

INCORPORATION ARTICLES

ARTICLE I. GENERAL PROVISIONS

- a) Name
- b) Legal existence
- c) Legal nature
- d) Address and territorial scope
- e) Duration
- f) Application of statute

ARTICLE II. OBJECTIVES

ARTICLE III. ACTIVITIES

ARTICLE IV. PARTICIPANTS

- a) Capacity
- b) Classes of Participation
 - b.1) Regular Participation
 - b.2) Special Participation
- c) Invitation for Participation
- d) Rights & Obligations

ARTICLE V. ORGANIZATIONAL AND REPRESENTATION BODIES

- a) Assembly
- b) Assembly Meetings
- c) Call to Assemblies
- d) Managing Council
- e) Duration of Office
- f) Faculties of the Managing Council
- g) Meetings of the Managing Council
 - g.1) President
 - g.2) Secretary
 - g.3) Treasurer
- h) Officers
 - h.1) General Manager
 - h.2) IT Manager

ARTICLE VI. ELECTIONS

ARTICLE VII. COMMITTEES

ARTICLE VIII. PATRIMONY, FUNDS & DUES

- a) Use of Funds
- b) Delinquency
- c) Destination of Proceeds
- d) Funds



ARTICLE IX. HONORARY PRESIDENT

ARTICLE X. SOFTWARE/INTRANET

ARTICLE XI. COLLECTIVE MARK

ARTICLE XII. AMENDMENTS

ARTICLE XIII. LANGUAGE

ARTICLE XIV. INDEMNIFICATION

ARTICLE XV. DISSOLUTION

ARTICLE XVI. LIQUIDATION

ARTICLE XVII. DISPUTE RESOLUTION

ARTICLE XVIII. ADITONAL PROVISION

INCORPORATION ARTICLES

ARTICLE I. GENERAL PROVISIONS

a) Name

The name of this Association shall be IP LAW CONNECT. This association is formed pursuant to Spanish Organic Law 1/2002 dated March 22, 2002 and pursuant to article 22 of the Spanish Constitution.

IP LAW CONNECT is a not-for-profit organization.

b) Legal existence

The Association has valid legal existence and capacity to pursue its objectives as well as to act, manage and dispose its assets as it deems appropriate.

c) Legal Nature

IP LAW CONNECT is a not-for-profit organization that thrives to promote the cooperation between its Participants through the sharing of certain Intellectual Property legal and procedural information with the sole purpose of enabling them to obtain reliable and quick information that, in turn, can constitute a source for providing excellent services to their clients.

d) Address and territorial scope

The headquarters for IP LAW CONNECT are located at:

Avenida de la Constitución, 16-1 D, 03002, Alicante, Spain

The Association shall carry out its activities, namely, in national territory.

e) Duration

The Association has an open-ended duration.

f) Application of Statute

These articles of incorporation govern the organization, planning, objectives, functioning, supervision and control of IP LAW CONNECT, the use of its resources and brands and any activity carried on behalf of it.

ARTICLE II. OBJECTIVES

The objectives of the Association shall be:

- The support and promotion of trademark law and Intellectual Property, in general, as a vital component of fair and free trade;
- The collection, analysis and dissemination of useful and current information relating to Intellectual Property Law and procedure in various countries around the world and make it available to its Participants for their own benefit;
- The access to efficient and modern means that gather and collect the available information;
- The promotion of its brand so that the name and goodwill are synonymous with a fast, reliable and useful service which, in turn, will enhance the Participants' own goodwill when associated with it.

ARTICLE III. ACTIVITIES

For the fulfillment of the objectives enunciated above, the following activities shall be performed:

- a) Record a collective mark so that the Participants and the Association itself can use it. This trademark, in addition to identifying the very association, will build its goodwill on the quality of the services rendered by its Participants. This trademark can be used on documentation or web pages by both, the Association and the Participants.
- b) Acquire a software license of use which will enable its associates to upload to the Intranet sets and scores of Intellectual Property-related documents and share it with the other Participants.
- c) Share and make available to the Participants, Intellectual Property material pertaining to each Participant's home country. This material shall be provided by each Participant for the use of the other Participants. By way of example, such material shall comprise Powers of Attorney, assignment, change of name, change of address or license of use forms and its legalization requirements.
- d) Hire an IT expert for designing, writing and configuring the software in a way to make the information readily available for Participants' use as well as for the maintenance and upkeep of the same.
- e) Hire a marketing expert for promotion of the mark in all sorts of venues including social media so as to give the Association maximum and favorable exposure.
- f) Promote and foster the good relations among the Participants by celebrating meetings, whether virtual or in-person, as well as any other activity to the same end.
- g) Encourage and facilitate activities to develop means, whether economic, technical or human, necessary for the maintenance and development of the Association's activities and objectives as a whole.

