

FOUNDING CONTRACT AMENDMENT

June 20th 2010

I. Founders:

I.1. Studio MAC - ARCHTECTURE, s.r.o. (Co. Limited), Identification Number (IČO): 256 83 390, executive officer Mr. Ing. Akad. arch. Martin Stránský, address: 160 00 Prague 6, Sušická 1847/17,

I.2. Mrs. Pavlína Mišíková, born: April 22nd 1971, address: 921 01 Piešťany, Lipová 69/14, Slovakia,

I.3. Mrs. Ing. Klára Jančurová, born: August 14th 1958, address: 976 13 Slovenská Ľupča, Hronská 34, Slovakia,

I.4. Mrs. Ing. Magdaléna Myšková Kaščáková, Personal Identification Number: 6954129523, address: 282 01 Český Brod, Klučov 23, Czech Republic,

I.5. Mr. JUDr. PhDr. Jiří Plos, Personal Identification Number: 520111/076, address: 150 00 Praha 5, Na Farkáně I č. 11/133, Czech Republic,

I.6. Mr. Bronislav Havlín, Personal Identification Number: 630423/2374, address: 277 46 Veltrusy, nám. Antonína Dvořáka 15, Czech Republic,

in accord with § 4 of the Law No. 248/1995 Codex, founded on December 29th 2009 by the entry in the register of public service companies, Municipal Court in Prague, Section A, File 707 a public service company CENELC.cz o.p.s. in the following terms:

II. Name, seat and Identification Number (IČO)

II.1. Name of the company: CENELC.CZ o.p.s. (further on just "company")

II.2. Seat of the company: Veltrusy, Palackého 9, 277 46, Czech Republic

III. Purpose of establishing of the company

The company was founded to provide public services as listed in Article IV., as well as carrying out additional activities according to Article IV.

IV. Type of provided services of general interest

IV.1. The company is engaged in provision of information, organization of events and activities, that support to fulfil the sustainability principles in spirit and in accordance with the implementation of principles of the European Landscape Convention (further on just ELC) on the territory of the member states of the Council of Europe and especially in the Czech Republic.

IV.2. The company provides following services:

- a) promoting to achieve and full appreciation of values, role and importance of the cultural landscape of the Czech republic,
- b) promoting and raising public awareness about values, role and importance of the landscape in the Czech republic for its sustainable development,
- c) promotion, coordination and cooperation of all local, regional and national authorities and civil society organizations, non-profit and non-governmental organizations, scientific and research institutions, universities and colleges, which will be focused on the implementation principles of the ELC,
- d) promoting the principles of subsidiarity and sustainable development of the landscape of the Czech Republic,
- e) assistance to local, regional and national authorities, civil society organizations, non-profit and non-governmental organizations, universities and colleges to enter the European and sub-networks focused on implementation principles ELC and mediation of their mutual communication and administration,
- f) association and support for individuals who can provide knowledge, experience and authority to contribute to promotion of the implementation principles of the ELC,
- g) support and promotion of implementation and fulfilment of the importance of the various articles of the ELC and striving for its full implementation in the legal system of the Czech Republic, especially in the legislative framework of landscape planning, protection and management,
- h) support and promotion of the active participation of the public, of the local, regional and national authorities, civil society organizations, non-profit and non-governmental organizations, scientific and research institutions, universities and colleges in the practical implementation of the ELC principles and sustainable development in projects and programs, that will protect, manage, plan and increase values of all the landscape of the Czech Republic,
- i) support and promotion of the active involvement of the public, of the local, regional and national authorities, civil society organizations, non-profit and non-governmental organizations, scientific and research institutions, universities and colleges in the system of European networks for support of the implementation of the ELC and its subordinate networks, and informing all interested parties about the activities and the benefits of membership in these organizations,
- j) promotion of the mutual cooperation between the Czech parties and European networks for the implementation of the ELC,

- k) establishment and operation of the seat of the CENTER OF THE EUROPEAN NETWORK FOR THE IMPLEMENTATION OF THE ELC IN THE CZECH REPUBLIC,
- l) support and promotion of the development of knowledge about the landscape and an assistance to members with specific problems with a practical enforcement of the implementation principles according to Article 5 and 6 ELC on the local level,
- m) support during the disagreements and serious discussions with central governmental and political authorities,
- n) organization or participation in organizing the international conferences, national seminars, information exchange meetings, discussions, and educational courses, which will be open for participation of local and regional public executives, civic, non-governmental and non-profit organizations, universities and colleges in the Czech Republic and member states of the Council of Europe,
- o) support and assistance to members and partners to seek for, to help to start and to run the European Union financed projects and programs, which will contribute to landscape enhancement and to raise public awareness of landscape significance and identity,
- p) promotion and enforcing of raising awareness of citizens and interest of the local and regional authorities and state administrations of the significance of spatial, landscape and strategic planning, landscape management and protection, and to strive for the implementation of this approach into the law system of the Czech Republic.

