

REPUBLIC OF SOUTH AFRICA

COMPANIES ACT, 1973

COPY

MEMORANDUM OF ASSOCIATION OF A COMPANY  
NOT HAVING A SHARE CAPITAL

[Section 54(1); and Regulation 17(3)]

REGISTRATEUR VAN MA. EN VAN BESLOTE KORP
2001-05-2
REGISTRAR OF COM AND OF CLOSE CORPO

CHRISTEL HOUSE SOUTH AFRICA

[Association Incorporated under Section 21]

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COMMISSIONER OF OATHS

Elaine Elzabé Rossouw

CA (SA)

Commissioner of Oaths (RSA)

7, Rondebosch, 7701

SA Companies Registration Office  
CHRISTEL HOUSE SOUTH AFRICA

2001/012349/08

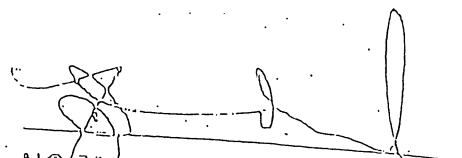
NOTARIAL CERTIFICATE

I the undersigned, RICHARD BRADLEY ROSENTHAL, Notary Public by authority duly sworn and admitted, and practising under the name or style "RICHARD ROSENTHAL ATTORNEYS" at Penthouse Office Suite, 4th Tamatave, 49 Bellevue Street, Cape Town, do hereby certify that I have collated compared the within copy of the Certificate of Incorporation, the Memorandum (pages 1 to 18) and the Articles of Association (pages 1 to 34) of

CHRISTEL HOUSE SOUTH AFRICA  
[Association Incorporated under Section 21]

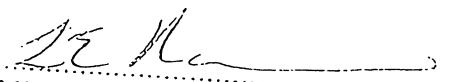
with the original thereof and I certify that such copy is a true and correct copy of the original in every respect.

DATED at CAPE TOWN this 14th day of MAY 2001.



NOTARY PUBLIC

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COMMISSIONER OF OATHS  
Louraine Elzabè Rossouw  
CA (SA)  
Commissioner of Oaths (RSA)  
PO Box 699, Rondebosch, 7701

1.

NAME

1.1 The name of the Company is :

**CHRISTEL HOUSE SOUTH AFRICA**  
[Association Incorporated under Section 21]

1.2 The name of the Company in the other official language of the Republic is:

**None**

1.3 The shortened form of the name of the Company is :

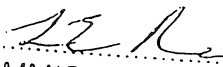
**None.**

2.

FINANCIAL YEAR

The financial year of the Company shall commence on 1<sup>st</sup> January in each year, and end on the last day of December in the same year.

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3.

PURPOSE DESCRIBING MAIN BUSINESS

The main purpose of the Company is to establish learning and development centres to address the educational and health care needs of orphaned, abandoned and impoverished children in South Africa; and generally to provide for their care and



welfare, with a view to enabling them to break the cycle of poverty and become self-sufficient, contributing members of society.

*Sufficiency*

4.

MAIN OBJECT

The main object of the Company is to establish learning and development centres to address the educational and health care needs of orphaned, abandoned and impoverished children in South Africa; and generally to provide for their care and welfare, with a view to enabling them to break the cycle of poverty and become self-sufficient, contributing members of society.

5.

ANCILLARY OBJECTS EXCLUDED

The specific ancillary objects, if any, referred to in Section 33(1) of the Act, which are excluded from the unlimited ancillary objects of the Company, are : None.

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*LEA*

6.

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POWERS

6.1

The specific power, or part of any specific power of the Company, which is excluded from the plenary powers or the Common Powers, as set out in Schedule 2 to the Act is : Power "(S)".

