CARTA DE CESIÓN DE ACCIONES

2 de mayo de 2018

Señora
Representante Legal
FINCA BOTÁNICA AROMÁTICA S.A. FINBOAR
Ciudad.-

De mis consideraciones:

Por medio de la presente, por los derechos que represento del señor DON GARY YOUNG, en mi calidad de Apoderada Especial, comunico a usted que he cedido y transferido a favor de la compañía **YL HOLDINGS, INC,** domiciliada en el Estado de Utah, Estados Unidos de América, la cantidad de **OCHO MIL SETECIENTAS CINCUENTA** (8.750) acciones ordinarias y nominativas, de un valor nominal de UN dólar de los Estados Unidos de América (USD$ 1.00) cada una y que poseía en el capital de la compañía **FINCA BOTÁNICA AROMÁTICA S.A. FINBOAR**, con número de RUC: 0992478535001.

Esta cesión se realiza con todos los derechos a favor de la cesionaria. **Valor por acción:** USD$215.34. **Valor total de transacción:** USD$1'884,225.00.

Suscribo esta carta de transferencia igualmente en mi calidad de cónyuge del señor Don Gary Young, en cumplimiento de lo dispuesto en el Art. 181 del Código Civil.

Ruego a usted se sirva inscribir esta cesión en el Libro de Acciones y Accionistas y notificar el particular a la Superintendencia de Compañías.

Atentamente,

Cedente.-

p. DON GARY YOUNG

Mary Billeter Young
C.C. 0930255203

Mary Billeter Young
C.C. 0930255203
Cónyuge

Cesionario.-

p. YL HOLDINGS, INC

Matthew Clark French
Pasaporte: 489541020

REPÚBLICA DEL ECUADOR
DIRECCIÓN GENERAL DE REGISTRO CIVIL, IDENTIFICACIÓN Y CEDULACIÓN

CÉDULA DE IDENTIDAD *EXT No. 093025520-3

APELLIDOS Y NOMBRES
YOUNG
MARY BILLETER
LUGAR DE NACIMIENTO
ESTADOS UNIDOS
UTAH
-
FECHA DE NACIMIENTO 1946-06-28
NACIONALIDAD ESTADOUNIDENSE
SEXO F
ESTADO CIVIL CASADO
YOUNG
DON GARY

FIRMA DEL CEDULADO

INSTRUCCIÓN
SUPERIOR
PROFESIÓN
APODERADO
E3333I2122
APELLIDOS Y NOMBRES DEL PADRE
BILLETER ALLEN TOVEY
APELLIDOS Y NOMBRES DE LA MADRE
ALSOP EARLA LA RUE
LUGAR Y FECHA DE EXPEDICIÓN
GUAYAQUIL
2007-06-18
FECHA DE EXPIRACIÓN
2019-06-18
CORP. REG. CIVIL DE GUAYAQUIL

FIRMA DEL DIRECTOR GENERAL

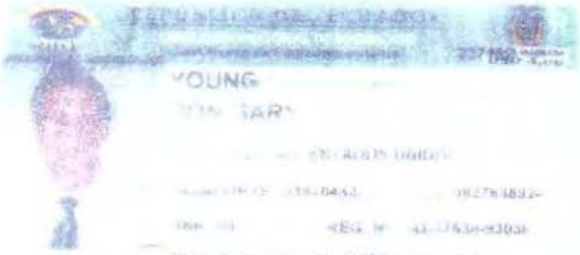
FIRMA DEL GOBIERNO SECCIONAL

IDECU0930255203<<<<<<<<<<<<<<<
460628F190618ECU<<<<<<<<<<<<<<
YOUNG<<MARY<BILLETER<<<<<<<<<<

ESTADO CONYUGAL V 4333 V 4222
CASADO CON: HILLETER ALSOP MARY
SUPERIOR INVERSIONISTA INDUSTRIAL
DONALD [redacted] NORMAN YOUNG
DOLEY [redacted] PARSONS
GUAYAQUIL, 21 JULIO 2006
21 JULIO 2018

PV Gys 0339243

REPUBLICA DEL ECUADOR
IDENTIDAD EXT. 09-2763892-4
DON GARY YOUNG
IDAHO U.S.A.
11 JULIO 1950
43 37538 93038 M
QUITO 2006 M. GOB.



Nº EXPEDIENTE
LUGAR Y FECHA GUAYAQUIL
VALIDO HASTA

RESPONSABLE
CBOP CAYAMBE LOPEZ JUAN

Quito, a 27 de Abril de 2018
c.a.p
Prot. Nº 20181701040P02510

PROTOCOLIZACIÓN DE

LA COPIA CERTIFICADA DEL

PODER

OTORGADO POR

DON GARY YOUNG

A FAVOR DE

MARY BILLETER YOUNG

Y SUS RESPECTIVOS PASAPORTES

DEBIDAMENTE APOSTILLADOS

(EN INGLÉS CON SU RESPECTIVA

TRADUCCIÓN AL IDIOMA ESPAÑOL)

CUANTÍA: INDETERMINADA

c.a.p

(Di: 2ª; copias)

Notaría 40
Quito - Ecuador
Paola Andrade Torres

STATE OF UTAH

OFFICE OF THE LIEUTENANT GOVERNOR

Apostille

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

2. This public document has been signed by RITA HULET

3. Acting in the capacity of NOTARY PUBLIC, STATE OF UTAH

4. Bears the seal/stamp of RITA HULET, NOTARY PUBLIC, STATE OF UTAH

Certified

5. at Salt Lake City, Utah, U.S.A.

6. the 24th day of April, 2018

7. by Spencer J. Cox, Lieutenant Governor, State of Utah, U.S.A.

8. Number: 336089

9. Seal/Stamp:

10. Signature

Spencer J. Cox
Lieutenant Governor

Notaria 40
Dra. Paola Andrade Torres
Quito - Ecuador

This certification attests only to the authenticity of the signature of the official who signed the affixed document, the capacity in which that official acted, and where appropriate the identity of the seal or stamp which the document bears. This certification is not intended to imply that the contents of the document are correct, nor that they have the approval of the State of Utah.

Dra. Paola Andrade Torres

DURABLE POWER OF ATTORNEY

I, D. Gary Young, of Alpine, Utah, do hereby make, constitute and appoint my wife, Mary B. Young, of Alpine, Utah, as my true and lawful attorney-in-fact, for me and in my name, place and stead, to do and perform such of the following acts which said attorney-in-fact in her sole discretion shall deem necessary, expedient or desirable, binding me and my property, real, personal and mixed, as fully to all intents and purposes as I might or could do if personally present:

1. Property Interests in General. To sell, convey, assign, transfer, disclaim, exchange, purchase, acquire, hold, manage, control, vote, lend, license, lease, encumber by mortgage, pledge or in any other manner, and otherwise deal with and exercise any right of ownership with respect to all or any part or interest in property of every nature whatsoever, real, personal or mixed, tangible or intangible, legal or equitable, and wheresoever situated, which I do now, or may at any time hereafter, own, possess or be entitled to (hereinafter referred to as a "Property Interest"), at such prices and on such terms and conditions as my attorney shall deem proper or expedient, and to make, execute and deliver all documents and instruments necessary or appropriate in connection therewith;

