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*[Signature]*  
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION  
OF  
DARWIN SCIENTIFIC FOUNDATION, INC.

*Norden*

FIRST: The name of the corporation is: DARWIN SCIENTIFIC FOUNDATION, INC. ("the Corporation").

SECOND: The address of its 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 its registered agent at such address is THE CORPORATION TRUST COMPANY.

THIRD: The nature of the Business or purposes to be conducted or promoted are to solicit, receive and maintain a fund or funds, the principal and income of which shall be applied exclusively for charitable purposes, and in particular for the advancement of scientific research, principally in the Galapagos Islands. As a means to this end, such purposes are to be carried out:

(a) By cooperating with and assisting the Charles Darwin Foundation for Research in the Galapagos;

(b) By cooperating with and assisting any successor to the Charles Darwin Foundation for Research in the Galapagos;

(c) By cooperating with and assisting any other scientific research organization conducting activities in the Galapagos;

(d) By supporting scientific research in any other place which, in the discretion of the Board of Directors, would be appropriate.

(e) Either directly or indirectly, either alone or in conjunction with others, whether such others be persons or organizations of any nature, such as firms, trusts, associations, syndicates, institutions, agencies, corporations or governmental bureaus, departments or agencies, by doing all such things and acts, and engaging in such activities as are necessary, useful, suitable, desirable or proper to carry out the purposes set forth herein.

Anything hereinabove contained to the contrary notwithstanding, in each instance where funds are expended by the Corporation outside the United States, complete control of the expenditure of such funds shall be retained by the Corporation, and the Corporation shall reserve the right at any time and from time to time to demand a full accounting by the recipients of such funds indicating that the same have been expended exclusively for the charitable purposes designated by the Corporation.

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers:

To purchase, receive by deed, gift, devise or bequest, or otherwise acquire, either absolutely or jointly with any other person or persons or corporation, any property, real, personal or mixed, or interests therein; to own, hold, mortgage, lease, donate, convey, sell or otherwise put to use or dispose of such property and rights; to invest, reinvest, deal with and expend its funds as may be necessary and proper for the purposes of the Corporation, but without and free from restrictions applicable to trustees or trust

funds; to borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired; and, in general, to exercise such powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law; provided, however, that the Corporation may not exercise any power either expressly, by interpretation of this certificate, by operation of law, or by amendment of this certificate, which would cause the corporation to lose its tax exempt status.

FOURTH: The Corporation is not organized for pecuniary profit and shall not have any capital stock; no part of its net earnings or of its capital shall inure to the benefit of any member, director (however styled), or officer of the Corporation, or any other individual, but reimbursement for expenditures or the payment of reasonable compensation for personal services rendered shall not be deemed to be a distribution of income or capital.

FIFTH: The conditions of membership shall be stated in the by-laws of the Corporation.

SIXTH: The name and mailing address of the

incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Andrew W. Regan	c/o Shearman & Sterling 153 East 53rd Street New York, New York 10022

SEVENTH: The Corporation shall have perpetual existence.

EIGHTH: Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, all property of the Corporation, from whatever source arising, shall be distributed to the Smithsonian Institution, Washington, District of Columbia, on the condition that such property be devoted to scientific research or, if in the discretion of the Board of Directors said Smithsonian Institution is unwilling or unable to effectively use such property for scientific research, such property shall be distributed to such organizations as are then described in Section 501(c)(3) of the Internal Revenue Code and are exempt from tax by virtue of Section 501(a) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors of the Corporation shall determine.

NINTH: In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Delaware, and the objects and purposes hereinabove set forth,

it is expressly provided that the corporation shall also have the following powers:

(a) To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property, both domestic and foreign; to borrow money and obtain credit; and to pledge or mortgage any property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association;

(b) To hold forever, or to sell, in the exercise of discretion, all property which may at any time and from time to time be received by this corporation by gift or bequest, without liability for holding or selling the same;

(c) To act either directly or indirectly, either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any sort or nature, such as firms, associations, trusts, syndicates, institutions, agencies, corporations or government bureaus, departments or agencies;

(d) To have officers and to promote, carry on and further the activities, objects and purposes of the corporation, within or without the State of Delaware, in other states, the District of Columbia, the territories or colonies of the United States, and without the United States, its territories and colonies;

(e) In general, to have all powers conferred upon a corporation by the laws of the State of Delaware, except as hereinafter prohibited or as forbidden by the by-laws of the corporation.

TENTH: In limitation of the general powers conferred by the laws of the State of Delaware, it is expressly provided that the Corporation shall not have the power to do any act or thing, or to engage in any activity, which would disqualify the corporation from exemption under

Section 501(a) of the Internal Revenue Code of 1954 as an organization described in Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: The purposes of this corporation are scientific. Except as permitted, with an appropriate election, by Section 501(h) of the Internal Revenue Code of 1954, or any comparable section in effect from time to time, no part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation within the meaning of Section 501(c)(3) of said Code, or any comparable section in effect from time to time. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for office.

TWELFTH: Anything contained in this certificate to the contrary notwithstanding, during any period when the Corporation shall be deemed a Private Foundation within the meaning of Section 509 of the Internal Revenue code, but during such period only, the Corporation shall be subject to the following duties and restrictions:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax law.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

THIRTEENTH: The activities and affairs of the Corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. The directors need not be members of the corporation unless so required by the by-laws. The board of directors shall be elected by the members at the annual meeting of the Corporation to be held on such date as the by-laws may provide, and shall hold office until their successors are respectively elected and qualified. Election of directors need not be by ballot unless requested by a member present at the meeting at which the election is held. The by-laws shall specify the number of directors necessary to constitute a quorum. The board of

directors may, by resolution or resolutions, passed by a majority of the whole board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the by-laws of the Corporation shall have and may exercise the powers of the board of directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the board of directors. The directors of the Corporation may, if the by-laws so provide, be classified as to term of office. The Corporation may elect such officers as the by-laws may specify who shall, subject to the provisions of the statute, have such titles and exercise such duties as the by-laws may provide. The board of directors is expressly authorized to make, alter or repeal the by-laws of this Corporation.

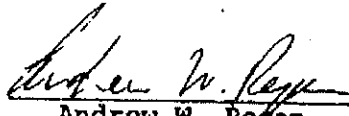
The Corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute, provided that the board of directors shall not exercise any power or authority conferred herein or by statute exclusively upon the members.



FOURTEENTH: Meetings of members may be held without the State of Delaware, if the by-laws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes), outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors.

FIFTEENTH: Any amendment to the certificate of incorporation shall be approved by a majority of the votes which at any time are authorized to be cast by all of the members.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of the Delaware Code, does make this certificate, hereby acknowledging that it is his act and deed and that the facts herein stated are true, and accordingly has hereunto set his hand and seal this 27<sup>th</sup> day of March, 1985.

 (L.S.)  
Andrew W. Regan

STATE OF NEW YORK     )  
                              :    ss. :  
COUNTY OF NEW YORK    )

On this *27<sup>th</sup>* day of *March*, 1985, before me personally came ANDREW W. REGAN, to me known and known to me to be the person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

*Esther Smithline*  
Notary Public

ESTHER SMITHLINE  
Notary Public, State of New York  
No. 30-47324GG  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires March 30, 1986

