

MEMORIAL

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Luxembourg



MEMORIAL

Amtsblatt
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Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 2945

22 novembre 2013

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Blue Art Promotion S.à r.l., Société à responsabilité limitée.

Siège social: L-6620 Wasserbillig, 1, rue de la 87e Division.
R.C.S. Luxembourg B 89.333.

Les comptes annuels au 30.04.2013 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.
Echternach, le 22 octobre 2013.

Signature.

Référence de publication: 2013147221/10.

(130180376) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

BSJ Properties S.A., Société Anonyme.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.
R.C.S. Luxembourg B 86.698.

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: 2013147222/10.

(130179934) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

C.R.T., Société Anonyme.

Siège social: L-9991 Weiswampach, 53, Gruuss-Strooss.
R.C.S. Luxembourg B 144.023.

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.
Weiswampach, le 22/10/2013.

Référence de publication: 2013147228/10.

(130180358) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Cargill International Luxembourg 15 S.à r.l., Société à responsabilité limitée.**Capital social: CAD 18.433,00.**

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.
R.C.S. Luxembourg B 161.283.

Les comptes annuels au 31 mai 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: 2013147238/10.

(130179797) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

RapidEye S.à r.l., Société à responsabilité limitée.**Capital social: EUR 88.455,00.**

Siège social: L-1610 Luxembourg, 8-10, avenue de la Gare.
R.C.S. Luxembourg B 165.233.

Extrait des résolutions circulaires prises par le conseil de gérance de la société en date du 30 septembre 2013

Le conseil de gérance de la Société décide de transférer le siège social de la Société du 37, rue d'Anvers, L-1130 Luxembourg au 8-10, avenue de la Gare, L-1610 Luxembourg, avec effet au 30 septembre 2013.

L'adresse professionnelle actuelle de Monsieur Aidan FOLEY et de Monsieur Sébastien FRANCOIS, gérants de catégorie B de la Société, est la suivante: 8-10, avenue de la Gare, L-1610 Luxembourg.

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

Référence de publication: 2013147607/14.

(130180343) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Quinlan Private Residential II Reporting S.à r.l., Société à responsabilité limitée.

Capital social: EUR 274.900,00.

Siège social: L-2557 Luxembourg, 7A, rue Robert Stümper.
R.C.S. Luxembourg B 132.485.

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.
Luxembourg, le 14 octobre 2013.

Référence de publication: 2013147603/10.

(130179943) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Princess Properties and Investments S.A., Société Anonyme.

Siège social: L-2165 Luxembourg, 26-28, Rives de Clausen.
R.C.S. Luxembourg B 168.422.

Dépôt complémentaire du dépôt enregistré et déposé le 13 septembre 2013 sous la référence L130157886

Il est à noter que LEXINGTON GOVERNANCE LIMITED personne morale, administrateur de notre société a comme représentant légal Monsieur Andrew Simon DAVIS, né le 28 juillet 1963 à Londres et domicilié professionnellement au 41, Chalton Street NW1 1JD, Londres, Royaume -Uni.

Pour extrait conforme

Référence de publication: 2013147596/12.

(130180564) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Quango, S.à.r.l., Société à responsabilité limitée.

Siège social: L-1524 Luxembourg, 14, rue Michel Flammang.
R.C.S. Luxembourg B 141.576.

Le bilan au 31 décembre 2012, ainsi que les autres documents et informations qui s'y rapportent, 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.

QUANGO. S.à.r.l.

Référence de publication: 2013147604/12.

(130179776) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Quinlan Private CE Commercial Client Holdings #3 Sarl, Société à responsabilité limitée.

Capital social: EUR 25.000,00.

Siège social: L-2557 Luxembourg, 7A, rue Robert Stümper.
R.C.S. Luxembourg B 132.455.

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 11 octobre 2013.

Référence de publication: 2013147602/10.

(130179863) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

PW Gestion Immobilière S.A., Société Anonyme.

Siège social: L-2134 Luxembourg, 54, rue Charles Martel.
R.C.S. Luxembourg B 148.297.

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: 2013147600/10.

(130180009) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Prodware Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-4702 Pétange, 24, rue Robert Krieps.
R.C.S. Luxembourg B 104.768.

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: 2013147598/10.

(130180093) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Prisma S.A., Société Anonyme.

Siège social: L-2180 Luxembourg, 8-10, rue Jean Monnet.
R.C.S. Luxembourg B 47.006.

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.

PRISMA S.A.

Référence de publication: 2013147597/10.

(130179990) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Portland International Finance S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 98.385.

Extrait des décisions prises par l'associée unique en date du 14 octobre 2013

1. M. Philippe TOUSSAINT a démissionné de son mandat de gérant B.
2. La société à responsabilité limitée UNIVERSAL MANAGEMENT SERVICES SARL, R.C.S. Luxembourg B64474, avec siège social à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommée comme gérante B pour une durée indéterminée.

Luxembourg, le 22 octobre 2013.

Pour extrait sincère et conforme

Pour PORTLAND INTERNATIONAL FINANCE S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2013147595/16.

(130180562) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

RPPSE Soparfi A S.à r.l., Société à responsabilité limitée.

Capital social: EUR 15.000,00.

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.
R.C.S. Luxembourg B 99.824.

Extrait des résolutions prises par l'associé unique en date du 28 juin 2013

- La démission de Monsieur Peter van Opstal, employé privé, avec adresse professionnelle au 40, avenue Monterey à L-2163 Luxembourg de sa fonction de gérant de la Société a été acceptée par l'associé unique, effective au 1^{er} juillet 2013.
- Monsieur Daniel Laurencin, employé privé, avec adresse professionnelle au 26-28 rue Edward Steichen à L-2540 Luxembourg est élu par l'associé unique en tant que gérant de la Société en remplacement du gérant démissionnaire pour une durée indéterminée et effective à partir du 1^{er} juillet 2013.

Luxembourg, le 21 octobre 2013.

Pour extrait conforme

Pour la Société

Un mandataire

Référence de publication: 2013147622/18.

(130179961) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Pleximus S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 107.993.

Le bilan et l'annexe 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

Un gérant

Référence de publication: 2013147593/11.

(130179846) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Projetec S.à r.l., Société Anonyme.

Enseigne commerciale: Rolf Meyer.

Siège social: L-9749 Fischbach, 9, Giällewee.

R.C.S. Luxembourg B 99.998.

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.

Weiswampach, le 22 octobre 2013.

Référence de publication: 2013147599/10.

(130180104) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Quattro S.à r.l., Société à responsabilité limitée.

Siège social: L-9972 Lieler, 7, Hauptstrooss.

R.C.S. Luxembourg B 146.042.

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.

Signature.

Référence de publication: 2013147605/10.

(130179970) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Pharcolux, Société Anonyme.

Siège social: L-1836 Luxembourg, 23, rue Jean Jaurès.

R.C.S. Luxembourg B 149.602.

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.

Dandois & Meynial

Référence de publication: 2013147591/10.

(130180188) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Sefina S.A., Société Anonyme.

Siège social: L-1610 Luxembourg, 8-10, avenue de la Gare.

R.C.S. Luxembourg B 131.176.

Extrait des résolutions prises par le conseil d'administration de la société en date du 22 octobre 2012

Le conseil d'administration de la Société décide de transférer le siège social de la Société du 37, rue d'Anvers, L-1130 Luxembourg au 8-10, avenue de la Gare, L-1610 Luxembourg, avec effet au 30 septembre 2013.

L'adresse professionnelle actuelle de Monsieur Sébastien FRANCOIS et de Monsieur Daniel ADAM, administrateurs B de la Société, est la suivante: 8-10, avenue de la Gare, L-1610 Luxembourg.

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

Référence de publication: 2013147637/13.

(130180617) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Selective Properties S.A., Société Anonyme.

R.C.S. Luxembourg B 106.141.

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CLÔTURE DE LIQUIDATION

Par jugement rendu le 17 octobre 2013, le Tribunal d'arrondissement de et à Luxembourg, siégeant en matière commerciale, 6^{ème} Chambre, a déclaré closes pour absence d'actif les opérations de liquidation de la société suivante:

- SELECTIVE PROPERTIES S.A, ayant eu son siège social à L-2561 Luxembourg, 51, rue de Strasbourg, (RCS B106141)

Le même jugement a mis les frais à charge du Trésor.

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

Bakhta TAHAR

Liquidateur

Référence de publication: 2013147639/14.

(130180460) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Société Générale d'Etude et de Développement S.A., Société Anonyme.

Siège social: L-4735 Pétange, 81, rue J.B. Gillardin.

R.C.S. Luxembourg B 52.938.

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Le Bilan abrégé et 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 1^{er} octobre 2013.

Référence de publication: 2013147631/11.

(130180580) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

**Sonar Holdings (Luxembourg) S.à r.l., Société à responsabilité limitée,
(anc. Tri Aqua Holdings Sàrl).****Capital social: GBP 45.000,00.**

Siège social: L-2163 Luxembourg, 20, avenue Monterey.

R.C.S. Luxembourg B 169.497.

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Les comptes annuels au 31 mars 2013 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: 2013147632/10.

(130180246) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Staples Canada Luxco II S.A., Société Anonyme.

Siège social: L-2146 Luxembourg, 74, rue de Merl.

R.C.S. Luxembourg B 156.121.

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Les comptes annuels au 31.01.2013 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. Octobre 2013.

Référence de publication: 2013147633/10.

(130179833) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Sundex Immobilière S.A., Société Anonyme.

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

R.C.S. Luxembourg B 84.642.

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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.

Référence de publication: 2013147659/9.

(130180080) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Salem Investments S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 179.566.

EXTRAIT

En date du 18 octobre 2013, l'associé unique de la société a pris la résolution suivante:

- Elin Sjöling, ayant son adresse professionnelle au 15, rue Edward Steichen, L-2540 Luxembourg, est nommée gérant de la société avec effet immédiat et ce, pour une durée indéterminée.

Pour extrait conforme.

Luxembourg, le 22 octobre 2013.

Référence de publication: 2013147626/14.

(130180146) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Schwarzfield S.A., Société Anonyme.

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

R.C.S. Luxembourg B 175.261.

Extrait des résolutions du conseil d'administration de la Société

Il résulte des décisions prises par le conseil d'administration de la Société en date du 11 octobre 2013 qu'il a été décidé de transférer le siège social de la Société du 41, Avenue de la Liberté, L-1931 Luxembourg, au 5, rue Guillaume Kroll, L-1382 Luxembourg, avec effet au 11 octobre 2013.

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

Luxembourg, le 21 octobre 2013.

SJ Berwin Luxembourg

Alexandrine Armstrong-Cerfontaine

Avocat

Référence de publication: 2013147627/16.

(130179923) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Saint Gervais Realty S.à r.l., Société à responsabilité limitée.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 180.112.

- Modification de l'adresse de Monsieur Fabio PEGAS, Gérant unique:

Monsieur Fabio PEGAS réside professionnellement à Avenida Brigadeiro Faria Lima 2277 - 14° étage - SP 01452-000 - São Paulo, Brésil.

Certifié sincère et conforme

Référence de publication: 2013147625/11.

(130179968) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Strategies S.à.r.l., Société à responsabilité limitée.

Siège social: L-4330 Esch-sur-Alzette, 6, avenue des Terres Rouges.

R.C.S. Luxembourg B 83.951.

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.

Steinfort, le 21 octobre 2013.

Pour Strategies s.à.r.l.

World Hopper s.à r.l.

Signature

Référence de publication: 2013147658/13.

(130179877) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Resyack S.A., Société Anonyme.

Siège social: L-2134 Luxembourg, 54, rue Charles Martel.
R.C.S. Luxembourg B 110.741.

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.

Référence de publication: 2013147616/10.

(130179769) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Rasfin S.A., Société Anonyme.

Siège social: L-2165 Luxembourg, 26-28, rives de Clausen.
R.C.S. Luxembourg B 145.259.

Dépôt complémentaire du dépôt enregistré et déposé le 6 septembre 2013 la référence L130154450

Il est à noter que LEXINGTON GOVERNANCE LIMITED personne morale, administrateur de notre société a comme représentant légal Monsieur Andrew Simon DAVIS, né le 28 juillet 1963 à Londres et domicilié professionnellement au 41, Chalton Street NW1 1JD, Londres, Royaume -Uni.

Pour extrait conforme

Référence de publication: 2013147613/12.

(130180162) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Rad-Haus S.à r.l., Société à responsabilité limitée.

Siège social: L-1940 Luxembourg, 186-188, route de Longwy.
R.C.S. Luxembourg B 144.361.

La nouvelle adresse de l'associé et gérant Monsieur Hormozirad Donald est au 1, rue de Bellevue, L-1227 Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 21 octobre 2013.

Pour la société

Référence de publication: 2013147611/11.

(130180238) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Riverwood Capital Sweden Holdings S.à r.l., Société à responsabilité limitée.

Capital social: USD 31.840.937,00.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 159.783.

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 15 octobre 2013.

Référence de publication: 2013147610/10.

(130180173) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Trican Luxembourg Sarl, Société à responsabilité limitée.

Capital social: USD 2.216.000,00.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.
R.C.S. Luxembourg B 153.256.

Les comptes annuels audités 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 22 octobre 2013.

Référence de publication: 2013147668/11.

(130180245) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

RH Expert, Société à responsabilité limitée.

Siège social: L-2763 Luxembourg, 38-40, rue Zithe.
R.C.S. Luxembourg B 154.791.

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
Signatures
Gérant

Référence de publication: 2013147618/12.

(130180458) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Referencia International Partners S.à r.l., Société à responsabilité limitée.

Capital social: EUR 350.000,00.

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.
R.C.S. Luxembourg B 166.394.

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 22 octobre 2013.

M. Stéphane HEPINEUZE
Mandataire

Référence de publication: 2013147608/12.

(130180544) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

"Restaurant chinois BONNE ETOILE s.à r.l.", Société à responsabilité limitée.

Siège social: L-9043 Ettelbruck, 18, rue de Feulen.
R.C.S. Luxembourg B 109.471.

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.

Mandataire

Référence de publication: 2013147609/10.

(130180384) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Staples Canada Luxco S.à r.l., Société à responsabilité limitée.

Siège social: L-2146 Luxembourg, 74, rue de Merl.
R.C.S. Luxembourg B 151.862.

Les comptes annuels au 31.01.2013 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. Octobre 2013.

Référence de publication: 2013147634/10.

(130179800) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Société Franco-Belge de Technologie Commerciale, Société à responsabilité limitée.

Siège social: L-1836 Luxembourg, 23, rue Jean Jaurès.
R.C.S. Luxembourg B 154.334.

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.

Dandois & Meynial

Référence de publication: 2013147652/10.

(130180184) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Siclan Holdings S.A., Société Anonyme.

R.C.S. Luxembourg B 92.864.

A décidé, avec effet immédiat, de dénoncer le siège social de la société

SICLAN HOLDINGS S.A.

Société anonyme

2, avenue Charles de Gaulle

L - 1653 Luxembourg

Inscrite au Registre de Commerce et des Sociétés sous le numéro B 92 864

Luxembourg, le 11 octobre 2013.

CF Corporate Services

Société Anonyme

Le domiciliataire

Référence de publication: 2013147647/16.

(130179810) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Silver Tree Investment S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 159.104.

Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'Administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B - 66 130, 42, Rue de la Vallée, L-2661 Luxembourg, a désigné comme représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au Conseil d'Administration de la société SILVER TREE INVESTMENT S.A. SPF, société anonyme: Monsieur Giacomo DI BARI, domicilié professionnellement au 42, Rue de la Vallée, L-2661 Luxembourg.

Luxembourg, le 22 octobre 2013.

Pour: SILVER TREE INVESTMENT S.A. SPF

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Isabelle Marechal-Gerlaxhe

Référence de publication: 2013147648/18.

(130180140) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Sogeimi Holding, Société à responsabilité limitée.**Capital social: EUR 2.500.000,00.**

Siège social: L-1836 Luxembourg, 23, rue Jean Jaurès.

R.C.S. Luxembourg B 164.015.

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.

Dandois & Meynial

Référence de publication: 2013147654/10.

(130180186) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Solax S.A., Société Anonyme.

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

R.C.S. Luxembourg B 156.248.

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.

Echternach, le 22 octobre 2013.

Référence de publication: 2013147655/10.

(130180569) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Taché Finance S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 88.066.

Le Bilan et l'affectation du résultat 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 18 octobre 2013.

Taché Finance S.A.
Manacor (Luxembourg) S.A.
Administrateur

Référence de publication: 2013147672/14.

(130180536) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

TA Hydronics S.A., Société Anonyme.

Siège social: L-8399 Windhof (Koerich), 9, rue des Trois Cantons.
R.C.S. Luxembourg B 71.207.

Extrait des résolutions prises lors de l'Assemblée Générale Extraordinaire des Actionnaires de la Société tenue en date du 21 octobre 2013

Il résulte dudit procès-verbal que l'assemblée décide:

- d'accepter la démission de Monsieur Roy Wijnberg, de ses mandats d'administrateur et d'administrateur-délégué.
- de nommer Monsieur Dominique Vernier, né le 5 décembre 1959, à Besançon/France, demeurant 4, Avenue Lily, F-78170 La Celle Saint Cloud, en tant qu'administrateur-délégué de la société, pour une durée de 6 ans.

Luxembourg, le 22 octobre 2013.

Pour extrait sincère et conforme

Référence de publication: 2013147671/15.

(130180496) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

T.R.O. S.à r.l., Truck Race Organisation S.à r.l., Société à responsabilité limitée.

Siège social: L-9991 Weiswampach, 59, Gruuss-Strooss.
R.C.S. Luxembourg B 160.810.

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.

Weiswampach, le 22 octobre 2013.

Référence de publication: 2013147669/10.

(130180086) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Takeoff Luxco 1 Sàrl, Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 114.541.

Le Bilan consolidé au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg (conforme Art. 314 de la loi du 10 août 1915 concernant les sociétés).

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

Luxembourg, le 21 octobre 2013.

Takeoff Luxco 1 S.à r.l.
Manacor (Luxembourg) S.A.
Signature
Gérant

Référence de publication: 2013147664/15.

(130179820) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Takeoff Luxco 2 S. à r.l., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 117.899.

Le Bilan consolidé au 31 décembre 2012 a été déposé au registre de commerce et des sociétés de Luxembourg (conforme Art. 314 de la loi du 10 août 1915 concernant les sociétés commerciales).

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

Luxembourg, le 21 octobre 2013.

Takeoff Luxco 2 S.à r.l.

Manacor (Luxembourg) S.A.

Signature

Gérant

Référence de publication: 2013147665/15.

(130179812) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

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

Siège social: L-2520 Luxembourg, 1, allée Scheffer.
R.C.S. Luxembourg B 138.382.

Le Bilan et l'affectation du résultat 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 14 octobre 2013.

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

Manacor (Luxembourg) S.A.

Gérant A

Référence de publication: 2013147675/14.

(130180535) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

TCC Corporation S.à r.l., Société à responsabilité limitée.

Capital social: USD 22.792.984,00.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 158.197.

Les comptes annuels au 31 janvier 2013 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 10 octobre 2013.

Référence de publication: 2013147674/10.

(130179944) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Oscar Private S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.
R.C.S. Luxembourg B 155.142.

Les comptes annuels au 30.06.2013 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 22.10.2013.

Pour: OSCAR PRIVATE S.A. SPF

Société anonyme

Experta Luxembourg

Société anonyme

Aurélie Katola / Isabelle Marechal-Gerlaxhe

Référence de publication: 2013147563/15.

