

Republic of Turkey

Date: 17/10/2017
Roll No: (A)

<p>T.R. 38th ANKARA NOTARY PUBLIC (seal)</p>	<p>COLD SEALED</p>	<p>No: 32558</p>
<p>38th ANKARA NOTARY PUBLIC FEYHAN GOKCINAR</p>	<p style="text-align: center;">SAMPLE STATUTORY FORM OF ARTICLES OF FOUNDATION</p>	
<p>UGUR MUMCU CAD. NO: 86/2 G.OSMANPAŞA ÇANKAYA/ANKARA Tel: +903124375743 Faks: +903124482552</p> <p>UNION OF TURKISH PUBLIC NOTARIES-logo</p>	<p>On the day of seventeenth of October, Two Thousand Seventeen, Tuesday, 17/10/2017 While I, Feyhan GOKCINAR was working in my office at the address Uğur Mumcu Cad No 86/2 Gaziosmanpaşa Çankaya / Ankara as the ANKARA 38. NOTARY and who has the seal and signature below; according to the identification card that she show me, issued by Cankaya Civil Registry Office on 22/07/2016 with Registry No 21535 and serial No L12 and No 825585 with her photograph attached on it and who is registered in Izmir Province, Aliaga District, Cakmakli Quarter/Village with volume no 10, family row no 91, row no 9, father's name Ibrahim, mother's name Kadire, date of birth 1/3/1956, place of birth Cakmakli and who declares that she resides at the address Mutlukent Mah. Ressamlar Cad. No: 2B Çankaya / ANKARA and she is literate and with TR ID No: 65089000648; according to the identification card that she show me, issued by Eskişehir Central Civil Registry Office on 12/09/2003 with Registry No 21714 and serial No F08 and No 182114 with her photograph attached on it and who is registered in Nigde Province, Ulukisla District, Alpagut Quarter/Village with volume no 1, family row no 21, row no 103, father's name Bedrettin, mother's name Nuriye, date of birth 4/4/1950, place of birth Goksun and who declares that she resides at the address Birlik Mah. 497 Cad. No: 3 / 7 Çankaya / ANKARA and she is literate and with TR ID No: 54784438924; according to the passport that she show me, dated 02/07/2015 and serial Numbered S01851553 with her photograph attached on it and whose place of birth Aksehir and who declares that she resides at the address Salacak Mah. Tosunpaşa Sk. No: 9 / 10 Üsküdar / İSTANBUL and she is literate and with TR ID No: 24022121802; according to the identification card that she show me, issued by Cankaya Civil Registry Office on 24/04/2015 with Registry No 13841 and serial No H12 and No 126391 with her photograph attached on it and who is registered in Artvin Province, Hopa District, Kuledibi Quarter/Village with volume no 3, family row no 159, row no 20, father's name Erkin, mother's name Gulsen, date of birth 24/6/1975, place of birth Ankara and who declares that she resides at the address Yıldızevler Mah. 736 Cad. No: 16A / 17 Çankaya / ANKARA and she is literate and with TR ID No: 26986166622; according to the identification card that she show me, issued by Cankaya Civil Registry Office on 12/09/2011 with Registry No 34431 and serial No Y10 and No 732964 with her photograph attached on it and who is registered in Rize Province, Camlihemsin District, Asagisimsirli Quarter/Village with volume no 7, family row no 14, row no 60, father's name Omer, mother's name Halime, date of birth 4/7/1978, place of birth Bornova and who declares that she resides at the address Mutlukent Mah. Ressamlar Cad. No: 2B Çankaya / ANKARA and she is literate and with TR ID No: 15113420614 came to my office and asked for a STATUTORY FORM OF ARTICLES OF FOUNDATION to be issuedAs I am convinced with the documents written above about the identities of the concerned people, I understood that they have the ability to do this process and that the relevant people named HALIME GUNER, SEVINC UNAL, SUNDUZ HASAR, ELIF TOPKAYA SEVINC, AYŞE URUN GUNER are literate. The related ones HALIME GUNER, SEVINC UNAL, SUNDUZ HASAR, ELIF TOPKAYA SEVINC, AYŞE URUN GUNER thus began to speak;</p>	
<p>(Portrait) (Portrait) (Portrait)</p>	<p style="text-align: center;">“ARTICLES OF FOUNDATION FOR FLYING BROOM FOUNDATION</p> <p>FOUNDATION: Article 1- The name of the foundation is Flying Broom Foundation. Herein this official deed, it will only be called foundation. HEAD OFFICE OF THE FOUNDATION: Article 2-The head office of the foundation is in Ankara Province, Cankaya District; its address is Sairler Sokak 7-4 G.O.P Ankara. branches and representative offices can be opened in the country or abroad with the decision of the foundation board of directors within the framework of the relevant legislation. AIMS OF THE FOUNDATION: Article B- To work for ensuring gender equality, increasing awareness on this issue and developing and spreading policies for women's empowerment; enriching the knowledge of this area with original research and audio-visual materials; to initiate national and international organization initiatives, to support these initiatives and to work on preventing all kinds of violence against women. ACTIVITIES OF THE FOUNDATION: Article 5- a- Conducting research and sharing findings on Social Gender Equality to develop and disseminate policies for women's empowerment, b- To carry out on-site application studies, c- Sharing the obtained data with public institutions, academies, non-governmental organizations and the general public; to do scientific, cultural and artistic activities in this way, to held conferences, seminars, panels, festivals, organizations etc., to organize congresses; d- To carry out activities in other sectoral fields in line with their objectives,</p>	

