



ARTICLES OF INCORPORATION
OF
~~HOME CONNECTIVITY ALLIANCE~~

ARTICLE 1

Name

The name of the corporation is Home Connectivity Alliance (the "Corporation").

ARTICLE 2

Type

~~The Corporation is a mutual benefit corporation.~~

ARTICLE 3

Members

The Corporation will not have members; in the event that members are deemed to exist either under Oregon Revised Statutes 65.001(30), or as a result of a determination by a court of authority, such deemed members shall have no voting rights or powers other than as may be specified in the Bylaws or required by the Oregon Revised Statutes.

ARTICLE 4

Purposes and Powers

- 4.1 General Purpose.** The Corporation is a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended (hereinafter referred to as the "Code"), and the Oregon Excise Tax Law of 1929, as set forth and revised in Oregon Revised Statutes 317.080. All references to the Code contained herein are deemed to include corresponding provision of any future United States Internal Revenue Law or Regulation. In furtherance of the purposes set forth in this Article 4, the Corporation may exercise all the rights and powers conferred on nonprofit mutual benefit corporations under the laws of the State of Oregon.
- 4.2 General Restrictions.** Notwithstanding any provision in these Articles of Incorporation to the contrary, no part of the Corporation's assets may be used in any manner, and the Corporation may not participate in any activity, that would cause the Corporation to cease to qualify as an exempt organization under Section 501(c)(6) of the Code and from exemption from Oregon income tax by reason of being an organization described in the Oregon Excise Tax Law of 1929, ORS 317.080, and corresponding provisions of any future amendments to said statutes.

ARTICLE 5

Liability of Liability

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or officer of the Corporation shall not be liable to the Corporation or its members for any monetary damages for conduct as a director and/or officer. Any amendment to, or repeal of, this Article 5 or amendment to the Oregon Nonprofit Corporation Act shall not adversely affect any right or protection of a director and/or officer of the Corporation for, or with

respect to, any acts or omissions of such director occurring prior to such amendment or repeal. This provision, however, shall not eliminate or limit the liability of a director or officer for:

- (1) Any breach of the director's or officer's duty of loyalty to the Corporation or its members;
- (2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) Any unlawful distribution;
- (4) Any transaction from which the director or officer derived an improper personal benefit; or
- (5) Any act or omission in violation of the Oregon Nonprofit Corporation Act.

ARTICLE 6 Indemnification

6.1 Indemnification. The Corporation will indemnify an individual against liability incurred in a proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) to which the individual was made a party because the individual is or was a director to the fullest extent permitted by law. This Section 6 will not be deemed exclusive of any other provisions or insurance for the indemnification of directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Corporation. Alternates are not entitled to indemnification.

6.2 No Elimination or Impairment.

- (a) The Corporation may not amend these Articles of Incorporation or the Corporation's bylaws so as to eliminate or impair a director's right to indemnification after an act or omission occurs that subjects the director to a proceeding or to liability for which the director seeks indemnification under the terms of these Articles of Incorporation or the Corporation's bylaws.
- (b) The Corporation may not amend or rescind these Articles of Incorporation, the Corporation's bylaws, or a resolution that authorizes a payment of expenses so as to eliminate or impair a director's right to payments after an act or omission occurs that subjects the director to a proceeding for which the director seeks payment.

ARTICLE 7 Distribution of Assets on Dissolution

In the event of liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Board of Directors will, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of the Corporation to one or more "Qualified Organizations," as defined below, as the Board of Directors will determine. For purposes of this Article 7, "Qualified Organization" will mean a corporation or other

organization organized and operated exclusively for religious, charitable, educational, or other purposes meeting the requirements as will at the time qualify either (i) as exempt from Federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(6) of the Code, or (ii) as a corporation or other organization to which contributions are deductible under Section 170(c)(1) of the Code.

ARTICLE 8
Registered Office and Registered Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that location is:

SW&W Registered Agents, Inc.
1211 SW Fifth Ave Ste 1900
Portland, OR 97204

ARTICLE 9
Incorporator

The name and address of the incorporator is:

Arnold E. Brown II
Schwabe, Williamson & Wyatt, P.C.
455 North Whisman Road, Suite 200
Mountain View, CA 94043

ARTICLE 10
Mailing Address for Notices

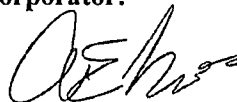
The mailing address to which notices may be mailed is:

1211 SW Fifth Ave Ste 1900
Portland, OR 97204

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers, or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

Dated: July 16, 2021

Incorporator:



Arnold E. Brown II

Person to contact about this filing: Arnold E. Brown II
Daytime phone number: 650-336-7930