(130180613) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

Merlin Entertainments S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.567.670,50.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 154.309.

Suite aux résolutions prises par les associés de la Société en date du 7 octobre 2013, l'associé de la Société, Kirkbi A/S, a transféré les 9.984.872 parts sociales ordinaires A1, 9.984.872 parts sociales ordinaires A2, 9.984.872 parts sociales ordinaires A3, 9.984.872 parts sociales ordinaires A4 et 9.984.872 parts sociales ordinaires A5 qu'il détenait dans la Société à:

- Kirkbi Invest A/S, une Aktieselskab, constituée et régie selon les lois du Danemark, immatriculée auprès du Registre de commerce et des sociétés sous le numéro 31159830, ayant son siège social à l'adresse suivante: 2, Koldingvej, 7190 Billund, Danemark.

Les parts de la Société sont désormais réparties comme suit:

- Merlin Entertainments Management Company S.à r.l.	206.525 parts sociales ordinaires A1
	206.525 parts sociales ordinaires A2
	206.525 parts sociales ordinaires A3
	206.525 parts sociales ordinaires A4
	206.525 parts sociales ordinaires A5
	3.850.000 parts sociales ordinaires B1
	3.850.000 parts sociales ordinaires B2
	3.850.000 parts sociales ordinaires B3
	3.850.000 parts sociales ordinaires B4
	3.850.000 parts sociales ordinaires B5
- Lancelot Holdings S.à r.l.	7.669.148 parts sociales ordinaires A1
	7.669.148 parts sociales ordinaires A2
	7.669.148 parts sociales ordinaires A3
	7.669.148 parts sociales ordinaires A4
	7.669.148 parts sociales ordinaires A5
- Blackstone Merlin Holdings Limited	8.754.949 parts sociales ordinaires A1
	8.754.949 parts sociales ordinaires A2
	8.754.949 parts sociales ordinaires A3
	8.754.949 parts sociales ordinaires A4
	8.754.949 parts sociales ordinaires A5
- Blackstone Capital Partners (Cayman) IV-A L.P.	137.943 parts sociales ordinaires A1
	137.943 parts sociales ordinaires A2
	137.943 parts sociales ordinaires A3
	137.943 parts sociales ordinaires A4
	137.943 parts sociales ordinaires A5
- Blackstone Family Investment Partnership (Cayman) IV-A L.P.	387.326 parts sociales ordinaires A1
	387.326 parts sociales ordinaires A2
	387.326 parts sociales ordinaires A3
	387.326 parts sociales ordinaires A4
	387.326 parts sociales ordinaires A5
- Blackstone Participation Partnership (Cayman) IV L.P.	31.143 parts sociales ordinaires A1
	31.143 parts sociales ordinaires A2
	31.143 parts sociales ordinaires A3
	31.143 parts sociales ordinaires A4
	31.143 parts sociales ordinaires A5
- Kirkbi Invest S/A	9.984.872 parts sociales ordinaires A1
	9.984.872 parts sociales ordinaires A2
	9.984.872 parts sociales ordinaires A3
	9.984.872 parts sociales ordinaires A4
	9.984.872 parts sociales ordinaires A5
- Merlin Entertainments Share Plan Nominee Limited	181.504 parts sociales ordinaires A1
	181.504 parts sociales ordinaires A2
	181.504 parts sociales ordinaires A3
	181.504 parts sociales ordinaires A4
	181.504 parts sociales ordinaires A5
	150.000 parts sociales ordinaires B1

150.000 parts sociales ordinaires B2
150.000 parts sociales ordinaires B3
150.000 parts sociales ordinaires B4
150.000 parts sociales ordinaires B5

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

Luxembourg, le 16 octobre 2013.

Merlin Entertainments S. à r.l.

Signature

Référence de publication: 2013144951/70.

(130176968) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 octobre 2013.

CS Real Estate Sicav-Sif I, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.

R.C.S. Luxembourg B 178.987.

In the year two thousand and thirteen, on the thirty-first day of the month of October;

Before Us, M^e Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned;

THERE APPEARED:

Credit Suisse Holding Europe (Luxembourg) S.A., a public limited company (société anonyme) with head office in L-2180 Luxembourg, 5, rue Jean Monnet, registered with the Trade and Companies' Registry of Luxembourg under number B45630,

duly represented by represented by Mrs. Jacqueline SIEBENALLER, Director, Credit Suisse Fund Management S.A., with professional address at L-2180 Luxembourg, 5, rue Jean Monnet, by virtue of a proxy, which proxy, after having been signed ne varietur by the proxy-holder and the undersigned notary, shall remain attached to the present deed in order to be registered therewith.

Such appearing party is the sole shareholder of CS Real Estate SICAV-SIF I, a public limited company (société anonyme) qualifying as an investment company with variable share capital - specialised investment fund (société d'investissement à capital variable - fonds d'investissement spécialisé), having its registered office at 5, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Trade and Companies under number B 178987 and incorporated by the undersigned notary under the laws of the Grand Duchy of Luxembourg pursuant to a deed dated 12 July 2013 (the "Company") and whose articles of incorporation (the "Articles") have been published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C") under number 1876 dated 3 August 2013, on page 90007.

The proxy-holders declared and requested the notary to record that:

I. The sole shareholder holds all thirty-one (31) shares in issue in the Company, so that the decisions can validly be taken by it on the item on the agenda;

II. That the item on which a resolution is to be passed is as follows:

Restatement of the Articles of Incorporation in the context of the Alternative Investment Fund Managers Directive ("AIFMD") requirements.

The sole shareholder RESOLVES to restate the articles of incorporation, without changing the form, name, registered office, corporate object, capital or the duration of the Company, and which shall henceforth read as follows:

"ARTICLES OF INCORPORATION

Preliminary title definitions

1915 Law	means the Luxembourg law of 10 August 1915 on commercial companies, as the same may be amended from time to time
2007 Law	means the Luxembourg law of 13 February 2007 relating to specialised investment funds, as the same may be amended from time to time
2013 Law	Means the Luxembourg law of 12 July 2013 relating to alternative investment fund managers, as the same may be amended from time to time
Accounting Currency	means the currency of consolidation of the Company, the Euro
Adjusted Net Asset Value	means the Net asset Value of the Company, a given Subfund or Class, adjusted in accordance with the INREV Guidelines for Non-Listed Real Estate Vehicles, calculated for the purpose of the issue and redemption of Shares; INREV adjustments have the purpose of better reflecting the economic value of the investment as it would be realized in a theoretical sale and may include, inter alia and as applicable, adjustments for transfer taxes and purchaser's costs, fixed rate debt, deferred tax

	liabilities, set-up costs, acquisition expenses, contractual fees, fair value of derivatives held for hedging purposes, disposal or liquidation expenses and tax effects and minority interest effects of the adjustments
Adjusted Net Asset Value per Share	means the Adjusted Net Asset Value per Share, calculated for the purpose of the issue and redemption of Shares after the Initial Offer Period
Alternative Investment Fund Manager or AIFM	means the management company in its function as the alternative investment fund manager that may be appointed by the Company in accordance with article 20 of these Articles of Incorporation
AIFM Board	means the duly constituted board of managers of the AIFM
Articles of Incorporation	means these articles of incorporation of the Company as the same may be amended, supplemented and modified from time to time
Auditor of the Company	means the auditor of the Company qualifying as an independent auditor (réviseur d'entreprises agréé), as further described in article 26 of these Articles of Incorporation
Board of Directors	means the board of directors of the Company
Business Day	means a full bank business day in Luxembourg
Central Administration	means the central administration of the Company, acting in its capacity as central administration, registrar and transfer agent of the Company
Class(es)	means one or more classes of Shares that may be available in each Subfund, the assets of which shall be commonly invested according to the investment objective of that Subfund, but where amongst others a specific sales and/or redemption charge structure, fee structure, distribution policy, target, denomination currency or hedging policy shall be applied as further detailed in the Offering Memorandum
Closing	means a date determined by the AIFM by which subscription agreements in relation to the issuance of Shares of a Subfund have been received and accepted by the AIFM
Commitment	means the commitment to subscribe for Shares in a Subfund and/or Class up to a maximum amount, which an Investor has consented vis-à-vis to the Company pursuant to the terms of a subscription agreement entered into between the Investor and the Company
Company	means CS Real Estate SICAV-SIF I, a Luxembourg investment company with variable capital – specialised investment fund (société d'investissement à capital variable – fond d'investissement spécialisé) incorporated as a public limited liability company (société anonyme)
Company Documents	The Company Documents, including: (i) Offering Memorandum; (ii) Articles of Incorporation; and (iii) Annual reports issued by the Company from time to time
CSSF	means the Luxembourg supervisory authority of the financial sector, the Commission de Surveillance du Secteur Financier
Defaulting Investor	means any Investor declared defaulting by the AIFM in accordance with article 7 of these Articles of Incorporation
Depository	means the credit institution within the meaning of the Luxembourg law dated 5 April 1993 relating to the financial sector, as amended, that has been appointed as depository and paying agent of the Company
Director	means a member of the Board of Directors of the Company
External Valuer	means external valuer within the meaning of article 17 (4) a) of the 2013 Law
Investor	means a Well-Informed Investor, acting through its managing body or a legal representative, whose subscription agreement has been accepted by the Company or who has acquired any Unfunded Commitment and/or Shares from another Investor (for the avoidance of doubt, the term includes, where appropriate, any Shareholder)
Net Asset Value	means the net asset value of the Company, a given Subfund or Class as determined in accordance with article 11 of these Articles of Incorporation and the Offering Memorandum
Net Asset Value per Share	means the net asset value per Share of a Class in a Subfund and Class, as determined in accordance with article 11 of these Articles of Incorporation and the Offering Memorandum
Offering Memorandum	means the Offering Memorandum of the Company as the same may be amended, supplemented and modified from time to time

Organisational Expenses	means costs and expenses incurred by the Company, the AIFM and any of its Affiliates for the purposes of structuring, establishing and obtaining regulatory approvals for the Company and the relevant Subfunds, including (without limitation) legal fees and tax advisor fees incurred in the structuring of the Subfunds, the Subsidiaries and the Real Estate Investment Structures
Prohibited Person	means any person, corporation, limited liability company, trust, partnership, estate or other corporate body, if in the sole opinion of the AIFM, the holding of Shares of the relevant Subfund may be detrimental to the interests of the existing Shareholders or of the relevant Subfund, if it may result in a breach of any law or regulation, whether Luxembourg or otherwise, or if as a result thereof the relevant Subfund or any Subsidiary or Real Estate Investment Structure may become exposed to tax or other regulatory disadvantages (including without limitation causing the assets of the Company or a Subfund to be deemed to constitute "plan assets" for purposes of the U.S. Department of Labor Regulations under Employee Retirement Income Security Act of 1974, as amended), fines or penalties that it would not have otherwise incurred. The term "Prohibited Person" includes (i) any investor which does not meet the definition of Well-Informed Investors (ii) any investor resident in Switzerland that does not meet the definition of Swiss Qualified Investor or (iii) any U.S. Person
Real Estate	includes: <ul style="list-style-type: none"> - properties consisting of land and buildings; - property development projects - property related long-term interests such as surface ownership, lease-hold and options on real estate properties; and - any other meaning as given to the term by the Luxembourg supervisory authority and any applicable laws and regulations from time to time in Luxembourg
Real Estate Investment Structures	means investment structures of any kind and nature, in the form of a corporation, limited liability company, trust, partnership, estate, unincorporated association or any other entity having legal personality or not, whether listed or unlisted, being regulated or not, based in any jurisdiction, and established for the purpose of investing, directly or indirectly, in and financing any kind of Real Estate properties, developments and operations, including, for the avoidance of doubt, Real Estate investment funds of any kind and nature
Reference Currency	means the currency in which the Net Asset Value of each Subfund or Class is denominated, as specified for each Subfund in the Offering Memorandum
Share(s)	means a share of any Class of any Subfund in the capital of the Company, the details of which are specified in the Offering Memorandum. For the avoidance of doubt, reference to "Share(s)" includes references to any Class(es) when reference to specific Class(es) is not required
Shareholder(s)	means the holder of one or more Shares of any Class of any Subfund of the Company
Subfund	means any Subfund of the Company, the details of which are specified in the Offering Memorandum
Subsidiary	means any company or other entity controlled by the Company, either where the Company has, directly or indirectly, more than a fifty per cent (50%) ownership interest or otherwise controls the entity. In principle, the majority of the managers of the Subsidiaries will be composed of Directors of the Company or managers of the AIFM (or of one of its group companies) or the Investment Advisor of the relevant Subfund or members of the Credit Suisse Group. Where this is not possible (for example, but not limited to, due to reasons of local law) or not in the best interest of the Company to do so, and specifically in the exceptional case that a Real Estate Investment Structure qualifies as a Subsidiary, the Company will ensure that it otherwise has effective control over the Subsidiary's investment and divestment decisions for example through prior approval rights. Subsidiaries may be set up in order to organize the acquisition of investment instruments by a Subfund on its own account (for legal or taxation purposes). A Subsidiary can be any local or foreign corporation or partnership. It may not have any activity other than the holding of securities or investment instruments, which qualify under the Investment Objective and Policy. The participations in the Subsidiaries will be issued in registered form. The accounts of the Subsidiaries of the Company are audited by the Company's auditor's group, if required by the relevant laws and regulations

Unfunded Commitment	means the portion of an Investor's Commitment to subscribe for Shares in a Subfund under the subscription agreement between the Investor and the Company, which has not yet been drawn down and paid to the relevant Subfund
U.S. Person	means U.S. citizens or persons resident or incorporated in the U.S. and/or other natural or legal persons whose income and/or returns, regardless of origin, are subject to U.S. income tax, as well as persons who are considered to be U.S. persons pursuant to Regulation S of the U.S. Securities Act of 1933 and/or the U.S. Commodity Exchange Act, in each case as amended from time to time
Valuation Day	means the calendar day determined by the AIFM for the calculation of the Net Asset Value per Share and the Adjusted Net Asset Value per Share of any Class of any of the Subfunds according to the Offering Memorandum; a valuation must be carried out at least once per year
Well-Informed Investor	means a well-informed investor within the meaning of article 2 of the 2007 Law, i.e. <ul style="list-style-type: none"> i. institutional investors, ii. professional investors, and iii. any other type of investor, who has declared in writing that he is a well-informed investor, and either invests a minimum of EUR 125,000 or has an appraisal from a bank in the sense of the directive 2006/48/CE, another professional of the financial sector in the sense of the directive 2004/39/CE, or a management company in the sense of the directive 2001/107/CE certifying his ability to adequately understand the investment made in the Company. <p>The afore-mentioned conditions do not apply to the managers of the Company and any other person intervening in the management of the Company</p>

Title I. Name - Registered office - Duration - Purpose

Art. 1. Name. The Company is hereby formed as a public limited liability company (société anonyme) qualifying as an investment company with variable share capital - specialised investment fund {société d'investissement à capital variable - fonds d'investissement spécialisé} under the name of "CS Real Estate SICAV-SIF I".

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg-City, Grand Duchy of Luxembourg.

The Board of Directors is authorised to transfer the registered office of the Company within the municipality of Luxembourg-City. The registered office may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of the sole Shareholder or in case of plurality of Shareholders by means of a resolution of an extraordinary general meeting of Shareholders deliberating in the manner provided for any amendment to the Articles of Incorporation.

Branches, Subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the Board of Directors.

In the event that the Board of Directors determines that extraordinary political or military events have occurred or are imminent which 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 abnormal circumstances; such provisional measures shall have no effect on the nationality of the Company which, notwithstanding such temporary transfer, shall remain a Luxembourg corporation.

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

Art. 4. Purpose. The object of the Company is to invest the funds available to it in securities and other assets permitted by law, with the purpose of spreading investment risks and affording its Investors the results of the management of its assets, provided that it shall comply with the investment restrictions and limitations as set out for the relevant Subfund (s) in the Offering Memorandum.

The Company may enter into any and all contracts and agreements for carrying out the purpose of the Company and for administration and operation of the Company, and pay any expenses connected therewith.

The Company may acquire interests and create Subsidiaries by means of equity or debt or by combination of both.

The Company shall, to the extent appropriate, enter into contractual arrangements with its Subsidiaries and/or other entities in which it holds an interest to assume management, holding or financing activities and other functions of a managing holding company.

The Company may take any measures and carry out any transaction, which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under the 2007 Law.

Title II. Share capital - Shares - Net asset value

Art. 5. Share Capital - Subfunds - Classes of Shares. The share capital of the Company shall be represented by fully paid up Shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to article

11 of these Articles of Incorporation. The minimum share capital of the Company shall be, as provided by the 2007 Law, the equivalent of one million two hundred and fifty thousand Euros (EUR 1,250,000.-) and must be reached within twelve (12) months after the date on which the Company has been authorised as a fonds d'investissement spécialisé by the CSSF. The initial share capital of the Company shall be set at thirty-one thousand EUR (31,000.-) represented by thirty-one (31) fully paid up Shares.

The Accounting Currency of the Company is the Euro.

The Board of Directors of the Company may, at any time, establish several pools of assets, each constituting a Subfund (compartment) within the meaning of article 71 of the 2007 Law.

The Board of Directors shall attribute a specific investment objective and policy, specific investment restrictions and a specific denomination to each Subfund.

The right of Shareholders and creditors relating to a particular Subfund or raised by the incorporation, the operation or the liquidation of a Subfund are limited to the assets of such Subfund. The assets of a Subfund will be answerable exclusively for the rights of the Shareholders relating to this Subfund and for those of the creditors whose claim arose in relation to the incorporation, the operation or the liquidation of this Subfund. In the relation between Shareholders, each Subfund will be deemed to be a separate entity.

The Board of Directors may, at any time, offer different Classes of Shares within one or more Subfunds, which may differ, inter alia, in their denomination, hedging policy, fee structure, subscription and/or redemption procedures, minimum initial and subsequent investment and/or holding requirements, type of target investors and distribution policy applying to them as more fully described in the Offering Memorandum.

The proceeds of the issue of each Class of Shares of a given Subfund shall be invested, in accordance with article 4 of these Articles of Incorporation, in securities of any kind and other assets permitted by the 2007 Law, pursuant to the investment objective and policy determined by the Board of Directors for the Subfund established in respect of the relevant Class(es) of Shares, subject to the investment restrictions provided by law or determined by the Board of Directors.

For the purpose of determining the capital of the Company, the net assets attributable to each Subfund shall, if not denominated in Euro, be converted into Euro and the capital shall be the aggregate of the net assets of all Classes and all Subfunds.

Art. 6. Form of Shares. The Company shall issue fully paid-up Shares of each Subfund and each Class in uncertificated registered form only, each Share being linked to one of the Subfunds. Such Shares may be of different Classes. The register of the Shareholders is conclusive evidence of ownership of the Shares and the Company shall treat the registered owner of Shares as the owner thereof.

Subject to compliance with article 10 of these Articles of Incorporation, transfer of registered Shares shall be effected by a written declaration of transfer to be inscribed in the register of Shareholders dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. The Company may also accept and enter in the register of Shareholders a transfer on the basis of correspondence or other documents recording the agreement of the transferor and transferee as evidence of transfer other instruments of transfer satisfactory to the Company. Any transfer of registered Shares shall be entered into the register of Shareholders; such inscription shall be signed by at least two (2) Directors or officers of the Company or by at least two (2) other persons duly authorised thereto by the Board of Directors.

