

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 RESTATED CERTIFICATE OF "WORLD WILDLIFE FUND, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2019, AT 11:13 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

2235162 8100
SR# 20197784134

Authentication: 203897161
Date: 10-30-19

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:13 AM 10/29/2019
FILED 11:13 AM 10/29/2019
SR 20197784134 - File Number 2235162

RESTATED CERTIFICATE OF INCORPORATION
OF
WORLD WILDLIFE FUND, INC.
a Delaware corporation without capital stock

World Wildlife Fund, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**Corporation**").

DOES HEREBY CERTIFY:

FIRST: That the name of this Corporation is World Wildlife Fund, Inc. The Corporation was originally incorporated under the name World Wildlife Fund and The Conservation Foundation, Inc.

SECOND: That the Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 2, 1990.

THIRD: That the Corporation filed a Certificate of Amendment with the Secretary of State of the State of Delaware on May 15, 2019.

FOURTH: That this Restated Certificate of Incorporation was duly adopted in accordance with Section 245 of the General Corporation Law of the State of Delaware (the "**DGCL**"), and restates and integrates the provisions of the Corporation's Certificate of Incorporation.

FIFTH: Other than the omission of the provisions in the original Certificate of Incorporation naming the Company's initial board of directors and initial officers, as permitted under DGCL 245(c), there is no discrepancy between the provisions of the Corporation's Certificate of Incorporation as theretofore amended and the provisions of this Restated Certificate of Incorporation.

SIXTH: That the text of the Certificate of Incorporation is restated to read as set forth in Exhibit A attached hereto.

IN WITNESS THEREOF, World Wildlife Fund, Inc., has caused this Restated Certificate of Incorporation to be signed by Margaret Ackerley, a duly authorized officer of the Corporation, on this 21st day of October 2019.

WORLD WILDLIFE FUND, INC.

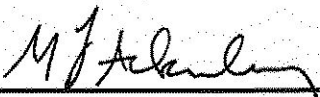

Name: Margaret Ackerley
Title: Authorized Officer

Exhibit A

[As amended May 15, 2019]

RESTATED
CERTIFICATE OF INCORPORATION
OF
WORLD WILDLIFE FUND, INC.
(A NON-STOCK CORPORATION)

I, the undersigned natural person of the age of twenty-one years or more, acting as incorporator of a non-stock corporation, adopt the following Certificate of Incorporation for such corporation pursuant to the Delaware General Corporation Law (Del. Code Ann. Title 8, Chap. 1 (1983)):

ARTICLE I

Name

The name of the corporation is World Wildlife Fund, Inc. (hereinafter the "Corporation").

ARTICLE II

Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes

The Corporation shall be a non-profit corporation. The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable, educational, and scientific activities as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code"). More specifically, such purposes include, but are not limited to, the following:

The purposes for which the corporation is formed are to promote the conservation of the earth's life-supporting resources -- animal life, forests and other plant life, water resources and productive soils -- and to advance, improve and encourage knowledge and understanding of such resources, their natural distribution and wise use, and their essential relationship to each other and to the sustenance and enrichment of all life.

In furtherance of the above and other related purposes, the Corporation shall have the power to (i) exercise all power and authority granted to it under Chapter 1 of Title 8 of the Delaware Code, or otherwise, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes.

ARTICLE IV

Members

Unless otherwise specified in the Bylaws, the only members of the corporation shall be the persons who at the time of determination are members of the board of directors. Any action by the members without a meeting requires the unanimous consent of the members.

ARTICLE V

Stock

The Corporation shall have no capital stock. The Corporation shall not have the authority to issue capital stock.

ARTICLE VI

Directors

The manner of election or appointment of Directors of the Corporation shall be as provided in the Bylaws of the Corporation. The number of members of the Board of Directors shall be set in the manner provided in the Bylaws, but in no event shall there be fewer than one (1) Director. By a majority vote of the Board of Directors, of those entitled to vote, any member from any Class of the Board of Directors may be removed with or without cause.

ARTICLE VII

Bylaws

The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The initial Bylaws shall be adopted by the initial Board of Directors. The power to amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE VIII

Limitations on Activity

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

A. The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code Sections 501(c)(3) and 170 (c)(2), contributions to which are deductible for federal income tax purposes under Code Section 170(a)(1);

B. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, and scientific within the meaning of Code Section 501(c)(3);

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation except to the extent permitted by Code Sections 501(c)(3) and (h), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. To the extent that Code Section 501 is at any time amended to permit participation or intervention in a political campaign or to permit to a greater extent the carrying on of propaganda or otherwise attempting to influence legislation by an organization subject to its provisions, the Corporation shall be authorized to carry on such activities to the extent permitted by Section 501 as amended;

D. Pursuant to the prohibition contained in Code Section 501(c)(3), no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its members, Directors, officers, or other private persons, 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 in Article III above; and

E. Notwithstanding any other provision of this Certificate, if at any time or times the Corporation is a private foundation within the meaning of Code Section 509, then during such time or times:

(1) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d);

(2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Code Section 4942;

(3) The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c);

(4) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Code Section 4944; and

(5) The Corporation shall not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE IX

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall:

F. Pay or make provision for the payment of all of the Corporation's liabilities;

G. Return, transfer, or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer, or conveyance in the event of dissolution of the Corporation; and

H. Dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall, at the time, qualify for exemption under Code Section 501(c)(3), as the Directors shall determine; provided that none of such assets shall be distributed to any corporation, fund, or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit; any such assets not so disposed of shall be disposed of by the Circuit Court of the City or County in which the principal office of the Corporation is then located, to be used exclusively for purposes that are charitable, educational, scientific, environmental, religious, or literary within the meaning of Code Section 501(c)(3), or to an organization or organizations organized and operated exclusively for such purposes.

ARTICLE X

Limitation on Personal Liability

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a Director of the Corporation shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director. The private property, both real and personal, of the members of the Board of Directors and the officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE XI

Definitions

As used in this Certificate, the term "Code" means the United States Internal Revenue Code of 1986, as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any further United States internal revenue law.

ARTICLE XII

Registered Office and Registered Agent

The address of the Corporation's Registered Office in the State of Delaware is:
Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New

Castle. The name of the Corporation's registered agent is The Corporation Trust Company.

ARTICLE XIII

Board of Directors

The President of the Corporation shall be a Director if the Bylaws so provide.

