

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "FONDO DEL BIOCORREDOR AMAZONICO INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2024, AT 8:30 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

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Authentication: 204920675
Date: 11-20-24

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**STATE OF DELAWARE CERTIFICATE OF INCORPORATION
OF
FONDO DEL BIOCORREDOR AMAZÓNICO INC.**

A NON-STOCK CORPORATION

1. NAME.

The name of the corporation is Fondo del Biocorredor Amazónico Inc. (the “Corporation”).

2. REGISTERED OFFICE AND AGENT.

The address of the registered office of the Corporation in the State of Delaware is 850 New Burton Road, Suite 201, Dover, Delaware 19904, County of Kent. The name of the registered agent of the Corporation in the State of Delaware at such address is Cogency Global Inc.

3. PURPOSES AND POWERS.

3.1 The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as the same exists or may be amended or interpreted from time to time (the “DGCL”), subject to paragraph 3.2 hereof. The Corporation may undertake only charitable, educational, and scientific activities in all lands and fresh waters within the boundaries of the Republic of Ecuador that drain to the Amazon Basin (such lands and fresh waters, the “Ecuadorian Amazon”) to: (i) provide and manage strategic resources for the conservation of terrestrial and aquatic ecosystems; (ii) conserve and restore biological diversity and ecosystem services; (iii) promote sustainable management of forests and biodiversity; (iv) promote sustainable value chains; (v) strengthen peoples and indigenous nationalities and communities that inhabit the Ecuadorian Amazon for their sustainable development and natural environment; and, (vi) in general, such other activities as may (x) align with the achievement of Conservation Commitments of Ecuador, and (y) support the management model that contributes to the implementation of sectoral public policy for the governance and sustainable management of the natural and freshwater landscapes of the Ecuadorian Amazon (such model, the “Amazon Biocorridor”, and the purpose delineated in this Section 3.1, the Corporation’s “General Purpose”).

3.2 The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future federal tax code.

3.3 The Corporation shall not have authority to issue any capital stock.

3.4 The Corporation may accept gifts, grants, contributions and loans (including program-related loans) of whatever nature, whether or not subject to conditions or restrictions as to use or expenditure of income or capital, or may reject any proposed gifts, grants, contributions or loans, all as, in the discretion of the Board of Directors of the Corporation (the “**Board**”), shall be determined to be consistent with the purposes of the Corporation. The Corporation shall be deemed to accept all gifts, grants and contributions on the condition that in the event it is finally judicially determined that the Corporation is not described in Sections 501(c)(3) and 170(c)(2) of the Code and exempt from tax under Section 501(a) of the Code, the Corporation shall be deemed to have held and continue to hold such gifts, grants and contributions from the date or dates of receipt thereof, and all income thereon and proceeds thereof, in trust for such organization or organizations described in Sections 501(c)(3) and 170(c)(2) of the Code as the Board in its sole discretion shall select; provided, that in no event shall any gift, grant or contribution be refunded in whole or in part to any donor or contributor after acceptance thereof by the Corporation except as to any unused portion thereof which is required to be so refunded as an express condition of such gift, grant or contribution.

4. **DIRECTORS.**

4.1 The Board shall have the power to adopt, amend or repeal the Bylaws in the manner provided in the Bylaws. From time to time, and in furtherance of the purposes for which the Corporation is being organized, any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed by the Board in the manner provided in the Bylaws.

4.2 Unless specified by Section 4.1(d) of Article IV of the Bylaws, the number of directors constituting the entire Board shall never exceed eleven (11) or be less than seven (7), and shall each be appointed pursuant to the criteria and procedures as set forth in the Bylaws. The qualifications, election, tenure, powers and duties of the directors of the Board shall be as provided in Bylaws.

4.3 To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director or officer. If the DGCL or any other law of the State of Delaware is amended after the date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

4.4 Any repeal or modification of the foregoing provisions of this Article 4 by the Board shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of or increase the liability of any director or officer of the Corporation with respect to any acts or omissions of such director or officer occurring prior to, such repeal or modification. Solely for purposes of this Article 4,

“officer” shall have the meaning provided in Section 102(b)(7) of the DGCL as amended from time to time.

