

Apostille

(Convention de La Haye du 5 Octobre 1961)



1. Country: **United States of America**
This public document
2. has been signed by **Norman Goodman**
3. acting in the capacity of **County Clerk**
4. bears the seal/stamp of the county of **New York**

Certified

5. At New York, New York
6. the 21st day of November 2011
7. by Special Deputy Secretary of State, State of New York
8. No. NYC-115551A
9. Seal/Stamp
10. Signature



Sandra J. Tallman

Sandra J. Tallman
Special Deputy Secretary of State

SPECIAL POWER OF ATTORNEY

I, Peter Cooper Pinchot, a United States of America national, holder of Passport Identification No. 711072010, hereby appear in my capacity as the legal representative of the company ECOMADERA FOREST CONSERVATION LLC hereinafter referred to as the "Company."

The Company is a shareholder in the Ecuadorian company known as VERDECANANDE S.A. For the legal purposes stipulated in Ecuador's Companies Law, the Company grants this special power of attorney to PH REPRESENTACIONES CIA. LTDA, an Ecuadorian Company; R.U.C.: 1791198778001; domiciled in Quito; hereafter referred to as the "Attorney-in-Fact", to perform the following:

- a) Act as the Company's attorney-in-fact in accordance with what is stipulated in Article 6 of Ecuador's current Companies Law.
- b) Answer lawsuits and comply with the obligations that the Company acquires in the Republic of Ecuador.

This Power of Attorney is granted in the city of New York. It is issued for an indeterminate duration until the Company, at its sole discretion, revokes it. In accordance with the last paragraph of Article 6 of the Companies Law, the Attorney-in-Fact shall not be responsible for compliance with the Company's obligations.

Sincerely,

Signature) 

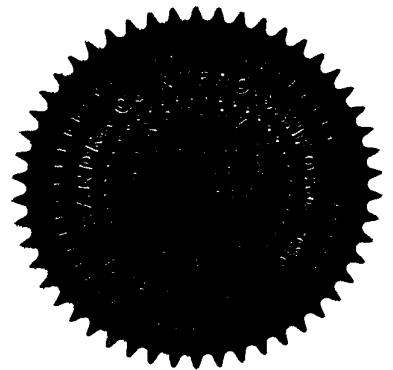
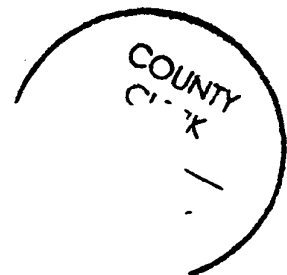
Legal Representative

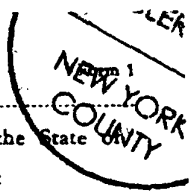
ECOMADERA FOREST CONSERVATION LLC

Date) 11-16-2011

State of New York
County of New York
Sworn to before me this 16th day
of November, 2011.

SANDRA QUINTERO-SANFORD
NOTARY PUBLIC-STATE OF NEW YORK
No. 01QU6166122
Qualified in New York County
Certificate Filed in Queens County
My Commission Expires May 14, 2015





State of New York }
County of New York, } ss.:

888265

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal,
DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

SANDRA QUINTERO-SANFORD

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC and have compared the signature on the annexed instrument with his autograph signature deposited in my office, and believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

NOV 21 2011

EE PAID \$3.00

County Clerk and Clerk of the Supreme Court, New York County

LATINEXUS

Official Documents and Services

18 East 41st Street, Suite 1703
New York, NY 10017
Phone 1- 646 - 415 - 9478www.latinexus.org
info@latinexus.org
www.apostilleexpress.us
info@apostilleexpress.us**Traducción poder español notariado****CERTIFICATION OF TRANSLATION**

Pursuant to US Federal Regulation [59 FR 1900, Jan. 13, 1994] regarding translation of documents I Ana Petrook, do hereby certify that I am competent to translate this document and that this translation is true and accurate to the best of my knowledge and belief.

