A R T I C L E S
O F A S S O C I A T I O N

Of the

Open Systems Foundation

Vaduz

Art. 1
Declaration of establishment, Name, and Duration

In accordance with the provisions laid down in Liechtenstein law, Art. 552 §§ 1 et seqq. of the Persons and Companies Act (PGR), the company named CorPa Trust AG, Vaduz, in its capacity as the indirect representative, hereby establishes a Foundation with independent legal personality named **Open Systems Foundation** (hereinafter “the Foundation”).

The duration of the Foundation shall be unlimited.

Art. 2
Domicile

The domicile of the Foundation shall be in Vaduz, Principality of Liechtenstein. The Foundation Council may move the Foundation's domicile to another place in Liechtenstein or abroad at any time in accordance with the law.

Art. 3
Supervision and Registration

3.1. The Foundation is subject to the supervision of the Liechtenstein Foundation Supervisory Authority.

3.2. The Foundation is entered in the Liechtenstein Commercial Register.

Art. 4
Applicable Law and Jurisdiction

4.1. Any and all legal relationships created by the establishment and existence of the Foundation shall be subject to Liechtenstein law.

4.2. The Foundation shall have its ordinary place of jurisdiction at the court which is competent at its domicile, unless otherwise stipulated by the arbitration clause in these Articles.

Art. 5
Foundation assets

5.1. The Foundation assets amount to CHF 30,000.00 (thirty thousand Swiss francs), in accordance with the provisions laid down in Liechtenstein law.

5.2. The Foundation assets may be increased by way of contributions by the Founder, the parties commissioning the Founder (subsequent endowment) and by third parties (donations) at any time.

5.3. Only the Foundation assets shall serve as security for the Foundation's liabilities. There shall be no obligation for any party to make additional contributions.

Art. 6
Purpose

6.1. The purpose of the non-profit Foundation is exclusively and irrevocably charitable, focused on catalyzing humanity's transition toward an Open Earth—a globally interconnected ecosystem where transparency, collaboration, innovation, and collective learning foster a thriving planet for all life. To this end, the Foundation supports, develops, and provides funding for sustainability-focussed, regenerative initiatives, open systems and infrastructure that enable global collaboration for planetary well-being, with a focus on:

a. **Environmental Protection and Planetary Regeneration:** Supporting initiatives aimed at environmental and societal restoration, the advancement of regenerative practices, and the development of systems that enhance ecological and societal health.
b. **Educational Advancement and Open Knowledge**: Promoting education in sustainability, regenerative science, indigenous wisdom and practice through the development and support of educational technologies, knowledge-sharing platforms, and accessible research and wisdom repositories designed to democratize essential regenerative knowledge for the public benefit.
c. **Scientific Research and Innovation:** Fostering innovation, e.g. through the establishment and support of living research laboratories and R&D hubs that test, demonstrate, and disseminate replicable models and technologies for regenerative communities and sustainable living.
d. **Global Coordination and Collaborative Infrastructure:** Building and promoting the connective infrastructure for global collaboration, including the development of commons frameworks that unite and empower sustainability-focused initiatives worldwide.

e. **Any other charitable pursuit** that the Foundation Council determines as supporting positive advancement towards the creation of an Open Earth.

6.2. In order to fulfil its purpose, the Foundation may acquire, hold, manage, and dispose of movable and immovable assets, as well as intellectual property rights and participations in other companies and legal entities. The Foundation may transact all business related thereto, including making mission-related investments where the primary motivation is to further the charitable purpose.

6.3. The Foundation operates without commercial interest and shall not pursue any commercial purpose for its own sake. Profits or surplus generated from any activity, including returns from mission-related investments, must be used exclusively for the Foundation's charitable purpose.

Art. 7
Governing bodies

The Governing Bodies of the Foundation are:

a. The Foundation Council
b. The Operational Teams (acting as optional executive bodies)
c. Optional Advisory Bodies
d. The Audit Authority (as required by law)

Art. 8
Optional Bodies

8.1. The Foundation Council may establish additional optional bodies, in particular an Advisory Board, to advise and assist the Foundation Council, to monitor the management of the Foundation, and to safeguard the interests of the Foundation's participants.

