

**HELLENIC REPUBLIC
LESVOS CHAMBER
DEPARTMENT: REGISTRY / GEMI SERVICE**

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Mytilene, 26/03/2021

Prot. No. 2352056

ANNOUNCEMENT

For the registration in the General Commercial Registry (GE.M.I. in Greek) and publication in GEMI's website of the details of the company with corporate name "**BETTER DAYS GREECE – NON-PROFIT CIVIL COMPANY**", distinctive title "**BETTER DAYS GREECE**" and GEMI No. **137626342000**.

On **26/03/2021** the agreement dated 17/03/2021 amending the articles of association of the company with corporate name "**BETTER DAYS GREECE – NON-PROFIT CIVIL COMPANY**", distinctive title "**BETTER DAYS GREECE**" and GEMI No. **137626342000**, which has its registered seat in the municipality of MYTILENE/LESVOS (Address 13 PITTAKOU Str, PC 81100), was registered in the General Commercial Registry (GE.M.I.) with Registration Code Number (K.A.K.) **2510388**, according to which it was decided to amend articles 3 & 10 of its articles of association and to codify them.

The articles of association are attached and form an integral part of this announcement.

Head of the GEMI Service

(signed and sealed) P

PANAGIOTIS NTOUNIAS

The authenticity of this document can be confirmed by
<https://www.businessregistry.gr/publicity.aspx>

Cc: **BETTER DAYS GREECE – NON-PROFIT CIVIL COMPANY**
13 PITTAKOU Str, 81100, MYTILENE

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ΔΙΚΗΓΟΡΟΣ (Α.Μ. 332)
ΕΛ. ΒΕΝΖΕΛΟΥ 21 - ΜΥΤΙΑΙΝΗΣ
ΑΦΜ: 076487277 ΔΟΥ: ΜΥΤΙΑΙΝΗΣ
ΤΗΛ. FAX: 22510 26655 ΚΙΝ: 6974 707156

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**AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE
NON-PROFIT CIVIL COMPANY UNDER THE CORPORATE NAME
"BETTER DAYS FOR GREECE – NON-PROFIT CIVIL COMPANY",
CODIFICATION.**

In Mytilene, on this day of 17.03.2021, between the contracting parties:

a) Elena Moustaka of Nikitas, holder of passport no. KO 0511682/22.07.2020 issued by the Cypriot Authorities, a resident of Mytilene, with Tax Identification Number 129699687/Mytilene Tax Authority

b) Andrew-Joseph Foley of Richard, holder of passport no. PU 6548666/3.10.2019 issued by the Irish Authorities, a resident of Mytilene, with Tax Identification Number 167374646/Mytilene Tax Authority,

the following were agreed and accepted:

1. By an agreement, dated 21-01-2016, between the first contracting party, Elena Moustaka of Nikitas, and Anrika Velychko of Valerij, a non-profit civil company had been founded under the corporate name "BETTER DAYS FOR MORIA – NON-PROFIT CIVIL COMPANY" and the distinctive title "BETTER DAYS FOR MORIA OF LESVOS", transliterated in Latin characters as "BETTER DAYS FOR MORIA OF LESVOS", having its registered seat in the Mytilene municipal unit and a non-profit objective, as stated in the above agreement. The company was agreed to be of an indefinite term. Both said founding partners were appointed as managers, representatives and treasurers of the company, having to jointly execute any act of management or representation, with the right to notarially authorize a third party, acceptable by both or either of the two, to perform specific actions in case of impediment.

This Non-Profit Civil Company (N.P.C.C.) was registered in the General Commercial Registry (GEMI, in Greek) on 22-01-2016 (no. 621/2016), under Registration Code Number (K.A.K., in Greek) 541523 and was given G.E.MI. no. 137626342000 and Tax Identification Number 997256772/Mytilene Tax Authority.

2. Thereafter, by a private agreement for the amendment of articles of association, dated 30.05.2016, which was likewise registered in GEMI on 13-06-2016 (no. 3775/2016) under Registration Code Number (K.A.K.) 667735, the above articles of association were amended; more specifically, in respect of:

a) art. 1 regarding the company's corporate name, which was thereafter re-named to "BETTER DAYS FOR GREECE – NON-PROFIT CIVIL COMPANY" and with the distinctive title "BETTER DAYS GREECE", transliterated in Latin characters as "BETTER DAYS GREECE",

b) art. 7 regarding management, whereby it was decided that the company's managers and representatives shall represent the company either jointly or separately, maintaining the right to appoint as manager a third, mutually acceptable, party with regard to specific acts of management.

