionnelles s'appliquant à la société à responsabilité limitée unipersonnelle.

**Art. 2. Objet social.**

2.1 L'objet de la Société est la prise de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises et étrangères, l'acquisition par l'achat, la souscription ou de toute autre manière, ainsi que le transfert par vente, échange ou autre, d'actions, d'obligations, de reconnaissances de dettes, notes ou autres titres de quelque forme que ce soit, et la propriété, l'administration, le développement et la gestion de son portefeuille. La Société peut en outre prendre des participations dans des sociétés de personnes.

2.2 La Société peut emprunter sous toutes les formes et procéder à l'émission d'obligations qui pourront être convertibles (à condition que celle-ci ne soit pas publique) et à l'émission de reconnaissances de dettes.

2.3 La Société peut aussi contracter toute garantie, gage ou toute autre forme de sûreté pour l'exécution de tous contrats ou obligations de la Société ou d'une société du groupe.

2.4 D'une façon générale, elle peut accorder une assistance aux sociétés affiliées, prendre toutes mesures de contrôle et de supervision et accomplir toute opération qui pourrait être utile à l'accomplissement et au développement de son objet.

2.5 La Société pourra en outre effectuer toute opération commerciale, industrielle ou financière, ainsi que toute transaction sur des biens mobiliers ou immobiliers.

2.6 La Société n'entrera dans aucune opération qui pourrait l'amener à être engagée dans toute activité qui serait considérée comme une activité réglementée du secteur financier.

**Art. 3. Durée.** La Société est constituée pour une durée illimitée.

**Art. 4. Dénomination.** La Société aura la dénomination: «Alternative Power S.à r.l.».

**Art. 5. Siège social.**

5.1 Le siège social est établi à Luxembourg-Ville.

5.2 Il peut-être transféré en tout autre endroit du Grand-Duché de Luxembourg par une délibération de l'assemblée générale extraordinaire des associés délibérant comme en matière de modification des Statuts.

5.3 L'adresse du siège social peut-être transférée à l'intérieur de la commune par simple décision du gérant unique ou en cas de pluralité de gérants, du conseil de gérance.

5.4 La Société peut avoir des bureaux et des succursales tant au Luxembourg qu'à l'étranger.

**Art. 6. Capital social - Parts sociales.**

6.1 - Capital Souscrit et Libéré

6.1.1 Le capital social est fixé à 12.500,- EUR (douze mille cinq cents euros) représenté par 12.500 (douze mille cinq cents) parts sociales d'une valeur nominale de 1,- EUR (un euro), toutes entièrement souscrites et libérées.

6.1.2 A partir du moment et aussi longtemps que toutes les parts sociales sont détenues par un seul associé, la Société est une société unipersonnelle au sens de l'article 179 (2) de la Loi; Dans la mesure où les articles 200-1 et 200-2 de la Loi trouvent à s'appliquer, chaque décision de l'associé unique et chaque contrat conclu entre lui et la Société représentée par lui sont inscrits sur un procès-verbal ou établis par écrit.

6.2 - Modification du Capital Social

Le capital social souscrit peut être modifié à tout moment par une décision de l'associé unique ou par une décision de l'assemblée générale des associés conformément à l'article 8 des présents Statuts et dans les limites prévues à l'article 199 de la Loi.

6.3 - Participation aux Profits

Chaque part sociale donne droit à une fraction des actifs et bénéfices de la Société, en proportion directe avec le nombre des parts sociales existantes.

6.4 - Indivisibilité des Parts Sociales

Envers la Société, les parts sociales sont indivisibles, de sorte qu'un seul propriétaire est admis par part sociale. Les copropriétaires indivis doivent désigner une seule personne qui les représente auprès de la Société.

6.5 - Transfert de Parts Sociales

6.5.1 Dans l'hypothèse où il n'y a qu'un seul associé, les parts sociales détenues par celui-ci sont librement transmissibles.

6.5.2 Dans l'hypothèse où il y a plusieurs associés, les parts sociales ne sont transmissibles que sous réserve du respect des dispositions prévues aux articles 189 et 190 de la Loi.

6.5.3 Les parts sociales ne peuvent être transmises ínter vivos à des tiers non -associés qu'après approbation préalable en assemblée générale des associés représentant au moins trois quarts du capital social.

6.5.4 Les transferts de parts sociales doivent s'effectuer par un acte notarié ou un acte sous seing privé. Les transferts ne peuvent être opposables à l'égard de la Société ou des tiers qu'à partir du moment de leur notification à la Société ou de leur acceptation sur base des dispositions de l'article 1690 du Code Civil.

6.6 - Enregistrement des Parts Sociales

Toutes les parts sociales sont nominatives, au nom d'une personne déterminée et sont inscrites sur le registre des associés conformément à l'article 185 de la Loi.

**Art. 7. Management.**

7.1 - Nomination et Révocation

7.1.1 La Société est gérée par un gérant unique ou par plusieurs gérants. Si plusieurs gérants sont nommés, ils constitueront un conseil de gérance. Le(s) gérant(s) n'est/ne sont pas nécessairement associé(s).

7.1.2 Le(s) gérant(s) est/sont nommé(s) par l'assemblée générale des associés.

7.1.3 Un gérant pourra être révoqué ad nutum avec ou sans motif et remplacé à tout moment sur décision adoptée par les associés.

7.1.4 Le gérant unique et chacun des membres du conseil de gérance n'est ou ne seront pas rémunéré(s) pour ses/leurs services en tant que gérant, sauf s'il en est décidé autrement par l'assemblée générale des associés. La Société pourra rembourser tout gérant des dépenses raisonnables survenues lors de l'exécution de son mandat, y compris les dépenses raisonnables de voyage et de logement survenus lors de la participation à des réunions du conseil de gérance, en cas de pluralité de gérants.

7.2 - Pouvoirs

Tous les pouvoirs non expressément réservés par la Loi ou les présents Statuts à l'assemblée générale des associés relèvent de la compétence du gérant unique ou en cas de pluralité de gérants de la compétence du conseil de gérance.

7.3 - Représentation et Signature Autorisée

7.3.1 Dans les rapports avec les tiers et avec la justice, le gérant unique, et en cas de pluralité de gérants, le conseil de gérance aura tous pouvoirs pour agir au nom de la Société et pour effectuer et approuver tous actes et opérations conformément à l'objet social et sous réserve du respect des termes du présent article 7.3.

7.3.2 La Société est engagée par la seule signature du gérant unique et en cas de pluralité de gérants par la seule signature d'un des membres du conseil de gérance.

7.3.3 Le gérant unique ou en cas de pluralité de gérants, le conseil de gérance pourra déléguer ses compétences pour des opérations spécifiques à un ou plusieurs mandataires ad hoc.

7.3.4 Le gérant unique ou en cas de pluralité de gérants, le conseil de gérance déterminera les responsabilités du mandataire et sa rémunération (si tel est le cas), la durée de la période de représentation et n'importe quelles autres conditions pertinentes de ce mandat.

7.4 - Président, Vice-Président, Secrétaire, Procédures

7.4.1 Le conseil de gérance peut choisir parmi ses membres un président et un vice-président. Il peut aussi désigner un secrétaire, gérant ou non, qui sera chargé de la tenue des procès-verbaux des réunions du conseil de gérance et des associés.

7.4.2 Les résolutions du conseil de gérance seront constatées par des procès-verbaux, qui, signés par le président et le secrétaire ou par un notaire, seront déposées dans les livres de la Société.

7.4.3 Les copies ou extraits de ces procès-verbaux qui pourraient être produits en justice ou autrement seront signés par le président, le secrétaire ou par un quelconque gérant.

7.4.4 Le conseil de gérance ne peut délibérer et agir valablement que si au moins la majorité des gérants est présente ou représentée à la réunion du conseil de gérance.

7.4.5 En cas de pluralité de gérants, les résolutions ne pourront être prises qu'à la majorité des voix exprimées par les gérants présents ou représentés à ladite réunion.

7.4.6 Tout gérant pourra agir à toute réunion du conseil de gérance en désignant par écrit un autre gérant comme son représentant. Un gérant pourra également désigner un autre gérant pour le représenter par téléphone, cela sera confirmé par écrit par la suite.

7.4.7 Une décision prise par écrit, approuvée et signée par tous les gérants, produira effet au même titre qu'une décision prise lors d'une réunion du conseil de gérance. Cette approbation peut résulter d'un seul ou de plusieurs documents distincts.

7.4.8 Chaque gérant et tous les gérants peuvent participer aux réunions du conseil de gérance par "conférence call" via téléphone ou vidéo ou par tout autre moyen similaire de communication ayant pour effet que tous les gérants participant au conseil puissent se comprendre mutuellement. Dans ce cas, le ou les gérants concernés seront censés avoir participé en personne à la réunion.

7.5 - Responsabilité des Gérants

Tout gérant ne contracte en raison de sa fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société.

**Art. 8. Assemblée générale des associés.**

8.1 L'associé unique exerce tous pouvoirs conférés à l'assemblée générale des associés.

8.2 En cas de pluralité d'associés, chaque associé peut prendre part aux décisions collectives, quel que soit le nombre de parts qu'il détient. Chaque associé possède un droit de vote en rapport avec le nombre des parts détenues par lui. Les décisions collectives ne sont valablement prises que pour autant qu'elles soient adoptées par des associés détenant plus de la moitié du capital.

8.3 Toutefois, les résolutions modifiant les Statuts, sauf en cas de changement de nationalité de la Société et pour lequel un vote à l'unanimité des associés est exigé, ne peuvent être adoptées que par une majorité d'associés détenant au moins les trois quarts du capital social, conformément aux prescriptions de la Loi.

8.4 La tenue d'assemblées générales n'est pas obligatoire, quand le nombre des associés n'est pas supérieur à vingt-cinq (25). Dans ce cas, chaque associé recevra le texte des résolutions ou décisions à prendre expressément formulées et émettra son vote par écrit.

**Art. 9. Assemblée Générale annuelle des associés**

9.1 Si le nombre des associés est supérieur à vingt cinq, une assemblée générale des associés doit être tenue, conformément à l'article 196 de la Loi, au siège social de la Société ou à tout autre endroit à Luxembourg tel que précisé dans la convocation de l'assemblée, le 10 ème jour du mois de décembre, à 14.00 heures.

9.2 Si ce jour devait être un jour non ouvrable à Luxembourg, l'assemblée générale devrait se tenir le jour ouvrable suivant. L'assemblée générale pourra se tenir à l'étranger, si de l'avis unanime et définitif du gérant unique ou en cas de pluralité du conseil de gérance, des circonstances exceptionnelles le requièrent.

**Art. 10. Vérification des comptes.** Si le nombre des associés est supérieur à vingt cinq, les opérations de la Société sont contrôlées par un ou plusieurs commissaires aux comptes conformément à l'article 200 de la Loi, lequel ne requiert pas qu'il(s) soi(en)t associé(s). S'il y a plus d'un commissaire, les commissaires aux comptes doivent agir en collège et former le conseil de commissaires aux comptes.

**Art. 11. Exercice social - Comptes annuels.**

11.1 - Exercice Social

L'année sociale commence le premier juillet et se termine le trente juin de chaque année.

11.2 - Comptes Annuels

11.2.1 A la fin de chaque exercice social, le gérant unique ou en cas de pluralité de gérants, le conseil de gérance dresse un inventaire (indiquant toutes les valeurs des actifs et des passifs de la Société) ainsi que le bilan, le compte de pertes et profits, lesquels apporteront les renseignements relatifs aux charges résultant des amortissements nécessaires.

11.2.2 Chaque associé pourra personnellement ou par le biais d'un agent nommé à cet effet, examiner, au siège social de la Société, l'inventaire susmentionné, le bilan, le compte de pertes et profits et le cas échéant le rapport du ou des commissaire(s) établi conformément à l'article 200 de la Loi.

**Art. 12. Distribution des profits.**

12.1 Les profits bruts de la Société repris dans les comptes annuels, après déduction des frais généraux, amortissements et charges, constituent le bénéfice net.

12.2 Sur le bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution d'un fonds de réserve jusqu'à, et aussi longtemps que celui-ci atteigne dix pour cent (10%) du capital social.

12.3 Le solde des bénéfices nets peut être distribué au(x) associé(s) en proportion de leur participation dans le capital de la Société.

**Art. 13. Dissolution - Liquidation.**

13.1 La Société ne sera pas dissoute par suite du décès, de la suspension des droits civils, de l'insolvabilité ou de la faillite de l'associé unique ou d'un des associés.

13.2 Sauf dans le cas d'une dissolution par décision judiciaire, la dissolution de la Société ne peut se faire que sur décision adoptée par l'assemblée générale des associés dans les conditions exigées pour la modification des Statuts.

13.3 Au moment de la dissolution de la Société, la liquidation sera effectuée par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui détermineront leurs pouvoirs et rémunération.

**Art. 14. Référence à la loi.** Pour tous les points non expressément prévus aux présents Statuts, il est fait référence aux dispositions de la Loi.

**Art. 15. Modification des statuts.** Les présents Statuts pourront être à tout moment modifiés par l'assemblée des associés selon le quorum et conditions de vote requis par les lois du Grand -Duché de Luxembourg.

*Dispositions transitoires*

Le premier exercice social débutera à la date de constitution et se terminera le 30 juin 2014.

*Souscripteur*

Les Statuts ainsi établis, la partie qui a comparu déclarent souscrire le capital comme suit:

| Souscripteur | Nombre de parts sociales | Montant souscrit | % du capital social |
|---|---|---|---|
| Alexis Martineau, préqualifié . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 12.500 | 12.500,- | 100% |

Toutes les parts ont été intégralement libérées par des versements en numéraire de sorte que le montant de 12.500,- EUR (douze mille cinq cents euros) se trouve dès maintenant à la disposition de la Société, ce dont il a été justifié au notaire instrumentant.

*Frais*

Les frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison de sa constitution sont estimés à environ EUR 1.300.-.

