

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 TRINA KINYON
3. Acting in the capacity of NOTARY PUBLIC, STATE OF UTAH
4. Bears the seal/stamp of TRINA KINYON, NOTARY PUBLIC, STATE OF UTAH

Certified

5. at Salt Lake City, Utah, U.S.A.
6. the 19th day of June, 2018
7. by Spencer J. Cox, Lieutenant Governor, State of Utah, U.S.A.
8. Number: 340021
9. Seal/Stamp:

10. Signature



Spencer J. Cox
Lieutenant Governor

El señor **MATTHEW CLARK FRENCH**, por los derechos que representa de la compañía **YL HOLDINGS, INC.** en su calidad de Director y representante legal individual e indistinto, otorga **PODER ESPECIAL** cual en derecho se requiere, sin que nadie pueda alegar falta de representación a favor del señor **JOSÉ RAYMUNDO SERRANO CUESTA**, ciudadano ecuatoriano, mayor de edad, divorciado, de profesión economista, con cédula de ciudadanía ecuatoriana número cero nueve uno cinco nueve cinco dos seis seis siete, con las siguientes facultades: **UNO)** Poder representar a la compañía en la República del Ecuador ante cualquier persona natural o jurídica, pública o privada. **DOS)** Representar legal, judicial y extrajudicialmente a la compañía pudiendo comparecer ante cualquier trámite, ya sea público o privado; e iniciar y contestar los trámites y/o demandas que sean necesarias ante cualquier institución pública del Ecuador. **TRES)** Cumplir con todas las obligaciones de la compañía, cualesquiera que ésta adquiriera o de las cuales sea sujeto en la República del Ecuador, incluyendo pero no limitando a pagar contribuciones, derechos, impuestos, tasas, gabelas y repartimientos de toda clase, cuyo pago corresponda a la compañía, y reclamar tales pagos siempre que los considere elevados o improcedentes.

El presente poder especial será por tiempo indefinido, hasta que sea expresamente revocado por la poderdante o renunciado por el apoderado.

p. **YL HOLDINGS, INC.**



MATTHEW CLARK FRENCH

Director

Representante Legal

Pasaporte: 489541020



Acknowledgment

State of Utah)
) ss.
County of Utah)

On this 8th day of June, in the year 2018, before me, Trina Kinyon, a notary public, personally appeared, Matthew Clark French, proved on the basis of satisfactory evidence to be the person whose name is subscribed to this instrument, and acknowledged that he executed the same.

Witness my hand and official seal.





Notary Public

REPÚBLICA DEL ECUADOR
DIRECCIÓN GENERAL DE REGISTRO CIVIL
IDENTIFICACIÓN Y CEDULACIÓN



CEDULA No. **091595256-7**

CIUDADANIA
APELLIDOS Y NOMBRES
**SERRANO CUESTA
JOSE RAYMUNDO**

LUGAR DE NACIMIENTO
**GUAYAS
GUAYAQUIL
PEDRO CARBO / CONCEPCION**

FECHA DE NACIMIENTO **1977-09-15**
NACIONALIDAD **ECUATORIANA**
SEXO **M**
ESTADO CIVIL **Divorciado**





INSTRUCCIÓN **SUPERIOR** PROFESIÓN / OCUPACIÓN **ECONOMISTA** E133311222

APELLIDOS Y NOMBRES DEL PADRE **SERRANO JOSE**

APELLIDOS Y NOMBRES DE LA MADRE **CUESTA ANGELES**

LUGAR Y FECHA DE EXPEDICIÓN
**GUAYAQUIL
2011-10-05**

FECHA DE EXPIRACIÓN
2021-10-05







DIRECTOR GENERAL FIRMA DEL CEDULADO



 **CERTIFICADO DE VOTACIÓN** 
4 DE FEBRERO 2018

387 **387 - 086** **0915952667**
JUNTA No. NUMERO CEDULA

SERRANO CUESTA JOSE RAYMUNDO
APELLIDOS Y NOMBRES



GUAYAS PROVINCIA CIRCUNSCRIPCIÓN:
GUAYAQUIL CANTON ZONA: 1
TARQUI PARROQUIA



  **REFERENDUM
Y CONSULTA
POPULAR 2018**

CIUDADANA (O)

