

INTERNET SOCIETY FOUNDATION

ARTICLES OF INCORPORATION

COPY

The undersigned, for the purpose of forming a nonprofit corporation pursuant to Title 29 Chapter 4, of the Code of the District of Columbia ("D.C. Code"), hereby certifies:

FIRST: Name. The name of this corporation is Internet Society Foundation (the "Corporation").

SECOND: Nonstock and Member. The Corporation is organized as a nonprofit corporation under Title 29 Chapter 4, of the D.C. Code and shall not have any capital stock. The sole member of the Corporation is the Internet Society. The member will have the rights and duties as provided in the bylaws.

THIRD: Purpose and Supported Organizations. The Corporation is organized and shall be operated exclusively for tax-exempt charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as it may be amended (the "Code"), for the benefit of, or to conduct or carry out the purposes of the following organizations (the "Supported Organizations"):

- (a) the Internet Society, provided that it is described in Section 501(c)(3) of the Code and is publicly supported under Section 509(a)(1) or (2) of the Code, and
- (b) other organizations described in Section 501(c)(3) and publicly supported under Section 509(a)(1) or (2) of the Code, all such organizations being of a class whose purposes and activities are consistent with the tax exempt purposes of the Internet Society

The Corporation may engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes, including any lawful act or activity for which charitable nonprofit corporations may be organized under the D.C. Code.

FOURTH: Restrictions. Provisions for the regulation of the activities and affairs of the Corporation are as follows:

- (a) No part of the net earnings of the Corporation shall be distributed to or inure to the benefit of its directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered to or for the Corporation and make payments and distributions in furtherance of the purposes of the Corporation.
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted by an election under Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the

DCRA Corp. Div.

OCT 19 2017

FILE COPY

Cy

publication or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office.

- (c) Notwithstanding any other provision of this Articles of Incorporation, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that is not permitted to be carried on by an organization described in Section 501(c)(3) of the Code, the contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

FIFTH: Dissolution. Upon a dissolution or final liquidation, after payment of all valid debts of the Corporation and necessary expenses thereof, or provision for same, all the remaining assets of the Corporation shall be distributed to the Internet Society, provided it is described in Section 501(c)(3) of the Code. If the Internet Society is not in existence or described in Section 501(c)(3), the assets shall be distributed to one or more other Supported Organizations for exempt purposes as set forth in Article THIRD.

SIXTH: Registered Agent. The address of the Corporation's registered agent in the District of Columbia is Corporation Service Company, 1090 Vermont Ave., N.W., Washington, D.C. 20005.

SEVENTH: Directors. The number, qualifications, and election of directors shall be as provided in the bylaws.

EIGHTH: Liability. A director of the Corporation shall not be personally liable to the Corporation or its member for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted by law or is inconsistent with any provision of the Code applicable organizations described in Section 501(c)(3) of the Code. To the fullest extent permitted by law, any amendment to or repeal of this Article shall not apply to or have any effect on the liability or alleged liability of any director with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

NINTH: Indemnification. To the extent permitted by D.C. Code § 29-402.02(b)(7), the Corporation shall provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons permitted by law to receive indemnification) through bylaw provisions, policies, agreements with such agents or other persons, or by action of applicable governing body.

TENTH: Amendment of Bylaws. In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in these articles of incorporation or the bylaws, the Board is authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation, provided, however, that such amendment requires approval of the member.

ELEVENTH: Amendment of Articles of Incorporation. In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in these articles of incorporation or the bylaws, the Board is authorized to make, repeal, alter, amend and rescind these articles of incorporation, provided, however, that such amendment requires approval of the member.

IN WITNESS WHEREOF, this Articles of Incorporation has been executed by the incorporator on this 17 day of October, 2017.

SOLE INCORPORATOR



Name: Alexander L. Reid

Address: 1111 Pennsylvania Ave., N.W.
Washington, D.C. 20004

DCRA Corp. Div.

OCT 19 2017

FILE COPY