<p>(Portrait) (Portrait)</p>	<p>e- To carry out awareness-raising activities, communication activities and campaigns on Social Gender Equality, f- To be a partner in the establishment of educational institutions such as institutes, academies etc. and social facilities, g- Establishing, publishing or participating in written, periodical or non-periodical media, etc. h- To cooperate with national and international non-governmental organizations, state institutions, private sector organizations working for similar purposes, to participate in such formations, to carry out direct activities at home and abroad, i- Establishing and running working boards, j- To develop various fundraising activities in order to achieve the foundation's objectives.</p> <p>WORKS AND TRANSACTIONS THAT THE FOUNDATION CAN DO TO ACHIEVE ITS OBJECTIVES: Article 6- To achieve its purpose as stated in Article 48 of the Turkish Civil Code the foundation is allowed and authorized to own and use the movable and immovable properties that are not restricted in terms of quantity and value, except for legal limitations, by donation, will, purchase and lease; to sell, alienate their possessions in accordance with the provisions of the law on foundations, to collect and spend its income; to use one or more immovable property or incomes that are in the assets of the foundation in one or more investments; managing and saving movable and immovable property and money acquired through donations, wills, purchases and other means, provided that it is not contrary to the purpose and service of the foundation; buying securities and using them for the purpose of the foundation; cooperating with national and international foundations, real and legal persons doing similar activities to the foundation's objectives; getting help from outside public institutions and organizations, making agreements to provide this assistance; accepting non-property rights in kind, such as sharing, usufruct, residence, overhead, pledge, mortgage of immovable properties, using these rights, obtaining all kinds of guarantees, including pledge and mortgage of movable and immovable properties for contracts to be established with their existing or future revenues; to accept valid bank guarantees; to provide borrowing, surety, pledge, mortgage and other guarantees when necessary to realize the purpose and service of the foundation; in order to generate income from the projects and all kinds of works carried out and to be carried out in accordance with the purpose and service subjects of the foundation, establishing economic enterprises, companies, partnerships that will work according to the usual business principles to develop all kinds of fundraising activities and to provide income to the foundation, to participate in those established, to operate them directly or to have them run by an operator under its control; making venture, savings, property acquisition, construction and similar contracts deemed useful and necessary for the realization of one or all of the purpose and service subjects of the foundation, and selling and transferring them when necessary.</p> <p>ESTABLISHMENT ASSETS OF THE FOUNDATION: Article 7- The foundation's founding assets are 60,000 TL allocated by the founders to the foundation. Establishment assets can be increased by additions to the assets following the establishment of the foundation.</p> <p>ORGANS OF THE FOUNDATION: Article 8- Organs of the Foundation are written below: a- Board of Trustees b- Board of Directors</p> <p>BOARD OF TRUSTEES: The Board of Trustees consists of 5 (five) founders. The Board of Trustees of the Foundation is 5 (five) persons consisting of real persons whose names are written in the attached list and signed under this articles of foundation. In case the membership of the board of trustees becomes vacant due to death, resignation or any other reason, the vacant memberships are elected upon the proposal of the board of directors or the members of the board of trustees and the decision of the board of trustees.</p> <p>DUTIES AND AUTHORITIES OF THE BOARD OF TRUSTEES It is the highest decision making body of the foundation. Its authorities are as follows: a- To elect the board of directors, b- To decide who will be the independent auditor, c- To discuss and examine the annual reports prepared by the foundation board of directors, to decide on the submission of the board of directors, d- To accept the internal legislation drafts of the foundation that will be prepared by the board of directors, as it is or by amending it e- Accepting the annual budget drafts to be prepared by the board of directors as they are or by amending it, f- Determining whether or not to give attendance fee to the members of the board of directors other than public officials, g- Making additional and changes in the articles of foundation when necessary. h- Determining general policies regarding the activities of the foundation i- Accepting or rejecting conditional and unconditional donations to the Foundation</p> <p>MEETING TIME AND QUORUM OF THE BOARD OF TRUSTEES: The first meeting of the board of trustees is held within a month following the registration of the foundation. a- In February to discuss the approval of the balance sheet and work reports, b- Convenes in November to discuss issues related to the approval of the budget and work reports and the making of elections.</p> <p>The board of trustees may also convene extraordinarily upon the necessity of the board of directors or if at least one third of the members of the board of trustees make a written request from the board of directors. Issues not included in the announced agenda cannot be discussed in ordinary and extraordinary meetings.</p>
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However, immediately after the formation of the council in the ordinary meeting, it is possible to add items to the agenda, with the written recommendation of at least one tenth of the attendees, except for the change of deed and the issues that will impose obligations and responsibilities on the foundation bodies and the foundation. The date, place, time and agenda of the meeting are notified at least 7 (seven) days before the meeting date by registered mail for signature or to reach members.