No inference or determination regarding the validity of the source document or its content is made.

I have respected the original format to the best understanding of who may use this translation.

Translator's signature: _____

CERTIFICACIÓN DE TRADUCCIÓN

De acuerdo a la regulación Federal de Estados Unidos [59 FR 1900, Enero 13, 1994] acerca de la traducción de documentos, Yo, Ana Petrook, certifico que soy competente para traducir este documento y que esta traducción es verdadera y exacta, de acuerdo a lo mejor de mis conocimiento y creencias. No se hace ninguna inferencia o validación del documento, de su fuente o de su contenido. He respetado el formato original para la mejor comprensión de quién puede utilizar esta traducción.

PODER ESPECIAL

Yo, Peter Cooper Pinchot, de nacionalidad estadounidense, titular de pasaporte EEUU de N° 711072010 por este medio que aparecen en mi calidad de representante legal de la empresa ECOMADERA FOREST CONSERVATION LLC en lo sucesivo, la "Compañía".

La empresa es accionista de la compañía ecuatoriana conocido como VERDECANANDE SA. Para los efectos legales previstos en la Ley de Ecuador de Sociedades Anónimas, la Compañía concede este poder especial a PH REPRESENTACIONES CIA. LTDA, una empresa ecuatoriana, RUC: 1791198778001, domiciliado en Quito, en adelante denominado como el "Fiscal de hecho", para llevar a cabo lo siguiente:

- a) Actuar como apoderado de la compañía, de acuerdo con lo que está estipulado en el artículo 6 de la Ley actual de Sociedades Anónimas de la Republica del Ecuador.
- b) Responder a las demandas y cumplir con las obligaciones que la empresa adquiere en la República del Ecuador.

Este Poder es otorgado en la ciudad de Nueva York. Se otorga por un período indeterminado hasta que la Compañía, a su entera discreción, lo revoca. De acuerdo con el último párrafo del artículo 6 de la Ley de Sociedades Anónimas, el abogado-en-hecho no se hará responsable del cumplimiento de las obligaciones de la Compañía.

Atentamente,

La firma) **FIRMADO**
Representante Legal
ECOMADERA de Conservación de Bosques LLC

Fecha) **16 - Nov - 2011**

Estado de Nueva York

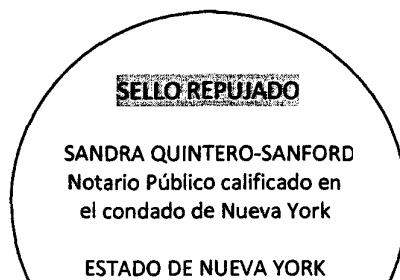
Condado de Nueva York

Jurado ante mí este día 16

de noviembre de 2011

FIRMADO

SANDRA QUINTERO-SANFORD
NOTARIO PÚBLICO - ESTADO DE NUEVA YORK
No. 01QU6166122
Calificado en el condado de Nueva York
Certificado en el condado de Queens
My comisión expira el 14 de mayo de 2015



NOTARIA TRIGÉSIMA NOVENA DE QUITO
En aplicación a la Ley Notarial de Quito, la
fotocopia que antecede, es fiel copia del
documento que me fue presentado
en...fojas
Quito a...

17 FEB. 2012

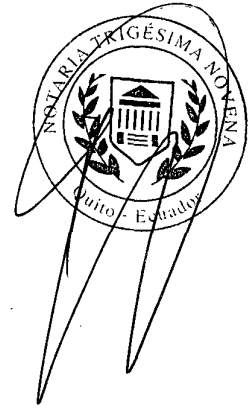


Dr. Fernando Arregui Aguirre



Apostille

(Convention de La Haye du 5 Octobre 1961)



