

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

OPEN IDENTITY EXCHANGE

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

Date: 2/4/2010

UBI Number: 602-988-904

APPID: 1648967



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

Sam Reed, Secretary of State

602 988 904

FILED
SECRETARY OF STATE

FEB 04 2010

STATE OF WASHINGTON

ARTICLES OF INCORPORATION

OF

Open Identity Exchange.

The undersigned, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington) (the "Act"), hereby signs and verifies the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation shall be Open Identity Exchange (hereinafter referred to as the "Corporation").

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSES AND POWERS

Section 3.1 Purposes. The Corporation is organized exclusively to further the promotion of the common business interests of its members consistent with the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") and regulations thereunder, including without limitation:

(a) Collecting, aggregating, and distributing information regarding the identity-related services industry to businesses and other stakeholders in that industry in order to improve conditions in that industry by fostering innovation, market transparency, and identity-related product and service interoperability;

(b) Providing a neutral, open market registration system for participants in the identity-related services industry; and

(c) Such other purposes as determined by the Corporation Board of Directors which are necessary, incident or useful in furtherance of the aforementioned purposes.

Section 3.2 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, the Act or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers that now or hereafter are conferred by the Act or other applicable law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's

purposes.

ARTICLE IV LIMITATIONS

Section 4.1 No Inurement to Private Persons. The corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or other private person, 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.

ARTICLE V MEMBERS

The Corporation shall have members (the "Members"). The classes, qualifications, rights, and duties of Members shall be as set forth in the Corporation's Bylaws.

ARTICLE VI DIRECTORS

Section 6.1 Board of Directors. The management of the corporation will be vested in a Board of Directors. The number of directors constituting the initial Board of Directors of the Corporation shall be five (5) director(s). The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the corporation.

Section 6.2 Names and Addresses of Directors. The names and addresses of the directors who will manage the affairs of the Corporation until the first annual meeting of the Board of Directors as provided in the Bylaws, and until their successors are elected and qualified, are:

| Name | Address |
|-------------------|---|
| Ronald Carpinella | 1550 Peachtree St. NW Atlanta, GA 30309 |
| Andrew Nash | 2211 North First Street San Jose, CA 95131 |
| Nico Popp | 487 East Middlefield Road Mountain View, CA 94043 |
| Eric Sachs | 1600 Amphitheatre Pkwy Mountain View, CA 94043 |
| Don Thibeau | c/o Inventures Attn: John Ehrig 2400 Camino Ramon, Suite 375 San Ramon, CA 94583 |

**ARTICLE VII
DIRECTOR LIABILITY LIMITATIONS**

Section 7.1 Immunity from Liability. A director of the Corporation shall have such immunity from liability as is granted under federal and Washington state law, including without limitation, if applicable, the Federal Volunteer Protection Act and RCW 4.24.264.

Section 7.2 Liability to the Corporation. No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for conduct as a director, unless such conduct involves (a) intentional misconduct or a knowing violation of law by the director, (b) a violation of RCW 23B.08.310, or (c) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

**ARTICLE VIII
INDEMNIFICATION**

Section 8.1 Authorized Indemnification and Advancement of Expenses. As authorized by RCW 23B.08.560, the Corporation shall, without regard to the limitations in RCW 23B.08.510 through 23B.08.550:

- (a) Indemnify its directors to the full extent permitted by the Act now or hereafter in force; and
- (b) Advance reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding.

Such indemnity and advancement of expenses shall not, however, apply on account of:

- (i) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;
- (ii) Conduct of the director finally adjudged to be in violation of RCW 23B.08.310, as applicable to corporations formed under the Act;
- (iii) Any transaction with respect to which it was finally adjudged that the director personally received a benefit in money, property, or services to which the director was not legally entitled.

Section 8.2 Procedure. The Board of Directors may take such action, including adoption of bylaws, to carry out these indemnification and expense advancement provisions. The Board of Directors is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law to implement these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to establishing the procedures and implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

Section 8.3 Amendment. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification or advancement of expenses provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

Section 8.4 Severability. If any provision or application of this Article shall be invalid or unenforceable, the remainder of this Article and its remaining applications shall not be affected thereby, and shall continue in full force and effect.

ARTICLE IX BYLAWS

The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of the Act or these Articles of Incorporation.

ARTICLE X ADDRESS OF REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be 925 Fourth Ave., Suite 2900, Seattle, Washington 98104-1158. The name of the initial registered agent of the Corporation at such address shall be PTSGE Corp.

ARTICLE XI DISSOLUTION

Upon the winding up or dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed as provided in the Act as amended and, if applicable, consistent with the provisions of Section 501(c)(6) of the Code and regulations thereunder, or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE XII
INCORPORATOR**

The incorporator's name and address are:

Name

Scott L. David

Address

925 Fourth Avenue, Suite 2900
Seattle, Washington 98104-1158

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 3rd day of February, 2010.



Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

PTSGE Corp. hereby consents to serve as registered agent, in the State of Washington, for [1] (the "Corporation"). We understand that as agent for the Corporation, it will be our responsibility to accept service of process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer(s) of the Corporation; and to notify the Office of the Secretary of State immediately of our resignation or of any changes in the address of the registered office of the Corporation for which we are agent.

Date: February 3, 2010.

PTSGE Corp.

By Suzanne M. Freburg
Suzanne Freburg, Vice President

Registered Office Address:

925 Fourth Avenue, Suite 2900
Seattle, Washington 98104-1158