

**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

The conditions of membership in the Corporation shall be stated in the Bylaws. Members of the Corporation shall not be entitled to vote on any matter.

**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 hereinafter named. 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**

### Initial Board of Directors

The number of Directors constituting the initial Board of Directors is thirty-six (36) and the name of the persons who are to serve as the initial Directors until the expiration date applicable to their classes and to be deemed to have served the number of prior terms served as set forth below, or until their earlier resignation or removal:

#### Class A (Expires 1992) No. of prior terms deemed served

Joseph F. Cullman, 3rd	0
Marshall Field V	0
Lena Guerrero	0
Cruz A. Matos	0
Arthur Ortenberg	0
Rodney Wagner	0
Susan M. Williams	1

#### Class B (Expires 1990) No. of prior terms deemed served

Oscar Arias Sanchez	0
Raymond F. Dasman	1
Lawrence S. Huntington	0
(Co-chairman, Executive Committee)	
Frances James	1
Thomas H. Kean	1
Eugene McBrayer	1
Gilman Ordway	1
William D. Ruckelshaus	1

Lloyd Schermer	1
Helen Spaulding	1
William H. Whyte	1
Ed Wilson	1
Rosemary M. Young	1

Class C (Expires 1991) No. of prior terms deemed served

Anne T. Bass	1
Edward P. Bass	0
John Bross	1
Caroline Getty	0
William T. Lake	1
Richard D. Lamm	1
Melvin B. Lane	1
(Co-chairman, Executive Committee)	
Hunter Lewis (Treasurer)	1
Adrienne Mars	0
Scott McVay	1
Julie Packard	1
Gerald E. Rupp	1
Anne P. Sidamon-Eristoff	1
(Secretary)	
George H. Taber	0
Russell E. Train	1
(Chairman of the Board)	

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

## ARTICLE XIV

### Initial Officers

The persons whose names appear below be and hereby are elected to the offices of the Corporation set forth opposite their names, to hold office until their successors are elected or until their earlier resignation or removal:

Name	Office
	President, Chief Executive Officer
Kathryn S. Fuller	Executive Vice-President Chief Operating Officer
Paige K. MacDonald	Officer
John H. Noble	Vice-President
Michael A. Mantell	General Counsel
Lawrence J. Amon	Vice-President for Finance and Administration