

Form 8718

(Rev. September 2015)
Department of the Treasury
Internal Revenue Service

1 Name of organization

PeeringDB

User Fee for Exempt Organization Determination Letter Request

► Attach this form to determination letter application.
(Form 8718 is NOT a determination letter application.)

For IRS Use Only	OMB No. 1545-1798
Control number	_____
Amount paid	_____
User fee screener	_____

2 Employer Identification Number

46-5097487

Caution. Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

3 Type of request

Fee

- a Initial request for a determination letter for:
 • An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years or
 • A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ► \$400
- Note.** If you checked box 3a, you must complete the *Certification* below.

Certification

I certify that the annual gross receipts of _____ name of organization

have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ►

Title ►

- b Initial request for a determination letter for:
 • An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years or
 • A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years . ► \$850
- c Group exemption letters ► \$3,000

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2015-8, 2015-1 I.R.B. 235, or latest annual update.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Generally, the user fee will be refunded only if the Internal Revenue Service declines to issue a determination.

Where To File

Send the determination letter application and Form 8718 to:

Internal Revenue Service
P.O. Box 12192
Covington, KY 41012-0192

Who Should File

Organizations applying for federal income tax exemption, other than filers of Form 1023, Application for Recognition of Exemption Under Section 501(c)(3), or Form 1023-EZ (filed only electronically), should file Form 8718.

Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating

to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of Form 8718 are covered in section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can send us comments from www.irs.gov/formspubs. Click on "More Information" and then on "Give us feedback." Or you can send your comments to the Internal Revenue Service, Tax Forms and Publications, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send the form to this address. Instead, see *Where To File*, above.

Application for Recognition of Exemption
Under Section 501(a)

If exempt status is approved,
this application will be open
for public inspection.

Read the instructions for each Part carefully. A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 6 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)
Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

1a	Full name of organization (as shown in organizing document) PeeringDB		2	Employer identification number (EIN) (if none, see Specific Instructions on page 2) 46 : 5097487	
1b	c/o Name (if applicable)		3	Name and telephone number of person to be contacted if additional information is needed Chris Caputo (206) 367-4320	
1c	Address (number and street) 1700 7th Ave Ste 116 PMB 299	Room/Suite	4	Month the annual accounting period ends December	
1d	City, town or post office, state, and ZIP + 4 If you have a foreign address, see Specific Instructions for Part I, page 2. Seattle, WA 98101		5	Date incorporated or formed 12/16/2015	
1e	Web site address http://peeringdb.com/	6	Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
7	Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.				
8	Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.				
a	<input checked="" type="checkbox"/> Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.				
b	<input type="checkbox"/> Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.				
c	<input type="checkbox"/> Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.				
If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ► <input type="checkbox"/>					

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE
SIGN
HERE

(Signature)

Chris Caputo, Secretary/Treasurer

(Type or print name and title or authority of signer)

12/31/2015

(Date)

Part II. Activities and Operational Information (Must be completed by all applicants)

-
- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: **(a)** a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; **(b)** when the activity was or will be initiated; and **(c)** where and by whom the activity will be conducted.

100% - PeeringDB web database: Since its creation in 2004 by Richard A Steenbergen and its incorporation in 2015, PeeringDB through its volunteers has provided the global Internet with a neutral platform for peering coordinators, Internet Exchange Points, and facilities to exchange information about peering. "Peering" is defined as "a voluntary interconnection of administratively separate Internet networks for the purpose of exchanging traffic between the users of each network." - <https://en.wikipedia.org/wiki/Peering>

An Internet Exchange Point (IXP) is a physical infrastructure that allows different Internet Service Providers (ISPs) to exchange Internet traffic between their networks by means of mutual "peering" agreements, which allow traffic to be exchanged without cost or at low cost. IXPs reduce the portion of an ISP's traffic which must be delivered via their upstream transit providers, thereby reducing the cost of their service. In addition, the increased number of paths learned through the IXP improves routing efficiency and fault-tolerance, thus providing a direct benefit to the consumers that receive Internet service from the participating ISPs.

Whether an established Internet backbone network, or a network just beginning to consider peering and exploring potential locations, "Who can I peer with, and where?" is one of the most important questions which must be answered. In the past, the only lists of potential peering partners at a given IXP or carrier neutral colocation facility have been maintained by the individual operators of these services. These lists have also proven to be very sparse on information, sometimes very difficult to keep up to date, and have rarely included detailed information about a potential peering partners' policies.

Historically, people have actively solicited information from networks who are peering, in order to compile a list of the locations and basic policies under which those networks peer. Unfortunately, this process has often been difficult because of the technologies used to collect and distribute the data. Posing free-form questions about network locations and peering policies tends to result in a wide variety of answers being given, and in different formats which are difficult to maintain. Also, distributing in spreadsheet form makes it very difficult to obtain and use, and therefore very difficult to keep current.

PeeringDB improves this process by providing a single centralized web-based database where peering networks can maintain their own information for all IXPs and private interconnection facilities worldwide. By providing networks with a single source, and a simple and automated web interface, we hope that they will be able to easily provide and maintain this information over the long term.

PeeringDB welcomes as members all legal entity types: Government, non-government, educational, for-profit, non-profit, etc.

PeeringDB does not charge membership fees. Sponsors, primarily from the member base, will be sought to contribute funds to cover the cost of expenses.

PeeringDB bylaws proscribe an annual meeting every April. During this meeting vacant or expiring seats on the Board of Directors are filled by election. Following the annual membership meeting, the new Board of Directors elects the officers for the organization for the coming year.

All member and director meeting minutes, along with annual finance reports, will be posted publicly on the PeeringDB web site: <http://docs.peeringdb.com/gov/>

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- 2 List the organization's present and future sources of financial support, beginning with the largest source first.

PeeringDB does not charge membership fees. Members and interested parties contribute funds, sometimes in exchange for recognition.

PeeringDB was created by Richard A Steenbergen using an unknown amount of his funds and effort.

Other past sources of financial support has been from DE-CIX Management GmbH, Amsterdam Internet Exchange, Netflix, Matt Griswold, and Job Snijders.

