MEMORIAL
Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL
Amtsblatt des Großherzogtums Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 3047 22 octobre 2014

SOMMAIRE

Atlantic Real Estate Company S.A., Société Anonyme.

Siège social: L-2227 Luxembourg, 29, avenue de la Porte-Neuve.

R.C.S. Luxembourg B 17.707.

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Les comptes annuels au 31 décembre 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.

Référence de publication: 2014143869/9.

(140164196) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2014.

Aurelius Invest Sàrl, Société à responsabilité limitée.

Siège social: L-2630 Luxembourg, 145, rue de Trèves.

R.C.S. Luxembourg B 170.018.

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Les comptes annuels au 31 décembre 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.

Référence de publication: 2014143873/9.

(140163589) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2014.

Avus Group S.à r.l., Société à responsabilité limitée.

Siège social: L-8437 Steinfort, 66, rue de Koerich.

R.C.S. Luxembourg B 172.944.

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Les comptes annuels au 31/12/2013 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.

Référence de publication: 2014143875/9.

(140163808) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2014.

Aerium Erlangen S.à.r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 118.832.

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Le bilan au 31 Décembre 2013 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2014143887/9.

(140163871) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2014.

Aerium Septem Participations S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 152.409.

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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.

Référence de publication: 2014143888/9.

(140164463) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2014.

Blue Finn S.à r.l., Société à responsabilité limitée.

Siège social: L-1246 Luxembourg, 4, rue Albert Borschette.

R.C.S. Luxembourg B 171.243.

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

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

Référence de publication: 2014143933/9.

(140164026) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2014.

Allied Financial Investments, Société Anonyme.

Siège social: L-2420 Luxembourg, 11, avenue Emile Reuter.

R.C.S. Luxembourg B 179.068.

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J'ai l'honneur de vous informer que je désire me démettre, avec effet immédiat, de mes fonctions d'administrateur de votre société.

Saint Aubain, le 22 juillet 2014. Roch Chevalier.

Référence de publication: 2014143898/10.

(140164374) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2014.

Auto-Parts, Société à responsabilité limitée.

Siège social: L-1320 Luxembourg, 70, rue de Cessange.

R.C.S. Luxembourg B 6.023.

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Les comptes annuels au 31 décembre 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.

Signature.

Référence de publication: 2014143918/10.

(140164057) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2014.

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

Siège social: L-1511 Luxembourg, 111, avenue de la Faïencerie.

R.C.S. Luxembourg B 172.466.

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EXTRAIT

Il résulte d'un contrat de cession signé en date du 31 juillet 2014 que:

- ARC ADVISORY COMPANY détient 1.000 parts sociales de la ISAM S.à R.L.

Pour extrait conforme

Référence de publication: 2014144872/11.

(140164537) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Société Anonyme pour la Recherche d'Investissements S.A.P.R.I. S.A. société de gestion de patrimoine familial, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2543 Luxembourg, 30, Dernier Sol.

R.C.S. Luxembourg B 15.550.

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

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

Signature.

Référence de publication: 2014145131/11.

(140165044) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Iscom Solutions S.A., Société Anonyme.

Siège social: L-2314 Luxembourg, 4, place de Paris.

R.C.S. Luxembourg B 137.459.

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Les comptes annuels au 31 décembre 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.

Signature

Un mandataire

Référence de publication: 2014144873/12.

(140165309) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Sensata Investment Company S.C.A., Société en Commandite par Actions.

Siège social: L-1748 Luxembourg, 4, rue Lou Hemmer.

R.C.S. Luxembourg B 114.729.

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Lors de l'assemblée générale annuelle tenue en date du 9 septembre 2014, les actionnaires ont pris la résolution suivante:

- Renouveler le mandat de réviseur d'entreprises à ERNST & YOUNG, avec siège social au 7 Parc d'Activité Syrdall, L-5365 Munsbach, pour une période venant à échéance lors de l'assemblée générale ordinaire statuant sur les comptes de l'exercice social se clôturant au 31 décembre 2014 et qui se tiendra en 2015.

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

Luxembourg, le 12 septembre 2014.

Référence de publication: 2014145125/14.

(140164997) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

SunEd Reserve Luxco Holdings II, Société à responsabilité limitée.

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.

R.C.S. Luxembourg B 155.728.

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Extrait des décisions prises par les actionnaires en date du 29 août 2014

Le siège social a été transféré de L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte à L-2453 Luxembourg, 6, rue Eugène Ruppert.

Veuillez noter que l'adresse professionnelle des gérants, Messieurs Pierre CLAUDEL, Christophe-Emmanuel SACRE et Mark VRIJHOEF, se trouve dorénavant à L-2453 Luxembourg, 6, rue Eugène Ruppert.

Luxembourg, le 17.9.2014.

Pour extrait et avis sincères et conformes

Pour SunEd Reserve Luxco Holdings II

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014145140/16.

(140164650) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Sensata Management Company S.A., Société Anonyme.

Capital social: EUR 31.000,00.

Siège social: L-1748 Findel, 4, rue Lou Hemmer.

R.C.S. Luxembourg B 114.569.

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Extrait de la résolution prise par les associés de la Société en date du 9 septembre 2014

En date du 9 septembre 2014, les associés de la Société ont pris les résolutions suivantes:

- De ratifier la nomination de Vishal Jugdeb, né le 5 août 1977 à l'Ile Maurice, ayant comme adresse professionnelle: 4 rue Lou Hemmer, L-1748 Luxembourg, en tant que commissaire aux comptes pour les comptes de l'exercice social se clôturant au 31 décembre 2013;

- d'accepter la démission de Sean Doherty de son mandat d'administrateur de la Société avec effet au 11 septembre 2014;

- de nommer Ruth Springham, né le 25 mai 1961 à Johnstone, Royaume-Uni, ayant comme adresse professionnelle: 4 rue Lou Hemmer, L-1748 Luxembourg, en tant que nouvel administrateur de la Société avec effet au 11 septembre 2014 et ce pour une période de six ans.

A compter du 11 septembre 2014, le Conseil d'administration de la Société se compose des personnes suivantes:

- Ruth Springham

- Paul Edgerley

- Aurélien Vasseur

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

Luxembourg, le 12 septembre 2014.

Référence de publication: 2014145127/24.

(140165263) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Saddle Luxco Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1246 Luxembourg, 2C, rue Albert Borschette.

R.C.S. Luxembourg B 185.017.

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EXTRAIT

Les associés de la Société, par résolutions écrit es datées du 24 juin 2014, ont décidé de transférer le siège social de la Société au 2C, rue Albert Borschette, L-1246 Luxembourg, avec effet au 15 septembre 2014.

L'associé de la Société, Triton Masterluxco 3 S.à r.l., a également transféré son siège social au 2C, rue Albert Borschette, L-1246 Luxembourg, avec effet au 15 septembre 2014.

Les adresses professionnelles des gérants Thomas Sonnenberg, et Michiel Kramer ont également changés. Lesdits gérants résident dorénavant professionnellement au 2C, rue Albert Borschette, L-1246 Luxembourg.

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

Pour Saddle LuxCo Holding S.à r.l.

Référence de publication: 2014145119/17.

(140164710) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Saddle LuxCo S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1246 Luxembourg, 2C, rue Albert Borschette.

R.C.S. Luxembourg B 183.077.

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EXTRAIT

L'associé de la Société, par résolutions écrites datées du 25 juin 2014, a décidé de transférer le siège social de la Société au 2C, rue Albert Borschette, L-1246 Luxembourg, avec effet au 15 septembre 2014.

L'associé de la Société a également transféré son siège social au 2C, rue Albert Borschette, L-1246 Luxembourg, avec effet au 15 septembre 2014.

Les adresses professionnelles des gérants Thomas Sonnenberg, Antonis Tzanetis, Heiko Dimmerling et Michiel Kramer ont également changés. Lesdits gérants résident dorénavant professionnellement au 2C, rue Albert Borschette, L-1246 Luxembourg.

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

Pour Saddle Luxco S.à r.l.

Référence de publication: 2014145120/18.

(140164766) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Ukiah Holding S.A., Société Anonyme.

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

R.C.S. Luxembourg B 176.388.

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EXTRAIT

Il résulte de l'assemblée générale extraordinaire tenue en date du 10 septembre 2014 que:

- Messieurs Olivier LIEGEOIS et Luc GERONDAL, ont été révoqués de leur poste d'administrateurs de classe B de la Société avec effet au 15 août 2014;

- Les personnes suivantes ont été nommées administrateurs de classe B de la Société, avec effet au 15 août 2014 et ce pour une durée de six années:

* Madame Yuliya BAY-LANGER, née le 20 février 1984 à Kyiv, Ukraine et demeurant professionnellement au 16 avenue Pasteur, L-2310 Luxembourg; et

* Monsieur Magsud AHMADKHANOV, né le 5 juin 1978 à Baki, Azerbaïdjan et demeurant professionnellement au 16 avenue Pasteur, L-2310 Luxembourg.

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

Luxembourg, le 17 septembre 2014.

Référence de publication: 2014145203/19.

(140164961) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

RPO GP S.à r.l., Société à responsabilité limitée.

Siège social: L-1136 Luxembourg, 1, place d'Armes.

R.C.S. Luxembourg B 177.626.

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Les comptes annuels au 31 mars 2014 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: 2014145117/9.

(140165216) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

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

Capital social: USD 20.001,00.

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

R.C.S. Luxembourg B 173.135.

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Les comptes annuels au 31 décembre 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.

Extrait sincère et conforme
Tanktu S.à r.l.
Signature

Référence de publication: 2014145168/12.

(140164559) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

S-Process Equipment International S. à r.l., Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 35, allée Scheffer.

R.C.S. Luxembourg B 130.874.

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Suite à des changements d'adresse d'associés, il convient de modifier les informations suivantes pour:

- Pantheon Europe Fund V "A", L.P. par: First Floor, Dorey Court, Admiral Park, St Peter Port, GY1 6HJ, Guernsey;

- Co-Investment Partners Europe L.P. par: 190 Elgin Avenue, Intertrust Corporate Services, Grand Cayman, KY1-9005, Cayman Islands.

Pour la société
Un mandataire

Référence de publication: 2014145118/13.

(140164874) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Saddle LuxCo 2 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1246 Luxembourg, 2C, rue Albert Borschette.

R.C.S. Luxembourg B 183.153.

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EXTRAIT

L'associé de la Société, par résolutions écrites datées du 26 juin 2014, a décidé de transférer le siège social de la Société au 2C, rue Albert Borschette, L-1246 Luxembourg, avec effet au 15 septembre 2014.

L'associé de la Société a également transféré son siège social au 2C, rue Albert Borschette, L-1246 Luxembourg, avec effet au 15 septembre 2014.

Les adresses professionnelles des gérants Thomas Sonnenberg, Antonis Tzanetis, Heiko Dimmerling et Michiel Kramer ont également changés. Lesdits gérants résident dorénavant professionnellement au 2C, rue Albert Borschette, L-1246 Luxembourg.

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

Pour Saddle LuxCo 2 S.à r.l.

Référence de publication: 2014145121/18.

(140164806) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

U-man Resources S.A., Société Anonyme.

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

R.C.S. Luxembourg B 160.325.

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Les comptes annuels au 31/12/2013 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 17/09/2014.

G.T. Experts Comptables Sàrl

Luxembourg

Référence de publication: 2014145196/12.

(140165300) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Weichai Power (Luxembourg) Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 100.000,00.

Siège social: L-2520 Luxembourg, 1, allée Scheffer.

R.C.S. Luxembourg B 173.173.

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Avec effet au 1 er août 2014, l'Associé Unique de la Société a pris la décision suivante:

- Démission de Mr. Chen Yu, de son poste de gérant avec effet au 1 er août 2014;

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

TMF Luxembourg S.A.

Agent domiciliataire

Référence de publication: 2014145217/13.

(140164996) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Helium Investment S.C.A., Société en Commandite par Actions.

Siège social: L-2550 Luxembourg, 52-54, avenue du X Septembre.

R.C.S. Luxembourg B 123.981.

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Extrait de la résolution prise par le gérant-commandité de la Société le 28 avril 2014

Le gérant-commandité de la Société décide d'approuver la nomination d'Ernst & Young S.A. ayant son siège social au 7, rue Gabriel Lippmann, parc d'activité Syrdall 2, L-5365 Munsbach, enregistrée au Registre de Commerce et des Sociétés sous le numéro B47771, en tant que réviseur d'entreprises agréé de la Société pour l'audit annuel des comptes de la Société pour l'année 2013 avec effet au 27 mars 2014 et jusqu'à l'assemble générale qui se tiendra en 2014.

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

Signature.

Référence de publication: 2014145278/14.

(140164963) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Wolof S.A., Société Anonyme.

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

R.C.S. Luxembourg B 142.010.

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Extrait des résolutions prises par le Conseil d'Administration en date du 25 août 2014

- Il est mis acte de la fin du mandat d'Administrateur de Madame Kathy MARCHIONE, employée privée, née le 18 avril 1970 à Hayange (France), et demeurant professionnellement au 412F Route d'Esch, L-2086 Luxembourg, avec effet au 25 août 2014.

- Monsieur Etienne JOANNES, employé privé, né le 5 mars 1976 à Saint-Mard, Belgique et demeurant professionnellement au 412F Route d'Esch, L-2086 Luxembourg, est coopté Administrateur avec effet au 25 août 2014. Son mandat viendra à échéance lors de l'Assemblée Générale Statutaire de l'année 2014.

Certifié sincère et conforme

Référence de publication: 2014145227/15.

(140164573) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

VREF Holding S.à r.l., Société à responsabilité limitée.

Siège social: L-5365 Munsbach, 6C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 115.317.

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Les comptes annuels au 31 décembre 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.

Référence de publication: 2014145214/9.

(140165121) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Winch Italy Holdings 2 S.A., Société Anonyme.

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

R.C.S. Luxembourg B 173.724.

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Les comptes annuels pour la période du 18 décembre 2012 (date de constitution) 31 décembre 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 11 septembre 2014.

Référence de publication: 2014145219/11.

(140165241) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

WS ATKINS INTERNATIONAL LIMITED, Luxembourg, succursale, Succursale d'une société de droit étranger.

Adresse de la succursale: L-1661 Luxembourg, 99, Grand-rue.

R.C.S. Luxembourg B 155.926.

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Le bilan au 31 mars 2014 de la société de droit étranger WS ATKINS INTERNATIONAL LIMITED 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 16 septembre 2014.

Pour la société

Référence de publication: 2014145228/13.

(140164117) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

REGAIN S.A., société de gestion de patrimoine familial, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2670 Luxembourg, 30, boulevard de Verdun.

R.C.S. Luxembourg B 39.811.

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Extrait de l'assemblée générale ordinaire tenue le 14 novembre 2013

L'Assemblée décide de renouveler le mandat des Administrateurs et du Commissaire pour une période de 6 ans. Le mandat des Administrateurs et du Commissaire prendra fin à l'issue de l'assemblée générale ordinaire de 2019.

Le Conseil d'Administration se compose de Monsieur Joseph TREIS, 57, avenue de la Faïencerie, L-1510 Luxembourg, de Madame Christiane SCHREIBER, 57, avenue de la Faïencerie, L-1510 Luxembourg et de Madame Corinne BUSCIGLIO-RITTER, 57, avenue de la Faïencerie, L-1510 Luxembourg.

Le Commissaire aux Comptes est Monsieur Herbert GROSSMANN, demeurant 75, rue des Romains, L-2443 Senningerberg.

Luxembourg, le 19 septembre 2014.

Pour avis sincère et conforme

Pour REGAIN S.A.

Société de Gestion de Patrimoine Familial

FIDUCIAIRE JOSEPH TREIS S.à R.L.

Référence de publication: 2014145733/21.

(140165445) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

Rouge Tomate Group, Société Anonyme.

Siège social: L-2310 Luxembourg, 10-12, avenue Pasteur.

R.C.S. Luxembourg B 130.169.

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Les comptes annuels au 31 décembre 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.

Signature.

Référence de publication: 2014145727/10.

(140165565) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

Rapsody Investments, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 174.312.

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Les comptes annuels au 31 décembre 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.

Signature.

Référence de publication: 2014145729/10.

(140165477) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

REIP P-first S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2163 Luxembourg, 35, avenue Monterey.

R.C.S. Luxembourg B 137.572.

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Il résulte des résolutions prises par les associés de la Société en date du 17 septembre 2014 que:

1. Monsieur Matthias SPRENKER a démissionné avec effet immédiat en tant que gérant de la Société;

2. Monsieur Bálint Szekér, né le 10 février 1974 à Budapest, Hongrie, résidant à A-1150 Vienne (Autriche), Meiselstrasse 21/27, est nommé avec effet immédiat gérant de la Société pour une durée indéterminée.

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

Pour la Société

Référence de publication: 2014145734/14.

(140165425) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

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

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 185.494.

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Extrait du contrat de résiliation de trust et cession de parts signe le 5 juin 2014

En vertu du contrat de résiliation de Trust signé en date du 5 juin 2014, les parts de la société ont été transférées comme suit:

MexiGold Trust représenté par son Trustee, STM FIDUCIAIRE TRUSTEES LIMITED (Jersey), ayant son siège social La Route de la Libération, bâtiment Windward House, étage 3 rd Floor, JE-JE2 3BQ. ST Helier, a transféré 12,500 parts ordinaires de 1.- Euro chacune détenues dans la société en objet, ayant son siège social au 2-8, avenue Charles de Gaulle, L- 1653 Luxembourg à Monsieur Marinus Augustinus Josephus PIJNEN, né le 3 septembre 1946 à Woensdrecht (Pays bas), résidant à Martnussteeg 2, 2040 Zandvliet, Belgique.

Luxembourg, le 17 septembre 2014.

Luxembourg Corporation Company SA

Signatures

Sole Manager

Référence de publication: 2014145718/20.

(140165922) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

Q4Q Consulting s.à r.l., Société à responsabilité limitée.

Siège social: L-8399 Windhof, 11, rue des Trois Cantons.

R.C.S. Luxembourg B 78.480.

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Les comptes annuels au 31 décembre 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.

Référence de publication: 2014145714/9.

(140165591) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

Quitou International Conseil S.à r.l., Société à responsabilité limitée.