Shareholders entitled to receive registered Shares shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of Shareholders. In the event that a Shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of Shareholders and the Shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such Shareholder. A Shareholder may, at any time, change the address as entered into the register of Shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

The Company recognizes only one single owner per Share. If one or more Shares are jointly owned or if the ownership of such Share(s) is disputed, all persons claiming a right to such Share(s) have to appoint one single attorney to represent such Share(s) towards the Company. The failure to appoint such attorney implies a suspension of all rights attached to such Share(s). Moreover, in the case of joint Shareholders, the Company reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Company may consider to be the representative of all joint holders, or to all joint Shareholders together, at its absolute discretion.

The Company may decide to issue fractional Shares up to one thousandth (1/1000) of a Share. Such fractional Shares shall not be entitled to vote, except to the extent their number is so that they represent a whole Share, but shall be entitled to participate in the net assets attributable to the relevant Class of Shares on a pro rata basis.

Art. 7. Issue of Shares. The Board of Directors is authorised, without any limitation, to issue at any time Shares of no par value fully paid up, in any Class and in any Subfund, without reserving the existing Shareholders a preferential right to subscribe for the Shares to be issued. No Shares will be issued during any period when the calculation of the Net Asset

Value per Share and the Adjusted Net Asset Value per Share in the relevant Subfund and Class is suspended pursuant to the provisions of article 12 of these Articles of Incorporation.

The Board of Directors may impose restrictions on the frequency at which Shares shall be issued. The Board of Directors may, in particular, decide that Shares shall only be issued during one or more closings or offering periods or at such other frequency as provided for in the Offering Memorandum.

The Board of Directors may impose conditions on the issue of Shares (including without limitation the execution of such subscription documents and the provision of such information as the Board of Directors may determine to be appropriate) and may fix (i) a minimum subscription and/or a minimum holding amount and (ii) a maximum number of Shareholders. The Board of Directors may also, in respect of any one given Subfund and/or Class of Shares, levy an issuing commission and has the right to waive partly or entirely this subscription charge. Any conditions to which the issue of Shares may be submitted will be detailed in the Offering Memorandum.

The Board of Directors may fix an initial subscription day or initial subscription period during which the Shares of any one given Subfund and/or Class of Shares will be issued at a fixed price (i.e. the initial subscription price), plus any actualisation interests, applicable fees, commissions and costs, as determined by the Board of Directors and provided for in the Offering Memorandum.

At the incorporation of the Company, the initial capital of the Company has been subscribed by Credit Suisse AG or an Affiliate thereof against the issue of Shares at the applicable Initial Subscription Price. The subscriber of the initial capital is under no obligation to commit to subscribe for additional Shares. The subscriber of the initial share capital may, during the Initial Offer Period, request the redemption of all or part of the Shares issued at the incorporation of the Company at the Initial Subscription Price and thereafter at the applicable Adjusted Net Asset Value.

Whenever the Company offers Shares of any one given Subfund and/or Class of Shares after the initial subscription day or initial subscription period for such Subfund and/or Class of Shares, Shares shall be issued at the next available Adjusted Net Asset Value per Share of the relevant Class and Subfund, as determined in compliance with article 11 of these Articles of Incorporation, plus any applicable issuing commission and/or equalisation charge as determined by the Board of Directors and disclosed in the Offering Memorandum. Any taxes, commissions and other fees incurred in the respective countries in which the Shares of the Company are sold will also be charged.

Shares shall be allotted only upon acceptance of the subscription and payment of the issue price. The issue price must be received before the issue of Shares. The payment will be made under the conditions and within the time limits as determined by the Board of Directors and described in the Offering Memorandum.

The Company may agree to issue Shares as consideration for a contribution in kind of assets, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from an auditor qualifying as a réviseur d'entreprises agréé. Specific provisions relating to in kind contribution may be included in the Offering Memorandum.

The Board of Directors may delegate to any duly authorised director, manager, officer or to any other duly authorised agent the power to accept subscriptions, to receive payment of the price of the new Shares to be issued and to deliver them.

As further detailed in the Offering Memorandum, the Board of Directors will have full discretion when issuing subscription requests to investors having entered into a subscription agreement. The Board of Directors may take into account situations where an Investor may be excused under its subscription agreement from making all or a portion of a payment following a subscription request in order to avoid a situation prohibited for example by the relevant Investor's articles of incorporation or by the applicable laws and regulation of the Investor's home country and/or any other terms and conditions provided for in the relevant subscription agreement.

The failure of an Investor to make, within a specified period of time determined by the AIFM, any required contributions or certain other payments, in accordance with the terms of its subscription agreement, entitles the AIFM to declare the relevant Investor a Defaulting Investor, which results in the penalties determined by the AIFM and detailed in the Offering Memorandum, unless such penalties would be waived by the AIFM in its discretion.

The Company may reject any subscription in whole or in part, and the Board of Directors may, at any time and from time to time and in its absolute discretion without liability and without notice, discontinue the issue and sale of Shares of any Class in any one or more Subfunds.

The Company may, in the course of its sales activities and at its discretion, cease issuing Shares, refuse subscription applications in whole or in part and suspend or limit, in compliance with article 10 of these Articles of Incorporation, their sale to individuals or corporate bodies in particular countries or areas, for specific periods or permanently.

Art. 8. Redemption of Shares. The Shareholders may request the redemption of Shares and the Company may redeem its Shares, in each case subject to the terms and conditions the Board of Directors shall determine and within the limitations set forth by law and these Articles of Incorporation and provided in the Offering Memorandum. In particular, at the option of the Board of Directors, Shares may be redeemed only during a certain timeframe, in accordance with a certain procedure of priority and/or in respect of a scale down procedure.

A redemption request is irrevocable, unless the Board of Directors accepts the request for a partial or full withdrawal of the redemption request of the Shareholder in its absolute discretion

The redemption price shall be the Adjusted Net Asset Value per Share of the relevant Class of Shares (plus a redemption fee or charge in favour of the Company, if applicable) determined in accordance with the provisions of article 11 of these Articles of Incorporation as at the next relevant Valuation Day, less any taxes, commissions and other fees incurred in connection with the transfer of the redemption proceeds (including those taxes, commissions and fees incurred in any country in which the Shares are sold).

The redemption price per Share shall be paid within a period of time determined by the Board of Directors, in accordance with such policy as the Board of Directors may from time to time determine, provided that the Share transfer documents have been received by the Company.

Payment of the redemption price to Shareholders will be executed in cash, in kind, or both in kind and cash as set out hereinafter.

Payments in cash will be made in the Reference Currency of the relevant Subfund.

Payment in kind will be made at the discretion of the Company but with the consent of the Shareholder concerned by allocating to such Shareholder assets of the relevant Subfund equal in value (as calculated in the manner described in article 11 of these Articles of Incorporation) as of the Valuation Day on which the Redemption price is calculated, to the Adjusted Net Asset Value of the Shares to be redeemed less any applicable fees and charges. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders of the relevant Subfund. To extent necessary under Luxembourg law, any such in kind redemptions will be valued in a report by the Auditor of the Company. The cost of such report shall be borne by the redeeming Shareholder(s) unless such in kind payments are in the interests of all Shareholders in which case such costs will be borne by the relevant Subfund.

The Company will at any time compulsorily redeem Shares from Shareholders who are excluded from the acquisition or ownership of Shares in the Company (such as a Prohibited Person), any given Subfund or Class, pursuant to the procedure set forth in article 10 of these Articles of Incorporation and the Offering Memorandum.

The Board of Directors may, with the consent of a Shareholder and subject to the principle of equal treatment of Shareholders, fully or partially redeem the Shares owned by such Shareholder at the relevant Adjusted Net Asset Value of the Shares.

Subject to the minimum capital requirement provided for by the 2007 Law, the Board of Directors may decide, at its discretion, to redeem Shares for distribution purposes. If the Board of Directors resolves to redeem Shares, Shares of all Investors of the Class or Subfund concerned have to be redeemed proportionately unless all Investors of the relevant Subfund or Class give their consent to a deviating procedure.

All redeemed Shares shall be cancelled.

Art. 9. Conversion of Shares. Conversions of Shares between Classes and Subfunds are possible in line with the rules set forth in the Offering Memorandum.

Art. 10. Restrictions on Ownership of Shares and the Transfer of Shares. Shares of each Subfund are issued to Well-informed Investors only.

The Board of Directors may restrict or prevent the ownership of Shares in the Company by any legal person, firm or corporate body, if in the opinion of the Company such holding may, inter alia, be detrimental to the Company, its Shareholders or one given Class or Subfund, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws other than those of the Grand Duchy of Luxembourg (including but without limitation tax laws).

Specifically but without limitation, the Board of Directors may restrict the ownership of Shares in the Company by any Prohibited Person and U.S. Persons.

For such purposes the Company may:

(A) decline to issue any Shares and decline to register any transfer of Shares, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such Shares by a Prohibited Person or a U.S. Person; and

(B) at any time require the registrar and transfer agent of the Company, 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 Shares rests in a Prohibited Person or a U.S. Person, or will result in beneficial ownership of such Shares by a Prohibited Person or a U.S. Person; and

(C) decline to accept the vote of any Prohibited Person or a U.S. Person, at any meeting of Shareholders of the Company; and

(D) where it appears to the Company that any Prohibited Person or U.S. Person either alone or in conjunction with any other person is a beneficial owner of Shares, direct such Shareholder to sell his Shares and to provide to the Company evidence of the sale within thirty (30) days of the notice. If such Shareholder fails to comply with the direction, the Company may compulsorily redeem or cause to be redeemed from any such Shareholder all Shares held by such Shareholder in the following manner:

(1) The Company shall serve a second notice (the "Purchase Notice") upon the Shareholder holding such Shares, specifying the Shares to be purchased as aforesaid, the manner in which the purchase price will be calculated and the name of the purchaser. Any such Purchase Notice may be served upon such Shareholder by public notification pursuant to the 1915 Law. 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 his Shares will be cancelled.

(2) The price at which each such Share is to be purchased (the "Purchase Price") shall be an amount equal to eighty-five percent (85%) of the Net Asset Value per Share of the relevant Class or Subfund as calculated with respect to the next Valuation Day.

(3) Payment of the Purchase Price will be made available to the former owner of such Shares normally in the currency fixed by the Board of Directors for the payment of the redemption price of the Shares of the relevant Class and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) upon final determination of the Purchase Price. Upon service of the Purchase Notice as aforesaid such former owner shall have no further interest in such Shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the Purchase Price (without interest) from such bank.

(4) The exercise by the Company of the power conferred by this article shall not be questioned or invalidated in any case, on the ground 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 Company at the date of any Purchase Notice, provided in such case said powers were exercised by the Company in good faith.

Investors may only transfer their Shares and Unfunded Commitments either together or separately, subject to the below conditions and to the consent of the Board of Directors, which may only be withheld for the reasons set out below in this article.

The Board of Directors has the right to refuse any transfer, assignment or sale of Shares in its sole discretion if the Board of Directors reasonably determines that it would result in a Prohibited Person holding Shares, either as an immediate consequence or in the future.

The Board of Directors has the right to refuse any transfer, assignment or sale of Unfunded Commitments in its sole discretion if (i) the Board of Directors reasonably determines that it would result in a Prohibited Person holding Unfunded Commitments, either as an immediate consequence or in the future or (ii) the Board of Directors reasonable determines that the transferee does not have similar creditworthiness as the transferor.

The transferee of the Unfunded Commitment shall accept and become solely liable for all liabilities and obligations relating to such Commitment and accept the terms of the subscription agreement to be concluded between the Investor and the Company upon which the transferor shall be released from such liabilities and obligations. Once the Board of Directors has accepted the transferee and the transferor has transferred its Commitment, such transferor shall have no further liability of any nature under the Offering Memorandum or in respect of the Subfund in relation to the Commitment it has transferred.

Art. 11. Calculation of the Net Asset Value per Share and the Adjusted Net Asset Value per Share. To the extent required by and within the limits laid down under Luxembourg laws and regulations, the Net Asset Value per Share will be determined by the AIFM or the Central Administration or any agent, which shall satisfy the requirements of the 2007 Law and the 2013 Law, appointed thereto by the Company under the responsibility of the AIFM. If an External Valuer is appointed, it shall not delegate the valuation function to a third party. The name of the appointed independent External Valuer (if any) will be incorporated in the Offering Memorandum of the Company.

The Net Asset Value per Share and the Adjusted Net Asset Value per Share of each Class in each Subfund shall be expressed in the Reference Currency of that Class or Subfund, as specified for each Class or Subfund in the Offering Memorandum, and shall be determined as at each Valuation Day by dividing (i) the net assets of that Subfund attributable to such Class, being the value of the portion of the Subfund's gross assets less the portion of the Subfund's liabilities attributable to such Class, on such Valuation Day, by (ii) the number of Shares of such Class then outstanding in such Subfund.

The Net Asset Value per Share and the Adjusted Net Asset Value per Share shall be rounded down to three (3) decimal places. If, since the time of determination of the Net Asset Value per Share and the Adjusted Net Asset Value per Share of any Subfund there has been a material change in relation to (i) a substantial part of the assets of the relevant Subfund or (ii) the quotations in the markets on which a substantial portion of the investments of the relevant Subfund are dealt in or quoted, the AIFM may, in order to safeguard the interests of the Shareholders and the Subfund, cancel the first determination and carry out a second determination of the Net Asset Value per Share and the Adjusted Net Asset Value per Share of that Subfund with prudence and in good faith.

The assets of the Company shall include:

- (1) all properties or property rights registered in the name of the Company or any of its Subsidiaries;
- (2) all shares/units and convertible securities, debt and convertible debt securities of Real Estate Investment Structures;
- (3) all cash in hand or on deposit, including any interest accrued thereon;
- (4) all bills and demand notes payable and accounts receivable (including proceeds of securities or any other assets sold but not delivered);

(5) all bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, interests in limited partnerships, financial instruments and similar assets owned or contracted for by the Company;

(6) all stock dividends, cash dividends and cash payments receivable by the Company to the extent information thereon is reasonably available to the Company, the AIFM or the Depositary;

(7) all interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the value attributed to such asset;

(8) the Organisational Expenses of the Company, including the cost of issuing and distributing Shares of the Company, insofar as the same have not been written off;

(9) the liquidating value of all futures, forward, call or put options contracts the Company has an open position in;

(10) all swap contracts entered into by the Company;

(11) all other assets of any kind and nature including expenses paid in advance. The value of such assets shall be determined as follows:

a) Properties and property rights registered in the name of the Company or any of its Subsidiaries shall be valued by one or more External Valuer(s) in accordance with article 13 of these Articles of Incorporation, provided that the Company may deviate from such valuation if deemed in the interest of the Company and its Shareholders;

b) Securities that are listed on a stock exchange or dealt in on another Regulated Market will be valued on the basis of the last available publicised stock exchange or market value;

c) Securities that are not listed on a stock exchange nor dealt in on another Regulated Market will be valued on the basis of the probable net realisation value (excluding any deferred taxation) estimated with prudence and in good faith by the AIFM. If a net asset value is determined for the units or shares issued by a Real Estate Investment Structure that calculates a net asset value per share or unit, those units or shares will be valued on the basis of the latest net asset value determined according to the provisions of the particular issuing documents of this Real Estate Investment Structure. In case of the occurrence of an evaluation event that is not reflected in the latest available net asset value of such shares or units issued by such Real Estate Investment Structure, the valuation of such shares or units issued by such Real Estate Investment Structure may take into account this evaluation event. The following events qualify as evaluation events: capital calls, distributions or redemptions effected by the Real Estate Investment Structure or one or more of its underlying investments as well as any material events or developments affecting either the underlying investments or the Real Estate Investment Structure itself;

d) If no net asset value is determined by a Real Estate Investment Structure, the value of the such investments will be periodically updated on the basis of available financial and business reports from the relevant investments, by using valuation techniques which may include the use of comparable recent arm's length transactions, discounted cash flow analysis and other valuation techniques commonly used by market participants. The AIFM may, at the expense of the Subfunds, engage External Valuer(s) to provide valuations for any for any investment of the Subfunds including those requiring subjective judgement.

e) the value of any cash in 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 is 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 is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof;

f) all other securities and other assets, including debt securities and securities for which no market quotation is available, are valued on the basis of dealer-supplied quotations or by a pricing service approved by the AIFM or, to the extent such prices are not deemed to be representative of market values, such securities and other assets shall be valued at fair value as determined in good faith pursuant to procedures established by the AIFM. Money market instruments held by the Company with a remaining maturity of ninety days or less will be valued by the amortised cost method, which approximates market value;

g) the liquidating value of forward contracts not traded on exchanges or on other regulated markets are valued at the current cost of offsetting such contracts. Futures contracts traded on exchanges or other regulated markets are generally valued at the settlement price determined by the exchange or other regulated market on which the instrument is primarily traded or, if there were no trades that day for a particular instrument, at the mean of the last available bid and asked quotations on the market in which the instrument is primarily traded;

h) exchange-traded options are generally valued at the mean of the bid and asked quotations on the exchange at closing. Options contracts not traded on an exchange or on other regulated markets are valued at the mean of the bid and asked quotations. If there is only a bid or only an asked price on such date, valuation will be at such bid or asked price for long or short options, respectively;

i) the value of swaps shall be determined by applying a recognised and transparent valuation method on a regular basis;

The AIFM, 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 or liability of the Company. This method will then be applied in a consistent way. In any event, the AIFM ensures the proper independent valuation of the assets of each Subfund.

The liabilities of the Company shall include:

- (1) all loans and other indebtedness for borrowed money (including convertible debt), bills and accounts payable;
- (2) all accrued interest on such loans and other indebtedness for borrowed money (including accrued fees for commitment for such loans and other indebtedness);
- (3) all accrued or payable expenses (including expenses, Management Fees, performance fees, investment advisory fees, depositary fees and central administration fees);
- (4) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid distributions declared by the Company, where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;
- (5) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the AIFM, as well as such amount (if any) as the AIFM may consider to be an appropriate allowance in respect of any contingent liabilities of the Company; provided that for the avoidance of doubt, on the basis that the assets are held for investment it is not expected that such provision shall include any deferred taxation; and
- (6) all other liabilities of the Company of whatsoever kind and nature. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which shall comprise formation expenses, fees, expenses, disbursements, reasonable and documented travel expenses and out-of-pocket expenses payable to its investment managers or investment advisors, including performance related fees, fees, expenses, disbursements and out-of-pocket expenses payable to its accountants, Depositary and its correspondents, administrative, registrar and transfer agents, any paying agent, any distributors and permanent representatives in places of registration, property manager, as well as any other agent employed by the AIFM (if any) respectively by the Company, the remuneration of the Directors and their reasonable and documented travel and out-of-pocket expenses, fees and reasonable and documented travel and out-of-pocket expenses of the Investor Committee, insurance coverage (including director (manager) insurance), reasonable and documented travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, licensing fees for the use of the various indexes, reporting and publishing expenses, including the cost of preparing, translating, printing, advertising and distributing prospectuses, explanatory memoranda, the Articles of Incorporation, periodical reports or registration statements, the costs of publishing the net asset value and any information relating to the estimated value of a Subfund or Class, the cost of printing certificates, and the costs of any reports to the Shareholders, the cost of convening and holding Investor Committees, including reasonable and documented travel and out-of-pocket expenses of the Investor Committees, and board meetings, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, transaction fees, the cost of setting up and operating direct and indirect Subsidiaries, publishing the issue and redemption prices, interests, bank charges and brokerage, postage, insurance, telephone and telex. A Subfund may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

The value of all assets and liabilities not expressed in the Reference Currency of any one given Subfund and/or Class of Shares will be converted into the Reference Currency of such Subfund and/or Class at the relevant rates of exchange prevailing on the relevant Valuation Day. If such quotations are not available, the rate of exchange will be determined with prudence and in good faith by or under procedures established by the AIFM.

