



ESTABLISHMENT OF FOUNDATION

Reference: 2004K14960.ELL

Today, * two thousand four, appeared before me,
Mr. Stoffer Kleefsman, notary at Deventer:

Mr. Herko Coomans, born at [private] on twenty four December nineteen hundred seventy six (whom identified himself with his valid drivers license, number [private]), unmarried and not ever married, living at Deventer (postalcode [private]), [private address].

Introduction

The appearer declares with this certificate to set up a foundation and for that to determine the following statutes:

NAME, SEAT AND DURATION

Article 1:

- a. The foundation carries the name: XOOPS Foundation.
- b. The foundation has its seat in the municipality Deventer.
- c. The foundation is contracted for an indefinite period of time.

END/MEANS

Article 2:

- a. The foundation has as its goal:

the promotion of the open source use and development of the XOOPS content management system within the limits of the General Public License, which has been established by the GNU's Not Unix Project or a compatible software license as defined by the Free Software Foundation.

- b. The foundation seeks to attain this goal by:

1. open discussion and cooperation with respect to mentioned system, designing and developing the code with respect to this system;
2. facilitating and maintaining a network of internet sites which are dedicated to the goal;
3. organising and facilitating community participation, including but not restricted to: core development, module development, theme design, quality control, community support, system documentation, marketing and promotion, community relations;
4. organising and facilitating the distribution and availability of core codes;
5. managing XOOPS' intellectual properties;
6. organising and facilitating events, processes and other actions to bring in funds;
7. all other legitimate resources.

FINANCIAL RESOURCES

Article 3:

The (financial) resources of the foundation are:

1. the foundation's own funds;
2. profits resulting from developed activities by the foundation;
3. subsidies and compensations;
4. donations, testamentary dispositions, bequests and lastbevoordelingen;

5. proceeds of the means; and
6. possible other acquisitions.

GOVERNING BOARD

Article 4:

- a. The governing board of the foundation is made up of an odd number of at least three members. The number of governing board members is determined by the governing board, taking into account the provisions in Article 10.
- b. The governing board chooses from its number a President, a secretary and a treasurer; the functions of secretary and treasurer are reconcilable in one person. Their substitutes are also chosen. A function as a substitute is unlimitedly reconcilable in one person with other functions.
- c. When there are one or more vacancies in the governing board the residual governing board members (or the only residual governing board member) will as soon as possible after the start of the vacancy(s) provide by unanimous appointment one or more successors.
- d. Should the governing board for any reason whatsoever no longer be complete, then the remaining governing board members or the only residual governing board member, nonetheless a legitimate governing board, subject to the provisions in Article 7 and subject to the duty to fill the vacancies as soon as possible.
- e. Modifications in the complementation of governing board seats must be communicated to the trade register. This register is held by the chamber commerce and factories within the area where the foundation has its seat.
- f. Contrary to the provisions in section b the functions of President, secretary and treasurer are determined in this certificate.

END OF GOVERNING BOARD MEMBERSHIP

Article 5:

- a. The governing board members resign according to a schedule set by the governing board. The schedule must be such that each seat comes available once in four years and such that each year an approximately equal number of governing board members resigns. Resigning governing board members are immediately reappointable. Interim appointed governing board members take the position of their predecessor on the resignation schedule.
- b. The membership of the governing board end at:
 1. periodical resignations as meant in the previous section;
 2. death;
 3. written expression of gratitude;
 4. dismissal by the court, as in Article 2:298 of the Civil Code;
 5. dismissal by the governing board. The decision concerned must be taken unanimously at a meeting in which all governing board members (possibly with exception of the concerning governing board member) are represented or present;
 6. the loss of the free management or the disposition concerning its own capital.
- c. The one who has ceased to be a member of the governing board, transfers all records, money and goods, which he has managed on behalf of the foundation, immediately to the governing board.

GOVERNING BOARD TASKS AND POWERS

Article 6:

- a. The governing board has been charged with governing the foundation. Each board member is kept by the foundation to fulfil the tasks laid upon them to the best of their abilities.
- b. the governing board is not qualified to contract agreements to acquire or transfer or encumber register goods.
- c. The governing board is also not qualified to contract agreements, where the foundation links itself as a guarantor or severally joint-debtor, act as a reference for a third party or to give surety for a debt of another one.
- d. The governing board can be assisted in its task by consultants.

e. The members of the governing board will enjoy no reward for their activities. They are entitled, however, to compensation of the expenses made by them in exercising their task.

