

**AMENDMENT AND CODIFICATION OF THE ARTICLES OF**  
**ASSOCIATION OF A NON-PROFIT CIVIL COMPANY**

In Daphne, Attica, this 28<sup>th</sup> day of September 2020, Monday, between the following parties:

- 1) Gabriela Kalini, daughter of Roberto, a psychologist, resident of Glyfada, Attica at No. 6 Solonos Str., passport No AV 0337585/Comunedi Legnano, TIN 115728338,
- 2) Androula Apostolidou, daughter of Apostolos, an accountant, resident of Vari, Attica at No. 13 M. Varis and Kyprou Str., holder of Cypriot passport number C246979/11.01.2000 and TIN 062797405,
- 3) Ioanna Kiosse, daughter of Nikolaos, a dance teacher, resident of Halandri, Attica at No.1 Madineias Str., National ID No. T.066932/16.3.1999 Police Precinct of Halandri, TIN 036132608,
- 4) Stylianos Grafakos, son of Ioannis, a doctor, resident of Ilioupolis, Attica at No. 8 Agorakritou Str., National ID No. Ε.233003/28.6.1988 Police Precinct IE Piraeus, TIN 015140134,
- 5) Anastasia Mania, daughter of Panagiotis, a private employee, resident of Spata, Attica, P.O. Box 5312, location Xirytyri, National ID No. AI.572456/17.03.2011, Police Precinct of Spata, TIN 033635901,
- 6) Alexandra Serafimidou, daughter of Christos, a homemaker, resident of Voula, Attica at No. 5 Xenofontos Str., National ID No. AH 017869, TIN 064322223, already an *"outgoing partner"*,
- 7) Sofoklis Pilavios, son of Pantelis, a lawyer, resident of Athens at No. 29 Irodotou Str., National ID No. S. 237714/17.5.1999, Police Precinct of Psychiko, TIN 027765426 and
- 8) Vasileios Papadakis, a doctor, resident of Maroussi at No. 47 Agiou Orous Str., holder of National ID No. AB 235893, TIN 072165262, already the first *"incoming partner"*.

The following is agreed upon and mutually accepted:

**A.** Pursuant to the Articles of Association dated 21 May 2004 a non-profit civil company was established between: 1) Gabriela Kalini - Petzetaki, 2) Pamela Bourazani, 3) Ioanna Kiosse, 4) Stylianos Grafakos, 5) Anastasia Mania, 6) Alexandra Serafeimidou and 7) Sofoklis Pilavios, under the name 'KANE-MIA-EYCHI HELLAS', [Make a Wish Hellas] with the distinctive title 'KANE-MIA-EYCHI' [Make a Wish] having its registered office in the Municipality of Glyfada, Attica (23 Karaiskaki Str. & Vouliagmenis Ave.). The aforementioned company has as its charitable purpose the granting of requests ("wishes") of underage children, between the ages of three (3) and eighteen (18) years old, suffering from life-threatening illnesses. In all other respects, it is governed by the terms set out in the aforementioned Articles of Association, which were legally published in the company registers of the Athens Court of First Instance in September 2004 under number 14119.

**B.** Subsequently, pursuant to the deed of amendment of the original Articles of Association dated 2 March 2007, which was legally published in the company registers of the Athens Court of First Instance under serial number 6428/16.04.2007, Article 7 of the Articles of Association was amended as a result of the admission of a new partner, Ms. Androula Apostolidou, to the Company, and codified in a single text.

**C.** Subsequently, pursuant to the deed of amendment of the Articles of Association dated 15 October 2008, which was legally published in the company registers of the Athens Court of First Instance under serial number 16927/2008, Article 5 of the Articles of Association was amended and codified in a single text.

**D.** Pursuant to the deed of amendment of the Articles of Association dated March 23rd 2009, which was legally published in the company registers of the Athens Court of First Instance under serial number 7514/2009, the amendment of Article 5 and the amendment of Article 8 of the Articles of Association was agreed upon and codified in a single text.

**E.** Pursuant to the deed of amendment of the Articles of Association dated December 6th, 2010, which was legally published in the company registers of the Athens Court of First Instance under serial number 4590/2011, the amendment of Article 7 of the Articles of Association was agreed upon and codified in a single text.

**F.** Pursuant to the deed of amendment of the Articles of Association dated May 11th, 2011 which was published 9870/2011, the amendment of Article 7 of the Articles of Association was agreed upon and codified in a single text.

**G.** Subsequently, pursuant to the deed of amendment of the Articles of Association dated October 1st, 2012, which was legally published in the company registers of the Athens Court of First Instance under serial number 17136/2012, the amendment of Article 7 of the Articles of Association was agreed upon and codified in a single text.

**H.** Subsequently, pursuant to the Deed of Amendment of the Articles of Association dated 01 July 2014, which was legally published in the company registers of the Athens Court of First Instance under serial number 535/2014, it was agreed to amend Article 7 of the Articles of Association and to add a new Article 8 of the Articles of Association, renumbering of the previous Article 8 to Article 9 of the Articles of Association and amendment thereof, renumbering of the previous Article 11 to Article 12 of the Articles of Association and amendment thereof, abolition of the previous Article 12 of the Articles of Association, and codified in a single text.

**I.** Subsequently, pursuant to the deed of amendment of the Articles of Association dated 7 April 2015 which was legally published in the company registers of the Athens Court of First Instance under serial number 312/2015, amendment of Article 7 of the Articles of Association was agreed upon.