Part II. Activities and Operational Information (continued)

- 3** Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
Aaron Hughes, President and Director, 2124 W Cliff Dr, Santa Cruz, CA 95060	\$0
Patrick W. Gilmore, Vice President and Director, 398 Atherton St, Milton, MA 02186	\$0
Matt Griswold, Director, 303 W Ohio #1701, Chicago, IL 60654	See attachment
Arnold Nipper, Director, Hermann-Löns-Weg 15, 69207 Sandhausen, Germany	\$0
Job Snijders, Director, Theodorus Majofskistraat 100, 1065 SZ Amsterdam, Netherlands	\$0
Chris Caputo, Secretary/Treasurer, 1700 7th Ave Ste 116 PMB 300, Seattle, WA 98101	See attachment

- 4** If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

N/A

- 5** If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

N/A

- 6** If the organization has capital stock issued and outstanding, state: **(1)** class or classes of the stock; **(2)** number and par value of the shares; **(3)** consideration for which they were issued; and **(4)** if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.

N/A

- 7** State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

A corporation, limited liability company, partnership or other legal business entity may be a Member of the Corporation. Membership is determined by having both an active PeeringDB.com account and an individual representative or role subscription to the PeeringDB Governance mailing list. There is one class of membership and there were 87 registered members for the initial directors election. Members get one vote per issue and one vote per director position. There are no membership certificates or solicitation material.

- 8** Explain how your organization's assets will be distributed on dissolution. **No member, director, trustee, or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. After paying or making adequate provision for payment of all liabilities, all remaining assets of the Corporation shall be distributed by the Board of Directors to Packet Clearing House. If declined, assets will go to non-profit funds, foundations, or corporations that are organized and duly operated exclusively for educational, charitable, religious, scientific, and/or literary purposes.**

Part II. Activities and Operational Information (continued)

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? Yes No
If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.
- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? Yes No
If "Yes," state in detail the amount received and the character of the services performed or to be performed.
- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? Yes No
If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.
- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? Yes No
If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.
- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? Yes No
If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.
- 14 Does the organization now lease or does it plan to lease any property? Yes No
If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)
- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? Yes No
If "Yes," explain in detail and list the amounts spent or to be spent in each case.
- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? Yes No
If "Yes," attach a recent copy of each.

Part III. Financial Data (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. **If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.**

A. Statement of Revenue and Expenses

	Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(e) Total
		From 1/1/2015 To 12/31/2015	(b) 2014	(c) 2016 (proposed)	(d) 2017 (proposed)	
1	Gross dues and assessments of members	8000	0	210000	80000	298000
2	Gross contributions, gifts, etc.					
3	Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)					
4	Gross amounts from unrelated business activities (attach schedule)					
5	Gain from sale of assets, excluding inventory items (attach schedule)					
6	Investment income (see page 3 of the instructions)					
7	Other revenue (attach schedule)	8000	0	210000	80000	298000
8	Total revenue (add lines 1 through 7)					
	Expenses					
9	Expenses attributable to activities related to the organization's exempt purposes.	985	422	44838	42988	89232
10	Expenses attributable to unrelated business activities					
11	Contributions, gifts, grants, and similar amounts paid (attach schedule)					
12	Disbursements to or for the benefit of members (attach schedule)	0	4450	165000	36000	205450
13	Compensation of officers, directors, and trustees (attach schedule)					
14	Other salaries and wages.					
15	Interest					
16	Occupancy					
17	Depreciation and depletion					
18	Other expenses (attach schedule)	985	4872	209838	78988	294682
19	Total expenses (add lines 9 through 18)					
20	Excess of revenue over expenses (line 8 minus line 19)	7015	(4872)	162	1012	3318

B. Balance Sheet (at the end of the period shown)

	Assets	Current Tax Year as of 12/31/2015
1	Cash	1 7143
2	Accounts receivable, net	2
3	Inventories	3
4	Bonds and notes receivable (attach schedule)	4
5	Corporate stocks (attach schedule)	5
6	Mortgage loans (attach schedule)	6
7	Other investments (attach schedule)	7
8	Depreciable and depletable assets (attach schedule)	8
9	Land	9
10	Other assets (attach schedule)	10
11	Total assets	11 7143
	Liabilities	
12	Accounts payable	12
13	Contributions, gifts, grants, etc., payable	13
14	Mortgages and notes payable (attach schedule)	14
15	Other liabilities (attach schedule)	15 5000
16	Total liabilities	16 5000
	Fund Balances or Net Assets	
17	Total fund balances or net assets	17 2143
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	18 7143

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ►

Part IV. Notice Requirements (Sections 501(c)(9) and 501(c)(17) Organizations Only)

- 1** Section 501(c)(9) and 501(c)(17) organizations:

Are you filing Form 1024 within 15 months from the end of the month in which the organization was created or formed as required by section 505(c)? Yes No

If "Yes," skip the rest of this Part.

If "No," answer question 2.

- 2** If you answer "No" to question 1, are you filing Form 1024 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "Yes," your organization qualifies under Regulation section 301.9100-2 for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 3 and 4.

If "No," answer question 3.

- 3** If you answer "No" to question 2, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? Yes No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 2. See Specific Instructions, Part IV, Line 3, page 4, before completing this item. Do not answer question 4.

If "No," answer question 4.

- 4** If you answer "No" to question 3, your organization's qualification as a section 501(c)(9) or 501(c)(17) organization can be recognized only from the date this application is filed. Therefore, does the organization want us to consider its application as a request for recognition of exemption as a section 501(c)(9) or 501(c)(17) organization from the date the application is received and not retroactively to the date the organization was created or formed? Yes No

Schedule A Organizations described in section 501(c)(2) or 501(c)(25) (Title holding corporations or trusts)

- 1** State the complete name, address, and EIN of each organization for which title to property is held and the number and type of the applicant organization's stock held by each organization.
-
- 2** If the annual excess of revenue over expenses has not been or will not be turned over to the organization for which title to property is held, state the purpose for which the excess is or will be retained by the title holding organization.
-
- 3** In the case of a corporation described in section 501(c)(2), state the purpose of the organization for which title to property is held (as shown in its governing instrument) and the Code sections under which it is classified as exempt from tax. If the organization has received a determination or ruling letter recognizing it as exempt from taxation, please attach a copy of the letter.
-
- 4** In the case of a corporation or trust described in section 501(c)(25), state the basis whereby each shareholder is described in section 501(c)(25)(C). For each organization described that has received a determination or ruling letter recognizing that organization as exempt from taxation, please attach a copy of the letter.
-
- 5** With respect to the activities of the organization.
- a** Is any rent received attributable to personal property leased with real property? Yes No
If "Yes," what percentage of the total rent, as reported on the financial statements in Part III, is attributable to personal property?
- b** Will the organization receive income which is incidentally derived from the holding of real property, such as income from operation of a parking lot or from vending machines? Yes No
If "Yes," what percentage of the organization's gross income, as reported on the financial statements in Part III, is incidentally derived from the holding of real property?
- c** Will the organization receive income other than rent from real property or personal property leased with real property or income which is incidentally derived from the holding of real property? Yes No
If "Yes," describe the source of the income.

