

MINUTES OF THE MEETING
« ROSA MISTICA – FONTANELLE »
REPUBLIC OF ITALY

In the year two thousand fourteen, the twenty second of January-----
-----22.01.2014-----

at 11 am (eleven), -----
in Bedizzole in the office at via Palazzo n° 7.-----

In front of me, master DIEGO FERRARIO, notary in Bedizzole, registered at the College of
Notaries of Brescia,-----

-----appears before me, Mr.: -----

Tanzini Leonardo, born in Montichiari (BS) on October 11, 1933 domiciled, for the function
at the headquarters the aforementioned institution in Montichiari (BS) – Fontanelle, fraction
de S. Giorgio – via Molino no. 9 ;-----

declaring me to be an Italian citizen and taking part in this Act as President of the Governing
Board of the Association

----- « ROSA MISTICA FONTANELLE » -----

a non-recognized private law entity with headquarters in Montichiari (BS) via Molino no. 9,
tax identification number 94005570174. -----

The aforementioned appearing person, whose personal identity and qualification I, notary,
can attest, hereby declares that at this date and at this time the meeting of the said
association is held to discuss and deliberate on the following topics:

-----AGENDA-----

- 1) TRANSFORMATION OF ASSOCIATION "ROSA MISTICA - FONTANELLE" INTO FOUNDATION
"ROSA MISTICA - FONTANELLE" AND ADOPTION OF THE NEW STATUS; -----
- 2) DIFFERENT ITEMS AND CONTINGENCIES.-----

The person appearing before me, notary public, requests to assist him by giving notice
through a public declaration regarding the results of the meeting in question and of the
deliberations which this assembly wishes to adopt.-----

Accepting the proposition which has been made to me, I, notary, acknowledge the following.

- that, in accordance with Article 6 of the statute currently in force, the meeting was duly
convened by means of a written notification, sent without delay to each entitled person
by registered letter with acknowledgment of receipt or delivered personally; -----
- that this sole meeting was fixed for January 22, 2014 at 11 am; -----
- that 12 (twelve) partners are present (in accordance with the statute) and by means of a
written authorisation, within the meaning of Article 9 of the statute (paragraphs 2 and 3),
11 (eleven) associates, out of the 28 (twenty-eight) partners, all entitled to vote, within
the meaning of the same statute, as evidenced by the President, everything as appears in
the list of partners, duly completed and filed in original in the association's proceedings,
undersigned by the appearing person and by me, the notary, is attached as a copy to the

present deed under letter "A", a list also containing, in correspondence with the name of each partner, in case of his presence, the subscription of the person, or, in case of delegation, that of its representative; -----

- that, in addition to the President appearing here, also the members are present, currently in function and resulting from the list of members of the Board of Management, duly completed and filed in original with the deeds of the institution, signed by the appearing person and by me, notary, this deed is attached as a copy to the present deed under the letter "B", a list also containing the name of each member, when present, the signature of the member in question;
- that the appointment of other bodies of the association is currently not foreseen;
- that the identity and legitimacy of intervention of all those who are present, and in particular the regularity of the delegations, which will continue to be available for the association, has been verified by the President and confirmed to me by himself;
- that, consequently, the present meeting, duly convened in accordance with the provisions of the statute, in the presence of all those entitled to vote in the above quoted number, legitimized to intervention as specified and representing a sufficient quorum constitutive, should be considered as regularly constituted and may deliberate the items on the agenda, according to the second paragraph of Article 11 of the Statute, which provides that on the first convocation, the meeting is valid with the presence of 80% (eighty per cent) of the members entitled to vote.

Accordingly, the President begins the procedure of the themes and-----

proposes:-----

that, in view of the need to ensure a better pursuit of the institution's aim, it is advisable to modify its legal nature by means of a transformation from an unrecognized association into a foundation, with better described conditions in the above-mentioned statute;

- that the necessary organs of the institution will be furnished by the President, the Vice-President, if applicable or appropriate, and the Board of Directors, in addition, if appointed, to the Board of Auditors and one Treasurer, with powers respectively assigned by law;
- that, therefore, and subject to the approval of the above-mentioned resolution, a new text of the relevant statute should be adopted for the chosen new legal form, which the President himself presents directly to the meeting. -----

-----* * * * *-----

Consequently, the President casts the vows on the proposals for deliberation.-----

The general meeting of the associates, having heard the report of the President, a favorable vote was expressed by the vote by show of hands by the present participants or represented legitimized to the vote, representing 23 (twenty-three) partners out of a total of 28 (twenty-eight) partners, and therefore unanimously adopted by the participants, all as a result of the voting card, duly submitted and filed in original to the deeds of the institution, subscribed by the appearing party and by me, notary, is attached, in copy, to this deed under the letter "C", therefore with sufficient deliberative quorum under the current law.