**J.** Finally, pursuant to the deed of amendment of the Articles of Association dated 02 October 2017, which was legally published in the company registers of the Athens Court of First Instance under serial number 321/2017, amendment of Articles 3 and 7 of the Articles of Association was agreed upon and this was codified in a single text.

Already today, the partners are hereby jointly and unanimously deciding:

a. In compliance with the relevant requirements of Article 10 of the Articles of Association, Alexandra Serafeimidou, one of the above original partners, notified in writing her intention to depart from the company, a statement which was accepted by the other contracting partners. As a result, the various other agreements and declarations in the amending document and the codified Articles of Association are henceforth binding on the other contracting partners.

b. Conversely, and subject to the relevant requirements of Article 9 of the Articles of Association, the Assembly of Partners unanimously decided to propose the admission to the company of Mr. Vasileios Papadakis, a doctor, resident of Maroussi, Attica at No. 47 Agiou Orous Str., TIN 072165262 and National ID No. AB 235893, which he has accepted by signing this amendment and the codification thereunder and by acceding to all the declarations and agreements contained therein.

c. Further, the partners agree that the current composition of the company's Management Committee is as follows:

**Yvette Louisa Kosmetatou**, daughter of Kosmas, National ID No. AO 068413 and TIN 028174384, Kifissia Tax Office, *President*.

**Eleni Konstantinidi**, daughter of Petros, National ID No. AN 018981 and TIN 076994497, Kifissia Tax Office, *Vice President*.

**Ana Cristina Piedrahita Moustaka**, daughter of Sergio holder of USA Passport No. 530472997 and TIN 133232193, Psychiko Tax Office, *Treasurer*.

**Marina Kapetanaki**, daughter of Grigorios, holder of National ID No. AB 659049 and TIN 04261374.

**Gabriella Calini**, daughter of Roberto, holder of passport No AV 0337585, of the Italian Republic, bearing TIN 115728338, Glyfada Tax Office.

**Dimitra-Agapi Bithara**, daughter of Vasileios, holder of National ID No. F102506 and TIN 125134741.

**James Steve Nass**, holder of USA passport No. 506088866 and TIN 32135773.

**Sotirios Foteas**, son of Panagiotis, holder of National ID No. X661375 and TIN 063569547 of the D' Athens Tax Office.

**Androula Apostolidou Themeli**, daughter of Apostolos, holder of National ID No. 629645 of the Republic of Cyprus and TIN 062797405, Glyfada Tax Office, *Secretary*.

**Alexandros-Spyridon Patounis**, son of Achilleas, holder of National ID No. AN085478 and TIN 045226149, Tax Office of Palaio Faliro.

**Maria Ampatzidou**, daughter of Dimitrios, holder of National ID No. AH 153532 and TIN 128278072, Tax Office of Psychiko.

**Vasileios Papadakis**, holder of National ID No. AN 000956 and TIN 059511920, Tax Office of Maroussi.

**Margarita Rouva**, daughter of Nikolaos, holder of National ID No. S444843 and TIN 031020161, Glyfada Tax Office

**Antonios Kerastaris**, holder of National ID No. AI682788 and TIN 044095485, Tax Office of Psychiko.

**Anastasia Mania**, daughter of Panagiotis, holder of National ID No. AI572456 and TIN 033635901.

The partners declare that this composition is valid at the time of signing of this agreement and that the current composition of the Management Committee, which reflects the appointment made by the Assembly, the President of the Managing Committee or the General Manager of the Organization confirms the will of the Assembly by means of a document bearing his or her seal and bearing full probative force in relation to any third party, including, but not limited to, public authorities, banking institutions, affiliated organizations abroad, etc.

**d.** Given the above change in the composition of the partners and other agreements of the partners, Articles 1, 7, 9 and 12 are amended and the first article "5<sup>A</sup>" is added as follows:

*"1. Composition*

*The parties to this agreement:*

- 1) *Gabriela Kalini-Petzetaki, daughter of Roberto, a psychologist, resident of Glyfada, Attica at No. 6 Solonos Str., holder of passport No AV 0337585/Comunedi Legnano, TIN 115728338,*
- 2) *Androula Apostolidou, daughter of Apostolos, an accountant, resident of Vari, Attica at No. 13 M. Varis and Kyprou Str., holder of Cypriot passport number C246979/11.01.2000 and TIN 062797405,*
- 3) *Ioanna Kiosse, daughter of Nikolaos, a dance teacher, resident of Halandri, Attica at No.1 Madineias Str., holder of National ID No. T.066932/16.3.1999 Police Precinct of Halandri, TIN 036132608,*
- 4) *Stylios Grafakos, son of Ioannis, a doctor, resident of Ilioupolis, Attica at No. 8 Agorakritou Str., holder of National ID No.Ε.233003/28.6.1988, Police Precinct IE Piraeus, TIN 015140134,*
- 5) *Anastasia Mania, daughter of Panagiotis, a private employee, resident of Spata, Attica, P.O. Box 5312, location Xirityri, National ID No. AI.572456/17.03.2011, Police Precinct of Spata, TIN 033635901,*
- 6) *Vasileios Papadakis, a doctor, resident of Maroussi at No. 47 Agiou Orous Str., holder of National ID No. AB 235893, bearing TIN 072165262, and*
- 7) *Sofoklis Pilavios, son of Pantelis, a lawyer, resident of Athens at No. 29 Irodotou Str., National ID No. S. 237714/17.5.1999, Police Precinct of Psychiko, TIN 027765426,*