*Résolution de l'associé*

1. La Société est administrée par le gérant suivant pour une période indéterminée:

Mr Alexis Martineau, employé, né le 06 juillet 1976 à la Roche-sur-Yon, France, ayant son adresse professionnelle au 63, avenue des Champs Elysées, 75008 Paris, France;

2. Le siège social de la Société est établi à 5, rue Guillaume Kroll, L-1882 Luxembourg.

*Déclaration*

Le notaire soussigné, qui comprend et parle la langue anglaise, constate que le comparant l'a requis de documenter le présent acte en langue anglaise, suivi d'une version française. A la requête dudit comparant, en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

DONT ACTE, fait et passé à Luxembourg, à la date figurant en tête des présentes.

Et après lecture faite et interprétation donnée à la partie comparante celui-ci a signé le présent acte avec le notaire.

Signé: C. RONFORT, C. DELVAUX.

Enregistré à Redange/Attert, le 09 juillet 2013. Relation: RED/2013/1157. Reçu soixante-quinze euros 75,00 €

*Le Receveur* (signé) T. KIRSCH.

POUR EXEPDITION CONFORME, délivrée aux fins de dépôt au Registre de Commerce et des Sociétés de Luxembourg et aux fins de publication au Mémorial C, Recueil des Sociétés et Associations.

Redange-sur-Attert, le 11 juillet 2013. Me Cosita DELVAUX.

Référence de publication: 2013096583/415.

(130117385) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juillet 2013.

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**Monte Sicav, Société d'Investissement à Capital Variable.**

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

R.C.S. Luxembourg B 70.346.

In the year two thousand and thirteen, on the seventeenth day of June.

Before Us Maître Francis KESSELER, notary, residing in Esch/Alzette.

Was held an extraordinary general meeting of shareholders of MONTE SICAV (the «Corporation»), a public limited company («société anonyme») with its registered office in Luxembourg, qualifying as an investment company with variable share capital within the meaning of the law of 20 December 2002 on undertakings for collective investment, incorporated by a deed the undersigned notary, dated June 28, 1999, which was published in the Mémorial C, Recueil Spécial des Sociétés et Associations (the «Mémorial»), on July 31, 1999, number 592. The articles of incorporation have been amended for the last time on February 13, 2007 by a notarial deed of Maître Henri Hellinckx, notary residing in Luxembourg (Grand Duchy of Luxembourg), and were published in the Mémorial, number 798 of May 5, 2007.

The meeting was opened under the chairmanship of Mrs Marie-Laure Martinet, private employee, residing in Hesperange.

who appointed as secretary Mrs Agathe Kahn, private employee, residing in Hesperange.

The meeting elected as scrutineer Mrs Sylvie Dobson, private employee, residing in Hesperange.

After the constitution of the board of the meeting, the Chairman declared and requested the notary to record that:

I. The names of the shareholders present at the meeting or duly represented by proxy, the proxies of the shareholders represented, as well as the number of shares held by each shareholder, are set forth on the attendance list, signed by the shareholders present, the proxies of the shareholders represented, the members of the board of the meeting and the notary. The aforesaid list shall be attached to the present deed and registered therewith. The proxies given shall be initialled ne varietur by the members of the board of the meeting and by the notary and shall be attached in the same way to this document.

II. The quorum required by law is at least fifty per cent of the issued capital of the Corporation and the resolution on each item of the agenda has to be passed by the affirmative vote of at least two-thirds of those present or represented.

III. A convening notice was sent to each of the registered shareholders of the Corporation on May 31 st , 2013.

IV. According to the attendance list, out of 27,539,911,413 shares in issue, 27,539,911,413 shares are present or represented.

V. The present meeting is duly constituted and can therefore validly deliberate on the following agenda:

1. Amendment of Article 4 to change the registered office of the Company.
2. Amendment of Article 5 in order to adapt the liquidation process to the laws and regulations.
3. Amendment of Article 10 to change the annual general meeting of shareholders arrangements.
4. Amendment of Articles 6, 7, 20, 23 in order to withdraw the references to share certificates.
5. General Amendment of the Articles of Incorporation to replace the references of the law of 10 December 2002 regarding undertakings for collective investment by references to the law of 17 December 2010 regarding undertakings for collective investment.

6. Modification of the articles numbers.

After deliberation, the general meeting took the following resolutions:

*First resolution*

The meeting decides to change the registered office of the Company from L-1470 Luxembourg, 69, route d'Esch to L-5826 Hesperange, 33, rue de Gasperich, so that the first paragraph of article four (4) is read as follow:

The registered office of the Corporation is established in Hesperange, in the Grand Duchy of Luxembourg. The Registered Office may be transferred to any other commune in the Grand Duchy of Luxembourg by decision of the Board of Directors of the Corporation. Branches or other offices may be established either in Luxembourg or abroad by resolution of the Board of Directors.

*Second resolution*

The meeting decides to amend the Article 5 in order to adapt the liquidation process to the laws and regulations, so that the article 5 is read as follow:

**Art. 5.** The capital of the Corporation shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Corporation as defined in Article twenty-two hereof (the "Net Asset Value").

The Corporation may have one or several shareholders.

The shares may, as the Board of Directors shall determine, be of different Classes (as defined below) and the proceeds of the issue of each Class of shares shall be invested pursuant to Article three hereof in transferable securities or other liquid financial assets corresponding to such geographical areas, industrial sectors or monetary zones or such specific types of securities as the Board of Directors shall from time to time determine in respect of each Class of shares. Each such Class of shares shall constitute a "Sub-Fund" designated by a generic name.

Further, the shares of each Sub-Fund may, as the Board of Directors shall so determine, be issued in two types of Classes of shares being (a) shares entitling to dividends ("dividend shares") and (b) shares not entitling to dividends ("capitalisation shares"). The Board of Directors decides as and when capitalisation shares and dividend shares are sold publicly.

The Board of Directors may create at any moment additional Sub-Funds and/or Classes, provided that the rights and duties of the shareholders of the existing Sub-Funds and/or Classes will not be modified by such creation.

The minimum capital of the Corporation shall be one million two hundred and fifty thousand Euro (EUR 1.250.000.-).

The Board of Directors is authorised to issue further fully paid shares at any time for cash or, subject to the conditions of the Luxembourg law, contribution in kind of securities and other assets in accordance with Article twenty-one hereof at a price based on the respective Net Asset Value per share determined in accordance with Article twenty-two hereof without reserving to the existing shareholders a preferential right to subscribe for the additional shares to be issued.

The Board of Directors may delegate to any duly authorised director or officer of the Corporation or to any other duly authorised person, the duty of accepting subscriptions and of delivering and receiving payment for such new shares.

For the purpose of determining the capital of the Corporation, the net assets attributable to each Sub-Fund shall, if not expressed in Euro, be converted into Euro and the capital shall be the total of the net assets of all the Sub-Funds. The consolidated capital of the Corporation is expressed in Euro.

The directors may decide to merge one or several Sub-Fund(s) or may decide to liquidate one or several Sub-Fund(s) by cancellation of the relevant shares and refunding to the shareholders of such Sub-Fund(s) the full Net Asset Value of the shares of such Sub-Fund(s) or by conversion to another Sub-Fund and remitting the corresponding number of shares of the new Sub-Fund. The Board of Director's decision is published in a Luxembourg newspaper and in other newspapers of countries in which shares of the Corporation are distributed.

The directors may also decide to merge one or several Sub-Fund(s) with one or several sub-fund(s) of another Luxembourg SICAV subject to part I of the 2010 Law.

The directors are empowered to take any of the above decisions if the net assets of the Sub-Fund(s) to be liquidated or to be merged fall below EUR 300.000.- or the equivalent in the reference currency of such Sub-Fund(s).

The directors are also empowered to take any of the above decisions in case of substantial unfavourable changes of the social, political or economic situation in countries where investments for the relevant Sub-Fund(s) are made, or shares of the relevant Sub-Fund(s) are distributed.

Notices of such decisions will be sent to the holders of registered shares by mail to their addresses in the Register of Shareholders.

In case of merger with another Sub-Fund of the Corporation or with a sub-fund of another Luxembourg SICAV, shareholders of the Sub-Fund to be merged may continue to ask for the redemption of their shares, this redemption being made without cost to the shareholders during a minimum period of one month beginning on the date of publication of the decision of merger. At the end of that period, all the remaining shareholders will be bound by the decision of merger.

In case of the liquidation of a Sub-Fund by decision of the Board of Directors, the shareholders of the Sub-Fund to be liquidated may continue to ask for the redemption of their shares until the effective date of the liquidation. For redemption made under these circumstances, the Corporation will apply a Net Asset Value taking the liquidation fees into consideration and will not charge any other fees. The proceeds of liquidation not claimed by the shareholders entitled thereto as at the close of the operations of liquidation will be deposited with the Caisse des Consignations in Luxembourg.

The decision of merger of one or several Sub-Fund(s) with a Luxembourg collective investment undertaking organised under the form of a mutual fund (FCP) subject to part I of the 2010 Law and the decision of merger of one or several Sub-Fund(s) with another foreign collective investment undertaking belong to the shareholders of the Sub-Fund(s) to be merged. Resolutions in that regard will be passed by unanimous vote of all shareholders of the relevant Sub-Fund(s). If this condition is not met, only the shareholders having voted for the merger will be bound by the decision of merger, the remaining shareholders being considered as having asked for the redemption of their shares, this redemption being made without cost to the shareholders at the decision of merger.

*Third resolution*

The meeting decided to amend Article 10 to change the annual general meeting of shareholders arrangements, so that Article 10 is read as follow:

**Art. 10.** The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Hesperange at the registered office of the Corporation, or at such other place in Luxembourg as may be specified in the notice of meeting, on the third Monday of the month of March in each year 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 of Directors, exceptional circumstances so require.

Other meetings of shareholders may be held at such place and time as may be specified in the respective notices of meeting.

*Fourth Resolution*

The meeting decides to amend of Articles 6, 7, 20, 23 in order to withdraw the references to share certificates, so that these articles are amended as follow:

« **Art. 6.** For each Sub-Fund, the Corporation may elect to issue shares in registered and/or bearer form dematerialised.

All registered shares issued by the Corporation shall be recorded at the shareholder register that shall be maintained by the Corporation or by one or more entities so designated by the Corporation; such recording must indicate the name of each owner of shares, his/her address or chosen place of residence, and the number of registered shares he/she holds. The records in the shareholder register may be attested through the issue of registered share confirmations.

If bearer shares are issued, no certificates will be issued. Within the limits and conditions fixed by the Board of Directors, bearer shares may be converted into registered shares and vice versa.

Shares may be allotted only upon acceptance of the subscription and after receipt of the purchase price. The subscriber will, without delay, upon acceptance of the subscription and receipt of the purchase price by the Corporation, receive title to the shares purchased by him and upon application obtain delivery of definitive share confirmations.

Every registered shareholder must provide the Corporation with an address to which all notices and announcements from the Corporation may be sent. Such address will also be entered in the Register of Shareholders. In the event that a registered shareholder does not provide such an address, the Corporation may permit a notice to this effect to be entered in the Register of Shareholders and the shareholder's address will be deemed to be at the registered office of the Corporation, or at such other address as may be so entered by the Corporation from time to time, until another address shall be provided to the Corporation by such shareholder. The shareholder may, at any time, change his address as entered in the Register of Shareholders by means of a written notification to the Corporation at its registered office, or at such other address as may be set by the Corporation from time to time.

If payment made by any subscriber results in the entitlement to a fraction of a share, the subscriber shall not be entitled to vote in respect of such fraction, but shall, to the extent the Corporation shall determine as to the calculation of fractions, be entitled to dividends and other distributions on a pro rata basis. In the case of bearer shares, only confirmations evidencing full shares will be issued.

In the event of joint ownership or bare ownership and usufruct, the Corporation will recognise, as to voting issues, only one holder, i.e. subscriber 1, in respect of a share in the Corporation. All other issues or transactions may be done by each of the owners in respect of all owners."

The current Article 7 is completed deleted.

**Art. 20.** As is more especially prescribed hereinbelow, the Corporation has the power to redeem its own shares at any time within the sole limitations set forth by law.

Any shareholder may at any time request the redemption of all or part of his shares by the Corporation subject to such advance notice as the Board of Directors may determine. The redemption price shall be paid in no event no later than 15 Luxembourg bank business days from the applicable Valuation Day and shall be equal to the relevant per share

Net Asset Value determined in accordance with the provisions of Article twenty-two hereof less a redemption charge, if any, as determined by the Board of Directors. Any such request must be filed by such shareholder in written form at the registered office of the Corporation in Luxembourg or with any other person or entity appointed by the Corporation as its agent for redemption of shares, with the delivery of the proper evidence of transfer or assignment.

Shares of the capital of the Corporation redeemed by the Corporation shall be cancelled.

The Corporation shall not be bound to redeem and convert on any Valuation Day more than 10% of the number of shares of any Sub-Fund outstanding on such Valuation Day. Redemptions and conversions may accordingly be deferred by the Corporation and will then be dealt with on the next Valuation Day (but subject always to the foregoing limit). For this purpose, requests for redemption and conversion so deferred will be given priority to subsequently received requests.

Any request for redemption or conversion shall be irrevocable except in the event of suspension of redemptions and conversions pursuant to the related provisions of Article twenty-one hereof. In the absence of revocation, redemptions and conversions will occur as of the first applicable Valuation Day after the end of the suspension.

Subject to any limitation or provision contained in the sales documents any shareholder may request conversion of all or part of his shares corresponding to a particular Class and Sub-Fund into shares of another existing Class and/or Sub-Fund, based on the Net Asset Value per share of the Sub-Funds involved. The conversion formula is determined from time to time by the Board of Directors and disclosed in the current sales documents of the Corporation.

The Board of Directors may, from time to time, fix for any particular Class or Sub-Fund a minimum redemption or conversion amount, all as disclosed in the current sales documents of the Corporation.

The Board of Directors may also limit or even suppress the right of conversion for any particular Sub-Fund."

« **Art. 23.** The Net Asset Value of shares of each Sub-Fund in the Corporation shall be expressed in the currency of the relevant Sub-Fund (except that when there exists any state of affairs which, in the opinion of the Board of Directors, makes the determination in such currency either not reasonably practical or prejudicial to the shareholders, the Net Asset Value may temporarily be determined in such other currency as the Board of Directors may determine) as a per share figure and shall be determined in respect of any Valuation Day by dividing the net assets of the Corporation corresponding to each Sub-Fund (being the value of the assets of the Corporation corresponding to such Sub-Fund less the liabilities attributable to such Sub-Fund) by the number of shares of the relevant Sub-Fund then outstanding.

