

Certificate of Incorporation

of a Company not having a Share Capital

This is to certify that

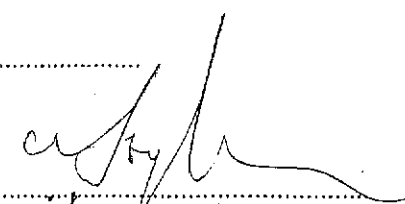
COMSERVE MINISTRIES (ASSOCIATION INCORPORATED
IN TERMS OF SECTION 21)

was this day incorporated under the Companies Act, 1973 (Act 61 of 1973), and that the Company is a company limited by guarantee/*and is incorporated under section 21 of the Act.

Signed and sealed at Pretoria this

..... 16 day of July

~~One Thousand Nine Hundred and~~ 2000


.....
Registrar of Companies

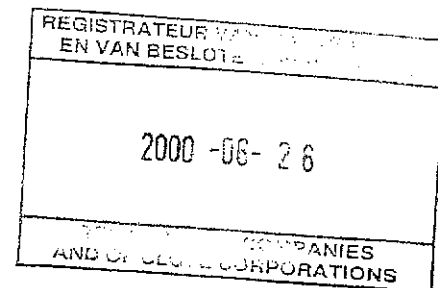
Seal of Companies Registration Office.

* Delete if not applicable.

This certificate is not valid unless sealed by the seal of the Companies Registration Office.

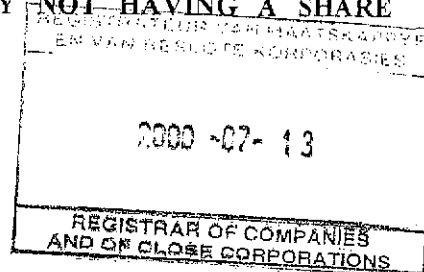
REPUBLIC OF SOUTH AFRICA COMPANIES ACT, 1973 (Section 64)

FINANCIAL YEAR END: FEBRUARY



MEMORANDUM OF ASSOCIATION OF A COMPANY ~~NOT HAVING A SHARE~~
CAPITAL

(Section 54(1); Regulation 17(3))



SA Companies Registration Office
COMSERVE MINISTRIES

REG

NY

2000/015802/08

1. NAME

(a) The name of the Company is:

COMSERVE MINISTRIES

(Association incorporated in terms of Section 21)

(b) The name of the company in the other official language of the Republic is:

n/a

(c) The shortened form of the name of the company is:

n/a

2. PURPOSE DESCRIBING THE MAIN BUSINESS

The main business which the company is to carry on is:

“Upliftment of the community with specific reference to the spreading of the Gospel of Jesus Christ, teaching of life skills, creating employment opportunities and related activities”

3. MAIN OBJECT:

The main object of the company is:

“Upliftment of the community with specific reference to the spreading of the Gospel of Jesus Christ, teaching of life skills, creating employment opportunities and related activities”

4 Ancillary objects excluded The specific ancillary objects, if any, referred to in the Act section 33(1), which are excluded from the unlimited ancillary objects of the company:

No specific ancillary objects are excluded.

5 Powers

(a) The specific powers or part of any powers of the company, if any, which are excluded from the plenary powers of the power set out in Schedule 2 to the Act:

Power (s) is hereby excluded.

The company shall not be entitled to distribute *in specie* or in kind any of its assets among its members.

(b) The specific powers or part of any specific powers of the company set out in Schedule 2 to the Act if any which are qualified under the Act are:

I Power (k) to be modified to read as follows:

To form and to have an interest in any company or companies or associations having the same or similar objects to the company, for the purpose of acquiring the undertaking or all or any of the assets or liabilities of that company or companies or associations or for any other purpose which may seem, directly or indirectly, calculated to benefit the company, and to transfer to any such company or companies or associations the undertaking or all or any assets or liabilities of the company.

II Power (l) to be modified to read as follows:

To amalgamate with other companies having the same or similar objects to the company.

III Power (m) to be modified to read as follows:

To take part in any management, supervision and control of business or operations of any other company or business having the same or similar objects as the company and to enter into partnerships having the same or similar objects as the company.

IV Power (n) to be modified to read as follows:

To remunerate any person or persons in cash or otherwise for services rendered in its formation or in the development of its business.

V Power (o) to be modified to read as follows:

To make donations only to organisations having the same or similar objects to that of the company.

VI Power (r) to be modified to read as follows:

To establish a pension scheme and medical aid scheme and any incentive scheme in respect of its employees.

