

State of Idaho

Office of the Secretary of State

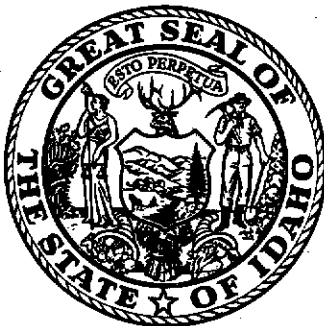
**CERTIFICATE OF AUTHORITY
OF
RAINFOREST ALLIANCE, INC.**

File Number C 194749

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Non-Profit Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: May 17, 2012



Ben Yursa

SECRETARY OF STATE

By

Andrea Corbus

FILED EFFECTIVE

203



APPLICATION FOR CERTIFICATE OF AUTHORITY (Nonprofit)

(Instructions on back of application)

The undersigned Corporation applies for a Certificate of Authority and states as follows:

2012 MAY 17 PM 3:27

SECRETARY OF STATE
STATE OF IDAHO

- The name of the corporation is: Rainforest Alliance, Inc.
- The name which it shall use in Idaho is: _____
- It is incorporated under the laws of: New York
- Its date of incorporation is: 4/2/1987 and its duration, if other than perpetual, is: _____
- The street address of its principal office is:
665 Broadway Suite 500, New York, New York 10012
- The address to which correspondence should be addressed, if different than item 5, is: _____
- The street address of its registered office in Idaho is:
1111 West Jefferson Suite 530, Boise, Idaho 83702
and its registered agent in Idaho at that address is: C T Corporation System
- Does the corporation have members? ☐ Yes ☒ No
- The names and respective addresses of its directors and officers are: Please see attached.

| Name | Office | Address |
|--------------------------|--|--|
| <u>Hortense Whelan</u> | <u>President</u> | <u>665 Broadway, Suite 500, New York, NY 10012</u> |
| <u>Ana Paula Tavares</u> | <u>Vice President</u> | <u>665 Broadway, Suite 500, New York, NY 10012</u> |
| <u>Richard Ryan</u> | <u>VP For Finance and Administration / CFO</u> | <u>665 Broadway, Suite 500, New York, NY 10012</u> |
| <u>Peter Schulte</u> | <u>Treasurer</u> | <u>665 Broadway, Suite 500, New York, NY 10012</u> |
| <u>Leslie Park</u> | <u>Secretary</u> | <u>665 Broadway, Suite 500, New York, NY 10012</u> |
| <u>Adam Albright</u> | <u>Director</u> | <u>665 Broadway, Suite 500, New York, NY 10012</u> |

Dated: 4/20/12Signature: [Signature]Typed Name: Richard RyanCapacity: Vice President of Finance

Secretary of State use only

5/17/2012 3:27 PM
 IDAHO SECRETARY OF STATE
 RECEIVED

IDAHO SECRETARY OF STATE
 05/17/2012 05:00
 CK: 997924 CT: 172099 BH: 1324666
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C194749

Idaho Application for Authority

Rainforest Alliance, Inc.

Article 9: The names and respective addresses of its officers and directors are:

Count Amaury de Poret, Director, 665 Broadway, Suite 500, New York, NY 10012
Annemieke Wijn, Director, 665 Broadway, Suite 500, New York, NY 10012
Brendan May, Director, 665 Broadway, Suite 500, New York, NY 10012
Daniel Cohen, Director, 665 Broadway, Suite 500, New York, NY 10012
Daniel R. Katz, Director, 665 Broadway, Suite 500, New York, NY 10012
Eric Rothenberg, Director, 665 Broadway, Suite 500, New York, NY 10012
Kerri A. Smith, Director, 665 Broadway, Suite 500, New York, NY 10012
Labeeb M. Abboud, Director, 665 Broadway, Suite 500, New York, NY 10012
Marilú Hernández de Bosoms, Director, 665 Broadway, Suite 500, New York, NY 10012
Peter M. Schulte, Director, 665 Broadway, Suite 500, New York, NY 10012
Roger Deromedi, Director, 665 Broadway, Suite 500, New York, NY 10012
Wendy Gordon, Director, 665 Broadway, Suite 500, New York, NY 10012
David Ross, Director, 665 Broadway, Suite 500, New York, NY 10012

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of RAINFOREST ALLIANCE, INC. was filed on 04/02/1987, under the name of NEW YORK RAINFOREST ALLIANCE, INC., as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment NEW YORK RAINFOREST ALLIANCE, INC., changing its name to RAINFOREST ALLIANCE, INC., was filed 05/12/1994.



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 09th day of May two
thousand and twelve.*

First Deputy Secretary of State