A. The assets of the Corporation may include:

a) all cash on hand or on deposit, including any interest accrued thereon;

b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered);

c) all bonds, time notes, shares, debenture stocks, stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Corporation;

d) all stocks, stock dividends, cash dividends and cash distributions receivable by the Corporation (provided that the Corporation may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

e) all interest accrued on any interest-bearing securities owned by the Corporation except to the extent that the same is included or reflected in the principal amount of such security;

f) the preliminary expenses of the Corporation insofar as the same have not been written off, and

g) all other assets of every kind and nature, including prepaid expenses.

The value of such assets shall, in principle, be determined as follows:

1) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Board of Directors may consider appropriate in such case to reflect the true value thereof.

2) The value of transferable securities, money market instruments and any financial liquid assets listed or dealt in on a stock exchange, on a regulated market or on any other regulated market of a Member State or of an other state, shall be based on the last available closing or settlement price in the relevant market prior to the time of valuation, or any other price deemed appropriate by the Board of Directors.

3) The value of any assets held in a Sub-Fund's portfolio which are not listed or dealt on a stock exchange, on an regulated market or on any other regulated market of a member state or of an other State or on, with respect to assets quoted or dealt in on any stock exchange or dealt in on any such regulated markets, the last available closing or settlement price is not representative of their value, such assets are stated at fair market value or otherwise at the fair value at which it is expected they may be resold, as determined in good faith by or under the direction of the Board of Directors.

4) Units or shares of open-ended undertakings for collective investment ("UCI") will be valued at their last determined and available net asset value or, if such price is not representative of the fair market value of such assets, then the price shall be determined by the Corporation on a fair and equitable basis. Units or shares of a closed-ended UCI will be valued at their last available stock market value.

5) The liquidating value of futures, forward or options contracts not traded on a stock exchange or on regulated markets, or on other regulated markets shall mean their net liquidating value determined, pursuant to the policies established by the Board of Directors, on a basis consistently applied for each different variety of contracts. The value of futures, forward or options contracts traded on a stock exchange or on regulated markets, or on other regulated markets shall be based upon the last available settlement or closing prices as applicable to these contracts on a stock exchange or on regulated markets, or on other regulated markets on which the particular futures, forward or options contracts are traded on behalf of the Corporation; provided that if a future, forward or options contract could not be liquidated on the day with respect to which assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable.

The Corporation is entitled to deviate from the valuation rules set out in (2), (3), (4) and (5) above in valuing the assets attributable to any given Class by adding to the prices referred to in (2), (3), (4) and (5) above an amount reflecting the estimated cost of the acquisition of corresponding assets, in the event the Corporation expects further investments to be made on behalf of the Sub-Fund which such Class belongs, or by deducting from the prices referred to in (2), (3), (4) and (5) above an amount reflecting the estimated cost of the disposal of such assets, in the event the Corporation expects investments attributable to such Sub-Fund to which such Class belongs to be sold.

The Board of Directors, in its discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset.

B. The liabilities of the Corporation may include:

a) all loans, bills and accounts payable;

b) all accrued or payable administrative fees and expenses (including but not limited to investment advisory fees, custodian fees and central administrative fees);

c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Corporation where the Valuation Day falls on the record date for determination of the persons entitled thereto or is subsequent thereto;

d) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Corporation, and other reserves if any authorised and approved by the Board of Directors; and

e) all other liabilities of the Corporation of whatsoever kind and nature except liabilities represented by shares in the Corporation. In determining the amount of such liabilities the Corporation shall take into account all expenses payable by the Corporation comprising formation expenses, fees and expenses payable to its investment advisers or investment managers, accountant, custodian, administrative, domiciliary, registrar and transfer agents, paying agents and permanent representatives in places of registration, any other agent employed by the Corporation, fees for legal and auditing services, stock exchange listing costs, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of prospectuses, explanatory memoranda or registration statements, financial reports, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges, brokerage and communication expenses.

The Corporation may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

C. The net assets of the Corporation shall mean the assets of the Corporation as hereinabove defined less the liabilities as hereinabove defined, on the Valuation Day on which the Net Asset Value of the shares is determined. The capital of the Corporation shall be at any time equal to the total net assets of the Corporation, comprising net assets of all Sub-Funds, Euro being the base currency.

D. Allocation of assets and liabilities:

The Board of Directors shall establish a pool of assets for each Sub-Fund in the following manner:

a) the proceeds from the issue of shares of each Sub-Fund shall be applied in the books of the Corporation to the Sub-Fund established for the relevant Class of shares and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Sub-Fund, subject to the provisions of this Article;

b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Corporation to the same Sub-Fund as the asset from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant Sub-Fund;

c) where the Corporation incurs a liability which relates to any asset of a particular Sub-Fund or to any action taken in connection with an asset of a particular Sub-Fund, such liability shall be allocated to the relevant Sub-Fund;

d) in the case where any asset or liability of the Corporation cannot be considered as being attributable to a particular Sub-Fund, such asset or liability shall be allocated to all the Sub-Funds in equal parts or, if the amounts so require, pro rata to the value of the respective net assets of each Sub-Fund or in such other manner as determined by the Board of Directors acting in good faith.

e) upon the payment of dividends to the shareholders in any Sub-Fund, the Net Asset Value of such Sub-Fund shall be reduced by the amount of such dividends.

The Board of Directors may reallocate any asset or liability previously allocated by them if in their opinion circumstances so require. All liabilities, whatever Sub-Fund they are attributable to, shall, unless otherwise agreed upon with the creditors, be binding upon the Corporation as a whole.

E. In case where dividend shares and capitalisation shares are issued in a Sub-Fund as provided in Article five hereof, the Net Asset Value per share of each Class of shares of the relevant Sub-Fund is computed by dividing the net assets of the relevant Sub-Fund attributable to each Class by the number of shares of each Class then outstanding.

The percentage of net assets of the relevant Sub-Fund to be attributed to each Class of shares which has been initially the same as the percentage of the total number of shares represented by such Class, changes pursuant to dividends or other distributions with respect to dividend shares in the following manner:

a) at the time of any dividend or other distribution with respect to dividend shares, the net assets attributable to such Class shall be reduced by the amount of such dividend or other distribution (thus decreasing the percentage of net assets of the relevant Sub-Fund attributable to the dividend shares) and the net assets attributable to the capitalisation shares shall remain the same (thus increasing the percentage of net assets of the relevant Sub-Fund attributable to the capitalisation shares);

b) at the time of any increase of the capital of the Corporation pursuant to the issue of new shares of either Class, the net assets attributable to the corresponding Class shall be increased by the amount received with respect to such issue;

c) at the time of redemption by the Corporation of shares of either Class, the net assets attributable to the corresponding Class shall be decreased by the amount paid for with respect to such redemption;

d) at the time of conversion of shares of one Class into shares of the other Class, the net assets attributable to such Class shall be decreased by the Net Asset Value of the shares converted and the Net Asset Value attributable to the corresponding Class shall be increased by such amount.

F. For the purposes of this Article:

a) shares of the Corporation to be redeemed shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day referred to in this Article, and from such time and until paid the price therefore shall be deemed to be a liability of the Corporation;

b) shares to be issued by the Corporation pursuant to subscription applications received shall be treated as being in issue as from the close of business on the Valuation Day referred to in this Article and such price, until received by the Corporation, shall be deemed to be a debt due to the Corporation;

c) all investments, cash balances and other assets of the Corporation expressed otherwise than in Euro shall be valued after taking into account the market rate or rates of exchange in force at the date for determination of the Net Asset Value of shares; and

d) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Corporation on such Valuation Day, to the extent practicable.

*Fifth resolution*

The meeting decides to General Amend the Articles of Incorporation to replace the references of the law of 10 December 2002 regarding undertakings for collective investment by references to the law of 17 December 2010 regarding undertakings for collective investment and to delete the French translation of the Articles in accordance with Article 26 (2) of the said law of 17 December 2010 and to fully restate the Articles so as to read as follows:

« **Art. 1.** There exists among the subscribers and all those who may become holders of shares hereafter issued, a corporation in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of "MONTE SICAV" (the "Corporation").

**Art. 2.** The Corporation is established for an unlimited period. The Corporation may be dissolved at any moment by a resolution of the shareholders adopted in the manner required for amendment of these Articles of Incorporation.

The board of directors of the Corporation (the "Board of Directors") is entitled to determine the period for which the sub-funds of the Corporation are established.

**Art. 3.** The exclusive object of the Corporation is to place the funds available to it in transferable securities of any kind and other liquid financial assets permitted by the Luxembourg law of 17 th December, 2010 regarding undertakings for collective investment (the "2010 Law"), with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolios.

The Corporation may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the 2010 Law.

**Art. 4.** The registered office of the Corporation is established in Hesperange, in the Grand Duchy of Luxembourg. The Registered Office may be transferred to any other commune in the Grand Duchy of Luxembourg by decision of the Board of Directors of the Corporation. Branches or other offices may be established either in Luxembourg or abroad by resolution of the Board of Directors.

In the event that the Board of Directors determines that extraordinary social, political or military developments have occurred or are imminent that would interfere with the normal activities of the Corporation at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Corporation which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg corporation.

**Art. 5.** The capital of the Corporation shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Corporation as defined in Article twenty-two hereof (the "Net Asset Value").

The Corporation may have one or several shareholders.

The shares may, as the Board of Directors shall determine, be of different Classes (as defined below) and the proceeds of the issue of each Class of shares shall be invested pursuant to Article three hereof in transferable securities or other liquid financial assets corresponding to such geographical areas, industrial sectors or monetary zones or such specific types of securities as the Board of Directors shall from time to time determine in respect of each Class of shares. Each such Class of shares shall constitute a "Sub-Fund" designated by a generic name.

Further, the shares of each Sub-Fund may, as the Board of Directors shall so determine, be issued in two types of Classes of shares being (a) shares entitling to dividends ("dividend shares") and (b) shares not entitling to dividends ("capitalisation shares"). The Board of Directors decides as and when capitalisation shares and dividend shares are sold publicly.

The Board of Directors may create at any moment additional Sub-Funds and/or Classes, provided that the rights and duties of the shareholders of the existing Sub-Funds and/or Classes will not be modified by such creation.

The minimum capital of the Corporation shall be one million two hundred and fifty thousand Euro (EUR 1.250.000.-).

The Board of Directors is authorised to issue further fully paid shares at any time for cash or, subject to the conditions of the Luxembourg law, contribution in kind of securities and other assets in accordance with Article twenty-one hereof at a price based on the respective Net Asset Value per share determined in accordance with Article twenty-two hereof without reserving to the existing shareholders a preferential right to subscribe for the additional shares to be issued.

The Board of Directors may delegate to any duly authorised director or officer of the Corporation or to any other duly authorised person, the duty of accepting subscriptions and of delivering and receiving payment for such new shares.

For the purpose of determining the capital of the Corporation, the net assets attributable to each Sub-Fund shall, if not expressed in Euro, be converted into Euro and the capital shall be the total of the net assets of all the Sub-Funds. The consolidated capital of the Corporation is expressed in Euro.

The directors may decide to merge one or several Sub-Fund(s) or may decide to liquidate one or several Sub-Fund(s) by cancellation of the relevant shares and refunding to the shareholders of such Sub-Fund(s) the full Net Asset Value of the shares of such Sub-Fund(s) or by conversion to another Sub-Fund and remitting the corresponding number of shares of the new Sub-Fund. The Board of Director's decision is published in a Luxembourg newspaper and in other newspapers of countries in which shares of the Corporation are distributed.

The directors may also decide to merge one or several Sub-Fund(s) with one or several sub-fund(s) of another Luxembourg SICAV subject to part I of the 2010 Law.

The directors are empowered to take any of the above decisions if the net assets of the Sub-Fund(s) to be liquidated or to be merged fall below EUR 300.000.- or the equivalent in the reference currency of such Sub-Fund(s).

The directors are also empowered to take any of the above decisions in case of substantial unfavourable changes of the social, political or economic situation in countries where investments for the relevant Sub-Fund(s) are made, or shares of the relevant Sub-Fund(s) are distributed.

Notices of such decisions will be sent to the holders of registered shares by mail to their addresses in the Register of Shareholders.

In case of merger with another Sub-Fund of the Corporation or with a sub-fund of another Luxembourg SICAV, shareholders of the Sub-Fund to be merged may continue to ask for the redemption of their shares, this redemption being made without cost to the shareholders during a minimum period of one month beginning on the date of publication of the decision of merger. At the end of that period, all the remaining shareholders will be bound by the decision of merger.

In case of the liquidation of a Sub-Fund by decision of the Board of Directors, the shareholders of the Sub-Fund to be liquidated may continue to ask for the redemption of their shares until the effective date of the liquidation. For redemption made under these circumstances, the Corporation will apply a Net Asset Value taking the liquidation fees into consideration and will not charge any other fees. The proceeds of liquidation not claimed by the shareholders entitled thereto as at the close of the operations of liquidation will be deposited with the Caisse des Consignations in Luxembourg.

The decision of merger of one or several Sub-Fund(s) with a Luxembourg collective investment undertaking organised under the form of a mutual fund (FCP) subject to part I of the 2010 Law and the decision of merger of one or several Sub-Fund(s) with another foreign collective investment undertaking belong to the shareholders of the Sub-Fund(s) to be merged. Resolutions in that regard will be passed by unanimous vote of all shareholders of the relevant Sub-Fund(s). If this condition is not met, only the shareholders having voted for the merger will be bound by the decision of merger, the remaining shareholders being considered as having asked for the redemption of their shares, this redemption being made without cost to the shareholders at the decision of merger.

**Art. 6.** For each Sub-Fund, the Corporation may elect to issue shares in registered and/or bearer form dematerialised.

All registered shares issued by the Corporation shall be recorded at the shareholder register that shall be maintained by the Corporation or by one or more entities so designated by the Corporation; such recording must indicate the name of each owner of shares, his/her address or chosen place of residence, and the number of registered shares he/she holds. The records in the shareholder register may be attested through the issue of registered share confirmations.

If bearer shares are issued, no certificates will be issued. Within the limits and conditions fixed by the Board of Directors, bearer shares may be converted into registered shares and vice versa.