6 Conditions Any special conditions which apply to the company and the requirements, if any, additional to those prescribed in the act for their alteration are:

- (a) The income and property of the company whencesoever derived shall be applied solely towards the promotion of its main object and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the company or to its holding company or subsidiary: Provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the company or to any member thereof in return of any services actually rendered to the company.
- (b) Upon its winding-up, deregistration or dissolution the assets of the company remaining after the satisfaction of all its liabilities, shall be given or transferred to some other association or institution or associations or institutions having objects similar to its main object, to be determined by the members of the company at or before the time of its dissolution or, failing such determination, by the court provided that in any event such other association or institutions shall be charitable, educational or ecclesiastical organisations or bodies of a public character within the Republic of South Africa which are themselves exempt from tax.
- (c) No member of the company shall be appointed to any salaried office of the company, or any office of the company paid by fees, and no remuneration or any other benefit in money or moneys' worth shall be given by the company to any member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent.

7 Pre-incorporation contract

None

8 Capital

- 8.1 The company does not have a share capital.
- 8.2 The liability of members is limited to the amount set out in paragraph 8.3.
- 8.3 Each member undertakes to contribute to the assets of the company in the event of its being wound-up while he is a member or within one year after he has ceased to be a member, for payment of the debts and liabilities of the company contracted before he ceased to be a member, the amount of R1.

PARTICULARS OF SUBSCRIBERS

1. FULL NAMES

JACOBUS ANDRIES WYNAND JACOBS

OCCUPATION

BUSINESSMAN

RESIDENTIAL ADDRESS

2 THEODORE PLACE
BEVERLY GROVE,
PORT ELIZABETH
6001

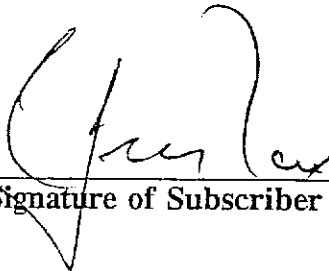
BUSINESS ADDRESS

VISTARUS LODGE
AMBROSE STREET,
PORT ELIZABETH,
6001

POSTAL ADDRESS

P O BOX 28347
SUNRIDGE PARK, 6008

DATE: 6 JULY 2000


Signature of Subscriber

PARTICULARS OF WITNESS

FULL NAMES

YOLANDA BOOYSEN

OCCUPATION

CLERK

RESIDENTIAL ADDRESS

C/O ALPINE ROAD & SOUTH VILLAGE LANGE,
LYNNWOOD, 0081


BUSINESS ADDRESS

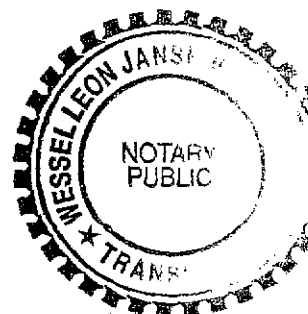
C/O ALPINE ROAD & SOUTH VILLAGE LANE,
LYNNWOOD, 0081

POSTAL ADDRESS

P O BOX 1663
PRETORIA, 0001

DATE : 6 JULY 2000


Signature of Witness



PARTICULARS OF SUBSCRIBERS

2. FULL NAMES

LYNETTE JACOBS

OCCUPATION

BUSINESSWOMAN

RESIDENTIAL ADDRESS

2 THEODORE PLACE
BEVERLY GROVE,
PORT ELIZABETH
6001

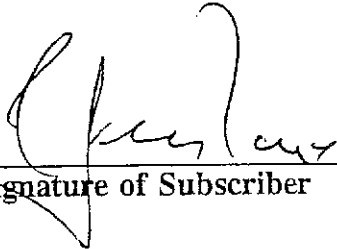
BUSINESS ADDRESS

VISTARUS LODGE
AMBROSE STREET,
PORT ELIZABETH,
6001

POSTAL ADDRESS

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SUNRIDGE PARK, 6008

DATE: 6 JUNE 2000



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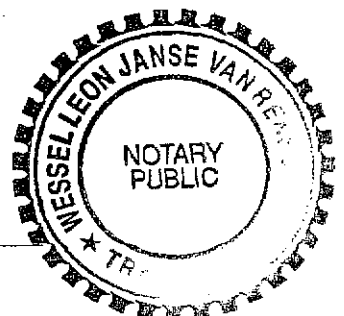
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PRETORIA, 0001

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Signature of Witness



PARTICULARS OF SUBSCRIBERS

3. FULL NAMES

JOHN DENNIS SCHOLTZ

OCCUPATION

PASTOR

RESIDENTIAL ADDRESS

SARDINIA BAY ROAD
PORT ELIZABETH, 6001


BUSINESS ADDRESS

HARVEST CHRISTIAN CHURCH
ALBERT ROAD, WALMER
PORT ELIZABETH,
6001

POSTAL ADDRESS

AS ABOVE

DATE: 6 JULY 2000



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LYNNWOOD, 0081

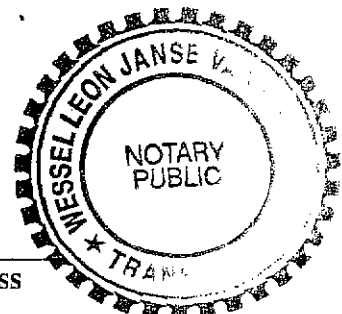
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PRETORIA, 0001