*have decided as of today to establish a civil company of a non-profit nature and purpose, in accordance with the provisions of Article 741 of the Civil Code, the operation and activity of which is governed by the following specially drafted terms and individual agreements, which are considered essential by all parties.*

#### *5<sup>A</sup>. Relations with the International Organization*

*The company has an affiliation with the non-profit legal entity under the name Make-a-Wish Foundation International, incorporated under the laws of the State of Arizona, USA (the "International Organization"). In this capacity, it is an affiliate of the international network of organizations of the same name per national territory established by the relevant legal instruments of accession and cooperation (bylaws).*

*In this context, the parties herein agree that:*

- i. *the statutory purpose of the company and each provision of these Articles of Association shall be interpreted in a manner consistent with the bylaws, without,*

however, in any way affecting the autonomy of the legal personality of the company and the framework of its rights and obligations under Greek law.

ii. the company secures in the Greek legal order the distinctive features and intellectual property rights which include the word mark of its name in agreement with the International Organization.

iii. the company participates as a full and equal member in the activities and meetings of the international network of affiliates and harmonizes its activities and operation with the policies and standards defined therein.

iv. in the event of dissolution or succession of the International Organization, the company shall seek by all legal means to continue its participation in the international family of affiliates and generally organizations with similar aims and means of achievement. However, the termination of the company's affiliation with the International Organization for any reason whatsoever shall not constitute grounds for its automatic dissolution.

#### *7. Management- Representation*

*A Management Committee has been elected with the following composition:*

*Yvette Louisa Kosmetatou, daughter of Kosmas, holder of National ID No. AO 068413 and TIN 028174384, Kifissia Tax Office, President.*

*Eleni Konstantinidi, daughter of Petros, holder of National ID No. AN 018981 and TIN 076994497, Kifissia Tax Office, Vice President.*

*Ana Cristina Piedrahita Moustaka, daughter of Sergio holder of USA Passport No. 530472997 and TIN 133232193, Psychiko Tax Office, Treasurer.*

*Marina Kapetanaki, daughter of Grigorios, holder of National ID No. AB 659049 and TIN 04261374.*

*Gabriella Calini, daughter of Roberto, holder of passport No AV 0337585, of the Italian Republic, bearing TIN 115728338, Glyfada Tax Office.*

*Dimitra-Agapi Bithara, daughter of Vasileios, holder of National ID No. F102506 and TIN 125134741.*

*James Steve Nass, holder of USA passport No. 506088866 and TIN 32135773.*

*Sotirios Foteas, son of Panagiotis, holder of National ID No. X661375 and TIN 063569547 of the D' Athens Tax Office.*

*Androula Apostolidou Themeli, daughter of Apostolos, holder of National ID No. 629645 of the Republic of Cyprus and TIN 062797405, Glyfada Tax Office, Secretary.*

*Alexandros-Spyridon Patounis, son of Achilleas, holder of National ID No. AN085478 and TIN 045226149, Tax Office of Palaio Faliro.*

*Maria Ampatzidou, daughter of Dimitrios, holder of National ID No. AH 153532 and TIN 128278072, Tax Office of Psychiko.*

*Vasileios Papadakis, holder of National ID No. 000956 and TIN 059511920, Tax Office of Maroussi.*

*Margarita Rouva, daughter of Nikolaos, holder of National ID No. S444843 and TIN 031020161, Glyfada Tax Office.*

*Antonios Kerastaris, holder of National ID No. AI682788 and TIN 044095485, Tax Office of Psychiko.*

*Anastasia Mania, daughter of Panagiotis, holder of National ID No. AI572456 and TIN 033635901.*

*A change in the composition of the Management Committee does not constitute a reason to amend these Articles of Association and any change in composition shall be confirmed by an act of the General Manager.*

*The responsibility and task of the Management Committee includes:*

*a) making planning and policy decisions. In particular, the Management Committee defines the vision and mission of the Organization, selects and recruits the General Manager, as well as supporting and evaluating him or her on a regular basis.*

*(b) the preparation, on the recommendation of the General Manager, of the annual plan for the Organization. Defines and monitors the Organization's programs and services, contributes with its members' administrative skills to policy-making, planning, financial policy, budgeting, publicity and organization.*

*c) locating funds. In particular, each member of the Management Committee shall personally undertake to secure financial support for the organization from at least*



*one source, not excluding his or her personal work and provision of expert advice, shall secure sufficient resources for the achievement of the company's purpose and monitor their effective use, shall improve the public image of the organization, shall use his or her creative skills in publicity and public relations, shall propose and recommend individuals and businesses for the purpose of locating funds and shall support every action on the part of the Organization for locating funds.*

*(d) financial control. In particular, it shall maintain the integrity of the Organization in accordance with the purpose of its establishment, control finances, and ensure measures for sound financial management and*

*(e) management of administrative services.*

*In order to exercise the above powers, the Management Committee shall possess (indicatively and not restrictively) the following means:*

*a) Subject to the provisions of these Articles of Association, it shall issue General Regulations applicable to an indefinite number of similar situations concerning the operation of the company (e.g. office operation - general work organization chart, operation of Committees, representation in international fora, etc.). The General Regulation shall be communicated without delay to the Assembly of Partners. If the Assembly of Partners raises a reasoned objection, the General Regulation shall be automatically revoked. The General Regulations issued shall be numbered in ascending order and kept by the General Manager in a special book.*