ARTICLE IV. PARTICIPANTS

a) Capacity

Participation in the Association shall be by invitation to natural persons or legal entities that voluntarily show an interest in the pursuit of the Association's goals in accordance to the following:

- Individuals that are not impeded to practice law;
- Entities having full authorization to join from their governing body.

Participation is non-transferrable as it is an intuito personae admission.

b) Classes

The membership of this Association is divided into the following two classes:

b.1) Regular Participation

A Regular Participant is the Participant who has been invited by the Managing Council to be a Participant of IP LAW CONNECT; has accepted the invitation; and his participation dues are fully paid, thereby, having all the rights and obligations to the ends and resources of the Association.

b.2) Special Participation

A Special Participant is the Guest who has been temporarily invited by the Managing Council to explore, familiarize and use the resources provided by the Association for a limited time period up to one year. The Special Participant has no rights or obligations to the Association.

c) Invitation for Participation

Participation in the Association is by invitation only. It is, in this regard, a closed entity to the public.

There is no application process and the suggestions for a new invitee have to be filed before the Managing Council by an active Participant, which upon formal communication of a potential new invitee, will decide, in its own discretion, whether or not to extend an invitation to such invitee to participate.

d) Rights & Obligations

The Participants have the following rights:

- To participate in the Assemblies both, with the right to speak and vote;
- To elect or be elected a Management Council Member;
- To access and use freely the information and the Intranet in general;
- To use the Association brand pursuant to the specific bylaw;

The Participants have the following obligations:

- To accept and honor these articles and any other bylaws that may be passed from time to time;
- Pay on time the Association dues as may be legally approved prior to any collection attempt;
- To use the Intranet and the information in it responsibly and honorably;
- To avoid disseminating the Association's information to non-Participants;
- To provide and update timely and completely the information under his care.

A Participant may be suspended or expelled from the Association for unethical or prejudicial action against the Association. Any action that is contrary to these articles or that due to its nature jeopardizes the reputation of the Association can be suspended or expelled by the Managing Council.

ARTICLE V. ORGANIZATIONAL BODIES

a) Assembly

The Assembly shall be the maximum authority of IP LAW CONNECT having the power to appoint the Managing Council, give directives to the Managing Council and change the statute.

The Assembly is not involved in the ordinary administration of the Association and it only acts in meetings convened pursuant to these articles.

b) Assembly Meetings

The Assembly shall convene, at least, once a year pursuant to the provisions herein.

The Assembly can convene extraordinarily at the request of the Managing Council or of the Participants that number at least 10% of the total number of Participants.

The Assembly meetings shall be in session remotely thus, Assembly meetings shall convene via Internet and not necessarily in person.

In this regard, quorum for the Assembly will be made in the entity's Intranet site with the number of Participants who enter the virtual Assembly forum on the day and time previously announced.

Voting will take place virtually. Votes submitted within the specified time frame will be considered valid.

c) Call to Assemblies

Call to Assemblies, both ordinary and extraordinary, shall be made in writing. Notices of these calls to convene will be uploaded to the Intranet at least fifteen days in advance. As

long as it is possible, the Association will endeavor to notify the Participants personally. The call shall contain day, time and web forum address details as well as the meetings minutes.

The Assembly shall be headed, directed and moderated by the President and Secretary.

d) Managing Council

The day-to-day management of the Association's business shall be vested in the Management Council, which is comprised of seven members. The President and the Secretary plus five other delegates that will undertake the tasks assigned to them by the Management Council.

The election of the Council Members will be made by direct and secret vote of the Participants in the Assembly. Running for office shall be open, which means that any Participant can be a candidate as long as he or she meets the following requisites: be at least of legal age; have full capacity to act pursuant to the law and not be prohibited to hold office by any statute. The possible offices to run for are: President, Secretary and any of the five Managing Council positions.

Only one Participant in the Managing Council per Law Firm; Trademark Agency or entity may participate at any one time. Participation is *intuito personae* thus, no proxy participation or voting in a member's stead is allowed.

e) Duration of Office

The term of service is two years and elections are carried out the same month of every year. To ensure continuity of purpose, the Council will renew three members one year and four the next thereby having elections each year but for partial renewal of Council members.

Reelection for a Managing Council post is permissible.

A position in the Managing Council may be vacated early due to:

- a) Voluntary resignation.
- b) Sickness.
- c) Not being a Participant anymore.
- d) Expulsion or sanction.

Any vacancies that occur in the Managing Council will be covered in the next General Assembly. Notwithstanding the foregoing, the Managing Council can invite, provisionally, and until the next Assembly any Participant willing to cover the vacancy.