Siège social: L-1370 Luxembourg, 84, Val Sainte Croix.

R.C.S. Luxembourg B 107.750.

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Les comptes annuels au 31 décembre 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.

Signature.

Référence de publication: 2014145713/10.

(140165472) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

Taygeta Investments S.à r.l., Société à responsabilité limitée.

Capital social: EUR 311.800,00.

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.

R.C.S. Luxembourg B 106.216.

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Extrait des résolutions prises par l'associée unique en date du 29 août 2014

1. Madame Nicola FOLEY a démissionné de son mandat de gérante B avec effet au 29 août 2014.

2. Monsieur Ludovic Trogliero, administrateur de sociétés, né le 8 Juin 1979 à Clichy-la-Garenne (France), demeurant professionnellement à L-2453 Luxembourg, 6, rue Eugène Ruppert, a été nommé comme gérant B pour une durée indéterminée avec effet au 29 août 2014.

Luxembourg, le 18 septembre 2014.

Pour extrait sincère et conforme

Pour TAYGETA INVESTMENTS S.à r.l.

Intertrust (Luxembourg) S.à r.l.

Référence de publication: 2014145819/16.

(140165908) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

Summers Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2320 Luxembourg, 69, boulevard de la Pétrusse.

R.C.S. Luxembourg B 188.142.

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Extrait des résolutions prises par l'associé unique de la société en date du 18 juillet 2014

L'associé unique de la Société a décidé de nommer en tant que gérant ayant les pouvoirs de signature A de la Société, avec effet immédiat et pour une durée illimitée, Monsieur Pierre METZLER, né le 28 décembre 1969 à Luxembourg, résidant au 69, boulevard de la Pétrusse, L-2320 Luxembourg.

L'associé unique de la Société a décidé de nommer en tant que gérant ayant les pouvoirs de signature B de la Société avec effet immédiat et pour une durée illimitée, Madame Mary Ann Sigler, née le 25 août 1954 à Ohio, Etats-Unis, résidant au 4733 Candleberry, Seal Beach, 90740 Californie, Etats-Unis.

L'associé unique de la Société a décidé de nommer en tant que gérant ayant les pouvoirs de signature B de la Société avec effet immédiat et pour une durée illimitée, Madame Eva Monica KALAWSKI, née le 23 mai 1955 à Worcester, Massachusetts, Etats-Unis, résidant au 939, 20 th Street, #4, 90403 Santa Monica, Etats Unis.

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

Référence de publication: 2014145758/19.

(140165784) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

Puerto Azul Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 30, boulevard Royal.

R.C.S. Luxembourg B 166.733.

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Les comptes annuels au 31 décembre 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.

Référence de publication: 2014144357/9.

(140164473) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2014.

Abraxa S.A., Société Anonyme.

Capital social: EUR 40.000,00.

Siège social: L-2520 Luxembourg, 21-25, allée Scheffer.

R.C.S. Luxembourg B 174.738.

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Les comptes annuels abrégés de la Société au 31 décembre 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.

Référence de publication: 2014145324/11.

(140166023) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

Vernesse Investment S.A., Société Anonyme.

Siège social: L-1246 Luxembourg, 4, rue Albert Borschette.

R.C.S. Luxembourg B 102.179.

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Extrait des décisions des administrateurs prises en date du 20 février 2014

En date du 20 Février 2014, les administrateurs ont pris la décision de transférer le siège social de la Société du 48 Boulevard Grande-Duchesse Charlotte L-1330 Luxembourg au 4 rue Albert Borschette L-1246 Luxembourg.

La nouvelle adresse de Veridice Sàrl est la suivante: 4 rue Albert Borschette, L-1246 Luxembourg.

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

Luxembourg, le 15 Mai 2014.
VERNESSE INVESTMENT SA

Référence de publication: 2014145848/14.

(140165494) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

Vernesse Investment S.A., Société Anonyme.

Siège social: L-1610 Luxembourg, 42-44, avenue de la Gare.

R.C.S. Luxembourg B 102.179.

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Extrait des décisions des actionnaires prises en date du 1 er septembre 2014

En date du 1 er septembre 2014, les actionnaires de la Société ont pris les résolutions suivantes:

1. Accepter les démissions de Monsieur Jean-Marie Bettinger et Madame Magali Fetique de leur mandat d'administrateurs de la Société, avec effet respectif au 1 er septembre 2014 et 26 mars 2014.

2. Nommer Monsieur Massimo Raschella, employé privé, né le 16 avril 1978 à Differdange (Luxembourg), résidant professionnellement au 4, rue Albert Borschette L-1246 Luxembourg en tant qu'administrateur de la Société, avec effet au 26 mars 2014, jusqu'à l'assemblée générale annuelle de 2020.

3. Nommer Yannick Monardo, employé privé, né le 8 janvier 1984 à Saint-Avold (France), résidant professionnellement au 4, rue Albert Borschette L-1246 Luxembourg en tant qu'administrateur de la Société, avec effet au 1 er septembre 2014, jusqu'à l'assemblée générale annuelle de 2020.

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

Luxembourg, le 1 er septembre 2014.
VERNESSE INVESTMENT S.A.

Référence de publication: 2014145847/20.

(140165494) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

Supair Drive S.A., Société Anonyme.

Siège social: L-5772 Frisange, 23A, rue de Luxembourg.

R.C.S. Luxembourg B 190.071.

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STATUTS

L'an deux mille quatorze, le quatre septembre.

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

A COMPARU:

La société de droit suisse SUPAIR AG, société par actions, établie et ayant son siège social à CH-8152 Glattbrugg, Europa-Strasse 30, immatriculée au Registre de Commerce du Canton de Zürich (Suisse) sous le numéro CHE-105.859.013,

ici représentée par Monsieur Max MAYER, employé privé, demeurant professionnellement à L-6130 Junglinster, 3, route de Luxembourg, en vertu d'une procuration sous seing privé lui délivrée.

Ladite procuration, signée ne varietur par le mandataire et le notaire instrumentant, restera annexée au présent acte pour être formalisée avec lui.

Laquelle comparante, représentée comme dit ci-avant, a requis le notaire instrumentaire de dresser acte d'une société anonyme qu'elle déclare constituer et dont elle a arrêté les statuts comme suit:

I. Nom, Durée, Objet, Siège Social

Art. 1 er . Il est formé par les souscripteurs et tous ceux qui deviendront propriétaires des actions ci-après créées, une société anonyme, sous la dénomination de SUPAIR DRIVE S.A. (ci-après la "Société").

Art. 2. La Société est constituée pour une durée illimitée.

Art. 3. La Société a pour objet le négoce de tous les parfumeurs d'ambiance, pour les particuliers et pour les professionnels.

La Société a également pour objet la prise de participations sous quelque forme que ce soit, par achat, échange ou de toute autre manière, dans d'autres entreprises et sociétés luxembourgeoises ou étrangères ainsi que la gestion, le contrôle, la mise en valeur de ces participations. La Société peut également procéder au transfert de ces participations par voie de vente, échange ou autrement.

La Société peut emprunter sous toute forme notamment par voie d'émission d'obligations, convertibles ou non, de prêt bancaire ou de compte courant actionnaire, et accorder à d'autres sociétés dans lesquelles la Société détient ou non un intérêt direct ou indirect, tous concours, prêts, avances ou garanties.

En outre, elle pourra s'intéresser à toutes valeurs mobilières, dépôts d'espèces, certificats de trésorerie, et toute autre forme de placement dont notamment des actions, obligations, options ou warrants, les acquérir par achat, souscription ou toute manière, les vendre ou les échanger.

La Société a également pour objet l'acquisition et la mise en valeur de tous brevets, marques et autres droits intellectuels et immatériels ainsi que de tous autres droits s'y rattachant ou pouvant les compléter.

La Société a encore pour objet de toucher des indemnités et des rémunérations en tant qu'administrateur de sociétés du groupe ainsi que l'administration et la gérance de telles sociétés du groupe, à qui elle pourra notamment fournir toute prestation d'assistance stratégique, administrative ou commerciale.

Elle pourra faire toutes opérations industrielles, commerciales, financières, mobilières ou immobilières qui se rattachent directement ou indirectement, en tout ou partie, à son objet social.

D'une façon générale, la Société pourra prendre toutes mesures de contrôle ou de surveillance et effectuer toutes opérations qui peuvent lui paraître utiles dans l'accomplissement de son objet.

Art. 4. Le siège social est établi dans la Commune de Frisange. Il peut être créé, par simple décision du conseil d'administration, des succursales ou bureaux, tant dans le Grand-Duché de Luxembourg qu'à l'étranger.

Au cas où le conseil d'administration estimerait que des événements extraordinaires d'ordre politique, économique ou social, de nature à compromettre l'activité normale au siège social ou la communication aisée avec ce siège ou de ce siège avec l'étranger, se présentent ou paraissent imminents, il pourra transférer provisoirement le siège social à l'étranger jusqu'à cessation complète de ces circonstances anormales; cette mesure provisoire n'aura toutefois aucun effet sur la nationalité de la Société, laquelle, nonobstant ce transfert provisoire, restera luxembourgeoise.

II. Capital social - Actions

Art. 5. Le capital social est fixé à trente et un mille euros (31.000,-EUR), représenté par mille (1.000) actions, chacune d'une valeur nominale de trente et un euros (31,- EUR).

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 du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (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 présenter 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 au siège social de la Société ou à tout autre endroit qui sera fixé dans l'avis de convocation, le trentième jour du mois de juin à onze heures. Si ce jour est un jour férié légal, l'assemblée générale annuelle se tiendra le premier jour ouvrable qui précède.

D'autres assemblées des actionnaires pourront se tenir aux heure et lieu 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 écrit, par câble, télégramme, télex ou téléfax une autre personne comme son mandataire.

Dans la mesure où il n'en est pas autrement disposé par la Loi ou les présents 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 leur 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 écrit ou par câble, télégramme, télex, télécopieur ou 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 écrit ou par câble, télégramme, télex ou téléfax un autre administrateur comme son mandataire.

Un administrateur peut présenter 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.

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 les présents 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 première personne à qui sera déléguée la gestion journalière peut être nommée par la première assemblée générale des actionnaires.

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 en 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 présents 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 commencera le jour de la constitution et se terminera le 31 décembre 2014.

2) La première assemblée générale annuelle des actionnaires aura lieu en 2015.

Souscription et libération

Toutes les actions ainsi souscrites par l'actionnaire unique ont été libérées intégralement en numéraire, de sorte que la somme de TRENTE ET UN MILLE EURO (31.000.- EUR) se trouve dès-à-présent à la libre disposition de la société, ainsi qu'il en a été justifié au notaire instrumentant, qui le constate expressément.

Déclaration

Le notaire soussigné déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la Loi et déclare expressément qu'elles sont remplies.

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à charge à raison de sa constitution sont évalués à environ 1.150,- EUR.

Décisions de l'actionnaire unique

La comparante, préqualifiée et représentée comme dit ci-avant, 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 trois (3) et le nombre des commissaires à un (1).

2. Les personnes suivantes ont été nommées administrateurs de la Société:

a) Monsieur Eric TRIOL, gérant de société, né à Mont-Saint-Martin (France) le 19 décembre 1966, demeurant à L-5752 Frisange, 23A, rue de Luxembourg;

b) Monsieur Christophe ANTINORI, juriste, né à Woippy (France), le 8 septembre 1971, demeurant professionnellement à L-1660 Luxembourg, 30, Grand-Rue;

c) Monsieur Rudolf Heinrich GUGGENHEIM, dirigeant de sociétés, né à Zürich (Suisse), le 5 mars 1946, demeurant à CH-8702 Zollikon, 38, Witellikerstrasse.

3. A été nommée commissaire aux comptes de la Société:

La société à responsabilité limitée Read S.à R.L., établie et ayant son siège social à L-1724 Luxembourg, 3A, boulevard du Prince Henri, immatriculée au R.C.S. de Luxembourg sous le numéro B 45.083.

4. Le mandat des administrateurs et du commissaire ainsi nommés prendra fin à l'issue de l'assemblée générale annuelle statutaire de 2018.

5. L'adresse de la Société est établie à L-5752 Frisange, 23A, rue de Luxembourg.

6.- Faisant usage de la faculté offerte par l'article douze alinéa quatre des statuts, l'actionnaire unique nomme en qualité de premier administrateur-délégué de la Société Monsieur Eric TRIOL, prénommé, lequel disposera d'un pouvoir de co-signature obligatoire pour tout ce qui concerne la gestion journalière de la Société dans son sens le plus large.

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

Et après lecture faite et interprétation donnée au mandataire, 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 10 septembre 2014. Relation GRE/2014/3544. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): Claire PIERRET.

Référence de publication: 2014142466/229.

(140161614) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 septembre 2014.

DB Investments, Société Anonyme.

Siège social: L-1255 Luxembourg, 48, rue de Bragance.

R.C.S. Luxembourg B 85.905.

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Les statuts coordonnés de la société 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 12 septembre 2014.

Référence de publication: 2014142709/10.

(140162466) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

SEB JINIFE Global Equity Fund 11 - SICAV - FIS, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2370 Howald, 4, rue Peternelchen.

R.C.S. Luxembourg B 133.427.

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In the year two thousand and fourteen, on the first of October.

Before Us Maître Henri Hellinckx, notary residing in Luxembourg.

Is held

an extraordinary general meeting of shareholders of the company SEB JINIFE Global Equity Fund 11 - SICAV-FIS (hereafter the «Company»).

The Company was incorporated under the name SEB Spezialfonds 11 - SICAV-FIS by a deed of Maître Joseph Gloden, notary residing at that time in Grevenmacher, on 25 October 2007, published in the Mémorial C, Recueil des Sociétés et Associations number 2714 from 26 November 2007.

The articles were amended the last time on 19 March 2012 before the undersigned notary. The deed was published in the Mémorial C, Recueil des Sociétés et Associations number 921 of 10 April 2012.

The Company is registered with the "Registre de Commerce et des Sociétés" (Trade and Companies Register) of Luxembourg under the section B and the number B 133.427.

The meeting is opened at 2.15 p.m. by Sophie Lozinguez, professionally residing in Howald, being in the chair.

The Chairman appoints Claudia Schmidt professionally residing in Howald, as Secretary.

The meeting elects Chantal Leclerc, professionally residing in Howald, as Scrutineer.

The Chairman declared and requested the notary to state that:

I.- The shareholders represented and the numbers of shares held by each of them are shown on an attendance list signed by the proxies of the shareholders represented and by the members of the bureau. The said list and proxies initialled "ne varietur" by the members of the bureau will be annexed to this document, to be registered with this deed.

II.- This meeting has been convened by notices containing the agenda published in the Mémorial, on 1 September 2014 and 16 September 2014 as well as in the Tageblatt and in the Luxemburger Wort on 1 September 2014 and 16 September 2014.

III.- The agenda of the extraordinary general meeting is the following:

1. Change of "Art. 8 Restrictions on ownership" of the articles of incorporation of the Company (the "Articles") in order to ensure that the Company may prevent the ownership of shares by any "US Person" as defined in the Articles.

2. Change of "Art. 4 Object of the Company" of the Articles which shall henceforth read as follows:

"The sole purpose of the Company is to achieve the highest possible income whilst at the same time observing a balanced degree of risk. While doing so, the Company pursues long-term investment objectives. The investment policy principles are set out in Article 20 of these Articles of Association.

The Company may take any action and execute any transactions that it deems necessary for the fulfilment and development of this purpose, in the broadest sense, in accordance with the Law of 2007 and the Law of 2013."

3. Change of the base language of the Articles from German to English.

4. Full restatement of the Articles, effective as of 22 July 2014, in light of the requirements of the law of 12 July 2013 on alternative investment fund managers.

IV.- As appears from the said attendance list 16.257 shares are present or duly represented at this Extraordinary General Meeting.

The Chairman informs the meeting that a first extraordinary general meeting has been convened with the same agenda as the agenda of the present meeting indicated above, for the 26 th August 2014 and that the quorum requirements for voting the items of the agenda had not been attained.

In accordance with Article 67-1 of the law of 10 August 1915 on commercial companies, the present meeting may thus deliberate validly no matter how many shares are represented.

After deliberation, the Meeting, unanimously takes the following resolutions:

First resolution

The Meeting resolves to change Article 8. Restrictions on ownership" of the Articles in order to ensure that the Company may prevent the ownerhip of shares by any "US Person" as defined in the Articles.

Second resolution

The Meeting resolves to change the object of the Company by amending Article 4 of the Articles which shall henceforth read as follows:

""The sole purpose of the Company is to achieve the highest possible income whilst at the same time observing a balanced degree of risk. While doing so, the Company pursues long-term investment objectives. The investment policy principles are set out in Article 20 of these Articles of Association.

The Company may take any action and execute any transactions that it deems necessary for the fulfilment and development of this purpose, in the broadest sense, in accordance with the Law of 2007 and the Law of 2013."

Third resolution

The Meeting resolves to change the base language of the Articles from German to English.

Fourth resolution

The Meeting resolves to approve the full amendment and restatement of the Articles in light of the requirements under the 2013 Law on Alternative Investment Fund Managers with retroactive effect from 22 July 2014.

As a consequence, the articles of incorporation of the Company shall be read as follows:

Art. 1. Name. A public limited company (société anonyme) in the form of an investment company with variable capital structured as a specialised investment fund ("investment company with variable capital - fonds d'investissement spécialisé") under the name SEB JINIFE Global Equity Fund 11 - SICAV-FIS (the "Company") exists between the Shareholders.

The Company qualifies as an alternative investment fund ("AIF") under the Luxembourg law of 12 July 2013 on alternative investment fund managers, as may be amended and/or supplemented from time to time (the "Law of 2013") and is subject to part II of the Luxembourg law of 13 February 2007, as amended and/or supplemented from time to time, on specialised investment funds (the "Law of 2007").

Art. 2. Registered office. The Company's registered office is in Howald (municipality of Hesperange) in the Grand Duchy of Luxembourg. By resolution of the Board of Directors, the Company's registered office may be relocated within the municipality of Hesperange.

