

**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**THE INTERNATIONAL DOI FOUNDATION, INC.**

The undersigned, The International DOI Foundation, Inc., a non-stock, non-profit corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The present name of the Corporation is: The International DOI Foundation, Inc., and the name under which the Corporation was originally incorporated was DOI Foundation, Inc. The Certificate of Incorporation of the Corporation was filed of with the Secretary of State of the State of Delaware on October 10, 1997.

2. ~~This~~ Restated Certificate of Incorporation restates and amends the provisions of the original Certificate of Incorporation of this Corporation as heretofore in effect and was duly adopted by the Corporation's Board of Directors in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

3. The text of the Certificate of Incorporation is hereby restated to read as herein set forth in full:

FIRST: The name of the corporation is The International DOI Foundation, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporations registered agent at such address is The Corporation Trust Company.

THIRD: Subject to the limitation set forth in the last sentence of this Article THIRD, the purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Delaware. Without limiting the foregoing, the specific purpose of this Corporation shall be to facilitate commerce in copyrighted materials on the Internet; to encourage development of electronic copyright management systems and other enabling technologies; and to promote and encourage the development of the infrastructure to support the needs of the intellectual property community in the digital environment.

To fulfill this purpose, the Corporation will:

- a. develop and articulate long term goals and objectives for a DOI System and its use;
- b. oversee development and promotion of the DOI System;
- c. provide a forum for discussion of key issues relating to the DOI System;
- d. sponsor conferences and meetings and promote information exchange about the DOI system and its use;
- e. enter into contracts with Directory Managers to authorize them for a period of time to assign prefixes to entities that wish to make use of the DOI system in accordance with the Corporation's Certificate of Incorporation and Bylaws;
- f. enter into contracts with one or more technology providers for the development, operation and maintenance of the DOI System, as required;
- g. arrange for the licensing of any trademarks, copyrights or other intellectual property related to DOIs; and
- h. perform such other functions as shall be set forth in the Corporation's Certificate of Incorporation and Bylaws.

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Federal tax laws (the "Code").

FOURTH: The Corporation shall be an international membership corporation, which is not organized for profit, and shall not have the authority to issue stock. Memberships in the Corporation shall be open to all corporations, other business entities, governmental agencies, not-for-profit organizations, academic institutions and other interested parties or individuals who support the goals and subscribe to the purposes of the Corporation and who commit to pay the applicable level of annual dues of the Corporation.

Membership in the Corporation shall be divided into four classes of members designated Charter Members, General Members, Registration Agency Members, and Affiliate Members. Charter Members, voting separately as a class, General Members, voting separately as a class, and Registration Agency Members, voting separately as a class, shall be entitled to elect the number of directors to the Board of Directors set forth in, and in accordance with the procedures specified in, the By-laws of the Corporation. Affiliate Members shall not have any voting rights or privileges on any matter (including, without limitation, the election of directors). The number of directors constituting the whole board shall initially be twelve (12) and the number of directors thereafter constituting the whole board shall be fixed by, or determined in the manner provided in, the By-laws of the Corporation. Other than as specified herein, the qualifications, conditions and rights of the different classes of membership of the Corporation, and the limitations and restrictions thereof, shall be as specified in the Corporation's By-laws. Membership in the Corporation shall be non-transferable; provided, however, if a member in good standing sells, transfers or otherwise disposes of all or substantially all of its properties and assets to any entity, or such member is merged into or otherwise combined with any other entity and such other entity is the surviving corporation, such member may transfer its membership in the Corporation to the acquiring entity or surviving entity, as the case may be.

FIFTH: The Corporation shall have perpetual existence.

SIXTH: The business and affairs of the Corporation will be managed by or under the direction of the Board of Directors. The Board of Directors shall be divided into three classes, the designated Charter Directors (who shall be elected by the Charter Members), General Directors (who shall be elected by the General Members) and Registration Agency Directors (who shall be elected by the Registration Agency Members). In general, Directors shall serve for a three-year term, and within each class, the terms of the directors of that class shall be staggered such that only approximately one-third of the directors in the class is elected each year for a three-year term.

Directors shall each have one vote on all matters submitted to the vote of the Board of Directors except as otherwise provided by law or as specified in this Certificate of Incorporation or the By-laws of the Corporation. Notwithstanding the foregoing, any director who is acting as a member of a committee of the Board of Directors shall have one vote on all matters submitted to the vote of such committee. Upon the removal or resignation of a Charter Director, the Charter Members who elected such Charter Director, as applicable, shall elect a new director. Upon the removal or resignation of a General Director, the General Members who elected such General Director, as applicable, shall elect a new director. Upon the removal or resignation of a Registration Agency Director, the Registration Agency Members who elected

such Registration Agency Director, as applicable, shall elect a new director. In addition, any Member elected as a director which fails to pay its applicable annual dues and is suspended from membership in the Corporation shall, upon the expiration of any grace period set forth in the By-Laws of the Corporation, be automatically removed from the Board of Directors. Furthermore, if a Member ceases to be a member of the Corporation for any reason and that Member is serving as a director of the Corporation, such Member shall automatically be removed from the Board of Directors (and any committees thereof). Subject to the foregoing, the qualifications, election, tenure and duties of the directors shall be as provided in the By-laws of the Corporation.

