

Delaware

Page 1

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 "EMERGENT FOREST FINANCE ACCELERATOR, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JULY, A.D. 2019, AT 7:07 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

7530053 8100
SR# 20196143445

Authentication: 203284403
Date: 07-25-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF INCORPORATION

OF

EMERGENT FOREST FINANCE ACCELERATOR, INC.

(A Delaware Non-Profit Non-Stock Corporation)

The undersigned, in order to form a non-profit, non-stock corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware (as amended from time to time, the "DGCL"), does hereby certify as follows:

1. NAME.

The name of the corporation (the "Corporation") is Emergent Forest Finance Accelerator, Inc.

2. REGISTERED OFFICE AND AGENT.

The registered office of the Corporation in the State of Delaware is to be situated at 251 Little Falls Drive, Wilmington, Delaware 19808, in New Castle County, and the name of its registered agent at such address is Corporation Service Company.

3. PURPOSES AND POWERS.

3.1 The Corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of such purposes, the Corporation will work to foster and promote forest protection, forest restoration, climate change mitigation, and sustainable development through accelerating demand for and promoting supply of high-quality, jurisdictional-scale emissions reductions from reducing deforestation and forest degradation and the enhancement of forest carbon stocks in developing countries, in order to help protect the

Earth's forests, as well as the carbon stocks, biodiversity, and ecosystem services they sustain, while safeguarding the rights of indigenous peoples and local communities. The Corporation may carry out its social welfare purposes either directly or in conjunction with other organizations, entities or partners.

3.2 The Corporation may engage in any and all activities permitted of an organization described in Section 501(c)(4) of the Code and any and all lawful activities incidental to the foregoing purposes, including any lawful act or activity for which corporations may be organized under the DGCL.

3.3 In furtherance of the aforementioned purposes, the Corporation shall have and may exercise all powers and authority now or hereafter conferred upon non-profit, non-stock corporations in the State of Delaware, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

3.4 It is the intention of the Corporation to be exempt from Federal income taxation as an organization described in Section 501(c)(4) of the Code. Accordingly, notwithstanding any other provision of this Certificate of Incorporation:

A. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)(4) of the Code;

B. The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, except that the Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Section 3 hereof;

C. In the event of the liquidation, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), no part of the Corporation's property or assets or any proceeds therefrom shall be conveyed or distributed to or inure to the benefit of any member, director, officer, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution or winding up, as the case may be, all the remaining property and assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Code as the directors of the Corporation shall in their discretion determine.

4. INCORPORATOR.

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

Lauren Simpson, Esq.
Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, NY 10036

5. DIRECTORS.

5.1 The initial directors of the Corporation shall be designated by the incorporator of the Corporation. Each initial director shall serve until his or her successor is elected and qualified in accordance with the Corporation's Bylaws.

5.2 To the fullest extent permitted by the DGCL, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of

fiduciary duty as a director; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to organizations described in Section 501(c)(4) of the Code.

6. MEMBERS.

The conditions of membership of the Corporation shall be set forth in the Corporation's Bylaws.

7. NO STOCK.

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

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on this 24th day of July, 2019.



Lauren Simpson, Esq.
Incorporator