Instructions

Line 1.—Provide the requested information on each organization for which the applicant organization holds title to property. Also indicate the number and types of shares of the applicant organization's stock that are held by each.

Line 2.—For purposes of this question, "excess of revenue over expenses" is all of the organization's income for a particular tax year less operating expenses.

Line 3.—Give the exempt purpose of each organization that is the basis for its exempt status and the Internal Revenue Code section

that describes the organization (as shown in its IRS determination letter).

Line 4.—Indicate if the shareholder is one of the following:

1. A qualified pension, profit-sharing, or stock bonus plan that meets the requirements of the Code;
2. A government plan;
3. An organization described in section 501(c)(3); or
4. An organization described in section 501(c)(25).

Schedule B Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? Yes No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? Yes No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? Yes No

If "Yes," explain.

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

Schedule C Organizations described in section 501(c)(5) (Labor, agricultural, including fishermen's organizations, or horticultural organizations) or section 501(c)(6) (business leagues, chambers of commerce, etc.)

-
- 1** Describe any services the organization performs for members or others. (If the description of the services is contained in Part II of the application, enter the page and item number here.)

Please refer to this Form 1024, Page 2, Part II, Line 1.

-
- 2** Fishermen's organizations only.—What kinds of aquatic resources (not including mineral) are cultivated or harvested by those eligible for membership in the organization?

-
- 3** Labor organizations only.—Is the organization organized under the terms of a collective bargaining agreement? . . . Yes No

If "Yes," attach a copy of the latest agreement.

Schedule D Organizations described in section 501(c)(7) (Social clubs)

- 1** Has the organization entered or does it plan to enter into any contract or agreement for the management or operation of its property and/or activities, such as restaurants, pro shops, lodges, etc? Yes No

If "Yes," attach a copy of the contract or agreement. If one has not yet been drawn up, please explain the organization's plans.

- 2** Does the organization seek or plan to seek public patronage of its facilities or activities by advertisement or otherwise? Yes No

If "Yes," attach sample copies of the advertisements or other requests.

If the organization plans to seek public patronage, please explain the plans.

- 3a** Are nonmembers, other than guests of members, permitted or will they be permitted to use the club facilities or participate in or attend any functions or activities conducted by the organization? Yes No

If "Yes," describe the functions or activities in which there has been or will be nonmember participation or admittance.
(Submit a copy of the house rules, if any.)

- b** State the amount of nonmember income included in Part III of the application, lines 3 and 4, column (a)
- | | |
|--|---|
| | % |
|--|---|
- c** Enter the percent of gross receipts from nonmembers for the use of club facilities
- | | |
|--|---|
| | % |
|--|---|
- d** Enter the percent of gross receipts received from investment income and nonmember use of the club's facilities
- | | |
|--|---|
| | % |
|--|---|

- 4a** Does the organization's charter, bylaws, other governing instrument, or any written policy statement of the organization contain any provision that provides for discrimination against any person on the basis of race, color, or religion? Yes No

- b** If "Yes," state whether or not its provision will be kept.

- c** If the organization has such a provision that will be repealed, deleted, or otherwise stricken from its requirements, state when this will be done.
- d** If the organization formerly had such a requirement and it no longer applies, give the date it ceased to apply
- e** If the organization restricts its membership to members of a particular religion, check here and attach the explanation specified in the instructions

Instructions

Line 1.—Answer "Yes," if any of the organization's property or activities will be managed by another organization or company.

Lines 3b, c, and d.—Enter the figures for the current year. On an attached schedule, furnish the same information for each of the prior tax years for which you completed Part III of the application.

Line 4e.—If the organization restricts its membership to members of a particular religion, the organization must be:

1. An auxiliary of a fraternal beneficiary society that:

a. Is described in section 501(c)(8) and exempt from tax under section 501(a), and

b. Limits its membership to members of a particular religion; or

2. A club that, in good faith, limits its membership to the members of a particular religion in order to further the teachings or principles of that religion and not to exclude individuals of a particular race or color.

If you checked **4e**, your explanation must show how the organization meets one of these two requirements.

Schedule E Organizations described in section 501(c)(8) or 501(c)(10) (Fraternal societies, orders, or associations)

- 1** Is the organization a college fraternity or sorority, or chapter of a college fraternity or sorority? Yes No
If "Yes," read the instructions for Line 1, below, before completing this schedule.
- 2** Does or will your organization operate under the lodge system? Yes No
If "No," does or will it operate for the exclusive benefit of the members of an organization operating under the lodge system? Yes No
- 3** Is the organization a subordinate or local lodge, etc.? Yes No
If "Yes," attach a certificate signed by the secretary of the parent organization, under the seal of the organization, certifying that the subordinate lodge is a duly constituted body operating under the jurisdiction of the parent body.
-
- 4** Is the organization a parent or grand lodge? Yes No
If "Yes," attach a schedule for each subordinate lodge in active operation showing: (a) its name and address; (b) the number of members in it; and (c) how often it holds periodic meetings.
-

Instructions

Line 1.—To the extent that they qualify for exemption from Federal income tax, college fraternities and sororities generally qualify as organizations described in section 501(c)(7). Therefore, if the organization is a college fraternity or sorority, refer to the discussion of section 501(c)(7) organizations in Pub. 557. If section 501(c)(7) appears to apply to your organization, complete Schedule D instead of this schedule.

Line 2.—Operating under the lodge system means carrying on activities under a form of organization that is composed of local branches, chartered by a parent organization, largely self-governing, and called lodges, chapters, or the like.