DATE : 6 JULY 2000



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PARTICULARS OF SUBSCRIBERS

4. FULL NAMES

KEITH ERIC MILTON NEUPER

OCCUPATION

PASTOR

RESIDENTIAL ADDRESS

20 ERASMUS DRIVE,
SUMMERSTRAND,
PORT ELIZABETH,
6001

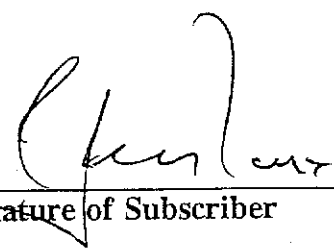
BUSINESS ADDRESS

HARVEST CHRISTIAN CHURCH
ALBERT ROAD, WALMER
PORT ELIZABETH, 6001

POSTAL ADDRESS

AS ABOVE

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FULL NAMES

YOLANDA BOOYSEN

OCCUPATION

CLERK

RESIDENTIAL ADDRESS

C/O ALPINE ROAD & SOUTH VILLAGE LANE,
LYNNWOOD, 0081


BUSINESS ADDRESS

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LYNNWOOD, 0081

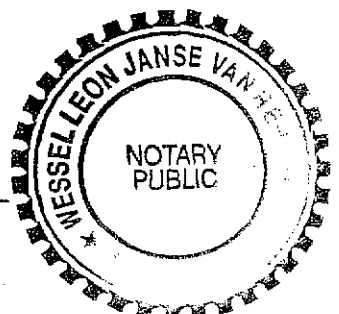
POSTAL ADDRESS

P O BOX 1663,
PRETORIA, 0001

DATE : 6 JULY 2000



Signature of Witness



PARTICULARS OF SUBSCRIBERS

5. FULL NAMES

GERHARDUS ANTHONIE VERMAAK

OCCUPATION

PENSIONER

RESIDENTIAL ADDRESS

KENMARE 21, CAPE ROAD,
LINTON GRANGE,
PORT ELIZABETH,
6001

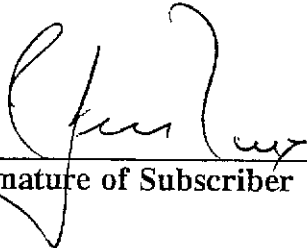
BUSINESS ADDRESS

N/A

POSTAL ADDRESS

KENMARE 21, CAPE ROAD
LINTON GRANGE,
PORT ELIZABETH,
6001

DATE: 6 JULY 2000



Signature of Subscriber

PARTICULARS OF WITNESS

FULL NAMES

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LYNNWOOD, 0081

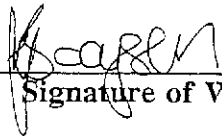
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LYNNWOOD, 0081

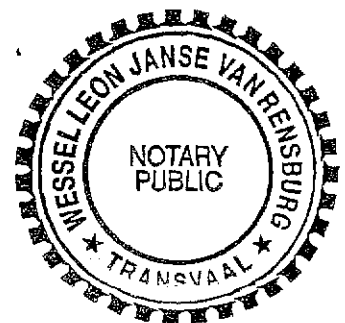
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P O BOX 1663,
PRETORIA, 0001

DATE : 6 JULY 2000



Signature of Witness



PARTICULARS OF SUBSCRIBERS

6. FULL NAMES

SONJA ELROSA VERMAAK

OCCUPATION

PENSIONER

RESIDENTIAL ADDRESS

KENMARE 21, CAPE ROAD
LINTON GRANGE,
PORT ELIZABETH, 6001

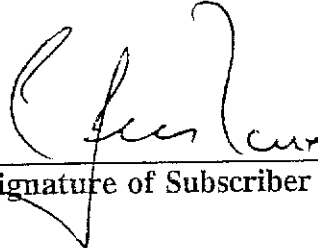
BUSINESS ADDRESS

N/A

POSTAL ADDRESS

KENMARE 21, CAPE ROAD
LINTON GRANGE,
PORT ELIZABETH, 6001

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OCCUPATION

CLERK

RESIDENTIAL ADDRESS

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LYNNWOOD, 0081


BUSINESS ADDRESS

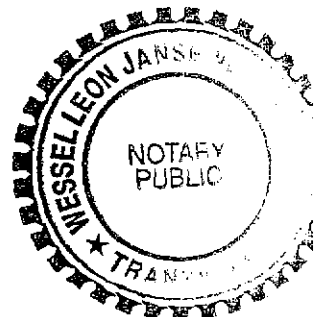
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LYNNWOOD, 0081