Shares may be allotted only upon acceptance of the subscription and after receipt of the purchase price. The subscriber will, without delay, upon acceptance of the subscription and receipt of the purchase price by the Corporation, receive title to the shares purchased by him and upon application obtain delivery of definitive share confirmations.

Every registered shareholder must provide the Corporation with an address to which all notices and announcements from the Corporation may be sent. Such address will also be entered in the Register of Shareholders. In the event that a registered shareholder does not provide such an address, the Corporation may permit a notice to this effect to be entered in the Register of Shareholders and the shareholder's address will be deemed to be at the registered office of the Corporation, or at such other address as may be so entered by the Corporation from time to time, until another address shall be provided to the Corporation by such shareholder. The shareholder may, at any time, change his address as entered in the Register of Shareholders by means of a written notification to the Corporation at its registered office, or at such other address as may be set by the Corporation from time to time.

If payment made by any subscriber results in the entitlement to a fraction of a share, the subscriber shall not be entitled to vote in respect of such fraction, but shall, to the extent the Corporation shall determine as to the calculation of fractions, be entitled to dividends and other distributions on a pro rata basis. In the case of bearer shares, only confirmations evidencing full shares will be issued.

In the event of joint ownership or bare ownership and usufruct, the Corporation will recognise, as to voting issues, only one holder, i.e. subscriber 1, in respect of a share in the Corporation. All other issues or transactions may be done by each of the owners in respect of all owners.

**Art. 7.** The Board of Directors may restrict or prevent the ownership of shares in the Corporation by any person, firm or corporate body, if it appears to the Corporation that such ownership results in a breach of law in Luxembourg or abroad, may make the Corporation subject to tax in a country other than the Grand Duchy of Luxembourg or may otherwise be detrimental to the Corporation.

More specifically, the Corporation may restrict or prevent the ownership of shares in the Corporation by any "U.S. person", as defined hereafter.

For such purposes the Corporation may:

a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registration or transfer would or might result in beneficial ownership of such share by a person who is precluded from holding shares in the Corporation,

b) at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on, the Register of Shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests or will rest in a person who is precluded from holding shares in the Corporation,

c) where it appears to the Corporation that any person, who is precluded from holding shares in the Corporation, either alone or in conjunction with any other person, is a beneficial owner of shares, compulsorily purchase from any such shareholder all shares held by such shareholder or where it appears to the Corporation that one or more persons are the owners of a proportion of the shares in the Corporation which would make the Corporation subject to tax or other regulations of jurisdictions other than Luxembourg, compulsorily redeem all or a proportion of the shares held by such shareholders, as may be necessary, in the following manner:

1) The Corporation shall serve a notice (hereinafter called the "purchase notice") upon the shareholder bearing such shares or appearing in the Register of Shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the price to be paid for such shares, and the place at which the purchase price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Corporation.

The said shareholder shall thereupon forthwith be obliged to deliver to the Corporation the share confirmation, if any, representing the shares specified in the purchase notice. Immediately after the close of business on the date specified in the purchase notice, such shareholder shall cease to be the owner of the shares specified in such notice and, in the case of registered shares, his name shall be removed as the holder of such shares from the Register of Shareholders, and in the case of bearer shares, the confirmation(s) representing such shares shall be cancelled in the books of the Corporation;

2) The price at which the shares specified in any purchase notice shall be purchased (herein called "the purchase price") shall be an amount equal to the relevant per share Net Asset Value determined in accordance with Article twenty-two hereof, as at the date of the purchase notice.

3) Payment of the purchase price will be made to the owner of such shares in the currency of the Sub-Fund concerned, except during periods of currency exchange restrictions, and will be deposited by the Corporation with a bank in Luxembourg or elsewhere (as specified in the purchase notice) for payment to such owner representing the shares specified in such notice.

Upon deposit of such price as aforesaid no person interested in the shares specified in such purchase notice shall have any further interest in such shares or any of them, or any claim against the Corporation or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank.

4) The exercise by the Corporation of the powers conferred by this Article shall not be questioned or invalidated in any case, on the grounds that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Corporation at the date of any purchase notice, provided that in such case the said powers were exercised by the Corporation in good faith and

d) decline to accept the vote of any person who is precluded from holding shares in the Corporation at any meeting of shareholders of the Corporation.

Whenever used in these Articles, the term "U.S. person" is defined in Regulation S adopted under the U.S. Securities Act of 1933 ("Securities Act") and includes a natural person resident in the United States; any partnership or corporation organized or incorporated in the United States; any estate of which any executor or administrator is a U.S. Person; any trust of which any trustee is a U.S. Person; any agency or branch of a non-U.S. entity located in the Unites States; any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account ofa U.S. Person; any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated or (if an individual) resident in the United States; and any partnership or corporation if organized or incorporated under the laws of any non-U.S. jurisdiction and formed by a U.S. Person principally for the purpose of investing in securities not registered under the U.S. Securities Act unless organized and owned by accredited investors (as defined in Rule 501(a) under the U.S. Securities Act) who are not natural persons, estates or trusts.

A U.S. Person does not include: (i) any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. Person by a dealer or other professional fiduciary organized, incorporated or (if an individual) resident in the United States; (ii) any estate of which any professional fiduciary acting as executor or administrator is a U.S. Person, if(A) any executor or administrator of the estate who is not a U.S. Person has sole or shared investment discretion with respect to the assets of the estate, and (B) the estate is governed by non-U.S. law; (iii) any trust of which any professional fiduciary acting as trustee is a U.S. Person, if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settler if the trust is revocable) is a U.S. Person; (iv) an employee benefit plan established and administered in accordance with the law of a country other than the U.S. and customary practices and documentation of such country; (v) any agency or branch of a U.S. Person located outside the U.S. if (A) the agency or branch operates for valid business reasons, and (B) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and (vi) certain international organizations as specified in Regulation S under the U.S. Securities Act.

**Art. 8.** Any regularly constituted meeting of the shareholders of the Corporation shall represent the entire body of shareholders of the Corporation. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Corporation. If the Corporation has only one single shareholder, such shareholder shall exercise the powers of the general meeting of shareholders.

**Art. 9.** The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Hesperange at the registered office of the Corporation, or at such other place in Luxembourg as may be specified in the notice of meeting, on the third Monday of the month of March in each year 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 of Directors, exceptional circumstances so require.

Other meetings of shareholders may be held at such place and time as may be specified in the respective notices of meeting.

**Art. 10.** The quorum and time required by law shall govern the notice for and conduct of the meetings of shareholders of the Corporation, unless otherwise provided herein.

Each share is entitled to one vote. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable, telegram, telex or facsimile transmission or by any similar means of communication deemed acceptable by the Board of Directors. A corporation may execute a form of proxy under the hand of a duly authorised officer.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of the votes validly cast.

Resolutions with respect to any Class or Sub-Fund will also be passed, unless otherwise required by law or otherwise provided herein, by a simple majority of the votes validly cast.

The Board of Directors may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

**Art. 11.** Shareholders will meet upon call by the Board of Directors. Notices setting forth the agenda shall be sent by mail at least fifteen days prior to the meeting to each shareholder at the shareholder's address in the Register of Shareholders.

To the extent required by law, notices shall, in addition, be published in the Mémorial, Recueil des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper, and in such other newspapers as the Board of Directors may decide.

However, if all shareholders are present or represented at a shareholders' meeting and if they declare themselves to be fully informed of its agenda, the meeting may be held without notice or publicity having been given or made.

**Art. 12.** The Corporation shall be managed by a Board of Directors composed of not less than three members; members of the Board of Directors need not be shareholders of the Corporation.

The directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected and qualify, provided, however, that a director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

In the event that a director is a legal entity, a permanent individual representative thereof should be designated to perform this role in the name and on behalf of the legal entity. Such individual is submitted to the same obligations than the others directors.

Such individual may only be revoked upon appointment of a replacement individual.

In the event of a vacancy in the office of director because of death, retirement or otherwise, the remaining directors may meet and may elect, by majority vote, a director to fill such vacancy until the next meeting of shareholders.

**Art. 13.** The Board of Directors may choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors and of the shareholders. The Board of Directors shall meet upon call by the chairman, or any two directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of shareholders and of the Board of Directors, but in his absence the shareholders or the Board of Directors may appoint another director and, in the absence of any director at a shareholders' meeting, any other person as chairman pro tempore by vote of the majority present at any such meeting.

The Board of Directors may from time to time appoint the officers of the Corporation, including a general manager, a secretary, any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Corporation. Any such appointment may be revoked at any time by the Board of Directors. Officers need not be directors or shareholders of the Corporation. The officers appointed, unless otherwise stipulated in these Articles, shall only have the powers and duties given them by the Board of Directors.

Written notice of any meeting of the Board of Directors shall be given to all directors at least twenty-four hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature and the reasons of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by cable, telegram, telex or facsimile transmission of each director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any director may act at any meeting of the Board of Directors by appointing in writing or by cable, telegram, telex or facsimile transmission another director as his proxy.

The directors may only act at duly convened meetings of the Board of Directors. Directors may not bind the Corporation by their individual acts, except as specifically permitted by previous resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least the majority of the directors are present or represented at a meeting of the Board of Directors (which may be by way of a conference telephone call). Decisions shall be taken by a majority of the votes of the directors present or represented at such meeting. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote. In the event of a conference telephone call, decisions validly taken by the directors will thereafter appear on regular minutes.

Resolutions signed by all members of the board will be as valid and effectual as if passed at a meeting duly convened and held. Such signatures may appear on a single document or multiple copies of an identical resolution and may be evidenced by letters, cables, telegrams, telexes, facsimile transmissions or similar means. The date of the decisions contemplated by these resolutions shall be the latest signature date.

The Board of Directors may, in compliance with the 2010 Law, delegate its powers to conduct the daily management and affairs of the Corporation and its powers to carry out acts in furtherance of the corporate policy and purpose, to natural persons or corporate entities which need not be members of the board.

**Art. 14.** The minutes of any meeting of the Board of Directors and of any general meeting of shareholders shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided at such meeting.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by such chairman, or by the secretary, or by any two directors.

**Art. 15.** The Board of Directors shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy for the investments relating to each Sub-Fund and the course of conduct of the management and business affairs of the Corporation.

In compliance with the requirements set forth by the 2010 Law and detailed in the prospectus, the Board of Directors shall also determine any restrictions which shall from time to time be applicable to the investments of the Corporation.

The Board of Directors may cause the assets of the Corporation to be invested in:

(i) transferable securities or money market instruments;

(ii) shares or units of other undertakings for collective investment;

(iii) deposits with credit institutions, which are repayable on demand or have the right to be withdrawn and which are maturing in no more than 12 months;

(iv) financial derivatives instruments.

The Corporation is further authorized to employ techniques and instruments relating to transferable securities and money market instruments as specified in the sales documents of the Shares of the Corporation.

The investment policy of the Corporation may replicate the composition of an index of equity securities or debt securities recognized by the Luxembourg supervisory authority.

The Corporation may in particular purchase the above mentioned assets on any regulated market or stock exchange in the European Union or in any other regulated market or stock exchange outside of the European Union, or of any State of America, Africa, Asia, Australia or Oceania as specified in the sales documents of the Shares of the Corporation.

The Corporation may also invest in recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a regulated market or stock exchange in the European Union or in any other regulated market or stock exchange outside of the European Union and that such admission be secured within one year of the issue.

The Corporation may invest up to a maximum of 35% of its net assets of any Sub-Fund in transferable securities issued or guaranteed by a member state of the European Union (a "Member State"), its local authorities, by another Eligible State or by public international bodies of which one or more Member States are members.

In accordance with the principle of risk spreading, the Corporation may further invest up to 100% of its net assets of any Sub-Fund in transferable securities and money market instruments issued or guaranteed by a Member State, by its local authorities, or by another member state of the Organization for Economic Cooperation and Development ("OECD"), or by public international bodies of which one or more Member States are members, provided that the Corporation holds securities from at least six different issues and securities from any one issue do not account for more than 30% of its total net assets of the relevant Sub-Fund.

Investments of the Corporation may be made either directly or indirectly through wholly-owned intermediate subsidiaries incorporated in any suitable jurisdiction and carrying on management activities exclusively for the Corporation, and primarily, but not solely, for the purposes of greater tax efficiency. Any reference in these Articles to "investments" and "assets" shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries.

**Art. 16.** No contract or other transaction between the Corporation and any other corporation or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Corporation is interested in, or is a director, associate, officer or employee of such other corporation or firm.

Any director or officer of the Corporation who serves as a director, associate, officer or employee of any corporation or firm with which the Corporation shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Corporation may have any personal interest in any transaction of the Corporation, such director or officer shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving Banca Monte dei Paschi di Siena S.p.A. or Gruppo Monte Paschi Asset Management S.p.A. and their subsidiaries and associated companies or such other corporation or entity as may from time to time be determined by the Board of Directors in its discretion.

**Art. 17.** The Corporation may indemnify any director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation or, at its request, of any other corporation of which the Corporation is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

**Art. 18.** The Corporation will be bound by the joint signature of any two directors or by the individual signature of any director duly authorised or by the individual signature of any duly authorised officer of the Corporation or by the individual signature of any other person to whom authority has been delegated by the Board of Directors.

**Art. 19.** The operations of the Corporation and its financial situation including particularly its books shall be supervised by one or several auditors ("réviseur d'entreprises agréé") who shall satisfy the requirements of Luxembourg law as to honourableness and professional experience and who shall carry out the duties prescribed by the 2010 Law.

Such an auditor will be appointed by the shareholders at their annual general meeting and will act as such until being replaced by its successor.

**Art. 20.** As is more especially prescribed hereinbelow, the Corporation has the power to redeem its own shares at any time within the sole limitations set forth by law.

Any shareholder may at any time request the redemption of all or part of his shares by the Corporation subject to such advance notice as the Board of Directors may determine. The redemption price shall be paid in no event no later than 15 Luxembourg bank business days from the applicable Valuation Day and shall be equal to the relevant per share Net Asset Value determined in accordance with the provisions of Article twenty-two hereof less a redemption charge, if any, as determined by the Board of Directors. Any such request must be filed by such shareholder in written form at the registered office of the Corporation in Luxembourg or with any other person or entity appointed by the Corporation as its agent for redemption of shares, with the delivery of the proper evidence of transfer or assignment.