V. Conditions for providing services of general interest

V.1. The company will be providing services of general interest in accordance with applicable laws and regulations of the Czech Republic.

V.2. All types of services listed in article IV. of this document will be provided under predetermined conditions, which will be available in the seat of the company and on its website. Executive board of the company may decide to charge fees for the services; the pricelist will be publicly accessible.

V.3. The company will cooperate with other organizations and legal personalities and natural persons dealing with issues close to society mission, including organizations, legal personalities and natural persons located abroad.

V.4. Services of general interest may be, based on the decision of the executive board, provided for a fee, in case the resources for their provision will not be obtained in a sufficient extent from subsidies and other public aid, grants and donations of natural persons and legal personalities.

V.5. The company will strive to obtain funding for its activities, grants and donations from foundations, private persons and hereby ensure the availability of its services.

VI. Additional activities

VI.1. In addition to services of general public interest the company carries out the following additional activities to utilize the assets more efficiently, but without compromising the quality, range and availability of the services listed in article IV:

- a) Consulting
- b) Expert evaluation, analysis
- c) Organizational activities
- d) Intermediary activities

VII. Duration of the company

VII.1. Company was founded for an indefinite period.

VIII. Company bodies

VIII.1. Company bodies are

- A) Executive board,
- B) Advisory board,
- C) Director.

VIII.2. Selection and the appointment of the members of executive and advisory board is approved by the decision of executive board of the company, based on the proposal of legal personality Studio MAC-ARCHITECTURE, s.r.o.

IX. Executive board

IX.1. Executive board is the statutory body of the company.

IX.2. Executive board has three members.

IX.3. The terms of office is three years.

IX.4. The executive board is approved by the founder. A member of executive board can be only a natural person, unimpeachable, has the legal capacity and they themselves or their close relative are not in an employment or similar relationship with the company.

IX.5. As members of the executive board were appointed:

- a) Mr Ing. ak. arch. Martin Stránský, Personal Identification Number 610718/1984, address: 160 00 Praha 6, Sušická 17/1847 – President of the executive board with a term of office for three years,

- b) Mrs Pavlína Mišíková, born on April 22nd 1971, address: Slovakia, 921 01 Piešťany, Lipová 69/14– a member of the executive board with a term of office for one year,
- c) Mrs. Marta Stránská, Personal Identification Number: 565509/1046, address 120 00 Praha 2, Římská 36/1276 – a member of the executive board with a term of office for two years,

IX.6. A function of a member of the executive board cannot be hold for more than two consecutive terms. After six years of membership in the executive board the same person can become a member again no sooner than after 1 year.

The membership in the executive board terminates by:

- a) the expiration of the term,
- b) the death,
- c) resignation,
- d) call-back.

IX.7. The membership in the executive board is incompatible with the membership in the advisory board of the company.

IX.8. The executive board shall elect a president from among its members for the term of office for three years. The president convenes and chairs meetings of the executive board.

IX.9. On behalf of the company acts the president of the executive board in such way, that they attach their signature to a written or printed name of the company.

IX.10. Executive board makes decisions on matters assigned to its scope in accordance with § 13 paragraph 1 point a) to j) of Law No. 248/1995 Codex, on a public service companies, and within its scope are included:

- a) issuing and amendment of statutes of the company,
- b) approval of the founding contract amendments,
- c) deciding on dissolution of the company,
- d) taking care to preserving the purpose for which the company was founded,
- e) approval of the budget and its amendments, and specifically costs of company's own business (management),
- f) approval of annual accounts and annual report of the company,
- g) deciding on the subject and scope of additional activities beyond defined in Article VI.,
- h) granting consent to the transfer or a pledge of immovable property or its lease for a period longer than one year, if the statute does not provide a shorter period,
- i) appointment and dismissal of the director of the company, supervising their activities and determining their wage,
- j) deciding on the price list,

- k) deciding on the date of publication of the annual report, which must not be longer than six months after the end of reporting period.

