

# 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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "MOPRIA ALLIANCE, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:


CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2013, AT 6:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "MOPRIA ALLIANCE, INC.".

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0822223

DATE: 10-17-13

**CERTIFICATE OF INCORPORATION**  
of  
**MOPRIA ALLIANCE, INC.**  
A Delaware Nonprofit Nonstock Corporation

**ARTICLE 1**  
**NAME**

The name of the corporation is Mopria Alliance, Inc.

**ARTICLE 2**  
**REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is 1209 Orange Street in Wilmington, Delaware 19801, and the initial registered agent at such address is The Corporation Trust Company. The county which the registered agent is located in is New Castle County.

**ARTICLE 3**  
**PURPOSES AND POWERS**

**A. Purposes.** The purpose for which this 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, including to promote the common interest of its membership by facilitating the establishment of mobile print and related specifications for the purposes of enabling and promoting the use and increased operability of print and other functions utilizing mobile devices and devices with print functionality for the mutual benefit of the public and participants in relevant industries.

**B. 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 nonstock corporation may be organized under the General Corporation Law of Delaware (the "Act").

**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 this corporation.

**B.** The corporation is not organized for profit, shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director or officer or other private persons, 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 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 this corporation shall be distributed by the board of directors for similar or identical uses and purposes as set forth in Article 3 (Purposes and Powers) of this Certificate of Incorporation, to one or more organizations then qualified under Section 501(c)(6) of the Code, or any successor provision.

**ARTICLE 7  
INDEMNIFICATION**

The corporation shall, to the fullest extent permitted by Section 145 of the Act, as the same may from time to time be amended and supplemented, indemnify each director and officer of the corporation from and against any and all of the expenses and liabilities arising out of, or related to, any threatened, pending or completed action, suit or proceeding, or other matters referred to in or covered by said Section of the Act. The indemnification provided for herein shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaws, resolution of directors, agreement, or otherwise as permitted by said Section of the Act, as to any lawful action taken by such person in his or her capacity as such officer or director or in any other capacity in which such person serviced at the request of the corporation.

**ARTICLE 8  
LIABILITY OF DIRECTORS**


A director of the corporation is not liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the Act; or (iv) for any transaction from which the director derived an improper personal benefit.

ARTICLE 9  
INCORPORATOR

The incorporator's name and address are:

Timothy F. Haslach  
Schwabe, Williamson & Wyatt, PC  
1211 SW Fifth Avenue, Suites 1500-1900  
Portland, Oregon 97204  
(503) 796-3771

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 13<sup>th</sup> day of September, 2013.



Timothy F. Haslach, Incorporator