

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**
Read the Instructions C018i

1. ENTITY TYPE – check only one to indicate the type of entity applying for authority:

- | | |
|--|--|
| <input checked="" type="checkbox"/> FOR-PROFIT CORPORATION | <input type="checkbox"/> INSURER |
| <input type="checkbox"/> NONPROFIT CORPORATION | <input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION |
| <input type="checkbox"/> PROFESSIONAL CORPORATION | <input type="checkbox"/> CREDIT UNION |
| <input type="checkbox"/> CLOSE CORPORATION | <input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION |
| <input type="checkbox"/> CORPORATION SOLE | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC. |
| | <input type="checkbox"/> NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) – enter the exact, true name of the foreign corporation:

Indigo Carbon PBC

3. NAME TO BE USED IN ARIZONA (ENTITY NAME) – *see Instructions C018i* - identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

3.1 ☐ Name in state or country of incorporation, with no changes – Go to number 4.

3.2 ☒ Name in state or country of incorporation, *with a corporate identifier added* to it – Enter the name in number 3.4 below.

3.3 ☐ Fictitious name (check this *only if* the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) – Enter the name in number 3.4 below.

3.4 **If you checked 3.2 or 3.3,** enter or print the name to be used in Arizona:
Indigo Carbon PBC Corporation

4. FOREIGN DOMICILE – list the state or country in which the foreign corporation is incorporated: Delaware

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: 06/07/2019

6. DURATION – **If the duration or life period of the foreign corporation is perpetual (forever), then skip this section** and continue to number 7 or number 8. Otherwise, check the box below *and* fill in the date:

☐ The foreign corporation life period will end on this **date:** _____ (enter a date)

7. PURPOSE – the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following **limitations**, if any (*leave this blank if there are no limitations on the corporation's purpose*):

- 8. CHARACTER OF BUSINESS** – briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

purchase and sale of carbon offsets

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS – see <i>Instructions C018i</i> – give the physical or street address (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:			10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: Is the Arizona known place of business street address the same as the street address of the statutory agent? <input checked="" type="checkbox"/> Yes – go to number 11 and continue. <input type="checkbox"/> No – provide the Arizona physical or street address (not a P.O. Box) below:		
Attention (optional)			Attention (optional)		
1209 Orange Street					
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State	Zip	City	State	Zip
Wilmington	DE	19801			

11. STATUTORY AGENT IN ARIZONA – see <i>Instructions C018i</i> :					
11.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			11.2 OPTIONAL – mailing address in Arizona of statutory agent (can be a P.O. Box):		
C T Corporation System					
Statutory Agent Name (required)					
Attention (optional)			Attention (optional)		
3800 North Central Avenue			3800 North Central Avenue		
Address 1			Address 1		
Suite 460			Suite 460		
Address 2 (optional)			Address 2 (optional)		
City	State	Zip	City	State	Zip
Phoenix	AZ	85012	Phoenix	AZ	85012
11.3 REQUIRED – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Authority.					

12. DIRECTORS – list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Director Attachment</u> form C082.					
Marc Meunier					
Director Name			Director Name		
500 Rutherford Avenue					
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Charlestown	MA	02129			
Country	US		Country		
Date taking office (optional):			Date taking office (optional):		

Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	<input type="text"/>	<input type="text" value="State or Province"/>	Zip	City	<input type="text"/>	<input type="text" value="State or Province"/>	Zip
Country	<input type="text"/>			Country	<input type="text"/>		
Date taking office (optional):				Date taking office (optional):			
Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	<input type="text"/>	<input type="text" value="State or Province"/>	Zip	City	<input type="text"/>	<input type="text" value="State or Province"/>	Zip
Country	<input type="text"/>			Country	<input type="text"/>		
Date taking office (optional):				Date taking office (optional):			
13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Officer Attachment</u> form C085.							
Marc Meunier				Marc Meunier			
Officer Name				Officer Name			
500 Rutherford Avenue				500 Rutherford Avenue			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
Charlestown		MA	02129	Charlestown		MA	02129
City	<input type="text" value="US"/>	<input type="text" value="State or Province"/>	Zip	City	<input type="text" value="US"/>	<input type="text" value="State or Province"/>	Zip
Country	<input type="text"/>			Country	<input type="text"/>		
Date taking office (optional):		Officer title:		Date taking office (optional):		Officer Title:	
		<input type="text" value="President"/>				<input type="text" value="Secretary"/>	
Ryan Murray				Ryan Murray			
Officer Name				Officer Name			
500 Rutherford Avenue				500 Rutherford Avenue			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
Charlestown		MA	02129	Charlestown		MA	02129
City	<input type="text" value="US"/>	<input type="text" value="State or Province"/>	Zip	City	<input type="text" value="US"/>	<input type="text" value="State or Province"/>	Zip
Country	<input type="text"/>			Country	<input type="text"/>		
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	
		<input type="text" value="CFO"/>				<input type="text" value="Treasurer"/>	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	<input type="text"/>	<input type="text" value="State or Province"/>	Zip	City	<input type="text"/>	<input type="text" value="State or Province"/>	Zip
Country	<input type="text"/>			Country	<input type="text"/>		
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	
		<input type="text"/>				<input type="text"/>	