Shares of the capital of the Corporation redeemed by the Corporation shall be cancelled.

The Corporation shall not be bound to redeem and convert on any Valuation Day more than 10% of the number of shares of any Sub-Fund outstanding on such Valuation Day. Redemptions and conversions may accordingly be deferred by the Corporation and will then be dealt with on the next Valuation Day (but subject always to the foregoing limit). For this purpose, requests for redemption and conversion so deferred will be given priority to subsequently received requests.

Any request for redemption or conversion shall be irrevocable except in the event of suspension of redemptions and conversions pursuant to the related provisions of Article twenty-one hereof. In the absence of revocation, redemptions and conversions will occur as of the first applicable Valuation Day after the end of the suspension.

Subject to any limitation or provision contained in the sales documents any shareholder may request conversion of all or part of his shares corresponding to a particular Class and Sub-Fund into shares of another existing Class and/or Sub-Fund, based on the Net Asset Value per share of the Sub-Funds involved. The conversion formula is determined from time to time by the Board of Directors and disclosed in the current sales documents of the Corporation.

The Board of Directors may, from time to time, fix for any particular Class or Sub-Fund a minimum redemption or conversion amount, all as disclosed in the current sales documents of the Corporation.

The Board of Directors may also limit or even suppress the right of conversion for any particular Sub-Fund.

**Art. 21.** For the purpose of determining the issue, redemption and conversion price per share, the Net Asset Value of shares shall be determined by the Corporation, or by any other person or entity appointed by the Corporation as its agent for this purpose, from time to time, but in no instance less than twice monthly, as the Board of Directors may determine (every such day for determination of Net Asset Value being referred to herein as a "Valuation Day") provided that in any case where any Valuation Day would fall on a day observed as a holiday by banks in Luxembourg, such Valuation Day shall then be the next following bank business day in Luxembourg.

If since the last Valuation Day there has been a material change in the quotations on the markets on which a substantial portion of the investments of the Corporation attributable to a particular Sub-Fund is dealt in or listed, the Board of Directors may, in order to safeguard the interests of the shareholders and the Corporation, cancel the first valuation and carry out a second valuation.

The Corporation may suspend from time to time the determination of the Net Asset Value of shares of any particular Sub-Fund and the issue and redemption of the shares in such Sub-Fund as well as the conversion from and to shares of such Sub-Fund during

a) any period when any of the principal stock exchanges, regulated markets or other regulated markets in a Member State or in an other state on which a substantial portion of the investments of any Sub-Fund of the Corporation from time to time is quoted, is closed otherwise than for ordinary holidays, or during which dealings thereon are restricted or suspended;

b) the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by any Sub-Fund of the Corporation would be impracticable;

c) any breakdown in the means of communication normally employed in determining the price or value of any of the investments attributable to any Sub-Fund or the current prices or values on any market or stock exchange;

d) any period when the Corporation is unable to repatriate funds for the purpose of making payments on the redemption of shares of any Sub-Fund or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares of any Sub-Fund cannot in the opinion of the Board of Directors be effected at normal prices or rates of exchange;

e) any period when the Corporation is being or may be liquidated or as from the date on which notice is given of a meeting of shareholders at which a resolution to liquidate the Corporation is proposed.

Any such suspension shall be notified to investors requesting issue, redemption or conversion of shares by the Corporation at the time of the application for such issue, redemption or conversion and shall be published by the Corporation (if in the opinion of the directors it is likely to exceed fourteen days).

Such suspension as to any Sub-Fund shall have no effect on the determination of the Net Asset Value, the issue, redemption and conversion of the shares of any other Sub-Fund.

Pending issues, redemptions or conversions are taken into consideration on the next following Valuation Day after the end of such suspension.

**Art. 22.** The Net Asset Value of shares of each Sub-Fund in the Corporation shall be expressed in the currency of the relevant Sub-Fund (except that when there exists any state of affairs which, in the opinion of the Board of Directors, makes the determination in such currency either not reasonably practical or prejudicial to the shareholders, the Net Asset Value may temporarily be determined in such other currency as the Board of Directors may determine) as a per share figure and shall be determined in respect of any Valuation Day by dividing the net assets of the Corporation corresponding to each Sub-Fund (being the value of the assets of the Corporation corresponding to such Sub-Fund less the liabilities attributable to such Sub-Fund) by the number of shares of the relevant Sub-Fund then outstanding.

A. The assets of the Corporation may include:

a) all cash on hand or on deposit, including any interest accrued thereon;

b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered);

c) all bonds, time notes, shares, debenture stocks, stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Corporation;

d) all stocks, stock dividends, cash dividends and cash distributions receivable by the Corporation (provided that the Corporation may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

e) all interest accrued on any interest-bearing securities owned by the Corporation except to the extent that the same is included or reflected in the principal amount of such security;

f) the preliminary expenses of the Corporation insofar as the same have not been written off, and

g) all other assets of every kind and nature, including prepaid expenses.

The value of such assets shall, in principle, be determined as follows:

6) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Board of Directors may consider appropriate in such case to reflect the true value thereof.

7) The value of transferable securities, money market instruments and any financial liquid assets listed or dealt in on a stock exchange, on a regulated market or on any other regulated market of a Member State or of an other state, shall be based on the last available closing or settlement price in the relevant market prior to the time of valuation, or any other price deemed appropriate by the Board of Directors.

8) The value of any assets held in a Sub-Fund's portfolio which are not listed or dealt on a stock exchange, on an regulated market or on any other regulated market of a member state or of an other State or on, with respect to assets quoted or dealt in on any stock exchange or dealt in on any such regulated markets, the last available closing or settlement price is not representative of their value, such assets are stated at fair market value or otherwise at the fair value at which it is expected they may be resold, as determined in good faith by or under the direction of the Board of Directors.

9) Units or shares of open-ended undertakings for collective investment ("UCI") will be valued at their last determined and available net asset value or, if such price is not representative of the fair market value of such assets, then the price shall be determined by the Corporation on a fair and equitable basis. Units or shares of a closed-ended UCI will be valued at their last available stock market value.

10) The liquidating value of futures, forward or options contracts not traded on a stock exchange or on regulated markets, or on other regulated markets shall mean their net liquidating value determined, pursuant to the policies established by the Board of Directors, on a basis consistently applied for each different variety of contracts. The value of futures, forward or options contracts traded on a stock exchange or on regulated markets, or on other regulated markets shall be based upon the last available settlement or closing prices as applicable to these contracts on a stock exchange

or on regulated markets, or on other regulated markets on which the particular futures, forward or options contracts are traded on behalf of the Corporation; provided that if a future, forward or options contract could not be liquidated on the day with respect to which assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable.

The Corporation is entitled to deviate from the valuation rules set out in (2), (3), (4) and (5) above in valuing the assets attributable to any given Class by adding to the prices referred to in (2), (3), (4) and (5) above an amount reflecting the estimated cost of the acquisition of corresponding assets, in the event the Corporation expects further investments to be made on behalf of the Sub-Fund which such Class belongs, or by deducting from the prices referred to in (2), (3), (4) and (5) above an amount reflecting the estimated cost of the disposal of such assets, in the event the Corporation expects investments attributable to such Sub-Fund to which such Class belongs to be sold.

The Board of Directors, in its discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset.

B. The liabilities of the Corporation may include:

a) all loans, bills and accounts payable;

b) all accrued or payable administrative fees and expenses (including but not limited to investment advisory fees, custodian fees and central administrative fees);

c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Corporation where the Valuation Day falls on the record date for determination of the persons entitled thereto or is subsequent thereto;

d) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Corporation, and other reserves if any authorised and approved by the Board of Directors; and

e) all other liabilities of the Corporation of whatsoever kind and nature except liabilities represented by shares in the Corporation. In determining the amount of such liabilities the Corporation shall take into account all expenses payable by the Corporation comprising formation expenses, fees and expenses payable to its investment advisers or investment managers, accountant, custodian, administrative, domiciliary, registrar and transfer agents, paying agents and permanent representatives in places of registration, any other agent employed by the Corporation, fees for legal and auditing services, stock exchange listing costs, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of prospectuses, explanatory memoranda or registration statements, financial reports, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges, brokerage and communication expenses.

The Corporation may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

C. The net assets of the Corporation shall mean the assets of the Corporation as hereinabove defined less the liabilities as hereinabove defined, on the Valuation Day on which the Net Asset Value of the shares is determined. The capital of the Corporation shall be at any time equal to the total net assets of the Corporation, comprising net assets of all Sub-Funds, Euro being the base currency.

D. Allocation of assets and liabilities:

The Board of Directors shall establish a pool of assets for each Sub-Fund in the following manner:

a) the proceeds from the issue of shares of each Sub-Fund shall be applied in the books of the Corporation to the Sub-Fund established for the relevant Class of shares and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Sub-Fund, subject to the provisions of this Article;

b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Corporation to the same Sub-Fund as the asset from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant Sub-Fund;

c) where the Corporation incurs a liability which relates to any asset of a particular Sub-Fund or to any action taken in connection with an asset of a particular Sub-Fund, such liability shall be allocated to the relevant Sub-Fund;

d) in the case where any asset or liability of the Corporation cannot be considered as being attributable to a particular Sub-Fund, such asset or liability shall be allocated to all the Sub-Funds in equal parts or, if the amounts so require, pro rata to the value of the respective net assets of each Sub-Fund or in such other manner as determined by the Board of Directors acting in good faith.

e) upon the payment of dividends to the shareholders in any Sub-Fund, the Net Asset Value of such Sub-Fund shall be reduced by the amount of such dividends.

The Board of Directors may reallocate any asset or liability previously allocated by them if in their opinion circumstances so require. All liabilities, whatever Sub-Fund they are attributable to, shall, unless otherwise agreed upon with the creditors, be binding upon the Corporation as a whole.

E. In case where dividend shares and capitalisation shares are issued in a Sub-Fund as provided in Article five hereof, the Net Asset Value per share of each Class of shares of the relevant Sub-Fund is computed by dividing the net assets of the relevant Sub-Fund attributable to each Class by the number of shares of each Class then outstanding.

The percentage of net assets of the relevant Sub-Fund to be attributed to each Class of shares which has been initially the same as the percentage of the total number of shares represented by such Class, changes pursuant to dividends or other distributions with respect to dividend shares in the following manner:

a) at the time of any dividend or other distribution with respect to dividend shares, the net assets attributable to such Class shall be reduced by the amount of such dividend or other distribution (thus decreasing the percentage of net assets of the relevant Sub-Fund attributable to the dividend shares) and the net assets attributable to the capitalisation shares shall remain the same (thus increasing the percentage of net assets of the relevant Sub-Fund attributable to the capitalisation shares);

b) at the time of any increase of the capital of the Corporation pursuant to the issue of new shares of either Class, the net assets attributable to the corresponding Class shall be increased by the amount received with respect to such issue;

c) at the time of redemption by the Corporation of shares of either Class, the net assets attributable to the corresponding Class shall be decreased by the amount paid for with respect to such redemption;

d) at the time of conversion of shares of one Class into shares of the other Class, the net assets attributable to such Class shall be decreased by the Net Asset Value of the shares converted and the Net Asset Value attributable to the corresponding Class shall be increased by such amount.

F. For the purposes of this Article:

a) shares of the Corporation to be redeemed shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day referred to in this Article, and from such time and until paid the price therefore shall be deemed to be a liability of the Corporation;

b) shares to be issued by the Corporation pursuant to subscription applications received shall be treated as being in issue as from the close of business on the Valuation Day referred to in this Article and such price, until received by the Corporation, shall be deemed to be a debt due to the Corporation;

c) all investments, cash balances and other assets of the Corporation expressed otherwise than in Euro shall be valued after taking into account the market rate or rates of exchange in force at the date for determination of the Net Asset Value of shares; and

d) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Corporation on such Valuation Day, to the extent practicable.

**Art. 23.** Whenever the Corporation shall offer shares of any Sub-Fund for subscription, the price per share at which such shares shall be offered and sold shall be the Net Asset Value as hereinabove defined for the relevant Class and Sub-Fund plus, as the case may be, such commissions as the sales documents may provide. Any remuneration to agents active in the placing of the shares shall be paid out of such commissions. The price so determined shall be payable within the time period established by the Board of Directors but in no event no later than 7 Luxembourg bank business days from the applicable Valuation Day.

**Art. 24.** The financial year of the Corporation shall begin on the first day of January in each year and shall terminate on the last day of December of the next year.

**Art. 25.** For each Sub-Fund and with respect to dividend shares, the general meeting of shareholders may, upon the proposal of the Board of Directors and within the limits provided by law, resolve a distribution of dividends to such shareholders.

The Board of Directors may also declare interim dividends with respect to dividend shares.

Any resolution of a general meeting of shareholders deciding whether or not dividends are to be distributed to shareholders of any Sub-Fund entitled thereto shall, in addition, be subject to a prior vote of the shareholders of the relevant Class, as far as these shareholders are present or represented, deciding at the quorum and majority requirements provided by Article ten hereabove.

No dividends shall be paid on capitalisation shares. The holders of capitalisation shares participate equally in the results of the Corporation, their related part staying invested in the Corporation and remaining credited to the capitalisation shares.

**Art. 26.** In the event of a dissolution of the Corporation, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation.

The operations of liquidation will be carried out pursuant to the 2010 Law.

The net proceeds of liquidation corresponding to each Sub-Fund shall be distributed by the liquidators to the holders of shares of each Sub-Fund in proportion to their holding in the respective Sub-Fund(s).

The Board of Directors is entitled to decide on an automatic dissolution of a Sub-Fund if the net assets fall under a limit as fixed from time to time by the Board of Directors.

The death or the dissolution of the single shareholder (or any other shareholder) shall not lead to the dissolution of the Corporation.

**Art. 27.** These Articles of Incorporation may be amended from time to time by a general meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg.

Any amendment affecting the rights of the holders of shares of any Class vis-à-vis those of any other Class or Sub-Fund shall be subject, further, to the said quorum and majority requirements in respect of each such Class as far as the shareholders of this Class are present or represented.

**Art. 28.** All matters not governed by these Articles of Incorporation shall be determined in accordance with the Luxembourg law of 10 th August, 1915 on commercial companies and amendments thereto and the 2010 Law."