DECIDES:-----

- 1) to transform the Association "ROSA MISTICA - FONTANELLE" from its current legal form of non-recognized association into that of a foundation of private law, although besides being regulated by the Italian law, with regard to certain rules, is also regulated by the canon law, from the date of inscription of this resolution in the Register of Legal Persons according to the following terms and conditions: -----

- the name is changed into "FOUNDATION ROSA MISTICA FONTANELLE" (article 1):
- the aim is as follows (Articles 2 and 3) -----
----- *Article 2 – Aims*-----

The Foundation pursues religious and devotional aims. Its purpose is to promote and to spread throughout the whole world, within the Catholic tradition and the ecclesial Magisterium, the devotion to the Virgin Mary, started in Montichiari since 1947 and continued in Fontanelle di Montichiari since 1966. -----

-----*Article 3 – Activity*-----

Acknowledging that the practice of worship is subject to the authority of the diocesan and universal Church, the Foundation cooperates with the priests responsible for worship in Fontanelle in order to enhance the Marian and Baptismal dimension in the liturgical celebrations and in the manifestations of popular piety with prayers directed above all to vocations, the sanctification of the clergy and the consecrated persons, conversion and penance in the remission of sins.-----

In particular: -----

- a) to promote the events of worship and devotion to the Virgin Rosa Mystica in Fontanelle, also taking care of all that is necessary to provide a worthy welcome of the faithful who come there for reasons of devotion, for the particularity of the place; -----
 - b) to observe that such manifestations of devotion by individuals and groups take place in an authentic spirit of prayer, sacrifice and penance; -----
 - c) to provide for appropriate measures to prevent behavior and / or manifestations contrary to public order and respect for the site;
 - d) to continue to archive and to study the devotional facts and testimonies that made and still make of Fontanelle a place of Marian worship and prayer, also making use of the knowledge and experience of the founding members of the Rosa Mystica Fontanelle Association, recognizing that any final judgment in this respect is the exclusive competence of the Church in accordance with the standards of the canon law and its Magisterium;
 - e) to provide nonprofit environmental protection and current functions, characteristic of the locality named "Fontanelle"; -----
- the headquarters and the closure of the social premises remain unchanged, specifying that the address of the office, following the alteration of above-mentioned toponymic, remains fixed or is currently located, i.e., in Montichiari (BS) - Fontanelle - Via Rampina di S. Giorgio b. 24; -----
 - the other statutory provisions governing the foundation are set out in the text of the law below: -----
 - the administration of the foundation is entrusted to a board of directors, in the composition and with the specified duration; -----
 - a Board of Auditors is not appointed for the time being, nor a single auditor; -----
 - the patrimony of the institution in question as a whole, and in particular all legal relationships and situations attached to the association, whether active or passive, material and procedural, private and public, including any powers of attorney possibly conferred to the association, remains in the name of the foundation deriving from this transformation, by virtue of the principle of continuity of legal relations of all kinds of hypothesis of transformation, though not expressly envisaged, and immanent to our order; in this respect, the appearing party, in his capacity as president of the administrative body, declares, for the purpose of assessing the congruence of the assets

of the institution by competent authorities, that the assets of the association shall be subject to an evaluation by a special assessment appraisal within a body registered in the Register of Legal Persons; -----

