ARTICLES OF INCORPORATION

European Shoah Legacy Institute p.b.c.

Article I

Introductory Provisions

1. On January 4, 2010, the Founder, which is the Ministry of Foreign Affairs of the Czech Republic, with its registered seat at Loretánské náměstí 5/101, Prague 1, Postal Code: 118 00, Identification Number 45769851, acting through Minister Jan Kohout (hereinafter referred to as "the Founder"), concluded a Deed of Incorporation of a public benefit corporation in accordance with §4 Act No. 248/1995 Coll., as amended (hereinafter "the Act").

2. In accordance with the aforementioned Deed of Incorporation, the Founder incorporated, under the terms and conditions set forth therein, a public benefit corporation, with the corporate name European Shoah Legacy Institute p.b.c. (hereinafter referred to as "the Corporation"), with its registered seat at Žižkova 155, 411 55 Terezín, which was incorporated and registered in the Registry of Public Benefit Corporations maintained by the Regional Court in Ústí nad Labem, Section O, Inset 281 as of January 20, 2010.

3. The official name of the Corporation in English is "European Shoah Legacy Institute".

4. The Corporation is incorporated with the purpose of providing public benefit services.

5. The Corporation is incorporated for an unlimited period of time.

Article II

Corporate Mission

1. Following up on the results of the Holocaust Era Assets Conference of 2009 and in accordance with the Terezin Declaration of June 30, 2009, it is the mission of the Corporation to note and promote the developments in the areas of social welfare of Holocaust survivors and other victims of Nazi persecution, education, remembrance and research of Holocaust history, and further in the areas of private and communal immovable property, looted art, Judaica and Jewish cultural assets confiscated or otherwise misappropriated by Nazis, Fascists and their collaborators, mainly by establishing and supporting of a voluntary forum as a means of discourse among states, international, governmental and non-governmental organizations – in particular organizations representing Holocaust (Shoah) survivors and other victims of Nazi persecution –, and independent experts, as well as by creating, sharing and promoting best practices and guidelines in the aforesaid areas.

2. The Corporation shall act in cooperation with international, European and other national institutions. Through mutual communication and coordination, the Corporation shall attempt at achieving the synergy of disposable financial means, coordination of human

resources, ongoing and planned activities, as well as at disseminating of successful initiatives, while taking care as not to substitute or duplicate efforts of partner organizations and expert institutions. The Corporation intends to use its broad mandate – in close cooperation with its partners – to seek and find systemic solutions on an international level towards achieving the objectives postulated in the Terezin Declaration.

Article III

Type of Provided Public Benefit Services

For the purpose stated in Article II hereof, the Corporation provides in particular following public benefit services:

a) makes prompt efforts aimed at elaborating of guidelines and best practices on international level and at formulating proposals of suitable measures to governments and to European Commission in the areas of social welfare of Holocaust survivors and other victims of Nazi persecution, education, remembrance and research of Holocaust history, and further in the areas of private and communal immovable property, cultural assets, Judaica and Jewish cultural assets confiscated or otherwise misappropriated by the Nazis, Fascists and their collaborators,
b) supports international cooperation, experience sharing and information exchange with the goal of facilitating the application and interconnection of best practices and programs in the areas of social welfare of Holocaust survivors and other victims of Nazi persecution, education, remembrance and research of Holocaust history, and further in the areas of private and communal immovable property, cultural assets, Judaica and Jewish cultural assets confiscated or otherwise misappropriated by the Nazis, Fascists and their collaborators,
c) cooperates with governments, European Union bodies, international, governmental and non-governmental organization and independent experts in monitoring of the current state of affairs and in conducting topical analyses, as well as in publicizing its results in the areas of social welfare of Holocaust survivors and other victims of Nazi persecution, education, remembrance and research of Holocaust history, and further in the areas of private and communal immovable property, cultural assets, Judaica and Jewish cultural assets confiscated or otherwise misappropriated by the Nazis, Fascists and their collaborators,
d) in interaction with existing projects and initiatives formulates new incentives and assists the development of further research and necessary activities in the areas of social welfare of Holocaust survivors and other victims of Nazi persecution, education, remembrance and research of Holocaust history, and further in the areas of private and communal immovable property, cultural assets, Judaica and Jewish cultural assets confiscated or otherwise misappropriated by the Nazis, Fascists and their collaborators,
e) actively participates in the systematic gathering, recording, exchange and dissemination of relevant and reliable data and facilitates the access thereto by means of web portals, internet pages, thematic meta-databases, overviews and reports in the areas of social welfare of Holocaust survivors and other victims of Nazi persecution, education, remembrance and research of Holocaust history, and further in the areas of private and communal immovable property, cultural assets, Judaica and Jewish cultural assets confiscated or otherwise misappropriated by the Nazis, Fascists and their collaborators,

f) participates in both international and national thematic conferences, workshops and similar events,
g) supports presentation and promotion of the activities conducted by cooperating organizations.