Schedule F Organizations described in section 501(c)(9) (Voluntary employees' beneficiary associations)

- 1** Describe the benefits available to members. Include copies of any plan documents that describe such benefits and the terms and conditions of eligibility for each benefit.
-
- 2** Are any employees or classes of employees entitled to benefits to which other employees or classes of employees are not entitled? Yes No
If "Yes," explain.
-
- 3** Give the following information for each plan as of the last day of the most recent plan year and enter that date here. If there is more than one plan, attach a separate schedule / /
(mo.) (day) (yr.)
- a** Total number of persons covered by the plan who are highly compensated individuals (See instructions below.)
b Number of other employees covered by the plan.
c Number of employees not covered by the plan
d Total number employed*
- * Should equal the total of **a**, **b**, and **c**—if not, explain any difference. Describe the eligibility requirements that prevent those employees not covered by the plan from participating.
-
- 4** State the number of persons, if any, other than employees and their dependents (e.g., the proprietor of a business whose employees are members of the association) who are entitled to receive benefits ►

Instructions

Line 3a.—A "highly compensated individual" is one who:

(a) Owned 5% or more of the employer at any time during the current year or the preceding year.

(b) Received more than \$80,000 (adjusted for inflation) in compensation from the employer for the preceding year, and

(c) Was among the top 20% of employees by compensation for the preceding year. However, the employer can choose not to have (c) apply.

Schedule G Organizations described in section 501(c)(12) (Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations)

- 1** Attach a schedule in columnar form for each tax year for which the organization is claiming exempt status. On each schedule:
- Show the total gross income received from members or shareholders.
 - List, by source, the total amounts of gross income received from other sources.
-
- 2** If the organization is claiming exemption as a local benevolent insurance association, state:
- The counties from which members are accepted or will be accepted.
-
- b** Whether stipulated premiums are or will be charged in advance, or whether losses are or will be paid solely through assessments.
-
- 3** If the organization is claiming exemption as a "like organization," explain how it is similar to a mutual ditch or irrigation company, or a mutual or cooperative telephone company.
-
- 4** Are the rights and interests of members in the organization's annual savings determined in proportion to their business with it? Yes No
 If "Yes," does the organization keep the records necessary to determine at any time each member's rights and interests in such savings, including assets acquired with the savings? Yes No
-
- 5** If the organization is a mutual or cooperative telephone company and has contracts with other systems for long-distance telephone services, attach copies of the contracts.

Instructions

Mutual or cooperative electric or telephone companies should show income received from qualified pole rentals separately. Mutual or cooperative telephone companies should also show separately the gross amount of income received from nonmember telephone companies for performing services that

involve their members and the gross amount of income received from the sale of display advertising in a directory furnished to their members.

Do not net amounts due or paid to other sources against amounts due or received from those sources.

Schedule H Organizations described in section 501(c)(13) (Cemeteries, crematoria, and like corporations)

- 1 Attach the following documents:
- a Complete copy of sales contracts or other documents, including any "debt" certificates, involved in acquiring cemetery or crematorium property.
 - b Complete copy of any contract your organization has that designates an agent to sell its cemetery lots.
 - c A copy of the appraisal (obtained from a disinterested and qualified party) of the cemetery property as of the date acquired.
- 2 Does your organization have, or does it plan to have, a perpetual care fund? Yes No
If "Yes," attach a copy of the fund agreement and explain the nature of the fund (cash, securities, unsold land, etc.)
-
- 3 If your organization is claiming exemption as a perpetual care fund for an organization described in section 501(c)(13), has the cemetery organization, for which funds are held, established exemption under that section? Yes No
If "No," explain.

Schedule I Organizations described in section 501(c)(15) (Small insurance companies or associations)

- 1** Is the organization a member of a controlled group of corporations as defined in section 831(b)(2)(B)(ii)? (Disregard section 1563(b)(2)(B) in determining whether the organization is a member of a controlled group.) Yes No

If "Yes," include on lines 2 through 5 the total amount received by the organization and all other members of the controlled group.

If "No," include on lines 2 through 5 only the amounts that relate to the applicant organization.

- 2** Direct written premiums
3 Reinsurance assumed
4 Reinsurance ceded
5 Net written premiums ((line 2 plus line 3) minus line 4)
6 If you entered an amount on line 3 or line 4, attach a copy of the reinsurance agreements the organization has entered into.

(a) Current Year From _____ To _____	3 Prior Tax Years		
	(b) _____	(c) _____	(d) _____

Instructions

Line 1.—Answer "Yes," if the organization would be considered a member of a controlled group of corporations if it were not exempt from tax under section 501(a). In applying section 1563(a), use a "more than 50%" stock ownership test to determine whether the applicant or any other corporation is a member of a controlled group.

Line 2.—In addition to other direct written premiums, include on line 2 the full amount of any prepaid or advance premium in the year the prepayment is received. For example, if a \$5,000 premium for a 3-year policy was received in the current year, include the full \$5,000 amount in the Current Year column.

Schedule J Organizations described in section 501(c)(17) (Trusts providing for the payment of supplemental unemployment compensation benefits)

- 1** If benefits are provided for individual proprietors, partners, or self-employed persons under the plan, explain in detail.
- 2** If the plan provides other benefits in addition to the supplemental unemployment compensation benefits, explain in detail and state whether the other benefits are subordinate to the unemployment benefits.
- 3** Give the following information as of the last day of the most recent plan year and enter that date here
- a Total number of employees covered by the plan who are shareholders, officers, self-employed persons, or highly compensated (See Schedule F instructions for line 3a on page 14.)
- b Number of other employees covered by the plan
- c Number of employees not covered by the plan
- d Total number employed*.
- * Should equal the total of **a**, **b**, and **c**—if not, explain the difference. Describe the eligibility requirements that prevent those employees not covered by the plan from participating.
- 4** At any time after December 31, 1959, did any of the following persons engage in any of the transactions listed below with the trust: the creator of the trust or a contributor to the trust; a brother or sister (whole or half blood), a spouse, an ancestor, or a lineal descendant of such a creator or contributor; or a corporation controlled directly or indirectly by such a creator or contributor?

Note: If you know that the organization will be, or is considering being, a party to any of the transactions (or activities) listed below, check the "Planned" box. Give a detailed explanation of any "Yes" or "Planned" answer in the space below.

- | | | | |
|---|------------------------------|-----------------------------|----------------------------------|
| a Borrow any part of the trust's income or corpus? | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> Planned |
| b Receive any compensation for personal services? | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> Planned |
| c Obtain any part of the trust's services? | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> Planned |
| d Purchase any securities or other properties from the trust? | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> Planned |
| e Sell any securities or other property to the trust? | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> Planned |
| f Receive any of the trust's income or corpus in any other transaction? | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> Planned |

Schedule K

Organizations described in section 501(c)(19)—A post or organization of past or present members of the Armed Forces of the United States, auxiliary units or societies for such a post or organization, and trusts or foundations formed for the benefit of such posts or organizations.

