

Delaware

Page 1

The First State

***I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "IETF INTELLECTUAL
PROPERTY MANAGEMENT CORPORATION", FILED IN THIS OFFICE ON THE
FIRST DAY OF DECEMBER, A.D. 2022, AT 2:43 O'CLOCK P.M.***



Jeffrey W. Bullock, Secretary of State

7163435 8100
SR# 20224150033



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

Authentication: 204985451
Date: 12-01-22

**CERTIFICATE OF INCORPORATION
OF**

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:43 PM 12/01/2022
FILED 02:43 PM 12/01/2022
SR 20224150033 - File Number 7163435

IETF INTELLECTUAL PROPERTY MANAGEMENT CORPORATION

FIRST. The name of the corporation is IETF Intellectual Property Management Corporation (the "Corporation").

SECOND. The address of its registered office in the State of Delaware is 16192 Coastal Highway, Lewes, DE 19958, County of Sussex; and the name of the registered agent of the Corporation in the State of Delaware at such address is Harvard Business Services, Inc.

THIRD. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations that are organized not for profit may be organized under the General Corporation Law of Delaware. The purpose for which the Corporation has been formed is to engage exclusively in such charitable, educational, and scientific activities as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Code (as defined below). Such purposes include, but are not limited to, the advancement of education and public interest by acquiring, holding, maintaining and licensing certain existing and future intellectual property and other property used in connection with the Internet standards process and its administration, and for the advancement of the science and technology associated with the Internet and related technology.

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"), or corresponding section of any future federal tax code.

Notwithstanding the foregoing, if the Board of Directors elects to seek and obtains an exemption from Federal taxation for the Corporation pursuant to Section 501(a) of the Code, and until such time, if ever, as such exemption is denied or lost, the Corporation shall not be empowered to knowingly engage directly or indirectly in any activity that it believes would be likely to invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

Notwithstanding the foregoing, if the Board of Directors elects to seek and obtains an exemption from Federal taxation for the Corporation pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"), and until such time, if ever, as such exemption is denied or lost, the Corporation shall not be empowered to knowingly engage directly or indirectly in any activity that it believes would be likely to invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(6) of the Code.

FOURTH. Except as provided in this Section, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, members of its Board

of Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth, but only in a manner permitted by its tax exempt status at such times as the Corporation shall be so qualified.

FIFTH. The Board of Directors of the Corporation shall be the members of the Corporation and no one shall be a member of the Corporation unless such person is a Director. If a person ceases to be a Director of the Corporation for any reason, such person shall also cease to be a member of the Corporation at the same time.

SIXTH. In the event of the liquidation, dissolution or winding up of the affairs of the Corporation (whether voluntary or by operation of law), the Board of Directors will, after paying or making any provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation as it sees fit, consistently with the contractual obligations of the Corporation. Notwithstanding the foregoing, if the Corporation is exempt from Federal taxation pursuant to Section 501(a) of the Code at the time of any such liquidation, dissolution or winding up of the affairs of the Corporation, then the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH. The Corporation shall not have the authority to issue capital stock.

EIGHTH. The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Andrew Updegrove	Gesmer Updegrove LLP 40 Broad Street Boston, Massachusetts 02109

NINTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

B. Elections of the Board of Directors need not be by written ballot unless the by-laws of the Corporation so provide.

C. Any consent required to be given in writing by law, this Certificate of Incorporation or the by-laws may be given in the form of electronic transmission.

TENTH. The Corporation eliminates the personal liability of each member of the Board of Directors to the Corporation or the Members for monetary damages for breach of fiduciary duty as a Director, provided that the foregoing shall not eliminate the liability of a Director (i) for any breach of such Director's duty of loyalty to the Corporation or the Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code or (iv) for any transaction from which such Director derived an improper personal benefit.

ELEVENTH. The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon each Member herein are granted subject to this reservation.

THE UNDERSIGNED, being the sole incorporator, for the purpose of forming a corporation under the General Corporation law of the State of Delaware, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true and, accordingly, has hereto set his hand this 1st day of December, 2022.



Andrew Updegrove
Sole Incorporator