SEVENTH: An Executive Committee shall be a standing committee of the Board of Directors, with such authority and whose members shall be elected as set forth in the By-laws of the Corporation. The Chairman of the Board of Directors shall be a member of the Executive Committee.

Notwithstanding the foregoing, if any member of the Executive Committee ceases to be a director of the Corporation for any reason, such member shall no longer serve on the Executive Committee and such vacancy on the Executive Committee may be filled by the affirmative vote of at least a majority of all remaining members of the Executive Committee. A member of the Executive Committee shall hold office until the annual meeting of the Board of Directors for the year in which its, his or her term expires and until its, his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any member elected to fill a vacancy in the Executive Committee shall have the same remaining term as that of the predecessor member whose departure caused the vacancy to occur.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute the Board of Directors is expressly authorized, from time to time, to make, adopt, alter or repeal, the By-laws of the Corporation by the affirmative vote of at least 51% of the aggregate votes of the Board of Directors present in person, as the case may be.

NINTH: In addition to any other vote required by law, this Certificate of Incorporation or the By-laws, the affirmative vote of at least 51% of the aggregate votes of the Board of Directors, present in person, shall be necessary in order for the Board of Directors to approve (a) any change with respect to the amount of annual dues, (b) any merger or consolidation of the Corporation with any other entity, (c) any sale, lease, exchange, transfer or other disposition (in one transaction or a series of transactions) to or with any person of all or substantially all of the assets of the Corporation and/or (d) a dissolution of the Corporation.

TENTH: The members of the Corporation entitled to vote in the election of directors are expressly authorized, from time to time, to make, adopt, alter or repeal, the By-laws of the Corporation by the affirmative vote of such members, voting together as one class, entitled to cast at least 51% of the total votes of the members present in person or by proxy.

ELEVENTH: No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its members (subject to the provisions of Article TWELTH below), directors, officers or other private persons, except that the Corporation shall

be authorized and empowered to pay reasonable compensation for services rendered, reimbursement of expenses as authorized in the By-laws of the Corporation, and to make agreements, licenses, payments and distributions in furtherance of the purposes hereinabove set forth.

TWELTH: In the event of the liquidation, dissolution or winding up of the affairs of the Corporation (whether voluntary, involuntary or by operation of law), the Board of Directors will, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation, including any income or other property which shall not theretofore have been distributed in furtherance of the Corporation's purposes, in such manner as the Board of Directors may determine to be best suited to the accomplishment of the purposes of the Corporation as set forth in Article THIRD hereof and within the intendment of Section 501(c) (6) of the Code, but in no event to any private for-profit firm or corporation.

THIRTEENTH: To the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, the Corporation shall indemnify and advance expenses to all persons whom it may indemnify and to whom it may advance expenses pursuant thereto. To the extent not prohibited by applicable law, this Corporation shall provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits this Corporation to provide indemnification) through by-law provisions, agreements with such agents and other persons, vote of members or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of the State of Delaware, subject only to the limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its members, and others.


No director of the Corporation shall be personally liable to the Corporation or any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable by reason that, in addition to any and all other requirements for such liability, such director (i) shall have breached the duty of loyalty to the Corporation of its members, (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith, (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or (iv) shall have derived an improper personal benefit. Neither the amendment nor repeal of this Article THIRTEENTH, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article THIRTEENTH, shall eliminate or reduce the effect of this Article THIRTEENTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article THIRTEENTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Any repeal or modification of any of the foregoing provisions of this Article THIRTEENTH shall not adversely affect any right or protection of a director, officer or agent of this Corporation (or any other person to which Delaware law permits this Corporation to provide indemnification) existing at the time of, or increase the liability of any director, officer or agent of the Corporation (or other person) with respect to any acts or omissions of such director, officer or agent (or other person) occurring prior to, such repeal or modification.

FOURTEENTH: In furtherance of the purposes for which it is being organized, the Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by statute and all rights conferred by the members herein are granted subject to this reservation; provided, however, that any amendment alteration or repeal of any provision of this Certificate of Incorporation must be approved by the vote of at least a majority of all the members of the Board of Directors.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be signed by a duly authorized officer on this 8th day of February 2002.

THE INTERNATIONAL DOI FOUNDATION, INC.

By:  \_\_\_\_\_  
Norman Paskin, Director