

I, Annelies Verhulst, sworn translator for the English language, herewith certify
the attached to be a true and full English translation of the original Dutch
document seen by me, a copy of which is hereunto annexed.

Amsterdam, 8 October 2003

A Verhulst



Taalcentrum-VU
Vrije Universiteit
De Boelelaan 1105
1018 HV Amsterdam
The Netherlands

[Logo: Klein & Trip
notaries public
at Zwolle]

COPY

of the deed of incorporation of the Foundation:
Stichting Shamballa Foundation for Multidimensional Healing, established at
Zwolle

Date of deed: 22 April 2003



On the twenty second of April two thousand and three the following party appeared before me, Mr Douwe Klein, notary public at Zwolle: Mr **JOHANNES LAMBERTUS DE GOEIJ** (holder of passport number NB3214192), residing at 7722 VB Dalfsen, Keizersteeg 1, born at Tilburg on the fifteenth of July nineteen hundred and forty-seven, married in full community of property with Mrs Levina Cornelia Kaarsemaker.

The appearing party declares that a Foundation is hereby incorporated with the following articles of association:

NAME, SEAT AND DURATION

Article 1.

1. The name of the Foundation is: **STICHTING SHAMBALLA FOUNDATION FOR MULTIDIMENSIONAL HEALING.**

2. The Foundation is established at Zwolle.

3. The Foundation is incorporated for an indefinite period.

OBJECT

Article 2

The objects of the Foundation are:

- to set up healing centres according to the Shamballa philosophy;
- to provide courses, workshops, treatments, lectures;
- to organize congresses, study trips, excursions;
- to finance foreign-based affiliated institutions whose activities are aimed at the same objects as those of the Foundation;
- to promote and exchange knowledge in the most extensive sense of the word in the field of the Shamballa philosophy;
- all this in the broadest sense.

FINANCIAL YEAR

Article 3.

The financial year of the Foundation coincides with the calendar year.

Article 4.

FINANCIAL FUNDS

The financial funds of the Foundation will be obtained from:

- income from the activities organized by the Foundation;
- gifts, donations, bequests and legacies;
- what the Foundation may obtain in whatever manner.

COMMITTEE

Article 5.

1. The Foundation is governed by a Committee consisting of at least three persons who are appointed by the Committee for a period of three years, on the understanding that the Chairman mentioned hereafter is appointed for an indefinite period.

Committee Members are immediately reappointable upon their retirement by rotation.

2. The Chairman is appointed to this office. The Committee elects a Secretary and a Treasurer from its midst. The offices of Secretary and Treasurer may be exercised by one person.

3. The Directors receive no remuneration for their work. They are entitled to a refund of expenses incurred by them in their capacity as Committee Members.

COMMITTEE CHANGE

Article 6

1. Membership of the Committee ends due to the Committee Member's:

- retirement by rotation;



- resignation;
- death;
- loss of the freedom to manage his/her own financial affairs;
- dismissal by court order.

2. In addition, Committee Membership ends if all other Committee Members pass a resolution to this effect by unanimous vote, on the understanding that this does not apply to the Chairman mentioned hereafter.

3. The Committee draws up a roster of retirement; a Committee Member appointed to an interim vacancy shall take the place of the replaced person in the roster of retirement.

REPRESENTATION AND AUTHORITY OF THE COMMITTEE

Article 7

1. The Foundation is represented judicially and extrajudicially in all actions, including legal acts as mentioned in section 2, by:

- a. the full Committee;
- b. the Chairman and the Secretary acting jointly or, in his/their absence, by his/their appointed deputy/ies.

2. The Committee is authorized to decide to enter into contracts involving the acquisition, alienation and encumbrance of registered property and to enter into contracts where the Foundation binds itself as surety or jointly and severally liable co-debtor, stands up for the interests of a third party or undertakes to act as guarantor for a debt incurred by another party.

3. The Committee is authorized to delegate certain tasks to one or more Committee Members or to a Director of the Foundation.

4. Even when the Committee consists of fewer than three Members, the Committee continues to constitute an authorized body, without prejudice to the obligation to fill the vacancy/ies as soon as possible.

COMMITTEE MEETINGS

Article 8

1. The Committee meets as often as the Chairman, or the person replacing him in this capacity, or at least two other Committee Members may deem necessary.

2. The Secretary calls the meetings by sending a written convocation, together with the agenda, at least 10 days in advance.

3. Each Committee Member has the right to have an item or topic placed on the agenda by sending said item or topic to the Secretary at least three weeks before the planned meeting.

4. The Committee meeting can exclusively deal with items or topics that are on the agenda, unless all incumbent Committee Members are present at that meeting and decide otherwise.

5. The Secretary draws up the minutes of the business discussed and decisions made at the meeting; these minutes are adopted at the next meeting and are signed by the Chairman and the Secretary in confirmation thereof.

VOTING

Article 9

1. The Committee is authorized to make decisions both in and outside the meeting. In the case of decisions made outside the meeting, all Committee Members must cast their vote in writing.