Article IV

Conditions of Public Benefit Services Provision

1. The Corporation shall provide to the interested physical and legal persons the public benefit services listed in Article III of the Deed of Incorporation. The services are provided in subordination to the Corporation's capacity for realization of particular services.

2. The Corporation may cooperate with other physical and legal persons both at home and abroad in the course of the public benefit services' provision.

Article V

Corporate Bodies

1. The corporate bodies are: the Director, the Administrative Board and the Supervisory Board.

2. The Corporation also establishes the Advisory Council and the Honorary Board.

Article VI

Director

1. The Director is the statutory body of the Corporation, directs the activities of the Corporation and acts on its behalf.

2. In relation to the Corporation's employees, the Director is the head of the organization.

3. The Director of the Corporation is appointed and recalled by the Administrative Board, which also determines his/her wages and other remunerations.

4. The Director carries out his/her function in a contractual relationship and cannot be member of other corporate bodies of the Corporation.

5. In particular, the Director:
   a) draws up a policy proposal of the Corporation's activities, which s/he submits to the Administrative Board for approval,
   b) draws up budget proposals, which s/he submits to the Administrative Board,
   c) bears responsibility for ensuring the operation of the Corporation within the scope defined by the Deed of Incorporation,

d) is responsible for organizing Administrative Board meetings in accordance with Article VIII, Section 3 of these Articles of Incorporation,
e) compiles the annual report proposal on activities and financial management of the Corporation,
f) acts and decides on behalf of the Corporation, in cases pursuant to §13 of the Act upon prior consent of the Administrative Board,
g) cooperates with the Advisory Council,
h) upon the Administrative Board's request, presents his/her positions regarding recommendations and proposals of the Advisory Council.

6. The Director is entitled to participate at Administrative Board meetings, having an advisory voice, present his/her proposals and recommendations and be given floor to voice his/her opinions upon request.

7. By means of a resolution, the Administrative Board determines the contents of the Director's work as well as his/her remuneration. It does so through a separate act.

Article VII

Administrative Board

1. The Administrative Board consists of six (6) members.

2. At its own discretion, the Founder proposes and nominates three (3) Administrative Board members. The Founder further nominates one member proposed by the Federation of Jewish Communities in the Czech Republic, one member proposed by the Terezin Initiative and one member by the Jewish Museum in Prague.

3. The Founder informs the corporate bodies on the Advisory Board members' nominations.

4. The term of office of each Administrative Board member is three (3) years, including the term of the first Administrative Board.

5. Recurrent membership in the Administrative Board is possible.

6. Administrative Board members cannot be members of other corporate bodies of the Corporation.

7. Membership in the Administrative Board terminates:
   a) by means of a written letter of resignation addressed to the Founder of the Corporation and to the corporate bodies, in case of persons nominated in accordance with Section No. 2 of this Article upon a proposal of any of therein stated legal persons, the letter of resignation must be addressed likewise to that legal person,
   b) upon death,
   c) by a recall from the Founder based on reasons stated in Section No. 8 of this Article,
   d) upon the term's expiration.
8. Among the reasons for a recall of an Administrative Board member the following are included:

a) the concerned Administrative Board member ceased to fulfill the conditions for his/her Administrative Board membership pursuant to §10 Section 3 of the Act,
b) the concerned Administrative Board member breached the law, the Deed of Incorporation or the Articles of Incorporation in a substantial manner or an a recurrent basis,
c) if an Administrative Board member is concerned, who was not nominated upon the proposal of any of the respective legal persons as per Section No. 2 of this Article, the termination of his/her employment relationship with the Founder shall constitute the reason for recall.

9. The Founder informs the corporate bodies of the termination of Administrative Board membership. New members shall be appointed to the vacated places of Administrative Board Members in a manner set forth by the Deed of Incorporation within sixty (60) days at the latest.

10. Administrative Board members elect a Chairman and a Vice Chairman from their midst. The Chairman, or in his/her absence, the Vice Chairman, convenes Administrative Board meetings and conducts its proceedings.

