

BYLAWS OF THE INSTITUTE FOR CONSERVATION AND SUSTAINABLE DEVELOPMENT OF AMAZON - IDESAM

CHAPTER 1

NAME, REGISTERED OFFICE, LEGAL SYSTEM AND DURATION

Article 1 THE INSTITUTE FOR CONSERVATION AND DEVELOPMENT SUSTAINABLE AMAZON - IDESAM, founded on September 20, 2004, registered under Number 15.907, in Book A-259, on March 4, 2005, CNPJ/MF 07.339.438/0001-48, hereinafter referred to as simply IDESAM, is a non-profit civil association under private law, with headquarters at Rua Barão de Solimões, n.12, Cj. Parque das Laranjeiras - Flores, Manaus/Amazonas, CEP: 69058-250, Manaus, Amazonas, and legal jurisdiction in the district of its headquarters and may install centers or subheadquarters where its administration deems convenient or necessary, including abroad.

Article 2. IDESAM shall enjoy financial and administrative autonomy and shall be governed by the applicable legislation, by the norms of this STATUTE and its INTERNAL REGIMENT, by the principles of impersonality, morality, publicity, transparency, economy, efficiency and democratic management.

Article 3. The duration of IDESAM is indefinite.

CHAPTER II

MISSION AND INSTITUTIONAL OBJECTIVES

Article 4. IDESAM's mission is to promote the valorization and sustainable management of natural resources in the Amazon, seeking alternatives for environmental conservation, social development and mitigation of climate change.

Sole Paragraph. The institutional mission established in this article will be carried out through the elaboration and direct or indirect execution of research, studies, projects, programs, plans of related actions, through the transmission of physical, human and financial resources, as well as the transmission of knowledge, covering the teaching, training and qualification of people, or assisting other private non-profit organizations, legal entities under private or public law, provided that they have activities congruent with the mission and objectives of IDESAM or, at least, related.

Article 5. IDESAM's institutional objectives shall be:

I - Develop, manage, coordinate, promote, encourage and execute projects, research, scientific studies, products and services that promote social assistance, education, employment and income generation and technical training, training and teaching in the agro-environmental and climate change and related areas, fostering environmental conservation and sustainable development, raising, transmitting and managing the necessary funds, from individuals or entities, national and foreign, private or public, including being able to transfer to partners, in cases aligned with the purposes set out in this statute;

II - Promote social assistance through the development and/or execution of projects related to income generation and employment, research, and professional qualification, sanitation, health, education and teaching, tourism, reforestation and recovery of degraded areas and any activities related to the protection of the environment and the use of natural resources, climate change and reduction of greenhouse gas emissions;

III - Provide technical, scientific and legal services related to natural resource management and conservation and sustainable development, such as agricultural and forestry technical assistance, research and related activities;

IV - Promote the fight against poverty through education activities, learning processes and training of people and traditional and / or rural communities, on the themes of conservation and sustainable management of natural resources and related activities, democratizing and disseminating knowledge and information, enabling the generation of work and income and stimulating environmental protection, prioritizing people with disabilities and special needs;

V - To develop technology innovation and business acceleration mechanisms in the the current legislation that contribute to IDESAM's mission and objectives;

VI - Offer opportunities for private initiative to practice its social and environmental responsibility by supporting projects developed by the Institute within its institutional objectives;

VII - Promote and execute training, capacity building and exchange of volunteers, technicians, specialists and students, aiming at increasing knowledge in the areas of environmental conservation, sustainable development and management of natural resources and related activities;

VIII - Organize and/or promote congresses, symposiums, seminars, conferences, technical-scientific publications, competitions and courses or actions of a didactic nature in general, as a way of stimulating discussion and debate in the search for creative, original and appropriate solutions to environmental and social problems;

IX - *Organize* and promote events and activities of a cultural, jist and sporting nature, aiming at the dissemination and awareness of society and the general public of IDESAM's activities, its mission and institutional objectives and the importance of environmental preservation combined with sustainable development;

X - Produce, systematize, organize and publish publicity, didactic and/or scientific material on topics related to IDESAM's mission and objectives;

XI - Establish partnerships with public or private entities that have institutional objectivessimilar orcorrelated, or ofany manciraserviçcis consecução of the mission and objectives of IDESAM;

