

**COMPOSITION OF STATUTE
SINGLE MEMBER PERSONAL CAPITAL COMPANY**

In Athens, today, the 11/07/2018, through the present document the Single Member Personal Capital Company (Single Member PC) is composed, which is regulated by the ordinance of articles 43 following of L. 4072/2012 with founder and only partner the below undersigned KEKKAS KONSTANTINO, of [REDACTED] and [REDACTED], with ID Number [REDACTED] and VAT Registry Number [REDACTED], born in Athens on the [REDACTED] residing on the street [REDACTED] Postal Code [REDACTED] Athens.

**Article 1st
Brand Name**

1. The brand name of the Company is “Creators of Cosmos Single Member Personal Company” and the distinctive title is “Creators of Cosmos”.
2. For any relationship the Company holds abroad, the company shall use the brand in exact translation and in Latin characters, as such: “Creators of Cosmos Single Member P.C” and the distinctive title “Creators of Cosmos”.

**Article 2nd
Company’s Head Office**

1. The company’s head office are established in the municipality of Athens. The administration office of the company is in Zakinthou Street 2 and Fokionos Negri Street 47, inside the building of the Public Market of Kipseli.
2. The company, through plain decision from the administrator, may transfer its headquarters at some other address. Furthermore, the company may establish offices, stores and agencies in other cities of Greece or/and abroad through the decision of the above mentioned.

**Article 3rd
Duration**

1. The duration of the company is set to twenty (20) years from the day of entry to the General Electronic Commercial Registry of the founding action and its article of association.
2. The above-mentioned duration may be extended with the decision of the only partner, which is taken before the duration’s end.

**Article 4th
Business Planning**

The operational core upon which the company has been developed, concerns the adoption of the theory of Antony L. Rose Ph.D (2007) on the subject of Biosynergetic (Biosynergy*) operation of ecosystems. The precise definition contains the following commentary:

- Interaction between two or more biological factors or forces, in such a way that the combined result is greater than the sum of the individual results.
- Cooperative interaction between species, especially between the members and the teams within an ecosystem, that in turn creates an empowered – combined result.
- Cooperation between the organisms with the passing of time within the same ecosystem, mostly as a result of mutual altruism, so that the bio-social structure and dynamic will ensure the wellbeing of all the life forms.

(*Biosynergy: Consists of Bios as in Life and Synergy which means cooperation)

The above-mentioned assumptions are the basic triptych of the ethical orientation of the company, which is an ecosystem of the Creative Industries Sector. In this way, it specifies the company's dynamic and secures the financial and viable wellbeing of the industrial ecosystem and furthermore the individual industrial ecosystems that will operate in a national or international level, under the company's administration or sponsorship.

Article 5th **Operational Principles**

The company strives for the integration and constant socialization between the administrative stems, the employees and any form of co-workers (internal and external), so that they become communicants of the acculturation that is being pursued through the projects of the company. That means, all those procedures that will allow the total of the productive forces of the ecosystem to grow, to adopt and to operate with ethical and professional characteristics, as described in the Internal Regulation of Operation of the Company.

Article 6th **Purpose**

Main purpose of the Company is:

- a) The design, organization, production, establishment and execution (operation) of production of Live Action Roleplaying Games, and their evaluation, through the creation and administration of complete original scripts-products, in the framework of its corporate activities.
- b) The exclusive administration and exploitation of copy and commercial rights, that occur from the production of scripts, as symbolic products of the creative industry, according to the law.
- c) The provision of services tied with non-formal education, support and development of the psychological health of the person, development of professional skills of a person and/or team, entertainment, tourism and culture in a national and international level, through the materialization of scripts-products in a physical-electronic-digital, phygital and holographic environment.
- d) The creation, and operation of a complete network-group of crafters specialized in the manufacture of original consumables such as costumes, jewelry, useful consumable – props, sets etc., that are relevant with the content of the scripts-products and/or consumable copies that have received certification of exact copy according to the specifications that are defined by the rightful owner of the copyrights.
- e) The creation, and operation of a complete network-group of professionals in the art of spectacle production such as scriptwriters, directors, actors, art historians, art critics, professionals in technical support e.g. light designers, electronics and electricians, cameramen, photographers etc., but also professionals of the creative industry, such as architects, fashion designers, musicians, composers, cinematographers, painters etc.
- f) The development of regional, national and international networks of professionals, that act in the market of Live Action Roleplaying Games through the signing of cooperation contract, e.g. public officials and personal corporations in cultural administration, public officials and personal corporations in the production of cultural