3. Thereafter, by a private agreement for the amendment of articles of association, dated 24.10.2017, which was likewise registered in GEMI on 1-11-2017 (no. 1076949/2017) under Registration Code Number (K.A.K.) 1237929, the above articles of association were amended; more specifically:

a) it was decided for the second contracting party Andrew-Joseph Foley of Richard, to be registered in the company and for Anrika Velychko of Valerij to withdraw from the company. Following this, the company is comprised of the two contracting parties herein and sole partners.

b) articles 4, 5, 6, 7, 8, 9 and 10 were renumbered to 3, 4, 5, 6, 7, 8 and 9, respectively, due to the non-existence, inadvertently, of an article 3 in the original articles of association.

c) former art. 7, already renumbered to art. 6, regarding management was amended and, now, aside from the general rule of the company's management and representation, either jointly or separately, it was provided that, in respect of an exhaustive list of acts of management stated thereat, the signature of both partners-managers shall be required.

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4. Further, by a private agreement for the amendment of articles of association, dated 18.03.2019, which was likewise registered in GEMI on 29.03.2019 (no. 1530515/2019) under Registration Code Number (K.A.K.) 1713028, article 2 of the articles of association was amended; more specifically, a second subparagraph regarding the possibility of establishing company branches anywhere within the Greek territory was added.

5. Subsequently, with the private agreement amending the articles of association dated 15.01.2020, which was similarly registered in GEMI on 17.01.2020 (no. 1923764/2020) with Registration Code Number (K.A.K.) 2056215, article 9 was added regarding the liquidation of the company and the already existing article 9 with title AMENDMENTS was renumbered to article 10.

6. Finally, with the private agreement amending the articles of association, dated 29.04.2020, which was also registered in GEMI on 18.05.2020 (no. 1976968/2020) with Registration Code Number (K.A.K.) 2133996, a) Article 3 of the original Articles of Association, which was inadvertently deleted in the subsequent codifications of the Articles of Association, was restored, and, at the same time case "G" regarding the possibility of providing free medical services was added to the purposes of the company, b) existing Articles 3, 4, 5, 6, 7, 8, 9 and 10 in 4, 5, 6, 7, 8, 9, 10 and 11 were renumbered and c) codified.

7. Finally, with the private agreement amending the articles of association, dated 17.08.2021, which was also registered in GEMI on 21.08.2020 (no. 2041797/2020) with Registration Code Number (K.A.K.) 2199590, the articles of association were amended by adding a second sub-paragraph in Article 6 to which the phrase is added that: "The company in order to achieve its purpose will be able to carry out intra-Community transactions (deliveries-acquisitions)".

Whereas, the contracting parties and sole partners have hereby decided the following:

1. A. The partial amendment of paragraph 1 of art. 3 regarding the purpose of the company, as follows:

"The company's objective is to provide humanitarian aid to refugees and any other refugee-like person, whether they are an economic migrant or are socially vulnerable and financially weak even if they are not related to refugees."

B. The partial amendment and rewording of cases B) and E) of par. 2 of art. 3 regarding the measures to achieve the purpose of the company, as follows:

"B) coordination of donors, individuals, groups of government or private funds, grants and donations that will be offered to the company to use them to fulfill its actions, to use them to support or fund other non-profit organizations or groups of similar companies or volunteers that are active in the field of humanitarian aid locally and globally.

E) Hiring staff to fill the positions of the company, to conclude contracts with consultants or service providers where specialized services are required or to assign part or all of the processes to third parties with or without monetary consideration".

C. the addition to the second paragraph of article 3 regarding the means of achieving the goals of the company of the following cases H, I and J and specifically:

"H) Provision of legal services to refugees and any other refugee-like person, providing reunification or asylum counseling, preparing a legal file and submitting it to public authorities, liaising beneficiaries with child protection bodies which provide food and protection to minors, authorization and financing of biological proof examinations, management and assignment of personal documents for translation for the purpose of legal representation.

I) Support of local communities in the management of the refugee crisis and in general in any humanitarian crisis as well as the provision of financial and non-financial support to local bodies and organizations that pursue public benefit and humanitarian purposes.

J) Participation in activities of social solidarity and organization of relevant missions throughout the Greek territory."