2. Gift Transfers to Family. To gift a Property Interest to my spouse, children or other descendants, using my annual gift tax exclusion, my lifetime gift tax exemption and my generation-skipping transfer tax exemption to the extent applicable, either directly or to an existing trust or by the exercise of the right to designate a beneficiary of an insurance or annuity contract, IRA, retirement plan or similar contractual arrangement or in any other way, either per stirpes (i.e., in equal shares to those of the same generation) or in accordance with the pattern of gifting previously established by me or as I may have otherwise made known my intentions, such as but not limited to, by the provisions of a current will or trust agreement or lifetime gifting plan;

3. Gift Transfers to Charity. To donate a Property Interest to charitable organizations, in accordance with the pattern of gifting previously established by me or as I may have otherwise made known my intentions, such as but not limited to, by the provisions of a current will or trust agreement or lifetime gifting plan;

4. Real Estate Instruments. To make, execute, acknowledge and deliver all deeds, conveyances, plats, trust deeds, trust deed notes, mortgages, promissory notes, leases, real estate contracts, bills of sale, assignments, certificates and written instruments of every kind and nature pertaining to real property, regardless of the duration of the legal obligation created by any such instrument;

5. Tax Returns. To prepare, execute, deliver and file federal, state and local income, gift, sales/use, property and other tax returns, consents, waivers, extensions, amendments, claims of abatement, refund or credit, settlement and closing agreements, and other documents of every kind relating to such taxes, and to prosecute, defend and settle claims for abatement, refund, credit or deficiency, and to do all things in connection with

Quito Ecuador

Dra. Paola Andrade Torres

such taxes as fully as I could do myself and to appear for me and to represent me before the Internal Revenue Service and other Federal, state and local tax authorities in connection with any matter involving such taxes, with full power to do anything whatsoever in connection therewith, including full power of substitution and revocation;

6. Collection of Debts. To ask, demand, recover, collect and receive of and from any person or source whatsoever all debts, accounts payable, claims (tort or contractual), other rights to payment, and other Property Interests whatsoever; to give acquittances, discharges, receipts and releases for the same; to sue, prosecute, defend and implead with respect to the same; to enter into adjustments, compromises and settlements with respect to the same; and to make, execute, acknowledge and deliver any and all instruments in connection with the same;

7. Equity Ownership Interests. To exercise any voting rights with respect to stock or other forms of ownership in any corporation, partnership, limited liability company or other entity which I may now or at any time hereafter own or be possessed of; to give proxies and voting powers-of-attorney with respect to such ownership interests; to approve resolutions and enter into agreements with respect to such ownership interests, including reorganization and merger agreements, sale agreements, deposit agreements, and stock and bond powers; and to exercise all other rights, privileges and powers arising out of or relating to any such ownership interests;

8. Exercise of Powers. To exercise, waive or release any powers of amendment, revocation, withdrawal or appointment or other discretionary powers contained in any will, trust agreement, contract or other instrument in which such powers are retained by or conferred upon me; provided, my attorney may not amend or revoke a will or trust created by me;

9. Bank Accounts. To establish one or more checking and/or savings accounts, brokerage accounts, and other forms of account in which money may be held or deposited, in my name or in the name of my attorney, subject to withdrawal only upon the signature of my attorney; to deposit therein any monies now belonging to me or hereafter acquired; to receive and give receipts for and/or endorse any and all checks, drafts, notes or vouchers made payable to me; and to withdraw any money on deposit with any banks or other financial institutions, by signing checks or in any other manner, and apply such funds in payment of my lawful debts, in support of those who have lawful claim upon me, and otherwise for my benefit;

10. Employment of Professionals. To employ servants, nurses, doctors, attorneys, brokers, accountants, financial advisors, contractors, appraisers and other professional assistants as may be necessary or appropriate and to pay reasonable compensation and charges for such employment;

Notaria 40 Quito Ecuador Dra. Paola Andrade Torres

Dra. Paola Andrade Torres

11. Communications. To receive and open any mail, package or similar delivery or communication addressed or intended for me and to give receipts for any registered, certified or insured mail or similar delivery in my name;

12. Safe Deposit Box. To open a safe deposit box, in my name alone or as a joint renter with others, to deposit and remove items therefrom, and to access the contents of any existing safe deposit box or vault box with respect to which I am a renter or have the right of access;

13. Insurance and Retirement Benefits. To collect and receive all benefits to which I am entitled under any insurance policies, annuity contracts or retirement plans (including IRA's), to apply for, execute and submit claims and distribution requests and any other necessary documents, to compromise, arbitrate or otherwise adjust any claims, and to execute and deliver a receipt for benefits received to the insurer, trustee, bank or other person making payment thereof, which shall be a full and complete release and discharge of such person, and any such person is not required to see to the application of the proceeds of any such claim or benefits;

14. Confidential Information. To request, obtain and receive confidential information concerning me or my affairs from any professional person or entity, including physicians, lawyers, accountants, hospitals and governmental agencies;

15. Litigation. To institute, prosecute and defend, for me and in my name or on my behalf as plaintiff or defendant, any legal proceedings which my attorney may deem appropriate or which may be brought against me, and to accept service of process in any such action, and to settle, compromise and adjust, upon such terms and conditions as may be appropriate or expedient, any such suits, proceedings, claims or causes of action; and

16. Miscellaneous. To do all other acts, whether hereinabove expressly described or not, which may be legally delegated by a power of attorney, it being my intention that the terms of this power of attorney shall be construed liberally in favor of my said attorney, with all such acts that my attorney shall lawfully do or cause to be done by virtue hereof being hereby ratified and confirmed by me.

If the individual named above as my attorney fails or ceases to serve as my attorney by reason of death, incapacity or resignation, then I hereby make, constitute and appoint Alene B. Frandsen, now residing in Orem, Utah, as substitute attorney-in-fact, with all the rights, powers and authority granted herein.

My attorney shall exercise this power of attorney as I may direct from time to time or as my attorney, in such attorney's sole and complete judgment and discretion, shall deem necessary, expedient, wise, proper or appropriate for my benefit or as my attorney shall consider would be my desire or intent, with a general view to preserving and protecting my properties and interests and not to undertaking new business ventures or entering into investments of substantially greater risk than has hitherto been my custom. If I have

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Dra. Paola Andrade Torres

designated two or more individuals as my attorney-in-fact, all such persons so named must be in agreement in order to exercise this power of attorney. All such persons must sign any instrument or document purporting to exercise this power of attorney and their signatures shall constitute conclusive evidence of the agreement of said persons to so act. In the interpretation and application of this document, Utah law shall be controlling. Also, the paragraph headings used herein are for convenience only and shall not control the scope of any paragraph.

This power of attorney shall be effective immediately upon the execution hereof and shall remain in full force and effect until the receipt by my attorney or persons dealing with my attorney of a written revocation or superseding power of attorney signed by me. This power of attorney shall not be affected by my disability, incompetence or incapacity. Any previous durable power of attorney given by me to my said attorney or any other person is hereby superseded and revoked. All persons dealing with my attorney may rely on a photostatic copy hereof without requiring the production of this original power of attorney.

In addition, if a conservator or other fiduciary is to be given charge of my property pursuant to court order, I hereby nominate the aforementioned individual or individuals appointed to serve as my attorney(s)-in-fact, in the same order of succession as set forth above, to serve also as the conservator(s) of my property or other fiduciary. No bond or security shall be required of any such guardian, conservator or other fiduciary.

IN WITNESS WHEREOF, I have hereunto set my hand this 23 day of December, 2013, at Lehi, Utah.

WITNESS:

D. Gary Young

STATE OF UTAH)
: ss.
COUNTY OF UTAH)

On the 23 day of December, 2013, personally appeared before me D. Gary Young, the signer of the foregoing instrument, who duly acknowledged to me that he executed the same.