1 To be completed by a post or organization of past or present members of the Armed Forces of the United States.

- a Total membership of the post or organization
- b Number of members who are present or former members of the U.S. Armed Forces
- c Number of members who are cadets (include students in college or university ROTC programs or at armed services academies only), or spouses, widows, or widowers of cadets or past or present members of the U.S. Armed Forces
- d Does the organization have a membership category other than the ones set out above? Yes No

If "Yes," please explain in full. Enter number of members in this category

- e If you wish to apply for a determination that contributions to your organization are deductible by donors, enter the number of members from line 1b who are war veterans, as defined below.

A war veteran is a person who served in the Armed Forces of the United States during the following periods of war: April 21, 1898, through July 4, 1902; April 6, 1917, through November 11, 1918; December 7, 1941, through December 31, 1946; June 27, 1950, through January 31, 1955; and August 5, 1964, through May 7, 1975.

2 To be completed by an auxiliary unit or society of a post or organization of past or present members of the Armed Forces of the United States.

- a Is the organization affiliated with and organized according to the bylaws and regulations formulated by such an exempt post or organization? Yes No
If "Yes," submit a copy of such bylaws or regulations.
- b How many members does your organization have?
- c How many are themselves past or present members of the Armed Forces of the United States, or are their spouses, or persons related to them within two degrees of blood relationship? (Grandparents, brothers, sisters, and grandchildren are the most distant relationships allowable.)
- d Are all of the members themselves members of a post or organization, past or present members of the Armed Forces of the United States, spouses of members of such a post or organization, or related to members of such a post or organization within two degrees of blood relationship? Yes No

3 To be completed by a trust or foundation organized for the benefit of an exempt post or organization of past or present members of the Armed Forces of the United States.

- a Will the corpus or income be used solely for the funding of such an exempt organization (including necessary related expenses)? Yes No
If "No," please explain.
- b If the trust or foundation is formed for charitable purposes, does the organizational document contain a proper dissolution provision as described in section 1.501(c)(3)-1(b)(4) of the Income Tax Regulations? Yes No



PeeringDB 46-5097487
1700 7th Ave Ste 116 PMB 299, Seattle, WA 98101

Form 1024 Part II Section 3b: Annual compensation of officers, directors, and trustees:

While not to the individuals directly, Director Matt Griswold's company 20C, LLC and Secretary/Treasurer Chris Caputo's company Altopia Corporation, will receive compensation for services per Part III Section A Line 13, detailed below.

Form 1024 Part III Section A Line 13: Compensation of officers, directors, and trustees:

Matt Griswold, Director: Mr. Griswold's company 20C, LLC will receive approximately \$100,000 one-time and approximately \$2,000 per month for software maintenance and development services.

Chris Caputo, Secretary/Treasurer: Mr. Caputo is owner of Altopia Corporation. Altopia Corporation will receive approximately \$29,000 one-time and \$1,000 per month for up to 10 hours of work, for consulting. Overtime at \$100/hour.

Form 1024 Part III Section B Line 15: Other liabilities:

Patrick W. Gilmore, Director, loaned the organization \$5,000.00 on 3/21/2014.

PeeringDB 46-5097487

1700 7th Ave Ste 116 PMB 299, Seattle, WA 98101

Cash Basis Form 1024 Part III Section A: Revenue and Expenses

	<u>Jan - Dec '14</u>	<u>Jan - Dec '15</u>	<u>TOTAL</u>
Ordinary Income/Expense			
Income			
Contributions Income	<u>0.00</u>	<u>8,000.00</u>	<u>8,000.00</u>
Total Income	<u>0.00</u>	<u>8,000.00</u>	<u>8,000.00</u>
Expense			
Bank Service Charges	<u>0.00</u>	<u>70.80</u>	<u>70.80</u>
Consulting	<u>4,450.00</u>	<u>0.00</u>	<u>4,450.00</u>
Miscellaneous	<u>149.95</u>	<u>649.95</u>	<u>799.90</u>
Postage and Delivery	<u>272.00</u>	<u>264.00</u>	<u>536.00</u>
Total Expense	<u>4,871.95</u>	<u>984.75</u>	<u>5,856.70</u>
Net Ordinary Income	<u>-4,871.95</u>	<u>7,015.25</u>	<u>2,143.30</u>
Other Income/Expense			
Other Income			
Interest Income	<u>0.03</u>	<u>0.00</u>	<u>0.03</u>
Total Other Income	<u>0.03</u>	<u>0.00</u>	<u>0.03</u>
Net Other Income	<u>0.03</u>	<u>0.00</u>	<u>0.03</u>
Net Income	<u>-4,871.92</u>	<u>7,015.25</u>	<u>2,143.33</u>

Cash Basis

PeeringDB 46-5097487
1700 7th Ave Ste 116 PMB 299, Seattle, WA 98101
Form 1024 Part III Section B: Balance Sheet

Dec 31, '15

ASSETS

Current Assets

Checking/Savings

Wells Fargo Checking	7,133.33
Wells Fargo Savings	<u>10.00</u>

Total Checking/Savings	<u>7,143.33</u>
------------------------	-----------------

Total Current Assets	<u>7,143.33</u>
----------------------	-----------------

TOTAL ASSETS	<u>7,143.33</u>
--------------	-----------------

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Other Current Liabilities

Loan from Director	<u>5,000.00</u>
--------------------	-----------------

Total Other Current Liabilities	<u>5,000.00</u>
---------------------------------	-----------------

Total Current Liabilities	<u>5,000.00</u>
---------------------------	-----------------

Total Liabilities	5,000.00
-------------------	----------

Equity

*Retained Earnings	-4,871.92
--------------------	-----------

Net Income	<u>7,015.25</u>
------------	-----------------

Total Equity	<u>2,143.33</u>
--------------	-----------------

TOTAL LIABILITIES & EQUITY	<u>7,143.33</u>
----------------------------	-----------------

PeeringDB 46-5097487
 1700 7th Ave Ste 116 PMB 299, Seattle, WA 98101

Cash Basis Form 1024 Part III: Detailed Revenue and Expenses - 1/1/2014 to 12/31/2015

