

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, June 15, 1994

This is to Certify that the certificate of incorporation of

Malaysian Palm Oil Council of America, Inc.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its business
subject to all Virginia laws applicable to the corporation and its
business. Effective date:*

June 15, 1994



State Corporation Commission

William J. Bridge

Clerk of the Commission

NOTICE

1. **Corporate name.** The certificate shows the exact name of the corporation as stated in its articles of incorporation. If the corporation operates under a name other than its exact name, it must comply with the fictitious name statutes, Section 59.1-69 *et seq.* of the Code of Virginia.
2. **Registered agent and registered office.** The registered agent of the corporation, as recited in the articles of incorporation, remains the registered agent until a new registered agent is appointed and a Form SCC 635/834 is filed with the Clerk of the Commission. *Papers mailed to the registered agent at the registered office address are deemed legally to have been received by the corporation.* This is true even if the agent has moved, resigned or is dead. If the agent dies, resigns or changes the registered office address the corporation must immediately file Form 635/834. If the agent is not a member of the Virginia State Bar, Form 635/834 must be filed whenever the agent ceases to be an officer or director of the corporation. The law requires that the corporation always have a registered agent and registered office in Virginia.
3. **Annual reports and annual registration fees.** An annual registration fee is assessed against the corporation every January 1. The fee is based upon the corporation's authorized number of shares as stated in its articles of incorporation or any amendment thereto, *on record with the Clerk of the Commission as of January 1.* (Nonstock corporations pay \$25.) Payment of the fee, as assessed, is due by April 1 of each year under present law. Similarly, the corporation must file an annual report by each April 1. NOTE, that this means the Commission must receive the report or fee on or before April 1. Postmarks are not considered.

The annual report form and registration fee statement is mailed to the corporation's registered agent at the registered office address approximately the first week of February each year. *If the corporation does not receive a mailing from the Commission by the first week of March of any year, something is wrong and it should contact the Clerk's Office immediately.* Failure to pay the registration fee on time will result in a monetary penalty, and, ultimately, on September 1, automatic termination of the corporation's existence. Failure to file an annual report also ultimately will result in termination of the corporation's existence. Notices of delinquency and impending termination of corporate existence are sent to the registered agent in the summer of the year. If the corporation has not paid its annual registration fee or filed its annual report, and has not received any mailings from the Commission by August of the year, it should contact the Clerk's Office, because something is wrong, and it is headed for termination on September 1.

4. **Voluntary dissolution and termination.** The corporation may voluntarily dissolve and terminate its existence by filing articles of dissolution and articles of termination with the Clerk of the Commission. Packaged forms and instructions may be obtained from the Clerk's Office. If termination is completed before March 15 of any year, the annual registration fee assessed on January 1 of the year will be cancelled. If termination is not completed before March 15, the fee must be paid.

ARTICLES OF INCORPORATION

OF

MALAYSIAN PALM OIL COUNCIL OF AMERICA, INC.

I hereby form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia and to that end set forth the following:

(a) The name of the corporation is Malaysian Palm Oil Council of America, Inc.

(b) The purposes for which the corporation is organized are:

- (1) To promote palm oil and educate the public about the benefits of palm oil and its health effects;
- (2) To further the palm oil industry and the business interests and opportunities of the membership of the corporation;
- (3) To engage in any and all activities incidental to the foregoing purposes or as may be permitted by law, except as specifically restricted herein or in the bylaws of the corporation.

(c) The members of the corporation shall be those persons of such class or classes as shall be designated in, and having such qualifications for membership as shall be determined pursuant to, the bylaws of the corporation and are accepted for membership by the Board of Directors. Members of the corporation shall have no voting rights except as provided by resolution of, and shall have such privileges of membership as may be established by, the Board of Directors from time to time.

(d) The directors of the corporation shall be one or more persons appointed, upon the expiration of the term of office of or any other vacancy created by their respective predecessors, by the Board of Directors of Malaysian Palm Oil Promotion Council, a corporation organized under the laws of Malaysia ("MPOPC"). The procedure for such appointment and any removal and the number, qualifications and terms of office of directors shall be as set forth in the bylaws. The initial board of directors shall consist of the following person:

Raja Shahrman

The initial board of directors shall serve until their successors are appointed by the Board of Directors of MPOPC.

(e) The address of the Corporation's registered office is: 6004 Timber Hollow Lane, Springfield, Virginia 22152. The name of the county in which the initial registered office is located is Fairfax.

(f) The registered agent's name is Raja Shahrman, whose business address is identical with that of the registered office.

(g) The registered agent is an individual who is a resident of Virginia and a director of the Corporation.

(h) No officer or director shall have any liability in any proceeding brought by or in the right of the corporation or brought by or on behalf of members of the corporation against such officer or director; except that the foregoing limitation shall not apply if such officer or director has engaged in willful misconduct or a knowing violation of the criminal law.

Incorporator

DATED: June 13, 1994



Ron William Walden

**BYLAWS OF
MALAYSIAN PALM OIL COUNCIL OF AMERICA, INC.**

ARTICLE I.