XII - Encourage theoretical or experimental work carried out in a systematic way to acquire new knowledge, with a view to achieving a specific objective, discovering applications or obtaining a broad and precise understanding of the underlying fundamentals.

phenomena and facts observed, without prior definition for the practical use of the results;

XIII - Encourage systematic work using knowledge gained from research or practical experience, to develop new materials, products, devices or computer programs, to implement new processes, systems or services, or to improve those already produced or implemented by incorporating innovative features;

XIV - Fostering and developing professional training

XY - Promote scientific and technological services of advisory, consulting, studies, testing, metrology, standardization, technological management, promotion of innovation, management and control of intellectual property generated within research and development activities, as well as the implementation and operation of incubators;

XXI - Encourage Brazilian educational entities that meet **the** provisions of **Article** 213, items 1 and 11, of the Constitution of the Federative Republic of Brazil, with courses recognized by the Ministry of Education in the areas of information technology, such as information technology, computing, electrical, electronics, mechatronics, telecommunications and related areas, in the areas of health sciences, biological sciences, agrarian sciences, human and social sciences, in the interest of economic and social development in the Amazon.

§I° All activities in the area of education and health will be promoted free of charge, financed with their own resources. observing the complementary form of participation of organizations, as provided for in art. 3, items 111 and IV of Law n° 9.790/99.

§Paragraph 2 shall not be deemed to be own resources those generated by the collection of services from any natural or legal person, or obtained by virtue of transfer or compulsory collection.

§Paragraph 3. The conditioning of the provision of a service on the receipt of a donation, consideration or equivalent may not be regarded as free promotion of the service.

CHAPTER III THE ORGANIZATIONAL STRUCTURE

Article 6° IDESAM has the following organizational structure with its respective components:

I - General Assembly;

II - Management Board;

III - Cons Council *ultivo*;

IV - Fis Council *ca*

Sole paragraph. The bodies must be occupied by ASSOCIATES in full exercise of their rights, free of any impediments and of **character and** conduct known to be unblemished.

CHAPTER IV MEMBERS

Article 7. ASSOCIATES are defined as natural or legal persons, without legal impediments, who signed the minutes of the IDESAM constitution assembly, as well as those who are subsequently admitted as such by the BOARD OF DIRECTORS.

Article 8. The rights of the ASSOCIATES, provided that they are in full exercise of their prerogatives before IDESAM and free of impediments, are to participate, with the right to voice and vote, in the GENERAL ASSEMBLIES, and aindn:

I - Participate in all IDESAM activities;

II - to vote and be voted for in elections for the positions of COUNCILLORS;

III - Propose the creation of and take part in committees and working groups, when designated for these functions:

IV - Present proposals, programs and action projects;

V - Have access to all books of an accounting and financial nature, as well as to all plans, reports, renderings of accounts and independent audit results;

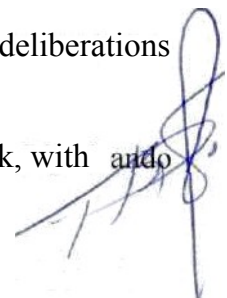
VI - Convene the deliberative bodies upon request signed by at least 1/5 (one fifth) of the ASSOCIATES in full exercise of their rights before IDESAM and free of any impediment.

Sole Paragraph. The ASSOCIATES with the nature of legal entity may compose any of the various organs of IDESAM, provided that they are represented by a person of unblemished character and reputation, linked to it as owner, partner, director, manager, agent or employee, duly authorized with a mandate that grants him specific powers to deliberate with the organs of IDESAM, and that they are free of any impediment and apart from any act or activity contrary to the objectives and mission of IDESAM.

Article 9 - It is the duty of the ASSOCIATES to comply with the pertinent legal provisions, as well as the statutory and regulatory provisions, abiding by the decisions of IDESAM's bodies, ensuring its good name and faithful fulfillment of its objectives, under penalty of exclusion, and also:

I - Observe the dictates of this STATUS, regulations, by-laws, votes, deliberations and resolutions of its bodies;

II - Cooperate in the development and dissemination of IDESAM's work, with a view to disseminating its institutional image, objectives and actions.