11. In cases where the Administrative Board is required to act and sign on behalf of the Corporation, the right to act and sign on behalf of the Corporation shall be held by two members jointly, while one of them shall be the Administrative Board Chairman or the Vice Chairman.

12. The Administrative Board Chairman may nominate and recall his/her own advisors, who may be invited to the Administrative Board meetings, where they hold status of guest.

13. In particular, the Administrative Board:
    a) decides on the dissolution of the Corporation,
    b) safeguards the purpose for which the Corporation was established,
    c) approves the Corporation's concept of operation proposed by the Director,
    d) approves the Corporation's budget and changes thereto,
    e) approves the annual financial statement or the extraordinary financial statement and the annual report of the Corporation,
    f) makes decisions regarding the subject of supplementary activities,
    g) issues a written consent with acts as per §13 of the Act.
    h) appoints and recalls the Director of the Corporation, supervises his/her activities and sets his/her wages,
    i) makes decisions regarding other issues, which are entrusted into the competency of the Administrative Board in accordance with the Deed of Incorporation.

14. No financial entitlements follow from Administrative Board membership, whether in remuneration or reimbursement of costs connected to membership.

Article VIII

Manner of Administrative Board Conduct

1. The Administrative Board convenes meetings in accordance with actual needs of the Corporation, generally four times a year, but at least twice a year.

2. If at least two Administrative Board members request that a meeting be convened, the Chairman, or in his/her absence, the Vice Chairman, shall do so within three weeks from the request submission.

3. The agenda for each meeting and supporting materials are proposed by the Administrative Board Chairman or, in his/her absence, the Vice Chairman, in cooperation with the Director, who is responsible for the organization of meetings. Board members shall be notified of the proposed agenda by means of an invitation delivered fourteen (14) days prior to the meeting at latest. The same time limit is applicable as far as the delivery of all materials for the meetings to all Administrative Board members is concerned. The agenda for each meeting shall be approved at the commencement of each meeting, after changes to the proposal have been agreed upon. Administrative Board members and the Director are entitled to propose changes to the agenda, while such right is held also by the Supervisory Board, to the extent determined by law.

4. Administrative Board meetings are in principle closed to the public. However, provided that the Administrative Board makes a decision to the contrary by a vote, some parts of the meeting or the entire meeting can be opened to the public.

5. The Administrative Board Chairman or in his/her absence the Vice Chairman or other member of the Administrative Board delegated by the Chairman for that purpose, shall be in charge of the Administrative Board proceedings' conduct.

6. All Administrative Board resolutions are adopted by means of a vote, in which each Administrative Board member shall have one vote and, as a rule, the exercise of Administrative Board member's functions is personal. If the votes are divided evenly, the vote of the Administrative Board Chairman shall be decisive, or in his/her absence, that of the acting Chair.

7. Persons participating in Administrative Board meetings as guests do not have the right to vote. Their voice is advisory and, if they request to voice their opinion, they may be given floor.

8. The Administrative Board has a quorum, if an absolute majority of its members is present. In cases of decision-making on the adoption of and changes to the Articles of Incorporation, on appointment or recall of a Director, on dissolution of the Corporation or the appointment of a Liquidator, an absolute majority of votes of all Administrative Board members is needed for a resolution to be adopted. In other cases, for a resolution to be adopted, a majority of votes of the Administrative Board members present at the meeting is required.

9. In cases of impending default, economic or other damages, the Administrative Board can also make decisions per rollam. This manner of resolution adoption shall be decided

upon by the Administrative Board Chairman, or in his/her absence the Vice-Chairman, either at his/her own discretion or upon recommendation of the Director. Following the approval thereof, the Administrative Board Chairman, or in his/her absence the Vice Chairman, shall send out supporting documentation for the decision and the formulation of the resolution, which shall be the subject of the per rollam vote. The Administrative Board members are obliged to make a binding statement in writing as to whether they agree or disagree with the proposal or whether they abstain from the vote within seven (7) working days. The resolution is adopted on a day, during which the last approving vote of the Administrative Board member in the respective matter is received within the time limit set for the Administrative Board members for the delivery of their response. If a sufficient number of approving votes is not received within the set time limit, the resolution is not adopted. The Administrative Board members shall be informed on the resolution without undue delay. Resolutions adopted per rollam shall be recorded in the minutes of the nearest Administrative Board meeting, stating whether they were adopted or not. Per rollam decision making cannot be applied in case of the adoption and changes to the Articles of Incorporation, of appointment or recall of a Director, of dissolution of the Corporation or the appointment of a Liquidator.

