1. Country: United States of America
   This public document

2. has been signed by Cheryl Dinolfo

3. acting in the capacity of County Clerk

4. bears the seal/stamp of the county of Monroe
   Certified

5. at Albany, New York

6. the 4th day of October 2013

7. by Special Deputy Secretary of State, State of New York

8. No. A-91874

9. Seal/Stamp

10. Signature

Sandra J. Tallman
Special Deputy Secretary of State
STATE OF NEW YORK
COUNTY OF MONROE

I, CHERYL DINOLFO, Clerk of the County of Monroe, of the County Court, and of the Supreme Court, both being Courts of Record, having a common seal, DO CERTIFY, that

[Signature]

In Witness Whereof, I have hereunto set my hand and the official seal of said County this ___ day of ___ 20__

[Signature]

A 69867
AMERICAN COLLEGE OF MANAGEMENT AND TECHNOLOGY
OFFICER'S CERTIFICATE

The undersigned, Treasurer of the American College of Management and Technology, a
Croatian corporation ("ACMT"), does hereby certify that the attached hereto is a true and
complete copy of a resolution adopted by the ACMT Board of Governors at a meeting duly
held the 16th day of September, 2013 to change the name and address of ACMT and to adopt
a new statute and that said resolution has not been amended, annulled, rescinded or revoked
and remains in full force and effect.

Name: James H. Watters
Title: Treasurer

Notary's Certificate

In the Town of Henrietta, State of New York, I, the Notary Public, hereby certify the
following:

(a) that the individual named above is personally known to me and executed the above
certificate in my presence;
(b) that (s)he was duly elected to the office of Treasurer of ACMT and has authority to
sign the above document in the name of the ACMT; and
(c) that the ACMT is duly organized under the laws of Croatia.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of
September, 2013.

\[\text{Marjorie Bricks}\]
Name: Marjorie Bricks
Notary Public

My commission expires on October 4, 2013.

MARJORIE BRICKS
Notary Public of The State of New York
MONROE COUNTY #01BR5018566
Commission Expires 10-04-13
Pursuant to the provision of Article 67, paragraph 4 of the Scientific Activity and Higher Education Act (Official Gazette of the Republic of Croatia "Narodne novine" Nos. 123/03, 198/03, 105/04, 174/04, 2/07, 46/07, 45/09, 63/11 and 94/13), Board of Governors of the American College of Management and Technology on 16 September 2013 adopted the following:

RESOLUTION

on the Change of Name and Business Address

and Adoption of the new Statute of

the American College of Management and Technology

Article 1

(1) Board of Governors of the American College of Management and Technology (hereinafter referred to as the "ACMT") hereby (i) changes the name and business address of the ACMT; and (ii) adopts the new Statute of the ACMT, for the reasons of change of business address of the ACMT, change of the ACMT’s name and the other required changes of the provisions of the ACMT’s Statute currently in force pursuant to the Scientific Activity and Higher Education Act (Official Gazette of the Republic of Croatia "Narodne novine" Nos. 123/03, 198/03, 105/04, 174/04, 2/07, 46/07, 45/09, 63/11 and 94/13).

Article 2

(1) Name of the ACMT is changed to read as follows:

"RIT CROATIA".

(2) Name of the ACMT translated into English is changed to read as follows:

"RIT CROATIA".

(3) Name of the ACMT and its translation into English from paragraphs (1) and (2) of this Article hereof shall be stated in the new Statute of the ACMT.
Article 3

(1) Business address of the ACMT is changed so that the business address shall be determined by the Founder’s decision.

Article 4

(1) New Statute of the ACMT is enclosed to this Resolution as Schedule 1 and constitutes an integral part hereof.

(2) New Statute of the ACMT shall come into force on the date it has been approved by the founder of the ACMT – RIT Global Delivery Corporation, Five Lomb Memorial Drive, 7000 Eastman, Rochester, NY 14623, USA (hereinafter referred to as: “Founder”), and shall replace the Statute of the ACMT dated 26 October 2007 in its entirety.

Article 5

(1) Board of Governors of the ACMT proposes to the Founder of the ACMT to approve the new Statute of the ACMT pursuant to the adopted new Statute of the ACMT in its version enclosed hereto as Schedule 1 and forms an integral part hereof.

