

**CONSOLIDATED ARTICLES OF ASSOCIATION OF THE
“IPÊ – INSTITUTE OF ECOLOGICAL RESEARCH”
CNPJ n. 66.831.223/0001-09**

**CHAPTER I
NAME, PRINCIPAL OFFICE AND OBJECTIVES**

Article 1 – The IPÊ – Institute of Ecological Research (“Institute”), established on the 21st of March of 1992, is a non-profit and non-economic civil association of perpetual duration, having its principal office and legal domicile in the town of Nazaré Paulista, State of São Paulo, at Rodovia Dom Pedro I, km 47, bairro do Moinho, Postal Code 12960-000, whose activities shall be governed by these Articles of Association and by the current Legislation.

Article 2 - The Institute’s objectives are to:

- I. Promote science, education and sustainable businesses for the conservation of biodiversity;
- II. Promote, manage, coordinate, and carry out research projects and scientific studies that encourage the conservation of biological diversity and the sustainable management of ecosystems;
- III. Promote basic or applied research of scientific or technological nature in the fields of biodiversity, conservation and environmental sustainability;
- IV. Render technical and scientific services related to conservation, environmental education and natural resources management;
- V. Maintain the School of Higher Education in Environmental Conservation and Sustainability – ESCAS, with classrooms, dormitories and dining-hall;
- VI. Qualify specialized workforce in environmental education, conservation and management, and in any other subject-matter related to the socio-environmental field;
- VII. Encourage the development of new products, services or processes related to its objectives;
- VIII. Promote interchange between experts and students, aiming at improving knowledge in the fields of environmental education, conservation and management;
- IX. Organize and promote congresses, symposia, seminars, courses, conferences, technical-scientific publications, and professional qualification related to conservation, environmental education and the sustainable development of the environment;
- X. Design, carry out and support with financial, material and human resources projects for the sustainable development of the environment committed to the promotion of citizenship in poor communities and to the conservation of biodiversity;
- XI. Develop alternative income-generating projects for poor communities living in natural areas threatened by their own predatory actions, together with programs of environmental education and agriecological extension;
- XII. Lobby for public policies that benefit the conservation of biodiversity in Brazil;
- XIII. Develop, implement and publicize actions for the conservation and protection of biodiversity, water resources and the other forms of socio-environmental resources;
- XIV. Develop, implement and carry out activities and projects related to technical assistance and rural extension, encompassing family farmers among other audiences throughout the national territory, more specifically in Amazonia, the Atlantic Forest, Cerrado, Pantanal, Caatinga, Pampas, and all forms of ecosystems associated to these biomes, besides coastal and marine areas, both within the Brazilian territory and outside of it;

- XV. Develop, implement and carry out cultural activities and projects in all their forms and especially those related to fostering and protecting the cultural, artistic and folkloric expressions and values of the areas where it operates, as well as those related to the preservation of historical and cultural heritage and to the respect for the regional culture, which manifests through handicraft, music, dance, literature, publications, exhibitions, audiovisuals among other varied forms of culture;
- XVI. Propose, design, carry out, and implement projects of Environmental Conservation, Environmental Education and Sustainable Development, together with governmental bodies, international bodies, private companies and institutions;
- XVII. Participate actively in discussions and projects proposed by similar and/or governmental entities, with the possibility of providing technical workforce, administrative and legal support, besides facilities whenever this is the case;
- XVIII. Promote activities, events and projects in education and culture at different levels and at public and private institutions, locally, regionally and nationally;
- XIX. Implement different study and project bases that converge with the objectives herein declared in different regions of the Country;
- XX. Provide strategic resources to biodiversity conservation in Brazil, considering also the relationship between biodiversity and other associated environmental or socio-environmental issues, aiming especially at providing support for such initiatives and for other organizations of the non-profit civil society that operate in areas of socio-environmental interest, supplying them with financial, technical and material support and contributions, as well as intermediating or making efforts for them to obtain such resources;
- XXI. Promote and participate in innovative programs and projects, tests of models, and participative and multidisciplinary methodologies;
- XXII. Maintain a nursery for producing and/or selling seedlings and to carry out projects of forest restoration and similar projects throughout the national territory;
- XXIII. Sell the agricultural and forest products it may produce within the scope of its projects, such as coffee, native forests seedlings, etc.;
- XXIV. Prepare, organize, publish, and sell technical-scientific material with the Institute's name.