Name and Location

Section 1: Name. The name of the Corporation shall be "Malaysian Palm Oil Council of America, Inc." (hereinafter the "Corporation").

Section 2: Location. The Corporation shall have its principal offices in Springfield, Virginia. Meetings of the Corporation, the Board of Directors and its committees shall normally be held at the principal offices, unless determined otherwise by the person calling the meeting.

ARTICLE II.

Purposes

The purposes for which the Corporation is organized are:

- (a) To promote palm oil and educate the public about the benefits of palm oil and its health effects;
- (b) To further the palm oil industry, and the business interests and opportunities of the membership of the Corporation;
- (c) To engage in any and all activities incidental to the foregoing purposes or as may be permitted by law, except

as specifically restricted herein or in the Articles of
Incorporation.

ARTICLE III.

Membership

Section 1: Members. The members of the Corporation ("Members") shall be the members of the Malaysian Palm Oil Promotion Council, a corporation organized under the laws of Malaysia ("MPOPC"), and any other foreign or domestic business associated with the growing, processing or marketing of palm oil which is approved for membership by the Board of Directors.

Section 2: Limited Voting or Property Rights; Other Rights. Except as may be provided in a resolution of the Board of Directors calling a special or annual meeting, Members shall not have voting rights. Except as may be provided by the Board of Directors under Article IX, Members shall not have any right or interest in the property or assets of the Corporation. The Board of Directors shall, consistent with these Bylaws, determine the rights and privileges of Members.

Section 3: Forfeiture. Membership in the Corporation may be forfeited by action of the Board of Directors for failure to pay dues as provided pursuant to Article IV or to comply with the standards for membership which may be prescribed from time to time by the Board of Directors or for any other conduct prejudicial to the best interest and stated policies of the Corporation.

Section 4: Resignation. Any Member may resign at any time by sending notice thereof in writing to the Secretary of the Corporation. Any Member that resigns at any time pursuant to this Section 4 shall not be eligible to receive a refund of any dues previously paid to the Corporation under Article IV.

ARTICLE IV.

Dues

The Board of Directors, prior to September 1 of each year, may adopt and promulgate to all the Members a schedule of dues for Members for the following calendar year and shall determine the timing for dues payment. The schedule of dues for calendar year 1994 may be adopted and promulgated without regard to the requirement of the preceding sentence.

ARTICLE V.

Membership Meetings

Section 1: Annual Meetings. The time and place of the annual meeting of the Corporation shall be determined by the Board of Directors. Notice of the time and place of such meeting shall be mailed to each Member at its address as the same appears on the books and records of the Corporation at least thirty (30) days prior to the holding of said meeting.

Section 2: Special Meetings. Special meetings of the Corporation may be called at any time by the President or by a majority of the Board of Directors. Special meetings shall be held at such time and place as may be designated by the person(s) calling the meeting, and notice

of the time and place of the holding of the meeting shall be sent as provided in Section 1 of this Article V, except that only ten (10) days prior notice shall be required for the holding of a special meeting.

Section 3: Quorum. At any meeting of the Corporation at which a vote of the Members is to be cast in accordance with the provisions of Article III, Section 2, a majority, present in person or by proxy, of the votes entitled to be cast by all of the Members shall constitute a quorum.

ARTICLE VI

Board of Directors

Section 1: Composition. The Board of Directors shall consist of not less than one (1) and not more than eleven (11) individuals. Directors may, but need not, be representatives of Members of the Corporation. The number of directors may be changed from time to time by resolution of the Board of Directors, within the limits established in the preceding sentence, provided that any decrease in the number of directors shall not shorten an incumbent director's term.

Section 2: Appointment. The members of the Board of Directors shall be appointed by the Board of Directors of MPOPC.

Section 3: Term. Each director appointed in accordance with Section 2 of this Article VI shall serve a term of one year, commencing from the first annual meeting of the Board of Directors after such director's appointment, or until such director's successor is duly appointed.

The initial members of the Board of Directors shall serve until such time as the Board of Directors of MPOPC appoints successors pursuant to Section 2 of this Article VI. Any director or the entire Board of Directors may be removed, with or without cause, at any time by action of a majority of the Board of Directors of MPOPC, and the vacancy in the Board of Directors of the Corporation caused by such removal may be filled by the Board of Directors of MPOPC at the time of such removal.

Section 4: Vacancies. If the office of any director shall become vacant, by reason of death, resignation or otherwise, such office may be filled by the Board of Directors of MPOPC for the remainder of the unexpired term.

Section 5: Quorum. A majority of the directors entitled to vote shall constitute a quorum for the transaction of business at any regular or special meeting. Decisions of the Board of Directors shall require a majority of those present and voting.

Section 6: Meetings; Notice. The Board of Directors shall have an annual meeting immediately after the annual meeting of the Members, for the purpose of electing officers and appointing members of the Board's standing committees. Special meetings of the Board of Directors may be called from time to time by the Chairman of the Board or by three directors.

