

RECORDS OF ASSOCIATION MEETING
REPUBLIC OF ITALY

In the year 2012 (two-thousand and twelve)

on the 20th (twentieth) day

of the month of April

at 3.20 p.m. (twenty past three post meridiem)

in Milan, in my office located on via Boccaccio No. 45

appears in person before me, MASSIMO MEZZANOTTE, Notary resident in Milan and registered with the Notaries' Association of Milan,

Mr.SOLIMENE Prof. UMBERTO, born in Milan (Milan) on May 14, 1942, resident in Milan, via Valsesia No. 76.

The above Appearing Party, whose personal Identity I, the Notary, am sure of, acts in his capacity of Secretary General of the Association named:

"World Federation of Hydrotherapy and Climatotherapy"

also known briefly as **"FEMTEC"**

currently based in Moscow (Russia), Ozerkovskaya emb, build. 50, constr. 1, and asks me, the Notary, to acknowledge the course of the extraordinary Meeting of the aforementioned Association gathered here on this day and at this time, following a letter sent on March 16, 2012 pursuant to the Articles of Association in force.

I, the Notary, abide by this request and acknowledge that the Meeting takes place as follows:

The Appearing Party acts as president, pursuant to the Articles of Association and in his aforementioned capacity, and acknowledges the presence of:

- No. 5 (five) Regular Members out of a total of 14 Regular Members, all entitled to voting by proxy, as shown by the separate list that the President submits to me and attached hereto under "A".

The President declares that the members of the Managing Board, of the Executive Board, and of the Board of Auditors have excused their absence and therefore this Meeting is validly convened, as above, pursuant to art. 10 of the Articles of Association in force, to discuss and decide on the following:

AGENDA

- Determination of the nationality and of the legal framework applicable to the Association;
- Transfer of the legal office;
- Adoption of a new text for the Articles of Association;
- Appointment of the Association's roles;
- Miscellaneous.

The President opens the works of the meeting and discusses the first two items of the Agenda together, describing the reasons that call for giving a precise legal status to the Association and a legal framework by which it should be regulated.

In fact, continues the President, since 1947 - the year of its foundation - the social and economic context of operation of the Association has changed alongside, in particular, the entities and organizations, also at worldwide level, with which the Association is constantly in contact today, of which it is a member, or with which it has been accredited. These contacts should lead – unlike in the past – to economic and financial relations through the provision of contributions and/or funds aimed at achieving the goals of the Association.

It is therefore necessary, continues the President, to submit the Association to the legal framework of a State in order to acquire the nationality thereof and to adopt the legal status that is deemed most appropriate among those provided for by the selected legal framework. In fact the President reminds that at present the Association has no true permanent legal office, in that Art. 2 of the Articles of Association in force identify this with the domicile of the temporary President and do not allow to define its nationality by virtue of a stable connection with a region.

The President therefore suggests to transfer the legal office of the Association to Italy and to submit the Association to the Italian law, being legally qualified as a non-recognized association regulated by arts. 36 and following of the Italian Civil Code.

The President explains the reason for this proposal to the Meeting as follows: having been personally in charge of the Association's activity for many years in his capacity of Secretary General, as provided for by Art. 20 of the Articles of Association, such activity has been mostly carried out in Italy. Moreover, being determined to continue the Association's activity in such capacity, if appointed by the meeting, he would find it much easier to operate if he could be supported by an entity regulated by the Italian law.

With respect to the third item of the Agenda, the President briefly describes the features of a non-recognized association subject to the Italian law, as well as the amendments to the Articles of Association required to ensure its compliance with the nature of the selected status.

With respect to the fourth item of the Agenda, the President reports that, within the framework of these records, the social roles should be appointed and suggests, in this respect, that the members that are currently in office be appointed for each role.

The President then discusses the last item of the Agenda, and asks the Meeting to grant him an express proxy by which he would be able to apply to the Revenue Office to obtain an Italian fiscal code in accordance with the law.

The President asks the Meeting to decide on the above proposals.

