

**MINUTES OF ORGANIZATIONAL MEETING
OF
THE BOARD OF DIRECTORS
OF
PEERINGDB**

A JOINT MEETING of the initial Board of Directors of PeeringDB (the “**Corporation**”), was held telephonically on December 8th, 2015. Aaron Hughes acted as Chair of the meeting. Patrick W. Gilmore, Matt Griswold, Arnold Nipper and Job Snijders were also present, waived notice of the meeting and approved the following actions by unanimous written consent of the Board of Directors as follows:

1. Articles of Incorporation

RESOLVED: The Articles of Incorporation, attached hereto as Exhibit A, are hereby approved and adopted as the Articles of Incorporation of the Corporation and may be filed by the incorporator identified therein with the Washington Secretary of State.

FURTHER RESOLVED: The Secretary of the Corporation is instructed to insert or have inserted a certified copy of the Articles of Incorporation in the minute book of the Corporation and to keep a copy of said Articles of Incorporation available, at all times, for inspection at the Corporation’s principal office in the state of Washington.

FURTHER RESOLVED: All the acts of the incorporator in forming and organizing the Corporation are hereby approved, ratified and adopted as valid and binding on the Corporation.

2. Bylaws

RESOLVED: The Bylaws, attached hereto as Exhibit B, are hereby approved and adopted as the Bylaws of the Corporation.

FURTHER RESOLVED: The Secretary of the Corporation is instructed to certify the Bylaws and cause them to be inserted in the minute book of the Corporation and to keep a copy of said Bylaws available, at all times, for inspection at the Corporation’s principal office in the state of Washington.

3. Officers

RESOLVED: The following persons are hereby elected by the Board of Directors to the designated offices set opposite their name, each to serve until their successors are elected and qualified as provided in the Bylaws:

President	Aaron Hughes
Vice President	Patrick W. Gilmore
Secretary & Treasurer	Chris Caputo

4. **Banking**

RESOLVED: The President and the Treasurer of the Corporation are hereby authorized to designate any bank or trust corporation in any city in the United States (the “**Bank**”), as a depository for the funds of the Corporation.

FURTHER RESOLVED: The President and the Treasurer of the Corporation are hereby authorized to open the aforesaid accounts with the Bank using the standard form of banking resolution of each bank or trust corporation, each of which is hereby approved and adopted.

FURTHER RESOLVED: Unless otherwise ordered, said Bank is hereby authorized to make payments from the funds of this Corporation on deposit upon and according to the check of this Corporation signed by its President or anyone appointed by the Board of Directors.

5. **Fiscal Year**

RESOLVED: The Corporation adopts a fiscal year ending December 31 of each calendar year.

6. **Notice to Members and Directors by Electronic Transmission**

WHEREAS: Pursuant to RCW 24.03.009, notice to the members and directors by means of electronic transmission is effective only with respect to members and directors who have consented, in the form of a record, to receive electronically transmitted notices; now, therefore, it is hereby

RESOLVED: That the undersigned, by providing their electronic address below their signature, hereby consent to receive notices from the Corporation by electronic mail at such e-mail address.

7. **Federal Taxpayer Identification Number**

RESOLVED: The Secretary of the Corporation is authorized and directed to prepare or have prepared the required document and to file or have filed such document with the appropriate Internal Revenue Service Center as may be necessary to secure for the Corporation a federal taxpayer identification number.

8. **Application for Recognition of Tax-Exempt Status**

RESOLVED: The officers of the Corporation are authorized and directed to proceed, with the assistance of such legal and accounting counsel as they may choose, to apply for a determination under the Internal Revenue Code that the organization is qualified for tax-exempt status under Sections 501(a) and 501(c)(6) of the Internal Revenue Code.

9. **Conflict of Interest Policy**

RESOLVED: The Conflict of Interest Policy, as submitted to the Board of Directors and attached hereto as Exhibit C, is hereby adopted as the policy of the Corporation, and that the Secretary of the Corporation is hereby instructed to cause the Conflict of Interest Policy to be inserted in the minute book of the Corporation.

(signature page follows)

**SIGNATURE PAGE - CONSENT IN LIEU OF ORGANIZATIONAL MEETING
OF
BOARD OF DIRECTORS
PEERINGDB**

Executed and effective as of December 8th, 2015.

Directors:

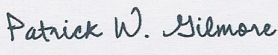
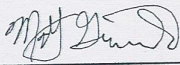
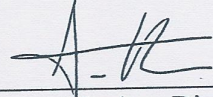
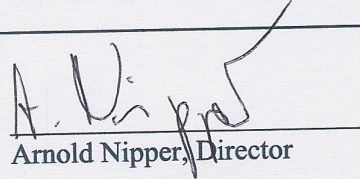
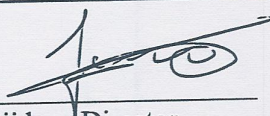
 <u>Patrick W. Gilmore, Director</u> patrick@ianai.net e-mail address	 <u>Matt Griswold, Director</u> grizz@20c.com e-mail address	 <u>Aaron Hughes, Director</u> aaronh@tcp0.com e-mail address
 <u>Arnold Nipper, Director</u> arnold@nipper.de e-mail address	 <u>Job Snijders, Director</u> job@instituut.net e-mail address	

EXHIBIT A
ARTICLES OF INCORPORATION

EXHIBIT B

BYLAWS

EXHIBIT C
CONFLICT OF INTEREST POLICY