2. Unless determined otherwise in these articles of association, decisions are made by majority of validly cast votes. Blank votes are invalid. Each Committee Member



has one vote. Votes may be cast by proxy, provided that said proxy is deemed adequate by the Chairman.

3. Voting on persons generally takes place in writing. Voting on business matters takes place orally, unless a Committee Member requires a written vote. Written votes are cast by unsigned and sealed ballots. Voting by acclamation is permitted if none of the Committee Members object to this.

4. If a first vote on persons fails to result in a majority, a new vote will be held. If that too fails to result in a majority, an interim vote will be held to select the candidates between whom the subsequent revote will take place.

If the outcome of an interim vote or revote is undecided, the decision will be taken by drawing lots.

5. A proposal on business matters is rejected if the vote is inconclusive.

6. If the Chairman expresses the opinion during a meeting that a decision has been made, this judgement shall be conclusive.

The same applies to the content of a decision taken insofar as the vote concerned a proposal not documented in writing.

7. However, if the correctness of this judgement is disputed immediately after it has been pronounced, a second vote will be held if requested by the majority of the meeting or, if the original vote was not performed by roll call or ballot, by one of those present with voting rights. This new vote cancels out the legal consequences of the first vote.

STAFF

Article 10

1. The Foundation may employ staff for the performance of the day-to-day activities.

2. If the Foundation employs more than one person, one of the staff members will be appointed as Director.

3. The duties and powers of the Committee will be documented in Committee Regulations.

ADVISORY COUNCIL

Article 11

1. The Committee shall set up a Board of Experts.

2. Persons capable of assisting the Committee with advice conducive to achieving the objects of the Foundation are eligible for appointment to this Council;

3. The Council may provide the Committee with solicited and unsolicited advice.

4. The Committee is obliged to inform the Council at least twice yearly on the state of affairs at the Foundation.

REPORTING

Article 12

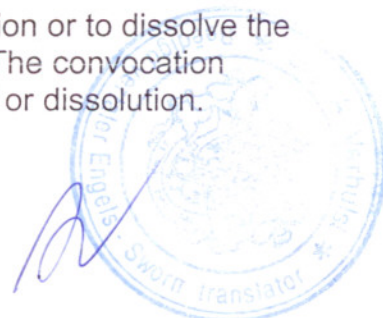
1. Within six months after the termination of a financial year, a Committee meeting shall be held in which the annual report and annual accounts are dealt with.

2. After their adoption, the annual report and accounts can be distributed for inspection, either in full or in abridged format, to those who have supported the work of the Foundation.

AMENDMENT TO THE ARTICLES OF ASSOCIATION AND DISSOLUTION

Article 13

1. The Committee is authorized to amend the articles of association or to dissolve the Foundation in a meeting called partly or wholly for this purpose. The convocation notice for that meeting must include the proposal for amendment or dissolution.



The decision to this end must be taken in a meeting in which all Members of the Committee are present or represented, with a majority of at least two thirds of the validly cast votes.

2. If no decision can be taken in this meeting because not all Committee Members are present or represented, a second meeting can be held within six weeks after the first meeting. In this second meeting a decision to amend the articles of association or dissolve the Foundation can be taken with a majority of at least two thirds of the validly cast votes, irrespective of the number of Committee Members present or represented.

3. An amendment to the articles of association enters into force after said amendment is officially documented in a notarial deed.

LIQUIDATION

Article 14

1. The Foundation continues to exist after its dissolution if and insofar as this is necessary for the liquidation of its affairs.

2. The liquidation takes place by the Committee unless one or more liquidators is/are appointed in the decision to dissolve the Foundation.

3. During the liquidation the provisions of these articles of association remain in force insofar as possible.

4. The Committee decides in the meeting in which the dissolution decision is taken on the appropriation of any funds remaining after the liquidation, on the understanding that said funds must be appropriated to an object that comes as close as possible to the object of the Foundation.

REGULATIONS

Article 15

1. The Committee may adopt and amend regulations arranging all those subjects that are not or not wholly provided for in these articles of association.

2. Regulations adopted by the Committee may not be in conflict with these articles of association or the law.

FINAL PROVISION

Article 16

The Committee decides in all cases that are not provided for by the articles of association or the regulations.

Finally, the appearing party declares that the following persons shall be appointed as Committee Members:

1 Dr John Michael Armitage, residing in Great Britain, Wellington TA 210 AA, Tonedale, 76 Millstream Gardens, as Chairman and furthermore;

2 the appearing party as Secretary and Treasurer;

3 Mrs Janet Louise Hannant, residing in Great Britain, Taunton TA3 5LA, Ruishton, 16 Newslands Crescent, as Committee Member.

The appearing party is known to me, notary public.

This deed was executed at Zwolle on the date mentioned in the heading of said deed.

After the statement and clarification of the material contents of this deed, the appearing party declared to have taken cognisance of and to approve the contents of this deed. Thereafter the deed was partly read out by me, notary public. Immediately after this abridged reading, the deed was signed by the appearing party and then by myself, notary public.

Signatures follow.



In certification of this copy:

[signature]

[Stamp: Mr D. Klein * notary public at Zwolle *]