- 14. FOR-PROFITS ONLY – SHARES AUTHORIZED** – *see Instructions C018i* – list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the Shares Authorized Attachment form C087.

Class: Common Series: _____ Total: 10,000,000

Class: _____ Series: _____ Total: _____

- 15. FOR-PROFITS ONLY – SHARES ISSUED** – *see Instructions C018i* – list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: Common Series: _____ Total: 1,000,000

Class: _____ Series: _____ Total: _____

- 16. NONPROFITS ONLY – MEMBERS – check one box only:**

Does the foreign nonprofit corporation have members?

☐ Yes

☐ No

- 17. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL SERVICES** – if "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

18. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL LICENSE:

By the signature appearing on this document, the foreign professional corporation certifies under penalty of law that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

NOTE: You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

DocuSigned by:

☒ I ACCEPT

Marc Meunier

MARC MEUNIER

10/15/2024

Signature

Printed Name

Date

REQUIRED – check only one:

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
I am the Chairman of the Board of Director of the corporation filing this document.	I am a duly-authorized Officer of the corporation filing this document.	I am a duly authorized Bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: \$175.00 (regular processing)
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Examination Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax (for Regular or Expedite Service ONLY): 602-542-4100
Fax (for Same Day/Next Day Service ONLY): 602-542-0900

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATUTORY AGENT ACCEPTANCE

Please read Instructions *M002i*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):

Indigo Carbon PBC Corporation

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

C T Corporation System

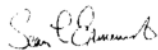
3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

C T Corporation System

By:



SEAN L. EMERICK, ASSISTANT SECRETARY

10/15/2024

Signature

Printed Name

Date

REQUIRED – check only one:

- | | |
|--|--|
| <input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent. | <input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity. |
|--|--|

Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: none (regular processing)

All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Examination Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

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CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

Indigo Carbon PBC Corporation

2. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten percent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:

- | | | | |
|------------|---|------------------------------|--|
| 2.1 | Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 2.2 | Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 2.3 | Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: <ul style="list-style-type: none"> a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

- 2.4** If any of the answers to numbers 2.1, 2.2, or 2.3 are **YES**, you **MUST** complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.

3. BANKRUPTCY QUESTION:

- | | | | |
|------------|---|------------------------------|--|
| 3.1 | Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty percent of the issued and outstanding common shares or twenty percent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty percent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 3.2 | If the answer to number 3.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005. | | |

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten percent of the issued and outstanding shares or ten percent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.


MARC MEUNIER

Name 500 Rutherford Avenue		
Address 1		
Address 2 Charlestown	MA	02129
City	State	Zip
Country		

SIGNATURE – see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

DocuSigned by:

 31E708040F424E6
 Signature

MARC MEUNIER

3/6/25

Printed Name

Date

REQUIRED – check only one:

- ☐ **Incorporator** – I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** – I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

Name		
Address 1		
Address 2		
City	State	Zip
Country		

SIGNATURE – see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

REQUIRED – check only one:

- ☐ **Incorporator** – I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** – I am an officer of the corporation submitting this Certificate
- ☐ **Chairman of the Board of Directors** – I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** – I am a Director of the credit union or loan company submitting this Certificate.