The Meeting unanimously

decides

- 1) to transfer the legal office of the Association to Milan, Italy, via Cicognara No. 7;
 - 2) to submit the Association to the Italian law, being qualified as a non-recognized Association subject to the Italian law in accordance with arts. 36 and following of the Italian Civil Code;
 - 3) to adopt a new text for the Articles of Association according to the President's proposal, which the Notary read to the Meeting. The Articles of Association, drafted on 5 (five) half-sheets, are signed by the Appearing party and by me the Notary and attached hereto under "B";
 - 4) to appoint the following members of the Managing Board, for a term of four years:
Mr. STOROZHENKO NIKOLAY, now President of FEMTEC, who will remain the Association's President;
Mr. FLUCK ISTVAN, now Honorary President of the "Hungarian Balneological Association," Vice President;
Mr. LOBODA MIKHAIL, now President of the "Pan-Ukrainian Association of Physiotherapist and Health Resort Specialists," Vice President;
Mr. ROQUES CHRISTIAN, now Secretary General of the International Society of Medical Hydrology and Climatology," Vice President;
Mr. CHANG LE WANG, now President of "CEO Ocean Spring Resort," Vice President;
Ms. MENENDEZ CAMPORREDONDO FLORIANA, expert of the Cuban Ministry of Health, Vice President;
Mr. CHO KYUNG DO, now President of the "Korea Hot Spring Association," Vice President;
Mr. TAKI TAGAO, now President of the "Japan Spa Association," Vice President;
Ms. SURDU OLGA, now President of the "Balneal and rehabilitation Sanatorium" of Techirghiol, Romania, Vice President;
Mr. DAOUAS FREDJ, now General Manager of the Office of Thermalism of Tunisia.
All the above shall be domiciled for their office in Milan, Via Cicognara No. 7;
 - 5) to appoint the following Auditor of the Association for a term of four years:
Mr. DIOURI MONGI, Administrative Manager of the Tunisian Ministry of Health, domiciled for his office in Milan, via Cicognara No. 7;
 - 6) to appoint Prof. SOLIMENE UMBERTO as Secretary General, as detailed above;
 - 7) to grant a proxy to the Secretary General Prof. SOLIMENE UMBERTO to apply with the Revenue Office for an Italian fiscal code of the Association pursuant to the law;
 - 8) to grant a proxy to the Secretary General Prof. SOLIMENE UMBERTO to carry out all civil, administrative, and fiscal deeds required for, or instrumental to the transfer of the office to Italy, to submit the Association to the Italian law, and to qualify the Association as a non-recognized association;
 - 9) to grant a proxy to the Secretary General Prof. SOLIMENE UMBERTO to make any and all amendments, additions, or suppressions required by the competent authorities to this deed and to the attached Articles of Association.
- Since no other decisions need to be made, the President declares the Meeting closed at 3.40 p.m. (forty past three post meridiem).

Upon request I, the Notary, have drafted this deed, which I have made public by reading it personally to the Appearing Party who approved, confirmed, and undersigned it with me, the Notary. Attachment "A" was not read following express waiver of the Appearing Party.

This deed is made up of two sheets drafted by a person trusted by me, partly by hand and partly typed, on six full pages and twenty-three lines.

Signed Umberto Solimene

Signed Massimo Mezzanotte, Notary

Attachment "A" to Rep. 181726/27396

LIST OF MEMBERS

OF THE ASSOCIATION:

WORLD FEDERATION OF HYDROTHERAPY AND CLIMATOTHERAPY

ATTENDING THE MEETING OF: April 20, 2012

No. of MEMBERS: 14

ATTENDING MEMBERS

IN PERSON/BY PROXY

Latin American Federation of Thermalism

proxy to Prof. Umberto Solimene

Hungarian Baths Association

proxy to Prof. Umberto Solimene

Korea Hot Spring Association

proxy to Prof. Umberto Solimene

National Spa Association of Russia

proxy to Prof. Umberto Solimene

Office du Thermalism (Tunisia)

proxy to Prof. Umberto Solimene

FOR A TOTAL OF No. 5 (five) MEMBERS OUT OF No. 14 (fourteen) MEMBERS ENTITLED TO VOTING

THE PRESIDENT OF THE MEETING

**ARTICLES OF ASSOCIATION OF THE
World Federation of Hydrotherapy and Climatotherapy**

An association of federations or associations and centralized organizations of hydrotherapy and climatotherapy had been in place since 1947, called International Federation of Hydrotherapy and Climatotherapy (Federation Internationale du Thermalisme et du Climatisme – FITEC; Internationale für Balneologie und Klimatologie; Federazione Internazionale del Termalismo e del Climatismo). In 1999 the General Meeting of Yalta, Ukraine, changed the name FITEC into FEMTEC (Federation Mondiale du Thermalisme et du Climatisme, World Federation of Hydrotherapy and Climatotherapy, ..., Weltverband für Balneologie und Klimatologie, Federazione Mondiale del Termalismo e della Climatoterapia).