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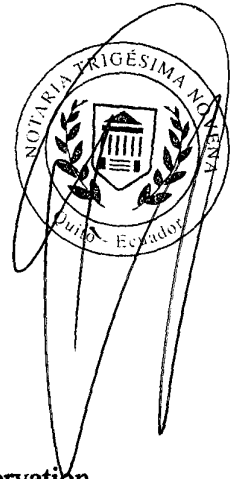
Sandra J. Tallman

Sandra J. Tallman
Special Deputy Secretary of State



EcoMADERA

EcoMadera Forest Conservation LLC



November 16, 2011

Officers of EcoMadera Forest Conservation, LLC

As the Founding Member and only Member of EcoMadera Forest Conservation, LLC, I hereby certify that I have appointed the following corporate officers:

Peter Pinchot, President
Garrett Austin Siegers, Vice President
James Buden, Secretary and Treasurer

Peter Pinchot

Founding Member, EcoMadera Forest Conservation, LLC

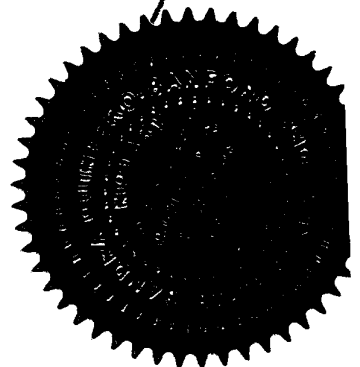
Date: 11-16-2011

State of New York
County of New York

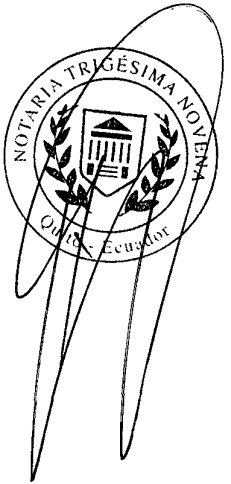
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SANDRA QUINTERO-SANFORD
NOTARY PUBLIC-STATE OF NEW YORK
No. 01QU6166122
Qualified in New York County
Certificate Filed in Queens County
My Commission Expires May 14, 2015

COUNTY



EcoMadera Forest Conservation, LLC Peter Pinchot, President. Address: 322 Schocopee Road,
Milford, PA 18337. Tel: 570-296-9313, Cell: 845-649-2458, Email:
peterpinchot@ecomaderaforest.com



State of New York
County of New York, } ss:

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the County of New York, in and for the County of New York, a Court of Record, having by law a seal,
DO HEREBY CERTIFY pursuant to the provisions of the laws of New York, that
SANDRA QUINTERO-SANFORD of New York, that

888264

NEW YORK
CLERK
Form 1
COUNTY

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

FEE PAID \$3.00 NOV 21 2011

Norman Goodman
County Clerk and Clerk of the Supreme Court, New York County

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Phone 1- 646 - 415 - 9478

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Traducción nombramiento directivos

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EcoMADERA

EcoMadera Forest Conservation LLC



16 de noviembre, 2011

Directivos de EcoMadera Forest Conservation, LLC

Como el Miembro Fundador y único Miembro de EcoMadera Forest Conservation LLC, por la presente certifico que he nombrado a los siguientes Directivos de la Empresa:

Peter Pinchot, Presidente
Garrett Austin Siegers, Vicepresidente
James Buden, Secretario y Tesorero

Peter Pinchot

Miembro Fundador, EcoMadera Forest Conservation, LLC

Fecha 16-11-11

NOTARIA TRIGÉSIMA NOVENA DE QUITO
En aplicación a la Ley Notarial doy fe que la
fotocopia que antecede es fiel copia del
documento que me fue presentado
en 5 folios
Quito a,

17 FEB 2012



Dr. Fernando Arregui Aguirre
Notario Trigésima Novena
Cantón Quito



EcoMadera Forest Conservation, LLC Peter Pinchot, President. Address: 322 Schocopee Road,
Milford, PA 18337. Tel: 570-296-9313, Cell: 845-649-2458, Email:
peterpinchot@ecomaderaforest.com