Council members may be removed from office by a majority vote of the convened Assembly or by two-thirds of the members of the Managing Council for unbecoming discharge of the duties of the office or for conduct affecting the Association's reputation.

f) Faculties of the Managing Council

The Managing Council has the following faculties:

- 1) Hold and exercise the representation of the Association to fulfill its goals by carrying out the decisions of the Assembly and following the provisions of the Law and of these statutes.
- 2) Adopt the necessary agreements to appear before public authorities to file all kinds of actions and legal recourses.
- 3) Conduct the invitation process for new Participants and decide on their acceptance.
- 4) Propose to the Assembly the participation fees that will enable the Association to meet its needs.
- 5) Call to Assemblies and see that the decisions taken therein are properly carried out.
- 6) Present the financial statements to the Assembly for approval and prepare the following year's budget.
- 7) See that the financial statements are prepared according to Spanish generally accepted accounting principles.
- 8) Prepare inventories of the Association's assets.
- 9) Fill, decide and resolve on any statutory gap and subsequently inform the Assembly of the decision.
- 10) Have and hold any other capability that is standard for the good discharge of its duties and advancement of the Association.
- 11) Expel any Participant after a fair equitable hearing has occurred.

g) Meetings of the Managing Council

The Managing Council, duly convened, will meet in the frequency decided by its members.

The Managing Council meetings shall be in session remotely thus, Council meetings shall convene via Internet and not necessarily in person.

Members of the Managing Council are obliged to assist virtually to duly called Council meetings. Only justified absences are acceptable. The President must be in attendance in order for the Council meeting to be in session.

Quorum for the Managing Council will be made with the virtual attendance in the entity's Intranet site of at least four of its seven members on the day and time previously announced.

Voting will take place virtually. Votes submitted within the specified time frame will be considered valid.

g.1) President

The president shall preside the Association; the Assembly and the Managing Council and shall be the executive head.

The president will ultimately decide upon the managerial and day-to-day tasks without

need to consult the Managing Council, however, he shall be responsible to the Council for all of the Association's operations. Matters exceeding the routine operations such as policy adoption or that affect the services shall exceed his administrative capacity.

g.2) Secretary

The Secretary shall keep record of all the decisions adopted by the Assembly or the Managing Council and will give faith of the records and/or resolutions adopted.

The Secretary will channel all suggestions, inquiries and complaints and address them accordingly for an orderly administration of the Association.

g.3) Treasurer

The Treasurer shall keep records of the Association books. He shall be responsible to present the financial statements and the budget and oversee the correct use of funds.

The Treasurer, as opposed to the positions of President and Secretary, will not be an independent Council position and shall be appointed from any of the seven Managing Council members regardless of any other positions these may be holding.

h) Officers

If the Managing Council deems it appropriate and if it has been appropriately budgeted, the Managing Council can appoint the following officers:

h.1) General Manager

The General Manager will relieve the President and Secretary from the day-to-day tasks and the ordinary administration of business.

The appointment of a General Manager does not suppress the responsibilities and rights of the Managing Council and the General Manager will execute the directions and instructions of this body.

h.2) IT Manager

Being the software and Intranet the core and reason of this Association, the Managing Council can appoint, if it deems fit, an Information Technology officer to maintain as well as enhance further the capabilities of these resources if need be.

ARTICLE VI. ELECTIONS

Elections are carried out to appoint the President, Secretary and the five Managing Council members. Elections are carried out in the time and manner established by these articles of incorporation.

Committees, Council or non-Council, as other positions are appointed by the Managing Council and are not elected.

ARTICLE VII. COMMITTEES

IP LAW CONNECT can form committees within the Managing Council to oversee and advance specific projects such as technology development; brand positioning; policy making or form them outside the Managing Council to conduct and direct other temporary or permanent interests.

ARTICLE VIII. PATRIMONY, FUNDS & DUES

The Association's initial patrimony is valued at zero Euros. Eventually, IP LAW CONNECT's patrimony shall comprise all of its assets, whether tangible or intangible, whether acquired onerously or gratuitously, minus the obligations.

The annual budget shall be approved each year by the Assembly.

The fiscal year shall run from January 1 to December 31.

The Association's funds are comprised of:

- The yearly dues of the Participants as established by the Assembly.
- Official, public or private contributions from third parties.
- Donations or bequests.
- Rents coming from its activities or its patrimony.

The funds of the Association come from the payment of dues by the Participants. The fees are the only reliable source of income and the budget is to be calculated in reliance of this income alone. Other sources of funding are welcome but the operations of the Association ought to be guaranteed from the Participant's fees.

a) Use of Funds

The use of funds needs to be made in strict adherence to a budget that shall be approved by the Assembly in its yearly meeting.