*Handwritten signatures*

6.2 The specific powers or part of any specific powers of the Company set out Schedule 2 to the Act, which are qualified under Section 34 of the Act are as follows:


6.2.1 **Power (k), which is to be modified to read as follows:**  
"To form and to have an interest in any other company or companies having the same or similar objects to this company, for the purpose of acquiring the undertaking, or all or any of the assets or liabilities of such other company or companies, or for any other purpose which may seem directly or indirectly calculated to benefit the company; and to transfer to any such other company or companies the undertaking of this company, comprising all or any of its assets or liabilities."

6.2.2 **Power (1) to be modified to read as follows :**  
"To amalgamate with any other companies having the same or similar objects to this company".

6.2.3 **Power (m) to be modified to read as follows :**  
"To take part in the management, supervision and control of the business or operations of any other company or business having the same or similar objects to this company, and to enter into joint ventures or partnerships having the same or similar objects to this company".

6.2.4 **Power (n) to be modified to read as follows "**  
"To remunerate any person or persons in cash or in kind for services rendered in its formation or in the development or conduct of its activities".

6.2.5 **Power (o) to read as follows :**  
"To make grants and donations in pursuance of its Main Object, provided that no such grants or donations may be made to members or directors."


  
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Page 3  
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6.2.6 Power (r) to read as follows :

"To pay staff salaries, pensions and other benefits, and to establish pension and incentive schemes, in respect of its employees".

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PRESCRIBED FISCAL CONDITIONS

Anything to the contrary hereinbefore contained or implied notwithstanding, the power of the Company, excluded and qualified as aforesaid, shall be further subject to the special conditions stipulated in sections 18A and 30 of the Income Tax Act No. 58 of 1962, as amended, to facilitate the Company's eligibility for tax-exempt status, and the other fiscal benefits envisaged by the relevant legislation.

Accordingly, the Company shall :

- 7.1 Carry on its public benefit activities in a non-profit manner.
- 7.2 Carry out all its public benefit activities (or substantially the whole thereof) in the Republic, unless the Minister of Finance ("the Minister"), having regard to the circumstances of the case, directs otherwise.
- 7.3 Comply with such conditions, if any, as the Minister may prescribe by way of regulation to ensure that the activities and resources of the organisation are directed in the furtherance of its objects.
- 7.4 Submit to the Commissioner a copy of the Constitution, Will or other written instrument under which it has been established.
- 7.5 Be required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the organisation.

- 7.6 Be prohibited from distributing any of its funds to any person (otherwise than the course of undertaking any public benefit activity) and be required to utilise funds solely for the objects for which it has been established, or to invest such funds :
- 7.6.1 with a financial institution as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984 (Act No. 39 of 1984); and/or
  - 7.6.2 in securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985); and/or
  - 7.6.3 in such other prudent investments in financial instruments and assets as the Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations;

provided that the provisions of this sub-paragraph do not prohibit any such organisation from retaining any investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance.

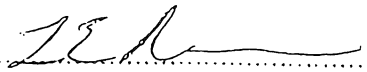
Be required on dissolution to transfer its assets to any similar public benefit organisation which has likewise been approved by the Commissioner in terms of section 30(3) of the Act, and accorded a similar tax exempt status.

Be prohibited from carrying on any business undertaking or trading activity, otherwise than to the extent that :

the gross income derived from such business undertaking or trading activity does not exceed the greater of :

- Fifteen percent (15%) of the gross receipts of such public benefit organisation; or

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 Lorraine Elzabe Rossouw  
 CA (SA)  
 Commissioner of Oaths (RSA)  
 PO Box 699, Rondebosch, 7701

*[Handwritten signature]*

COMMISSIONER OF OATHS  
Louraine Elzabe Rossouw  
CA (SA)

Commissioner of Oaths (RSA)  
PO Box 699, Rondebosch, 7701

Twenty Five Thousand Rand (R25 000,00);

*the undertaking or activity is :*

7.8.2.1 *integral and directly related to the sole object of such public benefit organisation; and*

7.8.2.2 *carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost, and which would not result in unfair competition in relation to taxable entities;*