*b) Within the limits of the approved budget, it shall conclude contracts that are beneficial to the company (in its name and on its behalf), granting the relevant signature authority to the President, the General Manager, or another member of the company.*

*c) It shall establish and staff permanent or ad hoc Committees, other than those expressly mentioned in these Articles of Association.*

*(d) It shall hire external consultants and experts and commission the preparation of relevant reports or opinions or the development of specific expertise for the benefit of the company.*

*e) Subject to the provisions on the protection of personal data, it shall maintain on behalf of the company a nationwide register of volunteers and employees and grant them powers of further representation of the company.*

*(f) it shall use any other lawful means appropriate for a management body to achieve the objectives of the company.*

*After the election of the Management Committee, the latter is constituted and elects from among its members the President, the Vice President(s), the Secretary and the Treasurer, after informing the partners. At the same meeting, the members and the President of the following committees shall be appointed a. Advertising and Sponsorship Committee, b. Board of Directors Development Committee, c. Wishes Committee, also after informing the partners accordingly. Third parties may also participate as members in the above committees.*

*Within 8 days of the partners being informed of the election of the above persons, the partners may express their objections. If justified objections and reservations are expressed by a simple majority of the partners, the Management Committee shall elect another person.*

*Any member holding these positions may be removed by a reasoned decision of a majority of the members of the Management Committee.*

*The quorum of the Management Committee is constituted when at least half of its members are present and it decides by a simple majority of those present. In the event of a tie, the President shall have the casting vote.*

*The term of office of a member of the Management Committee shall be set at three years.*

*His or her term of office shall begin upon election and end at the end of the three-year calendar period.*

*A member of the Management Committee may serve the company for two consecutive terms, but may be re-elected one year after the end of the second term. In addition, the Management Committee is not entitled to receive remuneration for management, since it too is part of the joint efforts of the parties to achieve the purpose of the company, and the provisions of Articles 714 to 723 of the Civil Code (on mandate) apply to its activities and responsibilities.*

*The Management Committee may consist of no fewer than seven (7) and no more than fifteen (15) voting members.*

*The Management Committee may be dismissed by decision of the majority of all partners and for good cause, and such dismissal may not be excluded even in the event of amendment of this private agreement (Articles of Association - Statutes).*

*The admission of a new member to the Management Committee is effected following a fully reasoned decision of the Management Committee, upon the proposal of the existing members and after informing the partners accordingly.*

*A member of the Management Committee may be removed for cause by a decision of the majority of the partners and after a written and reasoned proposal of the other members of the Management Committee.*

*Powers of the President:*

*The President of the Management Committee shall:*

*a) Represent the company in court and out of court against any natural or legal person and against any administrative, judicial, church, community, public or any other authority.*

*b) Coordinate the activities, ensure the implementation of the decisions of the Management Committee, direct the activities of the company and manage its affairs.*

*c) Appoint and remove attorneys-at-law and any other agent to whom he or she may entrust the representation of the company for a specific action or legal transaction.*

*d) Inform the members of the Management Committee on the progress of the company's affairs.*

*e) Give directives and instructions to the General Manager in accordance with the decisions of the Management Committee.*

*g) In the absence or incapacity of the President, the Vice President or one of them shall replace the President.*

*The President may authorize the Vice-President or one of the Vice-Presidents or the General Manager to sign on his or her behalf and to represent the Organization.*

*Responsibilities of the Secretary:*

*The Secretary of the Management Committee shall keep the books of minutes and decisions of the Management Committee, shall monitor the log of incoming and outgoing documents. For this task he or she shall be assisted and supported by a secretariat.*

*If the Secretary is absent or indisposed, the General Manager shall replace him or her.*

*Responsibilities of the Treasurer:*

*The treasurer of the Management Committee is a mandatory member of the 2-member Audit and Finance Committee, which deals with the financial issues of the Company, together with partner Androula Apostolidou. He or she also supervises all financial transactions and activities of the company, takes note of the balance sheets and all accounting documents, books and data of the company, always being assisted by an accountant. Especially with regard to the Company's financial transactions and transactions with banking institutions, either the treasurer or the partner may sign for transactions up to 5,000 euros. For transactions of €5,001 or more, the signature of both members of the Audit and Finance Committee is required.*

#### *9. Admission of New Partners.*

##### *Members of the Management Committee*

*Admission of new partners into the company is allowed only by decision of the majority of the partners. Either a member of the Management Committee or any third party may be elected as a new partner.*

*Any third non-partner may be elected as a member of the Management Committee by decision of the majority of the existing Management Committee.*

*The term of office of a member of the Management Committee shall be three years. His or her term of office shall begin upon election and end at the end of the three-year calendar period.*

*Each member may only serve two consecutive terms but shall be eligible for re-election one year after the expiry of his or her second consecutive term of office.*

*Admission of new partners requires a written amendment of the Articles of Association and compliance with the publication formalities.*

#### *12. Assembly of Partners and Management Committee Members*

*The Annual General Assembly of the partners shall be held on the last Friday of January each year, for the purpose of electing new partners and any other existing matters within its competence. However, whenever necessary, extraordinary Assemblies of Partners may be convened to address any issues that may arise.*

*Regular meetings of the Management Committee shall be held at least six (6) times per year following a decision of the Management Committee and whenever deemed necessary.*

*The Management Committee is obliged at the first meeting of each year, in which the partners of the company shall participate by right, to present an account of the past year and to account to the partners for its activities.*