*Sixth resolution*

The meeting decides to modify the articles numbers following the amendments resolved hereabove.

There being no further business before the meeting, the same was thereupon adjourned.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing persons, this deed is worded in English.

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

The document having been read to the meeting, the members of the board of the meeting, all of whom are known to the notary by their names, surnames, civil status and residences, signed together with us, the notary, the present original deed, no shareholder expressing the wish to sign.

Signé: Martinet, Kahn, Dobson, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 20 juin 2013. Relation: EAC/2013/7972. Reçu soixante-quinze euros (75,- €).

*Le Receveur ff.* (signé): M. Halsdorf.

Pour expédition conforme délivrée aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

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(130116382) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 juillet 2013.

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**Eleanore Luxembourg I S.à r.l., Société à responsabilité limitée.**

Siège social: L-8011 Strassen, 179, route d'Arlon.

R.C.S. Luxembourg B 177.581.

STATUTES

In the year two thousand and thirteen, on the twenty eighth day of May.

Before Maître Francis Kesseler, notary residing in Esch-sur-Alzette, Grand-Duchy of Luxembourg, undersigned.

Appears:

Mr. Patokh Chodiev residing in CH-8832 Wilen, 27, Höh-Rohnenweg (Switzerland), hereby duly represented by Mrs. Sofia Afonso-Da Chao Conde, private employee, with professional address at 5, rue Zénon Bernard, L-4030 Esch-sur-Alzette, Grand-Duchy of Luxembourg, by virtue of a power of attorney given under private seal.

The before said proxy, being initialed "ne varietur" by the appearing party and the undersigned notary, shall remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party, in the capacity of which he acts, has requested the notary to draw up the following articles of a "société à responsabilité limitée" which such party declares to incorporate.

**Name - Object - Registered office - Duration**

**Art. 1.** There is hereby formed a "société à responsabilité limitée", limited liability company (the "Company"), governed by the present articles of association (the "Articles") and by current Luxembourg laws (the "Law"), in particular the law of 10 August 1915 on Commercial Companies, as amended in particular by the law of 18 September 1933 and of 28 December 1992 on "sociétés à responsabilité limitée" (the "Commercial Companies Law").

**Art. 2.** The Company's name is "Eleanore Luxembourg I S.à r.l.".

**Art. 3.** The Company's purpose is:

(1) To take participations and interests, in any form whatsoever, in any commercial, industrial, financial or other, Luxembourg or foreign companies or enterprises;

(2) To acquire through participations, contributions, underwriting, purchases or options, negotiation or in any other way any securities, rights, patents and licenses and other property, rights and interest in property as the Company shall deem fit;

(3) Generally to hold, manage, develop, sell or dispose of the same, in whole or in part, for such consideration as the Company may think fit, and in particular for shares or securities of any company purchasing the same;

(4) To enter into, assist or participate in financial, commercial and other transactions;

(5) To grant to any holding company, subsidiary, or fellow subsidiary, or any other company which belong to the same group of companies than the Company (the "Affiliates") any assistance, loans, advances or guarantees (in the latter case, even in favour of a third-party lender of the Affiliates);

(6) To borrow and raise money in any manner and to secure the repayment of any money borrowed; and

(7) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.

The Company can perform all commercial, technical and financial operations, connected directly or indirectly in all areas as described above in order to facilitate the accomplishment of its purpose.

**Art. 4.** The Company has its registered office in the City of Strassen, Grand-Duchy of Luxembourg.

The registered office may be transferred within the municipality of the City of Strassen by decision of the board of managers or the sole manager (as the case may be).

The registered office of the Company may be transferred to any other place in the Grand-Duchy of Luxembourg or abroad by means of a resolution of an extraordinary general meeting of shareholders or of the sole shareholder (as the case may be) adopted under the conditions required by the Law.

The Company may have offices and branches (whether or not a permanent establishment) both in Luxembourg and abroad.

In the event that the board of managers or the sole manager (as the case may be) should determine that extraordinary political, economic or social developments have occurred or are imminent that would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances; such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg company. Such temporary measures will be taken and notified to any interested parties by the board of managers or the sole manager (as the case may be) of the Company.

**Art. 5.** The Company is constituted for an unlimited duration.

**Art. 6.** The life of the Company does not come to an end by death, suspension of civil rights, bankruptcy or insolvency of any shareholder.

**Art. 7.** The creditors, representatives, rightful owner or heirs of any shareholder are not allowed, in any circumstances, to require the sealing of the assets and documents of the Company, nor to interfere in any manner in the management of the Company. They must for the exercise of their rights refer to financial statements and to the decisions of the meetings of shareholders or of the sole shareholder (as the case may be).

## Capital - Shares

**Art. 8.** The Company's share capital is set at USD 40,000 (forty thousand United States Dollars), represented by 40,000 (forty thousand) shares with a nominal value of USD 1 (one United States Dollar) each.

The amount of the share capital of the Company may be increased or reduced by means of a resolution of the extraordinary general meeting of shareholders or of the sole shareholder (as the case may be) adopted under the conditions required for amendment of the Articles.

**Art. 9.** Each share confers an identical voting right and each shareholder has voting rights commensurate to his shareholding.

**Art. 10.** The shares are freely transferable among the shareholders.

Shares may not be transferred "inter vivos" to non-shareholders unless shareholders representing at least three quarter of the share capital shall have agreed thereto in a general meeting.

Furthermore, the provisions of Articles 189 and 190 of the Commercial Companies Law shall apply.

The shares are indivisible with regard to the Company, which admits only one owner per share.

**Art. 11.** The Company shall have power to redeem its own shares.

Such redemption shall be carried out by means of a resolution of an extraordinary general meeting of the shareholders or of the sole shareholder (as the case may be), adopted under the conditions required for amendment of the Articles, provided that such redemption has been proposed to each shareholder of the same class in the proportion of the capital or of the class of shares concerned represented by their shares.

However, if the redemption price is in excess of the nominal value of the shares to be redeemed, the redemption may only be decided to the extent that the excess purchase price may not exceed total profits made since the end of the last financial year for which the annual accounts have been approved, plus any profits carried forward and sums drawn from reserves available for this purpose, less losses carried forward and any sums to be placed to reserve pursuant to the requirements of the Law or of Articles.

Such redeemed shares shall be cancelled by reduction of the share capital.

**Management**

**Art. 12.** The Company will be managed by one or more managers. If several managers have been appointed, they will constitute a board of managers composed of one or several category A manager(s) and of one or several category B manager(s). The manager(s) need not be shareholders of the Company.

The manager(s) shall be appointed and designated as category A manager or category B manager, and her/his/its/their remuneration determined, by a resolution of the general meeting of shareholders taken by simple majority of the votes cast, or of the sole shareholder (as the case may be). The remuneration of the manager(s) can be modified by a resolution taken at the same majority conditions.

The general meeting of shareholders or the sole shareholder (as the case may be) may, at any time and ad nutum, remove and replace any manager.

All powers not expressly reserved by the Law or the Articles to the general meeting of shareholders or to the sole shareholder (as the case may be) fall within the competence of the board of managers, or of the sole manager (as the case may be).

In dealing with third parties, the manager, or, in case of plurality of managers, the board of managers, will have all powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company's object, provided the terms of these Articles shall have been complied with.

The Company shall be bound by the sole signature of its single manager, and, in case of plurality of managers, by the joint signature of one category A manager and one category B manager.

The board of managers or the sole manager (as the case may be), may from time to time sub-delegate her/his/its powers for specific tasks to one or several ad hoc agent(s) who need not be shareholder(s) or manager(s) of the Company.

The board of managers, or the sole manager (as the case may be) will determine the powers, duties and remuneration (if any) of its agent(s), the duration of the period of representation and any other relevant conditions of his/their agency.

**Art. 13.** In case of plurality of managers, the decisions of the managers are taken by meeting of the board of managers.

The board of managers shall appoint from among its members a chairman which in case of tie vote, shall have a casting vote. The chairman shall preside at all meetings of the board of managers. In case of absence of the chairman, the board of managers shall be chaired by a manager present and appointed for that purpose. It may also appoint a secretary, who needs not to be a manager, who shall be responsible for keeping the minutes of the meetings of the board of managers or for such other matter as may be specified by the board of managers.

The board of managers shall meet when convened by one manager.

Notice of any meeting of the board of managers shall be given to all managers at least 2 (two) days in advance of the time set for such meeting except in the event of emergency, the nature of which is to be set forth in the minute of the meeting.

Any convening notice shall specify the time and place of the meeting and the nature of the business to be transacted.

Convening notices can be given to each manager by word of mouth, in writing or by fax, cable, telegram, telex, electronic means or by any other suitable communication means.

The notice may be waived by the consent, in writing or by fax, cable, telegram, telex, electronic means or by any other suitable communication means, of each manager.

The meeting will be duly held without prior notice if all the managers are present or duly represented.

No separate notice is required for meetings held at times and places specified in a schedule previously adopted by a resolution of the board of managers.

Any manager may act at any meeting of managers by appointing in writing or by fax, cable, telegram, telex or electronic means another manager as his proxy.

A manager may represent more than one manager.

The managers may participate in a board of managers meeting by phone, videoconference, or any other suitable telecommunication means allowing all persons participating in the meeting to hear each other at the same time.

Such participation in a meeting is deemed equivalent to participation in person at a meeting of the managers.

The board of managers can validly deliberate and act only if the majority of its members is present or represented, including at least one category A manager and one category B manager.

Decisions of the board of managers are adopted by the majority of the managers participating to the meeting or duly represented thereto including at least one category A manager and one category B manager.

The deliberations of the board of managers shall be recorded in the minutes, which have to be signed by the chairman or one category A manager and one category B manager. Any transcript of or excerpt from these minutes shall be signed by the chairman or one category A manager and one category B manager.

Resolutions in writing approved and signed by all managers shall have the same effect as resolutions passed at a managers' meeting.

In such cases, written resolutions can either be documented in a single document or in several separate documents having the same content.

Written resolutions may be transmitted by ordinary mail, fax, cable, telegram, telex, electronic means, or any other suitable telecommunication means.

**Art. 14.** Any manager does not contract in his function any personal obligation concerning the commitments regularly taken by him in the name of the Company; as a representative of the Company, he is only responsible for the execution of his mandate.

### General meetings of shareholders

**Art. 15.** In case of plurality of shareholders, decisions of the shareholders are taken as follows:

The holding of a shareholders meeting is not compulsory as long as the shareholders number is less than 25 (twenty-five). In such case, each shareholder shall receive the whole text of each resolution or decision to be taken, transmitted in writing or by fax, cable, telegram, telex, electronic means or any other suitable telecommunication means. Each shareholder shall vote in writing.

If the shareholders number exceeds 25 (twenty-five), the decisions of the shareholders are taken by meetings of the shareholders. In such a case 1 (one) general meeting shall be held at least annually in Luxembourg within 6 (six) months of the closing of the last financial year. Other general meetings of shareholders may be held in the Grand-Duchy of Luxembourg at any time specified in the notice of the meeting.

**Art. 16.** General meetings of shareholders are convened and written shareholders resolutions are proposed by the board of managers, or the sole manager (as the case may be), failing which by shareholders representing more than half of the share capital of the Company.

Written notices convening a general meeting and setting forth the agenda shall be made pursuant to the Law and shall be sent to each shareholder at least 8 (eight) days before the meeting, except for the annual general meeting for which the notice shall be sent at least 21 (twenty-one) days prior to the date of the meeting.

All notices must specify the time and place of the meeting.

If all shareholders are present or represented at the general meeting and state that they have been duly informed of the agenda of the meeting, the general meeting may be held without prior notice.

Any shareholder may act at any general meeting by appointing in writing or by fax, cable, telegram, telex, electronic means or by any other suitable telecommunication means another person who needs not be shareholder.

Each shareholder may participate in general meetings of shareholders.

Resolutions at the meetings of shareholders or resolutions proposed in writing to the shareholders are validly taken in so far as they are adopted by shareholders representing more than half of the share capital of the Company.

If this quorum is not formed at a first meeting or at the first consultation, the shareholders are immediately convened or consulted a second time by registered letter and resolutions will be taken at the majority of the vote cast, regardless of the portion of capital represented.

However, resolutions to amend the Articles shall only be taken by an extraordinary general meeting of shareholders, at a majority of shareholders representing at least three-quarters of the share capital of the Company.

A sole shareholder exercises alone the powers devolved to the meeting of shareholders by the Law.

Except in case of current operations concluded under normal conditions, contracts concluded between the sole shareholder and the Company have to be recorded in minutes or drawn-up in writing.

### Financial year - Balance sheet

**Art. 17.** The Company's financial year begins on 1 September and closes on 31 August.

**Art. 18.** Each year, as of 31 August, the board of managers, or the sole manager (as the case may be) will draw up the balance sheet which will contain a record of the properties of the Company together with its debts and liabilities and be accompanied by an annex containing a summary of all its commitments and the debts of the manager(s), statutory auditor(s) (if any) and shareholder(s) toward the Company.

At the same time the board of managers or the sole manager (as the case may be) will prepare a profit and loss account, which will be submitted to the general meeting of shareholders together with the balance sheet.

**Art. 19.** Each shareholder may inspect at the head office the inventory, the balance sheet and the profit and loss account.

If the shareholders' number exceeds 25 (twenty-five), such inspection shall be permitted only during the 15 (fifteen) days preceding the annual general meeting of shareholders.

### Supervision of the company

**Art. 20.** If the shareholders number exceeds 25 (twenty-five), the supervision of the Company shall be entrusted to one or more statutory auditor(s) ("commissaires"), who may or may not be shareholder(s).

Each statutory auditor shall serve for a term ending on the date of the annual general meeting of shareholders following their appointment dealing with the approval of the annual accounts.

At the end of this period and of each subsequent period, the statutory auditor(s) can be renewed in its/their function by a new resolution of the general meeting of shareholders or of the sole shareholder (as the case may be) until the holding of the next annual general meeting dealing with the approval of the annual accounts.

Where the thresholds of Article 35 of the law of 19 December 2002 on the Luxembourg Trade and Companies Register are met, the Company shall have its annual accounts audited by one or more qualified auditors ("réviseurs d'entreprises agréés") appointed by the general meeting of shareholders or the sole shareholder (as the case may be) amongst the members of the " Institut des réviseurs d'entreprises".

