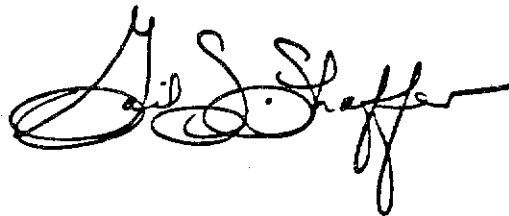


State of New York }
Department of State } ^{ss:}

089776

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

A handwritten signature in black ink, appearing to read "W. S. Schaffer". The signature is written in a cursive style with large, sweeping loops.

Secretary of State

CERTIFICATE OF INCORPORATION

OF

WORLD PARKS ENDOWMENT, INC.

Under Section 402 of the Not-for-Profit Corporation Law

THE UNDERSIGNED, a natural person at least eighteen years of age, for the purpose of forming a corporation under the Not-for-Profit Corporation Law of the State of New York, hereby certifies as follows:

FIRST: The name of the Corporation is World Parks Endowment, Inc.

SECOND: The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York; it is a Type B corporation under Section 201 of that Law, and the purposes for which it is formed are as follows:

To obtain money or property by gift, bequest or devise for the conservation of biological diversity and natural areas throughout the world, or for other charitable or literary purposes, and to engage in any and all lawful activities incidental thereto except as restricted herein. Nothing herein shall be construed as authorizing the Corporation to undertake or carry on any of the activities set forth in paragraphs (b) through (u) of Section 404 of the Not-for-Profit Corporation Law or Section 460-a of the Social Services Law of the State of New York. In furtherance

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of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes.

The Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended (the "Code"), or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or any private shareholder or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code) and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The term "charitable organization", as used in this Certificate, shall include only a corporation, trust, community chest, fund or foundation which is organized and operated exclusively for, charitable, literary or educational purposes and which otherwise qualifies as an organization described in Section 501(c)(3) of the Code.

THIRD: The principal office of the Corporation is to be located in the County of New York, in the State of New York.

FOURTH: The names and addresses of the initial directors of the Corporation are as follows:

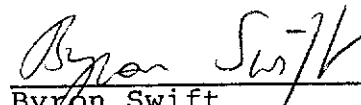
<u>Name</u>	<u>Address</u>
Christopher Elliman	18 East 74th Street New York, New York 10021
Danial Katz	220 77th Street Brooklyn, New York 11209
Byron Swift	2241 Observatory Place, N.W. Washington, D.C. 20007

FIFTH: The Corporation hereby designates the Secretary of State of the State of New York as its agent for the purpose of receiving process against the Corporation. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: 18 East 74th Street, New York, New York 10021.

SIXTH: Upon dissolution of the Corporation for any reason, all assets and property held by it, after payment of all its liabilities, shall be transferred to such other charitable organization or organizations, as the Board of Directors may determine, with the approval of a Justice of the Supreme Court of the State of New York, to be administered or used in such manner as will best accomplish the general purposes of the Corporation. In no event shall any of such assets or property be distributed to any member, director or officer of the Corporation or any private individual or shareholder of the Corporation.

SEVENTH: 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 so as not to subject it to the tax on undistributed income imposed by Section 4942 of the Code, and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

IN WITNESS WHEREOF, I have signed and hereby
affirm as true under the penalties of perjury the provisions
of this Certificate and that I am at least eighteen years of
age this 28th day of November, 1988.



Byron Swift
2241 Observatory Place, N.W.,
Washington, D.C. 20007

Incorporator

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

Gregory F.W. Todd, being duly sworn, deposes and says that he is a member of the firm of Sullivan & Cromwell, attorneys for World Parks Endowment, whose Certificate of Incorporation is attached hereto, and that no previous application for approval of said Certificate of Incorporation by any Justice of the Supreme Court has ever been made.

Gregory F.W. Todd

Subscribed and sworn to before me
this 1st day of December, 1988.

Felicia Pisani
Notary Public

FELICIA PISANI
NOTARY PUBLIC, State of New York
Residing in Queens County
Queens Co. Clk's No. 41-4781042
Certificate Filed in
New York Co. Clk's
Commission Expires August 31, 1989

~~NOTICE WAIVED. NO OBJECTION.~~

THE UNDERSIGNED HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON AND WAIVES STATUTORY NOTICE.