- spectacle, public officials and personal corporations providing tourism services, public officials and personal corporations providing entertainment services, public officials and personal corporations providing typical and non-formal education services, public officials and personal corporations supporting psychological health, educational institutions, cooperative ecosystems(clusters), administration of bequest etc.
- g) The establishment, development and maintenance of an international network of players, in physical, electronic, digital, phygital and holographic environment
 - h) The creation and exploitation of technological know-how products that concern cultural administration, in any way that they might appear within the framework of its activities.
 - i) The elaboration of studies and research that concerns its fields of activity and are directly tied with the above-mentioned categories of products.
 - j) The design, materialization and participation in various co-financed programs from national or international officials, whenever they are deemed pursuant with the context and activities of the corporation.
 - k) The operation of a non-profit organization that aims to connect the national and international officials and corporations producing Live Action Roleplaying Games, aiming to create the first global network of professionals in the field and the operation of the first museum concerning Roleplaying Games and their history.
 - l) The complete production and administration of learning material of non-typical education for the development of professional skills of a person and/or teams through the design and production of educational scripts-products.
 - m) The publication of various media through electronic means, e.g. books, comics, movies, documentaries, through physical and digital stores as well as any corresponding medium of production, namely the transfer of symbolic products in digital environment, e.g. ebooks, short videos etc.
 - n) The production and trading of consumables that relate with the products-scripts of the corporation, through physical or digital stores and every other legitimate or competent mediums that lay in its disposal, e.g. bazaar, charity events etc.
 - o) The purpose of the company is of profitable character through the development of its industrial activity, while the networks that will be formed under its operation may have both profitable as well as non-profitable character, as will be defined by the individual articles of association of those networks.

The above listing of the corporation's purpose, is indicative and not restrictive. For the attainment of the corporate purpose the company may found branch stores within and without Greece, as well as transfer the seat of the company in a non-Greek nation of the European Financial Space, as well as in another non-European Financial Space nation of its choice, whenever that is deemed necessary for the preservation of its interests.

Article 7th Partner Data

Sole Partner of the Company is: Kekkas Konstantinos, of [REDACTED] and [REDACTED], with ID Number: [REDACTED], and VAT Registry Number: [REDACTED] born in Athens on the [REDACTED] [REDACTED], resident of [REDACTED] Postal Code [REDACTED] Athens.

CHAPTER B' CORPORATE CAPITAL – CORPORATE SHARES

Article 8th
Corporate Shares – Partner Contributions

The capital of the company is [REDACTED] euros [REDACTED] and is divided in ten (10) corporate shares, with each one having the nominal value of [REDACTED]. The capital is comprised exclusively by the sum of capital contributions. Therefore, the total value of capital contributions is [REDACTED] euros [REDACTED], while there are no contributions that are extrabudgetary or guarantees.

The total amount of the capital was contributed by Konstantinos Kekkas in cash that was deposited in the repository of the corporation. Subsequently, the sole partner Konstantinos Kekkas received ten (10) corporate shares, that amount to a percentage of contribution 100% to the corporation's capital.

In the scenario where the corporation ceases being Single Member, every Partner participates in the profits at a percentage that corresponds to the number of corporation shares that he/she owns in the company.

Article 9th
Transfer of in life corporate shares

The transfer of in life corporate shares is done on paper and is induced results towards the company and its partners after the notification of this transfer. This notification comes in writing and is signed by the transmissioner and the acquirer. The publication of the document of notification within company grounds may be done through e-mail. To third Parties the transfer is considered to have been done through registration in the Partner's Record.

In case that one share of participation is distributed to more than one, this share may not be divided. The co-owners are obliged to indicate a common representative as far as their relationships with the company are concerned.

Every new partner must accept this article of association and its modifications, if there are any, as well as the decisions of the partners and the administrator in order to partake in the company.

Article 10th
Transfer due to death

In case of transfer of corporate share "due to death" the rest of the partners will repurchase the corporate share of the deceased party in its true value, defined by the responsible court. As for the rest, the provisions of article 85 of L.4072/2012L. apply.

The participation of any new partner in the company automatically implies the acceptance of this article of association by him/her, any possible modifications of it and the decisions, that have legitimately been taken until the day of his/her entry to the company.