Date	Name	Memo	Amount
Ordinary Income/Expense			
Income			
Contributions Income			
03/16/15	Amsterdam Intern...		2,500.00
11/08/15	Netflix	7DP120383R3554531	500.00
12/24/15	DE-CIX Managem...		5,000.00
			<hr/>
	Total Contributions Income		8,000.00
			<hr/>
	Total Income		8,000.00
Expense			
Bank Service Charges			
06/30/14	Wells Fargo	MONTHLY SERVICE FEE	40.00
07/03/14	Wells Fargo	MONTHLY SERVICE FEE REVERSAL	-40.00
11/28/14	Wells Fargo	MONTHLY SERVICE FEE	14.00
11/28/14	Wells Fargo	MONTHLY SERVICE FEE	6.00
12/12/14	Wells Fargo	reversal of MONTHLY SERVICE FEE	-14.00
12/12/14	Wells Fargo	reversal of MONTHLY SERVICE FEE	-6.00
03/16/15	Wells Fargo	WIRE TRANS SVC CHARGE	16.00
11/08/15	PayPal	7DP120383R3554531	14.80
11/09/15	PayPal	authorization test	1.95
11/09/15	PayPal	refund of authorization test	-1.95
12/24/15	Sparkasse KölnB...	sender wire transfer fee	25.00
12/24/15	Wells Fargo	wire transfer fee	15.00
			<hr/>
	Total Bank Service Charges		70.80
			<hr/>
Consulting			
03/22/14	Altopia Corporation	3/14 to 4/13	2,000.00
04/14/14	Altopia Corporation	4/14 to 5/13	1,500.00
05/16/14	Altopia Corporation	5/14 to 6/13	950.00
			<hr/>
	Total Consulting		4,450.00
			<hr/>
Miscellaneous			
09/02/14	Opsmate, Inc.	1-year wildcard SSL certificate for Pee...	149.95
08/12/15	Opsmate, Inc.	1-year (exp 9/2/2016) wildcard SSL ce...	149.95
11/08/15	BigPulse	3-months up to 350 voters	500.00
			<hr/>
	Total Miscellaneous		799.90
			<hr/>
Postage and Delivery			
03/27/14	UPS Store	box #299 for 14 months through 5/14/...	272.00
05/04/15	UPS Store	box #299 for 12 months through 5/14/...	264.00
			<hr/>
	Total Postage and Delivery		536.00
			<hr/>

PeeringDB 46-5097487
1700 7th Ave Ste 116 PMB 299, Seattle, WA 98101
Form 1024 Part III: Detailed Revenue and Expenses - 1/1/2014 to 12/31/2015

Date	Name	Memo	Amount
Total Expense			<u>5,856.70</u>
Net Ordinary Income			2,143.30
Other Income/Expense			
Other Income			
Interest Income			
06/30/14	Wells Fargo		0.01
08/29/14	Wells Fargo		0.01
11/28/14	Wells Fargo		0.01
Total Interest Income			<u>0.03</u>
Total Other Income			<u>0.03</u>
Net Other Income			<u>0.03</u>
Net Income			<u><u>2,143.33</u></u>

December 30, 2015



1700 7th Ave Ste 116 PMB 299
Seattle, WA 98101

To: Internal Revenue Service
Re: 46-5097487 Certification of Organizing Documents

I certify that the attached "Articles of Incorporation of PeeringDB" signed 12/16/2015 and stamped 12/16/2015 by the State of Washington, are a complete and accurate copy of the original.

I also certify that the attached "Certificate of Incorporation to PeeringDB", "Minutes of Organizational Meeting of The Board of Directors of PeeringDB", "Bylaws of PeeringDB", and "PeeringDB Conflict of Interest Policy" are complete and accurate copies of the originals.

Sincerely,

A handwritten signature in black ink, appearing to read "Chris Caputo".

Chris Caputo
Secretary of PeeringDB

FILED
SECRETARY OF STATE
DECEMBER 16, 2015
STATE OF WASHINGTON

603 568 772

12/16/15 3064399-
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\$80.00 R
tid: 3139844

ARTICLES OF INCORPORATION
OF
PEERINGDB

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act, RCW 24.03, hereby adopts the following Articles of Incorporation:

Article I. Name

The name of this corporation shall be PeeringDB (hereinafter referred to as the "Corporation").

Article II. Duration

The period of its duration is perpetual unless dissolved by operation of law or otherwise.

Article III. Purposes

The Corporation is organized exclusively for the benefit of, to perform the functions of, or to carry out the purposes of a freely available web-based database of networks, colocation facilities, Internet exchange providers, and other information related to peering on the Internet, within the meaning of and consistent with the requirements of an organization exempt from federal income taxation under Code Section 501(c)(6).

Article IV. Power

The Corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article III that are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(6) of the Code.

Article V. Members

The Corporation shall have members as set forth in the bylaws of the Corporation.

Article VI. Prohibited Activity

Notwithstanding any of the provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or private persons, ~~except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.~~ The Corporation shall not have or issue shares of stock and shall not make any loans to its members, directors, or officers.

Article VII. Registered Agent

The address of the initial registered office of the Corporation is, 505 Union Avenue SE, Suite 120, Olympia, WA 98501. The initial registered agent at such address is National Registered Agents, Inc.

Article VIII. Initial Directors

The number of directors and the method of selecting directors shall be fixed by the bylaws of this Corporation; provided that the initial directors, who shall hold office until the election of their respective successors, shall be five (5) in number and are as follows:

<u>Name</u>	<u>Address</u>
Patrick W. Gilmore	398 Atherton St, Milton, MA 02186, USA
Matt Griswold	303 W Ohio #1701, Chicago, IL 60654, USA
Aaron Hughes	2124 W Cliff Dr, Santa Cruz, CA 95060, USA
Arnold Nipper	Hermann-Löns-Weg 15, 69207 Sandhausen, Germany
Job Snijders	Theodorus Majofskistraat 100, 1065 SZ Amsterdam, Netherlands

Article IX. Limitation Of Director Liability

Except to the extent otherwise required by applicable law (as presently in effect and as hereafter amended), a director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director or (ii) for any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act or the Washington Business Corporation Act is amended to authorize further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest

extent permitted by the Washington Nonprofit Corporation Act and the Washington Business Corporation Act, as so amended, without any requirement of further action by the Corporation, or its members or its directors.

No amendment to or repeal of this Article shall adversely affect any right of protection of any director of the Corporation occurring after the date of the adoption of this Article and prior to such amendment or repeal.