If the Board of Directors considers that exceptional political, economic, military or social events have occurred or are imminent which, in the opinion of the Board of Directors, could negatively affect the normal activity at the registered office of the Company or smooth contact between such registered office of the Company and other countries, the registered office may be moved temporarily to another country until the end of these exceptional events; this interim measure does not, however, have any influence on the nationality of the Company, which shall, regardless of the temporary relocation of its registered office, continue to be Luxembourg nationality.

Art. 3. Duration. The Company has been set up for an indefinite period. It may be dissolved at any time by a resolution of the General Meeting of Shareholders that meets the quorum and majority requirements to amend these Articles of Association.

Art. 4. Object of the Company. The sole purpose of the Company is to achieve the highest possible income whilst at the same time observing a balanced degree of risk. While doing so, the Company pursues long-term investment objectives. The investment policy principles are set out in Article 20 of these Articles of Association.

The Company may take any action and execute any transactions that it deems necessary for the fulfilment and development of this purpose, in the broadest sense, in accordance with the Law of 13 February 2007 and the Law of 2013.

Art. 5. Share capital. The share capital is represented by no-par-value shares and shall correspond at all times to the net asset value of the Company as defined in Article 12 of the Articles of Association. The initial capital amounts to thirty-five thousand (35,000) euro and is divided into 350 no-par value shares. The minimum capital of the Company of one million two hundred and fifty thousand (1,250,000) euro must be reached within 12 months after approval of the Company as a specialised investment fund under Luxembourg law. Pursuant to Article 9 of these Articles of Association, the Board of Directors is fully entitled to issue additional fully paid-up shares without giving a preferential subscription right to newly issued shares to existing Shareholders. Furthermore, the Board of Directors may subdivide the existing shares into a larger number of shares provided the total net asset value of the new shares does not exceed the net asset value of the subdivided shares.

The Board of Directors may confer on any duly authorised member of the Board of Directors or any representative of the Company or other duly authorised person the authority to accept subscriptions for such new shares, to issue these shares and accept the corresponding payment.

The proceeds of the issue of each share shall, in accordance with Article 4 of these Articles of Association, be invested in the assets corresponding to the geographical regions, sectors of industry, currency zones or other specific types of assets as determined in each case by the Board of Directors for each share.

Art. 6. Registered shares. Shares are issued in registered form. The Board of Directors has the right to decide whether to issue certificates for registered shares. If the Board of Directors has decided to issue certificates for registered shares and a Shareholder does not expressly wish to receive certificates, a confirmation of his share ownership will be issued in place of such certificates. If a holder of registered shares wishes to have several certificates issued in respect of his shares, he may be charged for the cost of such additional certificates. Share certificates are signed by two members of the Board of Directors. These signatures may be handwritten, printed or stamped. However, one of these signatures may be made by a person who has been duly authorised for this purpose by the Board of Directors. In this case, the signature must be handwritten. The Company may issue temporary certificates in a form set by the Board of Directors.

In accordance with Article 9 of these Articles of Association, shares may only be issued subject to acceptance of the subscription and receipt of the purchase price. After acceptance of the subscription and receipt of the purchase price, the subscriber shortly thereafter receives a share certificate or confirmation of the shares he has acquired.

All shares issued by the Company shall be included in the share register kept by the Company or by one or more persons authorised for this purpose. The share register shall state the name of each holder of the registered share, his place of residence or elected domicile if it is known to the Company, the number of shares owned and the price paid for the individual shares. Any transfer of shares shall be included in the share register and any such transfer shall be signed by one or more employees, or by one or more persons appointed by the Board of Directors for this purpose.

Registered shares shall be transferred a) in the case of the issue of share certificates, upon the surrender of the corresponding share certificate(s) to the Company with the duly completed transfer form on the reverse and all other transfer documentation required by the Company b) if no share certificates were issued, by means of a written transfer declaration, which shall be recorded in the share register and which shall be dated and signed by the assignor and the assignee or the persons authorised thereto for that purpose.

Each holder of registered shares must provide the Company with an address to which all announcements and notifications can be sent. This address shall also be entered in the share register.

If a Shareholder fails to provide an address, the Company may include a note to this effect in the share register and the registered office or any other registered address of the Company shall be used as the address of the Shareholder until that Shareholder has provided another address. The Shareholder may at any time request that the address recorded in the share register be changed by notifying the Company at its registered office or any other address stipulated from time to time by the Company.

If the subscriber's payment gives rise to the issue of fractions of shares, these shall be recorded in the share register.

Such fractions do not confer voting rights but do carry entitlement to pro rata dividends under the conditions set by the Company for this purpose.

Dividend payments to the holders of registered shares are sent to the address listed in the share register.

Art. 7. Loss or destruction of share certificates. If a Shareholder can satisfactorily prove to the Company that his share certificate has been lost or destroyed, then, at his request, a duplicate of said share certificate can be issued under the conditions and guarantees to be determined by the Company including an attestation provided by an insurance company. After issue of this new share certificate, which will be marked as being a duplicate, the original share certificate shall be void.

Damaged share certificates may be replaced with new ones on the instructions of the Company. The damaged certificates are returned to the Company and immediately cancelled.

The Company may, at its own discretion, charge the Shareholder for the costs of issuing a duplicate or new share certificate and any costs incurred in connection with the issuing and related registration or with the cancellation of the original share certificate.

Art. 8. Restrictions on the ownership of shares. The Company may restrict ownership of shares in the Company by a natural or legal person or a company as defined by the Board of Directors:

1) if the person or company is not a well-informed investor within the meaning of the Law of 2007,

2) if, in the opinion of the Company, this share ownership could violate the laws of Luxembourg or other laws, or

3) if the Company suffers specific tax or other financial disadvantages as a result of this share ownership (with the proviso that the natural or legal persons or companies are defined by the Board of Directors and referred to in these Articles of Association as "Prohibited Persons").

For this purpose, the Company may:

A. refuse to issue shares or to register the transfer of shares if this would result in the legal or beneficial ownership of these shares by a Prohibited Person;

and

B. demand at any time that a person whose name is entered in the register of Shareholders or who requires the transfer of units to be entered in the Shareholders' register provides the Company with information, where applicable backed by an affidavit, which the Company considers necessary in order to determine whether such an entry would lead to a Prohibited Person gaining beneficial ownership of such shares;

and

C. block the exercise of voting rights by a Prohibited Person at the General Meeting;

and

D. instruct a Shareholder to sell his shares and provide evidence of such sale to the Company within thirty (30) days of the notification, if the Company discovers that a Prohibited Person, independently or in conjunction with other persons, is the beneficial owner of these shares. If the Shareholder does not comply with this instruction, the Company may compulsorily redeem or arrange the compulsory redemption of all the shares held by this Shareholder in accordance with the procedure described below.

(1) The Company sends a second notification ("purchase notification") to the Shareholder or owner of the shares to be redeemed corresponding to the record in the Shareholders' register; this notification refers to the shares to be redeemed, the procedure for calculating the redemption price and the name of the buyer.

Such notification will be sent to the Shareholder by recorded delivery to the last known address or the address noted in the Company's records. The abovementioned Shareholder is required to provide the Company with the share certificate(s), if issued, which represent(s) the shares listed in the purchase notification.

Immediately after the close of business on the date referred to in the purchase notification, the Shareholder's ownership of the shares referred to in the purchase notification shall cease. In the case of registered shares, the name of the shareholder will be deleted from the register of Shareholders.

(2) The redemption price is the net asset value per share. In the case of compulsory redemption, the redemption price is reduced by the costs incurred through this action.

(3) The redemption price thus calculated shall be made available to the former Shareholder of the units, in euro, and deposited by the Company at a bank in Luxembourg or elsewhere (in line with the purchase notification) after the redemption price is finally established following prior redemption of the share certificate(s), where issued, corresponding to the description in the purchase notification and the related unexpired coupons. After the sending of the purchase notification, and in accordance with the aforementioned procedure, the former Shareholder shall cease to have any claims on the shares or a number thereof, and the former owner will also have no claim against the Company or the assets of the Company in connection with the shares, with the exception of the right to receive the redemption price, without interest, after the actual surrender of the share certificate(s), as mentioned above, from the stated bank. All income from redemptions attributable to a Shareholder in accordance with the stipulations of this paragraph can no longer be collected and shall expire if it is not claimed within a period of five years after the date stated in this purchase notification. The Board of Directors is authorised to take all necessary steps in order to ensure the return of such amounts and authorise the corresponding measures with effect for the Company.

(4) The Company's exercise of its powers under this Article can in no way be called into question or declared invalid on the grounds that ownership of the shares was insufficiently proven or on the grounds that actual ownership of shares did not correspond to the assumptions of the Company at the time of the purchase notification, provided that such powers were exercised in good faith by the Company.

The Board of Directors reserves the right to demand compensation from the previous Shareholder for the damages incurred to the Company's assets through the compulsory redemption.

The Company has not been and will not be registered under the United States Investment Company Act of 1940 as amended (the "Investment Company Act"). The shares of the Company have not been and will not be registered under the United States Securities Act of 1933 as amended (the "Securities Act") or under the securities laws of any state of the US and such shares may be offered, sold or otherwise transferred only in compliance with the Securities Act of 1933 and such state or other securities laws. The shares of the Company may not be offered or sold within the US or to or for the account, of any US Person. For these purposes, US Person is as defined in Rule 902 of Regulation S under the Securities Act.

Rule 902 of Regulation S under the Securities Act defines US Person to include inter alia any natural person resident of the United States and with regards to investors other than individuals, (i) a corporation or partnership organised or incorporated under the laws of the US or any state thereof; (ii) a trust (a) of which any trustee is a US Person except if such trustee is a professional fiduciary and a cotrustee who is not a US Person has sole or shared investment discretion with regard to trust assets and no beneficiary of the trust (and no settlor if the trust is revocable) is a US Person or (b) where a court is able to exercise primary jurisdiction over the trust and one or more US fiduciaries have the authority to control all substantial decisions of the trust and (iii) an estate (a) which is subject to US tax on its worldwide income from all sources; or (b) for which any US Person is executor or administrator except if an executor or administrator of the estate who is not a US Person has sole or shared investment discretion with regard to the assets of the estate and the estate is governed by foreign law.

The term "US Person" also means any entity organised principally for passive investment (such as a commodity pool, Investment Company or other similar entity) that was formed:

(a) for the purpose of facilitating investment by a US Person in a commodity pool with respect to which the operator is exempt from certain requirements of Part 4 of the regulations promulgated by the United States Commodity Futures Trading Commission by virtue of its participants being non-US Persons or

(b) by US Persons principally for the purpose of investing in securities not registered under the Securities Act, unless it is formed and owned by "accredited investors" (as defined in Rule 501 (a) under the Securities Act) who are not natural persons, estates or trusts.

Applicants for the subscription to shares will be required to certify that they are not US Persons.

Shareholders are required to notify the Registrar and Transfer Agent of any change in their domiciliation status.

The Board can furthermore reject an application for subscription at any time at its discretion, or temporarily limit, suspend or completely discontinue the issue of shares, in as far as this is deemed to be necessary in the interests of the existing shareholders as an entirety, to protect the Company in the interests of the investment policy or in the case of endangering specific investment objectives of the Company.

Art. 9. Issue of shares. If the Company offers shares for subscription, the price at which such shares are offered and sold shall be the net asset value per share stated in Article 12, plus a fee set by the Board of Directors for taxes and costs (including stamp duty and other taxes, official costs, broker costs, bank costs, transfer costs, registration and certificate costs and other similar costs ("trading costs")), that would be incurred if the assets owned by the Company had to be sold at an accepted estimated price. This price may be increased by a subscription fee as stipulated in the issue document. The remuneration of any agent appointed to sell such shares shall be paid from this fee. The price established in this manner is payable within a timeframe shown in the issue document and may be stipulated from time to time by the Board of Directors.

Art. 10. Redemption of shares. As stated below in more detail, the Company may at any time redeem its own shares taking into consideration the statutory provisions.

Subject to the restrictions published in the issue document, any Shareholder may request that the Company redeem some or all of his shares. The redemption price shall be paid within a period set out in the issue document and shall correspond to the net asset value of the shares in accordance with the stipulations of Article 12 of these Articles of Association, less the redemption discount determined by the Board of Directors.

All such redemption applications must be submitted in writing by the respective Shareholder to the registered office in Luxembourg or to any other person or company appointed by the Company as its agent for the redemption; at the same time, the share certificate(s), where issued, must be duly returned along with sufficient proof of the transfer or assignment.

Redemption requests are irrevocable, except in the case of a cancellation of the redemption in accordance with Article 13 of these Articles of Association. If revocation is not made, the redemption shall take place as mentioned above on the first valuation day after the end of the cancellation. In addition, the Board of Directors may, at its own discretion, decide to refuse a redemption request, taking due account of the principle of equal treatment of the shareholders.

The shares redeemed by the Company shall be cancelled.

In the event that the redemption or sale of shares reduces the value of the shares held by a single shareholder to less than any amount which may have been stipulated by the Board of Directors, it is assumed that the Shareholder concerned has applied for the redemption of all his shares.

The Board of Directors makes appropriate efforts to provide sufficient liquidity such that redemptions of the shares may, under normal circumstances, take place immediately at the request of Shareholders. The Board of Directors is,

however, entitled, in exceptional cases, if insufficient liquidity is available, to defer redemptions and only execute redemption requests if the sale of the corresponding assets of the Company is clearly in the interests of the Shareholders. The Board of Directors may decide to defer redemptions at its own discretion.

The Board of Directors is authorised to refuse individual redemption requests if it receives information to the effect that or has reason to assume that market timing business practices are taking place.

Art. 11. Alternative Investment Fund Manager (hereafter "AIFM"). The Company may appoint an external alternative investment fund manager or remain self-managed. The AIFM will, under the supervision of the board of directors, administer and manage the Company in accordance with these Articles of Incorporation, the Issue document and under the conditions and limits laid down by Luxembourg applicable laws, and in the exclusive interest of the Shareholders. It will be empowered, subject to the rules as further set out hereafter, exercise all the rights attached directly or indirectly to the Company's assets. Details regarding the appointment of the external alternative investment fund manager or self-managed structure of the Company are laid down in the Issue document.

Art. 12. Net asset value. The net asset value of the shares of the Company is expressed in euro and established for each valuation day by taking the value of the assets of the Company, less the liabilities of the Company, and dividing this by the number of shares issued.

I. The Company's assets include the following:

a) all cash amounts, claims or deposits including accrued interest;

b) all bills of exchange and promissory notes that are payable on demand and all amounts owed to the Company (including income from securities that have been sold but that has not yet been collected);

c) all shares, bonds, debt securities, options or subscription rights as well as all other assets and securities owned by the Company;

d) all dividends and distributions which are payable to the Company in cash or in kind, to the extent known to the Company;

e) all accrued interest from interest-bearing assets owned by the Company except to the extent to which such interest is included in the corresponding principal amount;

f) formation costs of the Company, including the costs of issuing and distributing shares in the Company provided these have not been amortised, and

g) all other permitted assets regardless of type, including prepaid expenses.

II. The value of these assets shall be established as follows:

a) transferable securities and money market instruments admitted to an official exchange are valued at the last available price.

b) transferable securities and money market instruments that are not officially listed on an exchange, but are traded on another regulated market, are valued at a price which may not be lower than the bid price nor higher than the ask price at the time of the valuation and which the Company considers the fair market price;

c) transferable securities and money market instruments quoted or traded on several markets are valued on the basis of the last available price of the principal market for the transferable securities or money market instruments in question, unless these prices are not representative;

d) in the event that such prices are not in line with market conditions, or for securities and money market instruments other than those covered in a), b) and c) above for which there are no fixed prices, these securities and money market instruments, as well as other assets, will be valued at the current market value as determined in good faith by the AIFM, following generally accepted valuation principles verifiable by independent auditors;

e) liquid assets are valued at their nominal value plus accrued interest;

f) time deposits may be valued at their yield value if a contract exists between the AIFM and the Depositary Bank stipulating that these time deposits can be withdrawn at any time and their yield value is equal to the realised value;

g) financial instruments which are not traded on the futures exchanges but on a regulated market are valued at their settlement value, as stipulated by the AIFM in accordance with generally accepted principles, taking into consideration the principles of proper accounting, the customary practices in line with the market, and the interests of the Shareholders, provided that the above-mentioned principles correspond with generally accepted valuation regulations which can be verified by independent auditors;

h) swaps are valued at their market value;

i) units or shares of UCIT(s) are valued at the last available net asset value;

j) In extraordinary circumstances which make valuation in accordance with the above-mentioned criteria impossible or improper, the AIFM is authorised to temporarily and in good faith use other valuation rules which are in accordance with the valuation rules laid down by independent auditors in order to achieve a proper valuation.

III. The Company's liabilities comprise:

a) all loans, bills of exchange and liabilities;

b) all accrued or payable expenses, including administrative expenses, management and advisory fees, performance fees, custodian bank fees, etc;

c) all known liabilities currently due or due in the future, including all contractual payment obligations that have become due in monetary or asset form, including the amounts of all dividends declared but not distributed by the Company, provided the valuation day matches or follows the date for establishing the persons entitled to receive dividends;

d) an appropriate provision established from time to time by the AIFM for the accrued taxes on the capital and the income until the valuation date as well as any provisions authorised by the AIFM, and also any provisions considered by the AIFM to be appropriate for contingent liabilities;

e) all other liabilities of the Company of any kind which are reported in accordance with Luxembourg law.

VI. For the purpose of the previous Article:

a) shares to be redeemed in accordance with Article 10 of these Articles of Association shall be treated as existing until immediately after the close of business on the valuation day described in the stated Article; from such time on and until payment is made, the price shall be deemed to be a liability of the Company;

b) shares to be issued by the Company as a result of subscription requests received are deemed to be in issue as from directly after the close of business on the valuation day on which the issue price was calculated, and this price is deemed a debt to the Company until received by the Company;

c) all investments, cash balances and other assets of the Company that are not expressed in the currency of the Company are valued at the applicable exchange rates on the valuation day of the net asset value of the shares; and

d) securities purchased or sold by the Company on a valuation day shall as far as possible be taken into consideration on that valuation day.

Art. 13. Frequency and temporary suspension of the calculation of the net asset value and issue of shares. For the purpose of establishing the issue and redemption price per share, the Company periodically determines, in accordance with the stipulations of the Board of Directors, the net asset value of the shares (whereby the day on which the net asset value is determined is referred to in these Articles of Association as the "valuation day").

