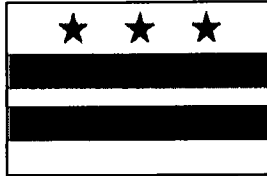


GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

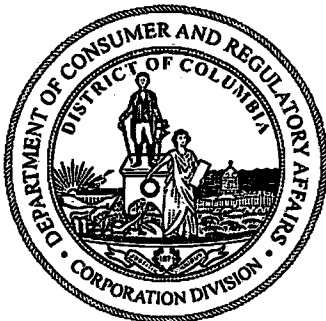
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this **CERTIFICATE OF RESTATED ARTICLES** is hereby issued to:

Verra

Effective Date: 4/18/2018

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 4/18/2018 1:43 PM

Business and Professional Licensing Administration

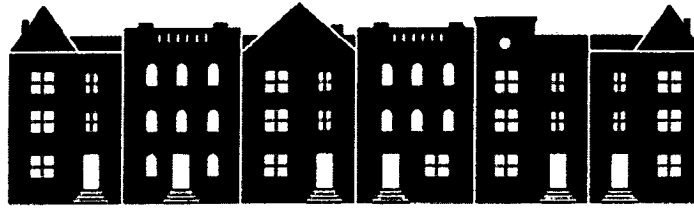


Handwritten signature of Patricia E. Grays in black ink.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Muriel Bowser
Mayor

Tracking #: I2JDxYfe



DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS
District of Columbia Government
Corporations Division

Restated Articles of Incorporation of Domestic Nonprofit Corporation
Form DNP-3, Version 2, January 2012.

This form will allow for a domestic nonprofit corporation to restate its original articles of incorporation or incorporate all amendments in one document.

ENTITY TYPE

Domestic Nonprofit Corporation

FILING FEE

Refer to Corporate Fee Schedule posted online;

Under the provisions of the Title 29 of D.C. Code (Business Organizations Act), the domestic filing entity listed below hereby applies for a Certificate of Restated Articles of Incorporation and for that purpose submits the statement below.

1. Corporation Name.

Verified Carbon Standard Association

2. The text of the restated articles of incorporation. (may attach the statement)

Please see attached statement.

3. The restated articles consolidate all amendments into a single document.

4. If a new amendment is included in the restated articles then all requirements of the section §§ 29-408.03 and 29-408.04. shall be met.

If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405;

5. Name of the Governor or Authorized Person.

Will Ferretti
Chief Operating & Financial Officer

5A. Signature of the Governor or Authorized Person.

Mail all forms and required payment to:

Department of Consumer and Regulatory Affairs
Corporations Division
PO Box 92300
Washington, DC 20090
Phone: (202) 442-4400

Corporate Online Services Information:

Many corporate filings are available by using CorpOnline Service. Go to CorpOnline site at <https://corp.dkra.dc.gov>, create the profile, access the online services main page and proceed. Online filers must pay by using the credit card.

Please check dcra.dc.gov to view organizations required to register, to search business names, to get step-by-step guidelines to register an organization, to search registered organizations, and to download forms and documents. Just click on "Corporate Registrations."

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VERIFIED CARBON STANDARD ASSOCIATION

On this tenth day of April, 2018, the undersigned, being an authorized officer of the corporation named herein, pursuant to the District of Columbia Nonprofit Corporation Act, District of Columbia Code section 29-301.01 et seq. (the "Act") for the purpose of amending and restating the Articles of Incorporation of a District of Columbia nonprofit corporation, states as follows:

FIRST: The name of the corporation shall be Verra (the "Organization").

SECOND: The period of its duration is perpetual.

THIRD: The Organization is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States federal tax law (the "Code"), including but not limited to developing and managing standards and related programs that enable countries, the private sector and civil society achieve their sustainable development and climate change goals and to protect and conserve the environment for the benefit of the general public. Subject to the limitations set forth below, the Organization may conduct any or all lawful affairs, not required to be stated specifically in these

Amended and Restated Articles of Incorporation, for which corporations may be incorporated under the Act.

FOURTH: The Organization is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code. The Organization shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the Organization may exercise any and all powers conferred upon nonprofit corporations by the Act.

FIFTH: No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code); and the Organization shall not participate in, or intervene in (including the publishing or distributing statements), any political campaign on behalf or, or in opposition to, any candidate for public office. Further, no part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, the Organization's directors, officers or private individuals, but the Organization 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 Third hereof.

SIXTH: The Organization shall not have members. All voting power, including, without limitation, power to vote on amending these Amended and Restated Articles of Incorporation, shall be vested in the Board of Directors.

SEVENTH: The Organization shall not be authorized to issue any capital stock.

EIGHTH: The internal affairs of the Organization shall be managed by a board of directors (the "Board of Directors"), the members of which shall be elected or appointed in the manner provided in the Bylaws of the Organization.

NINTH: Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Organization, distribute all of the assets of the Organization as the Board of Directors shall determine to one or more organizations then described in Sections 170(c)(2) and 501(c)(3) of the Code.

TENTH: The address of the registered office of the Organization in the District of Columbia is 1090 Vermont Avenue N.W., Suite 910, Washington, D.C., 20005. The name of the registered agent of the Organization at such address is National Registered Agents, Inc.

* * *

The foregoing Amended and Restated Articles of Incorporation (including each new amendment contained therein) were duly adopted and approved by the Board of Directors on April 10, 2018 in accordance with the requirements of the Act; the Organization having no members, member approval was not required.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the undersigned as of the date first written above.

By: _____



David Antonioli
Chief Executive Officer