In Dubrovnik, 16 September 2013

Chairman of the Board of Governors:

Jeremy Haefner
SCHEDULE 1

Statute of

the American College of Management and Technology
Pursuant to the provision of Article 67, paragraph 4 of the Scientific Activity and Higher Education Act (Official Gazette of the Republic of Croatia “Narodne novine” Nos. 123/03, 198/03, 105/04, 174/04, 2/07, 46/07, 45/09, 63/11 and 94/13) and upon the Proposal on the Amendments to the Statute of the American College of Management and Technology adopted by the Academic Senate of the American College of Management and Technology on 28 August 2013, the Board of Governors of the American College of Management and Technology on 16 September 2013 adopted the following:

STATUTE

of

RIT CROATIA

I. GENERAL PROVISIONS

Article 1

(1) RIT CROATIA (hereinafter referred to as: “College”) is a private institution of higher education which establishes and administers undergraduate professional studies and specialist graduate professional studies.

Article 2

(1) The College Founder is:

RIT Global Delivery Corporation, Five Lomb Memorial Drive, 7000 Eastman, Rochester, NY 14623, USA (hereinafter referred to as: “Founder”), a wholly owned subsidiary of Rochester Institute of Technology, One Lomb Memorial Drive, Rochester, New York 14623, USA (hereinafter referred to as: “R.I.T.”).

(2) The College Founder assumed all founder’s rights from the initial founders of the College – RIT and the University of Dubrovnik, Cira Carica 4, Dubrovnik (hereinafter referred to as: University of Dubrovnik) under the Addendum to the Formal Contract Terms Relating to the Establishment of the American College of Management and Technology and The Program of the Hotel and Resort Management/The Program of Tourism Management dated 25 May 2007 between RIT (hereinafter referred to as: “Addendum to the Formal Contract Terms”), the University of Dubrovnik and the Founder and under the resolution of the Founder’s Governing Board on approval of the final draft of the Addendum to the Formal Contract Terms dated 8 March 2007. (new decision on the change of name)
Article 3

(1) Name of the College is: RIT CROATIA.

(2) The name translated into English is: RIT CROATIA.

Article 4

(1) Seat of the College is in Dubrovnik. Business address shall be determined by the Founder’s decision.

(2) For the purpose of performing activities, respectively part of the activities of the College, the College may establish branch offices.

Article 5

College is a legal entity, registered with the court register of institutions, with the competent court in Croatia, as well as in the Registers of Institutions of Higher Education with the Ministry of Science, Education and Sports of the Republic of Croatia.

Article 6

College has accounts for transacting domestic and international payment transfers.

Article 7

(1) Dean represents the College.

(2) The Dean’s authority is established by law and by this Statute.

Article 8

Activities of the College are:

- establishment and administration of undergraduate professional studies of Service Management ("Service Management"), Information technologies ("Informacijske tehnologije") and International Business ("Međunarodno poslovanje") and specialist graduate professional study of Service Management ("Service Management");

- establishment and administration of professional and scientific operations;

- establishment and administration of national and international training courses with the objective of acquiring and extending the knowledge and skills, and education within the lifelong learning;
- establishment and administration of publishing, library and information technology activities, related to the professional studies, specialist graduate professional studies and professional operations.

Article 9

(1) College courses are conducted in the English language.

(2) College courses may be conducted also in the Croatian language.

Article 10

Coat of arms of the College consists of the three capital letters RIT. The word "Croatia" is placed under the letters RIT.

Article 11

(1) The seal, which the College shall use when acting in capacity of legal entity, has a round form with 27 mm in diameter and consists of the coat of arms of the College.

(2) Dean of the College is authorized to use the seal.

Article 12

(1) Public documents issued by the College shall be certified with a round dry stamp or seal, with 38 mm in diameter, consisting of the name and seat: RIT Croatia, Dubrovnik, the name: Republika Hrvatska, and coat of arms of the Republic of Croatia.

(2) The Dean of the College is authorized to use both the dry stamp and seal.

Article 13

(1) Statute is the founding deed of the College.

(2) The Statute determines the administration of the College and other important issues for its activities.

Article 14

Funds for carrying out the regular activities of the College are assured through tuition fees, income generated from the College’s activities, donations and funds of the founder.
Article 15

(1) The College has no interest in personal gain or profit.

(2) If the College should obtain profits through the operation of activities, the said profits will be used exclusively for the operation and development of activities.

Article 16

(1) The College covers all liabilities to the extent of all its assets.

(2) The Founder of the College is under obligation to cover the liabilities of the College without limitation.

II. MANAGEMENT THE COLLEGE

Article 17

The College bodies are the Board of Governors, the Dean, the Academic Senate and the International council.

1. Board of Governors

Article 18

The Board of Governors manages the College.