The board of trustees gathers with one more than half of the total number of members. If the majority cannot be achieved, the meeting is held at the same place on the same day and time a week later. In this second meeting, the quorum meeting cannot be less than one third (1/3) of the total number of members.

The decision quorum of the Board of Trustees is one more than half of the participants in the meeting. If the votes are equal, the vote of the chairman of the council counts as two votes. How the voting will be done is also decided. Each member has one vote. The member who is not available to attend the meeting may appoint another member from the Board of Trustees as a proxy. More than one power of attorney cannot be convened in a person.

The quorum for changes, corrections or additions to the articles of foundation is two-thirds of the total number of members.

MEETING AND DECISION PRINCIPLES OF THE BOARD OF DIRECTORS:

Article 9- The board of directors of the foundation consists of (3) main and (2) alternate members to be elected for two years by the board of trustees. It is mandatory for the majority of the members of the board of directors to be members of the board of trustees. Provided that they do not constitute the majority, it is possible to select individuals outside the foundation. At the first meeting of the board of directors, the chairman, vice chairman and accountant member are elected and the task distribution is made. One of the alternate members, according to their order, is called for duty instead of the member whose term of office ends for any reason. The board of directors convenes at least once a month. A member of the board of directors who does not attend (3) consecutive meetings without a valid excuse is deemed to have withdrawn from this duty.

The meeting quorum is (2) and decisions are taken by the majority of the present attendees. Decisions taken are written in a notarized decision book and signed.

DUTIES, AUTHORITIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS:

Article 10- The board of directors is the administrative and executive body of the foundation.

In this capacity, the board of directors;

- a) Takes and implements all kinds of decisions in line with the purpose of the foundation.
- b) Ensures that the activities of the foundation are carried out regularly and efficiently in the light of the general policies determined by the board of trustees. In this context, it prepares the necessary internal legislation drafts and submits them for the approval of the board of trustees.
- c) Carries out the necessary studies regarding the utilization of the foundation's assets and obtaining new financial resources.
- d) On behalf of the legal entity of the foundation, it takes necessary initiatives and transactions with all real and legal persons in legal, financial and other matters.
- e) Appoints a manager to the foundation, establishing general secretariat or similar auxiliary units, and terminates their duties when necessary, provided that their duties, authorities and responsibilities are clearly determined in advance.
- f) Determines the personnel to be employed in the foundation, assigns them, determines their wages, and terminates their jobs when necessary.
- g) Decides to open and close branches and representative offices in the country and abroad within the framework of the provisions of the relevant legislation, and takes the necessary actions in this regard.
- h) Monitors and controls the accounting affairs of the foundation, ensures that the income-expense statement and balance sheets are prepared and sent to the relevant administration and announced at the end of the accounting period.
- i) Implements the annual budget approved by the board of trustees.
- j) Carries out the preparatory procedures regarding the meetings of the Board of Trustees,
- l) Submits the foundation activity report of the period for release at the Board of Trustees meetings.
- k) Performs other duties required by the relevant legislation, articles of foundation and foundation internal legislation.