NAME, LEGAL OFFICE, AND PURPOSE

Article 1

Pursuant to arts. 36 and following of the Italian Civil Code, the Association named:
World Federation of Hydrotherapy and Climatotherapy
also known briefly as "**FEMTEC**", is established.

Article 2

The Association is based in the City of Milan, Italy, Via Cicognara No. 7.

Article 3

The purpose of the Association is to improve cooperation among public and private institutions in the field of hydrotherapy and climatotherapy.

In particular, the Association has the following functions:

1. represent the interests of thermal centres and climatic resorts and promote these at an international level;
2. cooperate with scientific institutions and other public or private organizations whose goals comply with those of the Association;
3. organize and carry out studies and research, promote knowledge sharing on technical and scientific issues related to hydrotherapy and climatotherapy in general through the establishment of ad hoc scientific commissions, the calling of annual meetings, the organization of congresses or conferences, the production of publications or films, or the use of other means;
4. promote the coordination of information, documents, and advertising of hydrotherapeutic and climatic treatments;
5. develop social hydrotherapy and climatotherapy at a national and international level;
6. promote measures to reduce travelling and hydrotherapy formalities at an international level;
7. adopt all medical and economic measures in favour of promotion of hydrotherapy and climatotherapy.

The Association shall not take political or religious positions.

ASSETS AND FINANCIAL PERIODS

Article 4

The Association's assets shall include:

- a) movable and immovable property acquired by the Association;
- b) any reserves created with budget surpluses;
- c) any provisions, donations, or endowments.

The Association's incomes shall include:

- a) membership fees;
- b) proceeds from the organization of events or participation thereto;
- c) any other incomes increasing the Association's assets.

Article 5

Each financial period shall end on December 31.

The Managing Board shall draft the final balance sheet within 30 days of the end of each financial period, and the budget for the following year within sixty days of the opening of the new financial period.

MEMBERS

Article 6

Regular Members

Regular members entitled to voting shall include national federations or associations and each centralized hydrotherapeutic or climatotherapeutic organization in charge of all the activities that fall within the scope of the Association, based on the specific conditions in place in each Country. Only one institution for each Country can be a member.

The application for membership shall be evaluated by the Executive Board and, upon admission, the members shall pay the membership fee set each year by the Board.

Members that do not submit their resignation in writing by October 30 of each year shall pay the annual membership fee.

Correspondent members

Each organization or party whose activities are useful for the purposes of the Association but do not satisfy the requirements to become regular members can be designated as correspondent members.

Correspondent members shall lose their membership rights as soon as a centralized national federation or organization admitted to the Association as a regular member is established.

Honorary Members

Each party providing services supporting the cause of hydrotherapy and climatotherapy or the Association can become a honorary member.

Honorary President

The Association's Meeting can appoint Honorary President a past-President of the Association that provided a valuable contribution to the improvement of international thermalism.

The Honorary President shall enjoy a lifelong right to participate to all the Association's events.

Article 6 bis

While Correspondent and Honorary Members shall be appointed by the General Meeting upon suggestion of the Managing Board, Regular Members shall be appointed directly by the Managing Board.

Article 6 ter

1. Members can resign from the Federation by notifying their decision to the President by registered letter at least six months before the end of the current year.
2. A Member can be expelled from the Federation upon decision of the Managing Board in case of:
 - a) adoption of a behaviour potentially harmful to the interests of the Federation,
 - b) failure to pay the membership fee within six months of receipt of the relevant reminder.

In case of expulsion decided by the Managing Board, a Member can appeal to the General Meeting within six months of such decision. Such appeal shall be submitted to the President of the Federation.

3. The financial duties of a resigning or expelled Member for the current year shall not be affected.
4. Resigning or expelled Members shall have no rights with respect to the Federation.