Notwithstanding the thresholds above mentioned, at any time, one or more qualified auditors may be appointed by resolution of the general meeting of shareholders or of the sole shareholder (as the case may be) that shall decide the terms and conditions of his/their mandate.

## Dividend - Reserves

**Art. 21.** The credit balance of the profit and loss account, after deduction of the expenses, costs, amortisations, charges and provisions represents the net profit of the Company.

Every year 5% (five percent) of the net profit will be transferred to the statutory reserve.

This deduction ceases to be compulsory when the statutory reserve amounts to one tenth of the issued share capital, as decreased or increased from time to time, but shall again become compulsory if the statutory reserve falls below such one tenth.

The general meeting of shareholders at the majority vote determined by the Law or the sole shareholder (as the case may be) may decide at any time that the excess be distributed to the shareholder(s) proportionally to the shares they hold, as dividends or be carried forward or transferred to an extraordinary reserve.

**Art. 22.** Notwithstanding the provisions of the preceding article, the general meeting of shareholders of the Company, or the sole shareholder (as the case may be) upon proposal of the board of managers or the sole manager (as the case may be), may decide to pay interim dividends before the end of the current financial year, on the basis of a statement of accounts prepared by the board of managers or the sole manager (as the case may be), and showing that sufficient funds are available for distribution, it being understood that the amount to be distributed may not exceed realised profits since the end of the last financial year, increased by profits carried forward and available reserves, less losses carried forward and sums to be allocated to a reserve to be established according to the Law or the Articles.

## Winding-up - Liquidation

**Art. 23.** The general meeting of shareholders under the conditions required for amendment of the Articles, or the sole shareholder (as the case may be) may resolve the dissolution of the Company.

**Art. 24.** The general meeting of shareholders with the consent of at least half of the shareholders holding three quarters of the share capital shall appoint one or more liquidator(s), physical or legal person(s) and determine the method of liquidation, the powers of the liquidator(s) and their remuneration.

When the liquidation of the Company is closed, the liquidation proceeds of the Company will be allocated to the shareholders proportionally to the shares they hold.

## Applicable law

**Art. 25.** Reference is made to the provisions of the Law for which no specific provision is made in these Articles.

*Transitory measures*

Exceptionally, the first financial year shall begin today and end on 31 August 2014.

*Subscription - Payment*

- Mr. Patokh Chodiev here represented as mentioned above, subscribes to 40,000 (forty thousand) shares. The shares having been fully paid up in cash, so that the amount of USD 40,000 (forty thousand United States Dollars) is at the disposal of the Company.

*Description of the contribution*

The contribution made by Mr. Patokh Chodiev against the issuance of shares in the Company is composed of USD 40,000 (forty thousand United States Dollars) in cash.

*Evidence of the contribution's existence*

Proof of the contribution's existence has been given.

*Estimate of costs*

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with its incorporation, are estimated at about one thousand eight hundred euro (EUR 1,800.-).

*Resolutions of the sole shareholder*

Immediately after the incorporation of the Company, the shareholder of the Company, representing the entirety of the subscribed capital, passed the following resolutions:

1. The number of managers is fixed at one.

2. Is appointed for unlimited duration:

- Mr. Akmal Bekmirzaev, residing professionally at 179 route d'Arlon, L-8011 Strassen, Grand Duchy of Luxembourg as manager of the Company;

3. The registered office of the Company is set at 179, route d'Arlon, L-8011 Strassen, Grand Duchy of Luxembourg.

*Declaration*

The undersigned notary who understands and speaks English, hereby states that on request of the above mentioned appearing person, the present incorporation deed is worded in English, followed by a French version. On request of the same person and in case of discrepancies between the English and the French text, the English version will prevail.

Whereof this deed has been signed in Esch-sur-Alzette, on the date at the beginning of this document.

The document having been read to the proxy holder of the appearing party, said proy holder signed with us, the notary, the present original deed.

**Follow the French version**

L'an deux mille treize, le vingt huit du mois de mai.

Par-devant Maître Francis Kesseler, notaire établi résidant à Esch-sur-Alzette, Grand-Duché de Luxembourg, soussigné.

Comparait:

Mr. Patokh Chodiev resident à CH-8832 Wilen, 27, Höh-Rohnenweg (Suisse), ici dûment représenté par Mme Sofia Afonso-Da Chao Conde, employée, avec adresse professionnelle au 5, rue Zénon Bernard, L-4030 Esch-sur-Alzette, Grand-Duché de Luxembourg, en vertu d'une procuration donnée sous seing privé.

Ladite procuration, paraphée "ne varietur" par la partie comparante et le notaire instrumentant, demeurera annexée au présent acte pour être soumise avec celui-ci aux formalités de l'enregistrement.

La partie comparante, agissant en cette qualité, a requis du notaire de dresser les statuts suivants d'une société à responsabilité limitée qu'elle déclare constituer.

**Dénomination - Objet - Siège - Durée**

**Art. 1er.** Il est constitué par cet acte une société à responsabilité limitée (la «Société»), régie par les présents statuts (les «Statuts») et par les lois luxembourgeoises actuellement en vigueur (la «Loi»), notamment par celle du 10 août 1915 sur les sociétés commerciales, telle que modifiée notamment par la loi du 18 septembre 1933 et celle du 28 décembre 1992 sur les sociétés à responsabilité limitée (la «Loi sur les Sociétés Commerciales»).

**Art. 2.** La dénomination de la société est " Eleanore Luxembourg I S.à r.l. ".

**Art. 3.** L'objet de la Société est:

(1) De prendre des participations et intérêts, sous quelque forme que ce soit, dans toutes sociétés ou entreprises commerciales, industrielles, financières ou autres, luxembourgeoises ou étrangères;

(2) D'acquérir par voie de participation, d'apport, de souscription, de prise ferme ou d'option d'achat, de négociation et de toute autre manière tous titres, droits, valeurs, brevets et licences et autres droits réels, droits personnels et intérêts, comme la Société le jugera utile;

(3) De manière générale de les détenir, les gérer, les mettre en valeur et les céder en tout ou en partie, pour le prix que la Société jugera adapté et en particulier contre les parts ou titres de toute société les acquérant;

(4) De conclure, d'assister ou de participer à des transactions financières, commerciales ou autres;

(5) D'octroyer à toute société holding, filiale, ou toute autre société liée d'une manière ou d'une autre à la Société ou à toute société appartenant au même groupe de sociétés (les «Affiliées»), tous concours, prêts, avances ou garanties (dans ce dernier cas, même en faveur d'un tiers-prêteur des Affiliées);

(6) D'emprunter ou de lever des fonds de quelque manière que ce soit et de garantir le remboursement de toute somme empruntée; et

(7) De manière générale, de faire toute chose que la Société juge circonstanciel ou favorable à la réalisation des objets ci-dessus décrits ou à l'un quelconque d'entre eux.

La Société peut réaliser toutes opérations commerciales, techniques et financières, en relation directe ou indirecte avec les secteurs prédécrits et aux fins de faciliter l'accomplissement de son objet.

**Art. 4.** La Société a son siège social établi dans la commune de Strassen, Grand-Duché de Luxembourg.

Le siège social pourra être transféré dans la commune de Strassen par décision du conseil de gérance ou du gérant unique (selon le cas).

Le siège social de la Société pourra être transféré en tout autre lieu au Grand-Duché de Luxembourg ou à l'étranger par décision de l'assemblée générale extraordinaire des associés ou de l'associé unique (selon le cas) adoptée selon les conditions requises par la Loi.

La Société pourra ouvrir des bureaux ou succursales (sous forme d'établissement permanent ou non) tant au Grand-Duché de Luxembourg qu'à l'étranger.

Au cas où le conseil de gérance ou le gérant unique (selon le cas) estimerait que des événements extraordinaires d'ordre politique, économique ou social de nature à compromettre l'activité normale de la Société à son siège social, ou la communication aisée avec ce siège ou de ce siège avec l'étranger se sont produits ou sont imminents, il pourra transférer provisoirement le siège social à l'étranger jusqu'à cessation complète de ces circonstances anormales; ces mesures provisoires n'auront toutefois aucun effet sur la nationalité de la Société laquelle, nonobstant ce transfert provisoire du siège restera luxembourgeoise. Pareilles mesures provisoires seront prises et portées à la connaissance des tiers par le conseil de gérance ou le gérant unique (selon le cas) de la Société.

**Art. 5.** La Société est constituée pour une durée indéterminée.

**Art. 6.** Le décès, l'interdiction, la faillite ou la déconfiture d'un des associés ne mettent pas fin à la Société.

**Art. 7.** Les créanciers, représentants, ayants droit ou héritiers des associés ne pourront, pour quelque motif que ce soit, requérir l'apposition de scellés sur les biens et documents de la Société, ni s'immiscer en aucune manière dans les actes de son administration. Ils doivent pour l'exercice de leurs droits s'en rapporter aux inventaires sociaux et aux décisions des assemblées des associés ou de l'associé unique (selon le cas).

## Capital - Parts sociales

**Art. 8.** Le capital social est fixé à 40.000 USD (quarante mille dollars américains) représenté par 40.000 (quarante mille) parts sociales d'une valeur nominale de 1 USD (un dollar américain) chacune.

Le montant du capital social peut être augmenté ou réduit au moyen d'une résolution de l'assemblée générale des associés ou de l'associé unique (selon le cas), adoptée selon les conditions requises pour la modification des Statuts.

**Art. 9.** Chaque part sociale confère un droit de vote identique et chaque associé a un droit de vote proportionnel aux nombres de parts qu'il détient.

**Art. 10.** Les parts sociales sont librement cessibles entre associés.

Aucune cession de parts sociales entre vifs à un tiers non-associé ne peut être effectuée sans l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social.

Pour le reste, il est référé aux dispositions des articles 189 et 190 de la Loi sur les Sociétés Commerciales.

Les parts sociales sont indivisibles à l'égard de la Société, qui ne reconnaît qu'un seul propriétaire pour chacune d'elle.

**Art. 11.** La Société est autorisée à racheter ses propres parts sociales.

Un tel rachat sera décidé par une résolution de l'assemblée générale des associés ou de l'associé unique (selon le cas) par décision adoptée selon les conditions requises pour la modification des Statuts, à condition qu'un tel rachat ait été proposé à chaque associé de même catégorie en proportion de sa participation dans le capital social ou de la catégorie de parts sociales concernée, représentée par ses parts sociales.

Néanmoins, si le prix de rachat excède la valeur nominale des parts sociales rachetées, le rachat ne pourra être décidé que dans la mesure où le supplément du prix d'achat n'excède pas le total des bénéfices réalisés depuis la fin du dernier exercice social dont les comptes annuels ont été approuvés, augmenté des bénéfices reportés et de toutes sommes issues des réserves disponibles à cet effet, et diminué des pertes reportées ainsi que des sommes à porter en réserve conformément aux exigences de la Loi ou des Statuts.

Les parts sociales rachetées seront annulées par réduction du capital social.

## Gérance

**Art. 12.** La Société est gérée par un ou plusieurs gérants. Si plusieurs gérants sont nommés, ils constituent un conseil de gérance composé d'un ou plusieurs gérant(s) de catégorie A et d'un ou plusieurs gérant(s) de catégorie B. Le(s) gérant(s) ne sont pas obligatoirement associés de la Société.

Le(s) gérant(s) est/sont nommé(s) et désigné(s) comme gérant de catégorie A ou gérant de catégorie B, et sa/leur rémunération est fixée par résolution de l'assemblée générale des associés prise à la majorité simple des voix ou par décision de l'associé unique (selon le cas). La rémunération du/des gérant(s) peut être modifiée par résolution prise dans les mêmes conditions de majorité.

L'assemblée générale des associés ou l'associé unique (selon le cas) peut, «ad nutum» et à tout moment, révoquer ou remplacer tout gérant.

Tous les pouvoirs non expressément réservés à l'assemblée générale des associés ou à l'associé unique (selon le cas) par la Loi ou les Statuts seront de la compétence du conseil de gérance ou du gérant unique (selon le cas).

Vis-à-vis des tiers, le gérant ou, en cas de pluralité de gérants, le conseil de gérance, aura tous pouvoirs pour agir en toutes circonstances au nom de la Société et de réaliser et approuver tous actes et toutes opérations en relation avec l'objet social de la Société dans la mesure où les termes de ces Statuts auront été respectés.

La Société sera engagée par la seule signature du gérant unique et en cas de pluralité de gérants, par la signature conjointe d'un gérant de catégorie A et d'un gérant de catégorie B.

Le conseil de gérance, ou le gérant unique (selon le cas) peut, de temps en temps, subdéléguer une partie de ses pouvoirs pour des tâches spécifiques à un ou plusieurs agent(s) «ad hoc» qui n'est pas/ne sont pas nécessairement associé (s) ou gérant(s) de la Société.

Le conseil de gérance ou le gérant unique (selon le cas) détermine les pouvoirs, les responsabilités et la rémunération (s'il y a lieu) de cet/ces agent(s), la durée de son/leur mandat ainsi que toutes autres conditions de son/leur mandat.

**Art. 13.** En cas de pluralité de gérants, les décisions des gérants sont prises en réunion du conseil de gérance.

Le conseil de gérance désignera parmi ses membres un président qui en cas d'égalité de voix, aura un vote prépondérant. Le président présidera toutes les réunions du conseil de gérance. En cas d'absence du président, le conseil de gérance sera présidé par un gérant présent et nommé à cette fonction. Il peut également choisir un secrétaire, lequel n'est pas nécessairement gérant, qui sera responsable de la conservation des procès verbaux des réunions du conseil de gérance ou de l'exécution de toute autre tâche spécifiée par le conseil de gérance.

Le conseil de gérance se réunira suite à la convocation donnée par un gérant.

Pour chaque conseil de gérance, des convocations devront être établies et envoyées à chaque gérant au moins deux (2) jours avant la date prévue pour la réunion, sauf en cas d'urgence, la nature de cette urgence devant être déterminée dans le procès verbal de la réunion du conseil de gérance.

Toute convocation devra spécifier l'heure et le lieu de la réunion et la nature des activités à entreprendre.

Les convocations peuvent être faites aux gérants oralement, par écrit ou par téléfax, câble, télégramme, télex, moyens électroniques ou par tout autre moyen de communication approprié.