2. to approve a new statute containing the rules on the functioning of the foundation, adapted to the new legal form adopted by the institution in question, which statute, signed and by the appearing person and myself, is attached to the deed under the letter "D"; -----
3. to give notice that, subject to its effectiveness, in accordance with Art. 2 of the presidential decree no. 361/2000 of the resolutions referred to in items 1) and 2), the Foundation in question shall continue to be managed by the current Board of Directors, composed of 11 (eleven) members, by the following persons: -----
 - Tanzini Leonardo, as above mentioned, resident in Montichiari (BS), viale Giacomo Matteotti no. 10, tax code: TNZ LRD 33R11 F471I – *President*; -----
 - Magoni Giuseppe, born in Calvisano (BS) on January 17, 1936, residing in Trenzano (BS), Viale delle Molino Blade no. 1, Tax Code: MGN GPP 36A17 B4SOM - *Counselor*; ---
 - Cuelli Maria Luisa, born in Montichiari (BS) on July 20, 1942, residing in Montichiari (BS), viale Giacomo Matteotti no. 10, Tax Code: CLL MLS 42L60 F471T - *Counselor*; -----
 - Maccabian Matilde, born in Brescia (BS) on July 18, 1969, residing in Montichiari (BS), Via Pace n. 23, tax code: MCC MLD 69L48 B1570 - *Counselor*; -----
 - Bettenzoli Maria Teresa, born in Montichiari (BS) on December 1, 1942, residing in Montichiari (BS), via Cavallotti no. 216, tax code: BTT MTR 42T41 F471W - *Counselor*; --
 - Buti Margherita, born in Ostra Vetere (AN) on November 22, 1943, resident in Brescia (BS), Via Paolo Veronese no. 37, Tax Code: BTU MGH 43S62 F581A - *Counselor*; -----
 - D'Erasmus Salvatore, born in Crotone (KR) on July 22, 1942, resident in Brescia (BS), Via Trainini n. 2, tax code : DRS SVT 42L22 D122L - *Counselor*; -----
 - Mor Angelo, born in Lonato (BS) on November 2, 1928, resident in Castiglione delle Stiviere (MN) , piazzale Resistance no. 5, tax code: MRO NGL 28S02 E667B - *Counselor*; -----
 - Tonoli Rocco, born in Salà (BS) on August 29, 1939, resident in Roè Volciano (BS), via Pascoli no. 7, tax code : TNL RCC 39M29 H717Y - *Counselor*; -----
 - Soldini Ezio, born in Montichiari (BS) on May 25, 1947, resident in Montichiari (BS), via Pascoli no. 22, tax code: SLD ZEI 47E25 F471D - *Counselor*; -----
 - Biemmi Gio Pietro, born in Bedizzole (BS) on May 6, 1938, residing in Botticino (BS), Via Seminaria no. 19, tax code: BMM GTR 38E06 A729Q - *Counselor*; -----

an organ to which by law all the powers necessary for the administration of the Institute, except as provided for in Article 11 of the Statute, and whose members here present declare that they are all Italian citizens and certify that there is no cause of incompatibility and inadmissibility and that they have all the requirements laid down by law or by the Statute for the recruitment of this task, who shall remain in function for the sole period of extension pending the appointment by the diocesan bishop, except in the case of re-election; legal representation shall rest with the President; -----
4. to mandate the Administrative Body and, consequently, to the President to fulfill all the relevant and consequent requirements described above, in particular with regard to the inclusion of this report in the competent Register of Legal Persons, with the option to introduce such modifications or integrations as may be deemed necessary for the purposes of registration itself, as far as legally permitted.-----

In this respect, the President presents to the General Assembly the procedure provided for the statutory amendments of Art. 2 of D.P.R. no. 361/2000, contemplating an obligation for the directors to file an application for approval of the proposed resolution for processing for the purposes of the prescribed assessment of the legitimacy of the legitimacy at the territorial competent authority and compliance by the competent governmental authority. – Nothing else to deliberate and none of those present persons asking to request the floor, the president declares that this assembly is dissolved at 12:15 (twelve and fifteen).

* * * * *

PUBLICATION OF THE REGISTER OF LEGAL PERSONS

This deed shall be filed directly by the administrative organ in the responsible Register of Legal Persons within the nine-day deadline as according to the law, giving the required publicity and transmitting copies of the present act to the competent authorities, also for possible communications.

ADVERTISING FULFILLMENTS

It is also authorized under the competence of the Foundation to carry out any change, transcription, modification of the header, and in general the updating in any capacity and for any reason and existing everywhere, in order to authorize any public or private body or office without the need for other deeds.