POSTAL ADDRESS

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PRETORIA, 0001

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Signature of Witness



PARTICULARS OF SUBSCRIBERS

7. FULL NAMES

BAREND CHRISTOFFEL BREEDT

OCCUPATION

PSYCHOLOGIST

RESIDENTIAL ADDRESS

292 VILLIERS ROAD,
WALMER, PORT ELIZABETH, 6001

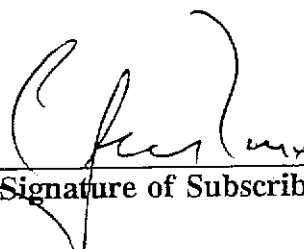
BUSINESS ADDRESS

292 VILLIERS ROAD,
WALMER, PORT ELIZABETH, 6001

POSTAL ADDRESS

P O BOX 27255,
GREENACRES
6057

DATE: 6 JULY 2000


Signature of Subscriber

PARTICULARS OF WITNESS

FULL NAMES

YOLANDA BOOYSEN

OCCUPATION

CLERK

RESIDENTIAL ADDRESS

C/O ALPINE ROAD & SOUTH VILLAGE LANE,
LYNNWOOD, 0081

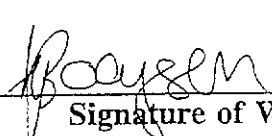
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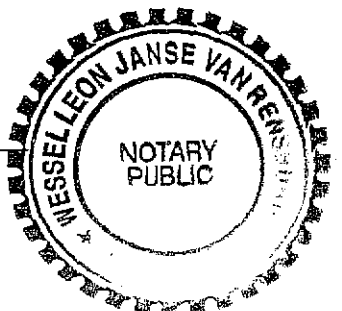
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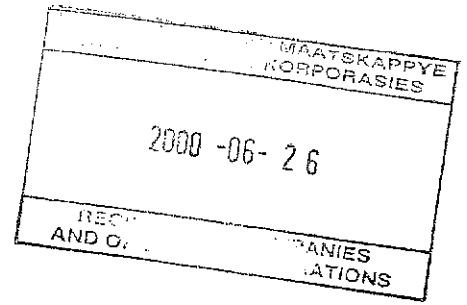
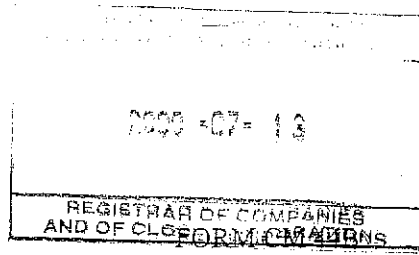
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PRETORIA, 0001

DATE : 6 JULY 2000


Signature of Witness





REPUBLIC OF SOUTH AFRICA
COMPANIES ACT 1973

**ARTICLES OF ASSOCIATION OF A COMPANY
NOT HAVING A SHARE CAPITAL
NOT ADOPTING SCHEDULE 1
(section 60(1); regulation 18)**

Registration No of Company

Name of company:

COMSERVE MINISTRIES (Association incorporated under section 21)

A

The Articles of Table A contained in Schedule 1 to the Companies Act of 1973, shall not apply to the company.

B

The Articles of the company are as follows:

1 Interpretation In these Articles, unless the context otherwise requires:

- 1.1 "the Companies Act" means Act 61 of 1973, as amended or any Act which replaces it;
- 1.2 "member" means the persons referred to in Article 4.1 and persons who become members in terms of Article 4.2;
- 1.3 "profits" includes revenue and capital profits;
- 1.4 "register" means the register of members kept in terms of the Statutes;
- 1.5 "the Republic" means the Republic of South Africa;
- 1.6 "the Statutes" means the Companies Act and any and every other statute or ordinance from time to time in force concerning companies and necessarily affecting the company;
- 1.7 "trustee" means any director of the company from time to time;
- 1.8 "the trust" means the company;
- 1.9 references to members represented by proxy shall include members represented by an agent appointed under a general or special power of attorney and references to members present or acting in person shall include corporations represented or acting in the manner prescribed in the Statutes;
- 1.10 expressions defined in the Companies Act, or any statutory modification thereof, in force at the date on which these Articles become binding on the company shall have the meanings so defined;
- 1.11 words in the singular number shall include the plural and words in the plural number shall include the singular, words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

2 Preliminary

2.1 If the provisions of these Articles are in any way inconsistent with the provisions of the Statutes, the provisions of the Statutes shall prevail, and these Articles shall be read in all respects subject to the Statutes.