8.2. The appointment, composition, removal, term of office, and duties of such optional bodies shall be governed by the internal regulations (as per Art. 11). Such bodies shall not have the power to represent the Foundation externally unless explicitly granted by the Foundation Council.

Art. 9

The Foundation Council

9.1. **Composition:** The Foundation Council shall be the supreme executive body of the Foundation and shall consist of four members (seats), comprising three strategic members and one corporate legal director. At least one member of the Foundation Council must meet the requirements laid down in Art. 180a PGR.

9.2. **Initial Members & Succession:**

a. The following shall initially be appointed as members of the Foundation Council for an indefinite period of time:

i. **Oliver Devillard**

ii. **Silvana Raveane**

iii. **Rory Tews**

iv. **CorPa Trust AG**, as the corporate legal director, represented by its designated signatories

b. The selection, qualification, and replacement process for the three strategic members of the Foundation Council are detailed in the Foundation's internal regulations (as per Art. 11).

c. The Foundation Council, by resolution of its three strategic members acting in accordance with the decision-making processes defined in the Foundation's internal regulations (as per Art. 11), is authorized to appoint or remove the corporate legal director. The incumbent corporate legal director shall abstain from any decision concerning its own removal or replacement.

d. In the event that no Foundation Council members remain, and that the Foundation's internal regulations (as per Art. 11) are not able to resolve role succession, then and only then the legal representative may elect a successor or apply to the Princely Court of Justice for the appointment of new Foundation Council members.

9.3. **Management and Resolutions:**

a. The Foundation Council shall manage the Foundation's business and represent the same in a legally binding manner pursuant to the provisions laid down in law and these Articles of Association.

b. The Foundation Council shall pass its resolutions according to the detailed decision-making processes outlined in its internal regulations (as per Art. 11).

c. In specific circumstances where those internal regulations require a formal vote as a final fallback mechanism, resolutions shall be passed by a simple majority of votes of the Foundation Council members present, unless the law or these Articles of Association require otherwise.

9.4. Liability and Good Faith:

The members of the Foundation Council and other governing bodies shall not be liable to the Foundation or any other party for actions or interpretations of the Foundation documents made in good faith. This protection applies to decisions and actions that are later found to be incorrect or are declared invalid, provided they were made with due diligence and in the presumed best interest of the Foundation.

Art. 10
Asset Management and Investment Discretion

10.1. The Foundation Council shall manage and invest the Foundation's assets at its own absolute discretion, in consideration of the Foundation's purpose. The method for making such decisions is strictly governed by the Foundation's internal regulations (as per Art. 11).

10.2. The Foundation Council is not restricted in its investment decisions and is explicitly not obliged to diversify the Foundation's assets. All asset classes are permitted for both bank and non-bank assets, and all forms of investment are permissible, provided they are not in conflict with the Foundation's purpose.

Art. 11
By-laws and Regulations

11.1. The Foundation Council is authorized to issue and amend detailed by-laws and regulations which contain more detailed provisions on the management of the Foundation and the specifics of its internal governance. The primary document constituting these regulations is titled the "**Open Systems Foundation Governance Constitution.**"

11.2. The initial version of these regulations shall be established by resolution of the first Foundation Council upon the establishment of the Foundation.

11.3. Once established, these regulations must themselves define the process for their own amendment. The Foundation Council shall be bound to follow that defined process for any subsequent changes to the regulations.

Art. 12
Beneficiaries

12.1. The Foundation is of a charitable nature. The primary beneficiary of the Foundation's activities is the general public, and more broadly the health and wellbeing of planet Earth, within the scope of the charitable purpose defined in Art. 6.

12.2. The Foundation is not obligated to make distributions to any specific person or organisation and may develop and manage its own projects to fulfill its purpose. If any distributions are made, they must strictly comply with the Foundation's purpose.

12.3. No part of the Foundation's assets or income may be returned to the Founder or be used for their personal benefit. This clause shall not prevent the Foundation from providing reasonable compensation to the Founder or any other member of a governing body for services rendered in an official capacity, as stipulated in Art. 13.