With respect to the obligations arising from the conversion, the appearing person declares that:

- The association is the owner of the following immovable property in-----
----- THE MUNICIPALITY OF MONTICHIARI (BS) -----
----- via Rampina di San Giorgio snc -----
- Real estate to be used as a chapel located on the ground floor, listed in the Building Cadastre, due to the notification of variation by toponymic modification requested by the Municipality presented to the Agency of the Territory of Brescia on March 12, 2013 no. 9289.1 / 2013 (prot. BS0054395), urban section NCT - Sheet 107 - file: -----
154 - p.T cat. B/5 cl.1 sq.m. 68 RC Euro 33,01;
- Real estate to be used as a chapel located on the ground floor, listed in the Building Cadastre, due to the notification of variation by toponymic modification requested by the Municipality presented to the Agency of the Territory of Brescia on Dember 9, 2011 no. n. 6816.1/2011 (prot. n. BS0567288), urban section NCT - Sheet 107 - file: -----
177 sub. 1 - p.T cat.C / 7 cl.2 mq. 50 RC Euro 24, 27; -----
----- via San Martino della Battaglia n. 155-----
- Residential real estate consisting of a cottage on the ground floor, -----
Listed in the Building Cadastre, due to the notification of variation by toponymic, modification requested by the Municipality presented to the Agency of the Territory of Brescia on February 20, 2013 no. 6208.1 / 2013 (Prot. BS0040117), urban section NCT – Sheet 79 – file: -----
173 sub p.T cat. A / 7 cl.1 apart from 6.5 RC Euro 436.41; -----
-----via San Martino della Battaglia n. 153 -----
- Residential real unit consisting of a garage on the ground floor, -----
listed in the Building Cadastre, due to the notification of variation by toponymic modification requested by the Municipality presented to the Agency of the Territory of Brescia on February 20, 2013 no. 62089.1 / 2013 (Prot. BS0040119), urban section NCT – Sheet 79 – file: -----

173 sub. 2 p.T cat. C / 6 cl. 3 sq.m. 12 RC Euro 18.59;-----
----- Via San Giorgio n. 57-----