Sole Paragraph – To achieve its objectives, the Institute may:

- (i) Promote interchange, set up partnerships, terms of collaboration or promotion, and cooperation agreements and other forms of mutual cooperation with national and international, public or private, institutions, for profit or non-profit, to develop actions converging with the objectives herein declared, with the possibility of receiving resources and allocating them in such initiatives to achieve its institutional objectives;
- (ii) Render paid services of recruitment and training, scientific advising in conservation biology and environment to public and private legal entities;
- (iii) Support, donating financial resources, goods and services, the programs, projects and other initiatives of individuals and non-profit organizations with similar objectives;
- (iv) Prepare and develop projects and activities to raise resources to make the Institute's maintenance viable and carry out the social objectives to which it is dedicated;
- (v) Hire employees, service providers and interns, paying them according to the law and within the market standards in the region where they work;
- (vi) Admit volunteers according to Act 9.608/1998;
- (vii) Offer scholarships and study and research grants.

Article 3 – The Institute, in the performance of its activities, shall observe the principles of legality, impersonality, morality, publicity, economy, and efficiency.

§ 1 – In the development of its social activities, the Institute shall not make any discrimination on the ground of race, color, sexual orientation, social status, political or religious creed and shall not participate in political party or election campaigns by any means or forms.

§ 2 – The Institute may render free services, permanently and without discrimination of clientele, according to the guidelines and goals established in the National Educational Plan-PNE, submitted to the approval of the Ministry of Education.

§ 3 – The Institute shall organize and maintain the services that become necessary, observing the current legislation and the specific rules and norms approved by the Board of Directors.

Article 4 – The Institute may adopt Bylaws that, if approved by the General Assembly, shall control its functioning.

Article 5 – To accomplish its objectives, the Institute may organize itself in as many branches or units as it becomes necessary, or even in representations, at the General Assembly's discretion.

Article 6 – With the aim of preserving its total and absolute independence, the Institute shall not adopt as its own, defend or privilege the interests of any entity with profit, promotional or political purposes.

CHAPTER II MEMBERSHIP

Article 7 – IPÊ – Institute of Ecological Research shall be constituted by an unlimited number of members, who will fall into 3 (three) categories, namely:

- I. Founding Members – those individuals who subscribed the Minutes of the Institute's Establishment and who were present at the Foundation Meeting;
- II. Full Members – all those individuals who, nominated by the Board of Directors and approved by the General Assembly, collaborate voluntarily to accomplish the social objectives of the Institute;
- III. Meritorious Members – those who, in view of relevant services rendered to the Institute, are nominated by the Board of Directors and approved by the General Assembly, but have no right to vote or be voted for in General Assemblies, and should compose the Advisory Committee.

§ 1 – The members in the Founding and Full categories who are in good standing shall be members of the Governing Board of the Institute, independently of election.

§ 2 – In order to be eligible to take part at the General Assembly, to vote and to be voted for the positions of Director President and Director Vice-President, a member shall be part of the Governing Board.

Article 8 – The duties of the members of IPÊ – Institute of Ecological Research are to:

- I. Respect and observe these Articles of Association, the provisions of the bylaws and the Deliberations of the Board of Directors, Governing Board and General Assembly;
- II. Give to the Institute all moral, material and intellectual cooperation, and strive for its growth;
- III. Attend General Meetings when called and also take part in the groups appointed to promote the activities sponsored by the Institute;
- IV. Fill in the membership application with complete personal information and mailing address;
- V. Inform the Board of Directors, in writing, of any change of address;

- VI. Join the committees to which they are appointed, serve the terms of office for which they have been voted for and fulfill the responsibilities attributed to them by the Governing Board;
- VII. Conduct themselves with due regard for the good name of IPÊ – Institute of Ecological Research, collaborating to accomplish its social objectives, and fulfill with interest and dignity the responsibilities of the positions entrusted to them.

