

Delaware

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The First State

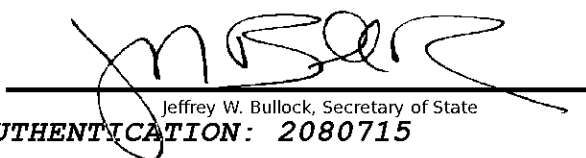
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "LORA ALLIANCE, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 2015, AT 4:10 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2080715

DATE: 01-29-15

CERTIFICATE OF INCORPORATION
of
LoRa ALLIANCE, INC.
A Delaware Nonprofit Non-Stock Corporation

ARTICLE 1
NAME

The name of the corporation is LoRa Alliance, Inc.

ARTICLE 2
REGISTERED OFFICE AND AGENT

The initial registered office of the corporation in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, Delaware 19808, and the initial registered agent at such address is Corporation Service Company.

ARTICLE 3
PURPOSES AND POWERS

A. Purposes. The purpose for which the 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. The specific purposes for which this corporation is formed include but are not limited to: defining one or more specifications, best practices, reference architectures, implementation guidelines and standardized agreements to promote the adoption of a common environment for connected devices and cloud-hosted services.

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 that a nonprofit non-stock corporation is permitted to engage in under the Delaware General Corporation Law.

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 the corporation.

B. The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of or be distributable to any member, director or officer or other individual, 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 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 the 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 BYLAWS

The authority to make, alter, amend or repeal Bylaws is vested in the corporation's board of directors, and may be exercised by action of the board subject to the conditions set forth in the Bylaws.

ARTICLE 8 DIRECTORS

The management of the corporation will be vested in a board of directors; the number, qualifications, terms of office, manner of election, time and place of meeting, and power and duties of the directors shall be as set forth in the Bylaws of the corporation. No director of the corporation has any liability to the corporation or its members for monetary damages for breach of such director's fiduciary duty as a director. The preceding sentence does not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (c) under Section 174 of the Delaware General Corporation Law or (d) for any transaction from which the director derived an improper personal benefit.

**ARTICLE 9
INCORPORATOR**

The incorporator's name and mailing address are:

Deepak Kamlani
2400 Camino Ramon, Suite 375
San Ramon, CA 94583

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 28th day of January, 2015.


Deepak Kamlani
Incorporator