

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A NON-STOCK CORPORATION

- FIRST:** The name of the corporation is: Media Networking Alliance Inc.
- SECOND:** Its registered office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, DE 19801. The name of the registered agent at that address is The Corporation Trust Company.
- THIRD:** The purpose of the corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware.
This Corporation shall be a nonprofit corporation. The corporation is organized and shall be operated as a trade association to promote the adoption, standardization, development and refinement of AES67 as a media networking standard for the purposes of enabling and promoting the use and increased interoperability and reliability of AES67 in furtherance of common business interests for the mutual benefit of all participants in such industry.
- No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or by the corresponding section of any future federal tax code).
- FOURTH:** Upon the dissolution or winding up of the corporation, assets of the corporation remaining after payment (or provision for payment) of all debts, liabilities and obligations of the corporation shall be distributed in furtherance of the purposes set forth in three.
- FIFTH:** The corporation shall not have any capital stock, and conditions of membership shall be as follows:
The qualifications and rights of members shall be as set forth in the bylaws of the corporation. The members of the corporation shall not be liable for the debts, liabilities or obligations of the corporation.

SIXTH: The name and mailing address of the incorporator is as follows:

Tina Lipscomb, 23117 39th Ave SE, Baffle, WA 98021

I, the undersigned, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate and do certify that the facts herein stated are true.

SIGNED: 

NAME: Tina Lipscomb, Incorporator