Notice of meetings shall be given at least five (5) days in advance by telegram, facsimile, telephone or overnight courier, or at least fifteen (15) days in advance by mail. The notice shall specify the time and place of the meeting and the agenda of the meeting. Any required notice hereunder may be waived in a writing signed by a director either before or after the meeting in question. Attendance of a director at a meeting shall constitute a waiver of notice

of such meeting except when such director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 7: Powers. The Board of Directors shall exercise general supervision and control over the conduct of the business and affairs of the Corporation and shall:

- (a) Establish the Corporation's policies, upon its own initiative or upon the recommendation of a committee of the Board of Directors or an officer of the Corporation;
- (b) Elect the President and other officers of the Corporation;
- (c) Have charge of the Corporation's assets and property; and
- (d) Do all other acts and perform all other functions as may be necessary to further the objectives of the Corporation in a manner consistent with these Bylaws.

Section 8: Action by Board Without a Meeting. Any action required to be taken at a meeting of the directors may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 9: Compensation. By resolution of the Board of Directors, directors may be paid a fixed sum and the expenses of attendance, if any, for attendance at each meeting of the Board of Directors; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving

compensation therefor, or preclude the Chairman of the Board from receiving such other compensation as the Board of Directors shall authorize.

Section 10: Special committees of the Board of Directors may be established from time to time by the Board for such periods and purposes as the Board may determine.

ARTICLE VII

Officers

Section 1: Officers. The officers of the Corporation shall include the President, Secretary, and may include a Treasurer and one or more Vice Presidents. The Board may from time to time appoint one or more assistant secretaries, who shall assist the Secretary in carrying out the Secretary's duties under these Bylaws and one or more assistant treasurers, who shall assist the Treasurer in carrying out the Treasurer's duties under these Bylaws.

Section 2: Appointment. The officers of the Corporation shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors.

Section 3: Duties. The responsibilities of the officers shall be as follows:

(a) President. The President of the Corporation shall be appointed by the Board of Directors upon such terms and conditions as may be mutually agreed. The President shall serve as the chief executive officer of the Corporation and shall, in accordance with these Bylaws and policies established pursuant thereto by the Board, be responsible for managing and operating the Corporation's business; for hiring, supervising and terminating the Corporation's employees; and for properly collecting, applying and protecting the funds and assets of the Corporation.

(b) Vice President. The Vice President or Vice Presidents shall perform such duties as shall be delegated by the President or specified by resolution of the Board of Directors.

(c) Secretary. The Secretary shall be responsible for the books and records of the Corporation; for keeping the minutes of meetings of the membership and the Board of Directors and its committees; and for giving notice to the Members of the annual meeting of Members and of any special meetings.

(d) Treasurer. The Treasurer shall be responsible for the financial affairs of the Corporation and shall report on the financial status of the Corporation to the membership annually and to the Board of Directors at each regular meeting of the Board.

ARTICLE VIII.

Checks, Notes, Negotiable Instruments

The checks and orders for the payment of monies, notices and negotiable instruments of the Corporation shall be signed by the President or the Treasurer or such other officers as may be designated by the Board of Directors. The Board of Directors may set limits upon the amount of any checks and orders for the payment of monies, notes or negotiable instruments of the Corporation, or require multiple or additional signatures for such instruments, or authorize additional persons to sign such instruments.

ARTICLE IX.

Dissolution and Liquidation

Upon termination, dissolution, or winding up of the Corporation, any assets that remain after payment or provision for payment of all its liabilities, debts, and obligations shall be distributed by the Board of Directors in the manner determined by the Board. Notwithstanding the foregoing, assets of the Corporation shall not be distributed in a manner inconsistent with any requirements or limitations applicable to an organization described in section 501(c)(6) of the Internal Revenue Code.

ARTICLE X.

Fiscal Year

The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

ARTICLE XI.

Indemnification of Officers and Directors

Each director and officer of the Corporation shall be indemnified by the Corporation against all expenses, penalties, and liabilities, including attorney's fees, reasonably incurred by or imposed upon such person in connection with any claim, demand, action, or proceeding, whether civil or criminal, or in connection with any settlement thereof, to which such person may be made a party, or in which such person may become involved, by reason of being or having been a director or officer of the Corporation, whether or not such person is a director or officer at the time such expenses, penalties, or liabilities are incurred, except in cases where such person shall be finally adjudged in such action or proceeding to be liable for willful misconduct in the

performance of such person's duties as a director or officer. The right of indemnification herein provided shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled, and such right of indemnification shall inure to the benefit of the personal representatives of deceased directors and officers. The Board shall determine the amount and type of insurance necessary.

ARTICLE XII.

Amendments

These Bylaws may be amended from time to time, consistent with the Corporation's Articles of Incorporation, by an affirmative vote of a majority of the Board of Directors present and voting at any regular or special meeting, provided that notice of the proposed amendment shall be given in the agenda furnished with notice of such meeting.