III. MANAGING BODIES

Article 7

The managing bodies of the Federation shall include:

- a) the General Meeting,
- b) the Executive Board,
- c) the Managing Board,
- d) the Auditor.

a) The General Meeting

Article 8

1. The General Meeting shall include the Regular Members, who shall designate their representatives. Each Regular Member shall be entitled to designate another Regular Member in writing.
2. Correspondent and Honorary Members shall be allowed to participate to the General Meeting but shall have no voting rights.
The Managing Board shall be entitled to invite to the Meeting any parties whose know-how can be useful for the purpose of the Federation's activity.
3. Each Country, as a Regular Member, shall be entitled to one vote. Additional votes shall be granted to Countries whose members of the relevant Federation include thermal or climatotherapeutic establishments that comply with internationally acknowledged hydrotherapeutic and climatotherapeutic standards. Additional votes shall be granted for an amount of one every 30 thermal establishments and subsequently one for each fraction of 30. No individual Country shall be entitled to exercise more than 10 votes. The number of additional votes granted to each Country shall be determined by the Managing Board. Appeals against the decisions of the Managing Board can be made to the General Meeting, whose decision shall be final.
4. The exercise of voting rights shall be subject to payment of all the membership fees due until one month before the date of the General Meeting.
5. FEMTEC shall not reimburse the expenses incurred by participants to the Meeting.

Article 9

1. The General Meeting shall be convened once a year. The Managing Board can convene an extraordinary meeting and shall do so if requested by at least two-thirds of the Regular Members.
2. The General Meeting shall be convened upon decision of the Executive Board, which shall decide the location and date. The notice of call, specifying the agenda, shall be sent by the President at least 3 months before the date set for the General Meeting.

Article 10

1. All voting and elections shall be made by hand raising or call, as decided by the President of the General Meeting.
2. Voting shall be secret if so requested by one-fourth of the votes of the attending or represented members. The President and the Vice Presidents of the Federation shall be elected by secret voting, unless otherwise decided by the simple majority of the General Meeting.
3. Any amendments to the Articles of Association shall require two-thirds of the votes of the attending or represented members at the General Meeting, taking into account any abstentions or null votes.
4. The dissolution of the Federation shall require a majority of three-fourths of the total votes attributed to the Regular Members.
5. The decisions of the General Meeting shall be stated in records signed by the President of the Meeting and by the Secretary General or the Recording Secretary appointed by the President.

Article 11

In particular, the General Meeting shall be entitled to the following:

1. Elect the President and the Vice Presidents of the Federation for a period of four years. The President and Vice Presidents can be re-elected.
2. Approve the Annual Report, the accounts, and the budget of the Federation.
3. Amend the Articles of Association.
4. Interpret the Articles of Association.
5. Provide instructions on the activities of the Federation, of the Executive Board, and of the Managing Board.
6. Set the membership fees upon suggestion of the Managing Board.
7. Adopt the final decision to expel a Member in case of appeal.
8. Appoint Correspondent or Honorary Members.
9. Decide on the establishment of permanent commissions and appoint the Presidents and Vice Presidents thereof.

10. Decide on the dissolution of the Federation.

11. Decide on any other matters that do not fall within the scope of the Executive Board or of the Managing Board.

b) The Executive Board

Article 12

The Executive Board shall include the President and the Vice Presidents of the Federation, the Secretary General, and the Presidents of the Permanent Commissions. The President of the Federation can invite other parties to participate to the meetings of the Executive Board as consultants for special business issues. The Executive Board shall be convened by the President of the Federation at least twice a year.

Article 13

The Executive Board shall be entitled to the following:

1. Approve the Annual Report for submission to the General Meeting by the President of the Federation.
2. Decide the agenda for the General Meeting and for the events the Federation is to organize.
3. Set the location and date of the General Meeting.
4. Coordinate the activity of the Commissions and receive the reports on their activities.
5. Decide on all the matters submitted thereto by the President of the Federation and by the Managing Board.

c) The Managing Board

Article 14

The Managing Board shall include the President and the Vice President of the Federation and shall meet at least twice a year upon the President's call.

Article 15

The Managing Board shall be entitled to the following:

1. Appoint the Secretary General and determine the rights, duties, and fee thereof.
2. Draft the accounts and the budget for submission to the General Meeting.
3. Establish ad hoc commissions or hire experts for special assignments, request appraisals and decide on the instructions that should be provided for each activity.
4. Decide on the acceptance of applications by Regular Members and on the exclusion thereof from the Federation.
5. Submit nominations for Correspondent or Honorary members.

