

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709



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Secretary of State of Texas
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**Certificate of Formation
Nonprofit Corporation**

Article 1 - Corporate Name

The filing entity formed is a nonprofit corporation. The name of the entity is :

Rainforest Partnership

The name must not be the same as, deceptively similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for the "name availability" is recommended.

Article 2 – Registered Agent and Registered Office

A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:
Bobby L Warneke Jr

C. The business address of the registered agent and the registered office address is:

Street Address:
310 Le Grande Avenue Austin TX 78704-1849

Article 3 - Management (Complete items A or B)

A. Management of the affairs of the corporation is to be vested solely in the members of the corporation.

OR

B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Director 1: **Hazel M Barbour** Title: **Director**

Address: **1502 West 5th Street Austin TX, USA 78703-5144**

Director 2: **Jordan Erdos** Title: **Director**

Address: **5731 Wellington Drive Austin TX, USA 78723-3242**

Director 3: **Bobby L Warneke Jr** Title: **Director**

Address: **310 Le Grande Avenue Austin TX, USA 78704-1849**

**Article 4 - Organization Structure
(You must select either A or B below)**

A. The corporation will have members.

B. The corporation will not have members.

Article 5 - Purpose

The corporation is organized for the following purpose or purposes:

Rainforest Partnership is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Specifically, Rainforest Partnership will develop a global network of partners to protect the Earth's rainforests by identifying threats to forest integrity, working with others to create sustainable alternatives to deforestation, raising awareness within partner communities of the need for action, and acting as a catalyst to achieve a sustainable future.

Supplemental Provisions / Information

Upon the dissolution of this organization, the assets of Rainforest Partnership shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

[The attached addendum, if any, is incorporated herein by reference.]

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

OR

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Organizer

The name and address of the organizer are set forth below.

Niyanta Spelman **PO Box 49268, Austin, Tx 78765**

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Niyanta Spelman

Signature of organizer.

FILING OFFICE COPY

**Form 401
(Revised 12/09)**

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Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
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Filing Fee: See instructions



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In the Office of the
Secretary of State of Texas

MAR 01 2011

**Statement of Change of
Registered Office/Agent Corporations Section**

Entity Information

1. The name of the entity is:

Rainforest Partnership

State the name of the entity as currently shown in the records of the secretary of state.

2. The file number issued to the filing entity by the secretary of state is: 800910885

3. The name of the registered agent as currently shown on the records of the secretary of state is:

Bob Warneke

Registered Agent Name

The address of the registered office as currently shown on the records of the secretary of state is:

<u>310 Le Grande</u>	<u>Austin</u>	<u>TX</u>	<u>78704-1849</u>
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

Change to Registered Agent/Registered Office

4. The certificate of formation or registration is modified to change the registered agent and/or office of the filing entity as follows:

Registered Agent Change

(Complete either A or B, but not both. Also complete C if the address has changed.)

A. The new registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The new registered agent is an individual resident of the state whose name is:

<u>Niyanta</u>	<u>P.</u>	<u>Spelman</u>	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>

Registered Office Change

C. The business address of the registered agent and the registered office address is changed to:

<u>505 Willow</u>	<u>Austin</u>	<u>TX</u>	<u>78701</u>
<i>Street Address (No P.O. Box)</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

The street address of the registered office as stated in this instrument is the same as the registered agent's business address.

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MAR 01 2011

Secretary of State

Statement of Approval

The change specified in this statement has been authorized by the entity in the manner required by the BOC or in the manner required by the law governing the filing entity, as applicable.

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: Feb. 18, 2011



Signature of authorized person

NIVANTA SPELMAN

Printed or typed name of authorized person (see instructions)