The Association's bank accounts should have as authorized signatures, at the very least, the President's, the Secretary's, the Treasurer's or that of any Council member. The accounts should be set up as 'sole signature' so as to facilitate the swift movement of funds.

b) Delinquency

A Participant having its dues delinquent for over two months counted from the deadline shall be automatically dropped from the Association and all benefits attached to participation shall cease thereupon.



If the dropped Participant wishes to be a Participant again, any delinquent amount ought to be previously paid and should await the invitation from the Association if it, in its sole discretion, decides to send it again.

c) Destination of Proceeds

Any and all proceeds obtained from its activities, contributions or otherwise shall be used solely for the fulfillment of its objectives and purpose and they shall not, in any event, be distributed among its Participants, spouses, significant others, relatives nor shall they be given gratuitously to for-profit entities.

d) Fees

The amount of the dues is to be determined by the Managing Council. They are payable immediately after the yearly Assembly has occurred. The Council shall endeavor to keep them at a minimum and to cover the necessary expenses.

ARTICLE IX. HONORARY PRESIDENT

The Assembly can name honorary presidents to all those individuals who, in opinion of the Assembly, have served and acted in such a way and for the greater benefit of the Association so as to merit this award. This distinction is an honorary title that enables the Participant to have a lifetime participation in the association exempt from any duty.

ARTICLE X. SOFTWARE/INTRANET

IP LAW CONNECT shall develop and maintain an Intranet site where all the resources; data and forums will be kept and held for uninterrupted access by its Participants.

The software and Intranet shall belong, in the portions and parts it has created and developed, to the Association and constitute its core asset and reason of being thus they are considered the paramount assets without which the Association cannot discharge its objectives.

ARTICLE XI. COLLECTIVE MARK

IP LAW CONNECT shall develop and position a collective mark to identify its services and the Association in general. The mark will be used by the Association itself and by its Participants pursuant to a specific bylaw.

ARTICLE XII. AMENDMENTS

The Assembly convened via the Intranet site may make amendments to these articles. All enabled Participants shall cast their votes and decisions shall be adopted pursuant to Article V of these Incorporation Articles.

ARTICLE XIII. LANGUAGE

The official language to conduct the operations, meetings, decisions and any other shall be English except that Spanish may be the official language for the filing or organizational documents as the Kingdom Spain shall be the place of incorporation.

ARTICLE XIV. INDEMNIFICATION

The Association shall indemnify and keep indemnified its Council Members and officers for acts performed in strict adherence to their authority and the not-for-profit laws of the Kingdom of Spain. The Association shall not indemnify Acts exceeding this capacity.

If there is conflict as to whether the acts have been performed within their authority and capacity, the Assembly shall vote.

ARTICLE XV. DISSOLUTION

Dissolution of the Association may be agreed upon by two thirds decision of the Assembly. The dissolution or liquidation shall be appointed to a person determined by the Managing Council. The distribution of any assets shall be performed pursuant to the laws of the Kingdom of Spain for not-for-profit organizations.

ARTICLE XVI. LIQUIDATION

Once the Association is dissolved, the liquidation stage is opened to which end the Association shall keep its existence.

The Managing Council members, at said time, are converted into liquidators unless another person is appointed by them or a judge.

The liquidators shall:

- a) Care for the Association's patrimony.
- b) Finish and conclude all pending matters and carry any new tasks necessary for the liquidation.
- c) Collect its credits.
- d) Liquidate the patrimony and pay its creditors.
- e) Use the remaining assets as established by these statutes.
- f) Cancel all registrations and entries in the Registry.

In case of insolvency, the liquidators will seek bankruptcy protection.

Participants are not liable for the Association's debts.

The Managing Council members and third parties that acted on behalf of the Association are liable to the Association and to third parties for any economic prejudice caused by their actions coming from bad faith or gross negligence.

ARTICLE XVII. DISPUTE RESOLUTION



Pursuant to article 40 of Organic Law 1/2002's provisions, any litigious issues that may arise within the Association shall be litigated before the Civil courts.

The actions and agreements that the Participants deem are contrary to the law or the statutes can be challenged within a 40-day deadline as of the date of the resolution or action that is deemed unbecoming.

Notwithstanding the foregoing, disputes may also be resolved extra-judicially by way of arbitration through a proceeding that conforms to Law 36/1988.

ARTICLE XVIII. ADITONAL PROVISION

Subsidiarily to these statutes and to the validly adopted agreements, all that is not expressly regulated and mentioned therein will be regulated by Organic Law 1/2002 of March 2, 2002 and by the relevant bylaws which are the applicable laws for Associations.