The assets and liabilities shall be allocated as follows:

- (1) the issue price received by the Company on the issue of Shares, and reductions in the value of the Company as a consequence of the Company redemption of Shares, shall be attributed to the Subfund and within that Subfund, to the relevant Class to which these Shares belong;
- (2) assets acquired by the Company upon the investment of the issue proceeds and income and capital appreciation in relation to such investments which relate to a specific Subfund shall be attributed to such Subfund;
- (3) assets disposed of by the Company as a consequence of the redemption of Shares and liabilities, expenses and capital depreciation relating to investments made by the Company and other operations of the Company, which relate to a specific Subfund shall be attributed to such Subfund;
- (4) where the use of foreign exchange transactions, instruments or financial techniques relates to a specific Subfund and/or within a Subfund, to a specific Class the consequences of their use shall be attributed to such Subfund and/or Class of Shares in such Subfund;
- (5) where assets, income, capital appreciations, liabilities, expenses, capital depreciations or the use of foreign exchange transactions, instruments or techniques cannot be attributed to a particular Subfund they shall be divided equally between all Subfunds or, in so far as is justified by the amounts, shall be attributed in proportion to the relative Net Asset Value of the Subfunds or Classes of Shares in the Subfunds if the AIFM, in its sole discretion, determines that this is the most appropriate method of attribution; and
- (6) any distributions resolved by the Board of Directors to the Shareholders of a Subfund or specific Class in a Subfund shall reduce the net assets of this Subfund or Class in the Subfund by the amount of such distribution.

In the absence of bad faith, gross negligence or manifest error, every decision taken by the AIFM or by any bank, company or other organization which the AIFM may appoint for the purpose of calculating the Net Asset Value per Share

and the Adjusted Net Asset Value per Share, in calculating the Net Asset Value per Share and the Adjusted Net Asset Value per Share, shall be final and binding on the Company and present, past or future Shareholders.

For the purpose of this article:

(1) Shares to be redeemed by the Company under article 8 of these Articles of Incorporation shall be treated as existing and shall be taken into account until the date fixed for redemption, and from such time and until paid by the Company, the price thereof shall be deemed to be a liability of the Company;

(2) Shares to be issued by the Company shall be treated as being in issue as from the time specified by the AIFM on the relevant Valuation Day on which such valuation is made and, from such time and until received by the Company, the price therefore shall be deemed to be an asset of the Company;

(3) where on any Valuation Day the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

provided however, that if the exact value or nature of such consideration or such asset is not known on such Valuation Day, then its value shall be estimated by the AIFM.

Art. 12. Frequency and Temporary Suspension of the Calculation of the Net Asset Value per Share and the Adjusted Net Asset Value per Share, of the Issue, the Redemption and the Conversion of Shares. With respect to each Class of Shares, the Net Asset Value per Share, the Adjusted Net Value per Share and the price for the issue, redemption and conversion of Shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least once a year, at a frequency specified in the Offering Memorandum as well as on each day by reference to which the AIFM approves the pricing of an issue, a redemption or a conversion of Shares, provided that this is in compliance with applicable laws and regulations, such date or time of calculation being referred to herein as a "Valuation Day".

The AIFM may suspend the determination of the Net Asset Value per Share and the Adjusted Net Value per Share:

- during any period when, as a result of the political, economic, military or monetary events or any circumstance outside the control, responsibility and power of the AIFM, or the existence of any state of affairs in the Real Estate market, disposal of the assets of the Company is not reasonably practicable without materially and adversely affecting and prejudicing the interests of Shareholders or if, in the opinion of the AIFM, a fair price cannot be determined for the assets of the Company;

- in the case of a breakdown of the means of communication normally used for valuing any asset of the Company or if for any reason the value of any asset of the Company which is material in relation to the Net Asset Value per Share and the Adjusted Net Value per Share (as to which the AIFM shall have sole discretion) may not be determined as rapidly and accurately as required;

- if, as a result of exchange restrictions or other restrictions affecting the transfer of funds, transactions on behalf of the Company are rendered impracticable, or if purchases, sales, deposits and withdrawals of the assets of the Company cannot be effected at the normal rates of exchange;

- during any period when there is an unusual high degree of uncertainty with regard to the value of the net assets of any Subsidiary of the Company; or

- when for any other reason, the prices of any investments cannot be promptly or accurately determined.

Any such suspension shall be notified to the concerned Shareholders and subscribers.

Art. 13. External Valuer. The External Valuer shall perform its functions impartially and with the requested due skill, care and diligence, and shall not delegate the valuation function to a third party. The External Valuer will value the properties using a formal set of guidelines on the basis of widely-accepted valuation standards, adapted as necessary to respect individual market considerations and practices.

All Real Estate properties and property rights and Real Estate Investment Structures held by the Company shall be valued by the External Valuer once per Financial Year. Such valuation may be used throughout the following Financial Year unless there is a change in the general economic situation or in the condition of the relevant Real Estate properties and property rights and Real Estate Investment Structures or corresponding property rights held by the Company or by any of its Subsidiaries or by any controlled property companies which requires new valuations to be carried out under the same conditions as the annual valuations. In addition, upon request of the Board of Directors, individual valuations may be undertaken during each Financial Year to confirm the market value of a particular property at the time of acquisition and the whole portfolio may be valued at any time for the purpose of calculating the Net Asset Value and the Adjusted Net Asset Value per Share.

Properties cannot be acquired or sold unless they have been valued by an External Valuer, although a new valuation is unnecessary if the sale of the property takes place within six (6) months after the last valuation thereof. Acquisition prices may not be noticeably higher, nor sales prices noticeably lower, than the relevant valuation except in exceptional circumstances that are duly justified. In such case, the Board of Directors must justify its decision to the Shareholders in the next financial report.

Notwithstanding the above, the Company may acquire an individual property without obtaining an independent valuation from the External Valuer prior to the acquisition. The Investment Objective and Investment Policy may indeed require the Board of Directors to decide quickly in order to take advantage of market opportunities. In such circumstances, obtaining an independent valuation from the External Valuer prior to the acquisition can prove practically impossible. An ex post independent valuation will however be required from the External Valuer as quickly as possible after the acquisition. Such an ex post independent valuation will be the exception, not the rule. Moreover, if the ex post independent valuation carried out by the External Valuer in connection with an individual property determines a price noticeably lower than the price paid or to be paid by the Company, the Board of Directors will justify this difference in the next financial report.

The appointed External Valuer will be published in the annual report.

Title III. Administration and Supervision

Art. 14. Directors. The Company shall be managed by a Board of Directors composed of not less than three (3) members, who need not be Shareholders of the Company. They shall be elected for a term not exceeding five (5) years. In case a Director is elected without any indication on the term of his mandate, he is deemed to be elected for five (5) years from the date of his election. Upon expiry of its mandate, a Director may seek reappointment.

The Directors shall be elected by a general meeting of Shareholders, which shall further determine the number of Directors, their remuneration and the term of their office.

Directors shall be elected by the majority of the votes of the Shares present or represented at such general meeting.

Any Director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting. The Director removed will remain in function until its successor is elected and take up its functions.

In the event of a vacancy in the office of Director, the remaining Directors may temporarily fill such vacancy; the Shareholders shall take a final decision regarding such nomination at their next general meeting.

Art. 15. Board Meetings. The Board of Directors may choose from among its members a chairman. The first chairman may be appointed by the first general meeting of Shareholders.

The Board of Directors may choose one or more vice-chairmen. It may also choose a secretary, who need not be a Director, who shall write and keep 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 (2) Directors, in Luxembourg or as the case may be from time to time any such other place as indicated in the notice of such meeting.

The chairman shall preside at the meetings of the Board of Directors and of the Shareholders. In his absence, the Shareholders or the Directors shall decide by a majority vote that another Director, or in case of a Shareholders' meeting, that any other person shall be in the chair of such meetings.

Written notice of any meeting of the Board of Directors shall be given to all Directors at least twenty-four (24) hours prior to the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing or by cable, e-mail, facsimile transmission or any other similar means of communication, of each Director. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board of Directors.

Any Director may act at any meeting by appointing in writing, by cable, e-mail, facsimile transmission or any other similar means of communication another Director as his proxy. A Director may represent several of his colleagues.

Any Director may participate in a meeting of the Board of Directors by conference call, video conference or similar means of communications equipment complying with technical features which guarantee an effective participation to the meeting allowing all the persons taking part in the meeting to hear one another on a continuous basis and allowing an effective participation of such persons in the meeting. The participation in a meeting by these means is equivalent to a participation in person at such meeting. A meeting held through such means of communication shall be as valid and effectual as if physically held, provided that the minutes of the meeting are prepared and duly signed by the chairman of such meeting, and shall be deemed to be held at the registered office of the Company. Each participating Director shall be authorised to vote by video or by telephone.

The Directors may only act at duly convened meetings of the Board of Directors. The Directors may not bind the Company by their individual signatures, except if specifically authorized thereto by 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.

Resolutions are taken by a majority vote of the Directors present or represented. In the event that at any meeting the number of votes for or against a resolution are equal, the chairman of the meeting shall have a casting vote.

Resolutions of the Board of Directors will be recorded in minutes signed by the chairman of the meeting or, in his absence, by the chairman pro tempore who presided at such meeting or by any two (2) Directors. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two Directors.

Circular resolutions signed by all Directors 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 or facsimiles. Such resolutions shall enter into force on the date of the circular resolution as mentioned therein. In case no specific date is mentioned, the circular resolution shall become effective on the day on which the last signature of a board member is affixed.

Resolutions taken by any other electronic means of communication e.g. e-mail, cables, telegrams or telexes shall be formalized by subsequent circular resolution. The date of effectiveness of the then taken circular resolution shall be the one of the latest approval received by the Company via electronic means of communication. Such approvals received by all Directors shall remain attached to and form an integral part of the circular resolution endorsing the decisions formerly approved by electronic means of communication.

Any circular resolutions may only be taken by unanimous consent of all the members of the Board of Directors.

Art. 16. Powers of the Board of Directors. The Board of Directors is, within the limits set in these Articles of Incorporation and the Offering Memorandum, vested with the broadest powers to perform all acts of disposition, management and administration within the Company's purpose, in particular in compliance with the investment policy and investment restrictions as determined in article 19 of these Articles of Incorporation and the Offering Memorandum.

All powers not expressly reserved by law or by the present Articles of Incorporation to the general meeting of Shareholders of the Company or a Subfund are in the competence of the Board of Directors.

For the avoidance of doubt, inter alia, the appointment or removal of the AIFM, a potential investment manager or other asset manager to which the Company or the AIFM may from time to time delegate any asset management decisions, as well as any amendments of these Articles of Incorporation, the investment policy and restrictions as stipulated in the Offering Memorandum for any Subfund and any decisions regarding a potential merger, dissolution or liquidation of the Company and/or a Subfund remain in the sole capacity of the Shareholders and require a resolution of the Shareholders of the Company or the relevant Subfund, as applicable, according to Articles 26 or 27.

Art. 17. Corporate Signature. Vis-à-vis third parties, the Company is validly bound by the joint signatures of any two (2) Directors or by the joint signatures of any two (2) officers of the Company or of any other person(s) to whom authority has been delegated by the Board of Directors.

Art. 18. Delegation of Power. The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company and the representation of the Company for such daily management and affairs to any member of the Board of Directors, officers or other agents, legal or physical person, who may but are not required to be Shareholders of the Company, under such terms and with such powers as the Board of Directors shall determine and who may, if the Board of Directors so authorizes, sub-delegate their powers under the Board of Directors' supervision.

The Board of Directors may also confer all powers and special mandates to any person, and may, in particular appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the Board of Directors. The officers need not be Directors or Shareholders of the Company. Unless otherwise stipulated by these Articles of Incorporation, the officers shall have the rights and duties conferred upon them by the Board of Directors.

Furthermore, the Board of Directors may create from time to time one or several committees composed of Directors and/or external persons and to which it may delegate powers as appropriate.

The Board of Directors may also confer special powers of attorney by notarial or private proxy.

Art. 19. Investment Policies and Restrictions. All investments and the course of conduct of the management and business affairs of each Subfund of the Company shall be subject to the corporate and investment policy and the investment restrictions as set forth in the Offering Memorandum (as amended from time to time by the Shareholders in accordance Article 27 of these Articles of Incorporation) and in compliance with applicable laws and regulations.

The Board of Directors, acting in the best interests of the Company and with the approval of the Shareholders, may decide, in the manner described in the Offering Memorandum of the Company, that (i) all or part of the assets of the Company or of any Subfund be co-managed on a segregated basis with other assets held by other investors, including other undertakings for collective investment and/or their Subfunds, or that (ii) all or part of the assets of two or more Subfunds be co-managed amongst themselves on a segregated or on a pooled basis.

Art. 20. Alternative Investment Fund Manager. The Company may appoint a management company as an external alternative investment fund manager or remain self managed. The AIFM will, under the supervision of the Board of Directors, administer and manage each Subfund in accordance with the Offering Memorandum, the Articles of Incorporation and under the conditions and within the limits laid down by Luxembourg laws and regulations, in particular the 2007 law and the 2013 law and in the exclusive interest of the Shareholders, and it will be empowered, subject to the rules as further set out hereafter, to exercise all of the rights attached directly or indirectly to the assets of each Subfund. Details regarding the appointment of the external alternative investment fund manager or self-managed structure of the Company will be incorporated in the Offering Memorandum

Art. 21. Investment Manager and Investment Advisors. The Company and/or the AIFM may appoint a investment manager to manage, under the overall control and responsibility of the Board of Directors, the securities portfolio of one or more Subfunds of the Company.

The Company and/or the AIFM may furthermore appoint one or more investment advisor(s) with the responsibility to prepare the purchase and sale of any eligible investments for one or more Subfund of the Company and otherwise advise the Company with respect to asset management as further described in the Offering Memorandum.

The powers and duties of the investment manager and the respective investment advisor as well as their remuneration will be described in an investment management agreement and/or investment advisory agreement to be entered into by the Company and/or the AIFM and/or the respective investment manager and/or investment advisor (as the case may be).

Art. 22. Investor Committee. The Company may appoint an Investor Committee for each Subfund, which will have the powers as specified in the Offering Memorandum.

The Board of Directors has the right, in its sole discretion, to appoint and to remove the members of the relevant Investor Committee, who need not be a Shareholder of the relevant Subfund. The Board of Directors may take the size of the Investors' Commitments into account when appointing members of the Investor Committee and it may appoint with preference Investors, whose Commitment has been accepted at an earlier Closing rather than Investors whose Commitment has been accepted at a later Closing. The Board of Directors, the AIFM as well as the Investment Advisor may be represented at an Investor Committee, without however having the right to vote. Each other member shall have one vote.

Each member of the Investor Committee shall nominate one or more deputies who may act on its behalf.

Members of the Investor Committee are appointed for an unlimited period of time, provided that the Board of Directors may at any time revoke the appointment of a member. Furthermore, each member may, at any time, resign as member of the Investor Committee by written notice to the Board of Directors.

The Investor Committee shall appoint a chairman from among its members, by the vote of a simple majority of its members.

The Investor Committee shall meet upon a call from the Company, from its chairman or from one or more members. The Investor Committee shall meet upon not less than five (5) Business Days written notice (unless waived by each Investor Committee member in writing) setting forth the agenda of the matters to be considered and discussed by the Investor Committee. If all members of an Investor Committee are present or represented for the purpose of an Investor Committee and acknowledge they are informed of the agenda thereof, no such prior notice will be required. Any such notice given by the chairman or any two Investor Committee members shall at the same time be communicated to the AIFM, whose members shall have the right to attend meetings of the Investor Committee as observers.

There will be a quorum of two members for holding a meeting of the Investor Committee and decisions will be taken by a simple majority vote. If the quorum of two members could not be reached at the first convened meeting, the Investor Committee shall be reconvened in writing by the Company. There shall be no quorum for such second Investor Committee.

The Investor Committee may meet in person or by remote conference facility including, for the avoidance of doubt, conference calls. It may, on request of its chairman, also vote in writing (including email and fax) unless one or more of its members object to doing so within the time period set forth in such chairman's request.

Art. 23. Conflicts of Interests. In the event of a conflict of interests as described below, such conflict will be fully disclosed to the Board of Directors and referred to the relevant Investor Committee.

In the conduct of its business the AIFM, the Investment Advisor and their affiliates shall identify, manage and where necessary prohibit any action or transaction that may pose a conflict between their respective various business activities and the Company or its investors. The AIFM, the Investment Advisor and their affiliates strive to manage any conflicts in a manner consistent with the highest standards of integrity and fair dealing. For this purpose, the AIFM and the Investment Advisor have implemented procedures that shall ensure that any business activities involving a conflict which may harm the interests of the Company or its investors, are carried out with an appropriate level of independence and that any conflicts are resolved fairly.

A conflict of interests shall arise where a Subfund is presented with (i) an investment proposal involving Real Estate or a Real Estate Investment Structure owned (in whole or in part), directly or indirectly, by the Investment Advisor, one of its affiliates or an Investor of the relevant Subfund, or (ii) any disposition of assets to the Investment Advisor, one of its affiliates or an Investor. Such conflict of interests will be fully disclosed to the Board of Directors. Potential conflicts of interest may also arise because Affiliates of the Investment Advisor, other funds managed by the AIFM or Investment Advisor's Affiliates may have invested directly or indirectly in the Company.

Where a Director has an interest in a transaction submitted for approval to the Board of Directors conflicting with that of the Company, he shall be obliged to inform the Board of Directors thereof and to have this statement recorded in the minutes of such meeting. He may not take part in the deliberations and the voting thereon. The Board of Directors will be obliged to make a special report thereon to the next following general meeting of Shareholders of the Company or the respective Subfund, as applicable, before any other resolution is put to vote. The same procedure will be applied mutatis mutandis in the case of conflicts of interests of the directors of the AIFM.

Notwithstanding anything to the contrary in the Company Documents, the AIFM, the Investment Advisor and their affiliates may actively engage in transactions on behalf of other investment funds and accounts that involve the same assets

in which the Subfunds will invest. The Investment advisor and its affiliates may provide investment advisory services to other investment funds and accounts that have investment objectives similar or dissimilar to those of the Subfunds and/or which may or may not follow investment programs similar to the Subfunds, and in which the Subfunds will have no interest. The portfolio strategies of the Investment Advisor and/or its affiliates used for other investment funds or accounts could conflict with the transactions and strategies advised by the investment manager or the Investment Advisor in managing a Subfund and affect the prices and availability of the assets in which the Subfund invests.

An investment manager, an investment advisor and their affiliates may give advice or take action with respect to any of their other clients which may differ from the advice given or the timing or nature of any action taken with respect to investments of a Subfund. An investment manager and an investment advisor have no obligation to advise any investment opportunities to a Subfund which the investment manager and the investment advisor may advise to other clients.