The Company may temporarily suspend the calculation of the net asset value, and the issue and redemption of the shares:

a) for any period during which one of the principal stock exchanges or regulated markets on which a substantial portion of the Company's investments is quoted is closed for reasons other than normal holidays, or at times when trading on the exchange or market is limited or temporarily suspended; or

b) if an unforeseen event occurs, as a result of which it is not possible to dispose of or value the assets; or

c) in the event of a failure of the means of communication or calculation normally employed to determine the price or value of the net assets or the prices or values on a market or stock exchange; or

d) during a period in which the Company is not able to repatriate funds and is therefore unable to make payments for the redemption of shares; or

e) if, for other reasons, the value of a significant investment held by the Company cannot be determined or calculated immediately or accurately; or

f) if the Company is aware that the valuation of some of its investments which it had previously received for the calculation of the net asset value per share was incorrect in a material respect and which, in the view of the Board of Directors of the Company, warrants the recalculation of the net asset value (but under the condition that the Board of Directors of the Company is under no circumstances obligated to amend or recalculate a previously calculated net asset value used as the basis for subscriptions or redemptions).

If considered appropriate, this temporary suspension shall be announced by the Company and the Shareholders who have applied to the Company for their shares to be redeemed shall be informed upon submitting the written request for such redemption as stated in Article 9 of these Articles of Association.

No shares may be issued during the suspension of the redemption.

Art. 14. Board of Directors. The Company is managed by a Board of Directors made up of at least three members who need not be Shareholders in the Company. The Board of Directors shall be appointed by the Shareholders at the annual General Meeting for a maximum term of office of six years. The General Meeting also decides on the number of directors, their remuneration and their term of office.

The members of the Board of Directors shall be elected by a majority of the Shareholders present and represented.

Each member of the Board may be removed or replaced at any time and without cause by a resolution of the General Meeting.

If the post of a member of the Board of Directors becomes vacant as a result of death or resignation or for other reasons, the remaining members may meet and appoint by a majority of votes a member of the Board of Directors to occupy the vacant post until the next General Meeting. The Shareholders shall make a final decision concerning such appointment at the next General Meeting.

Art. 15. Powers of the Board of Directors. The Board of Directors has the broad powers to perform all acts of disposal and management in the pursuit of the object of the Company and in accordance with the investment policy pursuant to Article 20 of these Articles of Association.

All powers not expressly reserved by law or by these Articles of Association for the General Meeting may be taken by the Board of Directors.

The Board of Directors shall represent the Company in legal and non-legal matters.

Art. 16. Delegation of powers. The Board of Directors may delegate its powers in connection with the daily management 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 Company's policy and the object of the Company to one or more natural or legal persons; such persons need not be members of the Board of Directors and they have powers that are determined by the Board of Directors and may further delegate these powers subject to the approval of the Board of Directors.

The Company may, as described in detail in the Company's sales documents, conclude a portfolio agreement or an investment advisory agreement with one or more firm(s) to implement the investment policy in accordance with Article 20 of the Articles of Association or with a view to the investment policy in accordance with Article 20 of these Articles of Association of the Company to make recommendations and give advice to the Company.

The Board of Directors may also delegate powers of attorney by notarial or private agreement.

Art. 17. Meetings of the Board of Directors. The Board of Directors shall appoint a chairman from amongst its members. He may appoint a secretary who need not be a member of the Board and who shall prepare and keep the minutes of Board meetings and General Meetings. The Board of Directors shall meet at the invitation of the chairman or any two directors, at the place indicated in the invitation.

The chairman shall preside at meetings of the Board of Directors and the General Meeting. In his absence, the Shareholders or members of the Board of may appoint another member of the Board or, in the case of the General Meeting, may appoint another person to preside over the meeting.

The members of the Board of Directors shall be invited in writing to each Board meeting at least twenty four hours prior to the date thereof, except in emergencies, whereby the invitation will describe the nature of the emergency. This invitation may be dispensed with if agreed by all members of the Board of Directors, by fax, e-mail or a similar method of communication. An invitation is not required for meetings that are held at times and in places that had previously been determined in a Board decision.

Any member of the Board of Directors may be represented by another Board member or another person at any Board meeting if authorised in writing, fax, e-mail or similar communications methods. A single member of the Board of Directors may represent several of his colleagues.

Any member of the Board of Directors may participate in a Board meeting by means of telephone conferencing or a similar method of communication that enables all participants in the meeting to hear each other, participate and ensure that such participation is equal to participation in person at such meeting.

The Board of Directors may act only at duly convened meetings of the Board of Directors. The Board of Directors cannot obligate the Company via individual signatures except in cases in which such authorisation is expressly granted by resolution of the Board.

The Board of Directors may only adopt valid decisions or take actions if a majority of the Board of Directors is present or represented.

Board decisions are recorded in minutes signed by the chairman of the Board meeting. Excerpts from these minutes, which are created as evidence in court or other proceedings, must be signed by the chairman of the meeting or any two directors to be legally valid.

Decisions are taken by a majority of the members of the Board of Directors present and represented at such meetings. In the event of a tied vote, the chairman of the meeting, or in his absence his deputy, shall have the casting vote. If the chairman and his deputy are both absent, the casting vote shall be held by the member of the Board of Directors appointed by the chairman as his proxy.

Written resolutions using the circular procedure that are approved and signed by all members of the Board of Directors are equivalent to resolutions at Board meetings, and each member of the Board of Directors may approve such resolutions in writing, by fax, e-mail or similar means of communication. This approval shall be confirmed in writing and all documents shall serve as recorded evidence of the resolution.

Art. 18. Signing authority. Vis-à-vis third parties, the Company is legally bound by the joint signature of two members of the Board of Directors or by the signature of persons authorised for this purpose by the Board of Directors.

Art. 19. Remuneration of the Board of Directors. The Company may compensate any member of the Board of Directors or any officer, heir, executor and administrator for any expenses incurred by them in connection with any proceedings, trials and legal procedures, in which they were involved in their capacity as an existing or former member of the Board of Directors or officer of the Company or, upon application from them, any other Company in which the Company is a shareholder or creditor and from which they cannot claim any compensation, except in those cases where

in such proceedings, trials and legal procedures, they were declared as being ultimately liable as a result of gross negligence or intentional misconduct.

Art. 20. Investment Policy. The Company's assets are invested according to the principle of risk-spreading in transferable securities and other permitted assets, taking into account the Company's investment objectives and restrictions as described in the issue document published by the Company and these Articles of Association, and in compliance with the provisions of the Law of 2007.

Art. 21. General Meeting. The General Meeting represents all of the Shareholders of the Company.

Its decisions bind all Shareholders. It has the full authority to order, execute or approve actions in connection with the business of the Company.

The General Meeting shall meet at the invitation of the Board of Directors.

It may also meet at the request of Shareholders representing at least one tenth of the Company's assets.

The Annual General Meeting shall be held each year on the second Tuesday of June at 14:00 in accordance with the provisions of Luxembourg law at the Company's registered office or at a place specified in the invitation.

If this day is a public holiday or bank holiday in Luxembourg, the Annual General Meeting will be held on the next bank business day.

Other General Meetings may be held at such places and at such times as specified in the respective invitations.

Shareholders shall meet at the invitation of the Board of Directors, which shall contain the agenda and must be sent at least eight days before the meeting to each registered Shareholder at the address listed in the Shareholders' register. The notice to the holders of registered shares need not be demonstrated at the meeting. The agenda shall be prepared by the Board of Directors, except in cases in which the meeting is called at the written request of Shareholders, in which case the Board may prepare a supplementary agenda.

If all the shares are issued in registered form and if no publication takes place, the invitation to the Shareholders may only take place via registered mail.

If all the Shareholders are present or represented and consider themselves duly invited and properly informed of the agenda of the meeting, the General Meeting can take place without a written invitation.

The Board of Directors may determine all other conditions that must be fulfilled by Shareholders to participate in a General Meeting.

At the General Meeting only items included in the agenda shall be treated (the agenda will contain all necessary legal procedures).

Each voting share represents one vote. Fractions of shares do not carry voting rights. A Shareholder may be represented at any meeting by granting a written power of attorney to another person, who need not be a Shareholder and may be Director of the Company.

Unless otherwise provided by law or these Articles of Association, decisions at the General Meeting shall be taken by a simple majority of the Shareholders present or represented.

Art. 22. Depositary Bank. To the extent required by law, the AIFM and the Company shall enter into a depositary 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 5 April 1993, on the financial sector as amended and/or supplemented from time to time, and which satisfy the requirements of the Law of 2007 and the Law of 2013 (the "Depositary Bank").

All securities, cash and other permitted assets of the Company are to be held by or to the order of the Depositary who shall assume towards the Company and its shareholders the responsibilities provided by law.

Under the conditions set forth in Luxembourg laws and regulations, the Law of 2007 and the Law of 2013, the Depositary may discharge itself of liability towards the Company and its shareholders. In particular, under the conditions laid down in article 19 (14) of the Law of 2013, including the condition that the shareholders of the Company have been duly informed o 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 Law of 2013. Additional details are disclosed in the Issue Document.

In the event of the Depositary desiring to retire, the Board of Directors shall use its best endeavours to find within two months a corporation to act as depositary and upon doing so the directors shall appoint such corporation to be depositary in place of the retiring Depositary. The directors may determinate the appointment of the Depositary but shall not remove the Depositary unless and until a successor depositary shall have been appointed in accordance with this provision to act in the place thereof.

Art. 23. Auditor. The accounting data in the Company's annual report shall be audited by an auditor (réviseur d'entreprises agréé), who is appointed by the General Meeting and paid by the Company.

The auditor shall fulfil all obligations within the meaning of the Law of 2007.

Art. 24. Financial year. The financial year of the Fund begins on January 1 of the year and ends on December 31 of the same year.

The financial statements of the Company shall be presented in the currency of the share capital, i.e. in euro.

Art. 25. Dividends paid. The General Meeting shall, at the proposal of the Board of Directors and within the legal limits, decide how to use the Company's income. It may at a given time declare distributions or authorise the Board of Directors to do so. No distributions may be made if, as a result of such decision, the capital of the Company were to fall to below the minimum capital set by law.

The use of the annual income shall be determined by the General Meeting at the proposal of the Board of Directors.

When determining the amount to be distributed, attention should be paid to maintaining a liquidity reserve in order to meet the costs and expenses of the Company. In accordance with the legal stipulations, the Board of Directors may also declare interim dividends. Any dividend which has not been claimed within five years of its announcement shall be forfeited in favour of the Company. No interest payments shall be made on distributions which are declared by the Company and held for the disposal of its beneficiary.

The dividends will be paid to the shareholders via the bank account stated in the share register.

Art. 26. Dissolution of the Company. The Company may be dissolved at any time by resolution of the General Meeting and subject to the quorum required for amendments to the Articles of Association and the majority requirements pursuant to Article 27 of these Articles of Association.

If the assets of the Company fall to below two-thirds of the minimum amount, as stated in Article 5 of these Articles of Association, the Board of Directors shall raise the issue of dissolving the SICAV at the General Meeting, which may pass its decision without attendance quorum by a simple majority of the shares represented.

If the capital of the SICAV falls to below one quarter of the minimum amount, the Board of Directors shall raise the issue of dissolving the SICAV at the General Meeting, which may vote without an attendance quorum; the dissolution of the SICAV may be approved by Shareholders holding one quarter of the shares represented at the General Meeting.

The meeting must be convened such that it takes place within forty days of establishing that the aforementioned minimum amount of two-thirds or one quarter of the minimum share capital has been reached.

The amounts that are not claimed by the Shareholders at the time of liquidation shall be deposited with the Caisse de Consignation in Luxembourg, where they shall be made available to the Shareholders during the period prescribed by law. At the end of this period, any amounts not claimed shall accrue to the Luxembourg government.

The liquidation is carried out by one or several liquidators, who may be natural or legal persons, and who, in turn, are appointed by the General Meeting, which also decides on their powers and their remuneration.

Art. 27. Amendments to the Articles of Association. The Articles of Association may only be amended at an extraordinary General Meeting at which the corresponding majority requirements of the Law of 10 August 1915, as amended, on commercial companies, are met.

Art. 28. Conflicts of interest. Contracts and other transactions between the Company and any other company or enterprise shall not be negatively affected or invalidated because one or more of the directors or officers of the Company has/have a personal interest or are a director, associate, officer or other employee at such other company or enterprise. Each director and each officer of the Company who serves as a director, officer or regular employee of any company or enterprise with which the Company enters into a contract or otherwise engages in business shall not be prevented by such affiliation with such other company or enterprise from providing advice, approving or acting in connection with such contract or other business relationship.

If a director or officer of the Company has personal interests that conflict with those of the Company in connection with any transaction of the Company, this director or officer must report this opposing personal interest to the Board of Directors and shall not participate in deliberations in connection with this transaction or take part in consultations or approval processes, and this transaction as well as the personal interest of the director or officer shall be reported at the next General Meeting.

"Opposing interest" as stated in the above provisions does not mean a connection with any matter, position or transaction that includes a particular person, company or enterprise, who/which is occasionally appointed by the Board of Directors at its discretion.

In the conduct of its business the AIFM's policy is to identify, manage and where necessary prohibit any action or transaction that may pose a conflict between the interests of the AIFM and the Company or its shareholders and between the interests of one or more shareholders and the interests of one or more other shareholders. The AIFM strives to manage any conflicts in a manner consistent with the highest standards of integrity and fair dealing. For this purpose, it has implemented procedures that shall ensure that any business activities involving a conflict which may harm the interests of the Company or its shareholders, are carried out with an appropriate level of independence and that any conflicts are resolved fairly.

Art. 29. Applicable law. All matters not governed by these Articles of Association are regulated by the provisions of the Law of 10 August 1915, as amended, on commercial companies, the Law of 13 February 2007 and the Law of 2013, including subsequent amendments and supplements to these laws.

There being no other business on the agenda, the meeting was closed at 2.30 p.m.

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

Whereof this notarial deed was drawn up in Howald, on the day appearing at the beginning of this document.

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

Gezeichnet: S. LOZINGUEZ, C. SCHMIDT, C. LECLERC und H. HELLINCKX.

Enregistré à Luxembourg A.C., le 8 octobre 2014. Relation: LAC/2014/46917. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

- FÜR GLEICHLAUTENDE AUSFERTIGUNG - Der Gesellschaft auf Begehr erteilt.

Luxemburg, den 14. Oktober 2014.

Référence de publication: 2014161070/553.

(140182619) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 octobre 2014.

A.E.F.Stafa 1 S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 189.961.

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STATUTES

In the year two thousand fourteen, on the third day of July.

Before Maître Paul DECKER, notary residing in Luxembourg (Grand Duchy of Luxembourg).

There appeared:

"A.E. Funding Luxembourg S.à r.l.", with registered office at 15, rue Edward Steichen, L-2540 Luxembourg, registered with the RCS Luxembourg under the number B 182 060,

here represented by Mrs Virginie PIERRU, notary clerk, residing professionally in Luxembourg, by virtue of a power of attorney given under private seal on July 1 st , 2014.

Such power of attorney, after having been signed "ne varietur" by the representative of the appearing party and the undersigned notary, will remain annexed to this deed for the purpose of registration.

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

Art. 1. Form. There is formed a private limited liability company (société à responsabilité limitée) which will be governed by the laws pertaining to such an entity, and in particular the law dated August 10 th , 1915, on commercial companies, as amended (hereafter the "Law"), as well as by the articles of incorporation (hereafter the "Articles"), which specify in the articles 7, 10, 11 and 14 the exceptional rules applying to one member company

Art. 2. Corporate name. The Company will have the name "A.E.F. Stafa 1 S.à r.l." (hereafter the "Company").

Art. 3. Corporate objects. The corporation may carry out all transactions pertaining directly or indirectly to the acquisition of participating interests in any enterprises in whatever form and the administration, management, control and development of those participating interests.

In particular, the corporation may use its funds for the establishment, management, development and disposal of a portfolio consisting of any securities and patents of whatever origin, and participate in the creation, development and control of any enterprise, the acquisition, by way of investment, subscription, underwriting or option, of securities and patents, to realize them by way of sale, transfer, exchange or otherwise develop such securities and patents, grant to other companies or enterprises which form part of the same group of companies as the Company any support, loans, advances, guarantees or any other type of finance transactions.

The corporation may also carry out any commercial, industrial or financial operations, any transactions in respect of real estate or moveable property, which the corporation may deem useful to the accomplishment of its purposes.

Art. 4. Duration. The Company is formed for an unlimited period of time.

Art. 5. Registered office. The registered office is established in the Municipality of Luxembourg, Grand Duchy of Luxembourg.

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

The address of the registered office may be transferred within the municipality by simple decision of the Manager or in case of plurality of Managers, by a decision of the Board of Managers.

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

Art. 6. Capital. The Company's corporate capital is fixed at twelve thousand five hundred euro (12,500.- EUR) represented by twelve thousand five hundred (12,500) shares with a par value of one euro (1,-EUR) each.

The Company may redeem its own shares.

However, if the redemption price is in excess of the nominal value of the shares to be redeemed, the redemption may only be decided to the extent that sufficient distributable reserves are available as regards the excess purchase price. The shareholders' decision to redeem its own shares shall be taken by unanimous vote of the shareholders representing one hundred per cent (100%) of the share capital, in an extraordinary general meeting and will entail a reduction of the share capital by cancellation of all the redeemed shares.

Art. 7. Changes on capital. Without prejudice to the provisions of article 6, the capital may be changed at any time by a decision of the single shareholder or by decision of the shareholders' meeting, in accordance with article 21 of these Articles.

Art. 8. Rights and duties attached to the shares. Each share entitles its owner to equal rights in the profits and assets of the Company and to one vote at the general meetings of the shareholders. If the Company has only one shareholder, the latter exercises all powers which are granted by law and the Articles to all the shareholders.

Ownership of a share carries implicit acceptance of the Articles and the resolutions of the sole shareholder or of the shareholders, as the case may be.