*A simple majority of the number of partners and members of the Management Committee shall constitute a quorum for the transaction of business at any Assembly of Partners or meeting of the members of the Management Committee.*

*The Assembly of the Partners and the Management Committee may hold their regular and extraordinary meetings by videoconference and the use of electronic video and audio applications, upon specific invitation (by email) providing personalized means of access to a common digital location on a specific day and time. A member shall be presumed to be present at the meeting based on the fact that they are connected online. For the convening, the agenda and the necessary quorum and majority for taking decisions, the provisions of these Articles of Association shall apply mutatis mutandis to meetings of the respective body with the physical presence of its members."*

**K.** Otherwise, all the terms of the Articles of Association of 21/05/2004, as amended by the private agreements of 02/03/2007, of 15/10/2008, of 23/03/2009, of 06/12/2010, of 11/05/2011, of 01/10/2012, of 01/7/2014, of 07/04/2015 and of 02/10/2017, and as amended and codified herein today, shall apply as follows:

**CODIFICATION OF THE ARTICLES OF ASSOCIATION OF THE NON-PROFIT CIVIL COMPANY UNDER THE NAME 'KANE-MIA-EYCHI HELLAS', [Make a Wish Hellas] AND THE DISTINCTIVE TITLE 'KANE-MIA-EYCHI' [Make a Wish]**

**1. Composition**

The parties to this agreement:

1) Gabriela Kalini-Petzetaki, daughter of Roberto, a psychologist, resident of Glyfada, Attica at No. 6 Solonos Str., holder of passport No AV 0337585/Comunedì Legnano, TIN 115728338,

- 2) Androula Apostolidou, daughter of Apostolos, an accountant, resident of Vari, Attica at No. 13 M. Varis and Kyprou Str., holder of Cypriot passport number C246979/11.01.2000 and TIN 062797405,
- 3) Ioanna Kiosse, daughter of Nikolaos, a dance teacher, resident of Halandri, Attica at No.1 Madineias Str., holder of National ID No. T.066932/16.3.1999 Police Precinct of Halandri, TIN 036132608,
- 4) Stylianos Grafakos, son of Ioannis, a doctor, resident of Ilioupolis, Attica at No. 8 Agorakritou Str., holder of National ID No.Ε.233003/28.6.1988, Police Precinct IE Piraeus, TIN 015140134,
- 5) Anastasia Mania, daughter of Panagiotis, a private employee, resident of Spata, Attica, P.O. Box 5312, location Xirityri, National ID No. AI.572456/17.03.2011, Police Precinct of Spata, TIN 033635901,
- 6) Vasileios Papadakis, a doctor, resident of Maroussi at No. 47 Agiou Orous Str., holder of National ID No. AB 235893, bearing TIN 072165262, and
- 7) Sofoklis Pilavios, son of Pantelis, a lawyer, resident of Athens at No. 29 Irodotou Str., National ID No. S. 237714/17.5.1999, Police Precinct of Psychiko, TIN 027765426,

*have decided* as of today to establish a civil company of a non-profit nature and purpose, in accordance with the provisions of Article 741 of the Civil Code, the operation and activity of which shall be governed by the following specially drafted terms and individual agreements, which are considered essential by all parties.

## **2. Name**

The name of the company is designated as and consists of the phrases "KANE-MIA-EYCHI HELLAS" and the distinctive title "KANE-MIA-EYCHI". In its dealings with foreign countries, the company shall use the name "MAKE-A-WISH-(OF) GREECE"

## **3. Seat**

The seat of the company is established in the municipality of Daphne - Ymittos, Attica and specifically at No. 47 Ethnikis Antistaseos Str., in the Municipal Unit of Daphne corporate office.

The company may change its address within the boundaries of its seat, without amending its Articles of Association

#### **4. Duration**

The duration of the company is agreed upon and set for a period of thirty (30) years, starting from the moment of the signing of the present private agreement (Articles of Association) establishing the company, and this period may be extended with the consent of all parties and this period may also likewise be shortened pursuant to a corresponding decision of all parties, especially in the event that the corporate non-profit purpose of the parties and the company cannot be achieved.

#### **5. Purpose**

The Company has a charitable non-profit character and shall be organized and operated exclusively for the charitable purpose of fulfilling the requests ("wishes") of underage children, between the ages of three (3) and eighteen (18) years old, suffering from life-threatening diseases.

In order to achieve these purposes, the Company shall carry out and perform any actions necessary or appropriate for the realization of the above purposes of the Company and in conjunction with these, it may exercise any of the powers granted to non-profit companies by Greek law.

In particular, in order to achieve its objectives, the Company may sell products, printed material and publications to the public, the proceeds of which shall be used for the achievement of its objectives.

Furthermore, in order to achieve its objectives, the Company may establish offices and branches anywhere in Greece in order to further develop its activities.

The Company is established so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and is not established for pecuniary gain or financial benefit. No part of the net income of the Company shall benefit or be distributed to its partners, directors, executives or any other third party.

However, the Company shall be authorized and entitled to pay reasonable compensation for services rendered and to make payments and disbursements in furtherance of the purposes set forth herein. Notwithstanding that the Company shall be entitled to and shall make reasonable charges for any services which it provides or any products which it sells or for material or publications which it provides, all funds

received by the Company for its services, materials or publications or otherwise, over and above its cost of operation, shall be used for the achievement of its purposes

#### **5<sup>A</sup>. Relations with the International Organization**

The company has an affiliation with the non-profit legal entity under the name Make-a-Wish Foundation International, incorporated under the laws of the State of Arizona, USA (the "International Organization"). In this capacity, it is an affiliate of the international network of organizations of the same name per national territory established by the relevant legal instruments of accession and cooperation (bylaws).