The AIFM, an investment manager, an investment advisor and their respective members, officers and employees will devote as much of their time to the activities of a Subfund as they deem necessary and appropriate. By the terms of the relevant investment management agreement or investment advisory agreement, the investment manager, the investment advisor and their affiliates are not restricted from forming additional investment funds, from entering into other investment advisory relationships, or from engaging in other business activities, even though such activities may be in competition with a Subfund and/or may involve substantial time and resources of the investment manager and the investment advisor. These activities will not qualify as creating a conflict of interest in that the time and effort of the members, officers and employees of the investment manager, the investment advisor and their affiliates will not be devoted exclusively to the business of the Company but will be allocated between the business of the Company and other advisees of the investment manager and the investment advisor.

For the avoidance of doubt, the actions described in paragraphs 5 through 7 of this article do not constitute a conflict of interests.

Art. 24. Indemnification. The Company will indemnify within the limits set forth by Luxembourg law the Board of Directors, the AIFM (if any), an investment manager, an investment advisor and their respective officers, directors, managers, employees and associates and all persons serving on the AIFM board as well as all members of a Investor Committee, if any, (each an "Indemnitee") against all claims, liabilities, cost and expenses incurred in connection with their role as such, other than for gross negligence, fraud or wilful misconduct. Shareholders will not be individually obligated with respect to such indemnification beyond the amount of their investments in the Company and their Unfunded Commitments.

The Indemnitees shall have no liability for any loss incurred by the Company or any Shareholder howsoever arising in connection with the service provided by them in accordance with the Company Documents, and each Indemnitee shall be, within the limits set forth by Luxembourg law, indemnified and held harmless out of the assets of the Company against all actions, proceedings, reasonable costs, charges, expenses, losses, damages or liabilities incurred or sustained by an Indemnitee in or about the conduct of the Company's business affairs or in the execution or discharge of his duties, powers, authorities or discretions in accordance with the terms of the appointment of the Indemnitee, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by him in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in Luxembourg or elsewhere, unless such actions, proceedings, costs, charges, expenses, losses, damages or liabilities resulted from his gross negligence, wilful misconduct or fraud.

Art. 25. Auditors of the Company. The accounting data related in the annual report of the Company shall be examined by an auditor (réviseur d'entreprises agréé) appointed by the general meeting of Shareholders and remunerated by the Company.

The Auditor of the Company shall fulfil all duties prescribed by the 2007 Law.

Title IV. General Meetings - Accounting year - Distributions

Art. 26. General Meetings of Shareholders of the Company. The Company may have a sole Shareholder at the time of its incorporation or when all of its Shares come to be held by a single person. The death or dissolution of the sole Shareholder does not result in the dissolution of the Company.

If there is only one Shareholder, the sole Shareholder assumes all powers conferred to the general meeting of Shareholders and takes the decisions in writing.

In case of plurality of Shareholders, the general meeting of Shareholders of the Company shall represent the entire body of Shareholders of the Company. Its resolutions shall be binding upon all the Shareholders regardless of the Class to which they belong. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The general meeting of Shareholders shall meet upon call by the Board of Directors. Furthermore, a general meeting has also to be convened at any time at the written request of the Shareholders, which together represent one tenth (10%) of the capital of the Company at such place and time as may be specified in the respective notices of meetings.

Shareholders representing at least ten per cent (10%) of the Company's share capital may request the adjunction of one or several items to the agenda of any (annual or extraordinary) general meeting of Shareholders. Such request must be addressed to the Company's registered office by registered mail at least five (5) days before the date of the meeting.

The annual general meeting shall be held in accordance with Luxembourg law, at the registered office of the Company or such other place in Grand Duchy of Luxembourg, as may be specified in the notice of meeting, on the third Thursday in the month of June in each year at 2 p.m. or if any such day is not a Business Day, on the next following Business Day.

Other meetings of Shareholders may be held at such places and times as may be specified in the respective notices of meeting.

Shareholders shall meet in general meetings upon call by the Board of Directors and will be convened in accordance with the 1915 Law.

If all Shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the general meeting may take place without notice of meeting.

The Board of Directors may determine all other conditions that must be fulfilled by Shareholders in order to attend any meeting of Shareholders.

The business transacted at any meeting of the Shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters except if all the Shareholders agree to another agenda.

Each Share of whatever Class in whatever Subfund is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. A Shareholder may act at any meeting of Shareholders by appointing another person as his proxy in writing or by cable, telegram or facsimile transmission, such person need not be a Shareholder and who may be a Director of the Company.

Each Shareholder may vote through voting forms sent by post or facsimile to the Company's registered office or to the address specified in the convening notice. The Shareholders may only use voting forms provided by the Company and which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal three boxes allowing the Shareholder to vote in favour, against, or abstain from voting on each proposed resolution by ticking the appropriate box.

The Shareholders may be given opportunity to participate to the meeting by videoconference or by telecommunication means allowing their identification, and are deemed to be present, for the quorum conditions and the majority. These means must comply with technical features guaranteeing an effective participation to the meeting whereof the deliberations are transmitted in a continuing way.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the Shareholders present or represented regardless of the proportion of the capital represented.

The general meeting of the Shareholders shall have the power to vote inter alia on

- (a) the amendment to these Articles of Incorporation in accordance with article 36 of these Articles of Incorporation,
- (b) the dissolution of the Company in accordance with article 34 of these Articles of Incorporation or
- (c) the merger of the Company.

Art. 27. General Meetings of Shareholders of Subfund or Class. The Shareholders of a Subfund or Class issued in respect of any Subfund may hold, at any time, general meetings to decide on any matters, which relate exclusively to such Subfund or Class.

General meetings of Shareholders of a Subfund shall, inter alia, decide in accordance with article 29 of these Articles of Incorporation, on the termination, division and merger of Subfunds.

The provisions set out in article 27 of these Articles of Incorporation as well as in the 1915 Law shall apply to such general meetings. As a consequence, a general meeting of Shareholders of a Subfund has also to be convened at any time at the written request of the Shareholders of the Subfund, which together represent one tenth (10%) of the capital of the Subfund at such place and time as may be specified in the respective notices of meetings.

Shareholders representing at least ten per cent (10%) of the Subfund's share capital may request the adjunction of one or several items to the agenda of any general meeting of Shareholders of the Subfund.

Unless otherwise provided for by law or herein, resolutions of the general meeting of Shareholders of a Subfund or Class are passed by a simple majority vote of the Shareholders present or represented.

Any resolution of the general meeting of Shareholders of the Company, affecting the rights of the Shareholders of any Subfund or Class vis-à-vis the rights of the Shareholders of any other Subfund or Class shall be subject to a resolution of the general meeting of Shareholders of such Subfund or Class in compliance with article 68 of the 1915 Law.

Art. 28. Termination, Division and Merger of Subfunds or Classes. In the event that for any reason the value of the net assets of any Subfund or Class has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Subfund or Class to be operated in an economically efficient manner, or in case of a substantial modification in the political, regulatory, economic or monetary situation relating to such Subfund or Class would have material adverse consequences on the investments of that Subfund or Class, or as a matter of economic rationalization, the Board of Directors may decide to compulsorily redeem all the Shares of the relevant Subfund or Class

at their Net Asset Value per Share (subject to actual realization prices of investments and realization expenses) as calculated on the Valuation Day at which such decision shall take effect. The Company shall serve a notice to the Shareholders of the relevant Subfund or Class according to the provisions of the 1915 Law prior to the effective date for the compulsory redemption, which will set forth the reasons for, and the procedure of, the redemption operations. Any order for subscription and any redemptions shall be suspended as from the moment of the announcement of the termination, the merger or the transfer of the relevant Subfund or Class.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the general meeting of Shareholders of any Subfund or Class may, upon proposal from the Board of Directors, resolve to redeem all the Shares of the relevant Subfund or Class and to refund to the Shareholders the Net Asset Value of their Shares (subject to actual realisation prices of investments and realisation expenses) determined with respect to the Valuation Day on which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders, which shall resolve at the simple majority of those present and represented.

Assets which could not be distributed to their owners upon the implementation of the redemption will be deposited with the Depositary for the period determined by Luxembourg law and regulation; after such period, the assets will be deposited with the Caisse de Consignations on behalf of the persons entitled thereto.

All redeemed Shares shall be cancelled by the Company.

Under the same circumstances as provided in the first paragraph of this article, the Board of Directors may decide to allocate the assets of any Subfund or Class to those of another existing Subfund or Class within the Company or to another Luxembourg undertaking for collective investment or to another Subfund or Class within such other Luxembourg undertaking for collective investment (the "New Subfund") and to redesignate the Shares of the relevant Subfund or Class as Shares of another Subfund or Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). Such decision will be published in the same manner as described in the first paragraph of this article (and, in addition, the publication will contain information in relation to the New Subfund), one month before the date on which the merger becomes effective in order to enable Shareholders to request redemption of their Shares, free of charge, during such period, if required by the CSSF.

Under the same circumstances as provided in the first paragraph of this article, the Board of Directors may decide to reorganise a Subfund or Class by means of a division into two or more Subfunds or Classes. Such decision will be published in the same manner as in the first paragraph of this article (and, in addition, the publication will contain information about the two or more New Subfunds) one month before the date on which the division becomes effective, in order to enable the Shareholders to request redemption or conversion of their Shares free of charge during such period, if required by the CSSF.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraphs, such a reorganisation of a Subfund or Class within the Company (by way of a merger or division) may be decided upon by a general meeting of the Shareholders of the relevant Subfund or Class. There shall be no quorum requirements for such general meeting and it will decide upon such a merger or division by resolution taken at the simple majority of those present or represented.

A contribution of the assets of any Subfund, Class to another undertaking for collective investment referred to in the fifth paragraph of this article or to another Subfund or Class within such other undertaking for collective investment shall, require a resolution of the Shareholders of the Subfund or Class concerned, taken with a fifty per cent (50%) quorum requirement of the Shares in issue and adopted at a 2/3 majority of the Shares present or represented at such meeting, except when such a merger is to be implemented with a Luxembourg undertaking for collective investment of the contractual type (fonds commun de placement) or a foreign based undertaking for collective investment, in which case resolutions shall be binding only upon such Shareholders who will have voted in favour of such merger.

Art. 29. Accounting Year, Reporting and Information to Investors. The accounting year of the Company shall commence on the first day of January of each year and shall terminate on the thirty-first day of December of the same year.

In respect of each accounting year, the AIFM will distribute to each Shareholder an annual report, which will be established in accordance with IFRS, including audited financial statements for the Company, within six (6) months after the end of such accounting year. The Company will also provide the Shareholders with informal quarterly and semi-annual reports.

Any other financial information concerning the Company, including the Net Asset Value per Share and the issue prices of Shares will be made available at the registered office of the Company. Furthermore, the Company will make available to each Shareholder information with regard to the relevant Subfund as of each Valuation Date, including the Net Asset Value per Share and the composition of the portfolio held by the Subfund.

Art. 30. Distributions. For any Subfund or Class entitled to distribution, the general meeting of Shareholders of the relevant Subfund or Class issued in respect of any Subfund shall, upon proposal from the Board of Directors and within the limits provided by law, determine how the results of a Subfund or Class shall be disposed of, and may from time to time declare, or authorize the Board of Directors to declare, distributions.

For any Subfund or Class entitled to distributions, the Board of Directors may at any time decide to pay interim dividends in compliance with the conditions set forth by law.

In any case, distributions may only be made if provided that after the distribution the Company net assets of the Company total more than the minimum capital imposed by the 2007 Law.

Distributions will be made in cash.

All distributions will be made net of any income, withholding and similar taxes payable by the Company, including, for example, any withholding taxes on interest or dividends received by the Company and capital gains taxes or withholding taxes on sales of interests in the Real Estate Investment Structures.

Dividends remaining unclaimed for five years after their declaration will be forfeited and revert to the relevant Subfund.

Title V. Final provisions

Art. 31. Depositary. To the extent required by law, the Company shall enter into a written custody agreement with a credit institution, investment firm, professional depositary of assets other than financial instruments or any other eligible entity that may qualify as depositary from time to time, as these entities are defined by the Luxembourg law of April 5, 1993 on the financial sector, as amended from time to time, and which shall satisfy the requirements of the 2007 Law and the 2013 Law.

The Depositary shall fulfil the duties and responsibilities as provided for by Part II of the 2007 Law, the 2013 Law as well as by all other applicable Luxembourg laws and regulations.

Under the conditions set forth in Luxembourg laws and regulations, the 2007 Law and 2013 Law, the Depositary may discharge itself of liability towards the Company and its investors. In particular, under the conditions laid down in Article 19(14) of the 2013 Law, including the condition that the investors of the Company have been duly informed of that discharge and of the circumstances justifying the discharge prior to their investment, the Depositary can discharge itself of liability, in the case where the law of a third country requires that certain financial instruments are held in custody by a local entity and there are no local entities that satisfy the delegation requirements laid down in Article 19(11) point (d) (ii) of the 2013 Law. Additional details are disclosed in the Offering Memorandum.

Art. 32. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of Shareholders subject to the quorum and majority requirements referred to in article 36 of these Articles of Incorporation.

Whenever the Share capital falls below two-thirds of the minimum capital indicated in article 5 of these Articles of Incorporation, the question of the dissolution of the Company shall be referred to the general meeting by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the Shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the Share capital falls below one-fourth of the minimum capital set by article 5 of these Articles of Incorporation; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by Shareholders holding one-fourth of the votes of the Shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty days from ascertainment that the net assets of the Company have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

Art. 33. Liquidation. Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of Shareholders, which shall determine their powers and the compensation. The liquidator(s) must be approved by the Luxembourg supervisory authority.

The net product of the liquidation of each Subfund shall be distributed by the liquidators to the Shareholders of each Subfund in proportion to the number of Shares, which they hold in that Subfund. The amounts not claimed by the Shareholders at the end of the liquidation shall be deposited with the Caisse de Consignations in Luxembourg. If these amounts were not claimed before the end of a period of thirty years, the amounts shall become statute-barred and cannot be claimed any more.

Art. 34. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended by a general meeting of Shareholders subject to the quorum and majority requirements provided by the 1915 Law.

Art. 35. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the 1915 Law, the 2007 Law and the 2013 Law, as such laws have been or may be amended from time to time."

Statement

The undersigned notary who understands and speaks English, herewith states that at the request of the proxy-holders, these minutes are drafted in English.

WHEREOF, the present deed was drawn up in Luxembourg, at the date indicated at the beginning of the document.

After reading the present deed to the proxy-holders of the appearing party, acting as said before, known to the notary by name, first name, civil status and residence, the said proxy-holders have signed with Us the notary the present deed.

Signé: J. SIEBENALLER, C. WERSANDT.

Enregistré à Luxembourg A.C., le 5 novembre 2013. LAC/2013/50101. Reçu soixante-quinze euros 75,00 €

Le Releveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée.

Luxembourg, le 14 novembre 2013.

Référence de publication: 2013159212/1039.

(130195920) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 novembre 2013.

Airedale Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-1511 Luxembourg, 121, avenue de la Faiencerie.

R.C.S. Luxembourg B 124.961.

—
DISSOLUTION

L'an deux mille treize, le vingt-sept septembre.

Pardevant Maître Jean SECKLER, notaire de résidence à Junglinster, Grand-Duché de Luxembourg, soussigné.

A comparu:

La société Kingdom Wealth Fund SPC, avec siège social sis/co Ogier Fiduciary Services (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman KY1-9007, Cayman Islands (ci-après "le comparant"),

ici représentée par Monsieur Max Mayer, employé, demeurant professionnellement à L-6130 Junglinster, 3, route de Luxembourg,

en vertu d'une procuration sous seing privé lui délivrée.

Laquelle procuration, après avoir été signée "ne varietur" par le mandataire et le notaire instrumentant, restera annexée au présent acte avec lequel elle sera enregistrée.

Lequel comparant a requis le notaire instrumentant de documenter comme suit ses déclarations et constatations:

a.- Que la société à responsabilité limitée Airedale Holdings S.à r.l., avec siège social à L-1511 Luxembourg, 121, avenue de la Faiencerie, R.C.S. Luxembourg numéro B 124961, a été constituée suivant acte reçu par Maître Joseph ELVINGER, notaire de résidence à Luxembourg, en date du 29 janvier 2007, publié au Mémorial C numéro 834 du 9 mai 2007.

b.- Que le capital social est fixé à douze mille cinq cents euros (EUR 12.500,-), représenté par cinq cents (500) parts sociales d'une valeur nominale de vingt-cinq euros (EUR 25,-).

c.- Que la comparante est devenue successivement propriétaire de toutes les parts sociales de la susdite société Airedale Holdings S.à r.l.,

d.- Que l'activité de la société ayant cessé et que la comparante prononce la dissolution anticipée de la prédite société avec effet immédiat et sa mise en liquidation.

e.- Que la comparante, en tant qu'associée unique, se désigne comme liquidateur de la société.

f.- Qu'en cette qualité, elle requiert le notaire instrumentant d'acter qu' elle déclare avoir réglé tout le passif de la société dissoute et avoir transféré tous les actifs à son profit.

g.- Que la comparante est investie de tous les éléments actifs de la société et répondra personnellement de tout le passif social et de tous les engagements de la société même inconnus à ce jour.

h.- Que partant, la liquidation de la société est à considérer comme faite et clôturée.

i.- Que décharge pleine et entière est accordée au gérant de la société pour l'exécution de son mandat jusqu'à ce jour.

j.- Qu'il a été procédé à l'annulation du registre des associés de la société dissoute.

k.- Que partant, la liquidation de la société est achevée.

l.- Que les livres et documents de la société dissoute seront conservés pendant cinq ans au siège social de la société dissoute à l'ancienne adresse du siège social.

Frais

Tous les frais et honoraires du présent acte, évalués à la somme de sept cent cinquante euros, sont à la charge de la société.

DONT ACTE, fait et passé à Junglinster, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au mandataire du comparant, connu du notaire par nom, prénom, état et demeure, il a signé avec Nous notaire le présent acte.

Signé: Max Mayer, Jean SECKLER

Enregistré à Grevenmacher, le 02 octobre 2013. Relation GRE/2013/3999. Reçu soixante-quinze euros 75,00 €

Le Releveur (signé): G. SCHLINK.

POUR EXPEDITION CONFORME.

Junglinster, le 17 octobre 2013.

Référence de publication: 2013145246/50.

(130177729) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 octobre 2013.

IN TV, Société Anonyme.

Siège social: L-2734 Luxembourg, 44, rue de Wiltz.

R.C.S. Luxembourg B 180.861.

— STATUTS

L'an deux mille treize, le vingt-cinq septembre.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster, (Grand-Duché de Luxembourg), soussigné.

A COMPARU:

Monsieur Gilles BOMMELAERE, monteur régisseur caméraman, né à Limoges (France), le 16 août 1968, demeurant professionnellement à L-2734 Luxembourg, 44, rue de Wiltz, ici représenté par Monsieur Max MAYER, employé, demeurant professionnellement à Junglinster, 3, route de Luxembourg, en vertu d'une procuration lui délivrée, laquelle après avoir été signée «ne varietur» restera annexée aux présentes.

Laquelle partie comparante, représentée comme dit ci-avant, a requis le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société anonyme qu'elle déclare constituer par les présentes et les statuts ont été arrêtés comme suit:

I. Nom, Durée, Objet, Siège social

Art. 1^{er}. Il est formé par les présentes, par le souscripteur et tous ceux qui deviendront propriétaires des actions ci-après créées, une société anonyme sous la dénomination de "IN TV" (la "Société"), laquelle sera régie par les présents statuts (les "Statuts") ainsi que par les lois respectives et plus particulièrement par la loi modifiée du 10 août 1915 sur les sociétés commerciales (la "Loi").