IX.11. During the decision process is the right of vote of executive board members equal. When the number of votes is equal, the president of the executive board has the casting vote. The executive board has a quorum if an absolute majority of its members is present and to for the decision is needed an approval of a majority of members present.

IX.12. Executive board meets at least twice a year and its decisions shall be issued in written form.

X. Director

X.1. The director manages the company's operations, in case such activity is not by a Law, founding contract or statute reserved for the executive board or advisory board. The Director is authorized to act on behalf of the company outwardly in the range set by the statute of the company.

X.2. The director of the company is appointed and dismissed by the executive board based on the outcome of a tender.

X.3. The director is superior to all employees of the organization.

X.4. The powers of the directors are, in particular:

- a) answering to the executive board for activities of the company,
- b) preparing the content of executive board meetings,
- c) ensuring proper management of required register and accounts and informing the executive board about the company's affairs,
- d) preparing a draft of annual report on the activities and management of the company.

X.5. The director cannot be a member of the executive nor advisory board, but is entitled to attend executive board meetings in an advisory capacity.

XI. Advisory board

XI.1. Advisory board is the control body of the company.

XI.2. Advisory board has three members.

XI.3. The terms of office is three years.

XI.4. The advisory board is approved by the founder. A member of advisory board can be only a natural person, unimpeachable, has the legal capacity and they themselves or their close relative are not in an employment or similar relationship with the company.

XI.5 Following the appointment of the first advisory board the founder shall appoint one-third of its members, whose term will end after one year, and one third of its members, whose term will end after two years after the date of establishing the company. The appointment of one-third of new members is done by the founder, no later than one calendar month before the expiration of the term.

XI.6. As members of the advisory board were appointed:

- a) Mrs Ing. Klára Jančurová, born August 14th 1958, address: Slovakia, 976 13 Slovenská Ľupča, Hronská 34 – a member of the advisory board with a term of office for three years,
- b) Mrs Ing. Magda Kaščáková Myšková, Personal Identification Number 6954129523, address: 282 01 Český Brod, Klučov 23 – President of the advisory board with a term of office for two years,
- c) Mr JUDr. PhDr. Jiří Plos, Personal Identification Number 520111/076, address 150 00 Praha 5, Na Farkáně I 11/133 – a member of the advisory board with a term of office for one year.

XI.7. A function of a member of the advisory board cannot be hold for more than two consecutive terms. After six years of membership in the advisory board the same person can become a member again no sooner than after 3 years.

XI.8. The membership in the advisory board terminates by:

- a) the expiration of the term,
- b) the death,
- c) resignation,
- d) call-back.

XI.9. The membership in the advisory board is incompatible with the membership in the executive board of the company.

XI.10. The advisory board shall elect a president from among its members for the term of office no longer than three years.

XI.11. The advisory board meetings shall be convened by its president by a written invitation, which must be delivered to all its members at least 15 days before the date of the advisory board meeting. Observance of the written form and delivery time is not required, in case all advisory board members agree. The advisory board meeting is directed by its president, who keeps a record from the meeting.

XI.12. The president shall convene advisory board meetings always, when requested in writing by the director of the company or any of company's executive or advisory board members, within 30 days from delivery of this request.

XI.13. Advisory board:

- a) is reviewing the financial statements and the annual report of the company,

- b) at least once a year gives a report to the executive board and to the founder on the results of its control activities,
- c) is supervising, that the company operates in accord with the laws and the founding contract of the company.

XI.14. Advisory board is authorized to:

- a) give to the executive board a proposal to dismiss the director of the company,
- b) access the books of accounts and other documents and control the data they contain,
- c) convene an extraordinary meeting of the executive board, if required by the interests of the company.

XI.15. During the decision process is the right of vote of advisory board members equal. When the number of votes is equal, the president of the advisory board has the casting vote. The advisory board has a quorum if an absolute majority of its members is present and to for the decision is needed an approval of a majority of members present.

XI.16. The advisory board members have the right to attend executive board meetings and they must be allowed to speak upon their request.

XI.17. The advisory board is required to notify the executive board on violating the laws, provisions of the founding contract or statute, on inefficient practices, or other shortcomings of company's activities.