§Paragraph 1. The rights and duties provided for in this STATUTE are personal and non-transferable.

g2'. It is considered serious misconduct, liable to exclusion, to cause or cause moral or material damage to IDESAM, as well as to fail to comply with the provisions set forth in this STATUS and other rules and regulations of IDESAM, or to practice any act or activity in disagreement with its mission and institutional objectives.

§3°. The process of exclusion may be instituted by means of an informed proposition of any of the ASSOCIATES and voted at a GENERAL MEETING, which may be convened in the statutory form for this purpose, whenever the ASSOCIATE incurs in the illegal practices provided for in §2° of this article or contrary to morals and good customs, regardless of previous conviction, provided that his acts may harm the institutional image of IDESAM.

§4". The excluded ASSOCIATE will be informed that he/she will have the right to a broad defense and to an adversarial proceeding, presenting his/her defense within 10 (ten) days from the date of the notification and participating in the ASSEMBLY destined to vote on his/her **exclusion**, to which he/she will be regularly notified to attend, being able to present his/her defense in oral or written form, for a period of 20 (twenty) minutes.

Article 10. The ASSOCIATES are jointly and severally liable for the corporate obligations contracted on behalf of IDESAM, except in case of fraud or fraud.

CHAPTER V THE GENERAL MEETING

Article 11 The GENERAL ASSEMBLY is the sovereign body of IDESAM and is constituted by the ASSOCIATES in full enjoyment of their statutory rights.

Article 12 - The GENERAL ASSEMBLY shall meet extraordinarily whenever necessary and ordinarily once a year with the presence of 50% (fifty percent) plus one of the ASSOCIATES with voting rights at the first call and at least 1/3 (one third) at the following calls.

Sole paragraph. The GENERAL ASSEMBLY shall be chaired by the CHAIRMAN of the BOARD OF DIRECTORS.

Article 13 The GENERAL ASSEMBLY shall be responsible for:

I - Remove members of the Board of Directors;

II - Amend the present Statute.

§1'. For the resolutions referred to in items I and II of this article, a resolution of an extraordinary general meeting specially convened for this purpose is required.

§2°. The ASSEMBLIAS GkkAIS shall be convened by PkES1DEN3"E of the BOARD OF DIRECTORS by letter signed by at least one fifth (1/5) of the ASSOCIATES, by means of a notice posted at IDESAM's headquarters.

published in the local press, by circulars or by any other **efficient means, at least 7 (seven) days in advance.**

CHAPTER VI THE ADMINISTRATION COUNCIL

Article 14. The BOARD OF DIRECTORS is IDESAM's decision-making and management body, composed of 7 (seven) ASSOCIATES, elected for a term of 04 (four) years, or removed from office by the approval of 2/3 (two thirds) of the ASSOCIATES present at the specially convened GENERAL ASSEMBLY.

Sole paragraph. The BOARD OF DIRECTORS shall elect, by simple majority, one of its members to chair it for a term of two (2) years.

Article 15. The BOARD OF DIRECTORS shall meet ordinarily two (2) times a year and extra-ordinarily whenever a relevant and urgent reason so requires, in which case the meeting must be called at least three days in advance by its CHAIRMAN or by four members.

§1°. Ordinary and extraordinary meetings of the BOARD OF DIRECTORS shall be convened with the presence of at least 4 members, being permitted a virtual participation,

§Paragraph 2: The meetings shall be convened with the agenda of the matters to be discussed, which may be sent by letter, fax or e-mail.

§3'. The decisions of the BOARD OF DIRECTORS shall be approved by simple majority, except for the resolutions provided for in items X to XIII of Article 16, which shall be approved by absolute majority.

§4°. Votes by proxy, fax, e-mail or letter from members of the BOARD OF DIRECTORS who are unable to attend meetings will be accepted, provided that they are sent or delivered to the CHAIRMAN of the BOARD OF DIRECTORS prior to the respective deliberation, and that they are initialed by the BOARD MEMBERS present and permanently filed, with the summarized content appearing in the minutes of the meeting.

§5°. The EXECUTIVE DIRECTOR and the HONORARY DIRECTORS shall participate in the meetings of the Board of Directors with the right to speak.

Article 16. It is incumbent upon the BOARD OF DIRECTORS to discuss and deliberate upon about:

I - To elect and dismiss members of the FISCAL COUNCILS; 11 - To

approve IDESA

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annual strategic planning and goals.