Article 9 – The rights of the founding and full members of IPÊ – Institute of Ecological Research are to:

- I. Vote and be voted for elective positions, observing the art. 7, § 2, of these Articles of Association;
- II. Take part in all events sponsored by the Institute;
- III. Have voice and vote at General Meetings, observing the provisions of these Articles of Association;
- IV. Propose to the Governing Board the admission of new members and the measures considered suitable to the interest of the Institute;
- V. Call a General Meeting, together with 1/5 of membership, with justification of reasons and agenda.

Article 10 – The members shall not be liable, not even subsidiarily, for the Institute's responsibilities and duties, and shall not have any right in case of withdrawal or exclusion.

Article 11 – The members who no longer wish to be part of membership may ask the Governing Board or the Director President for dismissal in writing.

§ 1 – The members who commit a serious violation may be excluded for good cause shown, and serious violation can be understood as:

- (i) commitment of act prejudicial to the Institute's property, ethical principles and reputation;
- (ii) nonperformance of their duties and/or of the provisions of these Articles of Association.

§ 2 – Exclusion will be applied by means of reasoned decision of the Governing Board, after the Member present their defense in writing within 15 (fifteen) days from receiving the notice about the act committed. The exclusion can be appealed at the General Meeting within 15 (fifteen) days from that when the Member receives the notice of that decision.

CHAPTER III MANAGEMENT OF THE INSTITUTE

Article 12 – The bodies of IPÊ – Institute of Ecological Research are:

ADMINISTRATION:

- I. General Assembly;
- II. Governing Board;
- III. Board of Directors.

INSPECTION AND SUPPORT:

- IV. Fiscal Committee; and
- V. Advisory Committee.

Article 13 – The Institute shall adopt the necessary and sufficient management practices to restrain the individual and/or collective obtaining of personal benefits or advantages as a result of participating in the respective decision-making process.

Sole paragraph. Advisors, members, institutors, benefactors, or the equivalent, except for the Board of Directors, shall not receive any compensation for the statutory functions attributed to them by the respective constituting acts.

**CHAPTER IV
GENERAL ASSEMBLY**

Article 14 – The General Assembly, the supreme governing body of the membership’s will, is composed of founding and full members in good standing and in full enjoyment of their rights, who may be elected for positions in the Board of Directors and in the Fiscal Committee.

Article 15 – It is incumbent upon the General Assembly to:

- I. Elect the members of the Board of Directors and of the Fiscal Committee;
- II. Remove the members of the Board of Directors, of the Fiscal Committee, of the Governing Board, and of the Advisory Committee;
- III. Admit new members nominated by the Board of Directors;
- IV. Decide on appeals of excluded members;
- V. Approve the accounts and the annual balance sheet based on the opinion of the Fiscal Committee;
- VI. Approve the Work Plan proposed by the Board of Directors for the following year;
- VII. Amend the Institute’s Articles of Association, even concerning its objectives and its management;
- VIII. Decide on the dissolution of the Institute and appoint a liquidator when the accomplishment of its activities becomes impossible;
- IX. Decide on the benefit of alienating, mortgaging or exchanging property, authorizing the Board of Directors to do so;
- X. Authorize the establishment and setup of branches and new units to render services and/or representations whenever they are necessary to accomplish the Institute’s objectives;
- XI. Authorize the participation of the Institute in companies or entities that operate in the environmental or educational sector as partner or shareholder, reverting possible profit or dividends to the activities carried out by the Institute.

Article 16 – The General Assembly shall meet ordinarily once a year and extraordinarily whenever it is necessary.

