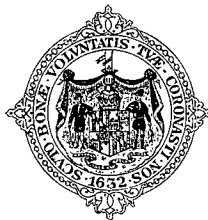


State of Maryland
Department of
Assessments and Taxation



Larry Hogan
Governor

Sean P. Powell
Director

Charter Division

Date: 10/12/2016

THE CORPORATION TRUST INCORPORATED
351 W CAMDEN ST
BALTIMORE MD 21201-7912

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : ALLIANCE FOR A SUSTAINABLE AMAZON, INC.
DEPARTMENT ID : D17546938
TYPE OF REQUEST : ARTICLES OF INCORPORATION
DATE FILED : 10-12-2016
TIME FILED : 11:06 AM
RECORDING FEE : \$100.00
ORG. & CAP FEE : \$20.00
EXPEDITED FEE : \$50.00
NON-PROFIT FEE : \$50.00
FILING NUMBER : 1000362009790561
CUSTOMER ID : 0003472112
WORK ORDER NUMBER : 0004688689

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. THE RETURN IS FOUND ON THE SDAT WEBSITE.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

ENTITY TYPE: ORDINARY BUSINESS - NON-STOCK
STOCK: N
CLOSE: N
EFFECTIVE DATE: 10-12-2016
PRINCIPAL OFFICE: 7224 BOSCASTLE LANE
HANOVER MD 21076
RESIDENT AGENT: GEOFFREY GALLICE
7224 BOSCASTLE LANE
HANOVER MD 21076

ARTICLES OF INCORPORATION

OF

ALLIANCE FOR A SUSTAINABLE AMAZON, INC.

(a Maryland nonstock, nonprofit corporation)

FIRST: The undersigned incorporator, whose address is One Thomas Circle NW, Suite 1100, Washington, DC 20005, being a least eighteen (18) years of age, does hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation (hereafter the "Corporation") is **Alliance for a Sustainable Amazon, Inc.**

THIRD: The Corporation is a nonprofit corporation that is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In particular, the Corporation shall conduct research, educational, and outreach activities that promote biodiversity and the sustainable use of natural resources in the Amazon region. The Corporation may engage in any other lawful act or activity for which corporations may be organized under the Maryland General Corporation Law (the "Act") that are incidental to the foregoing purposes of the Corporation and that are not inconsistent with its qualification under Code Section 501(c)(3). In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Section 2-103 of the Act, as now in effect or as may hereafter be amended.

FOURTH: The street address of the principal office of the corporation in Maryland is: 7224 Boscastle Lane, Hanover, MD 21076

FIFTH: The name of the resident agent of the corporation in Maryland is Geoffrey Gallice, whose address is 7224 Boscastle Lane, Hanover, MD 21076.

SIXTH: The Corporation is not organized for profit and has no authority to issue capital stock.

SEVENTH: The affairs and business of the Corporation are to be managed and conducted by the directors of the Corporation. The Corporation initially shall have three (3) directors, which number may be increased or decreased from time to time pursuant to the Bylaws of the Corporation. The names of the persons who are to serve as the initial directors of the Corporation until their successors are duly elected and qualified, are as follows: Geoffrey Gallice, Timothy Perez, and Bhavik Pathak.

EIGHTH: No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any director, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation must be limited to reasonable amounts. No substantial part of the activities of

the Corporation may be devoted to the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under Code Section 501(c)(3). The Corporation shall not "participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office" within the meaning of Code Section 501(c)(3). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by: (a) a corporation exempt from federal income tax under Code Section 501(c)(3); or (b) a corporation contributions to which are deductible under Code Section 170(c)(2).

NINTH: The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in Code Section 509(a). If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to the following restrictions: (a) the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d); (b) the Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Code Section 4942; (c) the Corporation shall not retain any excess business holdings as defined in Code Section 4943(c); (d) the Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944; and (e) the Corporation shall not make any taxable expenditures as defined in Code Section 4945(d).


TENTH: In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, none of the property of the Corporation or any proceeds of that property may be distributed to or divided among any of the directors or officers of the Corporation or inure to the benefit of any individual. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefor, all remaining property and assets of the Corporation must be distributed to one or more organizations formed and operated exclusively for charitable or educational purposes within the meaning of Code Section 501(c)(3), (a) such organizations must be exempt from federal income taxes by reason of Code Section 501(c)(3); and (b) contributions to such organization must be deductible by reason of Code Section 170. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations as the court shall determine and which at the time qualifies as an organization described in Code Section 501(c)(3).

ELEVENTH: The Corporation shall indemnify and advance expenses to a director, former director, officer, or former officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with Section 2-418 of the Act, as amended from time to time (the "Indemnification Section"). Any word or words used in this Article ELEVENTH that are defined in the Indemnification Section shall have the same meaning as defined in such Section. No amendment of this Corporation's Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the protection afforded by this Article ELEVENTH to a director, former director, officer, or former officer with respect to any act or omission that occurred prior to such amendment or repeal.

TWELFTH: To the fullest extent permitted by Maryland law, no director, former director, officer, or former officer of the Corporation shall be personally liable to the Corporation or its members for money damages, provided, however, that such relief from liability shall not apply to the extent such relief would be inconsistent with any provision of the Code applicable to corporations described in Code Section 501(c)(3). No amendment of this Corporation's Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the protection afforded by this Article TWELFTH to a director, former director, officer, or former officer with respect to any act or omission that occurred prior to such amendment or repeal.

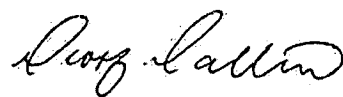
THIRTEENTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of October, 2016, and acknowledge the same to be my act.

Signature: 
Brendan M. Wilson, Incorporator

Filing party's return address:
Brendan M. Wilson
One Thomas Circle NW, Suite 1100
Washington, DC 20005

I hereby consent to my designation in this document as resident agent for this Corporation


Geoffrey Gallice