2.2 Notwithstanding the omission from these Articles of any provision to that effect, the company may do anything which the Companies Act empowers a company to do if so authorised by its Articles of Association.

3 Public company The company is a public company.

4 Members

4.1 The first members of the company shall be:

JACOBUS ANDRIES WYNAND JACOBS

LYNETTE JACOBS

JOHN DENNIS SCHOLTZ

KEITH ERIC MILTON NEUPER

GERHARDUS ANTHONIE VERMAAK

SONJA ELROSA VERMAAK

BAREND CHRISTOFFEL BREEDT

4.2 Any person who makes a written application to become a member of the company and whose application is accepted by the directors shall be and become a member of the company.

4.3 The executor of a deceased member or the trustee of an insolvent member will become a member of the company *ipso facto* upon receiving his appointment and will remain a member until he has resigned or been expelled, subject to the provision of Article 4.4. In case there is more than one executor or trustee, in the respective estates, the executors or trustees thereof shall in each case count as one member, and shall in each case, for all purposes of the company, be represented by one of their number duly authorised thereto to the satisfaction of the chairman of the meeting.

4.4 A member shall *ipso facto* cease to be a member of the company:

4.4.1 If his estate is finally sequestrated;

4.4.2 if, being a body corporate, an order for the final winding-up or judicial management of the member is granted or a special resolution for the winding-up of the member is duly passed and registered in terms of the Act;

4.4.3 if he is placed under curatorship;

4.4.4 if he is removed as a member by a majority of the members or directors of the company;

4.4.5 if by notice in writing to the company he resigns as a member.

4.5 The membership of the trust shall consist of:

4.5.1 Foundation members: the first members of the board of trustees shall be foundation members;

4.5.2 Sponsor members: persons, corporations, companies, institutions or other bodies who, having agreed to be bound by the terms of the Memorandum and Articles of Association of the trust and

having been admitted to membership pay an annual contribution of not less than an amount to be decided by the present members each;

4.5.3 Corporate members: persons, corporations, companies, institutions or other bodies who, having agreed to be bound by the terms of the Memorandum and Articles of Association of the trust and having been admitted to membership, agree to pay such annual subscription as shall be determined by the board of trustees;

4.5.4 Honorary members:

4.5.4.1 Persons who, in recognition of exceptional and distinguished services rendered to the trust are elected honorary members by the board of trustees;

4.5.4.2 persons who are elected in terms of Article 8.4 or 8.5 to serve on the board of trustees;

4.5.5 Affiliated members: professional or educational or other institutions and/or associations and/or societies which, having agreed to be bound by the terms of the trust and having been admitted to membership, pay an annual subscription to be fixed by the board of trustees in each particular case.

4.6 All membership subscriptions shall become due and payable in advance on the 1st day of March in each year. Failure to renew subscription within 90 (ninety) days from due date shall terminate membership.

4.7 Membership conferred in terms of Article 4.5.4 shall be valid for the period during which such members hold the offices referred to therein.

5 Meetings of members

5.1 The company, at such times as are prescribed in the Statutes, shall hold general meetings of members to be known and described in the notices calling such meetings as annual general meetings.

5.2 The directors may, whenever they think fit, convene a general meeting, and a general meeting shall also be convened on a requisition by members representing not less than one-twentieth of the total voting rights of all the members of the company having at the date of the lodgment of the requisition a right to vote at general meetings of the company or, in default, may be convened by the requisitionists as provided by and subject to the provisions of the Statutes. If at any time there shall not be within the Republic sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

5.3 Every meeting of members shall, unless otherwise resolved by the directors, be held in the city or town in which the company's registered office is for the time being situated.

5.4 Subject to the provisions of the Statutes relating to meetings of which special notice is required to be given, an annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing, and a meeting of the company, other than an annual general meeting or a meeting for the passing of a special resolution, shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company at a meeting of members, to such persons as are, under these Articles, entitled to receive such notices from the company: provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting who hold not less than ninety-five per cent of the total voting rights of all the members. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

6 Proceedings at meetings of members

6.1 All business that is transacted at a general meeting, and all that is transacted at the annual general meeting, with the exception of the consideration of the audited financial statements, the election of auditors and the fixing of the remuneration of the auditors shall be deemed to be special business.

6.2 Business may be transacted at any meeting of members only while a quorum is present.

6.3 Save as herein otherwise provided, the quorum at a meeting of members shall be three members entitled to vote, personally present, or if a member is a body corporate, represented.

6.4 If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or, if that day be a public holiday, to the next succeeding day other than a public holiday, and if at such adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting then, subject to the Statutes, the members or member present shall be a quorum.

6.5 The chairman, if any, of the board of directors shall preside as chairman at every meeting of members of the company. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some director, or if no director is present, or if all the directors present decline to take the chair, they shall choose some member present to be chairman of the meeting.