Art. 2. La durée de la Société est illimitée.

Art. 3. La Société a pour objet la consultance dans le secteur audiovisuel.

La Société pourra dans le cadre de son activité accorder notamment hypothèque ou se porter caution réelle d'engagement en faveur de tiers.

La Société pourra emprunter avec ou sans garantie ou se porter caution pour d'autres personnes morales et physiques.

En général la Société pourra faire toutes opérations mobilières et immobilières, commerciales, industrielles ou financières ainsi que toutes transactions et opérations de nature à promouvoir et faciliter directement ou indirectement la réalisation de l'objet social ou son extension.

Art. 4. Le siège social est établi dans la Ville de Luxembourg (Grand-Duché de Luxembourg).

Le siège social de la Société pourra être transféré à tout autre endroit dans la commune du siège social par une simple décision du conseil d'administration.

Par simple décision du conseil d'administration, la Société pourra établir des filiales, succursales, agences ou sièges administratifs aussi bien dans le Grand-Duché de Luxembourg qu'à l'étranger.

Le siège social pourra être transféré dans toute autre localité du Grand-Duché de Luxembourg par décision de l'assemblée des actionnaires.

II. Capital social - Actions

Art. 5. Le capital social est fixé à trente et un mille euros (31.000,-EUR), représenté par trois cent dix (310) actions d'une valeur nominale de cent euros (100,- EUR) chacune.

Le capital social peut être augmenté ou réduit par décision de l'assemblée générale des actionnaires statuant comme en matière de modification des Statuts.

La Société peut, aux conditions et aux termes prévus par la Loi racheter ses propres actions.

Art. 6. Les actions de la Société sont nominatives ou au porteur ou pour partie nominatives et pour partie au porteur au choix des actionnaires, sauf dispositions contraires de la Loi.

Il est tenu au siège social un registre des actions nominatives, dont tout actionnaire pourra prendre connaissance, et qui contiendra les indications prévues à l'article 39 de la Loi. La propriété des actions nominatives s'établit par une inscription sur ledit registre.

Des certificats constatant ces inscriptions au registre seront délivrés, signés par deux administrateurs ou, si la Société ne comporte qu'un seul administrateur, par celui-ci.

L'action au porteur est signée par deux administrateurs ou, si la Société ne comporte qu'un seul administrateur, par celui-ci. La signature peut être soit manuscrite, soit imprimée, soit apposée au moyen d'une griffe.

Toutefois l'une des signatures peut être apposée par une personne déléguée à cet effet par le conseil d'administration. En ce cas, elle doit être manuscrite. Une copie certifiée conforme de l'acte conférant délégation à une personne ne faisant pas partie du conseil d'administration, sera déposée préalablement conformément à l'article 9, §§ 1 et 2 de la Loi.

La Société ne reconnaît qu'un propriétaire par action; si la propriété de l'action est indivise, démembrée ou litigieuse, les personnes invoquant un droit sur l'action devront désigner un mandataire unique pour représenter l'action à l'égard de la Société. La Société aura le droit de suspendre l'exercice de tous les droits y attachés jusqu'à ce qu'une seule personne ait été désignée comme étant à son égard propriétaire.

III. Assemblées générales des actionnaires Décisions de l'actionnaire unique

Art. 7. L'assemblée des actionnaires de la Société régulièrement constituée représentera tous les actionnaires de la Société. Elle aura les pouvoirs les plus larges pour ordonner, faire ou ratifier tous les actes relatifs aux opérations de la Société. Lorsque la Société compte un actionnaire unique, il exerce les pouvoirs dévolus à l'assemblée générale.

L'assemblée générale est convoquée par le conseil d'administration. Elle peut l'être également sur demande d'actionnaires représentant un dixième au moins du capital social.

Art. 8. L'assemblée générale annuelle des actionnaires se tiendra le 4 mai à 9.00 heures au siège social de la Société ou à tout autre endroit qui sera fixé dans l'avis de convocation.

Si ce jour est un jour férié légal, l'assemblée générale annuelle se tiendra le premier jour ouvrable qui suit.

D'autres assemblées des actionnaires pourront se tenir aux heures et lieux spécifiés dans les avis de convocation.

Les quorum et délais requis par la Loi régleront les avis de convocation et la conduite des assemblées des actionnaires de la Société, dans la mesure où il n'est pas autrement disposé dans les présents Statuts.

Toute action donne droit à une voix. Tout actionnaire pourra prendre part aux assemblées des actionnaires en désignant par courrier, télécopie, courrier électronique ou par tout autre moyen de communication une autre personne comme son mandataire.

Dans la mesure où il n'en est pas autrement disposé par la Loi ou les Statuts, les décisions d'une assemblée des actionnaires dûment convoquée sont prises à la majorité simple des votes des actionnaires présents ou représentés.

Le conseil d'administration peut déterminer toutes autres conditions à remplir par les actionnaires pour prendre part à toute assemblée des actionnaires.

Si tous les actionnaires sont présents ou représentés lors d'une assemblée des actionnaires, et s'ils déclarent connaître l'ordre du jour, l'assemblée pourra se tenir sans avis de convocation préalables.

Les décisions prises lors de l'assemblée sont consignées dans un procès-verbal signé par les membres du bureau et par les actionnaires qui le demandent. Si la Société compte un actionnaire unique, ses décisions sont également écrites dans un procès-verbal.

Tout actionnaire peut participer à une réunion de l'assemblée générale par visioconférence ou par des moyens de télécommunication permettant son identification. Ces moyens doivent satisfaire à des caractéristiques techniques garantissant la participation effective à l'assemblée, dont les délibérations sont retransmises de façon continue. La participation à une réunion par ces moyens équivaut à une présence en personne à une telle réunion.

IV. Conseil d'administration

Art. 9. La Société sera administrée par un conseil d'administration composé de trois membres au moins, qui n'ont pas besoin d'être actionnaires de la Société. Toutefois, lorsque la Société est constituée par un actionnaire unique ou que, à une assemblée générale des actionnaires, il est constaté que celle-ci n'a plus qu'un actionnaire unique, la composition du conseil d'administration peut être limitée à un (1) membre jusqu'à l'assemblée générale ordinaire suivant la constatation de l'existence de plus d'un actionnaire.

Les administrateurs seront élus par l'assemblée générale des actionnaires qui fixe leur nombre, leurs émoluments et la durée de leur mandat. Les administrateurs sont élus pour un terme qui n'excédera pas six (6) ans, jusqu'à ce que leurs successeurs soient élus.

Les administrateurs seront élus à la majorité des votes des actionnaires présents ou représentés.

Tout administrateur pourra être révoqué avec ou sans motif à tout moment par décision de l'assemblée générale des actionnaires.

Au cas où le poste d'un administrateur devient vacant à la suite de décès, de démission ou autrement, cette vacance peut être temporairement comblée jusqu'à la prochaine assemblée générale, aux conditions prévues par la Loi.

Art. 10. Le conseil d'administration devra choisir en son sein un président et pourra également choisir parmi ses membres un vice-président. Il pourra également choisir un secrétaire qui n'a pas besoin d'être administrateur et qui sera en charge de la tenue des procès-verbaux des réunions du conseil d'administration et des assemblées générales des actionnaires.

Le conseil d'administration se réunira sur la convocation du président ou de deux administrateurs, au lieu indiqué dans l'avis de convocation.

Le président présidera toutes les assemblées générales des actionnaires et les réunions du conseil d'administration; en son absence l'assemblée générale ou le conseil d'administration pourra désigner à la majorité des personnes présentes à cette assemblée ou réunion un autre administrateur pour assumer la présidence pro tempore de ces assemblées ou réunions.

Avis écrit de toute réunion du conseil d'administration sera donné à tous les administrateurs au moins vingt-quatre heures avant la date prévue pour la réunion, sauf s'il y a urgence, auquel cas la nature et les motifs de cette urgence seront mentionnés dans l'avis de convocation. Il pourra être passé outre à cette convocation à la suite de l'assentiment de chaque administrateur par courrier, télécopie, courrier électronique ou par tout autre moyen de communication similaire. Une convocation spéciale ne sera pas requise pour une réunion du conseil d'administration se tenant à une heure et un endroit déterminés dans une résolution préalablement adoptée par le conseil d'administration.

Tout administrateur pourra se faire représenter à toute réunion du conseil d'administration en désignant par courrier, télécopie, courrier électronique ou par tout autre moyen de communication un autre administrateur comme son mandataire.

Un administrateur peut représenter plusieurs de ses collègues.

Tout administrateur peut participer à une réunion du conseil d'administration par visioconférence ou par des moyens de télécommunication permettant son identification. Ces moyens doivent satisfaire à des caractéristiques techniques garantissant une participation effective à la réunion du conseil dont les délibérations sont retransmises de façon continue. La participation à une réunion par ces moyens équivaut à une présence en personne à une telle réunion. La réunion tenue par de tels moyens de communication à distance est réputée se tenir au siège de la Société.

Le conseil d'administration ne pourra délibérer ou agir valablement que si la moitié au moins des administrateurs est présente ou représentée à la réunion du conseil d'administration.

Les décisions sont prises à la majorité des voix des administrateurs présents ou représentés à cette réunion. En cas de partage des voix, le président du conseil d'administration aura une voix prépondérante.

Le conseil d'administration pourra, à l'unanimité, prendre des résolutions par voie circulaire en exprimant son approbation au moyen d'un ou de plusieurs écrits, par courrier ou par courrier électronique ou par télécopie ou par tout autre moyen de communication similaire, à confirmer le cas échéant par courrier, le tout ensemble constituant le procès-verbal faisant preuve de la décision intervenue.

Art. 11. Les procès-verbaux de toutes les réunions du conseil d'administration seront signés par le président ou, en son absence, par le vice-président, ou par deux administrateurs. Les copies ou extraits des procès-verbaux destinés à servir en justice ou ailleurs seront signés par le président ou par deux administrateurs. Lorsque le conseil d'administration est composé d'un seul membre, ce dernier signera.

Art. 12. Le conseil d'administration est investi des pouvoirs les plus larges de passer tous actes d'administration et de disposition dans l'intérêt de la Société.

Tous pouvoirs que la Loi ou ces Statuts ne réservent pas expressément à l'assemblée générale des actionnaires sont de la compétence du conseil d'administration.

Lorsque la Société compte un seul administrateur, il exerce les pouvoirs dévolus au conseil d'administration.

La gestion journalière de la Société ainsi que la représentation de la Société en ce qui concerne cette gestion pourront, conformément à l'article 60 de la Loi, être déléguées à un ou plusieurs administrateurs, directeurs, gérants et autres agents, associés ou non, agissant seuls ou conjointement. Leur nomination, leur révocation et leurs attributions seront réglées par une décision du conseil d'administration. La délégation à un membre du conseil d'administration impose au conseil l'obligation de rendre annuellement compte à l'assemblée générale ordinaire des traitements, émoluments et avantages quelconques alloués au délégué.

La Société peut également conférer tous mandats spéciaux par procuration authentique ou sous seing privé.

Art. 13. La Société sera engagée par la signature collective de deux (2) administrateurs ou la seule signature de toute (s) personne(s) à laquelle (auxquelles) pareils pouvoirs de signature auront été délégués par le conseil d'administration. Lorsque le conseil d'administration est composé d'un seul membre, la Société sera engagée par sa seule signature.

V. Surveillance de la Société

Art. 14. Les opérations de la Société seront surveillées par un (1) ou plusieurs commissaires aux comptes qui n'ont pas besoin d'être actionnaire.

L'assemblée générale des actionnaires désignera les commissaires aux comptes et déterminera leur nombre, leurs rémunérations et la durée de leurs fonctions qui ne pourra excéder six (6) années.

VI. Exercice social - Bilan

Art. 15. L'exercice social commencera le premier janvier de chaque année et se terminera le trente et un décembre de la même année.

Art. 16. Sur le bénéfice annuel net de la Société il est prélevé cinq pour cent (5%) pour la formation du fonds de réserve légale; ce prélèvement cessera d'être obligatoire lorsque et tant que la réserve aura atteint dix pour cent (10%) du capital social, tel que prévu à l'article 5 de ces Statuts, ou tel qu'augmenté ou réduit en vertu de ce même article 5.

L'assemblée générale des actionnaires déterminera, sur proposition du conseil d'administration, de quelle façon il sera disposé du solde du bénéfice annuel net.

Des acomptes sur dividendes pourront être versés en conformité avec les conditions prévues par la Loi.

VII. Liquidation

Art. 17. En cas de dissolution de la Société, il sera procédé à la liquidation par les soins d'un ou de plusieurs liquidateurs (qui peuvent être des personnes physiques ou morales) nommés par l'assemblée générale des actionnaires qui déterminera leurs pouvoirs et leurs rémunérations.

VIII. Modification des statuts

Art. 18. Les Statuts pourront être modifiés par une assemblée générale des actionnaires statuant aux conditions de quorum et de majorité prévues par l'article 67-1 de la Loi.

IX. Dispositions finales - Loi applicable

Art. 19. Pour toutes les matières qui ne sont pas régies par les présents Statuts, les parties se réfèrent aux dispositions de la Loi.

Dispositions transitoires

1. Le premier exercice social commence le jour de la constitution et se termine le 31 décembre 2013.
2. La première assemblée générale ordinaire annuelle se tiendra en 2014.

Souscription et libération

Les Statuts de la Société ayant été ainsi arrêtés, les trois cent dix (310) actions ont été souscrites par l'actionnaire unique Gilles BOMMELAERE, prédésigné et représenté comme dit ci-avant, et libérées à concurrence de 25% (vingt-cinq pourcent) par la souscriptrice prédite moyennant un versement en numéraire, de sorte que la somme de sept mille sept cent cinquante euros (7.750,- EUR) se trouve dès-à-présent à la libre disposition de la Société, ainsi qu'il en a été justifié au notaire par une attestation bancaire, qui le constate expressément.

Déclaration

Le notaire instrumentaire déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi de 1915, telle que modifiée, et en confirme expressément l'accomplissement.

Résolutions prises par l'actionnaire unique

Le comparant pré-mentionné, représentant l'intégralité du capital social souscrit, a pris les résolutions suivantes en tant qu'actionnaire unique:

- 1) Le nombre des administrateurs est fixé à un (1) et celui des commissaires aux comptes à un (1).
- 2) Comme autorisé par la Loi et les statuts, Monsieur Gilles BOMMELAERE, monteur régisseur caméraman, né à Limoges (France), le 16 août 1969, demeurant à L-2734 Luxembourg, 44, rue de Wiltz, est appelé à la fonction d'administrateur unique et exercera les pouvoirs dévolus au conseil d'administration de la Société.
- 3) AYMS Audit S.à r.l. société à responsabilité limitée existant et gouvernée par les lois du Grand-Duché de Luxembourg, ayant son siège social à L-2734 Luxembourg, 44, rue de Wiltz, inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 124.877, est appelée à la fonction de commissaire aux comptes de la Société.
- 4) Les mandats de l'administrateur unique et du commissaire aux comptes expireront à l'assemblée générale annuelle de l'année 2019.
- 5) L'adresse du siège social de la Société sera établie à L-2734 Luxembourg, 44, rue de Wiltz.

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison du présent acte, est évalué approximativement à mille cent cinquante euros.

DONT ACTE, fait et passé à Junglinster, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au représentant de la partie comparante, ès-qualité qu'il agit, connu du notaire par nom, prénom usuel, état et demeure, il a signé avec Nous notaire le présent acte.

Signé: Max MAYER, Jean SECKLER.

Enregistré à Grevenmacher, le 30 septembre 2013. Relation GRE/2013/3922. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): G. SCHLINK.

Référence de publication: 2013144872/213.

(130177189) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 octobre 2013.

Trimmo S.A., Société Anonyme.

Siège social: L-2450 Luxembourg, 17, boulevard Roosevelt.

R.C.S. Luxembourg B 153.253.

L'an deux mille treize,

Le onze septembre,

Pardevant Maître Emile SCHLESSER, notaire de résidence à Luxembourg, 35, rue Notre-Dame,

S'est réunie l'assemblée générale extraordinaire des actionnaires de la société anonyme "Trimmo S.A.", avec siège social à L-8309 Capellen, 89F, rue Pafenbruch, constituée suivant acte reçu par le notaire Paul DECKER, de résidence à Luxembourg, en date du 12 mai 2010, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 1453 du 15 juillet 2010, modifiée suivant acte reçu par le notaire Paul BETTINGEN, de résidence à Niederanven, en date du 22 novembre 2012, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 22 du 4 janvier 2013, inscrite au Registre de Commerce et des Sociétés de et à Luxembourg, sous la section B et le numéro 153.253.

L'assemblée est présidée par Monsieur Claude FABER, licencié en sciences économiques et sociales, demeurant professionnellement à L-2450 Luxembourg, 15, boulevard Roosevelt,

qui désigne comme secrétaire Madame Jacqueline BERNARDI, employée privée, demeurant professionnellement à L-2450 Luxembourg, 15, boulevard Roosevelt.

L'assemblée choisit comme scrutateur Monsieur Faride BENTEBAAL, employé privé, demeurant professionnellement à L-2450 Luxembourg, 15, boulevard Roosevelt.

Le bureau ayant été constitué, le Président expose et l'assemblée constate:

I.- Que les actionnaires présents ou représentés, les mandataires des actionnaires représentés, ainsi que le nombre d'actions qu'ils détiennent sont indiqués sur une liste de présence, signée "ne varietur" par les membres du bureau et le notaire instrumentaire. Ladite liste de présence ainsi que les procurations resteront annexées au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

II.- Que l'intégralité du capital social étant présente ou représentée à la présente assemblée, il a pu être fait abstraction des convocations d'usage, les actionnaires présents ou représentés se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable.

III.- Que la présente assemblée est régulièrement constituée et peut valablement délibérer sur l'ordre du jour conçu comme suit:

Ordre du jour:

1. Transfert du siège social à L-2450 Luxembourg, 17, boulevard Roosevelt.
2. Modification subséquente de l'article quatre, premier alinéa, pour lui donner la teneur suivante:
"Le siège social est établi à Luxembourg-Ville, Grand-Duché de Luxembourg."
3. Divers.

Ces faits exposés et reconnus exacts par l'assemblée, cette dernière, après délibération, prend à l'unanimité les résolutions suivantes:

Première résolution:

L'assemblée générale décide de transférer le siège social de Capellen à L-2450 Luxembourg, 17, boulevard Roosevelt.

Deuxième résolution:

L'assemblée générale décide de modifier en conséquence l'article quatre premier alinéa des statuts, pour lui donner la teneur suivante:

" **Art. 4. (Premier alinéa).** Le siège social est établi à Luxembourg-Ville, Grand-Duché de Luxembourg."

Plus rien ne se trouvant à l'ordre du jour, la séance est levée.

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

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par noms, prénoms usuels, états et demeures, les membres du bureau ont signé le présent procès-verbal avec le notaire.

Signé: C. FABER, J. BERNARDI, F. BENTEBAAL, E. SCHLESSER.

Enregistré à Luxembourg Actes Civils, le 17 septembre 2013. Relation: LAC / 2013 / 42197. Reçu soixante-quinze euros 75,00 €

Le Receveur ff. (signé): Carole FRISING.

Pour expédition conforme.