6. Draft the agenda and decide the location and date of the Executive Board's meetings.
7. Grant additional votes to the General Meeting as provided for by Article 8.3 above and set the membership fees as provided for by Article 21.1 below.
8. Propose General Meetings to the Executive Board and call extraordinary meetings as provided for by Article 9.1 above.
9. Take measures in the interest of the Federation in case of emergency, even if such measures usually fall within the scope of the General Meeting or of the Executive Board, provided that such measures shall then be approved by the respective competent bodies.
10. Support the President of the Federation in his activities.
11. Promote and develop the Federation.
12. Propose the number of Vice Presidents that the Federation should have and that should be elected by the General Meeting pursuant to Article 11.1 above.
13. Propose candidates for the presidency and vice presidency of the permanent commissions to the General Meeting.

Article 16

The Executive Board and the Managing Board shall decide with the simple majority of the attendants.

In case of parity, the President shall be entitled to cast the decisive vote.

The records of the meetings of the Executive Board and of the Managing Board shall be included in the records signed by the President and by the Secretary General or by the Recording Secretary appointed by the President.

Article 17

The President shall be the legal representative of the Federation.

The president shall call and preside over the General Meetings, the Executive Board meetings, and the Managing Board meetings, and shall ensure that the decisions thereof are implemented.

The President or a Vice President designated thereby shall undertake financial commitments on behalf of the Federation.

d) Auditor

Article 18

The General Meeting shall appoint an auditor for a period of four years. The auditor shall audit the annual accounts of the Federation and shall submit a written report thereon to the Managing Board and to the General Meeting. The auditor can be re-elected.

IV. COMMISSIONS

Article 19

1. The activity of the Federation shall be carried out by permanent commissions, whose qualifications and goals shall be determined by the General Meeting upon suggestion of the Executive Board.

The permanent commissions shall be terminated according to the same procedure.

2. Each of the Regular Members shall be entitled to designate up to 5 representatives to participate to a commission. The permanent commissions shall set their work agenda according to the provisions of Article 13.4.
3. The permanent commissions shall be convened by the respective presidents upon agreement with the President of the Federation. However, the President of the Federation shall be entitled to convene the permanent commissions directly.

V. SECRETARY GENERAL

Article 20

The Secretary General shall provide for, and carry out the activities of the Federation under the supervision and based on the instructions of the President of the Federation.

The Secretary General shall participate to the General Meeting and to the meetings of the Managing Board, and of the Executive Board, and shall draft the records for submission to the President for signing.

VI. MEMBERSHIP

Article 21

1. The Regular Members shall pay an annual membership fee set in proportion to the number of votes attributed thereto at the General Meeting.
2. The annual membership fees shall be paid in US Dollar at the official exchange rate in force in each country at year end.
3. The financial period shall start on January 1 and close on December 31 of each year.

VII. LIABILITY

Article 22

1. The liability of the Federation shall be limited to the assets thereof.
2. The liability of the members shall be limited to the membership fees due thereby.

VIII. DISPUTES

Article 23

Any disputes arising between two or more Members of the Federation can be submitted to arbitration on request of the concerned parties. Each of the concerned parties shall appoint an arbitrator and the Managing Board shall appoint the President of the Board of Arbitrators. The decision of the Board of Arbitrators shall be final.

IX. DISSOLUTION OF THE FEDERATION

Article 24

In case of dissolution, the assets of the Federation shall be divided among the Members in proportion to the last membership fee paid by each.

X. FINAL PROVISIONS

Article 25

These Articles of Association were adopted by the General Meeting on October 18, 1984 and shall supersede the Deed of Association of 1948 and the amendments made by the Members' Meetings of October 2, 1966, October 3, 1970, and October 4, 1972. The amendments to these Articles of Association were approved by the General Meeting on October 1, 1999, October 20, 2001, and October 8, 2002.

Article 26

These Articles of Association were drafted in Italian and shall then be translated into English, French, Russian, German, and Spanish. In case of different interpretations, the Italian version shall prevail.

Signed Umberto Solimene

Signed Massimo Mezzanotte, Notary

Copy true to the original drafted on multiple sheets duly signed and with attachments, issued on unstamped paper for all legal purposes.

Milan, December 18, 2012