Julie Hunter
Notary Public

JULIE HUNTER
NOTARY PUBLIC-STATE OF UTAH
COMMISSION# 649441
COMM. EXP. 10-19-2015

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Quito Ecuador
Dra. Paola Andrade Torres

ATTESTATION

STATE OF UTAH)
§
COUNTY OF SALT LAKE)

On this 24th day of April, in the year 2018, I, certify that the preceding or attached document is a true, exact, and unaltered photocopy of Don Gary Young's durable power of attorney to Mary Billeter Young.

Jaime Teo Hunt

Jaime Teo Hunt

ACKNOWLEDGMENT

STATE OF UTAH)
§
COUNTY OF SALT LAKE)

On this 24th day of April, in the year 2018, before me, Rita Hulet a notary public, personally appeared Jaime Teo Hunt, proved on the basis of satisfactory evidence to be the person whose name is subscribed to this instrument, and acknowledged he executed the same.

Witness my hand and official seal.

Rita Hulet

Notary Public in and for the State of Utah
United States of America

Notary Public
RITA HULET
Commission #690795
My Commission Expires
August 24, 2020
State of Utah

Notaría 40
Quito Ecuador

Dra. Paola Andrade Torres

RAZON: De conformidad con el numeral cinco del Artículo dieciocho de la Ley Notarial doy fe que las COPIAS FOTOSTATICAS que anteceden, SELLADAS Y FIRMADAS por mí, es reproducción exacta del ORIGINAL que he tenido a la vista 6 fojas Quito.

27 ABR 2018

Dra. PAOLA ANDRADE TORRES
NOTARIA CUADRAGESIMA

(SELLO)

ESTADO DE UTAH

(SELLO)

OFICINA DEL TENIENTE GOBERNADOR

APOSTILLA

(Convención de La Haya del 5 de octubre de 1961)

1. País: Estados Unidos de América
2. El presente documento público ha sido firmado por RITA HULET
3. Actuando en calidad de NOTARIO PUBLICO, ESTADO DE UTAH
4. Revestido del sello/timbre de RITA HULET, NOTARIO PÚBLICO, ESTADO DE UTAH

CERTIFICADO

5. en la ciudad de Salt Lake, Utah, U.S.A.
6. el día 24 de Abril, 2018
7. por Spencer J. Cox, Teniente Gobernador, Estado de Utah, U.S.A.
8. Número 336089
9. Sello/timbre (SELLO)

10. Firma (firmado) Spencer J. Cox Teniente Gobernador

Esta Apostilla solamente certifica la autenticidad de la firma del oficial que suscribió el documento adjunto y la capacidad en la que dicho oficial actuó, y cuando proceda, la identidad del sello o timbre que porta el documento público. Esta Apostilla no certifica que el contenido de este documento sea correcto, ni tiene la aprobación del Estado de Utah.

Notaria 40 Quito Ecuador

Dra. Paola Andrade Torres

Notaria 40 Quito Ecuador

Dra. Paola Andrade Torres

PODER LEGAL DURADERO

Yo, D. Gary Young, de Alpine, Utah, por la presente hago, constituyo y nombro a mi esposa, Mary B. Young, de Alpine, Utah, como mi verdadera y legítima apoderada legal, para que por mí y en mi nombre, en mi lugar y representación, pueda realizar y llevar a cabo los siguientes actos que la mencionada apoderada, a su única discreción, considere necesario, conveniente o deseable, vinculándome a mí y a mis bienes, reales, personales y mixtos, con todos los efectos y propósitos plenos como si yo lo hiciera o pudiera hacerlo personalmente:

1. Intereses sobre Propiedad en General. Vender, transmitir, ceder, transferir, renunciar, intercambiar, comprar, adquirir, mantener, administrar, controlar, votar, prestar, licenciar, arrendar, gravar mediante hipoteca, prenda o de cualquier otra manera, y encargarse de y ejercer cualquier derecho de propiedad con respecto a todo o cualquier parte o interés sobre propiedad de cualquier naturaleza, real, personal o mixto, tangible o intangible, legal o equitativo, y donde esté situado, que conozca al momento, o en cualquier momento en el futuro, tenga, posea o tenga derecho (en lo sucesivo referido como "Interés sobre Propiedad"), a dichos precios y en los términos y condiciones que mi apoderada considere apropiados o convenientes, y hacer, ejecutar y entregar todos los documentos e instrumentos necesarios o apropiados en relación al mismo.

2. Donaciones a la Familia. Donar un Interés sobre Propiedad a mi cónyuge, hijos u otros descendientes, utilizando mi exclusión anual del impuesto sobre donaciones, mi exención de impuesto sobre donaciones de por vida y mi exención del impuesto de transferencia con salto de generaciones en la medida aplicable, ya sea directamente o a un fideicomiso existente o mediante el ejercicio del derecho a designar a un beneficiario de un contrato de seguro o contrato de anualidad, IRA, plan de jubilación o acuerdo contractual similar o de cualquier otra forma, ya sea por estirpes (es decir, en partes iguales a los de la misma generación) o de acuerdo con el patrón de donaciones previamente establecidos por mí o de otra forma que haya dado a conocer mis intenciones, tales como pero no limitadas a, las disposiciones de mi voluntad actual o acuerdo de fideicomiso o plan de donación de por vida;

3. Donaciones a la Caridad. Donar un Interés sobre Propiedad a organizaciones caritativas, de acuerdo al patrón de donaciones previamente establecidas por mí o de otro modo como haya dado a conocer mis intenciones, tales como pero no limitadas a, las disposiciones de mi voluntad actual o acuerdo de fideicomiso o plan de donación de por vida;

4. Instrumentos de Bienes Raíces. Realizar, ejecutar, reconocer y entregar todas las escrituras, transmisiones, planos, escrituras de fideicomiso, notas emitidas en escrituras de fideicomiso, hipotecas, pagarés, arrendamientos, contratos de bienes raíces, facturas de venta, asignaciones, certificados e instrumentos escritos de todo tipo y naturaleza pertenecientes a bienes inmuebles, independientemente de la duración de la obligación legal creada por tal instrumento;

5. Declaraciones de Impuestos. Preparar, ejecutar, entregar y presentar ingresos federales, estatales y locales, donaciones, ventas / uso, propiedad y otras declaraciones de impuestos, consentimientos, exenciones, extensiones, enmiendas, reclamos de reducción, reembolso o crédito, acuerdos de cierre y liquidaciones, y otros documentos de todo tipo relacionados con dichos impuestos, y para enjuiciar, defender y resolver los reclamos de reducción, reembolso, crédito o deficiencia, y para hacer todo lo relacionado con dichos impuestos como yo podría hacerlos y para comparecer por mí y representarme ante el Servicio de Rentas Internas y otras autoridades tributarias Federales, estatales y locales en relación con cualquier asunto relacionado con dichos impuestos, con pleno poder para hacer cualquier cosa en conexión con el mismo, incluyendo el pleno poder de sustitución y revocación;

Notaría Quito Ecuador

Dra. Paola Andrade Torres

6. Cobro de Deudas. Solicitar, exigir, recuperar, cobrar y recibir de cualquier persona o fuente, todas las deudas, cuentas por pagar, reclamos (extracontractuales o contractuales), otros derechos de pago y otros Intereses sobre Propiedad de cualquier tipo; dar cartas de pago, descargas, recibos y exenciones por los mismos; demandar, enjuiciar, defender y ejecutar con respecto a los mismos; para entablar ajustes, compromisos y arreglos con respecto a los mismos; y para hacer, ejecutar, reconocer y entregar todos y cada uno de los instrumentos relacionados con los mismos;