6.6 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned as a result of a direction given in terms of any applicable provision in the Statutes, notice of the adjourned meeting shall be given in the manner prescribed by such provision but, save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

6.7 At any meeting of members a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

6.8 In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

6.9 Subject to the provisions of the Statutes, a resolution in writing signed by a majority of the persons for the time being entitled to receive notice of and to attend and vote at a meeting of members or by duly authorised representatives on their behalf shall be as valid and effectual as if it had been passed at a meeting of the company duly convened and held.

7 Votes of members

7.1 Each member of the company present in person or by proxy or, if a member is a body corporate, duly represented at any meeting of the company shall have one vote.

7.2 A proxy need not be a member of the company.

7.3 The form appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing or, if the appointer is a corporate body, under the hand of an officer or agent authorised by that body. The holder of a general or special power of attorney given by a member shall

be entitled to vote, if duly authorised under that power to attend and take part in the meetings and proceedings of the company or companies generally, whether or not he be himself a member of the company.

7.4 The form appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the registered office of the company not less than twenty-four hours (or such lesser period as the directors may unanimously determine in relation to any particular meeting) before the time for holding the meeting (including an adjourned meeting) at which the person named in the form proposes to vote, and in default the form of proxy shall not be treated as valid. No form appointing a proxy shall be valid after the expiration of six months from the date when it was signed, except at an adjourned meeting unless otherwise specifically stated in the proxy itself.

7.5 Subject to the provisions of the Companies Act, a form appointing a proxy may be in any usual or common form.

8 Directors

8.1 Until otherwise determined by a meeting of members, the number of directors shall not be less than two nor more than seven.

8.2 The first directors of the company shall be JACOBUS ANDRIES WYNAND JACOBS and LYNETTE JACOBS.

8.3 The company may from time to time at any meeting of members increase or reduce the number of directors.

8.4 Unless otherwise decided by a meeting of members any casual vacancy occurring in the board of directors may be filled by the directors.

8.5 The company at a meeting of members or the directors shall have power at any time, and from time to time, to appoint any person as a director but so that the total number of directors shall not at any time exceed the maximum number fixed by or in terms of these Articles.

9 Remuneration of directors

9.1 The remuneration of the directors shall from time to time be determined by the directors, but subject always to the provisions of condition 6.1 of the company's memorandum of association. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in or about the performance of their duties as directors including those of attending and travelling to and from meetings of the directors or any committee of the directors or at any meeting of members of the company.

9.2 The directors may pay any director who serves on any committee or who devotes special attention to the business of the company, or otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, such extra remuneration as they may determine.

10 Alternate directors

10.1 Any director shall have the power to nominate another person to act as alternate director in his place during his absence or inability to act as such director, and on such appointment being made, the alternate director shall, in all respects, be subject to the terms and conditions existing with reference to the other directors of the company. A person may be appointed as alternate to more than one director. If a person is alternate to more than one director or where an alternate director is a director, he shall have a separate vote, on behalf of each director he is representing in addition to his own vote, if any.

10.2 The alternate directors, whilst acting in the place of the directors who appointed them, shall exercise and discharge all the duties and functions of the directors they represent. The appointment of

an alternate director shall cease on the happening of any event which, if he were a director, would cause him to cease to hold office in terms of these Articles or if the director who appointed him ceases to be a director, or gives notice to the secretary of the company that the alternate director representing him shall have ceased to do so. An alternate director shall look to the director who appointed him for his remuneration.

11 Borrowing powers of directors

11.1 The directors may in their discretion, from time to time, raise or borrow from the members or other persons any sums of money for the purposes of the company without limitation.

11.2 The directors may secure the payment or repayment of any sums of money borrowed or raised in terms of Article 11.1 or the payment of any debt, liability or obligation whatsoever of the company or of a third party, in such manner and upon such terms and conditions in all respects as they think fit.

12 General powers and duties of directors

12.1 The business of the company shall be managed by the directors who may exercise all such powers of the company as are not by the Statutes or by these Articles required to be exercised by the company at any meeting of members (including without derogating from the generality of the foregoing or from the rights of the shareholders, the power to resolve that the company be wound up), subject nevertheless to the provisions of these Articles and of the Statutes and to such regulations being not inconsistent with these Articles or the Statutes, as may be prescribed by the company at any such meeting; but no regulation made by the company at such meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

12.2 The directors may from time to time appoint one or more of their body to the office of managing director or manager for such period and generally on such terms as they may think fit. The appointment of a managing director or manager shall determine *ipso facto* if he shall cease for any reason to be a director, or if the company at any meeting of members shall resolve that his tenure of the office of managing director or manager be determined.

