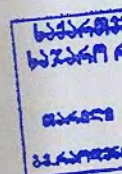
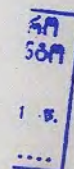


**ARTICLES OF ASSOCIATION
FOUNDERS'/MEMBERS' AGREEMENT**
of non-entrepreneurial legal entity

“AMERICAN CULTURE CENTER”



**Tbilisi, Georgia
2020**



Article 1

General Provisions

- 1.1. **American Culture Center** represents a non-entrepreneurial (non-commercial) legal entity formed in accordance with the civil code of Georgia;
- 1.2. Entity is considered to be originated upon its registration in the Registry of entrepreneurs and non-entrepreneurial (non-commercial) legal entities;
- 1.3. Name of the Organization: **American Culture Center**;
- 1.4. Legal form: non-entrepreneurial (non-commercial) legal entity;
- 1.5. Legal address: apt. 22, 44 P. Kavtaradze St., Vake-Saburtalo district, Tbilisi;
- 1.6. E-mail address of the Enterprise: zviadi@me.com;
- 1.7. Non-entrepreneurial (non-commercial) legal entity is independent of its member(s), as well as the person(s) having management and representation authorities. Responsibility of the non-entrepreneurial (non-commercial) legal entity is limited to its property. Its members, as well as the person(s) having management and representation authorities, are not responsible for the liabilities of the non-entrepreneurial (non-commercial) legal entity. Non-entrepreneurial (non-commercial) legal entity is also not responsible for the liabilities of its own members, as well as of the person(s) having management and representation authorities;
- 1.8. **Objectives of the Organization's activity:**
 - Popularization of the American culture in Georgia;
 - Raising the public awareness of the American culture and values;
 - Development and strengthening of the cultural ties between the USA and Georgia;
 - Informing the Georgian society of the US cultural, economic and educational programs;
 - Raising the public awareness on the economic, educational, Security and Military assistance rendered by the USA to Georgia;
 - Development of popular American sports in Georgia;
 - Popularization and assistance of English language study in the regions of Georgia;
 - Arrangement of exchange programs of the Georgian and the American students, including Coordination with American Councils;
 - Informing Georgian artists about professional career opportunities in USA;
 - Arrangement of the American art exhibitions and workshops in Georgia.

1.9. Non-entrepreneurial (non-commercial) legal entity is authorized to conduct any additional entrepreneurial activity; profit gained from this activity shall be used for realization of the non-entrepreneurial (non-commercial) legal entity's objectives. Distribution of profit gained from such activity among the founders, members, contributors, also persons having management and representation authorities of the non-entrepreneurial (non-commercial) legal entity is not permitted;

1.10 Alienation of the property owned by the non-entrepreneurial (non-commercial) legal entity is possible if alienation serves to the activity of the non-entrepreneurial (non-commercial) legal entity, its organizational development; assists implementation of its objectives or serves charity objectives.

Article 2

Founders of the Organization

2.1. Founders of the organization are:

1. **Zviad Pochkhua** (62001012982; Date of birth: 25 Nov 1975; Address: 17 Amaghleba St., Okrokana, Mtatsminda district, Tbilisi);
2. **R. Michael Cowgill** (01008045616; Date of birth: 3 December 1954 ; Address: Abashidze Street No. 50, Flat No. 48, Tbilisi 0179, Georgia);
3. **Eugen J. Jikhidze** (01001019374; Date of birth: 22.05.1973 ; Address: Apartment 126, 22nd building, 3^a m/d Gldani, Tbilisi;).

Article 3

Management of the Organization

3.1. Supreme management body of the Organization is the Founders' Council;

- Founders' Council consists of the three founders;
- Founders' Council plans and defines primary activities;
- General meeting is held at least every 2 months;
- General meeting can be held online by internet, without attending it physically;
- Convocation of the Founders' Council is implemented by e-mail;
- Agenda of the Founders' Council can be circulated by e-mail;
- Voting procedure can also be implemented by e-mail;
- Founders' Council makes decisions by majority;
- Members of the Founders' Council can request a financial account.

Article 4

Management/Representation of the Organization

4.1. Management and representation authorities of the Organization are implemented by the Chairman of the Organization;

4.2. **Chairman of the non-entrepreneurial legal entity is Zviad Pochkhua (62001012982; 25 November 1975; Address: 17 Amaghleba St., Okrokana, Mtatsminda district);**

4.3. Head of the non-entrepreneurial (non-commercial) legal entity is elected by the founders' council for the period of 3 years. Chairman is the official representative of the Organization.