10. Minutes shall be drawn up from each Administrative Board meeting, which shall be sent to all Administrative Board members for comments within two (2) weeks after the meeting at latest, in order to enable the approval of the document after the inclusion of these comments at the next Administrative Board meeting.

Article IX

Supervisory Board

1. The Supervisory Board is the auditing body of the Corporation.

2. The Supervisory Board consists of three (3) members at least. The number of its members must be divisible by three.

3. The Supervisory Board has a three-year term. Recurrent membership is possible.

4. At its own discretion, the Founder proposes and nominates at least one Supervisory Board member. The Founder further nominates at least one member proposed by the Federation of Jewish Communities in the Czech Republic and at least one member proposed by the Office of the Government of the Czech Republic.

5. The Founder informs the corporate bodies on the Supervisory Board members' nominations.

6. Supervisory Board members cannot be members of other corporate bodies of the Corporation.

7. Membership in the Supervisory Board terminates:
   a. by means of a written letter of resignation addressed to the Founder and the corporate bodies; in case of persons nominated in accordance with Section No. 4

of this Article upon a proposal of any of therein stated legal persons, the letter of resignation must be addressed likewise to that legal person,

b. upon death,
c. upon recall by the Founder based on reasons stated in Section No. 8 of this Article,
d. upon expiration of term.

8. The Founder is responsible for deciding on the recall of a Supervisory Board member; the reasons for recall being identical as in the case of Administrative Board members pursuant to Article VII, Section No. 8 hereof.

9. The Founder informs the corporate bodies of the termination of Supervisory Board membership.

10. Supervisory Board members elect a Chairman and a Vice-Chairman from their midst. The Chairman, or in his/her absence, the Vice Chairman, convenes Supervisory Board meetings and conducts its proceedings.

11. In order to convene Supervisory Board meetings and conduct proceedings, provisions governing the proceedings and convening of the Administrative Board are applied analogically. The Supervisory Board has a quorum, provided that an absolute majority of its members is present. In order to adopt a resolution, a majority of votes of members present is required.

12. Supervisory Board members have the right to participate in Administrative Board meetings, having an advisory voice, and to sound their opinions upon request.

13. In particular, the Supervisory Board:
    a) examines the annual an extraordinary financial statement and annual report of the Corporation,
    b) at least once a year submits reports on the results of its auditing activities to the Director and the Administrative Board,
    c) sees to it that the Corporation conducts its activities in accordance with valid laws and the Deed of Incorporation,
    d) inspects the accounting books and other documentation and reviews the data contained therein,
    e) convenes an extraordinary meeting of the Administrative Board, if the interests of the Corporation require doing so.

14. No financial entitlements follow from Administrative Board membership, whether in remuneration or reimbursement of costs connected to membership.

Article X

Secretariat

1. The Secretariat is headed by the Director who directs the Secretariat and is accountable for its due functioning to the Administrative Board.

2. The Director determines the main tasks of the Secretariat and its organization.

3. In particular, the Secretariat ensures complete administrative servicing to the Corporation's bodies defined in Article V, Section No. 1.

Article XI

Advisory Council

1. The Advisory Council is the advisory body of the Corporation, to which it provides relevant information, recommendations and proposals.

2.
   a) The Advisory Council consists of five (5) working groups: Welfare of Holocaust Survivors and Other Victims of Nazi Persecution; Education, Remembrance and Research in the Area of Holocaust History; Private and Communal Immovable Property; Nazi-Confiscated and Looted Cultural Property; Judaica and Jewish Cultural Property.
   b) Each working group has a maximum of fifteen (15) members.
   c) Working groups cooperate closely; in relevant cases, they may form expert teams or invite external experts to cooperate.

3. The Administrative Board Chairman and the Director jointly nominate and recall Advisory Council members on the basis of an Administrative Board proposal.

4. One person can be a member of only one Advisory Council working group.

5. Membership in the Advisory Council may be granted to:
   a) persons nominated in writing by the European Commission,
   b) persons nominated in writing by governments of foreign countries,
   c) persons nominated in writing by non-governmental organizations,
   d) persons nominated in writing by members of the Administrative Board, the Supervisory Board or by the Director.

