

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America
This public document
2. has been signed by **Milton Adair Tingling**
3. acting in the capacity of **County Clerk**
4. bears the seal/stamp of the **county of New York**

Certified

5. at New York City, New York
6. the 21st day of March 2019
7. by Deputy Secretary of State for Business and Licensing Services, State of New York
8. No. NYC-1210456
9. Seal/Stamp
10. Signature



Whitney A. Clark

Whitney A. Clark

Deputy Secretary of State for Business and Licensing Services

National Audubon Society. Inc.

March 19, 2019

Resolution Regarding Renewal of Special Tax Regime Status in Colombia

WHEREAS, in 2016, National Audubon Society, Inc. ("Audubon") registered a not-for-profit Office in Bogota, Colombia, through which to conduct business in furtherance of its corporate, charitable and conservations purposes;

WHEREAS, in January, 2017, Audubon was qualified under the special tax regime for fiscal purposes in Colombia;

WHEREAS, in 2018, Audubon applied for permanence under the special tax regime before the Colombian national tax authority – DIAN – and was approved to continue under the special tax regime for fiscal purposes in Colombia;

WHEREAS, Audubon is required to update its application for special income tax status annually, wishing to maintain its status as a charity that performs conservation activities in Colombia, does not make a profit from contributions in Colombia, and does not distribute any such contributions as surpluses; and,

WHEREAS, the Audubon Board acting through its authorized International Subcommittee (Board) has reviewed and approved the balance sheet and financial statements of the Audubon Colombia office as of December 31, 2018, and wishes to update its application for special income tax status as required in order to continue operating as a not-for-profit entity in Colombia.

WHEREAS, pursuant to Audubon's Colombia office's balance sheet, the entity does not have any permanent allowances either corresponding to prior years or to fiscal year 2018;

NOW THEREFORE BE IT RESOLVED, the Board hereby authorizes the legal representative of the Colombian office to file the corresponding special-tax-regime continuance application in Colombia;

BE IT FURTHER RESOLVED, that surplus resulting from fiscal year 2018 be reinvested in Colombia to carry out Audubon's corporate purpose during fiscal year 2019; and

BE IT FURTHER RESOLVED, that Lorraine Sciarra, a resident of the city of Princeton, New Jersey, in her capacity as Audubon's Assistant Secretary, be and hereby is authorized to make a certified copy of the

State of New York }
County of New York } ss:

No. 542347

I, **Milton Adair Tingling**, Clerk of the County of New York, and Clerk of the Supreme Court in and for said county, the same being a court of record having a seal, **DO HEREBY CERTIFY THAT**

JASMIN GRISEL PARRA

whose name is subscribed to the annexed original instrument has been commissioned and qualified as a NOTARY PUBLIC.....
and has filed his/her original signature in this office and that he/she was at the time of taking such proof or acknowledgment or oath duly authorized by the laws of the State of New York to take the same: that he/she is well acquainted with the handwriting of such public officer or has compared the signature on the certificate of proof or acknowledgment or oath with the original signature filed in his/her office by such public officer and he/she believes that the signature on the original instrument is genuine.



IN WITNESS WHEREOF, I have hereunto set my hand and my official seal this
20th day of March, 2019

Milton Adair Tingling

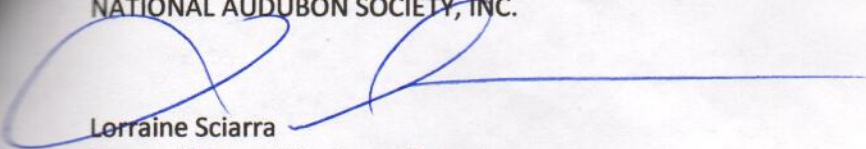
County Clerk, New York County



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present resolution and to legalize it before the proper authorities.

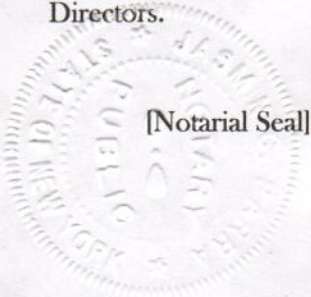
NATIONAL AUDUBON SOCIETY, INC.


Lorraine Sciarra
General Counsel/Assistant Secretary

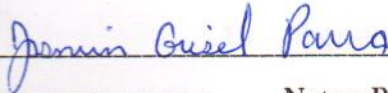
Notarial Acknowledgement

State of New York)
) ss.:
County of New York)

On the 20th day of March, 2019, before me personally came Lorraine Sciarra, personally known to me, who being by me duly sworn, did depose and say that he/she is the General Counsel and Assistant Secretary of National Audubon Society, the corporation described herein; that she is the person who executed the within instrument; and that she signed her name thereto by order of the Board of Directors.



[Notarial Seal]



JASMIN GRISEL PARRA
Notary Public - State of New York
No. 01PA6137018
Qualified in New York County
My Commission Expires February 17, 2022

Notary Public



NOTE: *The signature of the person authenticating the resolutions of Audubon must be authenticated by a Notary Public by means of the attached Notarial Declaration. Subsequently for countries signatories to the Hague Convention of 1961 the Apostille must be attached. For countries not signatories to the Hague Convention, the notarized documents must be legalized up to a Colombian Consul.*