7.8.2 *the undertaking or activity, if not integral and directly related to the sole object of such public benefit organisation as contemplated in clause 7.8.2.1, is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation; or*

7.8.3 *the undertaking or activity is approved by the Minister by notice in the Gazette, having regard to :*

7.8.3.1 *the scope and benevolent nature of the undertaking or activity;*

7.8.3.2 *the direct connection and interrelationship of the undertaking or activity with the sole purpose of the public benefit organisation;*

7.8.3.3 *the profitability of the undertaking or activity; and*

7.8.3.4 *the level of economic distortion that may be caused by the tax-exempt status of the public benefit organisation carrying out the undertaking or activity.*

*Be prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A; provided that a donor may not impose conditions which could enable such donor or any*


*[Handwritten signatures]*



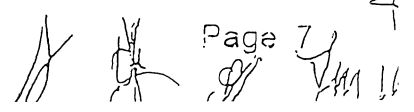
connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

- 7.10 Be required to submit to the Commissioner a copy of any amendment to the Constitution, Will or other written instrument under which it was established.
- 7.11 Ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy, which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Act or any other Act administered by the Commissioner.
- 7.12 Not pay any remuneration to any employee, office bearer, member or other person, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
- 7.13 Comply with such reporting requirements as may be determined by the Commissioner.
- 7.14 Take reasonable steps to ensure that the funds which it may provide to any association of persons as contemplated in paragraph (b)(iii) of the definition of "Public Benefit Activities" in section 30 of the Act, are utilised for the purpose for which they are provided.
- 7.15 Become registered in terms of section 13(5) of the Non-Profit Organisations Act, 1997 (Act No. 71 of 1997), within such period as the Commissioner may determine, and comply with any other requirements imposed in terms of that Act.
- 7.16 Ensure that any books of account, records or other documents relating to its affairs are :

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.....  
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Louraine Elzabè Rossouw  
CA (SA)

Commissioner of Oaths (RSA)  
PO Box 699, Rondebosch, 7701

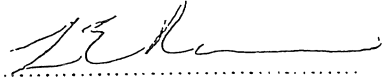


7.16.1 where kept in book form, retained and carefully preserved by any person in control of the organisation, for a period of at least four years after the date of the last entry in any such book; or

7.16.2 where not kept in book form, are retained and carefully preserved by a person in control of the organisation, for a period of four years after the completion of the transaction, act or operation to which they relate.

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8.

  
.....  
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### SPECIAL CONDITIONS

The special conditions which apply to the Company, and the requirements additional to those prescribed by the Act for their alteration, are as follows :

8.1 The income and property of the Company whencesoever derived shall be applied solely towards the promotion of its Main Object, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, to the Members or Directors of the Company, or to its controlling or controlled Company; Provided that nothing herein contained shall prevent the Company from giving financial or other assistance to other approved Public Benefit Organisations to the extent that their activities may likewise promote the Main Object of the Company; nor shall the foregoing prevent the payment in good faith by the Company of reasonable remuneration (commensurate with services rendered) to any officer or servant of the Company, including a Member or Director, in return for services actually rendered as aforesaid, but subject to due compliance with the fiscal constraints envisaged by clause 7.12 above.

8.2 Upon its winding-up, deregistration or dissolution, the assets of the Company remaining after the satisfaction of all its liabilities shall be given or transferred to one or more other Associations Incorporated under Section 21, or to some other Public Benefit Organisation having the same or similar objects to those

envisaged by the Main Object of the Company, as may be determined by Members in General Meeting, at or before the time of such dissolution, failing their determination, then by the Court.

8.3 Any amendment to this Memorandum and Articles of Association shall be advised and lodged with the Commissioner for SA Revenue Service immediately following its adoption.


8.4 The Company shall not engage in any activities that would jeopardise its tax status as a tax-exempt organisation had it been organised pursuant to the tax laws applicable to US tax-exempt entities.