12.3 The directors may from time to time entrust to and confer upon a managing director or manager for the time being such of the powers vested in them as they may think fit, and may confer such powers for such time and to be exercised for such objects and upon such terms and with such restrictions as they may think expedient; and they may confer such powers either collaterally or to the exclusion of, and in substitution for, all or any of the powers of the directors, and may from time to time revoke or vary all or any of such powers. A managing director appointed pursuant to the provisions hereof shall not be regarded as an agent or delegate of the directors and after powers have been conferred upon him by the directors in terms hereof he shall be deemed to derive such powers directly from this Article.

12.4 The directors shall have the power from time to time to delegate, or to allocate, to any one of their members or to any other person, whether in the Republic or not, such of the powers as are vested in the directors pursuant to the Statutes or under these Articles, as they may deem fit.

12.5 The directors may delegate, or allocate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors. Save as aforesaid, the meetings and proceedings of a committee consisting of more than one member shall be governed by the provisions of these Articles regulating the meetings and proceedings of directors.

13 Disqualification and privileges of directors

13.1 A director shall cease to hold office as such if:

13.1.1 He ceases to be a director by virtue of any of the provisions of the Statutes or becomes prohibited from being a director by reason of any order made under the Statutes; or

13.1.2 his estate is sequestrated or he files an application for the surrender of his estate or an application for an administration order, or if he commits an act of insolvency as defined in the insolvency law for the time being in force, or if he makes any arrangement or composition with his creditors generally; or

13.1.3 he is found ~~lunatic~~ or becomes of unsound mind; or

13.1.4 he is ~~removed~~ by a resolution of the company as provided in the Statutes; or

13.1.5 he ~~resigns his~~ office by notice in writing to the company; or

13.1.6 a notice ~~removing~~ him from office is signed by members having a right to attend and vote at a meeting of ~~members~~ who hold not less than 51 per cent of the total voting rights of all the members who are at that time entitled so to attend and vote and is delivered to the company or lodged at its registered office; or

13.1.7 he is ~~otherwise~~ removed in accordance with any provisions of these Articles.

13.2 No director or intending director shall be disqualified by his office from contracting with the company in any manner whatsoever.

13.3 Such director shall be entitled to vote at any board meeting or otherwise in relation to such contract as freely as if he were not interested therein and he shall be reckoned for the purpose of constituting a quorum of directors.

14 Proceedings of directors

14.1 A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

14.2 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

14.3 Unless otherwise resolved by the directors, all their meetings shall be held in the city or town where the company's registered office is for the time being situated.

14.4 Questions arising at any meeting of the directors shall be decided by a majority of votes.

14.5 The chairman shall not have a second or casting vote.

14.6 The directors may determine what period of notice shall be given of meetings of directors and may determine the means of giving such notice which may include telephone, telegram, telex or telefax. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the Republic, but notice of any such meeting shall be given to his alternate, if he has appointed one, provided that such alternate is in the Republic.

14.7 A quorum shall consist of 75 % of the number of directors at any given time. For the purpose hereof a director who has authorised another director to vote for him at a meeting in terms of Article 14.10 shall, if the director so authorised is present at the meeting, be deemed to be present himself and each director whose alternate is present at a meeting (even if the latter is alternate to more than one director) shall be deemed to be so present.

14.8 The continuing directors (or sole continuing director) may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as a quorum, the continuing directors or director may act only for the purpose of summoning a general meeting of the company. If there are no directors or director able and willing to act, and no specific provision is made in these Articles for the appointment of directors, then any two members may summon a general meeting for the purpose of appointing directors.

14.9 Subject to the Statutes:

14.9.1 A resolution in writing, including through the medium of telefax, signed by the sole director or by all the directors for the time being present in the Republic and being not less than are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted: Provided that where a director is not present in the Republic, but has an alternate who is, the resolution must be signed by that alternate. The resolution may consist of several documents, each signed by one or more directors or their alternates in terms of this Article;

14.9.2 in the case of matters requiring urgent resolution or, if for any reason it is impracticable to meet as contemplated in Article 19.3 or pass a resolution as contemplated in Article 19.9.1, the meeting may be conducted and a resolution may be passed utilising conference telephone facilities, provided that the required quorum is met.

14.10 A director unable to attend a directors' meeting may authorise any other director to vote for him at that meeting, and in that event the director so authorised shall have a vote for each director by whom he is so authorised in addition to his own vote. If both the director so authorised and an alternate of the director who granted the authority are present at the meeting, the alternate shall not be entitled to vote on behalf of the absent director. Authority in terms of this Article must be in writing (which may take the form of a telegram, cable, telefax or telex) and must be handed to the person presiding at the meeting at which it is to be used.

14.11 The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding it, the directors present may choose one of their number to be chairman of the meeting.

