

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "OPEN SECURITY AND SAFETY ALLIANCE, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JANUARY, A.D. 2018, AT 1:09 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

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Authentication: 202011908
Date: 01-22-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF INCORPORATION
of
OPEN SECURITY AND SAFETY ALLIANCE, INC.
A Delaware Nonprofit Non-Stock Corporation

ARTICLE 1
NAME

The name of the corporation is Open Security and Safety Alliance, Inc.

ARTICLE 2
REGISTERED OFFICE AND AGENT

The initial registered office of the corporation in the State of Delaware is 251 Little Falls Drive, in the City of Wilmington, County of New Castle, Delaware 19808, and the initial registered agent at such address is Corporation Service Company.

ARTICLE 3
PURPOSES AND POWERS

A. Purposes. The purpose for which the corporation is formed is to operate as a business league not organized for profit within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision.

B. Specific Purposes. The specific purposes for which this corporation is formed include but are not limited to, defining one or more specifications, best practices, reference architectures, software development kits (SDKs), implementation guidelines and standardized agreements to drive user-centric innovation and to promote for the security and safety industry including: (i) the promotion of IT and data security, (ii) the promotion of respect for data privacy rights, and (iii) the creation of a secure, reliable ecosystem which brings together hardware manufacturers, software developers, technology suppliers, users and specifiers of technology.

C. Powers. The corporation shall be a nonprofit corporation, and, subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's Certificate of Incorporation or Bylaws, the corporation shall have the power to engage in any lawful act or activity for which a nonprofit corporation is permitted to engage in under the Delaware Corporation Law.

ARTICLE 4
LIMITATIONS ON ACTIVITIES

A. Notwithstanding any other provisions of this Certificate of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code, or any successor provision, nor shall the

corporation, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the corporation.

B. The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of or be distributable to any member, or to any director or officer or other private individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

**ARTICLE 5
MEMBERSHIP**

The conditions of and qualification for membership in the corporation shall be as set forth in the corporation's Bylaws.

**ARTICLE 6
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No member, director, officer or other private individual shall be entitled to share in the distribution of any of the corporation's assets upon dissolution of the corporation or upon the winding up of the corporation's affairs. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or adequate provision for payment, of all debts and liabilities of the corporation shall be distributed by the board of directors to one or more organizations selected by the board of directors that will help to further the purposes of the corporation. All such distributions will be made in accordance with the corporation's tax status under United States Internal Revenue Code Section 501(c) (6).

**ARTICLE 7
BYLAWS**

The authority to make, alter, amend or repeal Bylaws is vested in the corporation's board of directors, and may be exercised by action of the board subject to the conditions set forth in the Bylaws.

**ARTICLE 8
DIRECTORS**

The management of the corporation will be vested in a board of directors; the number, qualifications, terms of office, manner of election, time and place of meeting, and power and duties of the directors shall be as set forth in the Bylaws of the corporation.

**ARTICLE 9
INCORPORATOR**

The incorporator's name and address are:

Stan Moyer
2400 Camino Ramon, Suite 375
San Ramon, CA 94583

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 19th day of January, 2018.

A handwritten signature in black ink, appearing to read "Stan Moyer", is written over a solid horizontal line.

Stan Moyer
Incorporator