6. Each working group elects a Chairman from its midst by means of an electronic mail vote.

7. The term of the Chairman is three years and the function can be held recurrently.

8. The Chairman:
   a) coordinates and organizes the activities of the working group,
   b) informs the Director and the Administrative Board about the working group’s outputs,
   c) may be invited to participate at Administrative Board meetings, where s/he holds status of guest.

9. Membership in the Advisory Council terminates:
   a) by means of a written letter of resignation addressed to the Administrative Board Chairman and the Director,

b) upon death,
c) upon recall due to action that is adverse to the interests of the Corporation or contrary to the Deed of Incorporation or Articles of Incorporation, or due to intentional damage inflicted on the Corporation.

10. Membership in the Advisory Council is personal, non-transferable and incongruous with parallel membership in any other Corporation's bodies in accordance with Article V, Section 1, 2 of the Articles of Incorporation.

11. Membership in the Advisory Council is honorary. No financial entitlements follow from the Advisory Council membership, whether in remuneration or reimbursement of costs connected to membership.

12. The Advisory Council conducts negotiations primarily by electronic means.

13. The official language of the Advisory Council is English.

Article XII

Honorary Board

1. The Honorary Board helps represent and promote the Corporation outwardly.

2. Honorary Board members are nominated by the Founder, based on the proposal of the Administrative Board, the Supervisory Board or the Director.

3. Membership in the Honorary Board is personal and non-transferable. No financial entitlements follow from the Honorary Board membership, whether in remuneration or reimbursement of costs connected to membership.

Article XIII

Value and Designation of the Founder's Property Contributions

1. The property contribution of the Founder consists of a monetary deposit amounting to 8,000,000 CZK (in words: eight million Czech koruna).

2. The Corporation acquires property and financial means necessary in order to attain its objectives especially by means of:
   a) contributions by the Founder,
   b) allowances,
   c) grants,
   d) other income in accordance with Act No. 248/1995 Coll., as amended.

3. Financial means acquired by the means listed in Section 2(a-d) shall be used and managed with due diligence by the corporate bodies.

Article XIV

Annual Report

1. The Corporation elaborates and publishes an annual report within the time frame set by the Administrative Board; in any case, no later than six (6) months after the end of an accounting period. The accounting period is one calendar year.

2. Annual reports shall be publicized in accordance with relevant law and shall be available for public scrutiny at the seat of the Corporation.

Article XV

Corporation’s Outward Dealings

1. The Director performs legal acts and signs on behalf of the Corporation, legal acts pursuant to §13 require prior written consent of the Administrative Board. The Director is further entitled to grant a power of attorney in extenso to act and sign on behalf of the Corporation to his/her proxy.

2. Signing on behalf of the Corporation is done by affixing personal signature of the Director or his/her duly-authorized proxy to the written or printed full name of the Corporation.

3. In addition, persons who are the Corporation's employees may also act and sign on behalf of the Corporation, if and when it is routine in their work position, in particular when it connects with due execution of tasks defined in their job description.

Article XVI

Dissolution and Liquidation of the Corporation

The Administrative Board decides on the dissolution of the Corporation in accordance with Act No. 248/1995 Coll., as amended. The Administrative Board also decides on the appointment of a Liquidator and, without undue delay upon his/her appointment, files a request for his/her registration with the competent registration court.

Article XVII

Final Provisions

1. All matters not regulated by these Articles of Incorporation are governed by the relevant provisions of the Deed of Incorporation and provisions of Act No. 248/1995 Coll., as amended, and other legal enactments valid in the Czech Republic.

2. Changes or amendments to these Articles of Incorporation may be executed only in writing and shall be supplemented by a resolution of the Administrative Board as well as by a protocol on the vote regarding these changes or amendments.

3. These Articles of Incorporation are executed in four counterparts in Czech language.

4. The Articles of Incorporation of the European Shoah Legacy Institute p.b.c. were negotiated and approved at the Administrative Board meeting on July 16, 2010.

5. The change to the Articles of Incorporation of the European Shoah Legacy Institute p.b.c. was negotiated and approved at the Administrative Board meeting on January 24, 2011.

Prague, January 24, 2011

Prof. Tomáš Kosta
Administrative Board Chairman

Ing. Jiří Čistecký
Administrative Board Vice Chairman

PhDr. Jiří Kuděla, Ph.D.
Administrative Board Member

Eva Lorencová
Administrative Board Member

Mgr. Michaela Sidenberg
Administrative Board Member

Ing. Petr Papoušek
Administrative Board Member