Article X. Indemnification

The Corporation shall indemnify any director of the Corporation who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the Corporation to the full extent allowed by law, as presently in effect and as hereafter amended. By means of a resolution or of a contract specifically approved by the Board of Directors, the Corporation may indemnify an officer, employee, or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the Corporation. Reasonable expenses incurred by a director, who is involved in any capacity in a proceeding by reason of the position held in the Corporation, shall be advanced by the Corporation to the full extent allowed by and on the conditions required by applicable law, as presently in effect and as hereafter amended, unless and until it is determined that such person is not entitled to be indemnified.

The Board of Directors of the Corporation shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense. The rights conferred by or pursuant to this Article shall not be exclusive of any other rights that any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Articles of Incorporation, the bylaws of the Corporation, a vote of the Board of Directors of the Corporation, or otherwise. No amendment to or repeal of this Article shall adversely affect any right of any director, officer, employee, or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if, in the opinion of counsel, payment of such indemnification would cause the Corporation to lose its exemption from federal income taxation.

Article XI. Distributions Upon Dissolution

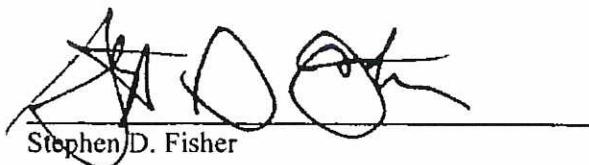
No member, director, trustee, or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon dissolution or winding up of the Corporation,

after paying or making adequate provision for payment of all liabilities, all remaining assets of the Corporation shall be distributed by the board of directors to Packet Clearing House. If Packet Clearing House cannot or will not accept the Corporation's remaining assets, all remaining assets of the Corporation shall be distributed by the board of directors to one or more nonprofit funds, foundations, or corporations that are organized and duly operated exclusively for educational, charitable, religious, scientific, and/or literary purposes, within the meaning of the Code, and which at that time qualifies for tax exempt status under Section 501(c)(6) of the Code. Any assets not so disposed of shall be disposed of by the Superior Court of King County, Washington, for the purposes set forth in Article III of these Articles of Incorporation or to such organization or organizations as the Superior Court of King County shall determine to be organized and operated for purposes similar to that of the Corporation.

Article XII. Incorporator

The incorporator is Stephen D. Fisher and the incorporator's address is 1111 Third Ave., Suite 3400, Seattle, WA. 98101.

DATED this 16th day of December, 2015.



A handwritten signature in black ink, appearing to read "Stephen D. Fisher", is written over a horizontal line. The signature is somewhat stylized and includes a small circle around the "D".

CONSENT TO SERVE AS REGISTERED AGENT

National Registered Agents, Inc. ("NRAI"), hereby consents to serve as Registered Agent in the state of Washington for PeeringDB, a Washington nonprofit corporation. NRAI understands that as agent for the Corporation, it is responsible for receiving service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of its resignation or of any changes in the registered office address of the Corporation for which it is agent.

Executed this 16th day of December, 2015.

NATIONAL REGISTERED AGENTS, INC.

By: Cheryl Conklin
Name: Cheryl Conklin
Title: Assistant Secretary

NAME OF REGISTERED AGENT: National Registered Agents, Inc.

ADDRESS OF REGISTERED AGENT: 505 Union Avenue SE, Suite 120
Olympia, WA 98501

UNITED STATES OF AMERICA

The State of Washington

Secretary of State



I, KIM WYMAN, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

PEERINGDB

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 12/16/2015

UBI Number: 603-568-772



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in blue ink that reads "Kim Wyman".

Kim Wyman, Secretary of State

Date Issued: 12/18/2015

**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:

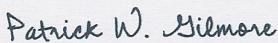
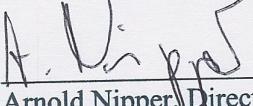
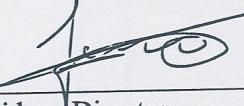
 Patrick W. Gilmore Patrick W. Gilmore, Director patrick@ianai.net e-mail address	 Matt Griswold Matt Griswold, Director grizz@20c.com e-mail address	 Aaron Hughes Aaron Hughes, Director aaronh@tcp0.com e-mail address
 Arnold Nipper Arnold Nipper, Director arnold@nipper.de e-mail address	 Job Snijders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

EXHIBIT A

ARTICLES OF INCORPORATION

EXHIBIT B

BYLAWS

EXHIBIT C

CONFLICT OF INTEREST POLICY

**BYLAWS
OF
PEERINGDB**
(hereinafter referred to as the "Corporation")

ARTICLE 1. OFFICES

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members.

The Corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

2.2 Qualifications for Membership.

A corporation, limited liability company, partnership or other legal business entity may be a Member of the Corporation. Membership is determined by having both an active PeeringDB.com account and an individual representative or role subscription to the PeeringDB Governance mailing list:

<http://lists.peeringdb.com/cgi-bin/mailman/listinfo/pdb-gov>

Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

2.3 Voting Rights.

2.3.1 Subject to section 2.3.2 of these Bylaws, each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

2.3.2 Members who are affiliated with each other are entitled to a total of one vote upon each issue. "Affiliate" means, with respect to a particular person, any entity that directly or indirectly controls, is controlled by, or is under common control with such person.

2.4 Annual Meeting.

The annual meeting of the members shall be held in April of each year for the purpose of electing Directors and transacting such other business as may properly come before the meeting. The annual meeting shall be held at such time and place as the Board shall appoint.

2.5 Special Meetings.

The President, the Board, or not less than 25% of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

2.6 Place of Meetings.

All meetings of members shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

2.7 Notice of Meetings.

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail or by electronic mail, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than 25% of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the Corporation with postage thereon prepaid.

2.8 Waiver of Notice.

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.9 Quorum.

Ten percent (10%) of the members of the Corporation entitled to vote, represented in person (or by proxy), shall constitute a quorum at a meeting of the members. If less than a

quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

2.10 Manner of Acting.

The vote of a majority of the votes entitled to be cast by the members represented in person (or by proxy) at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

2.11 Proxies.

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

2.12 Action by Members Without a Meeting.

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by a majority of all members entitled to vote with respect to the subject matter thereof, provided that the Corporation has mailed written notice of such proposed action to all members at least ten days prior to the date of such consent. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members. As used herein, "mailed written notice" shall include email communication, and "written consent" shall include electronic or digital signatures, to the extent allowed by law.

2.13 Meetings by Conference Call or Web Conference.

Members of the Corporation may participate in a meeting of members by means of a conference telephone, web conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers.

The affairs of the Corporation shall be managed by a Board of Directors.