- Residential real unit for rural use on the first floor, listed in the Building Cadastre, due to the notification of variation by toponymic modification requested by the Municipality presented to the Agency of the Territory of Brescia on October 25, 2004 nr.77860.1 / 2004 (prot. n. BS0374750), urban section NCT - Sheet 107 - file: -----
82 sub. 1 - p. Cat. A / 6 cl. 1 4 RC Euro 101,23; -----
- Real estate units used for the mill located on the ground floor and on the first floor, listed in the Building Cadastre, due to the notification of variation by toponymic modification requested by the Municipality presented to the Agency of the Territory of Brescia on April 5, 2005 n. 29950.1 / 2005 (Prot. BS0109199), urban section NCT - Sheet 107 - file: -----
82 sub. 2 - p. T-1 cat. D / 1 RC 254.00 Euro; -----
- Plot of land of a cadastral surface of 114.006 m² (hundredandfourteenthusandsix)), - identified in the Land Cadastre of the logical sheet 106, files: -----
46 of 01.48.70 ha plots of lands with trees Cl.3 RD Euro 103.68 RA Euro 88.32;
51 of 01.40.60 ha plots of lands with trees Cl.3 RD Euro 98.03 RA Euro 83.51;
- Plot of land of a total cadastral surface of 28.930 m² (twentyeightthousandninehundredandthirty)-----
listed in the Cadastre of the Logical Sheet 106, files: -----
46 of 01.48.70 ha plots of lands with trees Cl.3 RD Euro 103.68 RA Euro 88.32;
51 of 01.40.60 ha arable land Cl.3 RD Euro 98.03 RA Euro 83.51;
- Plot of land with a total cadastral surface of 114.006 sq.m. (hundredfourteenthusandandsix)-----
listed in the Cadastre of the Logical Sheet 107, files:-----
3 of 00.49.20 ha plots of land cl.3 RD Euro 20,33 RA 25,41 Euro;
36 of 00.62.90 ha plots of land cl.1 RD Euro '57, 36 RA Euro 35,73;
48 of 00.35.50 ha plots of land cl.1 RD Euro 21,08 RA Euro 20,17;
49 of 00.55.90 ha plots of land cl.1 RD Euro 33,20 RA Euro 31,76;
55 of 00.69.00 ha plots of land cl.2 RD Euro 35,64 RA Euro 37,42;
57 of 02.59.50 ha plots of land cl.2 RD Euro 134,02 RA 140,72 euros;
84 of 01.70.25 ha agricultural land with trees Cl.U RD Euro 92,32 RA Euro 101,12;
94 of 00.82.20 ha plots of land cl.2 RD Euro 42,45 RA Euro 44,58;
111 of 00.03.00 ha mixed forests cl.U RD Euro 0,77 RA Euro 0,09;
120 of 00.07.10 ha plots of land cl.1 RD Euro 4,22 RA Euro 4,03;
121 of 00.07.80 ha plots of land cl.1 RD Euro 4,63 RA Euro 4,43;
122 of 00.01.80 ha plots of land cl.1 RD Euro 1,07 RA Euro 1,02;
123 of 00.03.40 ha plots of land cl.l RD Euro 2,02 RA Euro 1,93;
125 of 00.03.00 ha plots of land cl.2 RD Euro 1,55 RA Euro 1,63;
126 of 00.06.60 ha plots of land cl.2 RD Euro 3,41 RA Euro 3,58;
127 of 00.04.60 ha plots of land cl.2 RD Euro 2,38 RA 2,49 euros;
128 of 00.00.50 ha plots of land cl.2 RD Euro 0,26 RA Euro 0,27;
151 of 00.05.32 ha mixed forests cl.U RD Euro 1,37 RA Euro 0,16;
152 of 00.11.98 ha mixed forests cl.U RD Euro 3,09 RA Euro 0,37;
153 of 00.48.02 ha plots of land cl.1 RD Euro 28,52 RA Euro 27,28;
155 of 01.70.18 ha plots of land cl.2 RD Euro 87,89 RA Euro 92,29;
157 of 00.25.41 ha mixed forests cl.U RD Euro 6,56 RA Euro 0,79;

- 163 of 00.25.10 ha plots of land Cl.2 RD Euro 20,09 RA Euro 17,50;
- 164 of 00.31.80 ha plots of land cl.2 RD Euro 16,42 RA Euro 17,24;
- Plot of land of a total cadastral surface of 2.145 sq.m. (two thousand four hundred and forty five), --- listed in the Logical Cadastre no. 108 with the file: -----
64 plots of land of 00.21.45 ha Cl.2 RD Euro 17,17 RA 14,96 Euro; -----
Limites: as resulting from the relevant records and cadastral maps that the subscriber declares to be well known and referred to also for the consistency; -----
- that he is not the owner of any registered mobile property or real rights on them.-----

TAX REGIME -----

The appearing party declares that this deed is subject to a fixed rate registration fee pursuant to Art. 11 of Tariff Part I attached to Presidential Decree no. 131/1986, since it is A deed which is not related to the property effects, still less to the fixed-rate mortgage and cadastral taxes, in accordance with Art. 4 of the tariff annexed to Legislative Decree No. 347/1990 .-----

EXPENDITURE -----

The expenses relating to this document and the related and consequential formalities shall be borne by the institution in question, which, as shown above, expressly assumes it, including consulting and notary fees, without prejudice to joint and several liability, according to Art. 78 of Act no. 89/1913. -----

DATA PROCESSING-----

The person appearing takes note of the information he received from me, notary, in accordance with Legislative Decree no. 196/2003, declaring having been informed of the general aspects of this regulation and giving its consent to the processing of the data relating to this notarial operation and to the legitimate conservation in their archives, also computerized, by the notary, as well as **positive** data.- -----

The appearing person discharges me, notary, from the accompanying reading, declaring that he is accurately aware of it -----

Upon request, I have received this deed, which I have read to the appearing person in the presence of the meeting, who approved it, and with me, a notary, signed it at 12:45 (twelve and forty five). -----

The act is composed of two records, edited with an electronic system by an entrusted person, realized by me, notary, for eight pages so far.

Signed by Leonardo Tanzini -----

Signed by Diego FERRARIO (L.S.), notary-----