7. Intereses de Participación Accionaria: Ejercer cualquier derecho de voto con respecto a acciones u otras formas de propiedad en cualquier corporación, sociedad, compañía de responsabilidad limitada u otra entidad que ahora conozca o en que en cualquier momento en adelante pueda tener o estar en posesión de; otorgar poderes y cartas poder de voto con respecto a tales participaciones accionarias; para aprobar resoluciones y celebrar acuerdos con respecto a dichas participaciones accionarias, incluidos los acuerdos de reorganización y fusión, los acuerdos de venta, los acuerdos de depósitos y poderes sobre acciones y bonos; y para poder ejercer todos los demás derechos, privilegios y poderes que surjan de o relacionados con dichos intereses de participación accionaria;

8. Ejercicio de Poderes. Ejercer, renunciar o liberar cualquier poder de enmienda, revocación, retiro o nombramiento u otras facultades discrecionales contenidas en cualquier testamento, contrato de fideicomiso, contrato u otro instrumento en el que dichos poderes sean retenidos por o me sean conferidos; siempre que mi apoderada no modifique o revoque un testamento o fideicomiso creado por mí;

9. Cuentas Bancarias. Establecer una o más cuentas corrientes y / o de ahorros, cuentas de corretaje y otras formas de cuenta en las que se pueda mantener o depositar dinero, en mi nombre o en nombre de mi apoderada, sujeto al retiro solo con la firma de mi apoderada ; a depositar en la misma cualquier dinero que ahora me pertenezca o que adquiera en el futuro; para recibir y dar recibos y / o endosar todos y cada uno de los cheques, giros, notas o comprobantes a mi nombre; y retirar cualquier dinero en depósito con cualquier banco u otra institución financiera, mediante la firma de cheques o de cualquier otra manera, y utilizar dichos fondos para el pago de mis deudas legales, a favor de aquellos que tienen un reclamo legal sobre mí, y de otro tipo para mi beneficio;

10. Empleo de Profesionales. Emplear servidores, enfermeras, doctores, abogados, corredores, contadores, asesores financieros, contratistas, tasadores y otros asistentes profesionales según sea necesario o apropiado y pagar una compensación razonable y cargos por dicho empleo;

11. Comunicaciones. Para recibir y abrir cualquier correo, paquete o entrega similar o comunicación dirigida o destinada a mí y para dar recibos a cualquier correo registrado, certificado o asegurado o entrega similar a mi nombre;

12. Caja de Seguridad. Para abrir una caja de seguridad, solo a mi nombre o como arrendatario conjunto con otros, para depositar y eliminar elementos de la misma, y para acceder al contenido de cualquier caja de seguridad o caja fuerte existente con respecto a la cual soy arrendatario o tengo el derecho de acceso;

13. Seguros y Beneficios de Jubilación. Para cobrar y recibir todos los beneficios a los cuales tengo derecho bajo cualquier póliza de seguro, contrato de anualidad o plan de jubilación (incluyendo IRA), para solicitar, ejecutar y presentar solicitudes de reclamo y de distribución y cualquier otro documento necesario para comprometer, arbitrar o ajustar cualquier reclamo, y ejecutar y entregar un recibo de los beneficios recibidos al asegurador, fideicomisario, banco u otra persona que realiza el pago del mismo, que constituirá una completa y plena liberación y descarga

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Dra. Paola Andrade Torres

de dicha persona, y dicha persona no está obligada a ver a la aplicación del producto de tal reclamo o beneficios;

14. Información Confidencial. Solicitar, obtener y recibir información confidencial sobre mí o sobre mis asuntos de cualquier persona o entidad profesional, incluidos médicos, abogados, contadores, hospitales y agencias gubernamentales;

15. Litigación. Instituir, enjuiciar y defender, por mí y en mi nombre o en mi representación como demandante o demandado, cualquier procedimiento legal que mi procurador considere apropiado o que pueda interponerse contra mí, y aceptar la notificación del proceso en cualquier acción de ese tipo, y resolver, comprometer y ajustar, según los términos y condiciones que sean apropiados o convenientes, cualquier demanda, procedimiento, reclamo o causa de acción.

16. Varios. Hacer todos los demás actos, ya sea descritos anteriormente o no, que puedan ser legalmente delegados por un poder notarial, siendo mi intención que los términos de este poder se interpreten liberalmente a favor de mi apoderada, con todos los actos que mi procurador deberá hacer legalmente o hacer que se hagan, en virtud de la presente son ratificados y confirmados por mí.

Si la persona nombrada arriba como mi apoderada falla o deja de actuar como mi apoderada por causa de muerte, incapacidad o renuncia, entonces por la presente hago, constituyo y designo a Alene B. Frandsen, que ahora reside en Orem, Utah, como apoderado sustituto, con todos los derechos, poderes y autoridad otorgados en la presente.

Mi apoderada ejercerá este poder según lo que yo ordene de vez en cuando o como mi apoderado, a su exclusivo y completo juicio y discreción, cuando lo considere necesario, oportuno, sabio, adecuado o apropiado para mi beneficio o cuando mi apoderada considere que fue mi deseo o intención, con una visión general de preservar y proteger mis propiedades e intereses, y no emprendiendo nuevos negocios o realizando inversiones de un riesgo sustancialmente mayor de lo que hasta ahora había sido mi costumbre. Si designé a dos o más personas como mis apoderados, todas las personas mencionadas deberán estar de acuerdo para ejercer este poder. Todas esas personas deben firmar cualquier instrumento o documento que pretenda ejercer este poder y sus firmas constituirán una prueba concluyente del acuerdo de dichas personas para actuar de esa manera. En la interpretación y aplicación de este documento, la ley de Utah debe aplicarse. Además, los títulos de los párrafos utilizados en este documento son únicamente para conveniencia y no deben dirigir el alcance de ningún párrafo.

Este poder entrará en vigencia inmediatamente después de la ejecución del presente y permanecerá en pleno vigor y efecto hasta que mi apoderada o personas que traten con mi apoderada reciban una revocación por escrito o un poder sustituto firmado por mí. Este poder no se verá afectado por mi discapacidad, incompetencia o incapacidad. Cualquier poder duradero anterior otorgado por mí a dicha apoderada o a cualquier otra persona queda reemplazado y revocado. Todas las personas que traten con mi apoderada pueden basarse en una copia fotostática del presente sin requerir la presentación de este poder original.

Además, si un curador u otro fiduciario debe recibir el encargo de mis bienes de conformidad con una orden judicial, por la presente nomino a la persona o personas nombradas anteriormente para que actúen como mis procurador (es) -de hecho, en el mismo orden de sucesión como se establece anteriormente, para servir también como custodio (s) de mi propiedad u otro fiduciario. No se requerirá fianza o garantía de ningún tutor, custodio u otro fiduciario.

Notaría 40 Ecuador

Dra. Paola Andrade Torres

EN TESTIMONIO DE LO CUAL, suscribo la presente este día **23** de Diciembre de 2013, en **Lehi**, Utah.

DOY FE:

(firma illegible) (firma)
D. Gary Young

ESTADO DE UTAH)
: ss.
CONDADO DE UTAH)

En el día **23** de Diciembre de 2013, compareció personalmente frente a mí D. Gary Young, signatario del precedente instrumento, quien declaró haber suscrito el mismo.