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: None

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Examination Section
 1300 W. Washington St., Phoenix, Arizona 85007
 Fax (for Regular or Expedite Service ONLY): 602-542-4100
 Fax (for Same Day/Next Day Service ONLY): 602-542-0900

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Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INDIGO CARBON PBC" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF MARCH, A.D. 2025.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



7457141 8300

SR# 20250897960

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, reading "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 203065014

Date: 03-03-25

Delaware

Page 1

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE
STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND
CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "INDIGO CARBON PBC"
AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTH DAY OF JUNE,
A.D. 2019, AT 9:28 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "INDIGO
CARBON PBC" TO "TERRATON INITIATIVE PBC", FILED THE TWENTY-NINTH
DAY OF OCTOBER, A.D. 2019, AT 1:21 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TERRATON
INITIATIVE PBC" TO "INDIGO CARBON PBC", FILED THE FIFTEENTH DAY
OF MAY, A.D. 2020, AT 10:59 O'CLOCK A.M.

CERTIFICATE OF REVIVAL, FILED THE SIXTEENTH DAY OF MARCH,
A.D. 2022, AT 2:39 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "INDIGO CARBON PBC".



7457141 8100H
SR# 20250892655

You may verify this certificate online at corp.delaware.gov/authver.shtml

C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 203061989
Date: 03-03-25

Delaware

The First State

Page 2



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

7457141 8100H
SR# 20250892655

Authentication: 203061989
Date: 03-03-25

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF INCORPORATION**OF****INDIGO CARBON PBC, a Delaware Public Benefit Corporation**

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:28 AM 06/07/2019
FILED 09:28 AM 06/07/2019
SR 20195304826 - File Number 7457141

FIRST: The name of the corporation (the "Corporation") is Indigo Carbon PBC.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware, 19801, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.

THIRD: The Company shall be a public benefit corporation as contemplated by subchapter XV of the General Corporation Law of the State of Delaware. The nature of the business or purposes to be conducted or promoted by the Corporation are (i) to promote certain specific public benefits (as defined in Section 362(b) of the General Corporation Law of the State of Delaware) by developing and offering sustainable agricultural practices to farmers, growers and others in order to improve global environmental sustainability for both current and future generations, and (ii) to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock that the Corporation has the authority to issue shall be ten million (10,000,000) shares of common stock, par value \$0.0001 per share.

FIFTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided that:

(a) Subject to the limitations and exceptions, if any, contained in the bylaws of the Corporation, such bylaws may be adopted, amended or repealed by the board of directors of the Corporation; and

(b) Elections of directors need not be by written ballot unless, and only to the extent, otherwise provided in the bylaws of the Corporation; and

(c) Subject to any applicable requirements of law, the books of the Corporation may be kept outside the State of Delaware at such location or locations as may be designated by the board of directors of the Corporation or in the bylaws of the Corporation; and

(d) Except as provided to the contrary in the provisions establishing a class of stock, the number of authorized shares of such class may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, voting as a single class.

SIXTH: The Corporation shall indemnify each person who at any time is, or shall have been, a director or officer of the Corporation and was or is a party or is threatened to be

made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred in connection with any such action, suit or proceeding, to the maximum extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which any such director or officer may be entitled, under any bylaw, agreement, vote of directors or stockholders or otherwise. No amendment to or repeal of the provisions of this Article SIXTH shall deprive a director or officer of the benefit hereof with respect to any act or failure to act occurring prior to such amendment or repeal. In furtherance of and not in limitation of the foregoing, the Corporation shall advance expenses, including attorneys' fees, incurred by a director or officer of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such advances if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation.

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages arising out of such director's breach of fiduciary duty as a director of the Corporation, except to the extent that the elimination or limitation of such liability is not permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended. Any disinterested failure by a director of the Corporation to satisfy Section 365 of the General Corporation Law of the State of Delaware shall not, for the purposes of Section 102(b)(7) or Section 145 of the General Corporation Law of the State of Delaware, constitute an act or omission not in good faith, or a breach of the duty of loyalty. No amendment to or repeal of the provisions of this Article SEVENTH shall deprive any director of the Corporation of the benefit hereof with respect to any act or failure to act of such director occurring prior to such amendment or repeal.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the General Corporation Law of the State of Delaware and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

NINTH: The name of the sole incorporator of the Corporation is Paul T. Dacier. The sole incorporator's mailing address is Indigo Ag, Inc., 500 Rutherford Ave., Boston, Massachusetts 02129.