The creditors or successors of the sole shareholder or of any of the shareholders may in no event, for whatever reason, request that seals be affixed on the assets and documents of the Company or an inventory of assets be ordered by court; they must, for the exercise of their rights, refer to the inventories of the Company and the resolutions of the sole shareholder or of the shareholders, as the case may be.

Art. 9. Indivisibility of shares. Towards the Company, the Company's shares are indivisible, since only one owner is admitted per share. Joint co-owners have to appoint a sole person as their representative towards the Company.

Art. 10. Transfer of shares. In case of a single shareholder, the Company's shares held by the single shareholder are freely transferable.

The transfer of shares must be evidenced by a notarial deed or by a private deed.

In the event that the shares are held in plurality of shareholders, the shares held by each shareholder may be transferred by application of the requirements of article 189 of the Law.

Art. 11. Events affecting the company. The Company shall not be dissolved by reason of death, suspension of civil rights, insolvency or bankruptcy of the single shareholder or of one of the shareholders.

Art. 12. Managers. The Company shall be managed by a Board of Managers composed of at least one class A Manager and one class B Manager who need not be shareholders, appointed by decision of the sole shareholder or the shareholders, as the case may be, for an undetermined period of time.

Managers are eligible for re-election. They may be removed with or without cause at any time by a resolution of the sole shareholder or of the shareholders at a simple majority. Each Manager may as well resign.

While appointing the Manager(s), the sole shareholder or the shareholders set(s) their number, the duration of their tenure and the powers and competence of the Manager(s).

The sole shareholder or the shareholders, as the case may be, decide upon the compensation of each Manager.

Art. 13. Bureau. The Board of Managers may elect a chairman from among its members. If the chairman is unable to attend, his functions will be taken by one of the Managers present at the meeting.

The Board of Managers may appoint a secretary of the Company and such other officers as it shall deem fit, who need not be members of the Board of Managers.

Art. 14. Meetings of the Board of Managers. Meetings of the Board of Managers are called by the chairman or two members of the Board.

At least 24 hours before a meeting of the Board of Managers is to take place, notice must be sent to each Manager advising them of the place, the day, the hour specified and purpose of the meeting.

The Board of Managers may only proceed to business if the majority of its members are present or represented and may only vote on those matters specified in the meeting notice.

Managers unable to attend may delegate by letter or by fax another member of the Board to represent them and to vote in their name. Managers unable to attend may also cast their votes by letter, fax or e-mail.

Decisions of the Board are taken by a majority of the Managers attending or represented at the meeting.

A Manager having an interest contrary to that of the Company in a matter submitted to the approval of the Board shall be obliged to inform the Board thereof and to have his declaration recorded in the minutes of the meeting. He may not take part in the relevant proceedings of the Board.

In the event of a member of the Board having to abstain due to a conflict of interest, resolutions passed by the majority of the other members of the Board present or represented at such meeting will be deemed valid.

At the next general meeting of shareholder(s), before votes are taken on any other matter, the shareholder(s) shall be informed of the cases in which a Manager had an interest contrary to that of the Company.

In the event that the Managers are not all available to meet in person, meetings may be held via telephone conference calls.

Resolutions signed by all the Managers shall be as valid and effective 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.

Art. 15. Minutes - Resolutions. All decisions adopted by the Board of Managers will be recorded in minutes signed by at least one class A Manager and one class B Manager. Any power of attorneys will remain attached thereto.

Copies or extracts are signed by the chairman.

The above minutes and resolutions shall be kept in the Company's books at its registered office.

Art. 16. Powers. The Board of Managers are vested with the broadest powers to perform all acts of management and disposition in the Company's interest. All powers not expressly reserved by law or the present articles to shareholders fall within the competence of the Board of Managers.

Art. 17. Delegation of powers. The Managers may, with the prior approval of the sole shareholder or the general meeting of shareholders, as the case may be, entrust the daily management of the Company to one of its members.

The Managers may further delegate specific powers to any Manager or other officers.

The Managers may appoint agents with specific powers, and revoke such appointments at any time.

Art. 18. Representation of the Company. The Company shall be bound only by the joint signature of any class A Manager together with any class B Manager of the Company.

Art. 19. Liability of the managers. The Manager or the Managers (as the case may be) assume, by reason of his/their position, no personal liability in relation to any commitment validly made by him/them in the name of the Company.

Art. 20. Events affecting the Managers. The death, incapacity, bankruptcy, insolvency or any other similar event affecting a Manager, as well as his resignation or removal for any cause, does not put the Company into liquidation.

Art. 21. Decisions of the shareholders. The single shareholder assumes all powers conferred to the general shareholder meeting.

In case of a plurality of shareholders, each shareholder may take part in collective decisions irrespectively of the number of shares which he owns. Each shareholder has voting rights commensurate with his shareholding. Collective decisions are only validly taken insofar as they are adopted by shareholders owning more than half of the share capital.

However, resolutions to alter the Articles of the Company may only be adopted by the majority of the shareholders owning at least three quarter of the Company's share capital, subject to the provisions of the Law.

Resolutions of shareholders can, instead of being passed at a general meeting of shareholders, be passed in writing by all the shareholders. In this case, each shareholder shall be sent an explicit draft of the resolution(s) to be passed, and shall vote in writing.

Art. 22. Financial year. The Company's year starts on the 1 st of January and ends on the 31 st of December of the same year.

Art. 23. Financial statements. Each year, with reference to the end of the Company's year, the Company's accounts are established and the Manager, or in case of plurality of Managers, the Board of Managers prepares an inventory including an indication of the value of the Company's assets and liabilities.

Each shareholder may inspect the above inventory and balance sheet at the Company's registered office.

Art. 24. Allocation of profits. The gross profits of the Company stated in the annual accounts, after deduction of general expenses, amortization and expenses represent the net profit. An amount equal to five per cent (5%) of the net profits of the Company is allocated to a statutory reserve, until this reserve amounts to ten per cent (10%) of the Company's nominal share capital.

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

Interim dividends may be distributed, at any time, under the following conditions:

1. Interim accounts are established by the Manager or the Board of Managers.

2. These accounts show share premium or a profit including profits carried forward or transferred to an extraordinary reserve.

3. The decision to pay interim dividends is taken by the sole shareholder or, as the case may be, by an extraordinary general meeting of the shareholders.

4. The payment is made once the Company has obtained the assurance that the rights of the creditors of the Company are not threatened.

Art. 25. Dissolution - Liquidation. At the time of winding up the Company the liquidation will be carried out by one or several liquidators, shareholders or not, appointed by the shareholders who shall determine their powers and remuneration.

Art. 26. Matters not provided. Reference is made to the provisions of the Law for all matters for which no specific provision is made in these Articles.

Transitory provision

The first financial year shall start on the date of the incorporation and end on December 31 st , 2014.

Subscription - Payment

The Articles of the Company having thus been drawn up, the appearing party, "A.E. Funding Luxembourg S.à r.l.", prenamed, represented as aforesaid, declares to have fully paid-up the shares by contribution in cash, so that the amount of twelve thousand five hundred euro (12,500.- EUR) is at the disposal of the Company, as has been proved to the undersigned notary, who states it.

Declaration

The undersigned notary states that the conditions provided for in article 183 of the law of August, 15, 1915, on commercial companies, as amended have been observed.

Costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its formation are estimated at approximately one thousand and thirty euro (EUR 1,030.-).

Resolutions of the sole shareholder:

The sole shareholder, represented as above and representing the entire share capital, took the following decisions:

Class A Manager:

a) Mrs. Barbara NEUERBURG, born on 18 th May 1979, at Krumbach (Germany), with professional address at 15, rue Edward Steichen, L-2540 Luxembourg;

b) Mr. Vishal SOOKLOLL, born on 14 June 1975, at Mauritius, Mauritius, with professional address at 15, rue Edward Steichen, L-2540 Luxembourg;

Class B Manager:

c) Mr. Jonathan GIVELIN, born on 24 th February 1971, at Cambridge (United Kingdom), with professional address at Block B, 8 th Floor, Greatmany Centre, 109-115 Queens Road East, Wanchai, Hong Kong;

2) The address of the corporation is fixed at 15, rue Edward Steichen, L-2540 Luxembourg.

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

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

This deed has been read to the representative of the appearing party, and signed by the latter with the undersigned notary.

Suit la traduction française du texte qui précède:

L'an deux mille quatorze, le trois Juillet.

Par-devant Maître Paul DECKER, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg).

A comparu:

«A.E. Funding Luxembourg S.à r.l.», ayant son siège est établi au 15, rue Edward Steichen, L-2540 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 182.060,

ici représentée par Mlle Virginie PIERRU, clerc de notaire, demeurant professionnellement à Luxembourg, en vertu d'une procuration sous seing privé en date du 1 er Juillet 2014.

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

Laquelle comparante, représentée comme ci-avant, a requis le notaire instrumentant de dresser acte d'une société à responsabilité limitée dont elle a arrêté les statuts comme suit:

Art. 1 er . Forme. Il est formé une société à responsabilité limitée qui sera régie par les lois relatives à une telle entité, et en particulier la loi du 10 août 1915 relative aux sociétés commerciales, telle que modifiée (ci-après "La Loi"), ainsi que par les statuts de la Société (ci-après "les Statuts"), lesquels spécifient en leurs articles 7, 10, 11 et 14, les règles exceptionnelles s'appliquant à la société à responsabilité limitée unipersonnelle.

Art. 2. Dénomination. La Société aura la dénomination: "A.E.F. Stafa 1 S.à r.l." (ci-après "La Société").

Art. 3. Objet. La société a pour objet toutes les opérations se rapportant directement ou indirectement à la prise de participations sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

Elle pourra notamment employer ses fonds à la création, à la gestion, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevets, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets, accorder à d'autres sociétés ou entreprises qui font partie du même groupe de sociétés que la Société tous concours, prêts, avances, garanties ou tout autre type de transactions financière.

La société pourra aussi accomplir toutes opérations commerciales, industrielles ou financières, ainsi que tous transferts de propriété immobiliers ou mobiliers en relation avec son objet ou pouvant en favoriser l'accomplissement.

Art. 4. Durée. La Société est constituée pour une durée illimitée.

Art. 5. Siège social. Le siège social est établi dans la Commune de Luxembourg, Grand-Duché de Luxembourg.

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

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

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

Art. 6. Capital social. Le capital social est fixé à douze mille cinq cents euros (12.500,- EUR) représenté par douze mille cinq cents (12.500) parts sociales d'une valeur nominale de un euro (1.- EUR) chacune.

La société peut racheter ses propres parts sociales.

Toutefois, si le prix de rachat est supérieur à la valeur nominale des parts sociales à racheter, le rachat ne peut être décidé que dans la mesure où des réserves distribuables sont disponibles en ce qui concerne le surplus du prix d'achat. La décision des associés de racheter les parts sociales sera prise par un vote unanime des associés représentant cent pour cent du capital social, réunis en assemblée générale extraordinaire et impliquera une réduction du capital social par annulation des parts sociales rachetées.

Art. 7. Modification du capital social. Sans préjudice des prescriptions de l'article 6, le capital peut être modifié à tout moment par une décision de l'associé unique ou par une décision de l'assemblée générale des associés, en conformité avec l'article 21 des présents Statuts.

Art. 8. Droits et Obligations attachés aux parts sociales. Chaque part sociale confère à son propriétaire un droit égal dans les bénéfices de la Société et dans tout l'actif social et à une voix à l'assemblée générale des associés. Si la Société comporte un associé unique, celui-ci exerce tous les pouvoirs qui sont dévolus par la loi et les Statuts à la collectivité des associés.

La propriété d'une part emporte de plein droit adhésion implicite aux Statuts et aux décisions de l'associé unique ou de la collectivité des associés, selon le cas.

Les créanciers et successeurs de l'associé unique ou de l'assemblée des associés, suivant le cas, pour quelques raisons que ce soient, ne peuvent en aucun cas et pour quelque motif que ce soit, requérir que des scellés soient apposés sur les actifs et documents de la Société ou qu'un inventaire de l'actif soit ordonné en justice, ils doivent, pour l'exercice de leurs droits, se référer aux inventaires de la Société et aux résolutions de l'associé unique ou de l'assemblée des associés, suivant le cas.

Art. 9. Indivisibilité des parts sociales. Envers la Société, les parts sociales sont indivisibles, de sorte qu'un seul propriétaire par part sociale est admis. Les copropriétaires indivis doivent désigner une seule personne qui les représente auprès de la Société.

Art. 10. Cession de parts sociales. Dans l'hypothèse où il n'y a qu'un seul associé les parts sociales détenues par celui-ci sont librement transmissibles.

La cession de parts sociales doit être formalisée par acte notarié ou par acte sous seing privé.

Dans l'hypothèse où les parts sociales sont détenues par plusieurs associés, les parts sociales détenues par chacun d'entre eux ne sont transmissibles que moyennant l'application de ce qui est prescrit par l'article 189 de la Loi.

Art. 11. Événements affectant la Société. La Société ne sera pas dissoute par suite du décès, de la suspension des droits civils, de l'insolvabilité ou de la faillite de l'associé unique ou d'un des associés.

Art. 12. Gérance. La Société est gérée et administrée par un gérant unique ou par un conseil de gérance composé d'au moins un gérant de classe A et un gérant de classe B, associés ou non associés, nommés par une décision de l'associé unique ou par l'assemblée générale des associés, selon le cas, pour une durée indéterminée.

Le ou les gérants sont rééligibles. L'associé unique ou, en cas de pluralité d'associés, l'assemblée générale des associés pourra décider la révocation d'un gérant, avec ou sans motifs, à la majorité simple. Chaque gérant peut pareillement démissionner de ses fonctions.

Lors de la nomination du ou des gérants, l'associé unique ou l'assemblée générale des associés fixe leur nombre, la durée de leur mandat et, le cas échéant, les pouvoirs et attributions du (des) gérant(s).

L'associé unique ou les associés décideront de la rémunération de chaque gérant.

Art. 13. Bureau. Le conseil de gérance peut élire un président parmi ses membres. Si le président ne peut siéger, ses fonctions seront reprises par un des gérants présents à la réunion.

Le conseil de gérance peut nommer un secrétaire et d'autres mandataires sociaux, associés ou non associés.

Art. 14. Réunions du conseil de gérance. Les réunions du conseil de gérance sont convoquées par le président ou deux membres du conseil.

Au moins 24 heures avant qu'une réunion du conseil de gérance ne tienne lieu, une convocation doit être envoyer à chaque gérant en en indiquant le lieu, le jour, l'heure spécifiée et la raison pour la réunion.

Le conseil peut valablement délibérer lorsque la majorité de ses membres sont présents ou représentés.

Les gérants empêchés peuvent déléguer par courrier ou par fax un autre membre du conseil pour les représenter et voter en leur nom. Les gérants empêchés peuvent aussi voter par courrier, fax ou e-mail.

Les décisions du conseil sont prises à la majorité des gérants présents ou représentés à la réunion.

Un gérant ayant un intérêt contraire à la Société dans un domaine soumis à l'approbation du conseil doit en informer le conseil et doit faire enregistrer sa déclaration dans le procès-verbal de la réunion. Il ne peut prendre part aux délibérations du conseil.

En cas d'abstention d'un des membres du conseil suite à un conflit d'intérêt, les résolutions prises à la majorité des autres membres du conseil présents ou représentés à cette réunion seront réputées valables.

A la prochaine assemblée générale des associés, avant tout vote, le(s) associé(s) devront être informés des cas dans lesquels un gérant a eu un intérêt contraire à la Société.

Dans les cas où les gérants sont empêchés, les réunions peuvent se tenir par conférence téléphonique.

Les décisions signées par l'ensemble des gérants sont régulières et valables comme si elles avaient été adoptées lors d'une réunion dûment convoquée et tenue. Ces signatures peuvent être documentées par un seul écrit ou par plusieurs écrits séparés ayant le même contenu.

Art. 15. Procès-verbaux - Décisions. Les décisions adoptées par le conseil de gérance seront consignées dans des procès-verbaux au moins signés par un gérant de classe A et un gérant de classe B. Les procurations resteront annexées aux procès-verbaux. Les copies et extraits de ces procès-verbaux seront signés par le président.

Ces procès-verbaux et résolutions seront tenus dans les livres de la Société au siège social.

Art. 16. Pouvoirs. Le gérant unique, ou en cas de pluralité de gérants, le conseil de gérance, dispose des pouvoirs les plus étendus pour effectuer tous les actes d'administration, de disposition intéressant la Société. Tous les pouvoirs qui ne sont pas réservés expressément aux associés par la loi ou les présents statuts sont de la compétence du conseil.

Art. 17. Délégation de pouvoirs. Le conseil de gérance peut, avec l'autorisation préalable de l'associé unique ou l'assemblée générale des associés, selon le cas, déléguer la gestion journalière de la Société à un de ses membres.

Les gérants peuvent conférer des pouvoirs spécifiques à tout gérant ou autres organes.

Les gérants peuvent nommer des mandataires disposant de pouvoirs spécifiques et les révoquer à tout moment.

Art. 18. Représentation de la Société. La Société ne sera engagée que par la signature conjointe d'un gérant de classe A et d'un gérant de classe B.

Art. 19. Événements affectant la gérance. Le décès, l'incapacité, la faillite, la déconfiture ou tout événement similaire affectant un gérant, de même que sa démission ou sa révocation pour quelque motif que ce soit, n'entraînent pas la dissolution de la Société.

Art. 20. Responsabilité de la gérance. Le ou les gérants ne contractent à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société.

Art. 21. Décisions de l'associé ou des associés. L'associé unique exerce tous pouvoirs conférés à l'assemblée générale des associés.

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

Toutefois, les résolutions modifiant les Statuts de la Société ne peuvent être adoptés que par une majorité d'associés détenant au moins les trois quarts du capital social, conformément aux prescriptions de la Loi.

Les résolutions des associés pourront, au lieu d'être prises lors d'une assemblée générale des associés, être prises par écrit par tous les associés. Dans cette hypothèse, un projet explicite de(s) résolution(s) à prendre devra être envoyé à chaque associé, et chaque associé votera par écrit.

Art. 22. Année sociale. L'année sociale commence le 1 er janvier et se termine le 31 décembre de la même année.