Article 19

The Board of Governors carries out functions according to the law and this Statute, particularly:

- presenting its' views on the curricula;
- procuring funds for the operation of the College;
- ensuring student recruitment and in maintaining public relations;
- stimulates investment in the College by local commercial entities and international business partners;
- determines the development and the overall financial policy of the College;
- adopts the College's Statute on the proposal of the Academic Senate;
- elects and dismisses the College Dean;

- decides on the College's annual finance statements (conclusive financial statements);

- decides on the investment and procurement of non-expendable equipment for the College in accordance with the Statute;

- carries out other activities according to the law and this Statute.

Article 20

The Board of Governors consists of five members, three of whom are appointed by the Founder, and two elected by the Academic Senate.

Article 21

(1) The Board of Governors meets at least once yearly.

(2) The Board of Governors, through its Rules of Procedure, regulates in detail its methods of work and decision-making process.

2. Dean

Article 22

(1) The Dean is the Head and Director of the College.

The College may have one or two vice-deans who are assisting the dean in performance of work. The vice-deans are appointed and dismissed by the Dean and they are appointed for a period of one year.

Article 23

(1) The Dean is elected and dismissed by the Board of Governors. The Academic Senate determines and proposes candidates for the Dean to the Board of Governors.

(2) Prior to issuing a decision on election of the Dean, the Board of Governors is obliged to obtain a positive opinion on the candidate for the Dean from the side of the International council.
Article 24

(1) The Dean shall be appointed by the Board of Governors on a manner that at least six months prior to the cessation of mandate of the Dean a public tender shall be announced. The Academic Senate determines and proposes candidates for the Dean to the Board of Governors.

(2) The candidate who has obtained the simple majority of votes of all members of the Board of Governors shall be elected a Dean.

Article 25

(1) The Board of Governors is obliged to dismiss the Dean in following cases:

- if the Dean requests by himself the dismissal prior to cessation of mandate

- if such reasons arise which under the special regulations or regulations regulating the employment relations lead to termination of the employment contract with the Dean

- if the Dean does not comply with the regulations and general acts of the College, or unreasonably fails to fulfill the decisions of the College bodies or acts contrary to such decisions

- if the Dean, by his negligent or improper work, causes greater damage to the College or if he neglects or negligently performs his duties with the consequence of occurrence or possible occurrence of major disturbances in performance of the College activities.

(2) The Board of Governors may dismiss the dean of his duties in the following cases:

- if the Dean fails to fulfill his duties

- if the Dean misuses the position of dean or exceeds his powers

- if the Dean performs service, business or activity which is incompatible with the position of dean

- if the Dean by his conduct hurts the reputation of his duty

- if the Dean loses the ability to perform his duty.

(3) The Board of Governors, upon obtaining prior positive opinion of the International council, renders a decision to initiate the dismissal procedure.

(4) On the dismissal of the Dean decides the Board of Governors by confidential voting.
(5) The simple majority of votes of all members of the Board of Governors is required for the decision on dismissal.

(6) Prior to rendering a decision on dismissal, the Dean must be granted an opportunity to state his opinion on the reasons for which his dismissal is sought.

Article 26

The Dean performs the following functions:
- represents the College;
- directs work and the management of the College;
- supervises delivery of the curriculum;
- takes care of the financial support needed for the College;
- ensures overall academic quality;
- manages the approved budget;
- calls and presides over the Academic Senate;
- appoints one or more vice-deans
- other activities as determined by law and this Statute.

3. Academic Senate

Article 27

The Academic Senate is the College’s expert council.

Article 28

(1) The Academic Senate is composed of professors of the College elected in teaching titles, student representatives in the statutory quota and one representative of the employees. The Dean calls upon and presides over the sessions of the Academic Senate.

(2) President of the ACMT’s Students Council Executive Committee, and if required for purpose of complying with the statutory quota, other of its members shall be student representatives in the Academic Senate.

Article 29
The Academic Senate conducts activities according to the law and this Statute, and especially proposes the Statute to the Board of Governors and determines and proposes candidates for the Dean to the Board of Governors.

4. International council

Article 30

(1) The International council is the advisory body of the College.

(2) The International council consists of 11 members, and the members of the Board of Governors may also be present at the sessions without voting rights, even when they are not members of the International council, as well as the others invited by the International council.

(3) The International council works in sessions, which are held twice a year.

(4) The International council advises the Board of Governors in respect of work and business activity of the College, the admission process, delivery of the curriculum, College financing, as well as other issues important for functioning of the College.