9.

PRE-INCORPORATION CONTRACTS (IF ANY)

None.

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10.

GUARANTEE

10.1 The liability of Members is limited to the amount referred to in clause 10.2 hereunder.

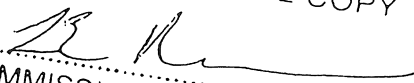
10.2 Each Member undertakes to contribute to the assets of the Company an amount not exceeding ONE RAND (R1,00), in the event of the Company being wound up, either while s/he is a Member or within one year thereafter, for the purpose of payment of the debts and liabilities of the Company contracted before s/he ceased to be a Member, and for the payment of the costs, charges and expenses of the winding-up, and for the adjustment of the rights of the contributories amongst themselves.



ASSOCIATION CLAUSE

We, the several persons whose full names, occupations, residential, business a postal addresses are subscribed, are desirous of being formed into a Company pursuance of this Memorandum of Association, and respectfully agree to becom Members of the Company.

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.....  
COMMISSIONER OF OATHS  
Louraine Elzabè Rossouw

CA (SA)  
Commissioner of Oaths (RSA)  
PO Box 699, Rondebosch, 7701



FOUNDER MEMBERSHIP

PARTICULARS OF SUBSCRIBER

DATE AND SIGNATURE OF  
SUBSCRIBER

Full Names :

*Sonja Ruby Kjaergaard 1-5-2001*

CHRISTEL HOUSE INC.

A Corporation duly registered in the State of Indiana, United States of America, being a registered Public Charity accorded tax-exempt status in terms of section 501(c)(3) of the United States Internal Revenue Code, (Tax ID Number 35-2051932), herein represented by SONJA RUBY KJAERGAARD in her capacity as a Director of Expansion of the Company, and as such the duly authorised attorney and agent of the Corporation, acting herein pursuant to a Resolution duly adopted by the Board of Directors of the Corporation on 12 April 2001

Object and Purpose of Institution :

To support and promote the rights, care, education, Welfare and wellbeing of children

Business Address :

Suite 1990, 10 West Market Street  
Indianapolis, Indiana 46204  
United States of America

Postal Address :

Suite 1990, 10 West Market Street  
Indianapolis, Indiana 46204  
United States of America

PARTICULARS OF WITNESS

DATE AND SIGNATURE OF  
WITNESS

Full Names :

FIONA MARIA NAUDE

*Fiona Naude  
1/5/2001*

Occupation :

Clinical Psychologist

Residential Address :

31 Weltevreden Avenue  
Rondebosch 7700

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Business Address :

Lentegeur Hospital, Mitchells Plain, Cape

*[Signature]*  
COMMISSIONER OF OATHS  
Louraine Elzabè Rossouw  
CA (SA)

Postal Address :

31 Weltevreden Road  
Rondebosch 7700

Commissioner of Oaths (RSA)  
PO Box 699, Rondebosch, 7701

ORDINARY MEMBERSHIP

PARTICULARS OF SUBSCRIBER

DATE AND SIGNATURE OF  
SUBSCRIBER

Full Names :  
SONJA RUBY KJAERGAARD

*Sony: Ruby Kjaergaard*  
1-5-2001

Occupation :  
Director of Expansion, Christel House Inc.

Residential Address :  
7 Albany Street  
London NW1 4DX  
England

Business Address :  
7 Albany Street  
London NW1 4DX  
England

Postal Address :  
7 Albany Street  
London NW1 4DX  
England

PARTICULARS OF WITNESS

DATE AND SIGNATURE OF  
WITNESS

Full Names :  
FIONA MARIA NAUDE

*Fiona Naude*  
11/5/2001

Occupation :  
Clinical Psychologist

Residential Address :  
31 Weltevreden Avenue  
Rondebosch 7700

Business Address :  
Lentegeur Hospital,  
Mitchells Plain, Cape

Postal Address :  
31 Weltevreden Road  
Rondebosch 7700

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*L. Rossouw*  
.....  
COMMISSIONER OF OATHS  
Louraine Elzabè Rossouw  
CA (SA)  
Commissioner of Oaths (RSA)  
PO Box 699, Rondebosch, 7701