Art. 23. Bilan. Chaque année, à la fin de l'année sociale, les comptes de la Société sont établis et le gérant, ou en cas de pluralité de gérants, le conseil de gérance, prépare un inventaire comprenant l'indication de la valeur des actifs et passifs de la Société.

Tout associé peut prendre connaissance desdits inventaires et bilan au siège social.

Art. 24. Répartition des bénéfices. Les profits bruts de la Société repris dans les comptes annuels, après déduction des frais généraux, amortissements et charges constituent le bénéfice net. Sur le bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution d'un fonds de réserve jusqu'à celui-ci atteigne dix pour cent (10%) du capital social.

Le solde des bénéfices nets peut être distribué aux associés en proportion avec leur participation dans le capital de la Société.

Des acomptes sur dividendes peuvent être distribués à tout moment, sous réserve du respect des conditions suivantes:

1. Des comptes intérimaires doivent être établis par le gérant ou par le conseil de gérance.

2. Ces comptes intérimaires, les bénéfices reportés ou affectés à une réserve extraordinaire y inclus, font apparaître un bénéfice.

3. L'associé unique ou l'assemblée générale extraordinaire des associés est seul(e) compétent(e) pour décider de la distribution d'acomptes sur dividendes.

4. Le paiement n'est effectué par la Société qu'après avoir obtenu l'assurance que les droits des créanciers ne sont pas menacés.

Art. 25. Dissolution, Liquidation. Au moment de la dissolution de la Société, la liquidation sera assurée par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui détermineront leurs pouvoirs et rémunérations.

Art. 26. Dispositions générales. Pour tout ce qui ne fait pas l'objet d'une prévision spécifique par les présents Statuts, il est fait référence à la Loi.

Disposition transitoire:

Le premier exercice social de la société commencera le jour de la constitution et se terminera le 31 décembre 2014.

Souscription - Libération:

La partie comparante "A.E. Funding Luxembourg S.à r.l.", prénommée, ayant ainsi arrêté les Statuts de la Société, représentée comme ci-avant, a déclaré souscrire aux douze mille cinq cents (12.500) parts sociales et les avoir libérées à concurrence de la totalité moyennant apport en numéraire, de sorte que le montant de douze mille cinq cents euros (12.500,- EUR) est désormais à la disposition de la société, preuve ayant été donné au notaire instrumentant qui le constate.

Déclaration

Le notaire instrumentant constate que les conditions prévues à l'article 183 de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée, ont été respectées.

Frais

Le comparant a évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution à environ mille trente euros (1.030,-EUR).

Résolutions de l'associé unique:

L'associée unique, représentée comme ci-avant et représentant l'intégralité du capital social, a pris les décisions suivantes:

1) La Société est administrée par les gérants suivants pour une durée indéterminée:

Gérants de classe A:

a) Madame Barbara NEUERBURG, née le 18 mai 1979 à Krumbach (Allemagne), demeurant professionnellement au 15, rue Edward Steichen, L-2540 Luxembourg;

b) Monsieur Vishal SOOKLOLL, né le 14 juin 1975 à République de Maurice, demeurant professionnellement au 15, rue Edward Steichen, L-2540 Luxembourg;

Gérant de classe B:

c) Monsieur Jonathan GIVELIN, né le 24 février 1971 à Cambridge (Royaume-Uni), demeurant professionnellement au Block B, 8 th Floor, Greatmany Centre, 109-115 Queens Road East, Wanchai, Hong Kong;

2) L'adresse de la Société est fixée au 15, rue Edward Steichen, L-2540 Luxembourg.

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

Le notaire soussigné, qui a personnellement la connaissance de la langue anglaise, déclare que la comparante l'a requis de documenter le présent acte en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

Lecture du présent acte ayant été faite au mandataire de la partie comparante, celui-ci a signé avec le notaire instrumentant, le présent acte.

Signés: V. PIERRU, P. DECKER.

Enregistré à Luxembourg A.C., le 08 juillet 2014. Relation: LAC/2014/31793. Reçu 75.-€ (soixante-quinze Euros).

Le Receveur (signé): Irène THILL.

POUR COPIE CONFORME, délivrée au Registre de Commerce et des Sociétés à Luxembourg.

Luxembourg, le 29 août 2014.

Référence de publication: 2014140066/373.

(140158874) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 septembre 2014.

SEB Optimus II, Société d'Investissement à Capital Variable.

Siège social: L-2370 Howald, 4, rue Peternelchen.

R.C.S. Luxembourg B 82.410.

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In the year two thousand and fourteen, on the first of October.

Before Us Maître Henri Hellinckx, notary residing in Luxembourg.

Was held

an extraordinary general meeting of shareholders (the "Meeting") of SEB Optimus II, a public limited company qualifying as an investment company with variable share capital (the "Company"), having its registered office at 4, rue Peternelchen, L-2370 Howald.

The Company is registered with the Luxembourg trade and companies register under section B number 82.410.

The Company was incorporated by a deed of Maître André-Jean-Joseph Schwachtgen, notary residing in Luxembourg, on 14 June 2001, published in the Mémorial C, Recueil des Sociétés et Associations number 532 of 13 July 2001. The articles were amended the last time on 20 January 2012 before the undersigned notary. The deed was published in the Mémorial C, Recueil des Sociétés et Associations number 409 of 16 February 2012.

The meeting is opened at 2 p.m. by Sophie Lozinguez, professionally residing in Howald, being in the chair.

The Chairman appoints Claudia Schmidt professionally residing in Howald, as Secretary.

The meeting elects Chantal Leclerc, professionally residing in Howald, as Scrutineer.

The Chairman declared and requested the notary to state that:

I.- The shareholders represented and the numbers of shares held by each of them are shown on an attendance list signed by the proxies of the shareholders represented and by the members of the bureau. The said list and proxies initialled "ne varietur" by the members of the bureau will be annexed to this document, to be registered with this deed.

II.- This meeting has been convened by notices containing the agenda published in the Mémorial, on 1 September 2014 and 16 September 2014 as well as in the Tageblatt and in the Luxemburger Wort on 1 September 2014 and 16 September 2014.

III.- The agenda of the extraordinary general meeting is the following:

1.- Change of "Art. 9. Restrictions on ownership" of the Company's articles of incorporation (the "Articles") in order to ensure that the Company may prevent the ownership of shares by any "US Person" as defined in the Articles

2.- Change of "Art. 3. Object" which shall henceforth read as follows:

i. The main object of the Company is to invest the funds available to it in units of collective investment undertakings, in securities and other assets permitted by law. These investments are done with the aim of spreading investment risks and affording the shareholders the result of the management of the Company's assets.

ii. The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law of 2010 and by the Law of 2013."

3.- Full restatement of the Articles, effective as of 22 July 2014, in light of the requirements under the law of 12 July 2013 on alternative investment fund managers.

IV.- As appears from the said attendance list 88.944 shares are present or duly represented at this Extraordinary General Meeting.

The Chairman informs the meeting that a first extraordinary general meeting has been convened with the same agenda as the agenda of the present meeting indicated above, for the 26 th August 2014 and that the quorum requirements for voting the items of the agenda had not been attained.

In accordance with Article 67-1 of the law of 10 August 1915 on commercial companies, the present meeting may thus deliberate validly no matter how many shares are represented.

After deliberation, the Meeting, unanimously takes the following resolutions:

First resolution

The Meeting resolves to change Article 9. Restrictions on ownership" of the Articles in order to ensure that the Company may prevent the ownerhip of shares by any "US Person" as defined in the Articles.

Second resolution

The Meeting resolves to change the object of the Company by amending Article of the Articles which shall henceforth read as follows:

i. The main object of the Company is to invest the funds available to it in units of collective investment undertakings, in securities and other assets permitted by law. These investments are done with the aim of spreading investment risks and affording the shareholders the result of the management of the Company's assets.

ii. The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law of 2010 and by the Law of 2013."

Third resolution

The Meeting resolves to approve the full amendment and restatement of the Articles in light of the requirements under the 2013 Law on Alternative Investment Fund Managers with retroactive effect from 22 July 2014.

As a consequence, the articles of incorporation of the Company shall be read as follows:

Art. 1. Name. There exists among the subscribers and all those who may become holders of shares, a corporation in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name "SEB OPTIMUS II" (hereafter "the Company").

The Company qualifies as an alternative investment fund ("AIF") under the Luxembourg law of 12 July 2013 on alternative investment fund managers, as may be amended and/or supplemented from time to time (the "Law of 2013") and is subject to the rules of part II of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended and/or supplemented from time to time (the "Law of 2010").

Art. 2. Duration. The Company is established for an indefinite period. The Company may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation.

Art. 3. Object. The main object of the Company is to invest the funds available to it in units of collective investment undertakings, in securities and other assets permitted by law. These investments are done with the aim of spreading investment risks and affording the shareholders the result of the management of the Company's assets.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law of 2010 and by the Law of 2013.

Art. 4. Registered office. The registered office of the Company is established in Howald (municipality of Hesperange), Grand Duchy of Luxembourg. 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, 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; such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg Company.

Art. 5. Share capital. The capital of the Company shall be represented by shares of no par value fully paid up and shall at any time be equal to the total net assets of the Company as defined in article twenty-eight hereof.

The minimum capital of the Company, which must be achieved within six months after the date on which the Company has been authorized as a collective investment undertaking under Luxembourg law, may not be less than one million two hundred and fifty thousand euros (EUR 1,250,000.-).

Such shares may be of different classes and categories following the criteria to be determined by the board of directors and as stated in the sales documents.

The proceeds of the issue of each class of shares shall be invested in such instruments as described in article three above pursuant to the investment policy determined by the board of directors in respect of the relevant class of shares.

The board of directors shall establish a pool of assets constituting a sub-fund within the meaning of article 181 of the Law of 2010, for each class of shares or for one or more categories of shares in the manner described in article twenty-eight hereof.

Art. 6. Issue of shares. The board of directors is authorised without limitation to issue an unlimited number of fully paid-up shares at any time without reserving to the existing shareholders a preferential right to subscribe to the shares to be issued.

Furthermore, the board of directors may temporarily discontinue or finally suspend the issue of shares in any given sub-fund without any prior notice to shareholders, if it determines that this is in the best interests of the relevant sub-fund and of the existing shareholders.

Whenever the Company offers shares for subscription after the initial subscription period, the price per share at which such shares are offered shall be the net asset value per share of the relevant class or category as determined in compliance with the article twenty-eight hereof as of such Valuation Day. Such price may be increased by a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the issue and by applicable sales commissions, as approved from time to time by the board of directors and as stated in the sales documents. The price so determined shall be payable within the period laid down in the Company's sales documents.

The board of directors may delegate to any duly authorized director or officer of the Company or to any other duly authorized person, the duty of accepting subscriptions and of delivering and receiving payment for such new shares.

The Company may agree to issue shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from an approved statutory auditor ("réviseur d'entreprises agréé").

For the purpose of determining the capital of the Company, the net assets attributable to each class shall, if not expressed in EUR, be translated into EUR and the capital shall be the total net assets of all the classes.

Art. 7. Form of shares. The Company may elect to issue shares in both registered and/or bearer form, with or without fractional shares, as the board of directors may decide. Shares may be issued only upon acceptance of the subscription and after receipt of the purchase price. The subscriber will, without undue delay, upon acceptance of the subscription and receipt of the purchase price, receive title to the shares purchased by him.

The conditions and modalities of the confirmations' or certificates' issue will be determined by the Company's board of directors.

The registered shares of the Company shall be inscribed in the register of shareholders, which shall be kept by the Company or by one or more persons designated therefore by the Company and such register shall contain the name of each holder of registered shares, his residence or elected domicile and the number of shares held by him.

Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will also be entered in the register of shareholders.

In the event that such shareholder does not provide such an address, the Company may permit a notice to this effect to be entered in the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered by the Company from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his address as entered in the register of shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

If bearer shares are issued, certificates may be issued in such denominations as the board of directors shall decide. If a bearer shareholder requests the exchange of his certificates for certificates in other denominations, he will be charged the cost of such exchange. If a shareholder desires that more than one share certificate be issued for his shares, the cost of such additional certificates may be charged to such shareholder. Share certificates shall be signed by two directors. Both such signatures may be either manual or printed or by facsimile. However, one of such signatures may be by a person delegated to this effect by the board of directors. In such latter case, it shall be manual. The Company may issue temporary share certificates in such form as the board of directors may from time to time 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 but shall, to the extent the Company shall determine as to the calculation of fractions, be entitled to dividends and to all other actions on a prorata basis.

Payments of dividends, if any, will be made to shareholders, in respect of registered shares, at their addresses in the register of shareholders and, in respect of bearer shares, payment will be made in the manner determined by the board of directors from time to time in accordance with Luxembourg law.

Transfer of registered shares shall be effected (a) if share certificates have been issued, upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to the Company, and (b), if no share certificates have been issued, by 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 recognize any other evidence of transfer satisfactory to it.

Every transfer of a registered share shall be entered in the register of shareholders. In case of bearer shares, title will pass by delivery.

The Company will recognize only one holder in respect of a share in the Company. In the event of joint ownership or bare ownership and usufruct, the Company may suspend the exercise of any right deriving from the relevant share or shares until one person shall have been designated to represent the joint owners or bare owners and usufructuaries vis-à-vis the Company.

Art. 8. Loss or destruction of share certificates. If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid 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 the Company may determine. 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 ones by order 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 or of a new share certificate and all reasonable expenses undergone by the Company in connection with the issuance and registration thereof, or in connection with the annulment of the old share certificate.

Art. 9. Restrictions on ownership. The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body if the holding of shares by such person results in a breach of law or regulations whether Luxembourg or foreign or if such holding may make the Company subject to tax in a country other than the Grand Duchy of Luxembourg or may otherwise be detrimental to the Company or the majority of its shareholders.

More specifically, the Company may restrict or prevent the ownership of shares by any "US Person" as defined hereafter and for such purpose the Company may:

a. decline to issue any share and decline to register any transfer of a share, where it appears to it that such registration or transfer would or might result in beneficial ownership of such share by a US person or might result in beneficial ownership of such shares by a US person exceeding the maximum percentage fixed by the board of directors of the Company's capital which can be held by a US person (the "maximum percentage") or might entail that the number of US persons who are shareholders of the Company exceeds a number fixed by the board of directors (the "maximum number");

b. at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on the register of shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests or will rest in a US person and;

c. where it appears to the Company that any US person either alone or in conjunction with any other person is a beneficial owner of shares or holds shares in excess of the maximum percentage or would entail that the maximum number or maximum percentage would be exceeded or has produced forged certificates and guarantees or has omitted to produce the certificates or guarantees determined by the board of directors, compulsory redeem from any such shareholder all or part of shares held by such shareholder in the following manner:

1. The Company shall serve a notice (hereinafter called the "redemption notice") upon the shareholder holding such shares or appearing in the register of shareholders as the owner of the shares to be redeemed, specifying the shares to be redeemed as aforesaid, the price to be paid for such shares, and the place at which the redemption price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder shall thereupon forthwith be obliged to deliver without undue delay to the Company the share certificate or certificates representing the shares specified in the redemption notice. Immediately after the close of business on the dates specified in the redemption notice, such shareholder shall cease to be a shareholder and the shares previously held or owned by him shall be cancelled.

2. The price at which the shares specified in any redemption notice shall be redeemed (hereinafter referred to as "the redemption price") shall be the redemption price defined in article twenty-five hereof.

3. Payment of the redemption price will be made to the owner of such shares in the currency in which the net asset value of the shares of the class concerned is determined except in periods of exchange restrictions and the redemption price will be deposited with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such owner upon surrender of the share certificates, if issued, specified in such notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank upon effective surrender of the share certificate or certificates, if issued, as aforesaid.

4. The exercise by the Company of the powers 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 redemption notice, provided that in such case the said powers were exercised by the Company in good faith; and

d. decline to accept the vote of any US person or any shareholder holding a number of shares exceeding the maximum percentage or maximum number at any meeting of shareholders of the Company.

The Company has not been and will not be registered under the United States Investment Company Act of 1940 as amended (the "Investment Company Act"). The shares of the Company have not been and will not be registered under the United States Securities Act of 1933 as amended (the "Securities Act") or under the securities laws of any state of the US and such shares may be offered, sold or otherwise transferred only in compliance with the Securities Act of 1933 and such state or other securities laws. The shares of the Company may not be offered or sold within the US or to or for the account, of any US Person. For these purposes, US Person is as defined in Rule 902 of Regulation S under the Securities Act.

Rule 902 of Regulation S under the Securities Act defines US Person to include inter alia any natural person resident of the United States and with regards to investors other than individuals, (i) a corporation or partnership organised or incorporated under the laws of the US or any state thereof; (ii) a trust (a) of which any trustee is a US Person except if such trustee is a professional fiduciary and a cotrustee who is not a US Person has sole or shared investment discretion with regard to trust assets and no beneficiary of the trust (and no settlor if the trust is revocable) is a US Person or (b) where a court is able to exercise primary jurisdiction over the trust and one or more US fiduciaries have the authority to control all substantial decisions of the trust and (iii) an estate (a) which is subject to US tax on its worldwide income from all sources; or (b) for which any US Person is executor or administrator except if an executor or administrator of the estate who is not a US Person has sole or shared investment discretion with regard to the assets of the estate and the estate is governed by foreign law.

The term "US Person" also means any entity organised principally for passive investment (such as a commodity pool, Investment Company or other similar entity) that was formed:

(a) for the purpose of facilitating investment by a US Person in a commodity pool with respect to which the operator is exempt from certain requirements of Part 4 of the regulations promulgated by the United States Commodity Futures Trading Commission by virtue of its participants being non-US Persons or (b) by US Persons principally for the purpose of investing in securities not registered under the Securities Act, unless it is formed and owned by "accredited investors" (as defined in Rule 501 (a) under the Securities Act) who are not natural persons, estates or trusts.

Applicants for the subscription to shares will be required to certify that they are not US Persons.

Shareholders are required to notify the Registrar and Transfer Agent of any change in their domiciliation status.

The Board can furthermore reject an application for subscription at any time at its discretion, or temporarily limit, suspend or completely discontinue the issue of shares, in as far as this is deemed to be necessary in the interests of the existing shareholders as an entirety, to protect the Company in the interests of the investment policy or in the case of endangering specific investment objectives of the Company.