(firma ilegible)
Notario Público

(Sello: JULIE HUNTER
NOTARIA PÚBLICA- ESTADO DE UTAH
COMISION #649441
COM. EXP. 10-19-2015)

4841-7183-6182

Notaria 40
Quito Ecuador
Dra. Paola Andrade Torres

Notaria 40
Quito Ecuador
Dra. Paola Andrade Torres

CERTIFICADO

ESTADO DE UTAH)
ss
CONDADO DE SALT LAKE)

En este día 24 de Abril, del año 2018, Yo, certifico que el documento precedente o ajunto es una copia fiel, exacta e inalterada del poder legal duradero de Don Gary Young a favor de Mary Billeter Young.

(firma ilegible)
Jaime Teo Hunt

RECONOCIMIENTO

ESTADO DE UTAH)
ss
CONDADO DE SALT LAKE)

En este día 24 de Abril, del año 2018, ante mí, **Rita Hulet** notario público, personalmente compareció Jaime Teo Hunt, quien en base a pruebas satisfactorias demostró ser la persona que suscribe en este instrumento, y ha reconocido haber ejecutado el mismo.

Doy fe con mi firma y sello.

(firma: **Rita Hulet**)
Notario Público en y por el Estado de Utah
Estados Unidos de América

(Sello: Notario Público
RITA HULET
Comisión # 690795
Mi comisión expira
24 de agosto, 2020
Estado de Utah)

Notaría 40
Quito Ecuador
Dra. Paola Andrade Torres

Yo, Irene Catalina Bustamante González, portadora de la cédula de ciudadanía No. 1714019864, declaro ser conocedora de los idiomas inglés y español, y que el contenido de la presente traducción es fiel e igual al contenido del documento original en idioma inglés.

Irene Bustamante

Irene Catalina Bustamante González
C.C 1714019864

Notaria 40
Quito Ecuador
Dra. Paola Andrade Torres

Notaria 40
Quito Ecuador

Dra. Paola Andrade Torres

REPUBLICA DEL ECUADOR

DIRECCIÓN GENERAL DE REGISTRO CIVIL, IDENTIFICACIÓN Y CERTIFICACIÓN

CEDULA DE CIUDADANIA N. .171401986-4

APELLIDOS Y NOMBRES
BUSTAMANTE GONZALEZ IRENE CATALINA

LUGAR DE NACIMIENTO
PICHINCHA
QUITO
BENALCAZAR

FECHA DE NACIMIENTO 1990-10-09

NACIONALIDAD ECUATORIANA

SEXO F

ESTADO CIVIL CASADO
RAFAEL ALEJANDRO NARANJO SALGADO

INSTRUCCION SUPERIOR

PROFESION / OCUPACIÓN ABOGADA

V2333V3222

APELLIDOS Y NOMBRES DEL PADRE
BUSTAMANTE ALVAREZ PEDRO JAVIER

APELLIDOS Y NOMBRES DE LA MADRE
GONZALEZ GONZALEZ MORELLA CECILIA

LUGAR Y FECHA DE EXPEDICIÓN
QUITO
2015-09-03

FECHA DE EXPIRACION
2025-09-03

Irene Bustamante

CERTIFICADO DE VOTACIÓN
4 DE FEBRERO 2018

REPUBLICA DEL ECUADOR

CNE CONSEJO NACIONAL ELECTORAL

005
JUNTA No.

005 - 379
NÚMERO

1714019864
CÉDULA

BUSTAMANTE GONZALEZ IRENE CATALINA
APELLIDOS Y NOMBRES

PICHINCHA
PROVINCIA

CIRCUNSCRIPCIÓN:

QUITO
CANTÓN

ZONA:

CUMBAYA
PARROQUIA

CNE CONSEJO NACIONAL ELECTORAL

REFERÉNDUM Y CONSULTA POPULAR 2018

CIUDADANA (O)

ESTE DOCUMENTO ACREDITA QUE USTED SUFRAGÓ EN EL REFERÉNDUM Y CONSULTA POPULAR 2018

ESTE CERTIFICADO SIRVE PARA TODOS LOS TRÁMITES PÚBLICOS Y PRIVADOS

PRESIDENTA DE CA JRV

Notaría 40
Quito Ecuador
Dra. Paola Andrade Torres

...lado con el numeral cinco ... artículo ciento dieciocho de la Ley Notarial doy fe que las COPIAS FOTOSTATICAS que anteceden, SELLADAS Y FIRMADAS por mí, es reproducción exacta del ORIGINAL que he tenido a la vista

Quito 27 ABR 2018

Dra. PAOLA ANDRADE TORRES
NOTARIA CUADRAGESIMA

STATE OF UTAH

OFFICE OF THE LIEUTENANT GOVERNOR

Apostille

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

2. This public document has been signed by RITA HULET

3. Acting in the capacity of NOTARY PUBLIC, STATE OF UTAH

4. Bears the seal/stamp of RITA HULET, NOTARY PUBLIC, STATE OF UTAH

Certified

5. at Salt Lake City, Utah, U.S.A.

6. the 24th day of April, 2018

7. by Spencer J. Cox, Lieutenant Governor, State of Utah, U.S.A.

8. Number: 336091

9. Seal/Stamp:

10. Signature

Spencer J. Cox
Lieutenant Governor

Notaria 40 Quito Ecuador
Dra. Paola Andrade Torres

Dra. Paola Andrade Torres

This certification attests only to the authenticity of the signature of the official who signed the affixed document, the capacity in which that official acted, and where appropriate the identity of the seal or stamp which the document bears. This certification is not intended to imply that the contents of the document a correct, nor that they have the approval of the State of Utah.

PASSPORT
PASSEPORT
PASAPORTE

UNITED STATES OF AMERICA

P USA 505644546

YOUNG

MARY BILLETER

UNITED STATES OF AMERICA

28 Jun 1946

UTAH, U.S.A.

F

25 May 2014

United States
Department of State

24 May 2024

SEE PAGE 51

USA

P<USAYOUNG<<MARY<BILLETER<<<<<<<<<<<<<<<<<<<<

5056445461USA4606282F2405241261921066<685086

Notaria 40
Quito Ecuador

Dra. Paola Andrade Torres

COPY CERTIFICATE

STATE OF UTAH)
§
COUNTY OF SALT LAKE)

On this 24th day of April, in the year 2018, I certify that the preceding or attached document is a true, exact, and unaltered photocopy of a copy of Mary Billeter Young's passport, and that, to the best of my knowledge, the photocopied document is neither a public record nor a publicly recorded document, certified copies of which are available from an official source other than a notary.

Witness my hand and official seal.