§ 1 – General Meetings shall be called for specific purposes, by means of a prior and general notice, in the form of publication posted in the Institute’s principal office or by circulars, electronic mails or other adequate means at least 08 (eight) days in advance and may be held on-site or by videoconference or other electronic media.

§ 2 – Any General Meeting shall be open at first calling with half plus one of the voting members and, at second calling, after thirty minutes with any number, except for special quorum established by law or in these Articles of Association.

§ 3 – For the deliberations mentioned in items II, IV, VII, IX of art. 15, the consenting vote of 2/3 of the voting members present shall be required at the meeting especially called for this purpose, it may not deliberate, at first calling, without the absolute majority of membership, or with less than 1/3 in the following callings. In the other cases, deliberations shall be made by the majority of votes of the members present.

§ 4 – The deliberations referring to item II of art. 15 (removal of administrators) shall be largely justified, always granting to the accused administrator the right of defense before the General Assembly.

§ 5 – The vote by proxy shall be accepted by means of a public instrument or a simple private instrument, which shall be produced at the meeting.

§ 6 – The minutes of the meetings shall be drawn up and recorded at a Notary Public.

CHAPTER V GOVERNING BOARD

Article 17 – The Governing Board, decision-making body of the Institute, shall be composed of members of the Institute who belong to the categories of Founding and Full Members in good standing and in full enjoyment of their rights.

Sole paragraph – The Founding or Full Member who does not wish to participate in the Governing Board may present their resignation letter to the collegiate, without prejudice to their membership.

Article 18 – It is incumbent upon the Governing Board to:

- I. Discuss and deliberate on all and any subject-matter of interest to the Institute when called for this purpose at a General Meeting, observed the statutory provisions;
- II. Help the Board of Directors in the analysis, discussion and foundation of its position in relation to topics of strategic relevance to the Institute;
- III. Define the operating policy of the Institute;
- IV. Promote and publicize the Institute's work;
- V. Help the Board of Directors to secure the necessary resources to guarantee the sustainability, development and execution of the Institute's socio-environmental projects;
- VI. Deliberate on the exclusion of members.

Article 19 – The Governing Board shall meet whenever the institutional interests thus require, and shall be called by the Director President or the Director Vice-President or, moreover, by 1/5 of membership in the form of a publication posted at the Institute's principal office or by circulars, electronic mail or other adequate means at least 8 (eight) calendar days in advance.

§ 1 – The meetings of the Governing Board shall be held with the presence of at least 1/3 of its members, and may be held by videoconference or other electronic means.

§ 2 – The deliberations shall be taken by bare majority vote of the advisors participating in the meeting.

§ 3 – The minutes of the meetings shall be drawn up.

CHAPTER VI BOARD OF DIRECTORS

Article 20 – The Board of Directors, executive and managing body of the Institute, shall be composed of a Director President and a Director Vice-President elected by the General Meeting to serve a term of 5 (five) years, which will coincide with the term of the members of the Fiscal Committee, and the directors can be reelected with no limitation on the number of terms.

Sole paragraph. The Institute's directors, because they work in the executive management, may be compensated, observed the market standards in the region where they work, and the General Assembly shall define the value of the compensation.

Article 21 – It is incumbent upon the Board of Directors to:

- I. Rigorously abide by and cause others to abide by these Articles of Association, the Bylaws and the decisions of the General Assembly and of the Governing Board;
- II. Deliberate on administrative issues resulting from the activities of the Institute;
- III. Supervise the administrative, budgetary and planning activities decided by the Governing Board;
- IV. Prepare and submit to the Governing Board the annual report of activities;
- V. Submit to the General Assembly the accounts and the annual balance sheet, together with the opinion of the Fiscal Committee, for examination and approval by the General Assembly;
- VI. Determine the publishing program of the Institute;

- VII. Secure the resources necessary to guarantee the sustainability, development and execution of the social projects of the Institute, counting upon the support and effort of the Governing Board and the team in charge.