Art. 13
Compensation of Governing Bodies

13.1. Members of the Foundation Council may receive reasonable compensation for their activities and responsibilities as board members.

13.2. Members of the Foundation Council are permitted to hold concurrent paid operational roles within the Foundation (e.g., as executive directors or employees), provided such arrangements are subject to strict conflict-of-interest safeguards.

13.3. All compensation must be set at fair market rates commensurate with the services rendered and the responsibilities held.

13.4. The specific policies, approval processes, and conflict-of-interest safeguards for all forms of compensation shall be defined in the Foundation's internal regulations (as per Art. 11).

Art. 14
Amendment of the Articles of Association

14.1. The Foundation Council shall be authorised to amend these Articles of Association. Any such resolution shall require the unanimity of all members of the Foundation Council. Notwithstanding the foregoing, Art. 11 may not be amended.

14.2. The Foundation's purpose (Art. 6) may only be amended if it has become unachievable, impermissible, or irrational, or if circumstances have changed to such an extent that the purpose has acquired a quite different significance or effect, so that the Foundation is estranged from the intention of the Founder as articulated in Art. 6 above. Any such change must maintain an exclusively charitable purpose.

14.3. The process for amending the internal regulations (as defined in Art. 11) is governed by the procedures outlined within those regulations themselves and does not constitute an amendment of these Articles of Association.

Art. 15
Dissolution and Conversion

15.1. The Foundation Council may resolve by unanimous vote to dissolve the Foundation if the Foundation's purpose has been achieved or can no longer be achieved in any meaningful manner.

15.2. In the event of dissolution, the entirety of the Foundation's remaining assets are to be irrevocably donated to another tax-exempt charitable organization in Liechtenstein or abroad with a purpose that is the same as or substantially similar to the purpose of this Foundation.

15.3. Subject to the preservation of the essence of the Foundation and the intention of the Founder as articulated in Art. 6 above, the Foundation Council shall be authorised to convert the Foundation, without winding up or liquidating the same, into another legal form (e.g., an establishment, trust enterprise, or a Liechtenstein Venture Cooperative (LVC)) if, due to changed circumstances, this conversion is conducive to the realisation of the Foundation's purpose, provided the charitable purpose is maintained.

Art. 16
Business Year

The business year shall begin on the 21st of March and end on the 20th of March of the following year. The first business year shall begin on the date of the Foundation's establishment and end on the 20th of March 2027.

Art. 17
Arbitration Clause

17.1. Internal Dispute Resolution: It is the primary intent of the Foundation to resolve disputes internally. Prior to initiating formal arbitration, parties are required to fully engage with the conflict resolution and decision review procedures set forth in the Foundation's internal regulations (as per Art. 11). Formal arbitration as described below shall only be pursued if these internal procedures have been exhausted and have failed to yield a resolution, or if Liechtenstein law requires direct legal arbitration for the matter at hand.

17.2. Formal Arbitration: Any disputes, disagreements, or claims between the Foundation, its executive bodies, or the Founder in connection with the Foundation, its establishment, activity, or liquidation, including the challenge of resolutions and supervisory measures, that cannot be resolved through the internal procedures stipulated in 17.1, shall be settled to the exclusion of the national courts of law by arbitration proceedings in accordance with the Rules of Arbitration of the Liechtenstein Chamber of Industry and Commerce.

17.3. The arbitration court shall consist of three arbitrators.

17.4. The seat of the arbitration court shall be in Vaduz.

17.5. The language of the arbitration proceedings shall be English, or another language as agreed upon by the parties.

Art. 18
Legal Validity

Should any provisions of these Articles of Association or the internal regulations prove invalid, this shall not affect the legal existence of the Foundation as such and the legal validity of the other provisions. Any invalid provision shall be replaced in a manner consistent with the spirit and purpose of the Foundation, and any gaps shall be filled accordingly.

Vaduz, ****

The Founder:

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CorPa Treuhand AG
Vaduz