

C43,7732

FILED ^{MM}
 Secretary of State
 State of California
 NOV 25 2019 ⁰⁹
 1pc (KAS)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
 HIWIRE CONSORTIUM INC.**

The undersigned certifies that:

- A. He is the President and the Secretary of HiWire Consortium Inc., (the "**Corporation**"), a California nonprofit mutual benefit corporation.
- B. The Articles of Incorporation of this Corporation are amended and restated to read in their entirety as follows:

ARTICLE I

The name of the corporation is HiWire Consortium Inc.

ARTICLE II

This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

ARTICLE III

The corporation is organized and shall be operated exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code, as amended (the "**Code**"), including; providing a support organization and forum for the advancement and adoption of HiWire Active Electrical Cables ("**HiWire AECs**"), by facilitating the development of high quality compatible HiWire AEC devices and promoting HiWire AECs to accelerate end-user demand for HiWire AEC products through increased public awareness of the benefits of HiWire AECs and the quality of products that have passed compliance testing.

The specific purposes of the corporation are:

1. To define, establish and support a HiWire AEC-product review program, testing protocol and logo-licensing program in support of the HiWire AEC Specifications (as defined below), and to foster and encourage the voluntary adoption of accurate labels, tests, and specifications by developers and test houses of products and services which utilize HiWire AECs;
2. To develop and distribute specifications and other documents that augment, enhance or extend the existing Attachment Unit Interface Specifications ("**AUI Specifications**") developed by the IEEE 802.3 committees and multiple multi-source agreements covering specific connector types for the purposes of enabling and promoting increased interoperability and reliability among HiWire AEC products; provided, however, that the corporation's purposes do not include amending or developing AUI Specifications;
3. To provide a forum and environment whereby the members of the corporation may meet to review requirements for product interoperability and general usability;

4. To educate the business and consumer communities as to the value, benefits and applications for HiWire AEC-based products through the web site, public statements, publications, tradeshow demonstrations, seminar sponsorships and other programs established by the corporation;

5. To protect the needs of users, promote ease of use, and increase competition among vendors by supporting the creation and implementation of reliable, uniform, industry- standard compliance test procedures and processes which support the interoperability of HiWire AEC-based products and services;

6. To maintain relationships and liaison with educational institutions, government research institutes, other technology consortia, and other organizations that support and contribute to the development of specifications and standards for HiWire AEC-based products; and

7. To foster competition in the development of new products and services based on AUI Specifications, in conformance with all applicable antitrust laws and regulations.

ARTICLE IV

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(6) of the Code, or to cause it to lose such exempt status. No part of the net earnings of the corporation shall inure to the benefit of any director, officer, member or other private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in furtherance of the purposes set forth in Article V below.

ARTICLE V

Upon the dissolution or final liquidation, after the payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organization or organizations that are then described in Sections 501(c)(6) of the Code, whose purposes are substantially similar to the corporation's, or otherwise in accordance with applicable state and federal law, as the board of directors of the corporation shall determine.

ARTICLE VI

The corporation shall have members with such rights and qualifications as set forth in the Bylaws of the corporation.

ARTICLE VII

To the fullest extent permitted under California law, no director or officer of the corporation shall have any personal liability to the corporation for monetary damages for conduct as a director or officer, provided that this provision shall not be deemed to eliminate or limit the personal liability of a director or officer to the corporation for:

1. Any breach of the director's or officer's duty of loyalty to the corporation;

2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distributions; or

Any transaction from which the director or officer derived an improper personal benefit.

ARTICLE VIII

The corporation shall indemnify (including the advancement of expenses) to the fullest extent permitted by the California Corporations Code any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation. The right to and amount of indemnification (including any advancement of expenses) shall be determined in accordance with the provisions of the California Corporations Code in effect at the time of the determination.

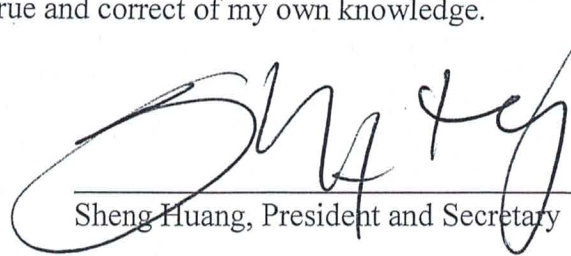
ARTICLE X

The duration of the corporation shall be indefinite, unless and until the corporation is dissolved in accordance with the law.

- C. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors of the corporation.
- D. The corporation has no members.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date: 11-20-2019



Sheng Huang, President and Secretary