In this context, the parties herein agree that:

- i. the statutory purpose of the company and each provision of these Articles of Association shall be interpreted in a manner consistent with the bylaws, without, however, in any way affecting the autonomy of the legal personality of the company and the framework of its rights and obligations under Greek law.
- ii. the company secures in the Greek legal order the distinctive features and intellectual property rights which include the word mark of its name in agreement with the International Organization.
- iii. the company participates as a full and equal member in the activities and meetings of the international network of affiliates and harmonizes its activities and operation with the policies and standards defined therein.
- iv. in the event of dissolution or succession of the International Organization, the company shall seek by all legal means to continue its participation in the international family of affiliates and generally organizations with similar aims and means of achievement. However, the termination of the company's affiliation with the International Organization for any reason whatsoever shall not constitute grounds for its automatic dissolution.

#### **6. Capital - Funds - Contribution - Liability of Partners**

The company's capital amounts to seven thousand (7,000) euros, which is deemed necessary to meet its needs.

The above amount shall be paid by all partners proportionally.

In addition to the above mentioned capital, the company shall have income from the donations or voluntary contributions of the members of the company or third parties, from grants and aids from bodies under public or private law, legal persons under



public or private law, natural persons in Greece or abroad, local authorities, EOK, from the proceeds of events, studies, research, publications, etc., as well as from any other assets that the company shall acquire from the exercise of absolutely relevant activities necessary for the operation of the company.

However, all of the company's income from any source shall be used to serve its purposes and shall not be distributed to the partners or the members of its Board of Directors as profit.

The parties - partners further agree through this document that they shall mainly contribute with their personal work to the promotion and advancement of the common, non-profit purpose of the company, and all parties are henceforth expressly prohibited from participating, through a corresponding free commitment, in other associations of persons, companies, or organizations in general that are competitors as regards the purpose of the company, and they all agree to avoid any act of competition towards the company and, in particular, towards its purpose.

The obligations arising towards third parties from the management and representation of the company and any other obligations of the company shall be equally borne by each partner, who is also responsible to cover any losses created during the effort to achieve the corporate purpose and over the course of the company's operation and activity.

## **7. Management- Representation**

A Management Committee has been elected with the following composition:

**Yvette Louisa Kosmetatou**, daughter of Kosmas, National ID No. AO 068413 and TIN 028174384, Kifissia Tax Office, *President*.

**Eleni Konstantinidi**, daughter of Petros, National ID No. AN 018981 and TIN 076994497, Kifissia Tax Office, *Vice President*.

**Ana Cristina Piedrahita Moustaka**, daughter of Sergio holder of USA Passport No. 530472997 and TIN 133232193, Psychiko Tax Office, *Treasurer*.

**Marina Kapetanaki**, daughter of Grigorios, holder of National ID No. AB 659049 and TIN 04261374.

**Gabriella Calini**, daughter of Roberto, holder of passport No AV 0337585, of the Italian Republic, bearing TIN 115728338, Glyfada Tax Office.

**Dimitra-Agapi Bithara**, daughter of Vasileios, holder of National ID No. F102506 and TIN 125134741.

**James Steve Nass**, holder of USA passport No. 506088866 and TIN 32135773.

**Sotirios Foteas**, son of Panagiotis, holder of National ID No. X661375 and TIN 063569547 of the D' Athens Tax Office.

**Androula Apostolidou Themeli**, daughter of Apostolos, holder of National ID No. 629645 of the Republic of Cyprus and TIN 062797405, Glyfada Tax Office, *Secretary*.

**Alexandros-Spyridon Patounis**, son of Achilleas, holder of National ID No. AN085478 and TIN 045226149, Tax Office of Palaio Faliro.

**Maria Ampatzidou**, daughter of Dimitrios, holder of National ID No. AH 153532 and TIN 128278072, Tax Office of Psychiko.

**Vasileios Papadakis**, holder of National ID No. AN 000956 and TIN 059511920, Tax Office of Maroussi.

**Margarita Rouva**, daughter of Nikolaos, holder of National ID No. S444843 and TIN 031020161, Glyfada Tax Office.

**Antonios Kerastaris**, holder of National ID No. AI682788 and TIN 044095485, Tax Office of Psychiko.

**Anastasia Mania**, daughter of Panagiotis, holder of National ID No. AI572456 and TIN 033635901.

A change in the composition of the Management Committee does not constitute a reason to amend these Articles of Association and any change in composition shall be confirmed by an act of the General Manager.

The responsibility and task of the Management Committee includes:

a) making planning and policy decisions. In particular, the Management Committee defines the vision and mission of the Organization, selects and recruits the General Manager, as well as supporting and evaluating him or her on a regular basis.

(b) the preparation, on the recommendation of the General Manager, of the annual plan for the Organization. Defines and monitors the Organization's programs and

services, contributes with its members' administrative skills to policy-making, planning, financial policy, budgeting, publicity and organization.

c) locating funds. In particular, each member of the Management Committee shall personally undertake to secure financial support for the organization from at least one source, not excluding his or her personal work and provision of expert advice, shall secure sufficient resources for the achievement of the company's purpose and monitor their effective use, shall improve the public image of the organization, shall use his or her creative skills in publicity and public relations, shall propose and recommend individuals and businesses for the purpose of locating funds and shall support every action on the part of the Organization for locating funds.