ORDINARY MEMBERSHIP

PARTICULARS OF SUBSCRIBER

DATE AND SIGNATURE OF  
SUBSCRIBER

Full Names :  
PETER JOHN FLANDERS



Occupation :  
Consultant

Residential Address :  
30 Londonderry Road  
Golf Links Estate  
Wynberg 7800


Business Address :  
30 Londonderry Road  
Golf Links Estate  
Wynberg 7800

Postal Address :  
30 Londonderry Road  
Golf Links Estate  
Wynberg 7800

PARTICULARS OF WITNESS

DATE AND SIGNATURE OF  
WITNESS

Full Names :  
FIONA MARIA NAUDE

  
1/5/2001


Occupation :  
Clinical Psychologist

Residential Address :  
31 Weltevreden Avenue  
Rondebosch 7700

Business Address :  
Lentegeur Hospital  
Mitchells Plain, Cape

Postal Address :  
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Rondebosch 7700

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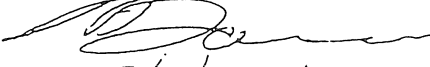
Commissioner of Oaths (RSA)  
PO Box 699, Rondebosch, 7701

ORDINARY MEMBERSHIP

PARTICULARS OF SUBSCRIBER

DATE AND SIGNATURE OF  
SUBSCRIBER

Full Names :  
LORENZO ANGUS DAVIDS

  
3/5/2001

Occupation :  
Chief Executive Officer

Residential Address :  
78 Second Avenue  
Rondebosch East 7780

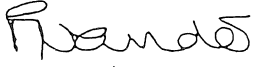
Business Address :  
City Mission House  
2 Belmore Avenue  
Penlyn Estate 7780

Postal Address :  
P O Box 36091  
Glosderry 7702

PARTICULARS OF WITNESS

DATE AND SIGNATURE OF  
WITNESS

Full Names :  
FIONA MARIA NAUDE

  
3/5/2001

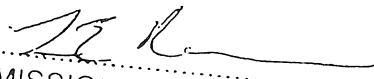
Occupation :  
Clinical Psychologist

Residential Address :  
31 Weltevreden Avenue  
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Business Address :  
Lentegeur Hospital  
Mitchells Plain, Cape

Postal Address :  
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ORDINARY MEMBERSHIP

PARTICULARS OF SUBSCRIBER

DATE AND SIGNATURE OF SUBSCRIBER

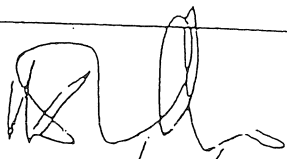
Full Names :  
PATRICK ARTHUR MULLINER

Occupation :  
Attorney

Residential Address :  
31 Weltevreden Avenue  
Rondebosch 7700

Business Address :  
31 Weltevreden Avenue  
Rondebosch 7700

Postal Address :  
31 Weltevreden Avenue  
Rondebosch 7700

  
1/3/2001

PARTICULARS OF WITNESS

DATE AND SIGNATURE OF WITNESS

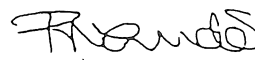
Full Names :  
FIONA MARIA NAUDE

Occupation :  
Clinical Psychologist

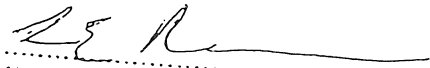
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Rondebosch 7700

Business Address :  
Lentegeur Hospital  
Mitchells Plain, Cape

Postal Address :  
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Rondebosch 7700

  
11/5/2001

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PO Box 699, Rondebosch, 7701