ROBERT ABRAMS
ATTORNEY GENERAL
STATE OF NEW YORK

Dated: _____ By _____

WILLIAM D. HOLT

I, _____, a Justice of the Supreme Court of the State of New York, First Judicial District, hereby approve the foregoing Certificate of Incorporation of World Parks Endowment, Inc. and consent that the same be filed.

~~THE UNDERSIGNED HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON AND WAIVES STATUTORY NOTICE.~~

ROBERT ABRAMS, ATTORNEY GEN.
STATE OF NEW YORK

William D. Holt
Justice of the Supreme Court
State of New York
First Judicial District

by Howard Holt
HOWARD HOLT
Associate Attorney

DATED: DEC 8 - 1988

State of New York,
Banking Department

I, Barbara T. Barrantes, Deputy Superintendent of Banks of the State of New York, hereby approve, pursuant to New York Not-for-Profit Corporation Law Section 301(a)(5)(B) as amended, the use of the word or a derivative of the word "endowment" in the corporate title of World Parks Endowment.

Witness, my hand and official seal of the Banking Department at the City of New York,
this 4th day of October in the Year of our Lord
one thousand nine hundred and eighty-eight.



Deputy Superintendent of Banks.



**STATE OF NEW YORK
INSURANCE DEPARTMENT**

AGENCY BUILDING ONE
THE GOVERNOR NELSON A. ROCKEFELLER
EMPIRE STATE PLAZA
ALBANY, NEW YORK 12257

James P. Corcoran
Superintendent of Insurance

December 20, 1988

Mr. Gregory F. W. Todd
Sullivan & Cromwell, Esqs.
125 Broad Street
New York, NY 10004

Re: World Parks Endowment, Inc.

Dear Sir:

Pursuant to your letter of December 14, 1988, you are advised that the name World Parks Endowment, Inc. is hereby approved pursuant to Section 301 of the New York Not-For-Profit Corporation Law for a corporation whose purpose is to raise funds for the protection of tropical areas and other natural areas throughout the world.

Very truly yours,

A handwritten signature in cursive script that reads "Robert A. Ginnelly".

Robert A. Ginnelly
Associate Attorney
Office of General Counsel
Albany Office

amc

A large, handwritten mark resembling the number 8, located at the bottom center of the page.

FILING RECEIPT

NAME RESERVATION (BUSINESS)

CORPORATION NAME

WORLD PARKS ENDOWMENT, INC. (RES FOR 60 DAYS)

DATE FILED

12/21/88

DURATION & COUNTY CODE

FILM NUMBER

B720529-1

CASH NUMBER

306444

NUMBER AND KIND OF SHARES

LOCATION OF PRINCIPAL OFFICE

FOR GREG TODD (SUBMIT CTF WHEN FILING)

*CT

ADDRESS FOR PROCESS

REGISTERED AGENT

AMOUNT AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ _____

AMOUNT OF MONEY ORDER \$ 00020.00

AMOUNT OF CASH \$ _____

\$ _____ DOLLAR FEE TO COUNTY

FILER NAME AND ADDRESS

GREG TODD
125 BROAD STREET

NEW YORK

NY 10004

\$		FILING
\$		TAX
\$		CERTIFIED COPY
\$	10.00	CERTIFICATE
\$	010.00	MISCELLANEOUS
TOTAL PAYMENT \$		000020.00

REFUND OF \$

TO FOLLOW

CERTIFICATE OF INCORPORATION

OF

WORLD PARKS ENDOWMENT, INC.

Under Section 402 of the Not-for-Profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 3 - 1989

AMT. OF CHECK \$	<u>70</u>
FILING FEE \$	<u>50</u>
TAX \$	_____
COUNTY FEE \$	_____
COPY \$	<u>10</u>
CERT \$	_____
REFUND \$	_____
SPEC HANDLE \$	<u>10</u>

BY: [Signature]
[Signature]
[Signature]

RECEIVED
DEC 29 1 08 PM '88

RECEIVED
DEC 13 1 09 PM '88

Handwritten notes:
New App
12/11/88
16850218
12/11/88
16850218

Sullivan & Cromwell
125 Broad Street
New York, N.Y. 10004

RECEIVED
DEC 30 11 07 AM '88

313030

JAN 3 9 37 AM '89

FILED

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