(d) financial control. In particular, it shall maintain the integrity of the Organization in accordance with the purpose of its establishment, control finances, and ensure measures for sound financial management and

(e) management of administrative services.

In order to exercise the above powers, the Management Committee shall possess (indicatively and not restrictively) the following means:

a) Subject to the provisions of these Articles of Association, it shall issue General Regulations applicable to an indefinite number of similar situations concerning the operation of the company (e.g. office operation - general work organization chart, operation of Committees, representation in international fora, etc.). The General Regulation shall be communicated without delay to the Assembly of Partners. If the Assembly of Partners raises a reasoned objection, the General Regulation shall be automatically revoked. The General Regulations issued shall be numbered in ascending order and kept by the General Manager in a special book.

b) Within the limits of the approved budget, it shall conclude contracts that are beneficial to the company (in its name and on its behalf), granting the relevant signature authority to the President, the General Manager, or another member of the company.

c) It shall establish and staff permanent or ad hoc Committees, other than those expressly mentioned in these Articles of Association.

(d) It shall hire external consultants and experts and commission the preparation of relevant reports or opinions or the development of specific expertise for the benefit of the company.

e) Subject to the provisions on the protection of personal data, it shall maintain on behalf of the company a nationwide register of volunteers and employees and grant them powers of further representation of the company.

(f) it shall use any other lawful means appropriate for a management body to achieve the objectives of the company.

After the election of the Management Committee, the latter is constituted and elects from among its members the President, the Vice President(s), the Secretary and the Treasurer, after informing the partners. At the same meeting, the members and the President of the following committees shall be appointed a. Advertising and Sponsorship Committee, b. Board of Directors Development Committee, c. Wishes Committee, also after informing the partners accordingly. Third parties may also participate as members in the above committees.

Within 8 days of the partners being informed of the election of the above persons, the partners may express their objections. If justified objections and reservations are expressed by a simple majority of the partners, the Management Committee shall elect another person.

Any member holding these positions may be removed by a reasoned decision of a majority of the members of the Management Committee.

The quorum of the Management Committee is constituted when at least half of its members are present and it decides by a simple majority of those present. In the event of a tie, the President shall have the casting vote.

The term of office of a member of the Management Committee shall be set at three years.

His or her term of office shall begin upon election and end at the end of the three-year calendar period.

A member of the Management Committee may serve the company for two consecutive terms, but may be re-elected one year after the end of the second term. In addition, the Management Committee is not entitled to receive remuneration for management, since it too is part of the joint efforts of the parties to achieve the purpose of the company, and the provisions of Articles 714 to 723 of the Civil Code (on mandate) apply to its activities and responsibilities.

The Management Committee may consist of no fewer than seven (7) and no more than fifteen (15) voting members.

The Management Committee may be dismissed by decision of the majority of all partners and for good cause, and such dismissal may not be excluded even in the event of amendment of this private agreement (Articles of Association - Statutes).

The admission of a new member to the Management Committee is effected following a fully reasoned decision of the Management Committee, upon the proposal of the existing members and after informing the partners accordingly.

A member of the Management Committee may be removed for cause by a decision of the majority of the partners and after a written and reasoned proposal of the other members of the Management Committee.

### **Powers of the President:**

The President of the Management Committee shall:

a) Represent the company in court and out of court against any natural or legal person and against any administrative, judicial, church, community, public or any other authority.

b) Coordinate the activities, ensure the implementation of the decisions of the Management Committee, direct the activities of the company, and manage its affairs.

c) Appoint and remove attorneys-at-law and any other agent to whom he or she may entrust the representation of the company for a specific action or legal transaction.

d) Inform the members of the Management Committee on the progress of the company's affairs.

e) Give directives and instructions to the General Manager in accordance with the decisions of the Management Committee.

g) In the absence or incapacity of the President, the Vice President or one of them shall replace the President.

The President may authorize the Vice-President or one of the Vice-Presidents or the General Manager to sign on his or her behalf and to represent the Organization.

### **Responsibilities of the Secretary:**

The Secretary of the Management Committee shall keep the books of minutes and decisions of the Management Committee, shall monitor the log of incoming and outgoing documents. For this task he or she shall be assisted and supported by a secretariat.

If the Secretary is absent or indisposed, the General Manager shall replace him or her.

**Responsibilities of the Treasurer:**

The treasurer of the Management Committee is a mandatory member of the 2-member Audit and Finance Committee, which deals with the financial issues of the Company, together with partner Androula Apostolidou. He or she also supervises all financial transactions and activities of the company, takes note of the balance sheets and all accounting documents, books and data of the company, always assisted being by an accountant. Especially with regard to the Company's financial transactions and transactions with banking institutions, either the treasurer or the partner may sign for transactions up to 5,000 euros. For transactions of €5,001 or more, the signature of both members of the Audit and Finance Committee is required.

**8. General Manager**

Following a fully reasoned decision of the Management Committee and following a proposal by its members, a contract is concluded with the General Manager of the company, with the following duties:

- To implement the decisions of the Management Committee.
- To manage and oversee the daily operation of Make - A-Wish Greece so as to ensure the sustainability of the company.
- To conduct research on fundraising aimed at supporting the company's programs
- To preserve and enhance the positive image of the company in any collaboration or contact and to promote communication through all forms of media and social media
- To represent the company in various social events
- He or she is responsible for communication and contact with MAKE-A-WISH INTERNATIONAL and represents the company at the international conferences of MAKE-A-WISH INTERNATIONAL

- Oversees all programs, services, activities and facilities of the company to ensure that the company's objectives are met.
- Submits a reasoned proposal to the Management Committee for the recruitment of employees to the company. Supervises and evaluates the company's staff and ensures compliance with all applicable labor laws and regulations.

