

# Delaware

The First State

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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 "IOXT ALLIANCE, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF MAY, A.D. 2019, AT 2:38 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Jeffrey W. Bullock, Secretary of State

7406924 8100  
SR# 20193569357

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202800330  
Date: 05-10-19

**CERTIFICATE OF INCORPORATION  
OF  
IOXT ALLIANCE, INC.**

A Nonstock Nonprofit Corporation Organized Under  
The Delaware General Corporation Law

The undersigned, a natural person, for the purpose of organizing a corporation not-for-profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), does hereby certify that:

**FIRST:** Name. The name of the Corporation is "ioXt Alliance, Inc." (the "Corporation").

**SECOND:** Nonstock Nonprofit. The Corporation is a nonprofit corporation and shall not have or issue shares of stock.

**THIRD:** Members. The Corporation shall have members ("the Members"), whose rights, powers, and duties shall be as specified herein and in the Corporation's bylaws (the "Bylaws").

**FOURTH:** Registered Agent. The name and address of the Registered Agent is as follows:

|                                   |                                                                            |
|-----------------------------------|----------------------------------------------------------------------------|
| <i>Name of Agent:</i>             | Corporation Service Company                                                |
| <i>Registered Office Address:</i> | 251 Little Falls Drive<br>Wilmington (New Castle County)<br>Delaware 19808 |

**FIFTH:** Purposes. The Corporation shall be organized and operated exclusively for those purposes described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). More particularly, and only to the extent consistent with the foregoing, the Corporation is formed to set and promulgate security standards for network enabled consumer and industrial electronics, components, sensors, and other related applications ("Secured Devices"). The purposes for which the Corporation is organized shall include, but shall not be limited to, the following: (a) Bring about the existence of a broad range of security standards and certifications for interoperable Secured Devices; (b) Provide a forum and environment whereby the Corporation's membership may meet to approve suggested revisions and enhancements that evolve the relevant specifications or security standards; make appropriate submissions to established agencies and bodies with the purpose of ratifying these specifications as an international standard; and provide a forum whereby users may meet with developers and providers of related products and services to identify requirements for interoperability and general usability; (c) Educate the business and consumer communities as to the value, benefits and applications for Secured Devices through public statements, publications, trade shows demonstrations, seminar sponsorships and other programs established by the Corporation; (d) Protect the needs of consumers and increase competition among vendors by supporting the creation and implementation of uniform, industry-standard conformance test procedures and processes which assure the promulgation and Interoperability of Secured Devices; (e) Maintain relationships and liaison with educational institutions, government research institutes, other technology consortia, professional organizations, trade groups and other organizations that support and contribute to the development of the Corporation's specifications and security standards; and (f) Foster competition in the development of new products and services based on specifications developed by the

Corporation in conformance with all applicable antitrust laws and regulations. The Corporation shall be authorized to accomplish such purposes directly or through the provision of financial assistance in the form of grants, loans or otherwise to any organization or organizations dedicated to advancing the common business interests of the members of the Corporation.

The Corporation may do each and every thing necessary and proper for the furtherance or accomplishment of any of the purposes enumerated in this Certificate of Incorporation or any amendment thereof, and may carry out any lawful pursuit necessary or incidental to the accomplishment of such purposes of the Corporation, alone or in association with other corporations, firms, or individuals. Notwithstanding any other provisions of this Certificate of Incorporation to the contrary, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(6) of the Code.

The purposes and powers enumerated herein shall in no way be construed as a limitation of the powers granted to corporations by the laws of the State of Delaware, except to the extent that the use of such powers would conflict with the limitations set forth in Section 501(c)(6) of the Code and the regulations promulgated thereunder. The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not-for-profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid purposes of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to reimburse reasonable expenses actually incurred on behalf of the Corporation.

**SIXTH:** Management; Liability. The Corporation shall be managed by a Board of Directors, whose rights, powers, and duties shall be as specified in the Bylaws. The personal liability of a director is hereby limited to the fullest extent permitted under Paragraph 7 of Subsection (b) of Section 102 of the General Corporation Law of the State of Delaware. No amendment or repeal of this Article SIXTH shall apply to or have any effect on the liability of any director of the Corporation for any act or omission occurring prior to such amendment or repeal.

**SEVENTH:** Dissolution. The Corporation may be dissolved at any time by the affirmative vote of two-thirds (2/3<sup>rs</sup>) of the members of the Corporation entitled to vote. If the Corporation shall be dissolved, after all of the known debts and liabilities of the Corporation have been paid or adequately provided for, the Board of Directors shall: (a) return to the Members any unused portions of dues paid by Members for any particular fiscal year; and (b) thereafter, transfer remaining assets and/or intellectual property rights of the Corporation which are not appropriate for transfer to the general public, such as any trademarks or logos of the Corporation, to another Section 501(c)(6) organization, as determined by the Board of Directors whose purposes are similar to the purposes of the Corporation.

**EIGHTH:** Amendment of Certificate. This Certificate of Incorporation may be amended by the affirmative vote of two-thirds (2/3<sup>rs</sup>) of the members of the Corporation entitled to vote. No such amendment, alteration, or repeal of the Certificate of Incorporation shall be effected that would result in the denial of tax-exempt status to the Corporation under Section 501(c)(6) of the Code.

**NINTH:** Amendment of Bylaws. The Bylaws of the Corporation may be amended by an affirmative vote of two-thirds (2/3<sup>ds</sup>) of the members of the Corporation entitled to vote. No such amendment, alteration, or repeal of the Bylaws shall be effected that would result in the denial of tax-exempt status to the Corporation under Section 501(c)(6) of the Code.

DATED this 6<sup>th</sup> day of May, 2019.

**THE INCORPORATOR:**

A handwritten signature in dark ink, appearing to read "Paul M. Roy", is written over a horizontal line.

Paul M. Roy, Esq.  
c/o Withers Bergman LLP  
157 Church Street, 12<sup>th</sup> Floor  
New Haven, Connecticut 06510