Duties of the Chairman:

4.3.1. Conducts the activity of the Organization for achievement of the statutory objectives;

4.3.2. Represents the Organization in relations with state and non-governmental organizations, as well as any other third persons, including media;

4.3.3. Decides the issue of integration of the Organization in coalitions formed for the concrete purpose by consent of the Founders' Council;

4.3.4. Supervises management of financial resources and any other tangible property of the Organization;

4.3.5. Signs official documents of the Organization;

4.3.6. Submits organizational structure of the Organization to the Founder's Council for approval;

4.3.7. Fulfills any other functions vested on him by these Articles of Association. Chairman, in relation to the issue mentioned in the article 4.3.4, as well as in relation with the issues concerning disposal of the financial resources and any other tangible property of the Organization, implements making of decisions important for the Organization, in agreement with the Founders' Council;

4.4. Chief Executive Officer assists the Chairman in achievement of the Organization's objectives. In case of absence of the Chairman his duties are fulfilled by the Chief Executive Officer;

4.5. Chief Executive Officer is elected by the Founders' Council for the period of 3 years;

4.6. **The Organization has a Honorary Chairman - R. Michael Cowgill ; personal number: 01008045616, date of birth: 3 December 1954 , address: Abashidze Street No. 50, Flat No. 48, Tbilisi 0179, Georgia**

Honorary Chairman, for achievement of the Organization's objectives, can also carry on negotiations in the name of the Organization with governmental and non-governmental organizations, American partners, submit recommendations to the Chairman, etc.

Article 5

Founders' rights and obligations

- To form a Founders' Council;
- To participate in the activity of the Organization;
- To make amendments in the Articles of Association.

Article 6

Liquidation/reorganization of the -Organization

6.1. Reorganization and liquidation of the non-entrepreneurial (non-commercial) legal entity is implemented in the order established by the Georgian legislation;

6.2. Decision on reorganization and liquidation of the non-entrepreneurial (non-commercial) legal entity is made by the Founders' Council;

6.3. During the liquidation a pending business shall be completed, claims shall be established, remained property shall be expressed in money, creditors shall be satisfied and remained property shall be allocated among the authorized persons;

6.4. Decision on initiation of the liquidation procedure of the Organization shall be registered at the Registry of entrepreneurs and non-entrepreneurial (non-commercial) legal entities. Liquidation procedure is considered to be initiated upon its registration;

6.5. Persons authorized to receive the property remained in the issue of the liquidation are defined by the Chairman of the non-entrepreneurial (non-commercial) legal entity.

Alienation of the property during liquidation of the non-entrepreneurial (non-commercial) legal entity is possible if:

- a) Alienation promotes implementation of the objectives set by it;
- b) Serves charity objectives;
- c) Property is transferred to another non-entrepreneurial (non-commercial) legal entity;

6.6. Allocation of the property remained in the issue of the liquidation among the founders, members, persons having management and representation authorities of the non-entrepreneurial (non-commercial) legal entity, is prohibited;

6.7. If the chairman of the non-entrepreneurial (non-commercial) legal entity did not define a person authorized to receive the property remained in the issue of liquidation, the court transfers property remained in the issue of liquidation of the non-entrepreneurial (non-

commercial) legal entity respectively to one or several non-entrepreneurial (non-commercial) legal entities having the same or similar objectives as the liquidated non-entrepreneurial (non-commercial) legal entity has. If such organizations do not exist or it is impossible to reveal such organizations, then may be made a decision on transfer of this property to the state. Court may allocate the property in 6 months after the registration of the liquidation process initiation;

6.8. Liquidation is implemented by the person(s) having authority of management or by the liquidator appointed in the law-established order. Liquidator accounts in the capacity of the person having authorities to management and representation.

Article 7

Final provisions

7.1. These Articles of association (founders'/members' agreement) come into effect upon its signing by all founders/members;

7.2. If any provision of these Articles of association (founders'/members' agreement) is considered to be invalid, this does not exert any influence upon the validity of any other provisions of the Articles of association;

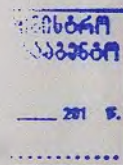
7.3. In case of discrepancy between these Articles of association and the existing Georgian legislation, operates the law.

გვრიგ გომბორი

(Founder's/member's name, surname)

[Signature]

(Signature)



ივანე გომბორი

(Founder's/member's name, surname)

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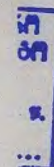
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Robert Michael Gombori

(Founder's/member's name, surname)

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Translators: Gulnar Zulkhbaev

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