Prepares the company's annual budget in collaboration with the appropriate staff and the members of the Audit and Finance Committee. Monitors revenue, expenditure, and cash flows.

- Submits reports to the Board of Directors for approval on anything requested.
- Remains informed about the company's international collaborations and recommends common policies to the Management Committee.
- Makes recommendations to the Management Committee on company actions and initiatives, specifically outlining their purpose and funding, based on the annual budget.
- Works with the company staff, bearing responsibility for the company's operation. Cooperates with the managers of the company's regional offices and communicates the decisions of the Management Committee to them.
- Presents the company's annual plan and annual financial report to the Management Committee.
- Participates in the meetings of the Management Committee and on the Committees of the company, without the right to vote.

The General Manager is subject to the decisions of the Management Committee and works closely with all its members and its President, and is assisted and evaluated by the Management Committee at regular intervals. He or she also works closely with the members of the Committees of the Company, providing any information that may be requested.

The General Manager may be dismissed for cause by a fully reasoned decision of a majority of the members of the Management Committee.

To this end, the provisions of the labor legislation, as applicable from time to time, shall be applicable.

## **9. Admission of New Partners.**

### **Members of the Management Committee**

Admission of new partners into the company is allowed only by decision of the majority of the partners. Either a member of the Management Committee or any third party may be elected as a new partner.

Any third non-partner may be elected as a member of the Management Committee by decision of the majority of the existing Management Committee.

The term of office of a member of the Management Committee shall be three years. His or her term of office shall begin upon election and end at the end of the three-year calendar period.

Each member may only serve two consecutive terms but shall be eligible for re-election one year after the expiry of his or her second consecutive term of office.

Admission of new partners requires a written amendment of the Articles of Association and compliance with the publication formalities.

## **10. Departure of Partners**

Each partner has the right to depart by giving three (3) months' written notice to the company prior to his or her departure.

A partner may withdraw from the company by decision of the majority of the partners for good cause and this term may not be lifted even after amendment of this article.

Under no circumstances may an outgoing partner claim any sum from the company's property, derived from the company's activities, third party contributions, grants or any other reason, except for any outstanding wages, overtime, etc. for dependent employment.

## **11. Dissolution**

The company is dissolved at the end of its duration, i.e. at its dissolution.

In case of death or legal incapacity or bankruptcy or declaration of absentia of one of the partners, the company shall not be dissolved but shall continue among the other partners.



## **12. Assembly of Partners and Management Committee Members**

The Annual General Assembly of the partners shall be held on the last Friday of January each year, for the purpose of electing new partners and any other existing matters within its competence. However, whenever necessary, extraordinary Assemblies of Partners may be convened to address any issues that may arise.

Regular meetings of the Management Committee shall be held at least six (6) times per year following a decision of the Management Committee and whenever deemed necessary.

The Management Committee is obliged at the first meeting of each year, in which the partners of the company shall participate by right, to present an account of the past year and to account to the partners for its activities.

A simple majority of the number of partners and members of the Management Committee shall constitute a quorum for the transaction of business at any Assembly of Partners or meeting of the members of the Management Committee.

The Assembly of the Partners and the Management Committee may hold their regular and extraordinary meetings by videoconference and the use of electronic video and audio applications, upon specific invitation (by email) providing personalized means of access to a common digital location on a specific day and time. A member shall be presumed to be present at the meeting based on the fact that they are connected online. For the convening, the agenda and the necessary quorum and majority for taking decisions, the provisions of these Articles of Association shall apply *mutatis mutandis* to meetings of the respective body with the physical presence of its members.

## **13. Financial year**

The financial year begins on 1 January of each year and ends on 31 December of each year.

## **14. Liquidation**

Upon the termination or dissolution of the company or the expiry of the license under which the company has the right to use the name MAKE-A-WISH, the company's assets shall be liquidated by a liquidator appointed by a simple majority of the

partners, potentially a non-member of the company, who shall proceed as soon as possible with the liquidation of the company's assets, covering the company's obligations by selling, if necessary, the company's assets, subject to the provisions of articles 777 et seq. of the Civil Code. It is expressly agreed that any remaining assets shall be donated to the MAKE-A-WISH INTERNATIONAL Foundation (or any special successor) headquartered in the United States or to any other entity in Greece designated by the MAKE-A-WISH INTERNATIONAL Foundation at its sole discretion. The appointed liquidator shall be obliged to take all necessary measures to comply with the directives contained in this paragraph.

After the foregoing was agreed upon and accepted by the parties, the present document was drawn up in ten (10) originals, all parties received one, the ninth shall be deposited with the competent tax office, and the tenth in the relevant books of the Athens Court of First Instance.

### **THE PARTIES**

The Remaining Partners (in alphabetical order)

Apostolidou-Themeli Androula	
Grafakos Stylianos	
Calini Gabriella	
Kosse Ioanna	
Mania Anastasia	
Pilavios Sofoklis	

The departing partner

Serafeimidou Alexandra	
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The incoming partner

Papadakis Vasileios	
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