2. The partial amendment and rewording of par. 2 of article 10 regarding the obligations of the liquidators as follows:

"The liquidators are obliged to conduct an inventory of the company assets and to pay the company's debts to its creditors. Thereafter, provided all objectives are fulfilled and there is available money from donations, this shall be returned either to the donors, or to other non-profit civil companies."

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The initial agreement is valid for the remaining provisions.

3. They also decide to codify the company's articles of association, **which in their codified form, are now as follows:**

**"ARTICLES OF ASSOCIATION OF THE
NON-PROFIT CIVIL COMPANY UNDER THE CORPORATE NAME
'BETTER DAYS FOR GREECE –NON-PROFIT CIVIL COMPANY'".**

Between the partners: a) Elena Moustaka of Nikitas, holder of passport no. KO 0511682/22.07.2020 issued by the Cypriot Authorities, a resident of Mytilene, with Tax Identification Number 129699687/Mytilene Tax Authority and b) Andrew-Joseph Foley of Richard, holder of passport no. PU 6548666/3.10.2019 issued by the Irish Authorities, a resident of Mytilene with Tax Identification Number 167374646/ Mytilene Tax Authority, a Non-Profit Civil Company exists and operates, which has been registered in GEMI and has been given GEMI no. 137626342000 and Tax Identification Number 997256772/Mytilene Tax Authority, and which is governed by the following terms:

1. CORPORATE NAME:

The corporate name of the company is defined and comprised of the phrases "BETTER DAYS GREECE – NON-PROFIT CIVIL COMPANY" with the distinctive title "BETTER DAYS GREECE" transliterated in Latin characters as "BETTER DAYS GREECE".

2. REGISTERED SEAT:

The seat of the company shall be the Mytilene Municipality (former Lesvos Municipality) and, more specifically, the Mytilene Municipal Unit.

The company shall be able to establish branches-locations, offices and warehouses or agencies anywhere within the Greek territory.

3. PURPOSE - MEANS OF ACHIEVEMENT:

The company's objective is to provide humanitarian aid to refugees and any other refugee-like person, whether they are an economic migrant or are socially vulnerable and financially weak even if they are not related to refugees.

In particular, the purpose of the company is to offer humanitarian aid in the following areas:

A) Support, preparation, organization, emergency response and general refugee camp operation.

B) Coordination of donors, individuals, groups of government or private funds, grants and donations that will be offered to the company to use them to fulfill its actions, to use them to support or fund other non-profit organizations or groups of similar companies or volunteers that are active in the field of humanitarian aid locally and globally.

C) Negotiation of contracts for the lease or purchase of supplies, services, assets, land or other properties which may be considered useful for the operation of the settlement or the general purposes of the company.

D) Coverage of the basic expenses of the volunteers as a need to have experienced staff in the team as well as to have a significant number of volunteers on the island of Lesbos who offer support.

E) Hiring staff to fill the positions of the company, to conclude contracts with consultants or service providers where specialized services are required or to assign part or all of the processes to third parties with or without monetary consideration.

F) Construction of any kind of temporary or permanent installation for the needs of refugees

G) Being able to provide free medical services to refugees, and to any other person who resembles a refugee as mentioned above by providing accompanying, supportive services, social and psychological support, emergency examinations and generally the provision of emergency medical services and primary health care assisting the work of the

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competent public bodies, with the recruitment of medical and nursing staff that has the respective formal and substantive qualifications.

H) Provision of legal services to refugees and any other refugee-like person, providing reunification or asylum counseling, preparing a legal file and submitting it to public authorities, liaising beneficiaries with child protection bodies which provide food and protection to minors, authorization and financing of biological proof examinations, management and assignment of personal documents for translation for the purpose of legal representation.

I) Support of local communities in the management of the refugee crisis and in general in any humanitarian crisis as well as the provision of financial and non-financial support to local bodies and organizations that pursue public benefit and humanitarian purposes.

J) Participation in activities of social solidarity and organization of relevant missions throughout the Greek territory.

TERM: The term of the company is set for an indefinite period of time, which has commenced since the signature of the founding articles of association and exists for as long as the company can fulfil its objective and has the necessary funds and means for that purpose. The partners shall decide on the company's dissolution by majority.

5. RESOURCES:

The contracting parties-partners hereby further agree that they shall contribute to the promotion and attainment of the common, non-profit, objective of the company by their personal labour and that an effort shall be made to find resources through any kind of donations, grants and funding.

