

Draft of 6/23/08

**CERTIFICATE OF INCORPORATION
OF
OARC, INC.**

The undersigned, for the purposes of forming a corporation under the laws of the State of Delaware does hereby certify that:

1. The name of this corporation is OARC, Inc.
2. The name of the corporation's registered agent in the State of Delaware is National Registered Agents, Inc. The address of its registered agent is 160 Greentree Drive, Suite 101, Dover, Delaware 19904.
3. This corporation shall be a nonprofit corporation. This corporation is organized exclusively for charitable, religious, education and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. All assets owned by the corporation are irrevocably dedicated to charitable, religious, education and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
4. The corporation shall not have any capital stock.
5. The corporation shall have members as provided in the bylaws of the corporation.
6. Except as may be otherwise provided by law or in any bylaw of the corporation, the business of the corporation shall be managed and all of the powers of the corporation shall be exercised by the board of directors of the corporation.
7. The name and mailing address of the Incorporator of the corporation are as follows:

<u>Name</u>	<u>Mailing Address</u>
Theresa A. Wilka, Esq.	Dudnick Detwiler Rivin & Stikker LLP 351 California Street, 15 th Floor San Francisco, California 94104

8. The corporation is to have perpetual existence.
9. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, religious, education or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of

the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

10. The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation Law, as the same may be supplemented and amended. However, such relief from liability shall not apply in any instance in which such relief is inconsistent with any provision of the Internal Revenue Code which is applicable to organizations described in Section 501(c)(3) of the Internal Revenue Code.

11. The corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. However, such indemnification shall not apply in any instance in which such indemnification is inconsistent with any provision of the Internal Revenue Code which is applicable to organizations described in Section 501(c)(3) of the Internal Revenue Code.

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 30th day of June, 2008.

Theresa A. Wilka, Incorporator

Draft of 6/23/08

**ACTION BY INCORPORATOR OF
OARC, INC.
A DELAWARE CORPORATION**

The undersigned is the sole Incorporator of OARC, Inc.

The undersigned hereby adopts the following resolution pursuant to Section 101 of the General Corporation Law of Delaware.

RESOLVED, that the following persons are elected to serve as the initial directors of this corporation for the ensuing year or until their successors are duly qualified and elected:

Roy Arends
Peter M. Koch
Matthew H. Larson
Keith N. Mitchell
Gerald F. Sneeringer
David J. Knight

Having adopted the foregoing resolution as the actions necessary and proper to perfect the organization of the corporation, the responsibility of the undersigned with respect to the corporation shall cease forthwith, subject to revival (at the option of the undersigned and then only for the limited purpose of electing new initial directors) if the initial directors shall fail or refuse to accept their positions within a reasonable time after the date hereof.

Dated: June 30, 2008

Theresa A. Wilka, Incorporator

Draft of 6/23/08

**PROCEEDINGS OF THE
BOARD OF DIRECTORS OF
OARC, INC.
BY UNANIMOUS WRITTEN CONSENT**

The undersigned, constituting all of the Directors of OARC, Inc., a Delaware corporation, do hereby adopt the following resolutions by their unanimous written consent:

Ratification of Incorporator's Acts

RESOLVED, that all acts of the Incorporator of this corporation are hereby ratified, confirmed, adopted and approved.

Adoption of Bylaws

RESOLVED, that the form of Bylaws attached hereto are hereby adopted as the Bylaws of this corporation, and

FURTHER RESOLVED, that the person elected to serve as Secretary of this corporation is authorized and directed to execute a certificate of adoption of those Bylaws and to insert those Bylaws, as certified, in the corporation's Minute Book.

Principal Place of Business

RESOLVED, that the principal place of business of this corporation shall be 950 Charter Street, Redwood City, California 94063, until changed by a resolution of this Board of Directors.

Location of Minute Book

RESOLVED, that the Minute Book and records of this corporation shall be maintained at the principal place of business of this corporation.