Luxembourg, le 16 octobre 2013.

Référence de publication: 2013145139/55.

(130176806) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 octobre 2013.

Ametista Viola S.A., Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 160.892.

L'an deux mille treize, le quatre octobre.

Par-devant Maître Martine SCHAEFFER, notaire de résidence à Luxembourg.

S'est tenue une Assemblée Générale Extraordinaire des actionnaires de la société anonyme établie à Luxembourg sous la dénomination de "AMETISTA VIOLA S.A.", R.C.S. Luxembourg Numéro B 160892, ayant son siège social à Luxembourg au 18, rue de l'Eau, constituée par acte du notaire instrumentais, en date du 12 mai 2011, publié au Mémorial, Recueil des Sociétés et Associations C numéro 1625 du 20 juillet 2011.

La séance est ouverte sous la présidence de Monsieur Michael ZIANVENI, juriste, domicilié professionnellement au 18, rue de l'Eau, L-1449 Luxembourg.

Monsieur le Président désigne comme secrétaire Madame Marilyn KRECKE, employée privée, domiciliée professionnellement au 74, avenue Victor Hugo, L-1750 Luxembourg.

L'assemblée élit comme scrutateur Monsieur Raymond THILL, maître en droit, domicilié professionnellement au 74, avenue Victor Hugo, L-1750 Luxembourg. Madame la Présidente expose ensuite:

I.- Qu'il résulte d'une liste de présence dressée et certifiée par les membres du bureau que les trente et un mille (31.000) actions d'une valeur nominale d'un euro (EUR 1,-) chacune, représentant l'intégralité du capital social de trente et un mille euros (EUR 31.000,-) sont dûment représentées à la présente assemblée qui en conséquence est régulièrement constituée et peut délibérer ainsi que décider valablement sur les points figurant à l'ordre du jour, ci-après reproduits, tous les actionnaires représentés ayant accepté de se réunir sans convocations préalables.

Ladite liste de présence, portant les signatures des actionnaires tous représentés, restera annexée au présent procès-verbal ensemble avec les procurations pour être soumise en même temps aux formalités de l'enregistrement.

II.- Que l'ordre du jour de la présente Assemblée est conçu comme suit:

1. Dissolution de la société et mise en liquidation.
2. Nomination d'un ou plusieurs liquidateurs et détermination de leurs pouvoirs.
3. Divers.

L'Assemblée, après avoir approuvé l'exposé de Madame la Présidente et après s'être reconnue régulièrement constituée, a abordé l'ordre du jour et, après en avoir délibéré, a pris à l'unanimité des voix les résolutions suivantes:

Première résolution

L'assemblée générale décide de dissoudre la Société et de la mettre en liquidation.

Deuxième résolution

L'assemblée générale nomme aux fonctions de liquidateur, pour la durée de la liquidation, la société LISOLUX S.à r.l., ayant son siège social au 18, rue de l'Eau, L-1449 Luxembourg, qui aura les pouvoirs les plus étendus pour réaliser la liquidation, y compris ceux de réaliser les opérations prévues à l'article 145 de la loi modifiée du 10 août 1915 sur les sociétés commerciales.

Plus rien ne figurant à l'ordre du jour et personne ne demandant la parole, l'Assemblée s'est terminée.

DONT ACTE, fait et passé à Luxembourg, date qu'en tête.

Et après lecture faite et interprétation donnée aux comparants, ils ont signé avec Nous notaire la présente minute.

Signé: M. Zianveni, M. Krecké R. Thill et M. Schaeffer.

Enregistré à Luxembourg A.C., le 11 octobre 2013. LAC/2013/46443. Reçu douze euros (12.- €)

Le Receveur ff. (signé): Carole Frising.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 17 octobre 2013.

Référence de publication: 2013145251/48.

(130177987) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 octobre 2013.

Verrazzano SICAV, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 181.637.

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STATUTES

In the year two thousand thirteen, on the thirtieth day of October.

Before Us Maître Francis Kessler, notary residing in Esch-sur-Alzette, to whom the present deed will remain.

THERE APPEARED:

Verrazzano Capital, a société par actions simplifiée incorporated in France, registered with the Register of Commerce and Companies of Paris under number 537 442 956, having its registered office at 49/51, avenue George V, 75008 Paris, France, authorized as a management company and regulated by the French Autorité des Marchés Financiers,

here represented by Mrs Sofia Afonso-Da Chao Conde, employee, with professional address at 5, rue Zénon Bernard, L-4030 Esch-sur-Alzette, Grand Duchy of Luxembourg, by virtue of a proxy given under private seal dated October 3rd, 2013;

Hereinafter referred to as the "Party".

The above mentioned proxy, being initialed *ne varietur* by the appearing party, and the undersigned notary, shall remain attached to the present deed to be filed at the same time with the registration authorities.

Such appearing party have in the capacity of which it acts, has requested the notary to draw up the following articles of association (the "Articles") of a public limited company (société anonyme), the incorporation of which such party has approved.

Art. 1. Formation. There is established, among the subscribers and all those who may become holders of shares hereafter issued, a corporation in the form of a société anonyme under the name of "Verrazzano SICAV" qualifying as a "société d'investissement à capital variable (SICAV)" (hereinafter referred to as the "Company").

Art. 2. Duration. The Company is established for an unlimited duration. The Company may be dissolved by a resolution of the shareholders adopted in the manner required for amendment of these Articles of Incorporation.

Art. 3. Purpose. The purpose of the Company is to place the funds available to it in transferable securities and other liquid financial assets with the purpose of spreading investment risk and affording its shareholders the benefit of the management of the Company's Sub-Funds.

The Company may take any measures and carry out any operations which it may deem useful to the accomplishment and development of its purpose to the full extent permitted by Part 1 of the law of 17 December, 2010 related to undertakings for collective investment (the "Investment Fund Law").

Art. 4. Registered office. The registered office of the Company is established in Hesperange, in the Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in Luxembourg or abroad by resolution of the board of directors of the Company (the "Board of Directors" or the "Directors").

In the event that the Board of Directors determines that extraordinary political, military, 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 abnormal circumstances; despite such temporary transfer of its registered office, the Company will remain a Luxembourg corporation.

Art. 5. Capital. The capital of the Company shall at any time be equal to the total net assets of all Sub-Funds of the Company as determined in accordance with Article nineteen (19) hereof.

The currency of the capital of the Company is the Euro (EUR).

The initial capital amounts to thirty thousand Euros (EUR 31,000) divided into thirty-one (31) fully paid up shares with no nominal value.

The capital subscribed must reach one million two hundred fifty thousand Euros (EUR 1,250,000) within a period of six (6) months following the authorisation of the Company.

The Board of Directors is authorised without limitation at any time to issue further shares at the respective Net Asset Value per share determined in accordance with Article nineteen (19) hereof without reserving to existing shareholders a preferential right to subscribe for the shares to be issued.

The Board of Directors may delegate to any duly authorised Director or officer of the Company, or to any other duly authorised person, the duties of accepting subscriptions, redemptions and conversions, receiving payment and delivering any new shares.

Shares may, as the Board of Directors shall determine, be issued in respect of different sub-funds (the "Sub-Funds") and the proceeds of the issue of each Sub-Fund's shares shall be invested pursuant to Article three (3) hereof in transferable securities and other liquid financial assets corresponding to such geographical areas, industrial sectors or monetary zones, to such specific types of equity or debt securities as the Board of Directors shall from time to time determine.

The Board of Directors reserves the right to create new Sub-Funds and to fix the investment policy of these Sub-Funds.

The Board of Directors may further decide to create within each Sub-Fund two (2) or more classes (the "Classes") whose assets will be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned but where a specific sales and redemption charge structure, fee structure, hedging policy, reference currency, distribution policy or other specificity is applied to each Class.

The shares shall be and remain registered shares. Fractions of registered shares shall be issued, up to 4 decimal places, unless otherwise indicated in the Company's offering prospectus.

No share certificates will be issued unless otherwise indicated in the Company's offering prospectus. Registered share ownership will be evidenced by confirmation of ownership and registration on the share register of the Company. When issued, share certificates shall be signed by two (2) Directors. One or both such signatures may be printed or facsimile as the Board of Directors shall determine.

If payment made by any subscriber results in the issue of a share fraction, the person entitled to such fraction shall not be entitled to vote in respect of such fraction, but shall, to the extent the Company shall determine as to calculation of fractions, be entitled to dividends or other distributions on a prorata basis.

Art. 6. Lost certificates. If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid, stolen or destroyed, then, at his request a duplicate share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance company but without restriction thereto, as may be imposed or permitted by applicable law and as the Company may determine consistent therewith. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued, shall become void.

Mutilated share certificates may be exchanged for new share certificates at the discretion of the Company.

The mutilated certificates shall be delivered to the Company and shall be annulled immediately.

The Company may, at its election, charge the shareholder for the costs of a duplicate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof, and in connection with the annulment of the old share certificates.

Art. 7. Restrictions. In the interest of the Company, the Board of Directors may restrict or prevent the ownership of shares in the Company by any physical person or legal entity.

Art. 8. General Meetings. Any regularly constituted meeting of the shareholders of this Company shall represent the entire body of shareholders of the Company.

The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, will be held on the last Friday in April each year, at 1.00pm local time and will be held for the first time on April 24, 2015. If such day is a legal bank holiday in Luxembourg, the annual general meeting shall be held on the next following bank business day. The annual general meeting may be held outside of Luxembourg, 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.

All meetings shall be convened in the manner provided for by Luxembourg law.

Each share, regardless of the Net Asset Value per share, is entitled to one (1) vote. A shareholder may act at any meeting of shareholders by appointing another person (who needs not to be a shareholder and who may be a Director of the Company) at his proxy. The proxy shall be provided in writing or in the form of a cable, telegram, telex, telefax or similar communication.

Resolutions concerning the interests of the shareholders of the Company shall be taken in general meetings and resolutions concerning the particular rights of the shareholders of one (1) specific Sub-Fund shall in addition be taken by this Sub-Fund(s) general meeting.

Except as otherwise provided herein or required by law, resolutions at a duly convened meeting of shareholders will be passed by a simple majority of those present and voting.

The Board of Directors may determine all other conditions that must be fulfilled by shareholders, including, without limitation, conditions for the participation in meetings of shareholders.

Art. 9. Board of directors. The Company shall be managed by a Board of Directors composed of not less than three (3) members; members of the Board of Directors need not to be shareholders of the Company.

The Directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and shall hold office until their successors are elected. A Director may be removed with or without cause and replaced at any time by resolution adopted by the shareholders.

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

Art. 10. Chairman. The Board of Directors shall choose from among its members a Chairman, and may choose from among its members one (1) or more Vice-Chairmen. It may also choose a secretary, who needs not to 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 two (2) Directors, at the place indicated in the notice of meeting.

The Chairman shall preside at all meetings of shareholders or in his absence or inability to act, the Vice-Chairman or another Director appointed by the Board of Directors shall preside as chairman pro-tempore, or in their absence or inability to act, the shareholders may appoint another Director or an officer of the Company as chairman pro tempore by vote of the majority of shares present or represented at any such meeting.

The Chairman shall preside at all meetings of the Board of Directors, or in his absence or inability to act, the Vice-Chairman or another Director appointed by the Board of Directors shall preside as chairman pro-tempore.

The Board of Directors shall from time to time appoint officers considered necessary for the operation and management of the Company, who need not be Directors or shareholders of the Company. The officers appointed unless otherwise stipulated in these Articles, shall have the power and duties granted to 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 (24) hours in advance of the hour set for such meeting, except in case of emergency, in which case the nature 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 telefax or similar communication from each Director. Separate notice shall not be required for meetings held at times and places set out 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 another Director as his proxy, which appointment shall be in writing or in form of a cable, telegram, telex, telefax or similar communication.

Directors may also assist at board meetings and board meetings may be held by telephone conference or video conference, provided that the vote is confirmed in writing.

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

The Board of Directors can deliberate or act with due authority if at least a majority of the Directors is present or represented at such meeting. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting. In cases when they are an even number of directors, the chairman of the meeting shall have a casting vote.

Resolutions signed by all members of the Board of Directors 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 letter, cable, telegram, telex, telefax or similar communication.

Art. 11. Minutes. The minutes of any meeting of the Board of Directors shall be signed by the Chairman or, in his absence, by the chairman pro-tempore who presided at such meeting or by two (2) Directors.

Copies or extracts of such minutes which are to be produced in judicial proceedings or otherwise shall be signed by the Chairman, or by the chairman pro-tempore of that meeting, or by two (2) Directors or the secretary or an assistant secretary.

Art. 12. Powers. The Board of Directors is vested with the broadest powers to perform all acts of administration, disposition and execution in the Company's interest. All powers not expressly restricted by law or by the present Articles of Incorporation to the general meeting of shareholders fall within the competence of the Board of Directors.

The Board of Directors is authorised to determine the Company's investment policy in compliance with the relevant legal provisions and the object set out in Article three (3) hereof and as stated in any offering prospectus in force from time to time.

The Board of Directors may decide that investment of the Company be made

a) in transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the Investment Fund,

b) in transferable securities and money market instruments dealt in on another market in a member state of the European Union and in a contracting party to the Agreement on the European Economic Area that is not a member state of the European Union within its limits set forth and related acts ("Member State"), which is regulated, operates regularly and is recognised and open to the public,

c) in transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State of the European Union or dealt in on another market in a non-Member State of the European Union which is regulated, operates regularly and is recognised and open to the public,

d) in recently issued transferable securities and money market instruments provided the terms of the issue provide that application be made for admission to official listing in any of the stock exchanges or other regulated markets referred to above and provided that such admission is secured within one year of the issue, as well as

e) in any other securities, instruments or other assets within the restrictions as shall be set forth by the Board of Directors in compliance with applicable laws and regulations and disclosed in the offering prospectus of the Company.

The Board of Directors of the Company may decide to invest up to 100% of the net assets of any Sub-Fund, in accordance with the principle of risk spreading, in transferable securities and money market instruments issued or guaranteed by a Member State of the European Union, its local authorities, a non-Member State of the European Union any other member state of the Organisation for Economic Cooperation and Development (OECD), the G-20 or Singapore or public international bodies of which one (1) or more Member States of the European Union are members, provided that such Sub-Fund must hold securities from at least six (6) different issuers, but securities from one (1) issue may not account for more than 30% of the net assets of the total amount.

The Board of Directors of the Company may decide that investments of the Company be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a regulated market as referred to in the Investment Fund Law and/or financial derivative instruments dealt in over-the-counter provided that, among others, the underlying consists of instruments covered by the Investment Fund Law and, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives as disclosed in its offering prospectus.

The Board of Directors may decide that investments of a Sub-Funds be made with the aim to replicate a certain stock or bond index provided that the relevant index is recognised by the Luxembourg supervisory authority on the basis that it is sufficiently diversified, represents an adequate benchmark or the market to which it refers and is published in an appropriate manner.

The Company will not invest more than 10% of the net assets of any Sub-Fund in undertakings for collective investment ("UCI") as defined in the Investment Fund Law and unless specifically permitted to do so by the investment policy applicable to a Sub-Fund as published in the offering prospectus of the Company.

By way of derogation from the above 10% limit, the Company will also be entitled to adopt a master-feeder investment policy in compliance with the provisions of the Investment Fund Law and under the condition that such a policy is specifically permitted by the investment policy applicable to a Sub-Fund as published in the offering prospectus of the Company.

A Sub-Fund of the Company may, subject to the conditions provided for in the offering prospectus of the Company and to the condition of the Investment Fund Law and subscribe, acquire and/or hold securities to be issued by one or more Sub-Funds of the Company.

In order to reduce operational and administrative charges whilst allowing a wider diversification of the investments, the Board of Directors may choose that part or all of the assets of certain Sub-Funds will be managed in common with assets belonging to other Sub-Funds of the Company and/or with assets belonging to any other Luxembourg investment fund.

Art. 13. Conflicts of interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other company or firm. Any director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company 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 Company may have, in any transaction of the Company, an interest opposite to the interests of the Company, such director or officer shall make known to the Board of Directors such opposite 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 general meeting of shareholders.

The term "opposite interest", as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving any person, company or entity as may from time to time be determined by the Board of Directors in its discretion.

Art. 14. Indemnity. The Company may indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonable 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 Company or, at its request, of any other fund of which the Company 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 Company 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. 15. Delegation. The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in

furtherance of the corporate policy and purpose to one (1) or several physical persons or corporate entities, who need not to be members of the Board of Directors, who shall have the powers determined by the Board of Directors and who may, if the Board of Directors so authorises, sub-delegate their powers. If delegation is made to a Board Member under this Article, the Board of Directors must have received authorisation from the General Meeting of Shareholders.

The Company may designate a management company in compliance with the provisions of the Investment Fund Law.

The appointment and revocation of the Company's service providers, including the management company (if any), will be decided by the Board of Directors of the Company at the majority of the Directors present or represented.

Art. 16. Signatures. The Company will be bound by the joint signature of any two (2) Directors or by the individual signature(s) of any duly authorised Director or officer of the Company or by the individual signature of any other person (s) to whom authority has been delegated by the Board of Directors.

Art. 17. Issue of shares. Whenever shares of the Company shall be offered by the Company for subscription, the price per share at which such shares shall be issued shall be the Net Asset Value thereof as determined in accordance with the provisions of Article nineteen (19) hereof. The Board of Directors may also decide that an issue commission has to be paid. Allotment of shares shall be made immediately upon subscription and payment must be received by the Company within a period as determined from time to time by the Board of Directors, from the applicable Valuation Date. If payment is not received, the relevant allotment of shares may be cancelled. The Board of Directors may in its discretion determine the minimum amount of any subscription in any Class of Share of any Sub-Fund.

Subscriptions received before a certain hour ("cut-off time") on a specific date (which does not need to be the Valuation Date) as determined by the Board of Directors from time to time shall be processed at the Net Asset Value determined for the applicable Valuation Date. If subscriptions are received after that cut-off time as determined by the Board of Directors from time to time, they shall be processed at the Net Asset Value determined for the following Valuation Date. The investor will bear any taxes or other expenses attaching to the application.

Art. 18. Redemption and Conversion of shares. As is more specifically described below, the Company has the power to redeem its own outstanding fully paid shares at any time, subject solely to the limitations set forth by law.

A shareholder of the Company may at any time irrevocably request the Company to redeem all or any part of his shares of the Company. In the event of such request, the Company shall redeem such shares subject to any suspension of this redemption obligations pursuant to Article nineteen (19) hereof. Shares of the capital stock of the Company redeemed by the Company shall be cancelled.

If requests for redemption for any Valuation Date exceed 10% of the Net Asset Value of a Sub-Fund's shares, the Company reserves the right to postpone redemption of all or part of such shares to the following Valuation Date. On the following Valuation date such requests will be dealt with in priority to any subsequent requests for redemption.

The shareholder will be paid a price per share equal to the Net Asset Value for the relevant Class as determined in accordance with the provisions of Article nineteen (19) hereof less a repurchase commission (if applicable) which shall be determined from time to time by the Board of Directors.

Redemption applications received before the cut-off time as determined by the Board of Directors from time to time for a Valuation Date shall be processed at the Net Asset Value determined for that date. If redemption applications are received after that cut-off time as determined by the Board of Directors from time to time, they shall be processed at the Net Asset Value determined for the following Valuation Date.

Payment to a shareholder under this Article will be made in the relevant Class currency and shall be dispatched within the period of time specified in the Company's offering prospectus.

