

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A NON-STOCK CORPORATION

First: The name of the Corporation is Open Grid Forum, Inc.

Second: The address of its registered office in the State of Delaware is 615 South Dupont Highway, in the City of Dover, County of Kent, Zip Code 19901. The name of its Registered agent at such address is National Corporate Research, Ltd.

Third: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, and to enable the Corporation to qualify as a tax-exempt entity under Section 501(c)(6) of the United States Internal Revenue Code and the corresponding provisions of state law. The Corporation shall have as its main purpose the improvement of business conditions in the grid technology industry, and consistent therewith, shall engage in the following activities:

- a. to facilitate and support the creation and development of grid standards and architectures in support of commercial, governmental and academic grid solutions and technologies;
- b. to identify, research and define technical requirements for grids, and to facilitate and support the identification of obstacles which inhibit the creation and adoption of these grids;
- c. to provide a forum and environment whereby the Corporation's Members may meet to collaborate on the development and support of relevant specifications; and, to provide a forum whereby users may meet with developers and providers of related products and services to identify requirements, including those for interoperability and general usability.
- d. to define, establish and/or support one or more specifications, reference implementations, test suites, best practices and/or procedures that enable grid and related technologies, and foster rapid adoption by developers and users of related products and services;
- e. to maintain relationships and liaisons with educational institutions, government research institutes, other technology consortia, and other organizations that support and contribute to the development of the specifications; and to make appropriate submissions to established agencies and bodies with the purpose of ratifying these specifications as internationally recognized standards;
- f. to serve the needs of grid users and promote competition by supporting the creation and implementation of uniform, industry-standard conformance test procedures and processes which assure the interoperability of grid computing products and services;
- g. to educate said communities regarding the technologies involved in, and potential uses and benefits of grids and related technologies;

- h. to promote the objectives of the Corporation in conformance with all applicable antitrust laws and regulations.

Fourth: The Corporation will have two classes of Members: Organization and Individual.

Organizational members will be subdivided into 3 tiers, with the following general privileges:

- Tier-1 shall have the right to vote in elections of Directors, to nominate candidates for Director seats, and to serve on the Board of Directors;
- Tier-2 shall have the right to vote in elections of At-Large Directors, to nominate candidates for Director seats, and to serve on the Board of Directors;
- Tier-3 shall have the right to nominate candidates for Director seats, and to serve on the Board of Directors.

Individual Members shall have the right to nominate candidates for Director seats, and to serve on the Board of Directors.

Additional rights and privileges for Organizational and Individual members shall be as specified in the corporate bylaws and operations procedures.

Fifth: The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of at least nine and not more than twenty one Directors. The initial number of Directors shall be fifteen. Two thirds of the seats of the Board of Directors shall be for representatives from Tier 1 Organizational members. One third of the seats of the Board of Directors shall be for the balance of the membership including Tier 2 & 3 Organizational and Individual members. Organizational Directors shall have an alternate, which shall run for election with the primary Director, and the alternate shall serve in the absence of the primary Director.

The Board of Directors may establish a nominating committee and create other procedures to insure an efficient election process. Directors and alternate Directors shall be elected to 2 year terms. The conditions of membership and procedures relating thereto are as defined in the by-laws of the Corporation. The Board of Directors may also establish committees which will have powers delegated to them, but will at all times operate under the authority of the Board of Directors.

Sixth: The name and mailing address of the incorporator are as follows:

Name: Deepak Kamlani
Mailing Address: 2400 Camino Ramon, Suite 375
San Ramon, California 94583 USA

Seventh: The Corporation shall not have any capital stock.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this _____ day of

_____, A.D. 20_____.

BY: _____
(Incorporator)

NAME: ___Deepak Kamlani_____