Confirmation of Directors

RESOLVED, that pursuant to Article IV, Section 2A of the corporation's Bylaws, the Director appointed by Internet Systems Corporation, Inc, in its capacity as the Secretariat of the corporation, is Keith N. Mitchell, and such appointment is hereby ratified, confirmed, adopted and approved;

FURTHER RESOLVED, that pursuant to Article IV, Section 2B of the

corporation's Bylaws, the Director appointed by the Root Servers Advisory Committee is Matthew H. Larson, and such appointment is hereby ratified, confirmed, adopted and approved; and

FURTHER RESOLVED, that pursuant to Article IV, Section 2C of the corporation's Bylaws, the four At-Large Directors are Roy Arends, appointed by Nominet UK, Peter M. Koch, appointed by DENIC eG, Gerald F. Sneeringer, appointed by the University of Maryland, and David J. Knight, appointed by Afilias Limited, and such appointments are hereby ratified, confirmed, adopted and approved.

Election of Officers

RESOLVED, that Keith N. Mitchell is hereby elected President, Secretary and Treasurer of this corporation; and

FURTHER RESOLVED, that Matthew H. Larson is hereby elected Chairman of the Board of this corporation; and

FURTHER RESOLVED, that the officers so elected shall serve until the next annual meeting of the Board of Directors of this corporation or until their removal or the election and qualification of their successors, whichever shall first occur.

Corporate Bank Account

RESOLVED, that this corporation establish one or more deposit accounts and enter into rental agreements for a safe deposit box or boxes in or with such bank or banks as may be determined by the President of the corporation to be convenient or desirable for the conduct of its business.

FURTHER RESOLVED, that the President or the Treasurer, or any one of them, is authorized to draw checks on any of such accounts, and have access to and to surrender the box and execute a release of liability therefor.

FURTHER RESOLVED, that the Secretary of this corporation is authorized to certify such standard form banking resolutions as may be required by such bank or banks as having been adopted by this corporation's Board of Directors in these proceedings, and upon such certification, such resolution or resolutions shall be incorporated herein as if set forth fully herein.

FURTHER RESOLVED, that the Secretary of this corporation is hereby directed to attach a copy of all resolutions certified to any bank or banks pursuant to the above authority as an exhibit to these proceedings.

FURTHER RESOLVED, that the Secretary of this corporation is authorized and directed to certify to any bank or banks that these resolutions have been duly adopted and are in conformity with the Certificate of Incorporation and Bylaws or other governing instrument of this corporation, and further to certify to such bank a copy of these resolutions, the names and specimen signatures of the present officers and other persons of this corporation authorized to sign as aforesaid, and the fact of any change of the persons herein designated by title together with the name and specimen signature of the successor; and

FURTHER RESOLVED, that these resolutions and each such certification shall remain in full force and effect, and any such bank or banks is authorized and requested to rely and act thereon until it shall receive at its office to which a certified copy of these resolutions is delivered, either a certified copy of a further resolution of the Board of Directors amending or rescinding these resolutions or a further certification as above provided for, as the case may be; and the Bank is authorized and requested to honor any instrument and agreement signed by any new person in respect of whom it has received any such certification as successor with the same force and effect as if said new person were named in the foregoing resolutions.

Incorporation Expenses

RESOLVED, that the President and Treasurer of this corporation, or any one of them, are authorized and directed to pay, on behalf of the corporation, the expenses of the incorporation and organization of this corporation.

Exemptions From Federal and State Taxes

RESOLVED, that the President and Treasurer of this corporation, or any one of them, are authorized and directed to execute and file all necessary applications for exemption from income and other taxes with the appropriate state and federal tax authorities and to pay necessary filing fees relating to such applications.

Statement By Domestic Corporation

RESOLVED, that the President and Secretary of this corporation, or any one of them, are authorized and directed to execute and file with the Office of the Delaware Secretary of State, at the times required by law, periodic reports, filings and statements as required by the Delaware General Corporation Law to be filed by domestic corporations.

This Proceedings of the Board of Directors by Unanimous Written Consent may be signed in counterparts, each of which shall be deemed an original, but all of which taken together, shall constitute one and the same instrument.

DATED as of June 30, 2008

Roy Arends, Director

Peter M. Koch, Director

Matthew H. Larson, Director

Keith N. Mitchell, Director

Gerald F. Sneeringer, Director

David J. Knight, Director