Notary Public in and for the State of Utah
United States of America

Notary Public
RITA HULET
Commission #690795
My Commission Expires
August 24, 2020
State of Utah

Notaría 40
Quito Ecuador
Dra. Paola Andrade Torres

Dra. Paola Andrade Torres

RAZON: De conformidad con el numeral cinco del Artículo dieciocho de la Ley Notarial doy fe que las COPIAS FOTOSTATICAS que anteceden, SELLADAS Y FIRMADAS por mi, es reproducción exacta del ORIGINAL que he tenido a la vista

Quito. 27 ABR 2018

Dra. PAOLA ANDRADE TORRES
NOTARIA CUADRAGESIMA

(SELLO)

ESTADO DE UTAH

(SELLO)

OFICINA DEL TENIENTE GOBERNADOR

APOSTILLA

(Convención de La Haya del 5 de octubre de 1961)

1. País: Estados Unidos de América
2. El presente documento público ha sido firmado por RITA HULET
3. Actuando en calidad de NOTARIO PUBLICO, ESTADO DE UTAH
4. Revestido del sello/timbre de RITA HULET, NOTARIO PÚBLICO, ESTADO DE UTAH

CERTIFICADO

5. en la ciudad de Salt Lake, Utah, U.S.A.
6. el día 24 de Abril, 2018
7. por Spencer J. Cox, Teniente Gobernador, Estado de Utah, U.S.A.
8. Número 336091
9. Sello/timbre
   (SELLO)

10. Firma
    (firmado)
    Spencer J. Cox
    Teniente Gobernador

Esta Apostilla solamente certifica la autenticidad de la firma del oficial que suscribió el documento adjunto y la capacidad en la que dicho oficial actuó, y cuando proceda, la identidad del sello o timbre que porta el documento púbico. Esta Apostilla no certifica que el contenido de este documento sea correcto, ni tiene la aprobación del Estado de Utah.

Notaría 20
Quito Ecuador

Dra. Paola Andrade Torres

COPIA CERTIFICADA

ESTADO DE UTAH)
:ss.
CONDADO DE UTAH)

En el día **24** de Abril del año 2018, yo certifico que el documento precedente o adjunto es una fotocopia fiel, exacta e inalterada de la copia del pasaporte de Mary Billeter Young, y que, en mi conocimiento, este documento fotocopiado no es un registro público ni un documento público, copias certificadas están disponibles en una fuente oficial distinta al notario.

Doy fe con mi firma y sello.

(firma : Rita Hulet)
NOTARIO PÚBLICO EN Y POR EL ESTADO DE UTAH
ESTADOS UNIDOS DE AMÉRICA

(SELLO: Notario Público
RITA HULET
Comisión # 690795
Mi comisión expira
24 de agosto, 2020
Estado de Utah)

Notaria 40
Quito Ecuador
Dra. Paola Andrade Torres
Quito Ecuador
Dra. Paola Andrade Torres

Yo, Irene Catalina Bustamante González, portadora de la cédula de ciudadanía No. 1714019864, declaro ser conocedora de los idiomas inglés y español, y que el contenido de la presente traducción es fiel e igual al contenido del documento original en idioma inglés.

Irene Bustamante

Irene Catalina Bustamante González
C.C 1714019864

Notaría 40
Quito Ecuador

Dra. Paola Andrade Torres

STATE OF UTAH

OFFICE OF THE LIEUTENANT GOVERNOR

Apostille

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

2. This public document has been signed by RITA HULET

3. Acting in the capacity of NOTARY PUBLIC, STATE OF UTAH

4. Bears the seal/stamp of RITA HULET, NOTARY PUBLIC, STATE OF UTAH

Certified

5. at Salt Lake City, Utah, U.S.A.

6. the 24th day of April, 2018

7. by Spencer J. Cox, Lieutenant Governor, State of Utah, U.S.A.

8. Number: 336090

9. Seal/Stamp:

10. Signature

Spencer J. Cox

Lieutenant Governor

This certification attests only to the authenticity of the signature of the official who signed the affixed document, the capacity in which that official acted, ar where appropriate the identity of the seal or stamp which the document bears. This certification is not intended to imply that the contents of the document correct, nor that they have the approval of the State of Utah.

Dra. Paola Andrade Torres

SIGNATURE OF BEARER / SIGNATURE DU TITULAIRE / FIRMA DEL TITULAR

PASSPORT
PASSEPORT
PASAPORTE

UNITED STATES OF AMERICA

USA

Type / Type / Tipo: P
Code / Code / Código: USA
Passport No. / No. du Passeport / No. de Pasaporte: 530951439

Surname / Nom / Apellidos
YOUNG

Given Names / Prénoms / Nombres
DON GARY

Nationality / Nationalité / Nacionalidad
UNITED STATES OF AMERICA

Date of birth / Date de naissance / Fecha de nacimiento
11 Jul 1949

Place of birth / Lieu de naissance / Lugar de nacimiento
IDAHO, U.S.A.

Sex / Sexe / Sexo
M

Date of issue / Date de délivrance / Fecha de expedición
28 Jan 2016

Authority / Autorité / Autoridad
United States
Department of State

Date of expiration / Date d'expiration / Fecha de caducidad
27 Jan 2026

Endorsements / Mentions Spéciales / Anotaciones
SEE PAGE 51

USA

P<USAYOUNG<<DON<GARY<<<<<<<<<<<<<<<<<<<<<<<<
5309514399USA4907118M2601272571991749<367310

Notaría 40
Quito Ecuador
Dra. Paola Andrade Torres

Dra. Paola Andrade Torres

COPY CERTIFICATE

STATE OF UTAH)
§
COUNTY OF SALT LAKE)

On this 24th day of April, in the year 2018, I certify that the preceding or attached document is a true, exact, and unaltered photocopy of a copy of Don Gary Young's passport, and that, to the best of my knowledge, the photocopied document is neither a public record nor a publicly recorded document, certified copies of which are available from an official source other than a notary.

Witness my hand and official seal.

Notary Public in and for the State of Utah
United States of America

Notary Public
RITA HULET
Commission #690795
My Commission Expires
August 24, 2020
State of Utah

Notaria 40
Quito Ecuador

Dra. Paola Andrade Torres

RAZON: De conformidad con el numeral cinco del Artículo dieciocho de la Ley Notarial doy fe que las COPIAS FOTOSTATICAS que anteceden, SELLADAS Y FIRMADAS por mi, es reproducción exacta del ORIGINAL que he tenido a la vista

3 foj. Quito, 27 ABR 2018

Dra. PAOLA ANDRADE TORRES
NOTARIA QUADRAGESIMA

where appropriate the identity ...
correct, nor that they have the approval of the State of Utah.

(SELLO)

ESTADO DE UTAH

(SELLO)

OFICINA DEL TENIENTE GOBERNADOR

APOSTILLA

(Convención de La Haya del 5 de octubre de 1961)

1. País: Estados Unidos de América
2. El presente documento público ha sido firmado por RITA HULET
3. Actuando en calidad de NOTARIO PUBLICO, ESTADO DE UTAH
4. Revestido del sello/timbre de RITA HULET, NOTARIO PÚBLICO, ESTADO DE UTAH

CERTIFICADO

5. en la ciudad de Salt Lake, Utah, U.S.A.
6. el día 24 de Abril, 2018
7. por Spencer J. Cox, Teniente Gobernador, Estado de Utah, U.S.A.
8. Número 336090
9. Sello/timbre
   (SELLO)

10. Firma
    (firmado)
    Spencer J. Cox
    Teniente Gobernador

Esta Apostilla solamente certifica la autenticidad de la firma del oficial que suscribió el documento adjunto y la capacidad en la que dicho oficial actuó, y cuando proceda, la identidad del sello o timbre que porta el documento público. Esta Apostilla no certifica que el contenido de este documento sea correcto, ni tiene la aprobación del Estado de Utah.

Notaria 40 Quito Ecuador Dra. Paola Andrade Torres

Notaria 40 Quito Ecuador

Dra. Paola Andrade Torres

COPIA CERTIFICADA

ESTADO DE UTAH)
:ss.
CONDADO DE UTAH)

En el día 24 de Abril del año 2018, yo certifico que el documento precedente o adjunto es una fotocopia fiel, exacta e inalterada de la copia del pasaporte de Don Gary Young, y que, en mi conocimiento, este documento fotocopiado no es un registro público ni un documento público, copias certificadas están disponibles en una fuente oficial distinta al notario.