REPRESENTATION

Article 7:

The foundation is represented in- and officially by:

- either the governing board,
- or the President.

The governing board can grant authorisation to one or more governing board members or to third parties to represent the foundation within the limits of that authorisation.

BOARD MEETINGS

Article 8:

a. Every year at least one meeting is held - the year meeting - at which is determined at least:

1. the balance sheet and the profit and loss account with the explanation on the previous fiscal year;
2. the budget for the coming fiscal year;
3. the report of the activities of the foundation in the previous fiscal year;
4. the policy of the foundation.

b. Further meetings will be held, when the President considers this desirable, or if at least two other governing board members address the request to the President, in writing and with a precise statement of the subjects to deal with.

If the President does not grant such a request, such that the meeting is held within three weeks after the request, the requesters themselves are qualified to convene the meeting, taking into account the required formalities.

c. The call to the meeting is made - subject to specified in section b - by the secretary, at least seven days previously, the day of the call and that of the meeting not reckoned, by means of summons to the governing board members. The call letters mention, besides the place and the time of the meeting, the subjects to deal with.

d. The meetings are directed by the President of the governing board. At his absence the meeting itself designates its President.

e. The discourse of the meetings are put in minutes by the secretary or by one of the other people present. The minutes to become, after they have been decreed at a next meeting, signed by the then acting President and secretary.

f. Being present in a meeting is equated with linked by some means of communication with the other governing board members such that the governing board members can hear each other at the same time and can speak with each other.

GOVERNING BOARD DECISIONS

Article 9:

a. Subject to the provisions in Article 10, at least half of the incumbent governing board members must be present or represented to be able take valid decisions. When before-mentioned condition is not met, the President of that meeting can call for a new meeting. This second meeting will be held in at least ten and no more than thirty days afterwards. At this second meeting decisions can be made irrespective of the number of governing board members present in person or represented. This must be communicated in the call for that meeting.

b. All decisions - with exception of that mentioned in Article 10 - are taken with ordinary majority of the validly cast votes.

c. Each governing board member has one vote.

Votes by authorisation are permitted, taking into account that a governing board member can represent only one co-governing board member, upon submission of a satisfactory written authorisation – to be assessed by the President of the meeting.

d. All polls at a meeting occur orally, unless the President considers a written poll wished or one of the voters desires this in advance of the poll.

Written polls are done with unsigned, closed notes.

e. For all disputes on polls, that these statutes do not provide, the President decides.

EXCEPTIONAL GOVERNING BOARD DECISIONS

Article 10:

a. The governing board is also competent to make decisions on:

1. modification of the statutes;
2. dissolution of the foundation;
3. dismissal of a governing board member, other than by own request;
4. modification of the number of governing board members.

b. Decisions as meant in member a under 1.,2, and 4 can be only taken with a majority of two-thirds of the validly cast votes at a meeting in which at least three-fourth part of the governing board members is present or represented. A decision as meant in section a under 3 can be only taken in the manner as defined in Article 5 section b under 5.

c. If the required number of governing board members according to the previous section is not present or represented, a second meeting is held, at least ten and at most thirty days afterwards. In this second meeting -irrespective of the number of governing board members present in person or represented - the concerning decision can be taken with a majority of at least two-thirds of the validly cast votes.

d. In both cases it must be mentioned in the call for the meeting, that a subject as defined in section a comes up for discussion.

e. As long as all active governing board members are present in a board meeting, valid decisions can be made concerning all up coming subjects, even those subjects which are stated in section a, subject to unanimous votes, even though the regulations for calling and holding meetings set by the statutes have not been observed.

f. The governing board can also made decisions outside meetings concerning all subjects, even those subjects which are stated in section a, subject unanimous written consent to the proposal by all governing board members. Such a decision or a duplicate of it must be joined with the incoming declarations of the governing board members to the minutes.