III - Approve the acquisition, disposal, lease, assignment, encumbrance or gmvame of movable and immovable property, as well as financial operations of loans and financing exceeding 200 (two hundred) minimum wages;

IV - Request the examination of books, papers, accounting and administrative records, the state of cash and valuables on deposit and other measures deemed necessary;

V - Approve the job and salary plans, which must be compatible with the following criteria with the labor market;

VI - Create technical and advisory departments or bodies, provided that their functionality and techniques are observed for the fulfillment of IDESAM's objectives;

VII - Approve the annual budget planning;

VIII - Resolve any cases not covered by these Bylaws, the Rules of Procedure, and of the **relevant standards**;

IX - To deliberate and vote on the admission of ASSOCIATES;

X - To deliberate and vote on the exclusion of ASSOCIATES;

XI - Select and hire the EXECUTIVE DIRECTOR;

XII - Develop and amend the FNTtl RFGIM IN TERNO:

XIII - Deliberate on the extinction of IDESAM and the destination of its assets.

Article 17 The CHAIRMAN of the ADMINISTRATION BOARD shall be responsible for:

I - Guide the planning, implementation and accountability of available financial resources;

II - Chair a ASSEMBLY C'ERAL e meetings the BOARD OF ADMINISTRATION;

III - Supervise the assets of the INSTITUTE in accordance with its strategic objectives and under the guidance of the ADM INIS I"RA T I O N BOARD:

IV - To inform the GENERAL ASSEMBLY of the results of the work of the MANAGEMENT BOARD IN IS'TRATION:

V - Enforce this STATUS;

Article 18 In the event of a vacancy in the office of CHAIRMAN of the BOARD OF DIRECTORS, the Dean of the BOARD shall convene meetings to choose a new CHAIRMAN within a period not exceeding thirty (30) days.

Article 19. The EXECUTIVE DIRECTOR shall be an employee of the FDI and he/she acts for the FDI.

hired by the BOARD OF DIRECTORS, under the civil service regime:

- I - Represent IDESAM actively and passively, in court or out of court;
- II - Sign agreements, contracts and terms of partnerships with public and private, national and international institutions for technical, financial and institutional cooperation;
- III - To open bank accounts in the name of IDESAM, sign checks, requisition stubs, contract credit operations, loans and/or financing, as well as any and all measures necessary for its financial operations;
- IV - Coordinate the entire operational and tactical part of IDESAM, observing the annual strategic planning established by the BOARD OF DIRECTORS;
- V - Deliberate on and supervise the administrative, budgetary and operational planning functions decided by the ADMINISTRATION BOARD;
- VI - Prepare and/or review the financial reports on IDESAM's activities, for consideration by the BOARD OF DIRECTORS;
- VII - Propose, analyze and judge IDESAM projects according to the programs defined by the BOARD OF DIRECTORS;
- VIII - Supervise and coordinate programs, projects and departments, as well as direct IDESAM's activities and define the duties of its staff;
- IX - Selecting and hiring natural or legal persons for the performance of activities administrative and technical;
- X - Assist the CHAIRMAN of the BOARD OF DIRECTORS at the GENERAL MEETING;
- XI - Manage IDESAM's assets in accordance with its strategic objectives.

CHAPTER VII THE ADVISORY BOARD

Article 20. The CONSUL FIVO COUNCIL shall be composed of a minimum of 3 (three) and a maximum of 7 (seven) members, whose terms of office shall be 3 (three) years, with re-election for an indefinite number of terms being permitted.

Article 21 The CONSULTATIVE COUNCIL shall be responsible for:

- I - Provide advisory support to the BOARD OF DIRECTORS on strategic, technical and scientific matters;

II - Identify opportunities for IDESAM to act.

CHAPTER VIII THE SUPERVISORY BOARD

Article 22. The FISCAL COUNCIL is the supervisory body of IDESAM's accounting and financial administration and shall be composed of 3 (three) members of recognized suitability, whose terms of office shall be 2 (two) years, with re-election being permitted for an indefinite number of terms.