15 Validity of acts of directors and committees As regards all persons dealing in good faith with the company, all acts done by any meeting of the directors or of a committee of directors or of any executives, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such directors or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, be as valid as if every such person had been duly appointed or was qualified or had continued to be a director or was entitled to vote, as the case may be.

16 Reserves The directors may set aside out of the profits of the company and carry to reserve such sums as they think proper. All sums standing to the credit of revenue and general reserve shall at the discretion of the directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the company, for repairing, improving or maintaining any property of the company, for meeting losses on realisation of or writing down investments either individually or in the aggregate, for equalising or paying dividends, or for any other purpose to which profits of the company may appropriately be applied. Pending such application such sums may either be employed in the business of the company (without being kept separate from the other assets of the company) or be invested. The directors may divide the reserve into such special reserves as they think fit and re-allocate the amounts of such reserves either in whole or in part to other special or general reserves and may consolidate into one reserve any special reserves or any parts of any special reserves into which the reserve may have been divided. The directors may also carry forward any profits without placing them to reserve.

17 Notices

17.1 A notice by the company to any member shall be regarded as validly given if it is either delivered personally to the member or sent prepaid through the post to him at his registered address.

17.2 A member entitled to a share shall be bound by every notice given in terms of Article 17.1. The company shall not be bound to enter any person in the register of members until that person gives the company an address for entry in the register.

MINUTES OF DIRECTORS' MEETING OF
COMSERVE MINISTRIES (Section 21)
Held in Port Elizabeth on
15 January 2001

PRESENT: J.A.W. Jacobs
L. Jacobs

RESOLVED that the organisation's Objective be amended as follows:

1. The Upliftment of the community with specific reference to the spreading of the Gospel of Jesus Christ, teaching of life skills, creating employment opportunities and related activities.
2. The care or counselling of physically, emotionally or mentally abused and traumatised persons;
2. The care or counselling of abandoned, abused, neglected, orphaned or homeless children;
3. The provision of basic human necessities for indigent persons;
4. The prevention of HIV infection or the distribution of information relating to HIV and AIDS;
5. Skills training and providing job opportunities through job creation projects.
6. Adult Based education and training.

CONFIRMED AND PRESENT AT THE ABOVE MEETING.


.....
J.A.W. JACOBS


.....
L. JACOBS

MINUTES OF DIRECTORS' MEETING OF
CONSERVE MINISTRIES (Section 21)
Held in Port Elizabeth on
30 August 2002

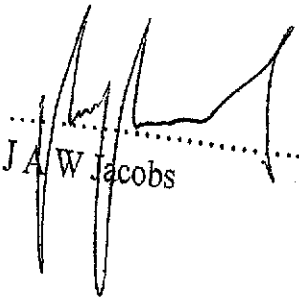
PRESENT:

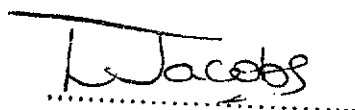
J A W Jacobs
L Jacobs

MEMBERS:

RESOLVED that the resignations of G A Vermaak and S E Vermaak, KEM Neuper, JD Scholtz and BC Breedt as members in the company be accepted and that the appointments of J F E du Plooy, M P Q Spruyt, C Veldsman, J M Preller, W Paulsen, N. Wabani and D Botha be authorised and approved with immediate effect.

CONFIRMED AND PRESENT AT ABOVE MEETING


.....
J A W Jacobs


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L Jacobs

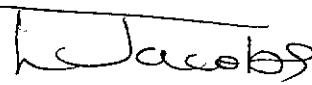
MINUTES OF DIRECTORS' MEETING OF
COMSERVE MINISTERIES (Section 21)
Held in Port Elizabeth on
29 May 2012

PRESENT: JAW Jacobs, L Jacobs, JFE du Plooy, MPQ Spruyt and JM Preller, H le Roux, F Collins,

MEMBERS: **RESOLVED** that the resignations of C Veldsman, W Paulsen as members in the company be accepted and that the appointments of H. le Roux, F Collins, WD Jacobs, R Oosthuizen and N Goldman be authorised and approved with immediate effect.

Further **RESOLVED** that that the appointments of MPQ Spruyt and H le Roux as directors of the company be authorised and approved with immediate effect.

CONFIRMED AND PRESENT AT ABOVE MEETING



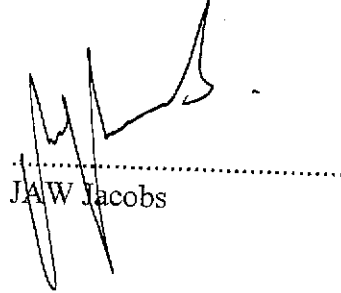
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MPQ Spruyt



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H le Roux



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JAW Jacobs