Article 22 – It is incumbent upon the Director President and the Director Vice-President, together or separately, besides what is attributed to them by the Governing Board and the General Assembly, to:

- I. Have due regard for the good progress, order and prosperity of the Institute;
- II. Represent the Institute, actively and passively, judicially and extrajudicially;
- III. Authorize attorneys-in-fact, for specific mandates and period certain, without the need of previous approval by the Governing Board or the General Assembly;
- IV. Abide by and cause others to abide by these Articles of Association and the Bylaws;
- V. Superintend all activities of the Institute, coordinating the work of researchers;
- VI. Call and chair General Meetings, signing the respective minutes;
- VII. Authorize the execution of work plans approved by the General Assembly;
- VIII. Authorize the movement of the Institute's funds, open and close bank accounts and operate them;
- IX. Obtain loans;
- X. Sign agreements, terms of partnership, funding and collaboration and cooperation agreements with public and private institutions, national and international, for technical, financial and institutional cooperation;
- XI. Keep in their custody all currency or securities belonging to the Institute;
- XII. Coordinate and supervise the services of the executive secretary;
- XIII. Supervise the accounting with diligence, so that it is done legally and according to the principles of management, and keep in their custody the books and documents necessary for these purposes;
- XIV. Manage the services of the treasury, watching over the Institute's budgetary equilibrium, accuracy and propriety;
- XV. Inspect collection, revenue, and payment of expenses;
- XVI. Decide on partnerships that will result in resources, from their own property or not, to support financially the execution of programs, projects or initiatives that include other entities that will receive such resources;
- XVII. Sign instruments that legalize partnerships that will result in resources, from their own property or not, to support financially the execution of programs, projects or initiatives to other entities;
- XVIII. With explicit authorization of the General Assembly:
 - a) Purchase real estate and accept donations with charges;
 - b) Alienate, mortgage, give in guarantee or exchange the Institute's real estate.

Sole Paragraph – The accounting services shall be performed by a technical professional hired for the job, who will be supervised by the Board of Directors.

Article 23 – If the Directors' term expires and their successors have not been elected, the respective terms shall be automatically extended for a maximum of 120 (one hundred and twenty) days, until a General Meeting is called for the election and investment of new elected directors, and all their acts will be valid in this period.

Article 24 – The Directors may resign to their positions by means of a letter to the Governing Board, and they may be removed by the General Assembly in a procedure assuring them legal defense.

Sole paragraph – If one or more positions in the Board of Directors should be vacant, the substitutes shall be elected by the General Assembly and shall perform their duties until the end of the term of office of the Board of Directors.

Article 25 – The Board of Directors may hire an Executive Secretary to help it manage activities, and may grant them representation powers by means of a proxy and delegate to them the other attributions provided in article 22 of these Articles of Association.

CHAPTER VII FISCAL COMMITTEE

Article 26 - The Fiscal Committee, inspecting body of the finance management performed by the Board of Directors, shall be composed of 3 (three) members (founding or full), elected by the General Assembly, to serve a term of 5 (five) years, coinciding with that of the Board of Directors, and successive reelections are possible.

Sole paragraph. The member elected for the Fiscal Committee shall automatically be granted leave from the Governing Board during the period of their term. Once their term in the Fiscal Committee is finished, because it expired or they have been removed, the member shall automatically resume their term in the Governing Board.

Article 27 – It is incumbent upon the Fiscal Committee to:

- I. Examine the accounting books and other documents related to bookkeeping;
- II. Check the cash on hand and cash in the bank;
- III. Examine the report of the Board of Directors and the annual balance sheet, writing its opinion to be approved by the General Assembly;
- IV. Explain to the General Assembly the inaccuracies or mistakes found, suggesting the necessary measures to correct them;
- V. Express its opinion on the financial and accounting reports and on the property transactions conducted, writing opinions to the General Assembly.