Article 23 The FISCAL COUNCIL shall be responsible for:

I - Giving a formal opinion on reports, accounting and financial statements and on the patrimonial operations carried out by IDESAM, restricting the obtaining, individually or collectively, of personal benefits or advantages, as a result of participation in the decision-making process, offering the reservations they deem necessary, always observing the principles of legality, probity, good faith and still:

a) Observe the fundamental accounting principles and standards;

b) Publicize, by any effective means, at the end of the fiscal year, the report of activities and the financial statements of the entity, including the negative certificates of debts with the INSS and the FGTS, making them **available** for examination by any public;

c) Coordinate the audit, of external and independent auditors, as provided for in specific regulations;

d) Account for all resources and assets, regardless of their origin, whether public or private, also observing the sole paragraph of Article 70 of the Constitution of the Republic;

II - To give an opinion on any matter involving IDESAM's assets, whenever necessary;

III - Attend the meetings of the BOARD OF DIRECTORS to provide any clarifications, whenever necessary;

IV - Opinion on the dissolution and liquidation of IDESAM.

§1°. The members of the FISCAL COUNCIL shall elect, by simple majority, its CHAIRMAN, who shall coordinate the work of its competence.

§Paragraphe 2: TheCOUNCIL

shall deliberate by simple majority, with theCHAIRMAN, if necessary, casting the deciding vote.

§3°. TheCOUNCIL shall meet ordinarily once a year, and extraordinarily whenever a relevant and urgent reason so requires, in which case the meeting shall be convened at least three (3) days in advance by the CHAIRMAN.

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CHAPTER IX DISMISSAL OF MEMBERS OF COUNCILS

Article 24. The dismissal of the COUNSELOR from their respective bodies shall take place by:

I - Expiry of mandate;

II - Unjustified absence from 03 (three) consecutive meetings or 05 (five) changed meetings;

III - Loss of ASSOCIATE status;

IV - By its own decision, with express communication to the respective PRESIDENT, at least 20 (twenty) days in advance.

Sole Paragraph. In the event of a vacancy in any of the bodies, the CHAIRMAN of the BOARD OF DIRECTORS shall call for elections, to be held within thirty (30) days of the vacancy, to elect the member who will serve the remainder of the term of office.

CHAPTER X HERITAGE AND FINANCE

Article 25. IDESAM's assets shall consist of:

I - Movable and immovable property and income from donations and contributions from individuals or legal entities, public or private, national or foreign.

II - Any assets acquired by you.

Article 26. IDESAM will have, for its maintenance, without prejudice to its status as a non-profit organization, revenues from:

I - Contributions and donations from individuals and legal entities, domestic or foreign;

II - Applications, investments, reversals, loans and transfers from domestic, foreign, public or private financial institutions;

III - Use, licensing or sub-licensing of your trademark;

IV - Scientific advisory services provided to public or private, national or foreign entities;

V - Sale of products and services resulting from the development of its projects, including publications, artifacts of forest and agroextractive products, among others.

VI - Agreements and terms of partnerships entered into with governmental or non-governmental entities, national or foreign, which provide for the transfer of financial resources to IDESAM.

Article 27. IDESAM may not receive any kind of donation or grant that could compromise its independence and autonomy from any donors or subventors.

Article 28. All IDESAM's resources are applied exclusively within the national territory, except for expenses incurred in foreign territory, such as, but not limited to: travel expenses, accommodation, food, transportation, training, courses, events and so on, provided that they originate from actions promoted outside Brazil and related to the pursuit of its corporate purpose.

§Paragraph 1. The distribution among its ASSOCIATES, DIRECTORS, EMPLOYEES or donors of any gross or net operating surpluses, dividends, bonuses, participations or portions of its assets, earned through the exercise of its activities, which will be fully applied in the achievement of its corporate purpose, is prohibited.

§2° IDESAM project resources will always be executed in compliance with Brazilian legislation in all its aspects and specifying the use of resources by the characteristics of the donors, without overriding Brazilian legislation.

CHAPTER XI THE ACCOUNTING SYSTEM AND STATEMENTS

Article 29. IDESAM's financial year shall end on December 31st, 2010. each year.

Article 30. The accounting statements, including the negative certificates of debts with the Federal Revenue Service, the INSS and the FGTS, shall, within the first 120 (one hundred and twenty) days of the year, be sent to the BOARD OF DIRECTORS by the PRESIDENT for appreciation and approval.