Art. 10. General meetings of shareholders. Any regularly constituted general meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders regardless the class and the category of shares held by them.

However, if the decisions are only concerning the particular rights of the shareholders of one sub-fund or if the possibility exists of a conflict of interest between different sub-funds, such decisions have to be approved by a general meeting representing the shareholders of such sub-fund.

The general meeting shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 11. Holding of the general meetings. The annual general meeting of shareholders shall be held, in accordance with Luxembourg Law, at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the third Friday of the month of January at 2.00 p.m. If such day is not a bank business day, the annual general meeting shall be held on the next following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgement of the board of directors, exceptional circumstances so require.

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

Art. 12. Modalities of general meetings' holding. The quorum and time required by law shall govern the notice for and the conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each share of whatever class and regardless of the net asset value per share within its class, is entitled to one vote subject to the restrictions contained in these articles. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable or telegram or telex or facsimile or similar communication.

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

Any shareholder wishing to assist or to be represented at any general meeting of shareholders has to inform the Company thereof at least five bank business days preceding the said meeting. The holders of bearer shares will be further obliged to deposit their shares, if issued, at the Depositary at least five bank business days preceding the holding of the general meeting.

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

Art. 13. Convening notices. Shareholders will meet upon call by the board of directors, pursuant to notice setting forth the agenda sent at least eight days prior to the meeting to each shareholder at the shareholder's address in the register of shareholders.

If bearer shares are issued, notices will further be published in a Luxembourg newspaper, as determined by the board of directors, and in the "Mémorial C, Recueil des Sociétés et Associations" and in any other newspapers as determined by the board of directors.

Art. 14. Board of directors. The Company shall be managed by a board of directors composed of not less than three members; members of the board of directors need not be shareholders of the Company.

The directors shall be elected by the shareholders at their annual general meeting for a period not exceeding six years and until their successors are elected and qualify, provided, however, that a director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

In the event of a vacancy in the office of director because of death, retirement or otherwise, the remaining directors may elect, by a simple majority of the directors present or represented and voting at such meeting, a director to fill such vacancy until the next shareholders' meeting.

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.

Art. 15. Board of directors' chairman. The board of directors shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who needs not be a director, who shall be responsible for keeping the minutes of the meetings of the board of directors and of the shareholders. The board of directors shall meet upon call by the chairman, or two directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of shareholders and the board of directors, but in his absence the shareholders or the board of directors may appoint another director (and, in respect of shareholders' meetings, any other person) as chairman pro tempore by vote of the majority present at any such meeting. The board of directors from time to time may appoint the officers of the Company, including a general manager, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Company.

Any such appointment may be revoked at any time by the board of directors. Officers need not be directors or shareholders of the Company. The officers appointed, unless otherwise stipulated in these articles, shall have the powers and duties given them by the board of directors.

Art. 16. Meetings and deliberations of the board of directors. Written notice of any meeting of the board of directors shall be given to all directors at least twenty-four hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by e-mail or fax of each director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the board of directors.

Any director may act at any meeting of the board of directors by appointing in writing or by fax, e-mail or similar communication another director as his proxy.

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 validly only if at least a majority of the directors is present or represented at a meeting of the board of directors.

Decisions shall be taken by a simple majority of the directors present or represented and voting at such meeting. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

Resolutions signed by all the 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, fax, e-mail or similar communication.

Art. 17. Delegation of power. The board of directors may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as an authorised signatory for the Company) and its powers to carry

out acts in furtherance of the corporate policy and purpose, to officers of the Company who may, if the board of directors so authorises, re-delegate such powers in turn.

Art. 18. 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.

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

Art. 19. Alternative Investment Fund Manager (hereafter "AIFM"). The Company may appoint an external alternative investment fund manager or remain self-managed. The AIFM will, under the supervision of the board of directors, administer and manage the Company in accordance with these Articles of Incorporation, the Prospectus and under the conditions and limits laid down by Luxembourg applicable laws, and in the exclusive interest of the Shareholders. It will be empowered, subject to the rules as further set out hereafter, exercise all the rights attached directly or indirectly to the Company's assets. Details regarding the appointment of the external alternative investment fund manager or self-managed structure of the Company are laid down in the Prospectus.

Art. 20. Investment policies and restrictions. The board of directors shall, based upon the principle of risk spreading have power to determine the corporate and investment policy for the investments relating to each class of shares and the sub-fund relating thereto and the course of conduct of the management and business affairs of the Company in compliance with the prospectus of the Company and applicable laws and regulations.

The board of directors shall also determine any restrictions which shall from time to time be applicable to the investments of the Company.

In accordance with the conditions set forth in the Law of 2010, the applicable Luxembourg regulations and the prospectus of the Company, any Sub-Fund may, to the largest extent permitted, invest in one or more other Sub-Funds of the Company.

Art. 21. Conflict of interest. No contract or other transaction between the Company and any other corporation or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the corporation is interested in, or is a director, associate, officer or employee of such other corporation or firm. Any director or officer of the corporation who serves as a director, officer or employee of any corporation or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

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

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving the SEB group, any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the board of directors on its discretion.

In the conduct of its business the AIFM's policy is to identify, manage and where necessary prohibit any action or transaction that may pose a conflict between the interests of the AIFM and the Company or its shareholders and between the interests of one or more shareholders and the interests of one or more other shareholders. The AIFM strives to manage any conflicts in a manner consistent with the highest standards of integrity and fair dealing. For this purpose, it has implemented procedures that shall ensure that any business activities involving a conflict which may harm the interests of the Company or its shareholders, are carried out with an appropriate level of independence and that any conflicts are resolved fairly.

Art. 22. Remuneration to directors. The Company may decide to remunerate the directors for their services at a rate determined from time to time by a general meeting of shareholders, and to reimburse reasonable expenses of same directors.

Art. 23. Indemnification of directors. The Company may indemnify any director or officer and his heirs, executors and administrators against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other corporation 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. 24. Corporate signature. The Company will be bound by the joint signature of any two directors or by the individual signature of any person to whom signatory authority has been delegated by the board of directors.

Art. 25. Auditor. The general meeting of shareholders shall appoint an approved statutory auditor who shall carry out the duties prescribed by the Law of 2010.

Art. 26. Redemption of shares. The Company has the power to redeem its own shares at any time within the sole limitations set forth by law.

Any shareholder may at any time request the redemption of all or part of his shares under the conditions to be determined by the board of directors.

The redemption price shall be paid within the delay laid down in the sales documents in accordance with the provisions of article twenty-eight hereof less a charge at a rate which may be determined by the board of directors and as stated in the sales documents.

Any request for redemption shall be irrevocable, except in the event of suspension of redemption pursuant to article twenty-seven hereof. In the absence of revocation, redemption will occur as of the first Valuation Day after the end of the suspension.

The redeemed shares shall be annulled.

No redemption by a single shareholder may, if accepted by the Company's board of directors, be for an amount of less than that of the minimum holding as may be determined from time to time by the board of directors and as stated in the sales documents.

If a redemption of shares would reduce the value of the holdings of a single shareholder of shares of one class below the minimum holding as the board of directors may determine from time to time, then such shareholder shall be deemed to have requested the redemption of all his shares of such class.

The Company shall not be bound to redeem on any Valuation Day more than 10 per cent of the number of shares of any sub-fund. Redemption may therefore be deferred for not more than three Valuation Days after the date of receipt of the redemption request (but always subject to the foregoing limits). In case of deferral of redemptions, the relevant shares shall be redeemed at a price based on the net asset value per share prevailing less notional dealing charges, if any, and less a redemption charge, if any, as may be decided by the board of directors from time to time and as stated in the sales documents. For this purpose a conversion from shares of any subfund shall be treated as a redemption of such shares. On such Valuation Day such requests shall be complied with giving priority to the earliest request.

Art. 27. Conversions. Any shareholder may, in principle and under the conditions to be determined by the board of directors and more fully described in the sales documents, request conversion of whole or part of his shares of one class into shares of another class at the respective net asset values of the shares of the relevant classes. Such conversion may bear a switching charge as determined and disclosed in the sales documents. The board of directors may also decide that an issue commission shall be paid to the Company.

No conversion by a single shareholder may, unless otherwise decided by the board of directors, be for an amount of less than that of the minimum holding as may be determined from time to time by the board of directors and as stated in the sales documents.

If a conversion or sale of shares would reduce the value of the holdings of a single shareholder of shares of one class below the minimum holding as the board of directors may determine from time to time, then such shareholder shall be deemed to have requested the conversion of all his shares of such class.

Art. 28. Frequency and temporary suspension of the calculation of the net asset value. For the purpose of determining the issue, conversion and redemption price thereof, the net asset value of shares in the Company shall be determined as to the shares of each class of shares by the AIFM or its agent from time to time, but in no instance less than once a month, as the board of directors by resolution may direct (every such day or time for determination of net asset value being referred to herein as a "Valuation Day").

Notwithstanding the provisions set forth in the articles 6, 25 and 26, the AIFM and the Board of Directors may suspend, as applicable, the determination of the net asset value of shares of any particular class and the issue, redemption and conversion of its shares:

1) during any period (other than ordinary holidays or customary weekend closing) when any market or stock exchange is closed and which is the principal market or stock exchange for a significant part of the Sub-Fund's investments, or in which trading is restricted or suspended;

2) 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 the Sub-Fund, or it is impossible to transfer money involved in the acquisition or disposition of investments at normal rates of exchange, or it is impossible fairly to determine the value of any assets in the Sub-Fund;

3) during any breakdown in the means of communication normally employed in determining the price of any of the Sub-Fund's investments or the current prices on any stock exchange;

4) when for any reason the prices of any investment held by the Sub-Fund cannot be reasonably, promptly or accurately ascertained;

5) during any period when remittance of money 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 effected at normal rates of exchange.

Any such suspension shall be published by the Company and shall be notified to shareholders requesting subscription, redemption or conversion of their shares in such manner, as it may deem appropriate to the persons likely to be affected thereby. During any period of suspension applications for subscription, redemption or conversion of shares may be revoked. In the absence of such revocation the issue, redemption or conversion price shall be based on the first calculation of the net asset value made after the expiration of such period of suspension.

Such suspension as to any class of shares shall have no effect on the calculation of the net asset value, the issue, redemption and conversion of the shares of any other class of shares.

Art. 29. Calculation of the net asset value. The net asset value of shares of each class of shares shall be expressed as a per share figure in the currency of the relevant class of shares as determined by the board of directors and shall be determined in respect of any Valuation Day by dividing the net assets of the Company corresponding to each class of shares, being the value of the assets of the Company corresponding to such class, less its liabilities attributable to such class at such time or times as the AIFM may determine at the place where the net asset value is calculated, by the number of shares of the relevant class then outstanding and by rounding the resulting sum to the nearest smallest unit of the currency concerned.

If since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant class of shares are dealt in or quoted, the AIFM may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation. All subscription, redemption and conversion requests shall be treated on the basis of this second valuation.

The valuation of the net asset value of the different classes of shares shall be made as described hereafter.

The assets of the Company shall include:

1) all bonds, time notes, shares, equities, units, debenture stocks, subscription rights, warrants, options, futures and other securities, financial instruments and similar assets owned or contracted for by the Company;

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

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

4) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company (provided that the Company may make adjustments with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

5) 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 principal amount of such assets;

6) the preliminary expenses of the Company insofar as the same have not been written off; and

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

The value of such assets shall be determined as follows:

1) Securities admitted for official listing on a stock exchange or traded in another regulated market which operates regularly and is recognised and open to the public in the European Union and all countries of Europe, North and South America, Asia, Australia, New Zealand and Africa are valued on the basis of the last known price. If the same security is quoted on different markets, the quotation on the principal 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 made in good faith by the AIFM or its delegate with a view to establishing the probable price for such securities;

2) Unlisted securities are valued on the basis of their probable price as determined in good faith by the AIFM or its delegate;

3) The value of the units or shares of investment funds shall be based on the last available net asset value.

4) Liquid assets are valued at their nominal value plus accrued interest.

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 of the Company.

The liabilities of the Company shall include:

1) all loans and accounts payable;

2) all known liabilities, present or future, including all matured contractual obligations for payment of money or property, including the amount of any unpaid dividends declared by the Company;

3) an appropriate provision for future taxes as determined from time to time by the Company, and other reserves (if any) authorized and approved by the board of directors, as well as such amount (if any) as the board of directors may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;

4) all other liabilities of the Company of whatever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities, the Company may take into account all costs and expenses payable by the Company, including, without any limitation expenses connected with its establishment as well as the fees due to the investment advisor, the portfolio manager, the administrative agent and the depositary.

Moreover, the Company shall also bear the following expenses:

- all taxes which may be payable on the assets, income and expenses chargeable to the Company;

- standard brokerage fees and bank charges incurred by the Company's business transactions;

- all fees due to the auditor and the legal advisors to the Company;

- all expenses connected with publications and supply of information to shareholders, in particular, the cost of printing and distributing the annual and semiannual reports, as well as any prospectuses;

- all expenses involved in registering and maintaining the Company registered with all governmental agencies and stock exchanges;

- all expenses incurred in connection with its operation and its management.

The Company may accrue nature based on an estimated amount rateably for yearly or other periods. All recurring expenses are directly charged to the Company's assets, whereas other expenses may be amortized over a period of 5 years.

The assets shall be pooled as follows:

The proceeds to be received from the issue of shares of a class shall be applied in the books of the Company to the sub-fund established for that share class and the assets and liabilities and income and expenditure attributable to such class shall be applied to the corresponding sub-fund subject to the provisions of this article. As the case may be, the proceeds from the issue of a category of shares increase the proportion of the net assets of such class attributable to the category of shares to be issued.

Where an asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same sub-fund as the assets from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant sub-fund.

In the case where an asset or liability of the Company cannot be considered as being attributable to a particular sub-fund, such asset or liability shall be allocated to all the sub-funds prorata to the net asset value of each sub-fund.

When the Company incurs a liability or acquires an asset which relates to a particular sub-fund or to any action taken in connection with a particular sub-fund, such liability or asset shall be allocated to the relevant sub-fund.

For the purposes of the relations between shareholders, each sub-fund shall be treated as a single entity with its own funding, capital gains/losses, income and expenses, etc. The assets of each sub-fund affect only the liabilities of said sub-fund.

Upon the record date for determination of the person entitled to any dividend declared on any category of shares, the net asset value of such category of shares shall be reduced by the amount of such dividends.

The percentage of the total net asset value allocable to each class of shares of each sub-fund shall be determined on the establishment of the Company by the ratio of the shares issued in each class to the total number of shares issued, and shall be adjusted subsequently in connection with the distributions effected and the issue and redemption of shares as follows:

1) on each occasion when a distribution is effected in respect of a class of shares, the net asset value of the shares in this class shall be reduced by the amount of the distribution (causing a reduction in the percentage of net asset value allocable to the shares of this class), whereas the net asset value of the shares of such other class shall remain unchanged (causing an increase in the percentage of net asset value allocable to such class of shares);

2) on each occasion when shares are issued or redeemed, the net asset value allocable to each class of shares shall be increased or reduced by the amount received or paid out.

For the purposes of this article:

a. shares in respect of which subscription has been accepted but payment has not yet been received shall be deemed to be existing as from the close of business on the Valuation Day on which they have been allotted and the price therefore, until received by the Company, shall be deemed a debt due to the Company;

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

c. all assets denominated in a different currency to the respective sub-fund's currency are converted into this respective sub-fund's currency at the last available exchange rate; and

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

Art. 30. Accounting year. The fiscal year shall begin on the 1 st day of October of each year and shall terminate on the 30 th day of September of each year.

The accounts of the Company shall be expressed in EUR. When there shall be different classes and if the accounts within such classes are expressed in different currencies, such accounts shall be translated into EUR and added together for the purpose of the determination of the accounts of the Company.

Art. 31. Distribution policy. Within the limits provided by law the general meeting of shareholders of each class shall, upon the proposal of the board of directors in respect of such class and category of shares, determine how the annual results shall be disposed of.

Any resolution as to the distribution to shares of a category which relates to a specific class, shall be subject only to a vote of the holders of shares of the category or categories which relate to such class.

The board of directors may decide to pay interim distributions in accordance with the law.

The payment of the distributions shall be made to the address indicated on the register of shareholders in case of registered shares and upon presentation of the distribution coupon to the agent or agents therefore designated by the Company in case of bearer shares.

The board of directors may pay the distributions at such time and place it shall determine from time to time, in the currency of the respective sub-fund or in such other currency, upon request and at the expense of the shareholders. In the latter case, the board of directors may make a final determination of the rate of exchange applicable to translate dividend funds into the currency of their payment.

The board of directors may decide to distribute stock dividends in lieu of cash distributions upon such terms and conditions as may be set forth by the board of directors.

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the class relating to the relevant category or categories of shares.

No interest shall be paid on a distribution declared by the Company and kept by it at the disposal of its beneficiary.

No distribution shall be made if as a result thereof the capital of the Company becomes less than the minimum prescribed by law.

Art. 32. Depositary. To the extent required by law, the AIFM and the Company shall enter into a depositary 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 5 April 1993 on the financial sector, as amended and/or supplemented from time to time, and which shall satisfy the requirements of the Law of 2010 and the Law of 2013 (the "Depositary"). All securities, cash and other permitted assets of the Company are to be held by or to the order of the Depositary who shall assume towards the Company and its shareholders the responsibilities provided by law.

Under the conditions set forth in Luxembourg laws and regulations, the Law of 2010 and the Law of 2013, the Depositary may discharge itself of liability towards the Company and its shareholders. In particular, under the conditions laid down in article 19 (14) of the Law of 2013, including the condition that the shareholders of the Company have been duly informed o 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 Law of 2013. Additional details are disclosed in the prospectus.

In the event of the Depositary desiring to retire, the board of directors shall use its best endeavours to find within two months a corporation to act as depositary and upon doing so the directors shall appoint such corporation to be depositary in place of the retiring Depositary. The directors may determinate the appointment of the Depositary but shall not remove the Depositary unless and until a successor depositary shall have been appointed in accordance with this provision to act in the place thereof.

Art. 33. Liquidation. In the event of a dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation. The operations of liquidation will be carried out pursuant to the Law of 2010.