Doy fe con mi firma y sello.

(firma : Rita Hulet)
NOTARIO PÚBLICO EN Y POR EL ESTADO DE UTAH
ESTADOS UNIDOS DE AMÉRICA

(SELLO: Notario Público
RITA HULET
Comisión # 690795
Mi comisión expira
24 de agosto, 2020
Estado de Utah)

Notaría 40
Quito Ecuador

Dra. Paola Andrade Torres

Yo, Irene Catalina Bustamante González, portadora de la cédula de ciudadanía No. 1714019864, declaro ser conocedora de los idiomas inglés y español, y que el contenido de la presente traducción es fiel e igual al contenido del documento original en idioma inglés.

Irene Catalina Bustamante González
C.C 1714019864

Notaría 40
Quito Ecuador
Dra. Paola Andrade Torres

Dra. Paola Andrade Torres

RAZON DE PROTOCOLIZACION: A petición de la Abogada Irene Bustamante, el día de hoy y en treinta y cinco fojas útiles, protocolizo en el Registro de Escrituras Públicas de la Notaría Cuadragésima de Quito a mi cargo, LA DOCUMENTACIÓN que antecede, quedando incorporada en el protocolo de esta Notaría, de todo cuanto doy fe.- Quito, a los veintisiete días del mes de Abril de dos mil dieciocho.-

DRA. PAOLA ANDRADE TORRES

NOTARIA CUADRAGÉSIMA DE QUITO

Se protocolizó ante mí, en fe de ello confiero esta **SEGUNDA COPIA CERTIFICADA**, debidamente firmada y sellada en Quito, a los veintisiete días del mes de Abril de dos mil dieciocho.-

Notaría 40
Quito Ecuador
Dra. Paola Andrade Torres

DRA. PAOLA ANDRADE TORRES

NOTARIA CUADRAGÉSIMA DE QUITO

We the People

Of the United States,

SIGNATURE OF BEARER / SIGNATURE DU TITULAIRE / FIRMA DEL TITULAR

3

PASSPORT
PASSEPORT
PASAPORTE

USA

UNITED STATES OF AMERICA

Type / Type / Tipo: P
Code / Code / Codigo: USA
Passport No. / No. du Passeport / No. de Pasaporte: 489541020

Surname / Nom / Apellidos
FRENCH

Given Names / Prénoms / Nombres
MATTHEW CLARK

Nationality / Nationalité / Nacionalidad
UNITED STATES OF AMERICA

Date of birth / Date de naissance / Fecha de nacimiento
30 Sep 1979

Place of birth / Lieu de naissance / Lugar de nacimiento
UTAH, U.S.A.

Sex / Sexe / Sexo
M

Date of issue / Date de délivrance / Fecha de expedición
17 Mar 2012

Authority / Autorité / Autoridad
United States
Department of State

Date of expiration / Date d'expiration / Fecha de caducidad
16 Mar 2022

Endorsements / Mentions Spéciales / Anotaciones
SEE PAGE 27

USA

P<USAFRENCH<<MATTHEW<CLARK<<<<<<<<<<<<<<<<<<<<
4895410205USA7909308M2203160248539323<801084

Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: http://www.commerce.utah.gov

April 30, 2018

YOUNG LIVING
LUCY CASTRO
3125 WEST EXECUTIVE PARKWAY
LEHI UT 84043

CERTIFICATE OF EXISTENCE

Registration Number:	5873269-0142
Business Name:	YL HOLDINGS, INC
Registered Date:	MARCH 31, 2005
Entity Type:	CORPORATION-DOMESTIC-PROFIT
Current Status:	GOOD STANDING

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division **(unless Delinquent)**; and, that Articles of Dissolution have not been filed.

Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code

STATE OF UTAH

OFFICE OF THE LIEUTENANT GOVERNOR

Apostille

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

2. This public document has been signed by KATHY BERG

3. Acting in the capacity of DIRECTOR, DIVISION OF CORPORATIONS AND COMMERCIAL CODE

4. Bears the seal/stamp of DIVISION OF CORPORATIONS AND COMMERCIAL CODE

Certified

5. at Salt Lake City, Utah, U.S.A.

6. the 13th day of April, 2017

7. by Spencer J. Cox, Lieutenant Governor, State of Utah, U.S.A.

8. Number: 316220

9. Seal/Stamp:

10. Signature

Spencer J. Cox

Lieutenant Governor

This certification attests only to the authenticity of the signature of the official who signed the affixed document, the capacity in which that official acted, and where appropriate the identity of the seal or stamp which the document bears. This certification is not intended to imply that the contents of the document are correct, nor that they have the approval of the State of Utah.

Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877)526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: http://www.commerce.utah.gov

Registration Number: 5873269-0142
Business Name: YL HOLDINGS, INC
Registered Date: MARCH 31, 2005

April 12, 2017

CERTIFIED COPY OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

YL HOLDINGS, INC

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.

Kathy Berg
Director
Division of Corporations and Commercial Code

5873269-0142

AMENDMENT

RECEIVED
DEC 02 2014
Utah Div. of Corp. & Comm. Code

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF YL HOLDINGS, INC.

Pursuant to the Utah Revised Business Corporation Act, as amended (the "*Act*"), YL Holdings, Inc. ("*Corporation*") amends and restates its Articles of Incorporation as follows:

1. That the original Articles of Incorporation (the "*Original Articles of Incorporation*") of the Corporation were filed with the Utah Division of Corporations and Commercial Code on March 31, 2005.

2. The date of adoption of this Amended and Restated Articles of Incorporation is November 28, 2012.

3. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

I.

NAME

The name of the Corporation is YL Holdings, Inc.

II.

DURATION

The period of this Corporation's duration is perpetual.

III.

PURPOSE

The nature of the business, or purposes to be conducted or promoted, is to engage in any and all lawful activities and business and to have any and all powers granted and permitted by the laws of the State of Utah for corporations.

IV.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved this 02 day of Dec 14
in accordance with the provisions of law and hereby issued
this Certificate thereof.

Examiner Date 12-3-14

Acting Acting
Division Director

Date 12/02/2014
Receipt Number 5805747
Amount Paid $112.00

CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Two Hundred Thousand (200,000) shares of Common Stock, no par value Fully paid shares of capital stock of the Corporation shall not be subject to any call and shall be non-assessable

V

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office is 3125 West Executive Parkway, Lehi, Utah 84043, and the name of the Corporation's non-commercial registered agent at such address is Shawn Stewart

VI.