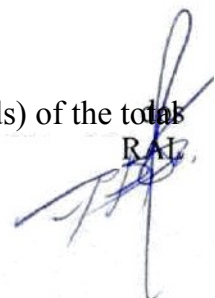
Article 31. The financial statements and accompanying documents may be examined by any citizen at IDESAM's headquarters upon written request.

Article 32. The rendering of accounts shall comply with the normative principles, in accordance with Brazilian legal precepts.

Article 33. The rendering of accounts regarding the resources and assets of public origin received as a result of the Partnership Terms entered into with the Public Power, based on Law 9.790, of March 23, 1999 and subsequent modifications, shall obey the dictates of Article 70 of the Federal Constitution of 1988, and the application of such resources and assets shall be audited, as provided for in the regulations of the Law in question.

CHAPTER XII TERMINATION OR DISSOLUTION OF IDESAM

Article 34. IDESAM will be extinguished by decision of 2/3 (two thirds) of the total ASSOCIATES, who will be summoned to the installation of a GEO



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specific for this purpose, such deliberation cannot take place without the presence of at least 2/3 (two thirds) of all its members (regardless of the number of calls).

Article 35. Once the extinction of IDESAM has been decided, a LIQUIDATING COMMISSION will be appointed responsible for the appropriate measures, among which, the formalization and dissemination of the justifications for the extinction and the destination of the residual assets of the entity stand out.

Article 36. In case of dissolution, the net assets of IDESAM shall be fully vested in non-governmental, non-profit organizations, identical or similar to IDESAM, including the corporate purpose, located in the Western Amazon and necessarily qualified by Law No. 9.790/99.

§In the event that IDESAM loses the qualification established by Law 9.790/99, the respective available assets, acquired with public resources during the period in which the qualification lasted, will be transferred to another legal entity qualified under this Law, preferably with the same corporate purpose.

§2". Under no circumstances may the said assets be shared, directly or indirectly, among the ASSOCIATES or members of any IDESAM bodies, and the members of the LIQUIDATING COMMISSION shall be personally liable for such acts, which are immediately declared null and void.

CHAPTER XIII GENERAL AND TRANSITIONAL PROVISIONS

Article 37. The BOARD OF DIRECTORS may honor individuals or legal entities deemed worthy of it for their actions within the scope of IDESAM's mission and appoint, for their notable technical capacity, individuals, whether or not they are members. Honorary Directors, who will have the right to attend any meeting of IDESAM's bodies and will not be prohibited from providing services;

Article 38. IDESAM may join or become a member of organizations or related entities, national or foreign, which have related institutional objectives, or develop activities of interest to the Institution.

Article 39. The economic and financial results arising from services or equity investments, donations, aid and subsidies, sale of products and services or in any other way earned, will be fully applied in achieving the objectives of IDESAM, being prohibited, in any form and under any pretext, the distribution of any financial surpluses among the members of its bodies, sponsors, collaborators, benefactors, associates or any other persons.

Article 40. The members of the COUNCILS are forbidden to extract personal benefits and advantages to the detriment of the institution and to the detriment of morality and impersonality as well as to receive any type of remuneration for the activities carried out in this capacity, with the exception of covering direct expenses related to them.

Paragraph 1. Personal benefits or advantages are understood to be those obtained by the managers and/or their spouses, partners and collateral and related relatives up to the **third degree, or** by legal entities of which the aforementioned individuals are controlling shareholders or hold more than ten percent of the equity interests.

Article 41 IDESAM is forbidden to be involved in political/partisan and religious issues or in any other issues that are not in line with its institutional mission,

Article 42. IDESAM may develop and maintain a scholarship and internship program, as well as volunteer programs.

Article 43. The BOARD OF DIRECTORS may choose to replace the BOARD OF AUDITORS with a professional audit.

Article 44. The provisions to the contrary having been revoked, this STATUTE shall enter into force on the date of its registration with the competent notary.

Article 45. The ADMINISTRATION casos omissos serão resolvidos pelo COUNCIL OF

Manaus, July 29, 2020.



PAOLA PACHECO BLEICKER
Executive Director



VANYLTO BEZERRA DOS SANTOS
Lawyer OAB AM 7.719