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

The general meeting of shareholders of any sub-fund may, at any time and upon notice from the board of directors, decide, without quorum and at the majority of the votes present or represented, the liquidation of the same sub-fund.

(a) Furthermore, in case the net assets of any sub-fund would fall below a certain level to be decided by the board of directors or in the case the directors deem it appropriate because of changes in the economical or political situation affecting the relevant sub-fund, the board of directors will be entitled, to redeem all (but not some) of the shares of that sub-fund on such period and under such conditions as laid down in the Company's sales documents. The relevant shareholders will be informed of the decision to liquidate prior to the effective date of the liquidation, in a form permitted by laws and related regulations of the countries where the relevant shares are sold.

(b) Further to the closing of any liquidation procedure of a given sub-fund, the auditor of the Company will report upon the way the entire procedure has been conducted and shall certify the liquidation value of the shares. The net liquidation proceed will be paid to the relevant shareholders in proportion of the shares they are holding. The closure of the liquidation of a Sub-Fund and the deposit of any unclaimed amounts with the Caisse de Consignation in Luxembourg must take place within a period of time established by laws and/or regulations. The liquidation proceeds deposited with

the Caisse de Consignation in Luxembourg will be available to the persons entitled thereto for the period established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

Any resolution of the board of directors to liquidate a sub-fund, will entail automatic suspension of the net asset value computation of the shares of the relevant sub-fund, as well as suspension of all subscription or conversion orders, whether pending or not. Redemption may continue provided the equal treatment between the shareholders is insured.

Furthermore, in case the net assets of any sub-fund would fall below a certain level to be decided by the board of directors or in the case the directors deem it appropriate because of changes in the economical or political situation affecting the relevant sub-fund, the board of directors will be entitled, to merge that sub-fund with another sub-fund of the Company or with another Luxembourg collective investment undertaking.

A merger so decided by the board of directors or approved by the shareholders of the affected sub-fund will be binding on the holders of shares of the relevant sub-fund upon expiry of the one month prior notice thereof given to them, provided that during this one month notice period, the shareholders concerned may redeem their relevant shares without redemption charge or exchange these into shares of another sub-fund of the Company without costs (a "Free Redemption or Exchange"), and provided that a merger of a sub-fund with an other Luxembourg collective investment undertaking shall, if the other collective investment undertaking is in the form of a "fonds commun de placement", only be binding on those shareholders of the Company's sub-fund who shall have approved such merger.

The Company shall inform holders of outstanding bearer shares, if any, by publication of a redemption or merger notice in such newspapers to be determined by the board of directors. Notice will be given in writing to registered shareholders.

Further to the closing of any merger procedure, the approved statutory auditor of the Company will report upon the way the entire procedure has been conducted and shall certify the exchange parity of the shares.

Art. 34. Amendments to the articles of incorporation. These articles of incorporation 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. Any amendment affecting the rights of the holders of shares of any class vis-à-vis those of any other class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant class.

Art. 35. Applicable law. All matters not governed by these articles of incorporation shall be determined in accordance with the Law of 2010, the Law of 2013 and the law of 10 August 1915 on commercial companies (as amended and/or supplemented from time to time).

There being no other business on the agenda, the meeting was closed at 2.15 p.m.

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

Whereof this notarial deed was drawn up in Howald, on the day appearing at the beginning of this document.

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

Gezeichnet: S. LOZINGUEZ, C. SCHMIDT, C. LECLERC und H. HELLINCKX.

Enregistré à Luxembourg A.C., le 8 octobre 2014. Relation: LAC/2014/46918. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

- FÜR GLEICHLAUTENDE AUSFERTIGUNG - Der Gesellschaft auf Begehr erteilt.

Luxemburg, den 14. Oktober 2014.

Référence de publication: 2014161071/645.

(140182621) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 octobre 2014.

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

Siège social: L-2320 Luxembourg, 21, boulevard de la Pétrusse.

R.C.S. Luxembourg B 52.380.

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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.

Pour SMILE S.A. , SPF
Société Anonyme
SOFINEX S.A.
Société Anonyme

Référence de publication: 2014143088/13.

(140162263) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2014.

SRR Properties (Lux) 10 S. à r. l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 130.989.

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Les comptes annuels au 31 décembre 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.

Référence de publication: 2014145797/10.

(140165751) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

SHCO 79 S.à. r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2453 Luxembourg, 6, rue Eugène Ruppert.

R.C.S. Luxembourg B 188.415.

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Extrait du contrat de cession de parts de la Société daté du 20 août 2014

En vertu de l'acte de transfert de parts, daté du 20 août 2014, Intertrust (Luxembourg) S.à r.l, a transféré 12.500 (douze mille cinq cents) de ses parts détenues dans la Société de la manière suivante:

- 12.500 (douze mille cinq cents) parts sociales d'une valeur de 1 Euro (un euro) chacune, à Monsieur Tzvetan Vassilev, résidant au 115 I Tzarigradsko Shosee Blvd, 1784 Sofia, Bulgaria.

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

Luxembourg, le 16 Septembre 2014.

Gaëlle Attardo-Kontzler

Mandataire

Référence de publication: 2014145764/17.

(140165860) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 septembre 2014.

Sinotrade, Société à responsabilité limitée.

Siège social: L-8308 Capellen, 89 e, Parc d'Activités.

R.C.S. Luxembourg B 190.077.

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STATUTS

L'an deux mil quatorze, le vingt août.

Par-devant Maître Anja HOLTZ, notaire de résidence à Esch-sur-Alzette.

Ont comparu:

1-. Monsieur Laurent RASKIN, dirigeant d'entreprises, né le 5 mars 1965 à Ixelles, résident au 3, Chemin de Layaz, CH-1806 St-Légier-La Chiésaz,

2-. Madame Murielle LARROZE, épouse RASKIN, sans profession, née le 12 août 1969 à Hal, résident au 3, Chemin de Layaz, CH-1806 St-Légier-La Chiésaz,

3-. Monsieur Alexandre RASKIN, étudiant, né le 12 octobre 1997 à Uccle, résident au 3, Chemin de Layaz, CH-1806 St-Légier-La Chiésaz, représenté légalement par ses père et mère Monsieur Laurent RASKIN, précité et Madame Murielle LARROZE, précitée, dûment représentés par Madame Christiane OTS,

4-. Mademoiselle Camille RASKIN, étudiante, née le 7 septembre 1999 à Uccle, résident au 3, Chemin de Layaz, CH-1806 St-Légier-La Chiésaz, représentée légalement par ses père et mère Monsieur Laurent RASKIN, précité et Madame Murielle LARROZE, précitée, dûment représentés par Madame Christiane OTS,

5-. Monsieur Maxime RASKIN, étudiant, né le 7 septembre 1999 à Uccle, résident au 3, Chemin de Layaz, CH-1806 St-Légier-La Chiésaz,, représenté légalement par ses père et mère Monsieur Laurent RASKIN, précité et Madame Murielle LARROZE, précitée, dûment représentés par Madame Christiane OTS,

Tous ici représentés par Madame Monique GOLDENBERG, employée, demeurant à Steinfort,

en vertu de procurations données sous seing privé.

Lesquelles procurations après avoir été signées «NE VARIETUR» par le Notaire et le mandataire des comparants es qualité qu'il agit, resteront ci-annexées pour être formalisées avec le présent acte.

Lesquels comparants, tels que représentés, ont requis le notaire instrumentant de dresser un acte d'une société à responsabilité limitée, qu'ils déclarent constituer et dont ils ont arrêté les statuts comme suit:

Dénomination - Siège - Durée - Objet - Capital

Art. 1 er . Il est formé entre les souscripteurs et tous ceux qui deviendront propriétaires des parts sociales ci-après créées une société à responsabilité limitée sous la dénomination de «SINOTRADE».

Art. 2. Le siège social de la société est établi à Capellen/ Mamer.

Il pourra être transféré en tout autre lieu du Grand-duché de Luxembourg par décision des associés.

Art. 3. La durée de la société est illimitée.

Art. 4. La société a pour objet toutes les opérations se rapportant directement ou indirectement à l'acquisition et la prise de participations sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

Elle pourra notamment employer ses fonds à la création, à la gestion, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevets, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets, accorder aux sociétés auxquelles elle s'intéresse et à tout tiers de manière générale tous concours, prêts, avances ou garanties.

La société pourra s'engager dans toutes transactions concernant des biens immobiliers et mobiliers. La société pourra acquérir, transférer, louer et gérer tous biens immeubles de toutes sortes et situés dans tous pays. La société pourra également engager et exécuter toutes opérations appartenant directement ou indirectement à la gestion et à la propriété de tels biens immobiliers. La société pourra également exercer une activité de licence de marque de fabrique, de programme informatique, de noms de domaines, de brevets ainsi qu'une activité de financement de ses filiales.

La société pourra finalement accomplir toutes opérations, activités commerciales ou industrielles, qui favoriseront directement ou indirectement la réalisation de son objet tant au Grand-Duché de Luxembourg qu'à l'étranger, en son nom et pour son compte et au nom et pour compte de tiers.

Art. 5. Le capital social est fixé à TRENTE MILLE EUROS (EUR 30.000.-), divisé en trois cents (300) parts sociales sans désignation de valeur nominale.

La propriété des parts sociales résulte des présents statuts ou des actes de cession de parts régulièrement consentis, sans qu'il y ait lieu à délivrance d'aucun titre.

Chaque part sociale donne droit à une fraction proportionnelle au nombre de parts existantes de l'actif social, ainsi que des bénéfices.

En cas de démembrement du droit de propriété en usufruit et nue-propriété, les attributs du droit de propriété se répartissent comme suit:

a) le droit à percevoir les dividendes distribués appartient aux usufruitiers.

b) le droit de vote aux assemblées générales extraordinaires ainsi que le droit de vote aux assemblées générales ordinaires est exercé par les usufruitiers sauf en ce qui concerne:

- toute opération de scission, absorption, fusion, modification ou transformation de la société;

- toute opération de réduction de capital sous quelque forme que ce soit;

- toute opération de mise en dissolution anticipée volontaire et de liquidation ainsi que les droits portant sur les réserves ou les bénéfices non distribués.

Pour chacune de ces hypothèses la décision ne sera valablement prise par l'assemblée générale que pour autant que trois-quarts des titulaires d'un droit de nue-propriété soient présents ou représentés et que la décision recueille trois-quarts des voix émises; les votes blancs, nuls ou les abstentions étant considérés comme vote négatif. A défaut de remplir les conditions ci-dessus énoncées, la décision est rejetée.

Pour ce qui n'est pas réglé par le présent article, les droits respectifs des nus-propriétaires et usufruitiers sont réglés par les dispositions du code civil luxembourgeois applicables en la matière.

Art. 6. Les parts sont librement cessibles entre associés.

Les parts sociales ne peuvent être cédées entre vifs à des non-associés qu'avec l'agrément donné en assemblée générale moyennant l'accord unanime des associés non-cédants.

En cas de cession des parts, les autres associés ont un droit de préemption.

Art. 7. Le décès, l'incapacité, la faillite ou la déconfiture d'un associé n'entraînera pas la dissolution de la société.

En cas de transmission pour cause de mort à des non associés, les parts sociales ne peuvent être transmises pour cause de mort à des non associés que moyennant l'agrément unanime des associés survivants. Le consentement n'est toutefois pas requis lorsque les parts sont transmises à soit à des héritiers réservataires soit au conjoint survivant.

En cas de refus d'agrément, il est procédé comme prévu à l'article 6.

Art. 8. Les créanciers, ayant-droits ou héritiers, alors même qu'il y aurait parmi eux des mineurs ou incapables, ne pourront, pour quelque motif que ce soit, faire apposer des scellés sur les biens et documents de la société, ni s'immiscer

de quelque manière que ce soit dans les actes de son administration; pour faire valoir leurs droits, ils devront s'en rapporter aux inventaires de la société et aux décisions des assemblées générales.

Gérance - Assemblée générale

Art. 9. La société est administrée par un ou plusieurs gérants, associés ou non, nommés et révocables ad nutum à tout moment par l'assemblée générale qui fixe les pouvoirs et les rémunérations.

Le ou les gérants sont nommés par l'assemblée générale. Ils sont nommés pour une durée indéterminée. Leurs pouvoirs sont définis dans l'acte de nomination.

Art. 10. Le ou les gérants ne contractent en raison de leurs fonctions aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la société; simples mandataires, ils ne sont responsables que de l'exécution de leur mandat. Le ou les gérants peuvent procéder à un versement d'acomptes sur dividendes dans les conditions fixées par la loi.

Art. 11. Pour engager valablement la société, la signature du ou des gérants est requise.

Art. 12. Chaque associé peut participer aux décisions collectives quel que soit le nombre de parts qui lui appartiennent. Chaque associé a un nombre de voix égal au nombre de parts qu'il possède.

Chaque associé peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

Art. 13. Les décisions collectives ne sont valablement prises que pour autant qu'elles sont adoptées par les associés représentant plus de la moitié du capital social.

Sous réserves de ce qui est prescrit à l'article 5 ci-dessus, les décisions collectives ayant pour objet une modification des statuts sont décidées à la majorité des associés et doivent réunir les voix des associés représentant les trois quarts du capital social.

Année sociale - Bilan

Art. 14. L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.

Chaque année, le 31 décembre, les comptes annuels sont arrêtés et la gérance dresse un inventaire comprenant l'indication des valeurs actives et passives de la société, ainsi qu'un bilan et un compte de pertes et profits.

Art. 15. Les produits de la société, déduction faite des frais généraux et des charges sociales, de tous amortissements de l'actif et de toutes provisions pour risques commerciaux et industriels, constituent le bénéfice net.

Sur le bénéfice net constaté, il est prélevé cinq pourcent (5%) pour la constitution d'un fonds de réserve légale jusqu'à ce que celui-ci ait atteint le dixième du capital social.

Le surplus du bénéfice est à la libre disposition des associés.

Les associés pourront décider, à la majorité fixée par les lois afférentes, que le bénéfice, déduction faite de la réserve, pourra être reporté à nouveau ou versé à un fonds de réserve extraordinaire ou distribué aux associés.

Dissolution - Liquidation

Art. 16. En cas de dissolution de la société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, désignés par l'assemblée des associés à la majorité fixée par l'article 142 de la loi du 10 août 1915 et de ses lois modificatives ou, à défaut, par ordonnance du Président du tribunal d'arrondissement, statuant sur requête de tout intéressé.

Le ou les liquidateurs auront les pouvoirs les plus étendus pour la réalisation de l'actif et le paiement du passif.

Disposition générale

Art. 17. La loi du 10 août 1915 et ses modifications ultérieures trouveront leur application partout où il n'y a pas été dérogé par les présents statuts.

Souscription et libération

Les cinq comparants représentés comme dit ci-avant ont déclarés souscrire les 300 parts sociales comme suit:

1- Laurent RASKIN, précité	299 parts en usufruit numérotée 1 à 299
2- Murielle LARROZE, précité	1 part en usufruit numérotée 300
3- Alexandre RASKIN, précité	100 parts en nue-propriété numérotées 1à 100
4- Camille RASKIN, précitée	100 parts en nue-propriété numérotées 101à 200
5- Maxime RASKIN, précité	100 parts en nue-propriété numérotées 201 à 300
Total des parts	300

Toutes les 300 parts sociales ont été libérées intégralement par des versements en espèces de sorte que la somme de TRENTE MILLE EUROS (EUR 30.000) se trouve dès à présent à la disposition de la société, ainsi qu'il en a été justifié au notaire instrumentant, qui le constate expressément.

Mesure transitoire

Par dérogation, le premier exercice commence le jour de la constitution pour finir le 31 décembre 2014.

Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges sous quelque forme que ce soit, qui incombent à la société et qui sont mis à sa charge en raison de sa constitution, est évalué sans nul préjudice à la somme de mille cent Euros (EUR 1.100,-).

Assemblée Générale extraordinaire

Et à l'instant les comparants, préqualifiés, représentant l'intégralité du capital social, se sont constitués en assemblée générale et ont pris les résolutions suivantes:

1.- Le siège social de la société est établi au 89 e, Parc d'Activités, L-8308 Capellen, Grand-duché de Luxembourg.

2.- Le nombre des gérants est fixé à un.

3.- L'assemblée générale désigne en tant que gérant, pour une durée indéterminée,

La société DIREX Sàrl, avec siège social au 89E, Rue Pafebruch, L-8308 Capellen, inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B-166881.

La société sera valablement engagée par la signature individuelle du gérant unique.

Déclaration

Le notaire instrumentant a rendu les comparants représentés comme dit ci-avant attentifs au fait qu'avant toute activité commerciale de la société présentement fondée, celle-ci doit être en possession d'une autorisation de commerce en bonne et due forme en relation avec l'objet social, ce qui est expressément reconnu par les comparants représentés comme dit ci-avant.

Dont acte, fait et passé à Esch-sur-Alzette, date qu'en tête.

Et après lecture faite et interprétation donnée au mandataire des comparants connue du notaire instrumentant par nom, prénom usuel, état et demeure, elle a signé avec Nous notaire le présent acte.

Signé: M. Goldenberg, Anja Holtz.

Enregistré à Esch-sur-Alzette, le 21 août 2014 - EAC/2014/11311 - Reçu soixante-quinze euros = 75 €.-

Le Receveur (signé): A. Santioni.

POUR EXPEDITION CONFORME, délivrée aux parties pour servir à des fins administratives.

Esch-sur-Alzette, le 22 août 2014.

Référence de publication: 2014142446/163.

(140161716) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 septembre 2014.

De Bongert II s.à r.l., Société à responsabilité limitée.

Siège social: L-3257 Bettembourg, 64, rue Marie-Thérèse.

R.C.S. Luxembourg B 144.365.

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

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

Luxembourg, le 17 septembre 2014.

Référence de publication: 2014144727/10.

(140165244) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

Color Box S.A., Société Anonyme.

Siège social: L-8041 Bertrange, 211, rue des Romains.

R.C.S. Luxembourg B 107.294.

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Les comptes annuels au 31/12/2013 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.

Pour COLOR BOX S.A.
Société anonyme
FIDUCIAIRE DES P.M.E. SA

Référence de publication: 2014144708/12.

(140164701) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 septembre 2014.

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