5. MEMBERSHIP.

The members of the Board (such members of the Board being the directors of the Corporation) shall be the only members of the Corporation.

6. OTHER PROVISIONS.

6.1 The following language relates to the Corporation’s tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation’s purposes or powers set forth in Article 3 hereof. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provisions of any future tax code, and in connection therewith:

(a) The Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any Person for services rendered to or for the Corporation and making payments and distributions in furtherance of one or more of its purposes.

(b) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) or otherwise, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall be prohibited from engaging in, and nothing contained herein shall authorize the Corporation to engage in, any activity or transaction which would constitute an excess benefit transaction within the meaning of Section 4958 of the Code.

(c) Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

(d) Notwithstanding any other provisions contained herein, in any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time

and manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, (iii) make any investments in such a manner as to subject the organization to tax under Section 4944 of the Code, or (iv) make any taxable expenditure as defined in Section 4945(d) of the Code or the corresponding provisions of any subsequent federal tax laws.

6.2 The books and accounts of the Corporation for each fiscal year (as may be defined in the Bylaws) shall be examined by the Board and the independent external auditor of internationally recognized standing and competence appointed by the Board to audit the financial accounts of the Corporation on an annual basis (such auditor, the “**Auditor**”). The Auditor shall verify the Corporation’s balance sheet and other financial accounts for each fiscal year, the resources paid into the Corporation, and the management of such resources, and shall prepare a comprehensive, detailed written report. A copy of the Auditor’s report shall be presented to the Board no later than three (3) months after the conclusion of the Corporation’s fiscal year (or such other period as determined by the Board). The Board (a) will make the Auditor’s completed report available to any parties with whom the Corporation has agreed in writing to provide such report, and (b) will make the Auditor’s completed report publicly available as and to the extent required by applicable law. The Board shall contract periodic independent evaluations to assess the impact of the financed projects, considering that the objective is the implementation of actions and projects financed by the Corporation that contribute to the implementation of (i) the Amazon Biocorridor and (ii) the commitments made by the Republic of Ecuador for projects of public interest for the Amazon Biocorridor, aimed at achieving conservation, sustainable development, and climate outcomes (the “**Conservation Commitments**”), assumed by the Republic of Ecuador in the Ecuadorian Amazon (the “**Amazon Biocorridor Program**”).

6.3 All grants, gifts or contribution of funds or other financial support granted by the Corporation shall be for the purpose of:

- (a) supporting the fulfillment of the Conservation Commitments assumed by the Republic of Ecuador in the Ecuadorian Amazon;
- (b) supporting the implementation of activities related to the Amazon Biocorridor, including the Amazon Biocorridor Program;
- (c) supporting the sustainable development of communes, communities, indigenous peoples and nationalities that inhabit the Ecuadorian Amazon;
- (d) supporting the management of national system of protected areas of Ecuador, or any other area under a national or local conservation or protection scheme in the Ecuadorian Amazon; or
- (e) contributing to sustainable development, conservation and mitigation or adaptation to climate change in the Ecuadorian Amazon.

6.4 Upon the dissolution of the Corporation, the assets shall be distributed for the exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, for which the Corporation was organized. Any such assets not so disposed of shall be distributed by a court of competent jurisdiction in Delaware to another organization or organizations as provided in the Bylaws to be used in such manner as in the judgment of the court will best accomplish the exempt purposes of the Corporation.

7. INCORPORATOR.

The name and mailing address of the incorporator are as follows:

Name: David Lopez Bruce

Mailing Address:
4245 N. Fairfax Dr. Suite 100
Arlington, Virginia 22203

I, the undersigned, being the sole incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do hereby certify the statements herein as of November 20, 2024.

By: /s/ David Lopez Bruce
Name: David Lopez Bruce
Title: Sole Incorporator