ORDINARY MEMBERSHIP

PARTICULARS OF SUBSCRIBER

DATE AND SIGNATURE OF SUBSCRIBER

Full Names :  
FRANCESCA MARIA MULLINER

*F. Mulliner 1.5.20*

Occupation :  
Retired

Residential Address :  
31 Weltevreden Avenue  
Rondebosch 7700

Business Address :  
31 Weltevreden Avenue  
Rondebosch 7700

Postal Address :  
31 Weltevreden Avenue  
Rondebosch 7700

PARTICULARS OF WITNESS

DATE AND SIGNATURE OF WITNESS

Full Names :  
FIONA MARIA NAUDE

*F. Naude  
1/5/2001*

Occupation :  
Clinical Psychologist

Residential Address :  
31 Weltevreden Avenue  
Rondebosch 7700

Business Address :  
Lenteguur Hospital, Mitchells Plain, Cape

Postal Address :  
31 Weltevreden Road  
Rondebosch 7700

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*[Signature]*  
COMMISSIONER OF OATHS  
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Commissioner of Oaths (RSA)  
PO Box 699, Rondebosch, 7701

ORDINARY MEMBERSHIP

PARTICULARS OF SUBSCRIBER

DATE AND SIGNATURE OF  
SUBSCRIBER

Full Names :  
RICHARD BRADLEY ROSENTHAL

Occupation :  
Attorney

Residential Address :  
29 Pear Lane  
Constantia 7800

Business Address :  
Penthouse Office Suite  
4th Floor Tamatave  
49 Bellevue Street  
Higgovale 8001

Postal Address :  
P O Box 3800  
Cape Town 8000



8 May 2001

PARTICULARS OF WITNESS

DATE AND SIGNATURE OF  
WITNESS

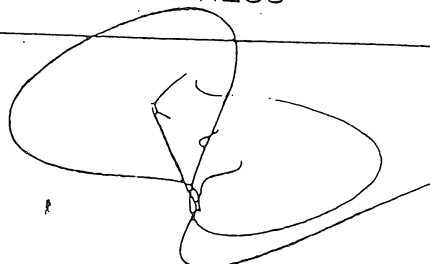
Full Names :  
ERNST-EBERHARD ERWIN HERMANN VROOM

Occupation :  
Insurance Underwriter

Residential Address :  
4 Bollihope Crescent  
Mowbray 7700

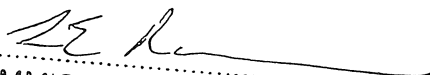
Business Address :  
1 Richmond Centre  
Gray Road  
Plumstead 7800

Postal Address :  
P O Box 347  
Plumstead 7801



8 May 2001

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Commissioner of Oaths (RSA)  
PO Box 699, Rondebosch, 7701

ORDINARY MEMBERSHIP

PARTICULARS OF SUBSCRIBER

DATE AND SIGNATURE OF  
SUBSCRIBER

Full Names :  
BARBARA ANN PUTTICK

Occupation :  
Secretary

Residential Address :  
4 Bollihope Crescent  
Mowbray 7700

Business Address :  
4 Bollihope Crescent  
Mowbray 7700

Postal Address :  
4 Bollihope Crescent  
Mowbray 7700

*BA Puttick*  
9 May 2001

PARTICULARS OF WITNESS

DATE AND SIGNATURE OF  
WITNESS

Full Names :  
ERNST-EBÄRHD ERWIN HERMANN VROOM

Occupation :  
Insurance Underwriter

Residential Address :  
4 Bollihope Crescent  
Mowbray 7700

Business Address :  
1 Richmond Centre  
Gray Road  
Plumstead 7800

Postal Address :  
P O Box 347  
Plumstead 7801

*[Handwritten Signature]*

9 May 2001

CERTIFIED AS A TRUE COPY

*[Handwritten Signature]*

COMMISSIONER OF OATHS

Louraine Elzabè Rossouw

CA (SA)

Commissioner of Oaths (RSA)

PO Box 699, Rondebosch, 7701