PROXY APPOINTMENT:

Article 11- The Board of Directors may appoint one or more of its members, any one or more of its authorized officer and officers, and appoint a representative or proxies in general or certain situations and matters, within the framework of the principles it will specify.

AUDIT:

Article 12- The transactions and accounts of the foundation are audited by an independent auditor in accordance with Articles 42 and 43 of the Foundations Regulation. The person/organization that will carry out the independent audit is selected by the Board of Trustees from among the individuals/organizations having auditor certificate; The internal audit is completed within six months from the end of the year and

delivered to the relevant Regional Directorate of Foundations within two months by the Foundation Executives.

REPRESENTATION OF THE FOUNDATION:

Article 13- The board of directors represents the foundation,

ATTENDANCE FEE:

Article 14- The board of trustees determines whether or not to pay attendance fee or wage to the members of the board of directors other than public officials, and if so, the amount.

INCOME OF THE FOUNDATION:

Article 15- The foundation's income is shown below.

- a) All kinds of conditional, unconditional donations and aids in accordance with the purpose of the Foundation.
- b) Various income to be obtained from the activities of the foundation.
- c) Incomes to be obtained from economic enterprises, affiliates and partnerships.
- d) Income to be obtained by evaluating the foundation's movables and real estates and other assets and rights.

PLACES TO ALLOCATE AND SPEND THE FOUNDATION INCOME:

Article 16- At least two thirds of the annual gross income of the foundation is allocated and spent for the purposes of the foundation; the remaining amount is allocated and spent for management and maintenance expenses as well as for reserves and investments that increase foundation assets.

TERMINATION OF THE FOUNDATION:

Article 17- The termination of the foundation is only possible with the written proposal of three-fifths (3/5) of the total number of members of the board of directors or the board of trustees and the approval of four-fifths (4/5) of the total number of members of the board of trustees and a decision to be taken by the court. In the event of termination of the foundation, the remaining assets and rights remaining from the liquidation of the debts are transferred to the similar foundation or an institution having the same purpose to be determined by the board of trustee.

TRANSITIONAL PROVISIONS:

Article 18- Provisional Article 1- The first temporary board of directors of the foundation consists of the members whose names are written below.

- 1- HALIME GUNER
- 2- SEVINC UNAL
- 3- ELIF TOPKAYA SEVINC

The temporary board of directors is obliged to call the board of trustees to a meeting within one month at the latest from the registration date of the foundation; it has the duties and authorities specified in the articles of foundation within this period.

Provisional Article 2- HALIME GUNER has been made effective to carry out all the necessary procedures for the registration of the foundation.

VAKFIN KURUCULARI:

Article - 19

- 1- HALIME GUNER,
- 2- SEVINC UNAL,
- 3- SUNDUZ HASAR,
- 4- ELIF TOPKAYA SEVINC,
- 5- AYŞE URUN GUNER”

and they finished their words.

This written report was given to the literate concerned people for reading. They read. It was signed and sealed by literate concerned persons and by me, upon the declaration of their true wishes that they were written exactly. Seventeenth of October, Two Thousand Seventeen, Tuesday, 17/10/2017

HALIME GUNER
SIGNATURE
(SIGNATURE IS IN THE ORIGINAL)

SEVINC UNAL
SIGNATURE
(SIGNATURE IS IN THE ORIGINAL)

SUNDUZ HASAR
SIGNATURE
(SIGNATURE IS IN THE ORIGINAL)

ELIF TOPKAYA SEVINC
SIGNATURE

	<p>(SIGNATURE IS IN THE ORIGINAL)</p> <p>AYŞE URUN GUNER SIGNATURE (SIGNATURE IS IN THE ORIGINAL)</p> <p>This sample is the same as the original with the same date and roll number kept in the office. 38th ANKARA NOTARY PUBLIC FEYHAN GOKCINAR (signature-seal)</p> <p>38th ANKARA NOTARY PUBLIC FEYHAN GOKCINAR (OFFICIAL SEAL, SIGNATURE)</p>
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The amount for VAT, Fees, Stamp Tax and Valued Paper were collected in return the Receipt

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