

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**CERTIFICATE OF INCORPORATION**

to

**PEERINGDB**

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

Date: 12/16/2015

UBI Number: 603-568-772



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

Handwritten signature of Kim Wyman in blue ink.

Kim Wyman, Secretary of State

Date Issued: 12/18/2015

FILED  
SECRETARY OF STATE  
  
DECEMBER 16, 2015  
  
STATE OF WASHINGTON

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**ARTICLES OF INCORPORATION  
OF  
PEERINGDB**

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act, RCW 24.03, hereby adopts the following Articles of Incorporation:

**Article I. Name**

The name of this corporation shall be PeeringDB (hereinafter referred to as the "Corporation").

**Article II. Duration**

The period of its duration is perpetual unless dissolved by operation of law or otherwise.

**Article III. Purposes**

The Corporation is organized exclusively for the benefit of, to perform the functions of, or to carry out the purposes of a freely available web-based database of networks, colocation facilities, Internet exchange providers, and other information related to peering on the Internet; within the meaning of and consistent with the requirements of an organization exempt from federal income taxation under Code Section 501(c)(6).

**Article IV. Power**

The Corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article III that are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(6) of the Code.

**Article V. Members**

The Corporation shall have members as set forth in the bylaws of the Corporation.

#### **Article VI. Prohibited Activity**

Notwithstanding any of the provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or private persons, 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. The Corporation shall not have or issue shares of stock and shall not make any loans to its members, directors, or officers.

#### **Article VII. Registered Agent**

The address of the initial registered office of the Corporation is, 505 Union Avenue SE, Suite 120, Olympia, WA 98501. The initial registered agent at such address is National Registered Agents, Inc.

#### **Article VIII. Initial Directors**

The number of directors and the method of selecting directors shall be fixed by the bylaws of this Corporation; provided that the initial directors, who shall hold office until the election of their respective successors, shall be five (5) in number and are as follows:

<u>Name</u>	<u>Address</u>
Patrick W. Gilmore	398 Atherton St, Milton, MA 02186, USA
Matt Griswold	303 W Ohio #1701, Chicago, IL 60654, USA
Aaron Hughes	2124 W Cliff Dr, Santa Cruz, CA 95060, USA
Arnold Nipper	Hermann-Löns-Weg 15, 69207 Sandhausen, Germany
Job Snijders	Theodorus Majofskistraat 100, 1065 SZ Amsterdam, Netherlands

#### **Article IX. Limitation Of Director Liability**

Except to the extent otherwise required by applicable law (as presently in effect and as hereafter amended), a director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director or (ii) for any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act or the Washington Business Corporation Act is amended to authorize further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest

extent permitted by the Washington Nonprofit Corporation Act and the Washington Business Corporation Act, as so amended, without any requirement of further action by the Corporation, or its members or its directors.

No amendment to or repeal of this Article shall adversely affect any right of protection of any director of the Corporation occurring after the date of the adoption of this Article and prior to such amendment or repeal.

#### **Article X. Indemnification**

The Corporation shall indemnify any director of the Corporation who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the Corporation to the full extent allowed by law, as presently in effect and as hereafter amended. By means of a resolution or of a contract specifically approved by the Board of Directors, the Corporation may indemnify an officer, employee, or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the Corporation. Reasonable expenses incurred by a director, who is involved in any capacity in a proceeding by reason of the position held in the Corporation, shall be advanced by the Corporation to the full extent allowed by and on the conditions required by applicable law, as presently in effect and as hereafter amended, unless and until it is determined that such person is not entitled to be indemnified.

The Board of Directors of the Corporation shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense. The rights conferred by or pursuant to this Article shall not be exclusive of any other rights that any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Articles of Incorporation, the bylaws of the Corporation, a vote of the Board of Directors of the Corporation, or otherwise. No amendment to or repeal of this Article shall adversely affect any right of any director, officer, employee, or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if, in the opinion of counsel, payment of such indemnification would cause the Corporation to lose its exemption from federal income taxation.

#### **Article XI. Distributions Upon Dissolution**

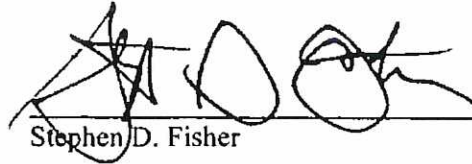
No member, director, trustee, or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon dissolution or winding up of the Corporation,

after paying or making adequate provision for payment of all liabilities, all remaining assets of the Corporation shall be distributed by the board of directors to Packet Clearing House. If Packet Clearing House cannot or will not accept the Corporation's remaining assets, all remaining assets of the Corporation shall be distributed by the board of directors to one or more nonprofit funds, foundations, or corporations that are organized and duly operated exclusively for educational, charitable, religious, scientific, and/or literary purposes, within the meaning of the Code, and which at that time qualifies for tax exempt status under Section 501(c)(6) of the Code. Any assets not so disposed of shall be disposed of by the Superior Court of King County, Washington, for the purposes set forth in Article III of these Articles of Incorporation or to such organization or organizations as the Superior Court of King County shall determine to be organized and operated for purposes similar to that of the Corporation.

**Article XII. Incorporator**

The incorporator is Stephen D. Fisher and the incorporator's address is 1111 Third Ave., Suite 3400, Seattle, WA. 98101.

DATED this 16<sup>th</sup> day of December, 2015.

  
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Stephen D. Fisher

**CONSENT TO SERVE AS REGISTERED AGENT**

National Registered Agents, Inc. ("NRAI"), hereby consents to serve as Registered Agent in the state of Washington for PeeringDB, a Washington nonprofit corporation. NRAI understands that as agent for the Corporation, it is responsible for receiving service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of its resignation or of any changes in the registered office address of the Corporation for which it is agent.

Executed this 16<sup>th</sup> day of December, 2015.

NATIONAL REGISTERED AGENTS, INC.

By: Cheryl Conklin  
Name: Cheryl Conklin  
Title: Assistant Secretary

NAME OF REGISTERED AGENT: National Registered Agents, Inc.  
ADDRESS OF REGISTERED AGENT: 505 Union Avenue SE, Suite 120  
Olympia, WA 98501