CHAPTER C'
CORPORATE ADMINISTRATION AND REPRESENTATION

Article 11th
Definition of administrator – Duration of Administration - Remuneration

1. The administration and representation of the company is hereby and for the whole duration of its lifetime assigned to its sole partner, who will legitimately represent the company and take every administrative and disposing action in every case stemming to the purpose of the company, undersigned under the corporate brand. Indicatively the administrator represent the company in Greece or abroad against Public, Municipal, Communal, and other authorities, physical or legal members in the public or private law scene, International Organizations and their instruments, as well as in front of any Greek or International Court or Courtly Authority of any degree and jurisdiction, assumes payments, securities, dividends, receipts, coupons, receives payment, issues, accepts, endorses, and guarantees against third parties bills of exchange, scripts in order and cheques, receives, endorses and assigns billboards, stocks and pledges, concludes every type of contracts with Insurance Agencies(Private and Public), with banks and any other physical or legitimate person, provides and receives loans, opens credits, issues letters of guarantee, assigns proxy attorneys at law and generally acts in every deed of representation, administration or disposition that serves the purpose of the corporate company. The administrator is both treasurer of the company and is entitled to receive in the company's stead from any physical or legitimate person of the Public or Private Law Scene, Public Treasury, Organization, Bank etc. any amount of money, to receive things and to provide the relevant receipts and repayments.
2. Actions of the Administrator, even those not related to the corporate purpose, bind the company again third parties, unless the company can prove that the third party was informed of the transgression of the corporate purpose or was obliged to be informed of it. Sole compliance with publicity formulas as far as the Statute of Association and its modifications are concerned is not enough to be considered proof.
3. The administration that has been set by the present article of association is revoked through the decision of the partners, which is taken by the majority of the total amount of corporate shares either by order of the Court according to the context in articles 59-61 of L. 4072/2012.
4. If revoked, deceased, quit, or declined for whatever reason from the administrative duties, the administrator, the meeting decides over his replacement.
5. The appointment, revocation or replacement of the administrator are subject to publicity to the General Electronic Commercial Registry according to the law.
6. The administrator may assign all or part of the administrative deeds with notary proxy or plain proxy with the authenticity of signature being authorized by some Public Authority, to another person, partner or non-partner, specifying the enforcement period and the way of termination of proxy.

Article 12th
Single Partner

1. The single partner, who enforces the authorities of the Partner's meeting, decides for every corporate case and about any subject that concerns the company, for which according to the Law or the present Article of Association the decision of the single partner is required, who enforces the authorities of the Partner's meeting, which in turn is the single factor in charge to decide:
 - over the modifications of the statute of association, in which the increase of decrease of the capital is included,
 - over the appointment and revocation of the administrator,

- over the approval of annual financial situations, the distribution of profit, the appointment of tally clerk and the exemption of the administrator from responsibilities,
 - over the exclusion of partner, in case the company becomes multifaceted,
 - over the dismantling of the company or the extension of its duration and
 - over the conversion and merging of the company.
2. The decisions of the Sole partner, taken in this way, are noted in records. In case the company stops being Single Member, the following articles (13-15) apply, otherwise concerned as a “general assembly” is the sole partner of the company.

Article 13th
Assembly of the Partners

1. The decisions of the Partners are taken during an assembly unless they are unanimous in which case they can be taken on paper without a meeting. The signatures of the partners may be replaced with messaging through email. The aforementioned are documented in a Record that is kept in accordance to article 66 of L. 4072/2012.
2. The assembly is convened by the administrator. The partners are invited eight (8) days at least before the meeting, through written invitation or through e-mail, which is recorded in the Records of the company as expected by article 66 of L. 4072/2012. The invitation must contain the day, hour and place of meeting as well as the subjects to be discussed.
3. An assembly is obligatory held once a year and up to the tenth (10th) calendar day of the month September.
4. If all the partners agree, they may convene in assembly, even if the formalities of par. 2 of the present article are not in accordance (General Assembly).

Article 14th
Right of Vote

Each partner has the right of at least one vote during a meeting. If he owns more corporate shares, the number of votes is proportionate to that amount. The right of vote may not be practiced by a partner, administrator or not, if the subject relates to decisions that concern the definition of a special representative for the conduct of trial against him/her or his/her exemption from responsibilities, according to provision of article 67, par. 2 & 4 of 4072/2012.

Article 15th
Decision Taking

The decisions of the partner’s assembly are taken with the absolute majority of the total sum of corporate shares, unless otherwise defined by the present article of association or the law.

CHAPTER D’
ANNUAL FINANCIAL CONDITIONS – PROFIT DISTRIBUTION - CHECK

Article 16th
Annual Financial Conditions

1. Once per year during the end of the corporate use, all administrators of the company are obliged to record census of all the assets and liabilities with a detailed description

of every element. The annual financial statements of the corporation are planned by one or all of its administrators based on this census.