IN WITNESS WHEREOF, I have hereunto set my hand as of June 7, 2019.



Paul T. Dacier, *Sole Incorporator*

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:21 PM 10/29/2019
FILED 01:21 PM 10/29/2019
SR 20197789080 - File Number 7457141

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

INDIGO CARBON PBC, a Delaware Public Benefit Corporation

Indigo Carbon PBC (the "**Corporation**"), a public benefit corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"),

DOES HEREBY CERTIFY:

FIRST: That the sole director of the Corporation duly adopted resolutions proposing and declaring advisable that the Certificate of Incorporation of the Corporation be amended as follows:

RESOLVED: That the sole director of the Corporation recommends and deems it advisable and in the best interests of the Corporation that the Certificate of Incorporation of the Corporation be amended as follows:

1. by deleting Article FIRST thereof in its entirety and substituting for said Article FIRST a new Article FIRST, as follows:

"FIRST: The name of the corporation (the "**Corporation**") is Terraton Initiative PBC."

2. by deleting Article THIRD thereof in its entirety and substituting for said Article THIRD a new Article THIRD, as follows:

"THIRD: The Company shall be a public benefit corporation as contemplated by subchapter XV of the General Corporation Law of the State of Delaware. The nature of the business or purposes to be conducted or promoted by the Corporation are (i) to promote specific public benefits (as defined in Section 362(b) of the General Corporation Law of the State of Delaware) by promoting the sequestration of carbon dioxide and other greenhouse gases through the advancement of beneficial and regenerative agricultural practices and other means and the marketing of carbon credits related thereto, and (ii) to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware."

SECOND: That, in lieu of a meeting, the Corporation's stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law.

THIRD: That this Certificate of Amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law.

* * * * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by the undersigned officer on this 29th day of October, 2019.

INDIGO CARBON PBC

By: 

Name: Paul T. Dacier

Title: President

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:59 AM 05/15/2020
FILED 10:59 AM 05/15/2020
SR 20203962685 - File Number 7457141

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

TERRATON INITIATIVE PBC, a Delaware Public Benefit Corporation

Terraton Initiative PBC (the "**Corporation**"), a public benefit corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"),

DOES HEREBY CERTIFY:

FIRST: That the sole director of the Corporation duly adopted resolutions proposing and declaring advisable that the Certificate of Incorporation of the Corporation be amended as follows:

RESOLVED: That the sole director of the Corporation recommends and deems it advisable and in the best interests of the Corporation that the Certificate of Incorporation of the Corporation be amended as follows:

1. by deleting Article FIRST thereof in its entirety and substituting for said Article FIRST a new Article FIRST, as follows:

"FIRST: The name of the corporation (the "**Corporation**") is Indigo Carbon PBC."

SECOND: That, in lieu of a meeting, the Corporation's stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law.

THIRD: That this Certificate of Amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law.

* * * * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by the undersigned officer on this 14th day of May, 2020.

TERRATON INITIATIVE PBC

By: 


Name: Paul T. Dacier

Title: President

STATE OF DELAWARE CERTIFICATE FOR REVIVAL OF CHARTER

The corporation organized under the laws of the State of Delaware, the charter of which was voided for non-payment of taxes and/or for failure to file a complete annual report, now desires to procure a revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is Indigo Carbon PBC
and, if different, the name under which the corporation was originally incorporated _____.
2. The Registered Office of the corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street (street),
in the City of Wilmington, County of New Castle
Zip Code 19801. The name of the Registered Agent at such address upon
whom process against this Corporation may be served is _____
The Corporation Trust Company.
3. The date of filing of the Corporation's original Certificate of Incorporation in
Delaware was 06/07/2019.
4. The corporation desiring to be revived and so reviving its certificate of
incorporation was organized under the laws of this State.
5. The corporation was duly organized and carried on the business authorized by its
charter until the 1st day of March A.D. 2021, at which time its
charter became inoperative and void for non-payment of taxes and/or failure to file a
complete annual report and the certificate for revival is filed by authority of the duly
elected directors of the corporation in accordance with the laws of the State of Delaware.

By: 
Authorized Officer

Name: Paul T. Dacier
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:39 PM 03/16/2022
FILED 02:39 PM 03/16/2022
SR 20221027550 - File Number 7457141