3.2 Number.

The Board shall consist of not less than 3 nor more than 7 Directors, the specific number to be set by resolution of the Board. The range of number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications.

Directors may be any person who is elected by a majority vote of all members entitled to vote. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Election of Directors.

3.4.1 Initial Directors.

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

3.4.2 Successor Directors.

Successor Directors shall be elected for a term of two years each, every other year at the annual meeting of members, or by mail in such manner as the Board of Directors shall determine.

Director seats are numbered. Even numbered seats are open in even numbered years, and odd numbered seats in odd numbered years. Open seats may also be caused by vacancy. In an election, the highest vote count receivers assume the longest term seats. Ties are decided by random means by the Secretary in the presence of the meeting attendees.

3.5 Term of Office.

Unless a Director dies, resigns or is removed, he or she shall hold office until the annual meeting the year his or her term expires, or until his or her successor is elected, whichever is later.

3.6 Annual Meeting.

The annual meeting of the Board shall be held within thirty days following the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

3.7 Regular Meetings.

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

3.8 Special Meetings.

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.9 Meetings by Conference Call or Web Conference.

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone, web conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings.

All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.11 Notice of Special Meetings.

Notice of special Board or committee meetings shall be given to a Director in writing or by electronic mail or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

3.12 Waiver of Notice.

3.12.1 In Writing.

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.12.2 By Attendance.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.13 Quorum.

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting.

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.15 Presumption of Assent

A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.16 Action by Board Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be accomplished without a meeting or a vote if one or more written consents setting forth the action to be taken shall be signed by all the directors and delivered to the Corporation for inclusion in the Corporation's records as if it were the minutes of a meeting of the Board of Directors. Action taken by the unanimous written consent is effective when the last director signs the consent, unless the consent specifies a later effective date.

3.17 Resignation.

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal.

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

3.19 Vacancies.

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors. A Director so elected to fill a vacancy shall serve until the next annual meeting at which time the membership will vote on a Director to fill the unexpired term of his or her predecessor in office if any.

3.20 Compensation.

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications.

The officers of the Corporation shall be a President, a Vice President, and a Secretary/Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

4.2 Election and Term of Office.

The officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation.

Any officer may resign at any time by delivering written notice to the President, Vice President, the Secretary/Treasurer or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal.

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies.

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President.

The President shall be the chief executive officer of the Corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.7 Vice President.

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

4.8 Secretary.

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform

all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9 Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records.

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

5.2 Accounting Year.

The accounting year of the Corporation shall be the twelve months ending December 31.

5.3 Rules of Procedure.

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6. FINANCIAL AND OPERATIONAL MATTERS

6.1 Powers of the Board of Directors

The Board shall have the authority to incur and pay financial obligations on behalf of the Corporation in furtherance of the Purposes stated in the Articles of Incorporation, without the vote of the members. The Board shall have the authority to adopt rules and regulations concerning the use of the Corporation's services and facilities by the members.

6.2 Dues

Dues, if any, must be approved by a majority vote of the members.

6.3 Termination of Membership

A member's membership in the Corporation and connections to the Corporations' facilities may be terminated by the Board if the member fails to cure minor infractions of the Corporation's rules and regulations (as defined therein) within 10 days written notice to the member, and upon a vote of a 2/3 majority of the number of Directors in office. A member's membership in the Corporation and connections to the Corporation's facilities may be terminated immediately upon a vote of a 2/3 majority of the number of Directors in office, for major infractions of the Corporation's rules and regulations (as defined therein). If a Director is affiliated with a member whose membership is under consideration by the Board, then the Director shall abstain from voting and the number of votes required to terminate such membership shall be reduced accordingly.

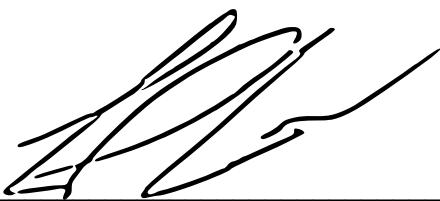
ARTICLE 7. AMENDMENTS

Except for the terms of Articles 6 and 7, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office. The terms of Articles 6 and 7 may be altered, amended or repealed and new terms thereof may be adopted by the vote of a 2/3 majority of the members.

ARTICLE 8. SECRETARY'S CERTIFICATION

The undersigned, being the Secretary of the Corporation, hereby certifies that these bylaws are the bylaws of the Corporation, adopted by resolution of the directors on December 8th, 2015.

DATED this 8th day of December, 2015.



Chris Caputo, Secretary

PEERINGDB

Conflict of Interest Policy

1. PURPOSE

The purpose of the conflict of interest policy is to protect the interests of PeeringDB (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or employee of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit corporations. Self-dealing is absolutely prohibited.

2. DEFINITIONS

2.1. Interested Person

Any director of the Corporation who has a direct or indirect financial interest, as defined below, is an “interested person.”

2.2. Financial Interest

A person has a “financial interest” if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the directors other than the interested person (the “disinterested directors”) decide that a conflict of interest exists.

3. PROCEDURES

3.1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

3.2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors' meeting while the determination of a conflict of interest is discussed and voted upon. The disinterested directors shall decide if a conflict of interest exists.

3.3. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the Board of Directors' ("Board") meeting, but after the presentation, and after answering any questions from the disinterested directors, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the disinterested directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the disinterested directors shall determine by a majority vote whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the disinterested directors shall make their decision as to whether to enter into the transaction or arrangement.

3.4. Violations of the Conflicts of Interest Policy

1. If the Board of Directors has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, they shall inform such director of the basis for such belief and afford the director an opportunity to explain the alleged failure to disclose.

2. If, after hearing the director's response and after making further investigation as warranted by the circumstances, the disinterested directors determine the director has failed to disclose an actual or possible conflict of interest, they shall take appropriate disciplinary and corrective action.

4. RECORDS OF PROCEEDINGS

The minutes of the Board of Directors' meetings shall contain:

a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the disinterested directors as to whether a conflict of interest in fact existed.

b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. COMPENSATION

5.1. Board Member Vote

A director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director's compensation.

5.2. Information

No director who receives compensation, directly or indirectly, from the Corporation is prohibited from providing information to any committee regarding compensation.

6. ANNUAL STATEMENTS

Each director shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and

d) Understands the Corporation is nonprofit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with nonprofit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and other arrangements, if any, conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further nonprofit purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of their responsibility for ensuring periodic reviews are conducted.