Amended and Restated By-laws of Rainforest Trust

(formed under the New York Not-for-Profit Corporation Law)

Amended and Restated November 6, 2026

ARTICLE I

Charitable Purpose

The purpose of Rainforest Trust (the "Corporation") shall be to promote conservation of biological diversity and natural areas throughout the world. The Corporation shall maintain qualification as an exempt entity under Section 501(c)(3) of the Internal Revenue Code or its successor (the "Code") and as entitling contributions to the Corporation to be deductible under Section 170(c)(2) of the Code.

ARTICLE II

Board of Directors

Section 2.1. Power of the Board and Qualifications of Directors. The Corporation shall be managed by its Board of Directors (the "Board of Directors" or the "Board"). The Corporation shall have no members and all corporation powers shall vest in the Board of Directors. Each director shall be at least eighteen years of age, and no director shall be an employee of the Corporation.

Section 2.2. Number of Directors. The number of directors constituting the entire Board of Directors shall be determined from time to time by the vote of the majority of the entire Board, but shall not be less than three or more than fifteen; provided that no decrease in the number of directors at any time shall shorten the term of any incumbent director. The maximum number of directors may be changed by an amendment of these By-laws which is approved by the vote of a majority of the entire Board. If there shall be fewer than three directors serving at any time, the directors then in office shall promptly unanimously elect at least such number of directors as shall be necessary to have three directors in office.

Section 2.3. Election and Term of Directors. Directors shall be elected by the Board at the annual meeting of the Board. Except as provided in these By-laws, a director elected at an annual Board meeting shall hold office until the close of the third succeeding annual Board meeting. Each director shall be limited to nine successive years of service as a director, followed by at least one year of non-service before being eligible for re-election as a director. The Board shall adopt selection goals, criteria and processes for nomination, election, and re-election of directors.

Section 2.4. Quorum of Directors and Action by the Board. Unless a greater proportion is required by law or by these By-laws, one-third of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business, and, except as otherwise required by law, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board of Directors. Any director who is present at a meeting but not present at the time of a vote due to a conflict of interest or related-party transaction shall be determined to be present at the time of the vote for the purposes of determining if a quorum is present at such time.

Section 2.5. Meetings of the Board. An annual meeting shall be held for the election of directors and for the transaction of other business annually, as fixed by the Board. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Chair of the Board, the Vice-Chair of the Board, the Chief Executive Officer, or by any director upon written demand of not less than one-fifth of the entire Board.

Meetings of the Board of Directors may be held at such places within or without the State of New York as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings.

Notice of each meeting of the Board shall be given to each director by email no later than 72 hours (including at least two business days) prior to the meeting. Oral or telephonic notices of meetings shall not be permitted.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any director who waives notice in writing, whether before or after the meeting, or who attends the meeting without objecting to the lack of notice before or at the commencement of the meeting.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given in the manner described above to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Unless otherwise restricted by law or these By-laws, the directors or members of any committee thereof may participate in a meeting of the Board or any committee by means of conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in

person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

Section 2.6. Action without a Meeting. Unless otherwise restricted by law or these By-laws, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing or electronically to the adoption of a resolution authorizing the action. The resolution and the consents thereto by the directors shall be filed with the minutes of proceedings of the Board or committee.

Section 2.7. Resignation of Directors. Any director of the Corporation may resign at any time by giving written notice to the Chair of the Board of Directors, the Secretary of the Corporation, or, if there is neither a Chair nor a Secretary, to the entire Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 2.8. Removal of Directors. Any one or more of the directors may be removed with cause provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken.

Section 2.9. Newly created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors to be elected, and vacancies among such directors for any reason, may be filled by vote of a majority of the directors then in office. A director elected other than at the annual meeting of the Board shall hold office until the close of the second succeeding annual Board meeting occurring after the director's election.

Section 2.10. Purchase, Sale, Mortgage, or Lease of Real Property. No purchase of real property shall be made by the Corporation, and the Corporation shall not sell, mortgage, or lease its real property, unless authorized by the vote of two-thirds of the entire Board of Directors.

Section 2.11. Annual Report. The Board shall annually present at a meeting of the Board a report, verified by the CFO and Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or firm of such accountants selected by the Board, showing in appropriate detail the following: (1) the assets and liabilities, including the trust funds, of the Corporation as of the end of the most recent twelve-month fiscal period for which such report has been verified or certified; (2) the principal changes in assets and liabilities, including trust funds, during

said fiscal period; (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period; and (4) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period. This report shall be filed with records of the Corporation and a copy thereof with the minutes of the meeting of the Board.

Section 2.12. Compensation. Directors shall not receive compensation for their service as directors, but may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation in accordance with the Corporation's approved Business Expense Reimbursement Policies.