2. For the planning of the annual financial statements, the provisions of L. 4308/2014 apply.
3. With care from the administrator, the annual financial statements are published to the General Electronic Commercial Registry according to article 98 of L. 4072/2012. In relative terms the provisions of paragraph 1 and 2 of article 43b of c.l. 2190/1920 are accordingly applied.
4. For the audit of the financial statements of the company, the provisions of the articles of L.4336/2015 are accordingly applied. Unless the company is obliged by law auditors are not defined. If the company is obliged by law to define legitimate auditors or auditing agency, then the legitimate auditors or auditing agency will be defined by the partners and their appointment will be recorded in the General Electronic Commercial Registry.
5. For the approval of the annual financial statements and the distribution of profit, the decision of the partners is necessary.

Article 17th **Record keeping**

The administrator should keep: a) a partner Record in which the partner's names, address, number of shares owned by each partner, the type of contribution their shares represent, the date of acquisition and transfer or charge thereof and the special rights that the article of association grants to the partners are registered and b) single decision record of the partners and administrative decisions. In this last Record all the decision of the partners and all the decisions of the administration taken by more administrators and not concerning current administration or, regardless of administration number, constitute actions recorded in the General Electronic Commercial Registry are recorded.

Article 18th **Distribution of Profit**

1. The partners have a right to net profit that result from the annual balance sheet and, respectively, are held accountable for the financial losses, depending on their percentage of participation in the company.
2. For the approval of the annual financial statements and the distribution of profits the decision of the partners is required. Every year, before the distribution of profits at least one twentieth (1/20) of the net profit must be stored for the regular reserve formation. This reserve may only be capitalized or counterbalanced with financial loses. Additional reserves may be decided upon by the partners.
3. In order to distribute profit, profit must result from the annual financial. The partners decide over the profits that are to be distributed. The contribution of the partners in the profit is relative to the number of corporate shares each partner owns.
4. The partners that have received profit in violation of the preceding paragraphs should return the profit to the company. This claim may be exercised sideways by the lenders.

CHAPTER E' **DISMANTLING AND LIQUIDATION**

Article 19th **Corporate Dismantling**

1. The company is dismantled: a) anytime with the decision of partner/s, b) when the predefined duration is due, unless that time is extended before expiration by decision of a partner/s, c) if the company is announced to be in debt and d) in other occasions as predicted by the law.
2. The dismantling of the company, if not due to time duration, is registered in the General Electronic Commercial Registry with concern from the liquidator.

Article 20th Liquidation

1. When the company is dismantled for whatever reason, except for declaration of debt, the stage of liquidation follows. Until the liquidation and distribution is over, the company is considered to still exist and in her brand name the words “under liquidation” are written.
2. During the stage of liquidation, the authority of instruments of the company is limited to necessary action for the liquidation of the corporate wealth or also other actions, as long as those serve the liquidation progress and the profit of the company.
3. The liquidation is performed by the administrator or administrators, unless otherwise decided by the Partner General Assembly.
4. The provisions of the present document for the administration are applied accordingly during the liquidation, as long as no modifications are taking effect due to the below stated articles.

Article 21st Liquidation Tasks

1. With the start of the liquidation, the liquidator is obliged to conduct census of the corporate assets and obligation and to establish financial end of use statements, which are approved with the decision of the partners. As long as the liquidation takes place, the liquidator is obliged to establish the annual financial end statements.
2. The liquidator is obliged to complete without delay any pending corporate, to repay any debts, to receive requirements and to convert corporate property into coin. During the liquidation of corporate property, the liquidator should prefer the disposal of the company as a whole, wherever that is possible.
3. After the liquidation process ends, the liquidator establishes financial of termination of liquidation, which are called to be agreed upon by the decision of the partners. Based on these the liquidator distributes the product of liquidation. The liquidator is concerned with the registration of the completion of the clearance to the General Electronic Commercial Registry.

Article 22nd Corporate Use

The corporate use begins on the first (1st) of January and ends in the thirty first(31st) of December of every year. (or from 1-7 till 30-6). In exempt the first corporate use begins on the day of the publication of this document to the General Electronic Commercial Registry and ends on the 31st of December 2018 (or 30 of June 2019).

CHAPTER F' FINAL PROVISIONS

Article 23rd

1. For every other issue, not regulated by the present article of association, the provisions of L.4072/2012 are applied, as they stand at the current date. The agreements and terms of the present article of association prevail against its corresponding innermost legitimate provisions as above law, as modified and exists, are powerful and mandatory for the above displayed and his/her universal or special successors, as well as third parties, all of them committed by the legitimate decisions of the sole partner, who exercises the authority of the meeting and administrator.
2. The expenses of the present document and every expense necessary for the composition of the company will burden its wealth.