FISCAL YEAR AND FINANCIAL STATEMENTS

Article 11:

a. The fiscal year of the foundation is equal to the calendar year.

b. The governing board is obliged to conduct an administration of the financial situation of the foundation in such a manner that at any time its rights and commitments can be known, and to this end keep the belonging books, records and other data carriers.

c. Annually, but within six months after the end of the fiscal year, the secretary and treasurer draw up the papers, as set in Article 8 section a, which must be attended to at the year meeting, as well as any other papers the governing board could wish.

d. Determination of the financial papers over the previous fiscal year by the governing board releases the treasurer.

REGULATIONS

Article 12:

a. The governing board can determine one or more regulations, in which subjects are regulated, which are not treated in these statutes, or in which subjects, which have been mentioned in these statutes, are more closely developed.

b. These regulations cannot be contrary to the provisions of these statutes and with the law, even where no binding right is contained.

c. The governing board is at any time qualified to modify or dissolve regulations.

STATUTE MODIFICATION

Article 13:

- a. The governing board is qualified to modify the statutes. With the decision to amend the statutes the provisions in Article 10 must be taken taking into account. This modification must be recorded on an authenticated certificate. Every governing board member is qualified to execute and sign this certificate.
- b. The members of the governing board are obliged to record at the chamber of commerce and factories, within the area of which the foundation has its seat:
 1. a valid duplicate of the authenticated certificate in which the modification has been made and
 2. the modified statutes of the foundation.

DISSOLUTION

Article 14:

- a. The governing board is qualified to dissolve the foundation. A decision to dissolution of the foundation must be taken taking into account the provisions in Article 10. The foundation remains in existence after its dissolution, as far as this is necessary for the settlement of its capital.
- b. Insofar the judge has designated no other liquidators, the settlement is executed by the governing board member or the governing board members who live in the Netherlands.
- c. The liquidator(s) ensures that of the dissolution of the foundation registration takes place in the register, as meant in Article 13 section b.
- d. During the settlement the provisions of these statutes remain effective as much as possible.
- e. At the decision to dissolution of the foundation the destination of any possible surplus of settlement balance must be indicated. That destination must be in agreement with the goal of the foundation as much as possible.
- f. After the settlement the books and records of the dissolved foundation during ten years rest remain under the youngest liquidator, or another (legal-) person, to be designated by the liquidator(s).

WRITTEN DOCUMENTS

Article 15:

With written documents in these statutes other carriers of data, such as electronic, are equated.

FINAL PROVISION

Article 16:

In all cases in which both the law and these statutes and possible regulations do not foresee, the governing board decides.

Furthermore the person appearing declares:

First governing board:

At the establishment the governing board members of the foundation are appointed in the function mentioned behind their name:

1. Mr Herko Coomans, the person appearing, as a President;
2. Mr Horacio Salazar Herrera, born at [private], Mexico on [private], living at [private address], Mexico, as secretary;
3. Mr Brian thomas Wahoff, born at [private], United States of America on [private], living at [private], United States of America, [private], as treasurer;
4. Mr Jochen Bünnagel, born at [private], Germany, on [private], living at [private], Germany, [private], and
5. Mr [skalpa keo -alias], born at [private], France, on [private], living in [private], France, [private].

First address:

The first address of the foundation is: PO Box 75 at 7400 AB Deventer.

First fiscal year:

Contrary to the provisions in Article 11 section a the first fiscal year of its commencement expires up to and including December thirty one two thousand and four.

PLACE OF RESIDENCE

The person appearing declares for the enforcement of this certificate, to choose place of residence on the office of the notary of this minute certificate.

REGISTERED PARTNERSHIP

Where it has been mentioned in this certificate that someone is (has) not (been) married, is also understood that that person is (has) not (been) registered as a partner in the sense of the registered partnership, unless mentioned otherwise in this certificate.

AS WITNESS THE HANDS OF THE PARTIES, made up in minute, it has been executed at Deventer, on the date which has been mentioned at the beginning of this certificate.
The person appearing is known to me, notary.

After business report- and explanation of the contents of this certificate, the person appearing has declared to have inspected and agreed to the contents of this certificate.

Then this certificate, after restricted lecture, by the person appearing and me, notary, is signed.

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