ARTICLE III

Committees

Section 3.1. Board Committees. The Board of Directors may create committees of the Board, each consisting of three or more directors, and each of which shall have the authority of the Board only to the extent provided in the resolution, except that no committee shall have authority as to the following matters:

(1) the filling of vacancies in the Board of Directors or in any committee;
(2) the fixing of compensation for the directors for serving on the Board or on any committee;
(3) the amendment or repeal of the By-laws or the adoption of new By-laws;
(4) the approval of amendments to the certificate of incorporation;
(5) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
(6) the election or removal of officers or directors; or
(7) the approval of a merger or plan of dissolution.

The Board may designate one or more directors as alternate members of any Board committee who may replace any absent member or members at any meeting of such Board committee.

In the event that the Board determines at any time to create a committee which shall have the power and authority of the Board to transact all business of the Corporation between meetings of the Board, the resolution appointing members of such committee must be adopted by the vote of a majority of the entire Board.

Section 3.2. Other Committees. The Board of Directors may create committees which have both director and non-director members, or only non-director members, and such committees shall be committees of the Corporation. No such committee shall have the authority to bind the Board. Members of such committees shall be elected or appointed in the same manner as officers of the Corporation, and the provisions of these By-laws applicable to officers of the Corporation generally shall apply to members of such committees.

Section 3.3. Committee Rules. Except as otherwise specified in these By-laws or unless the Board of Directors otherwise provides, each committee of the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article II of these By-laws.

Section 3.4. Service on Committees. Each committee of the Board, and each member thereof, shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of such director's duty under the law to the Corporation.

Section 3.5. Committee Membership. If a member of any committee of the Board ceases to be a director, such person shall also then cease to be a member of such committee.

ARTICLE IV

Officers

Section 4.1. Elected Officers. The Board of Directors shall elect from among its members a Chair of the Board, a Vice-Chair of the Board, a Secretary and a Treasurer and such other officers as it may determine and may give any of them such further designation or alternate titles it considers desirable. Two or more offices may be held by the same individual, except that the offices of Chair and Secretary may not be held by the same person and the offices of Chair and Vice-Chair may not be held by the same person. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 4.2. Election and Term of Office. Elected officers shall be elected by the Board at an annual meeting each year or at any special meeting called for the election of officers. Each officer so elected by the Board shall hold office through the end of the next annual meeting following such election or until a successor shall have been elected and qualified, or until such Officer's earlier death, resignation from the position, resignation from the Board, removal from the position, or removal from the Board.

Section 4.3. Vacancies. If an elected office becomes vacant for any reason, the Board may fill such vacancy. Any officer so elected shall serve only until such time as the unexpired term of such officer's predecessor shall have expired and until such officer's successor has been elected and qualified unless re-elected by the Board.

Section 4.4. Removal of Elected Officers. Any officer elected by the Board may be removed by the Board with or without cause. Such removal without cause shall be without prejudice to such officer's contract rights, if any. The election of an officer shall not itself create contract rights. An action to procure a judgment removing an officer for cause may be brought by any director.

Section 4.5. Powers and Duties of Elected Officers. Subject to the control of the Board, all elected officers shall have such authority and perform such duties in the affairs of the Corporation as may be provided in these By-laws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

Section 4.6. Compensation of Elected Officers. Directors shall not receive compensation for their service as officers but may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation in accordance with the Corporation's approved Business Expense Reimbursement Policies.

Section 4.7. Appointed Officers. The Appointed Officers of the Corporation shall be the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") and other such officers as may be designated by the Board. The CEO shall be appointed by the Board, and shall report to and serve under the direction of the Board. The CFO shall be appointed by the Board upon the recommendation of the CEO and shall report to the CEO.

Appointed Officers shall be members of the professional management team responsible for the Corporation's day-to-day operations. Such officers shall be compensated employees and are prohibited under these By-laws from serving as directors or as

voting members of Board Committees. They shall provide support and information to such committees as needed.

Section 4.8. Powers and Duties of Appointed Officers. Subject to the control of the Board, appointed officers shall have such authority and perform such duties in the affairs of the Corporation as may be provided in these By-laws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

Section 4.9. Removal of Appointed Officers. Appointed Officers shall hold office until a successor shall have been appointed by the Board and shall have qualified, or until such officer's earlier death, resignation or removal by the Board with or without cause.

ARTICLE V

Miscellaneous

Section 5.1. Fiscal year. The fiscal year of the Corporation shall be, with effect as and from June 30, 2024, the period from July 1 in any year to June 30 in the succeeding calendar year.

Section 5.2. Corporate Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 5.3. Books and Records to be Kept. The Corporation shall keep at its principal office (a) correct and complete books and records of the accounts, (b) minutes of the proceedings of the Board of Directors and any committee of the Board or the Corporation, and (c) a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5.4. Amendment of these By-Laws. Except as otherwise required by law or these By-laws, the By-laws may be adopted, amended or repealed by vote of the majority of the entire Board of Directors. Any amendment or repeal of these By-laws is authorized only at a duly called and held meeting of the Board. To be duly called, written notice of such meeting, including the proposed amendment or repeal, must be given seven days prior together with a concise statement of the changes made.