Any request must be filed by such shareholder in irrevocable, written form at the registered office of the Company in Luxembourg, or at the office of the person or entity designated by the Company as agent for the repurchase of shares, such request in the case of shares for which a certificate has been issued to be accompanied by the certificate or certificates for such shares in proper form or by proper evidence of succession or assignment satisfactory to the Company.

Any shareholder may request conversion of whole or part of his shares, with a minimum amount of shares which shall be determined by the Board of Directors from time to time, into shares of another Class which may or may not belong to the same Sub-Fund.

If requests for conversion for any Valuation Date exceed 10% of the Net Asset Value of a Sub-Fund's shares, the Company reserves the right to postpone the conversion of all or part of such shares to the following Valuation Date. On the following Valuation Date such requests will be dealt with in priority to any subsequent requests for conversion.

Conversion applications received before the cut-off time as determined by the Board of Directors from time to time for a Valuation Date shall be processed at the Net Asset Value determined for that Valuation Date. If conversion applications are received after that cut-off time as determined by the Board of Directors from time to time, they shall be processed at the Net Asset Value determined for the following Valuation Date.

Conversions of shares into shares of any other Class will only be made on a Valuation Date if the Net Asset Value of both Classes is calculated on the same day. Such conversions shall be free of any charge except that normal costs of administration may be levied. Shareholders may be requested to bear the difference in initial commission between the

Class they leave and the Class of which they become shareholders, should the initial commission of the Class into which the shareholders are converting their shares be higher than the commission of the Class they leave.

Art. 19. Net asset value. Whenever the Company shall issue, redeem or convert shares of the Company, the price per share shall be based on the Net Asset Value of the shares as defined herein.

The Net Asset Value of each Class shall be determined by the Company or its agent from time to time, but subject to the provisions of the next following paragraph, in no instance less than twice (2) a month on such full bank business day or days in Luxembourg as the Board of Directors by resolution may direct (every such valuation day for which the Net Asset Value shall be determined will be referred to herein as "Valuation Date").

When a Valuation Date falls on a day observed as a holiday on a stock exchange which is the principal market for a significant proportion of the Sub-Funds' investment or is a market for a significant proportion of the Sub-Funds' investment or is holiday elsewhere and impedes the calculation of the fair market value of the investments of the Sub-Funds, the Company may decide that a Net Asset Value will not be calculated on such Valuation Date.

The Net Asset Value per share in each Class (the "Net Asset Value per share") will be expressed in the reference currency of the respective Class as a per share figure, and shall be determined on each Valuation Date by dividing the value of the assets of the Sub-Fund properly able to be allocated to such Class less the liabilities of the Sub-fund properly able to be allocated to such Class by the number of shares then outstanding in the Class on the Valuation Date. The Net Asset Value per share of each Class may be rounded up or down to the nearest three (3) decimals of the reference currency of such Class of shares.

The Company may at any time and from time to time suspend the determination of the Net Asset Value of shares of any Sub-Fund, and the issue, redemption and conversion thereof, in the following instances:

- a) during any period (other than ordinary holidays or customary weekend closings) when any market or stock exchange is closed, which is the main market or stock exchange for a significant part of the Sub-Fund's investments, for in which trading therein is restricted or suspended; or
- b) during any period when an emergency exists as a result of which it is impossible to dispose of investments which constitute a substantial portion of the assets of a Sub-Fund; or it is impossible to transfer monies involved in the acquisition or disposition of investments at normal rates of exchange; or it is impossible for the Company fairly to determine the value of any assets in a Sub-Fund; or
- c) during any breakdown in the means of communication normally employed in determining the price of any of the Sub-Fund's investments or of current prices on any stock exchange; or
- d) when for any reason the prices of any investment owned by the Sub-Fund cannot be reasonable, promptly or accurately ascertained; or
- e) during the period when remittance of monies which will or may be involved in the purchase or sale of any of the Sub-Fund's investments cannot, in the opinion of the Board of Directors, be carried out at normal rates of exchange; or
- f) following a possible decision to liquidate or dissolve the Company or one or several Sub-Funds; or
- g) in all other cases in which the Board of Directors considers a suspension to be in the best interests of the shareholders.

Any such suspension shall be published by the Company in such manner as it may deem appropriate to the persons likely to be affected thereby.

The value of the assets of each Sub-Fund is determined as follows:

- (i) transferable securities and money market instruments admitted to official listing on a stock exchange or dealt with on another market which is regulated, operates regularly and is recognised and open to the public, are valued on the basis of the last known sales price. If the same security is quoted on different markets, the quotation of the main market for this security will be used. If there is no relevant quotation or if the quotations are not representative of the fair value, the evaluation will be done in good faith by the Board of Directors or its delegate with a view to establish the probable sales price for such securities;
- (ii) non-listed securities are valued on the basis of their probable sales price as determined in good faith by the Board of Directors or its delegate;
- (iii) Other liquid assets are valued at their nominal value plus accrued interest;
- (iv) derivatives are valued at market value.

Whenever a foreign exchange rate is needed in order to determine the Net Asset Value per share, the applicable foreign exchange rate on the respective Valuation Date will be used.

In addition, appropriate provisions will be made to account for the charges and fees charged to the Sub-Funds as well as accrued income on investments.

In the event that it is impossible or incorrect to carry out a valuation in accordance with the above rules owing to particular circumstances, such as hidden credit risk, the Board of Directors or its designee is entitled to use other generally recognised valuation principles, which can be examined by an auditor, in order to reach a proper valuation of each Sub-Fund's total assets.

In the absence of bad faith, gross negligence or manifest error, every decision taken by the Board of Directors or by designee of the Board of Directors in calculating the Net Asset Value, shall be final and binding on the Company, and present, past or future shareholders. The result of each calculation of the Net Asset Value shall be certified by a Director or a duly authorised representative or a designee of the Board of Directors.

Art. 20. Expenses. The Company shall bear the following expenses:

- (i) all fees to be paid to the management company (if applicable), the central administration, the investment manager (s), the investment advisor(s), the depository bank and any other agents that may be employed from time to time;
- (ii) the taxes which may be payable on the assets, income and expenses chargeable to the Company;
- (iii) standard brokerage and bank charges incurred by the Company's business transactions;
- (iv) all fees due to the auditor and the legal advisors to the Company;
- (v) all expenses connected with publications and supply of information to shareholders, in particular and where applicable, the cost of drafting, printing and distributing the annual and semi-annual reports, as well as any prospectuses;
- (vi) all expenses involved in registering and maintaining the Company registered with all governmental agencies and stock exchanges;
- (vii) all other fees and expenses incurred in connection with its operation, administration, its management and distribution.

All recurring expenses will be charged first against current income, then should this not suffice, against realised capital gains, and, if need be, against assets.

Each Sub-Fund shall amortise its own expenses of establishment over a period of five (5) years as of the date of its creation. The expenses of first establishment will be charged to the Sub-Funds opened at the incorporation of the Company and shall be amortised over a period not exceeding five (5) years.

Any costs, which are not attributable to a specific Sub-Fund, incurred by the Company will be charged to all Sub-Funds in proportion to their average Net Asset Value. Each Sub-Fund will be charged with all costs or expenses directly attributable to it.

The different Sub-Funds of the Company have a common generic denomination and one (1) or several investment advisors and/or investment managers which determine their investment policy and its application to the different Sub-Funds in question via a single Board of Directors of the Company.

The Company including all its Sub-funds is regarded as a single legal entity. However, each Sub-Fund shall be liable for its own debts and obligations. In addition, for the purpose of the relations between the shareholders, each Sub-Fund will be deemed to be a separate entity having its own contributions, capital gains, losses, charges and expenses.

Art. 21. Fiscal year and Financial statements. The fiscal year of the Company shall commence on 1st January of each year and shall terminate on 31st December each year. The first accounting year shall commence upon incorporation of the Company and terminate on 31st December 2014.

Separate financial statements shall be issued for each Sub-Fund in the currency in which the Sub-funds are denominated. To establish the balance sheet of the Company, those different financial statements will be consolidated after conversion of each reference currency of each Sub-Fund into the currency of the capital of the Company.

Art. 22. Authorized auditor. The Company shall appoint an authorised Auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by the Investment Fund Law. The Auditor shall be elected by the annual general meeting and shall remain in office until its successor is elected.

Art. 23. Dividends. The general meeting of shareholders shall determine how the profits (including net realised capital gains) of the Company shall be distributed and may from time to time declare, or authorise the Board of Directors to declare dividends provided however that the minimum capital of the Company does not fall below one million two hundred fifty thousand Euro (EUR 1,250,000.00). Dividends may also be paid out of net unrealised losses. For each Class or Classes of Shares entitled to distributions, the Board of Directors may decide to pay interim dividends in compliance with the conditions set forth by law. Dividends declared will be paid in the relevant Class currency on the date of payment or in shares of the Company and may be paid at such places and times as may be determined by the Board of Directors.

Art. 24. Liquidation of the company. In the event of the liquidation of the Company, liquidation shall be carried out by one (1) or several liquidators appointed by the meeting of shareholders deciding such dissolution and which shall determine such dissolution and which shall determine their powers and their compensation. The liquidators shall realise the Company's assets in the best interest of the shareholders and shall distribute the net liquidation proceeds (after deduction of liquidation charges and expenses) to the shareholders in proportion to their shares in the Company. Any amounts not claimed promptly by the shareholders will be deposited in escrow with the Caisse de Consignation. Amounts not claimed from the escrow within the statute of limitations will be forfeited according to the provisions of Luxembourg law.

Art. 25. Termination of a sub-fund or a Class of shares. A Sub-Fund or Class may be terminated by resolution of the Board of Directors of the Company if the Net Asset Value of a Sub-Fund or of a Class is below an amount as determined by the Board of Directors from time to time, or if a change in the economic or political situation relating to the Sub-Fund

or Class concerned would justify such liquidation or if necessary in the interests of the shareholders or the Company. In such event, the assets of the Sub-Fund or Class will be realised, the liabilities discharged and the net proceeds of realisation distributed to shareholders in proportion to their holding of shares in that Sub-Fund or Class. Notice of the termination of the Sub-Fund or Class will be given in accordance with Luxembourg law.

Any amounts not claimed by any shareholder shall be deposited at the close of liquidation with the Caisse de Consignation.

Unless otherwise decided by the Board of Directors in the interest of, or in order to ensure equal treatment between shareholders, the shareholders of the relevant Sub-Fund or Class may continue to request the redemption of their shares or the conversion of their shares, free of any redemption or conversion charges (except disinvestment costs) prior the effective date of the liquidation. Such redemption or conversion will then be executed by taking into account the liquidation costs and expenses related thereto.

Art. 26. Merger. The Board of Directors of the Company shall be competent to decide on the effective date of any merger of the Company, any Sub-Fund or any Class of shares with another UCITS, sub-fund of a UCITS or class of shares of a UCITS. The shareholders will be notified of such merger in accordance with Luxembourg law and shall have at least thirty (30) days as of the date of notification to request the repurchase or conversion of their shares free of charge.

Where the merger results in the cessation of the Company, a general meeting of shareholders shall decide by simple majority of the votes cast by the shareholders present or represented at such meeting on the effective date of such merger.

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

Art. 28. Applicable law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10th August 1915 on commercial companies as amended and the Investment Fund Law.

Subscription and Payment

The initial capital of the Company amounts to 31,000 Euros and has been subscribed as follows:

- 31 fully paid-up shares with no par value held by Verrazzano Capital, prenamed;

The subscribed capital has been fully paid up in cash. The result is that as of now the company has at its disposal the sum of thirty one thousand Euros (EUR31,000.-) as was certified to the notary executing this deed.

Statement

The notary executing this notarial deed declares that he has verified the conditions laid down in the 1915 Law, and confirms that these conditions have been observed.

Estimate of formation expenses

The appearing parties declare that the expenses, costs and fees or charges of any kind whatsoever, which fall to be paid by the Company as a result of its incorporation amount approximately to three thousand euro (EUR 3,000.-).

Resolutions of the sole shareholder

The appearing party representing the entire subscribed share capital immediately took the following resolutions:

- The address of the registered office of the Company is set at 33, rue de Gasperich, L-5826 Hesperange, Grand Duchy of Luxembourg;
- The following are appointed for a term expiring at the annual general meeting in 2015:
 - Mr Jean de Courrèges, born in Toulouse (France) on 16 December 1952, with professional residence at 6B, Route de Treves, L-2633 Luxembourg, Grand Duchy of Luxembourg, as Director and as Chairman of the Board of Directors of the Company;
 - Mrs Murielle Maman, born in Boulogne-Billancourt (France) on 23 September 1962, with professional residence at 49/51, avenue George V, 75008 Paris, France, as Director of the Company; and
 - Mr Bertrand GIBEAU, born in Limoges (France) on 8 July 1979, with professional residence at 4, rue Léon Jost, 75017 Paris, France, as independent Director of the Company;
- PricewaterhouseCoopers, Société Coopérative, with registered office at 400, route d'Esch, L-1471 Luxembourg, Grand Duchy of Luxembourg, registered with the Trade and Companies Register under number B 65477 appointed as independent auditor of the Company for a term expiring at the annual general meeting in 2015.

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

The document having been read to the person appearing, known to the notary by surname, Christian name, civil status and residence, the said person appearing signed together with the notary the present deed.

Signé: Conde, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 08 novembre 2013. Relation: EAC/2013/14557. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2013160464/454.

(130196424) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 novembre 2013.

Eurasia Beverages S.à r.l., Société à responsabilité limitée.

Capital social: EUR 310.125,00.

Siège social: L-1855 Luxembourg, 47, avenue J.F. Kennedy.

R.C.S. Luxembourg B 127.145.

Le siège social de la société Actera Partners L.P., actionnaire de la Société, a été transféré du 22, Grenville Street, GB - JE4 8PX, St Helier, Jersey au Lime Grove House, Green Street, St. Helier, Jersey JE1 2ST avec effet au 30 novembre 2012.

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

Pour la Société

Signature

Un mandataire

Référence de publication: 2013147752/15.

(130180445) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2013.

ADB Luxembourg S.A., Société Anonyme.

Siège social: L-2522 Luxembourg, 6, rue Guillaume Schneider.

R.C.S. Luxembourg B 176.823.

Extrait des résolutions prises par les actionnaires lors de l'assemblée générale de la Société tenue en date du 16 octobre 2013

En date du 16 octobre 2013, les actionnaires de la Société ont pris les résolutions suivantes;

- d'accepter la démission de Monsieur Arnaud de Pommery de son mandat de d'administrateur de catégorie A de la Société avec effet au 15 octobre 2013;
- de confirmer et de ratifier la cooptation de Monsieur Sébastien Dreyer, né le 12 novembre 1970 à Strasbourg, France, résidant professionnellement à l'adresse suivante: 1, avenue d'Alsace Lorraine, 92500 Rueil-Malmaison, France, en tant que nouvel administrateur de catégorie A de la Société avec effet au 15 octobre 2013 et ce jusqu'à l'assemblée générale annuelle de la Société qui se tiendra en 2014.

Le conseil d'administration de la Société est désormais composé comme suit:

- Monsieur Emmanuel Mougeolle, administrateur de catégorie B
- Monsieur Dominique Robyns, administrateur de catégorie B
- Monsieur Albin Louit, administrateur de catégorie B
- Monsieur Christian Onselae, administrateur de catégorie A et Président du conseil d'administration
- Monsieur Laurent Rivoire, administrateur de catégorie B
- Monsieur Sébastien Dreyer, administrateur de catégorie A

Luxembourg, le 17 octobre 2013.

ADB Luxembourg S.A.

Signature

Référence de publication: 2013145927/25.

(130178471) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 octobre 2013.

Socfinasia S.A., Société Anonyme Soparfi.

Siège social: L-1650 Luxembourg, 4, avenue Guillaume.

R.C.S. Luxembourg B 10.534.

Extrait du procès-verbal du Conseil d'Administration du 19 août 2013

«Le Conseil d'Administration déplore le décès de Monsieur Edouard de Ribes.

M. Wolfgang Ullens, demeurant 5 rue de Florimont à CH-1006 Lausanne, est désigné représentant permanent de la société P.F. Representation Limited, administrateur.»

Liste des administrateurs et commissaire en fonction

Administrateurs

M. Hubert Fabri, Administrateur de sociétés, 21 quai du Mont-Blanc, CH-1201 Genève.

P.F. Representation Limited, St George's Place, GY13ZG St Peter Port, Guernsey, représentée par M. Wolfgang Ullens, Administrateur de sociétés, 5 rue de Florimont, CH-1006 Lausanne.

M. Vincent Bolloré, Administrateur de sociétés, 54 avenue des Tilleuls, F-75016 Paris.

Bolloré Participations S.A., Odet, F-29500 Ergue-Gaberic, représentée par M. Cédric de Bailliencourt, Administrateur de sociétés, 96 avenue Kléber, F-75116 Paris.

M. André Balot, Administrateur de sociétés, 193 rue Fontaine à Louche, B-7850 Enghien

M. Philippe de Traux, Administrateur de sociétés, 29 Route du Bélier, CH-1663 Moléson-Village

M. Luc Boedt, Ingénieur Agronome, 24 rue de Romont, CH-1700 Fribourg.

Réviseur d'Entreprise

Clerc, 1 rue Pletzer, L-8080 Bertrange.

LE CONSEIL D'ADMINISTRATION

Référence de publication: 2013145751/25.

(130177760) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 octobre 2013.

Lux 28 Starlight EUR S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1417 Luxembourg, 4, rue Dicks.

R.C.S. Luxembourg B 180.201.

Il résulte d'un contrat de transfert de parts sociales prenant effet en date du 10 octobre 2013 que la société Starwood Capital Operations, LLC dont le siège social se situe Corporation trust Centre, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware, USA, a cédé toutes les parts sociales qu'elle détenait dans la Société, soit:

- 250 (deux cent cinquante) parts sociales ordinaires ayant une valeur nominale de EUR 25 (vingt cinq EUR) chacune à la société Lux 16 Starlight EUR S.à r.l. dont le siège social se situe 4 rue Dicks, L-1417 Luxembourg, immatriculée au Registre du Commerce et des Sociétés du Luxembourg sous le numéro B 177 972.

- 250 (deux cent cinquante) parts sociales ordinaires ayant une valeur nominale de EUR 25 (vingt cinq EUR) chacune à la société BPY Hospitality Holdings Lux I S.à r.l. dont le siège social se situe 65 Boulevard Grande Duchesse Charlotte, L-1331 Luxembourg, immatriculée au Registre du Commerce et des Sociétés du Luxembourg sous le numéro B 180 645

Les détenteurs de parts sociales sont désormais les suivants:

- Lux 16 Starlight EUR S.à r.l.

- BPY Hospitality Holdings I S.à r.l.

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

Thierry Drinka

Gérant

Référence de publication: 2013146179/23.

(130178820) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 octobre 2013.

Atoles S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 179.327.

EXTRAIT

Suite à l'assemblée générale ordinaire tenue extraordinairement le mardi 22 octobre 2013, les modifications suivantes ont été adoptées:

- Nomination d'un gérant:

* Monsieur Vladimir Pintchouk demeurant professionnellement à Trident Chambers, Road Town, Tortola, Iles Vierges Britanniques, a été nommé gérant de la société avec au 15 octobre 2013 et ce, pour une durée illimitée.

Pour extrait sincère et conforme

Référence de publication: 2013147831/14.

(130181280) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 octobre 2013.
