

ARTICLES OF INCORPORATION

INFORMATION TRUST EXCHANGE GOVERNING ASSOCIATION

FILED *ll*Secretary of State
State of California *B***Article 1***3cc* JAN 30 2017

The name of this corporation is Information Trust Exchange Governing Association (the "Corporation").

Article 2

- A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes.
- B. The Corporation is organized, and will be operated, exclusively for charitable, scientific and educational purposes within the meaning of § 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States tax code. Any reference in these Articles to the Code shall include the corresponding provisions of any further United States tax code.
- C. In furtherance of the foregoing purposes, and in recognition of the fact that the Internet is an international network of networks, owned by no single nation, individual or organization, the Corporation shall, except as limited by Article 8 hereof, pursue the charitable and public purposes of lessening the burdens of government and promoting the global public interest in the operational stability of the Internet by (i) researching, developing, testing, adopting and promoting technology and business standards for governing the exchange of information about Internet users, their activities and purchases, (ii) owning, managing, performing, licensing, certifying, assigning, or overseeing functions related to the coordination and value of user-data exchange, (iii) helping members of the public to safely manage their privacy, identity and information payments on the Internet, (iv) helping to teach, promote and sustain the values, principles and purposes of independent, fact-based journalism particularly in the service of democracies and open societies, (v) facilitating open and public access to digital information; and (vi) engaging in any other related lawful activity in furtherance of items (i) through (v).
- D. The Corporation shall operate for the benefit of the Internet community as a whole, carrying out its activities in conformity with relevant principles of international law and applicable international conventions and local law and, to the extent appropriate and consistent with these Articles and its Bylaws, through open and transparent processes that enable competition and open entry in Internet-related markets. To this effect, the Corporation shall cooperate as appropriate with relevant international organizations.

Article 3

2. The name and address in the State of California of the corporation's initial agent for service of process are:

Elizabeth C. Densmore
848 Amigos Way, Unit C
Newport Beach CA 92660

WADH

Article 4

The initial street and mailing address of this Corporation is:

75 Water St.
P.O. Box 367
Williamstown MA 0167

Article 5

- A. The corporation is organized and operated exclusively for the purposes set forth in Article 2 hereof within the meaning of the Internal Revenue Code section 501(c)3.
- B. The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from United States income tax under § 501 (c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under § 170 (c)(2) of the Code.
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election under § 501 (h) of the Code.
- D. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- E. In no event shall the Corporation be controlled directly or indirectly by one or more "disqualified persons" (as defined in § 4946 of the Code) other than foundation managers and other than one or more organizations described in paragraph (1) or (2) of § 509 (a) of the Code.
- F. The substantial property and activities of the Corporation are irrevocably dedicated to charitable or public purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, 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 in Article 2 hereof. This Article may not be amended except by the affirmative votes of all the statutory Members of the Corporation, or, only in the event the Corporation has no statutory Members, then by the affirmative votes of all the Directors.
- G. Upon the dissolution of the Corporation, the Corporation's assets remaining after payment, or provision for payment, of all debts and liabilities, shall be distributed for one or more of the exempt purposes set forth in Article 2 hereof and, if possible, to a § 501 (c)(3) organization organized and operated exclusively to lessen the burdens of government and promote the global public interest in the operational stability of the Internet, or in support of non-profit journalism in the public interest, or for such other charitable and public purposes that lessen the burdens of government by providing for the operational stability of the Internet. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or

organizations, as such court shall determine, that are organized and operated exclusively for such purposes, unless no such corporation exists, and in such case any assets not disposed of shall be distributed to a § 501(c)(3) corporation chosen by such court. This Article may not be amended except by the affirmative votes of all the statutory Members of the Corporation, or, only in the event the Corporation has no statutory Members, then by the affirmative votes of all the Directors.

Article 6

The Corporation may elect to have statutory Members, when, as and if provided by its Bylaws.

Article 7

To the full extent permitted by the California Nonprofit Public Benefit Corporation Law or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its members, should the Corporation elect to have members in the future, for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

Article 8

These Articles, except for Sections F & G of Article 5, may be amended by the affirmative vote of at least two-thirds of the directors of the Corporation. When the Corporation has statutory Members, any such amendment must also be ratified by a two-thirds (2/3) majority of such Members voting on any proposed amendment.

Article 9

The Corporation shall have perpetual existence.

In Witness Whereof, the undersigned has executed these Articles of Incorporation as of the

27 th day of January, 2017.



Sole Incorporator
William P. Densmore Jr.
75 Water Street
Williamstown MA 01267
617-448-6600 / wpdensmore@gmail.com

STATE OF CALIFORNIA
DEPARTMENT OF BUSINESS OVERSIGHT
CERTIFICATE OF APPROVAL OF NAME

Pursuant to Section 733 of the Financial Code, I, JAN LYNN OWEN,
Commissioner of Business Oversight of the State of California, do hereby approve the
name "**INFORMATION TRUST EXCHANGE GOVERNING ASSOCIATION**," as set
forth in the attached Articles of Incorporation of Information Trust Exchange Governing
Association.

Given under my hand and official seal this 12th day of October, 2016, in the City
and County of San Francisco, State of California.



JAN LYNN OWEN
Commissioner of Business Oversight

By


PATRICK C. CARROLL
Strategic Support Manager