(5) The Rules of procedure shall specify the manner of work of the International council, location of the sessions and duration of mandate of the members.

III. CURRICULUM, DEGREES AND PROFESSIONAL TITLES

Article 31

The College conducts undergraduate professional studies and specialist graduate professional studies whereby students are prepared for highly qualified employment, and whereby the level of acquired professional knowledge and skills enables them to be successfully employed in their chosen fields, as well as in the furthering of their expertise.

Article 32

(1) The College establishes and administers undergraduate professional studies and specialist graduate professional studies.

(2) Undergraduate professional studies are a minimum of three years, with a maximum of four years.

(3) Specialist graduate professional studies are a minimum of one year.

Article 33
(1) Any candidate who has completed the appropriate secondary school and who has met the criteria set forth in the classification procedure can enroll for professional studies. The College determines which secondary school is adequate in accordance with the conditions set forth in the law.

(2) Any candidate who has completed professional studies or appropriate university studies can enroll in the specialist graduate professional studies. Conditions for enrollment, as well as which professional or university studies is appropriate for specialist graduate professional studies, is determined by the College in accordance with the conditions set forth in the law.

Article 34

Professional and specialist graduate professional studies are organized in accordance with the educational plan and program.

Article 35

(1) The curriculum is determined by the College in accordance with the conditions set forth in the law, with the approval of the Ministry of Science, Education and Sports of the Republic of Croatia (hereinafter referred to as: Ministry). Regarding the curriculum, the National Council for Science, Higher Education and Technological Development gives their prior opinion to the Ministry.

(2) The curriculum has also to satisfy the criteria prescribed by the “State of New York Educational Department” and by the “Middle American States Accreditation Association”.

Article 36

The curriculum consists of: professional or academic title or level; duration of studies; conditions for enrollment to the studies in the beginning of studies, conditions of enrollment in the next semester or trimester i.e. following academic year, as well as the preconditions for enrollment of study obligations; the foreseen outcomes of learning that are acquired by completion of individual study obligations, modules of study and overall study program; a list of mandatory and non-mandatory study obligations and for each study obligation the foreseen number of hours and ECTS points necessary for its completion; literature and method of examination; a form of tuition performing and the manner of verification of acquired learning outcomes for each study obligation; a list of other study programs in which ECTS points can be acquired; manner of completion of studies; provisions on whether and under what conditions the students who interrupted their studies or lost their right to study can continue their studies.

Article 37

Educational plan determines: the professors and assistants who will conduct courses according to the curriculum, the method of examining student knowledge, the hours of commencement and the duration of classes, the number of hours necessary for their
completion/ECTS points, and the manner and the number of hours relative to conducting practical work, as well as examination deadlines.

Article 38

(1) Upon completion of studies, a diploma will be awarded to students.

(2) The diploma is a public document whose contents and form are determined by the Ministry.

(3) The diploma is issued in the Croatian language and is signed by the College Dean.

(3) Students will be also awarded by a diploma issued by the R.I.T. in the English language.

Article 39

Students who complete four-year undergraduate professional studies and specialist graduate professional studies at the College will obtain an appropriate title pursuant to the Croatian laws and regulations which regulate professional titles and academic degrees.

IV. STUDENTS

Article 40

Student status is obtained by registering for studies, as shown by the Index Book.

Article 41

(1) The College enrolls students according to their capacities, based on registration regulations as determined by the College in accordance with the conditions set forth in the law.

(2) The College advertises the competition for enrolment in the daily press, the contents of which are: the number of available places, conditions of enrolment, criteria for the selection of candidates, enrolment deadlines and documents to be submitted along with the application.

(3) The selection of applicants is done according to a classification procedure.
Article 42

All students pay tuition fees whose rates are determined by the College Dean, with the approval of the Board of Governors, except for the students who are awarded with full scholarships.

Article 43

The rights and obligations of students are determined through special regulations established by the College in accordance with the conditions set forth in the law.

V. FACULTY

Article 44

All professors of the College must satisfy American standards, as well as criteria according to the Croatian laws and regulations which regulate scientific activity and higher education.

Article 45

The selection of professors, in accordance with the curriculum and educational plan, is carried out by the College Dean.

VI. PROVISIONAL AND FINAL REGULATIONS

Article 46

This Statute shall come into effect on the date it has been approved by the Founder and it replaces the Statute of the College dated 26 October 2007 in its entirety.

Chairman of the Board of Governors:

[Signature]

Jeremy Haefner