XII. Property and company management

XII.1. The founders deposit to the company account cash deposits totalling CZK 150.000,- (one hundred and fifty thousand Czech crowns) as follows:

- a) company Studio MAC - ARCHTECTURE, s.r.o., deposit of CZK 50.000,- (fifty thousand Czech crowns),
- b) Mrs. Ing. Klára Jančurová deposit of CZK 20.000,- (twenty thousand Czech crowns),
- c) Mrs. Ing. Magda Kaščáková Myšková deposit of CZK 20.000,- (twenty thousand Czech crowns),
- d) Mrs. Pavlína Mišíková deposit of CZK 20.000,- (twenty thousand Czech crowns),
- e) Mr. JUDr. PhDr. Jiří Plos deposit of CZK 20.000,- (twenty thousand Czech crowns),
- f) Mr. Bronislav Havlín deposit of CZK 20.000,- (twenty thousand Czech crowns).

Each founder is obliged to pay their deposit in full no later than on June 30th 2010, on behalf of the company's account (Komerční Banka) or in cash to the administrator of deposits. As an administrator of deposits was entrusted the statutory representative of the founding company Studio MAC - ARCHTECTURE, s.r.o., address: 160 00 Prague 6, Sušická 1847/17, IČ 256 83 390 – Mr. ing.ak.arch. Martin Stránský.

XII.2. The company will seek to obtain funds to ensure the providing of publicly beneficial services, particularly in the form of donations and contributions from natural persons and legal personalities and in the form of subsidies and grants from the state budget and/or municipality budgets and/or state funds.

XII.3. The company must not participate in business of other persons.

XII.4. The embedded immovable property or part thereof cannot be disposed or encumbered during the existence of the company.

XII.5. The company is required in its accounting to separate costs and revenues associated with additional activities, costs and revenues associated with general public services and costs and revenues not belonging to previous groups and associated with the administration of the company.

XII.6. The profit after taxation, reported at the end of accounting period, is transferred in the full amount to the reserve fund. The reserve fund is used first to cover the losses in subsequent accounting periods. If the company reaches a profit, it must be used to developing or providing general public services in accord with the Article IV. of this founding contract.

XIII. Annual report and its publication

XIII.1. The company elaborates, presents to its founders for discussion and publishes an annual report on activities and management within a deadline set by the executive board, no later than six months after the end of an evaluated period. The evaluated period is a calendar year.

XIII.2. The annual reports on activities and management are publicly accessible in the seat of the company and possibly also published in some other appropriate way, especially on the website of the company.

XIII.3. The company provides information to public in accordance with the Law No. 106/1999 Codex., on free access to information, appropriate to the same extent and in the same way as its founders.

XIV. Dissolution of the company

XIV.1. The company is dissolved on the day of the removal from the register.

XIV.2. In case of dissolution of the company with liquidity the executive board appoints a liquidator to carry out the liquidation of the company. If the liquidator is not appointed by executive board, they will be appointed without delay by a competent court in accordance with the location of the seat of the company.

XIV.3. The company is dissolved:

- a) by merging, consolidating with another company of public service, or dividing into two or more companies of public service,
- b) by the date specified in the decision of the court on dissolution of the public service company, or the date this decision becomes final,
- c) by declaration of bankruptcy on its property.

XIV.4. The executive board must notify in writing its decision on dissolution of the company to the founder no later than two months before the date to which the company is to be dissolved, otherwise this decision expires. Before the company is dissolved in accord with the executive board's decision, the founder can this decision amend or revoke, but simultaneously must ensure the activity of the company at least to the extent, which corresponds to reasons for which the executive board's decision amended or revoked.

XIV.5. In case the founder amends or revokes the executive board's decision when that decision has already been announced to the registry court, then the court must be also informed about the decision of the founder. Previous proposals of the executive board on liquidation, or the appointment of a liquidator, are in this case ineffective.

XV. Final provisions

XV.1. Unless this contract states differently, the legal relations of the company abide by the Law No. 248/1995 Codex, on public service, as subsequently amended.

XV.2. Until the establishment of the company, the company is represented in the matters related to the formation of the company by its founders, or by one of the founders, who is given the written authority by other founders.

XV.3. Liabilities incurred in accordance with paragraph XV.2. are transferred to the company upon its establishment. The company may, within three months reject those obligations, which prevent it from fulfilling the purpose for which it was founded. In this case, the founders are responsible for the unincorporated liabilities jointly and severally.

On June 20th 2010

Martin Stránský

President of Executive board