Chaque gérant peut renoncer à cette convocation par écrit ou par téléfax, câble, télégramme, télex, moyens électroniques ou par tout autre moyen de communication approprié.

La réunion du conseil de gérance se tiendra valablement sans convocation si tous les gérants sont présents ou dûment représentés.

Une convocation spécifique n'est pas requise pour les réunions du conseil de gérance qui se tiendront à l'heure et au lieu précisés dans d'une précédente résolution du conseil de gérance.

Tout gérant peut prendre part aux réunions du conseil de gérance en désignant par écrit ou par téléfax, câble, télégramme, télex ou moyens électroniques un autre gérant pour le représenter.

Un gérant peut représenter plusieurs autres gérants.

Tout gérant peut assister à une réunion du conseil de gérance par téléphone, vidéoconférence ou par tout autre moyen de communication approprié permettant à l'ensemble des personnes présentes lors de cette réunion de communiquer simultanément.

Une telle participation à une réunion du conseil de gérance est réputée équivalente à une présence physique à la réunion.

Le conseil de gérance peut valablement délibérer et agir seulement si la majorité des gérants y est présente ou représentée, dont au moins un gérant de catégorie A et un gérant de catégorie B.

Les décisions du conseil de gérance sont adoptées à la majorité des gérants participant au conseil ou y étant représentés, incluant au moins un gérant de catégorie A et un gérant de catégorie B.

Les délibérations du conseil de gérance sont transcrites dans un procès-verbal, qui est signé par le président ou par un gérant de catégorie A et un gérant de catégorie B conjointement. Tout extrait ou copie de ce procès-verbal devra être signé par le président ou par un gérant de catégorie A et un gérant de catégorie B conjointement.

Les résolutions écrites approuvées et signées par tous les gérants auront le même effet que les résolutions prises en conseil de gérance.

Dans de tels cas, les résolutions écrites peuvent soit être documentées dans un seul et même document, soit dans plusieurs documents ayant le même contenu.

Les résolutions écrites peuvent être transmises par lettre ordinaire téléfax, câble, télégramme, télex, moyens électroniques ou tout autre moyen de télécommunication approprié.

**Art. 14.** Aucun gérant ne contracte en raison de ses fonctions d'obligation personnelle quant aux engagements régulièrement pris par lui au nom de la Société; simple mandataire de la Société, il n'est responsable que de l'exécution de son mandat.

## Assemblée générale des associés

**Art. 15.** En cas de pluralité d'associés, les décisions des associés sont prises comme suit:

La tenue d'assemblées générales n'est pas obligatoire, tant que le nombre des associés est inférieur à 25 (vingt-cinq). Dans ce cas, chaque associé recevra le texte complet de chaque résolution ou décision à prendre, transmis par écrit ou par téléfax, câble, télégramme, télex, moyens électroniques ou tout autre moyen de télécommunication approprié. Chaque associé émettra son vote par écrit.

Si le nombre des associés excède 25 (vingt-cinq), les décisions des associés sont prises en assemblée générale des associés. Dans ce cas une assemblée générale annuelle est tenue à Luxembourg dans les 6 (six) mois de la clôture du dernier exercice social. Toute autre assemblée générale des associés peut se tenir au Grand-Duché de Luxembourg à l'heure et au jour fixé dans la convocation à l'assemblée.

**Art. 16.** Les assemblées générales des associés sont convoquées et des résolutions écrites d'associés sont proposées par le conseil de gérance ou par le gérant unique (selon le cas) ou, à défaut, par des associés représentant plus de la moitié du capital social de la Société.

Une convocation écrite convoquant une assemblée générale et indiquant l'ordre du jour est faite conformément à la Loi et est adressée à chaque associé au moins 8 (huit) jours avant l'assemblée, sauf pour l'assemblée générale annuelle pour laquelle la convocation sera envoyée au moins 21 (vingt et un) jours avant la date de l'assemblée.

Toutes les convocations doivent mentionner la date et le lieu de l'assemblée générale.

Si tous les associés sont présents ou représentés à l'assemblée générale et indiquent avoir été dûment informés de l'ordre du jour de l'assemblée, l'assemblée générale peut se tenir sans convocation préalable.

Tout associé peut se faire représenter à toute assemblée générale en désignant par écrit ou par téléfax, câble, télégramme, télex, moyens électroniques ou tout autre moyen de télécommunication approprié un tiers qui peut ne pas être associé.

Chaque associé a le droit de participer aux assemblées générales des associés.

Les résolutions des assemblées des associés ou les résolutions proposées par écrit aux associés ne sont valablement adoptées que pour autant qu'elles sont prises par des associés représentant plus de la moitié du capital social de la Société.

Si ce quorum n'est pas atteint lors de la première assemblée générale ou sur première consultation, les associés sont immédiatement convoqués ou consultés une seconde fois par lettre recommandée, et les résolutions seront adoptées à la majorité des votes exprimés quelle que soit la portion du capital représenté.

Toutefois, les décisions ayant pour objet une modification des Statuts ne pourront être prises qu'en assemblée générale extraordinaire des associés, à la majorité des associés représentant au moins les trois-quarts du capital social de la Société.

Un associé unique exerce seul les pouvoirs dévolus à l'assemblée générale des associés par les dispositions de la Loi.

Excepté en cas d'opérations courantes conclues dans des conditions normales, les contrats concluent entre l'associé unique et la Société doivent être inscrits dans un procès verbal ou établis par écrit.

## Exercice social - Comptes annuels

**Art. 17.** L'exercice social commence le 1 er septembre et se termine le 31 août.

**Art. 18.** Chaque année, au 31 août, le conseil de gérance ou le gérant unique (selon le cas) établira le bilan qui contiendra l'inventaire des avoirs de la Société et de toutes ses dettes avec une annexe contenant le résumé de tous ses engagements, ainsi que les dettes du (des) gérant(s), du (des) commissaire(s) (s'il en existe) et du (des) associé(s) envers la société.

Dans le même temps, le conseil de gérance ou le gérant unique (selon le cas) préparera un compte de profits et pertes qui sera soumis à l'assemblée générale des associés avec le bilan.

**Art. 19.** Tout associé peut prendre communication au siège social de la Société de l'inventaire, du bilan et du compte de profits et pertes.

Si le nombre des associés excède 25 (vingt-cinq), une telle communication ne sera autorisée que pendant les 15 (quinze) jours précédant l'assemblée générale annuelle des associés.

## Surveillance de la société

**Art. 20.** Si le nombre des associés excède 25 (vingt-cinq), la surveillance de la Société sera confiée à un ou plusieurs commissaire(s) aux comptes, associé(s) ou non.

Chaque commissaire aux comptes sera nommé pour une période expirant à la date de la prochaine assemblée générale annuelle des associés suivant sa nomination se prononçant sur l'approbation des comptes annuels.

A l'expiration de cette période, et de chaque période subséquente, le(s) commissaire(s) aux comptes pourra/pourront être renouvelé(s) dans ses/leurs fonction(s) par une nouvelle décision de l'assemblée générale des associés ou de l'associé unique (selon le cas) jusqu'à la tenue de la prochaine assemblée générale annuelle des associés se prononçant sur l'approbation des comptes annuels.

Lorsque les seuils de l'article 35 de la loi du 19 décembre 2002 sur le registre du commerce et des sociétés seront atteints, la Société confiera le contrôle de ses comptes annuels à un ou plusieurs réviseur(s) d'entreprises agréé(s) nommés par l'assemblée générale des associées ou l'associé unique (selon le cas), parmi les membres inscrits au registre public des réviseurs d'entreprises agréés tenu par la Commission de Surveillance du Secteur Financier (CSSF).

Nonobstant les seuils ci-dessus mentionnés, à tout moment, un ou plusieurs réviseur(s) d'entreprises agréé(s) peuvent être nommés par résolution de l'assemblée générale des associés ou l'associé unique (selon le cas) qui décide des termes et conditions de son/leurs mandat(s).

### Dividendes - Réserves

**Art. 21.** L'excédent favorable du compte de profits et pertes, après déduction des frais, charges et amortissements et provisions, constitue le bénéfice net de la Société.

Chaque année, 5% (cinq pour cent) du bénéfice net seront affectés à la réserve légale.

Ces prélèvements cesseront d'être obligatoires lorsque la réserve légale aura atteint un dixième du capital social tel qu'augmenté ou réduit le cas échéant, mais devront être repris si la réserve légale est inférieure à ce seuil d'un dixième.

L'assemblée des associés, à la majorité prévue par la Loi, ou l'associé unique (selon le cas) peut décider à tout moment que l'excédent sera distribué entre les associés au titre de dividendes au pro rata de leur participation dans le capital de la Société ou reporté à nouveau ou transféré à une réserve spéciale.

**Art. 22.** Nonobstant les dispositions de l'article précédent, l'assemblée générale des associés de la Société ou l'associé unique (selon le cas) peut, sur proposition du conseil de gérance ou du gérant unique (selon le cas), décider de payer des acomptes sur dividendes en cours d'exercice social sur base d'un état comptable préparé par le conseil de gérance ou le gérant unique (selon le cas), desquels il devra ressortir que des fonds suffisants sont disponibles pour la distribution, étant entendu que les fonds à distribuer ne peuvent pas excéder le montant des bénéfices réalisés depuis le dernier exercice social augmenté des bénéfices reportés et des réserves distribuables mais diminué des pertes reportées et des sommes à porter en réserve en vertu de la Loi ou des Statuts.

### Dissolution - Liquidation

**Art. 23.** L'assemblée générale des associés, selon les conditions requises pour la modification des Statuts, ou l'associé unique (selon le cas), peut décider de la dissolution et la liquidation de la Société.

**Art. 24.** L'assemblée générale des associés avec l'approbation d'au moins la moitié des associés détenant trois-quarts du capital social devra désigner un ou plusieurs liquidateurs, personnes physiques ou morales, et déterminer la méthode de liquidation, les pouvoirs du ou des liquidateurs et leur rémunération.

La liquidation terminée, les avoirs de la Société seront attribués aux associés au prorata des parts sociales qu'ils détiennent.

### Loi applicable

**Art. 25.** Il est renvoyé aux dispositions de la Loi pour l'ensemble des points au regard desquels les présents Statuts ne contiennent aucune disposition spécifique.

*Dispositions transitoires*

Exceptionnellement le premier exercice social commencera ce jour pour finir le 31 août 2014.

*Souscription - Paiement*

- M. Patokh Chodiev, ici représenté comme mentionné ci-dessus, souscrit aux 40.000 (quarante mille) parts sociales.

*Description de l'apport*

L'apport fait par M. Patokh Chodiev contre l'émission des parts sociales de la Société s'élève à 40.000 USD (quarante mille dollars américains) payés en numéraire, de sorte que le montant de 40.000 USD (quarante mille dollars américains) est à la disposition de la Société.

*Preuve de l'existence de l'apport*

Preuve de l'existence de l'apport a été donnée.

*Estimation des frais*

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution, s'élève à environ mille huit cents euros (EUR 1.800,-).

*Résolutions de l'associé*

Immédiatement après la constitution de la Société, l'associé de la Société, représentant la totalité du capital social souscrit, a pris les résolutions suivantes:

1. Le nombre de gérants est fixé à 1 (un).

2. Est nommé pour une durée indéterminée:

- M. Akmal Bekmirzaev, résidant professionnellement à 179 route d'Arlon, L-8011 Strassen, Grand Duché de Luxembourg comme gérant de la Société;

3. Le siège social de la Société est fixé à 179 route d'Arlon, L-8011 Strassen, Grand Duché de Luxembourg.

*Déclaration*

Le notaire soussigné qui comprend et parle l'anglais déclare que sur demande de la personne comparante, les présents Statuts sont rédigés en anglais suivis d'une version française. A la requête de cette même personne et en cas de divergences entre le texte anglais et français, la version anglaise fera foi.

Dont Acte, fait et passé à Esch-sur-Alzette, à la date figurant au commencement de ce document.

Le document ayant été lu au mandataire, ce dernier a signé avec nous, notaire, le présent acte.

Signé: Conde, Kesseler

Enregistré à Esch/Alzette Actes Civils, le 30 mai 2013. Relation: EAC/2013/6880. Reçu soixante-quinze euros 75,00 €

*Le Receveur* (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2013071109/525.

(130087667) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

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**Goo Goos S.à r.l., Société à responsabilité limitée.**

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

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.

R.C.S. Luxembourg B 125.016.

*Extrait des Résolutions de l'associé unique du 2 mai 2013*

L'associé unique de la Société a décidé comme suit:

- d'accepter la démission de Monsieur Johan Dejans en tant que Gérant, et ce avec effet immédiat;

- de nommer Madame Elizabeth Timmer, née le 24 juillet 1965 à Zuidelijke IJsselmeerpolder (Pays-Bas), ayant comme adresse professionnelle 13-15, Avenue de la Liberté, L-1931 Luxembourg, en tant que Gérant, pour une durée illimitée.

Les gérants de la Société sont désormais les suivants:

*Gérants:*

- Richard BREKELMANS
- Elizabeth TIMMER
- Isabelle ROSSENEU

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

Luxembourg, le 31 mai 2013.

Stijn Curfs

*Mandataire*

Référence de publication: 2013071216/22.

(130088001) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

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**Kohlenberg & Ruppert Premium Properties S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 130.314.

Il résulte des résolutions prises par l'Actionnaire Unique de La Société en date du 21 mai 2013:

1. Acceptation de la démission de Madame Pamela Valasuo en qualité d'administrateur de catégorie B de La Société avec date effective le 31 mai 2013.

2. Nomination du nouvel administrateur de catégorie B de La Société avec date effective le 31 mai 2013 et jusqu'à l'assemblée générale qui se tiendra en l'année 2013:

Monsieur Jean Jacques Josset, né le 12 juin 1974 à Saint Quentin en France, ayant son adresse professionnelle au 46a Avenue J.F. Kennedy, L-1855 Luxembourg au Grand-Duché du Luxembourg.

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

Luxembourg, le 31 mai 2013.

Kohlenberg & Ruppert Premium Properties S.A.

Jean-Jacques Josset

*Administrateur B*

Référence de publication: 2013071288/19.

(130088021) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 juin 2013.

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