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

ESTE CERTIFICADO SIRVE PARA TODOS
LOS TRÁMITES PÚBLICOS Y PRIVADOS



F. PRESIDENTE/AE DE LA JRV

*Of the United States,
in order to form a more perfect Union,
establish Justice, insure domestic Tranquility,
provide for the common defence,
promote the general Welfare, and secure
the Blessings of Liberty to ourselves and
our Posterity, do ordain and establish this
Constitution for the United States of America.*



McPh

SIGNATURE OF BEARER / SIGNATURE DU TITULAIRE / FIRMA DEL TITULAR

PASSPORT
PASSEPORT
PASAPORTE



UNITED STATES OF AMERICA

Type / Type / Tipo	Code / Code / Código	Passport No. / No du Passeport / No de Pasaporte
--------------------	----------------------	--

P

USA

489541020

Surname / Nom / Apellidos

FRENCH

Given Names / Prénoms / Nombres

MATTHEW CLARK

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

Authority / Autorité / Autoridad

17 Mar 2012

United States

Date of expiration / Date d'expiration / Fecha de caducidad

Department of State

16 Mar 2022

Endorsements / Mentions Spéciales / Anotaciones

SEE PAGE 27

P<USAFRENCH<<MATTHEW<CLARK<<<<<<<<<<<<<<<<<

4895410205USA7909308M2203160248539323<801084



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



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

Kathy Berg
Director
Division of Corporations and Commercial Code

Div. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

AMENDMENT

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

5873269-0142

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

DEC 02 2014

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:

EXPEDITE

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 has been duly recorded in the City of Salt Lake
County, Utah, and is hereby acknowledged.
My Commission Expires: _____

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

Record #

Date 12-3-14



Kathy Berg
Kathy Berg
Division Director

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.

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.

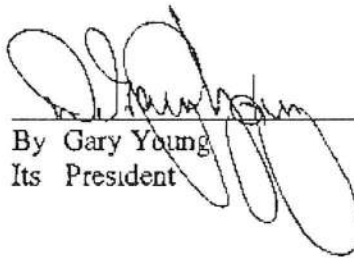
5. The Board of Directors of the Corporation has recommended this Amendment and Restatement of the Articles of Incorporation of the Corporation to the shareholder of the Corporation. The Amended and Restated Articles of Incorporation set forth herein was approved by the unanimous written consent of the 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

<u>Class of Shares</u>	<u>Number of Shares Voted for Amendment</u>	<u>Number of Shares Voted Against</u>
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



**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

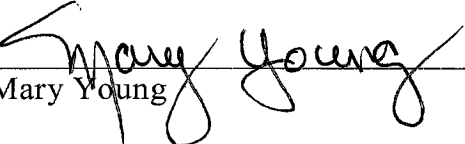
RESOLVED, that any and all actions heretofore taken by the officers of the Corporation in furtherance of the transactions described in the preceding resolutions are hereby approved and ratified in all respects.

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.

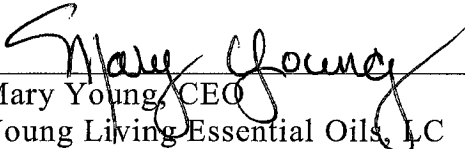
IN WITNESS WHEREOF, the undersigned Managers and Sole Member have executed this Written Consent and made the same effective as of the date first set forth above.

DIRECTOR:



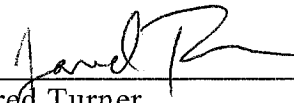
Mary Young

SHAREHOLDER:

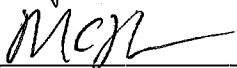


Mary Young, CEO
Young Living Essential Oils, LC


**ACKNOWLEDGEMENT OF ACCEPTANCE OF APPOINTMENT AS NEW
DIRECTOR:**



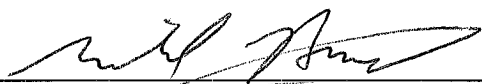
Jared Turner




Matthew French



Lauren Walker



Michael Buch



Benjamin Riley