LIMITATION ON DIRECTORS' LIABILITY

Section 1 Limitation Upon Directors' Liability To the fullest extent permitted by the Act, as the same now exists or may hereafter be amended, no director of this Corporation shall be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for actions under Section 16-10a-841 of the Act for which liability may not be limited, or (iv) for any transaction from which a director derived an improper personal benefit

Section 2 Amendment or Repeal of Limitation. Any amendment or repeal of this Article VI or adoption of any other provision of the Articles of Incorporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or failure to act, by a director of this Corporation prior to such amendment, repeal, or other provision becoming effective

VII

INDEMNIFICATION

Section 1 Right to Indemnification Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "*Proceeding*"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, 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 or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such Proceeding is alleged action or inaction in an official capacity as a director, officer or trustee or

in any other capacity while serving as a director, officer or trustee, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Act, as the same exists as of the date hereof or as may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide both prior to such amendment and as of the date hereof), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer or trustee and shall inure to the benefit of his or her heirs, executors and administrators, *provided, however*, that, except as provided in Section 2 hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Board The right to indemnification conferred in this ARTICLE VII shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in connection with any such Proceeding in advance of its final disposition if (a) the director or officer furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct described in Section 16-10-902 of the Act, (b) the director or officer furnishes to the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct, and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the this Article VII, the Act or otherwise The Corporation may, by action of the Board, provide indemnification to employees, individuals serving on committees of the Corporation and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors, officers and trustees

Section 2. Right of Claimant to Bring Suit. If a claim under Section 1 of this ARTICLE VII is not paid in full by the Corporation within thirty (30) days after written notice thereof has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in connection with any Proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation, and as to any such other action as to which it shall not be a defense) that the claimant has not met the standards of conduct which make it permissible under the Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including the Board, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct under the Act, nor an actual determination by the Corporation (including the Board, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct

Section 3 Non-Exclusivity of Rights. The rights to indemnification and the payment of expenses incurred in connection with a Proceeding in advance of its final disposition conferred in this ARTICLE VII shall not be (and they shall not be deemed to be) exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Articles of Incorporation, by-law, agreement, vote of shareholders or disinterested directors or otherwise

Section 4 Impairment of Existing Rights Any repeal or modification of this ARTICLE VII shall not impair or otherwise affect any rights, or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts.

Section 5. Construction and Presumption. This ARTICLE VII shall be liberally construed in favor of indemnification and the payment of expenses incurred in connection with a Proceeding in advance of its final disposition and there shall be a rebuttable presumption that a claimant under this ARTICLE VII is entitled to such indemnification and the Corporation shall bear the burden of proving by a preponderance of the evidence that such claimant is not so entitled to indemnification

Section 6. Severability If any provision of this ARTICLE VII shall be deemed invalid or unenforceable, the Corporation shall remain obligated to provide indemnification and advance expenses subject to all those provisions of this ARTICLE VII which are not invalid or unenforceable

VIII.

AMENDMENT

These Articles may be amended by the affirmative vote of a majority of the shares outstanding at a meeting called for that purpose upon giving of not more than thirty (30) days nor less than ten (10) days notice to all such shareholders of record, provided, however, that such meeting may be called without notice when notice is waived in writing by all shareholders of the Corporation.

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4 All prior Articles of Incorporation of the Corporation, together with all amendments thereto, are superseded in their entirety by the provisions of these Amended and Restated Articles of Incorporation.

5. The Board of Directors of the Corporation has recommended this Amendment and Restatement of the Articles of Incorporation of the Corporation to the shareholder of the Corporation The Amended and Restated Articles of Incorporation set forth herein was approved by the unanimous written consent of the Board of Directors effective as of the 28th day of November, 2012

6 On the date the Amended and Restated Articles of Incorporation was approved by the shareholders of the Corporation, the Corporation had one hundred thousand (100,000) shares of

voting common stock issued and outstanding, all of which were entitled to vote thereon All of the one hundred thousand (100,000) shares of the Corporation's voting common stock outstanding at the time of adoption of these Amended and Restated Articles of Incorporation were cast in favor of the Amended and Restated Articles of Incorporation pursuant to the unanimous written consent of the shareholders effective as of the 28th day of November, 2012, and no votes were cast against, as set forth below

Class of Shares	Number of Shares Voted for Amendment	Number of Shares Voted Against.
Voting Common Stock	100,000	None

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation effective as of the 28th day of November, 2012, and hereby states that he has read the foregoing Amended and Restated Articles of Incorporation, is familiar with the contents thereof and verifies the truthfulness thereof

By Gary Young
Its President

1210156v1

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS
AND COMMERCIAL CODE

I hereby certify that the foregoing is a true copy of certified copy of Amended and Restated Articles of Incorporation of YL Holdings, Inc and the endorsements thereon, as the same is taken from and compared with the original filed in the office of this Division on the 31 day of MAR A.D. 2005 and now remaining on file and of record therein.

Leah Lundstrom

State of Utah
County of Salt Lake

Subscribed and sworn to before me this 12th day of April, 2017.

Joni Matthews
Notary Public

NOTARY PUBLIC
TONI MATTHEWS
Commission No. 689061
Commission Expires
MAY 23, 2020
STATE OF UTAH

WRITTEN CONSENT
OF THE
SOLE DIRECTOR AND SOLE SHAREHOLDER
OF
YL HOLDINGS, INC.

March 30, 2018

The undersigned, constituting the sole member of the Board of Directors (the "Director") and the sole shareholder (the "Shareholder") of YL Holdings, Inc., a Utah corporation (the "Corporation"), hereby adopts the following resolutions by written consent and acting in accordance with 16-10a-821 of the Utah Revised Business Corporation Act, as amended (the "Act"), hereby takes the following actions and adopts the following resolutions by written consent:

1. Appointment of New Directors

WHEREAS, the Sole Director and Shareholder seem it advisable and in the best interest of the Company to appoint the following individuals as new directors of YL Holdings, Inc (collectively, the "Directors"), to serve until resignation or removal, each director will be able to exercise their functions individually and without limitation:

Jared Turner
Matthew French
Lauren Walker
Michael Buch
Benjamin Riley

RESOLVED, that the Director and Shareholder hereby approve and ratify the appointment of the new directors.

FURTHER RESOLVED, that the new directors be, and each of them acting individually hereby is, authorized in the name and on behalf of the Corporation, to take or cause to be taken any and all such actions to execute, deliver, acknowledge, publish and file or cause to be executed, delivered, acknowledged, published or filed any and all such agreements, checks, drafts, instruments or other documents, in each case as such officer may deem necessary or advisable.

2. Signing Authority

RESOLVED, that the Director and Shareholder deem it advisable and in the best interest of the Corporation to grant Mary Young, Matthew French, Jared Turner, Lauren Walker, Michael Buch and Benjamin Riley, each individually, the authority to execute and deliver any contract or agreement in the name of the Corporation and to otherwise obligate the Corporation with respect to the business of the Corporation on behalf of the Corporation.

3. Miscellaneous

RESOLVED, that any and all actions heretofore taken by the officers of the Corporation in furtherance of the transactions described in the preceding resolutions are hereby approved and ratified in all respects.

FURTHER RESOLVED, that the officers of the Corporation be, and each of them acting individually, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such actions, to execute, deliver, acknowledge, publish and file or cause to be executed, delivered, acknowledged, published or filed any and all such agreements, checks, drafts, instruments or other documents, in each case as such officers or officer may deem necessary or advisable in furtherance of the dividends described in the preceding resolutions or to carry out the purposes and intent of the preceding resolutions.

FURTHER RESOLVED, that any facsimile signature on any counterpart of this Written Consent shall be deemed to be an original signature for all purposes and shall fully bind the party whose facsimile signature appears on the counterpart.

IN WITNESS WHEREOF, the undersigned Managers and Sole Member have executed this Written Consent and made the same effective as of the date first set forth above.

DIRECTOR:

Mary Young

Mary Young

SHAREHOLDER:

Mary Young

Mary Young, CEO
Young Living Essential Oils, LC

ACKNOWLEDGEMENT OF ACCEPTANCE OF APPOINTMENT AS NEW DIRECTOR:

Jared Turner

Matthew French

Lauren Walker

Michael Buch

Benjamin Riley