Article 28 – If one or more positions in the Fiscal Committee should become vacant, the substitutes shall be chosen by the General Assembly and shall serve until the end of the term of office of the other members.

ARTICLE VIII ADVISORY COMMITTEE

Article 29 – The Advisory Committee of the Institute is the body in charge of orientating technical and strategic issues and those related to the Institute’s guidelines and shall be composed of the meritorious members, who shall give opinions and recommendations to the Governing Board and the General Assembly whenever requested or even on their own initiative by speaking at meetings or writing Reports.

Sole paragraph – The Advisory Members shall participate in all meetings of the Governing Board and of the General Assembly for which they are invited, with right of voice, but not of vote.

CHAPTER VIII PROPERTY

Article 30 – The property of the Institute shall be composed of the chattels and real estate it owns or those which come to be acquired by purchase, donation or bequest, contributions, gifts, official aid, or subventions of any kind or nature. And its revenues shall derive from: (i) donations; (ii) compensation for services rendered; (iii) rental of classrooms, dormitory and dining hall and other facilities in the main property; (iv) royalties from licensing its logo; (v) sales of didactic and/or scientific publications and of products with its logo or that are produced within the context of its projects (native forest seedlings, handicraft, agricultural products, etc.); (vi) financial income.

§ 1 – The Institute does not distribute to its members, advisors, directors, employees, or donors the possible income, surplus, operational overage, gross or net, dividends, bonuses, equities or parts of its property accrued from its activities, under any form or pretext.

§ 2 – All property, revenues, resources, and possible operating income shall be totally invested in the national territory and in the maintenance and development of its institutional objectives immediately or through the setup of an equity fund or a reserve fund.

§ 3 – Subventions and donations received shall be totally invested in the objectives to which they are linked.

§ 4 – The Institute is not a private property of any group of individuals, families, professional entities, or non-charitable welfare association.

§ 5 - The generation of operating income by means of service or product sales shall result only from lawful activities clearly related to the Institute's social objectives and mission, and is intended for covering expenses and costs to make the Institute's self-support viable, in order to allow the offer of free services to the low-income segments of the Institute's public.

CHAPTER IX RENDERING OF ACCOUNTS

Article 31 – The rendering of accounts of the Institute shall observe at least:

- I. The fundamental principles of accounting and the Brazilian Norms of Accounting;
- II. The publicity, by any efficient means, at the end of the fiscal year, of the annual report and the financial statements of the Institute, including non-occurrence certificates issued by the National Institute of Social Security/INSS and the Severance Pay Indemnity Fund/FGTS, leaving them at any citizen's disposal for examination;
- III. The auditing of investment of possible resources from partnerships, including the auditing performed by external independent auditors, if that is the case, according to what is laid down by the regulations;
- IV. The rendering of accounts related to all resources and property of public origin received shall be made according to the sole paragraph of art. 70 of the Federal Constitution.

CHAPTER X GENERAL PROVISIONS

Article 32 – The financial year coincides with the calendar year.

Article 33 – The Institute shall maintain a program of scholarships and internships for researchers and define salaries and compensations to its employees and service renders compatible with the market standards in the region and field of occupation.

Article 34 – The cases herein omitted shall be settled by the Governing Board and countersigned by the General Assembly.

Article 35 – In case of dissolution of the Institute, the Institute shall assign the possible remaining property to a congeneric corporate entity, with its principal office and major activities within the State of São Paulo, preferably in the town of origin, qualified as a Public Interest Organization of the Civil Society according to Act 9.790/99, or, in case such entity does not exist, to a public entity in accordance with the decision of the General Assembly.

Article 36 – In case the Institute loses its qualification as an OSCIP, according to Act 9.790/1999, its respective available property bought with public resources received within the scope of Terms of Partnership signed during the period in which the qualification lasted, shall be transferred to another corporate entity qualified as OSCIP according to this Act, preferably with the same social object.

São Paulo, [date].

Director President

Director Vice-President

Lawyer's signature