6. It is specifically defined herein that the purpose of the company is clearly non-profit, (and) within the meaning of the law and for this reason, the property of the company consists of the partners' contributions, partners' or third-party natural or legal persons' regular or extraordinary aids and grants and also the parties may, among others and in particular, receive on behalf of the company any kind, type and amount of money and other grants, benefits and aids from state and any other institutions of any kind, organizations, associations, unions and bodies, in order to achieve the promotion and success of its purpose. In order to achieve its

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purpose, the company will be able to carry out intra-Community transactions (deliveries-acquisitions).

7. MANAGERS:

Both partners are appointed as managers, representatives and treasurers of the company; they shall manage the company affairs and represent the company, either jointly or separately and each one shall be able to perform any act of management for the fulfilment of the company objective and to bind the company vis-a-vis any third-party natural or legal person), before Courts and any authority in general, except for the following exhaustive list of acts of management for which and only the signature of both partners-managers shall be required, more specifically, in respect of: a) Issuance and payment of cheques; b) Withdrawal of cash, money instruments, dividends, coupons. It is clarified that an electronic transfer of money from company accounts to those of third parties can be done by either partner. c) Issuance, acceptance, endorsement, discount of bills of exchange or promissory notes; d) Loan and credit agreements, e) Receiving loans and making use of credit, f) Granting security interests in movable assets and taking any pledged; g) Granting security interests in immovable property; h) Issuance of letters of guarantee in favor of the company and release from such; i) Conclusion of lease and employment contracts, as well as work contracts, and termination or conclusion of agreements for the termination of the above contracts.

It is expressly agreed that the first manager, Elena Moustaka, alone, even without the consent of the second manager, Andrew-Joseph Foley, shall be able to authorize, either by a private authorization statement, with her signature authenticated by a public authority, or by a notarial power-of-attorney, a third party of her own choice to conclude and sign some or all of the above acts, except for the aforementioned exhaustively listed acts of management, where the signature of one of the co-managers, Elena Moustaka or Andrew-Joseph Foley, shall be required in addition to that of the third party.

8. NEW MEMBERS:

An amendment of the articles of association shall be required in order for a new member to be admitted to the company, upon agreement

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of all contracting parties. Proven commitment to the company's objective shall be a necessary precondition for a new member's admission to the company.

9. PARTNER'S EXIT:

1. A partner's demise or placement under conservatorship shall not lead to the company's dissolution but to the partner's exit from the company.

2. Any partner may, by a written statement towards the company and the other partners, exit the company.

3. In case that, upon a partner's withdrawal, a single partner is left, the company is dissolved if no admission of a new partner is published within a period of two (2) months.

10. COMPANY LIQUIDATION:

1. Dissolution of the company is followed by its liquidation. The managers and representatives of the company at the time of its dissolution, are appointed as its liquidators; however, a single partner or a third party can be appointed by an agreement between the partners.

2. The liquidators are obliged to conduct an inventory of the company assets and to pay the company's debts to its creditors. Thereafter, provided all objectives are fulfilled and there is available money from donations, this shall be returned either to the donors, or to other non-profit civil companies.

11. AMENDMENTS:

The articles of association are amended only upon the partners' decision. Any amendment shall be in writing and shall be vested with the publicity formalities".

In witness of the above, the present document was drawn up and is signed as follows:

THE CONTRACTING PARTIES

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I, NIKOLAOS-DIMITRIOS SAVVAS, Lawyer of Mytilene Bar Association Greece being conversant and capable in both English and Greek language, according to Art. 36 para. 2b and c of the Lawyers' code of conduct Act 4184/2013, hereby confirm that I have translated the document attached hereto and certify that this English to the best of my knowledge and belief. It has full force before any judicial or other authority.

Mytilene, 03.12.2021

The translator and certifying Lawyer.

ΝΙΚΟΛΑΟΣ ΔΗΜΗΤΡΙΟΣ Π. ΣΑΒΒΑΣ
 ΔΙΚΗΓΟΡΟΣ (Α.Μ. 332)
 ΕΛ. ΒΕΝΙΖΕΛΟΥ 21 / ΜΥΤΙΛΗΝΗ
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 ΤΗΛ./FAX: 22510 - 26655 ΚΙΝ: 6974 707156

Validated the authenticity of the signature of the Lawyer and member of the Law Bar Association of Mytilene Nikolaos Dimitrios Savvas with registration number 332

Mytilene 03 DEC 2021
 The President



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