

**STATE of DELAWARE**  
**CERTIFICATE of INCORPORATION**  
**A NON-STOCK CORPORATION**

**First:** The name of the corporation is Wi-SUN Alliance, Inc.

**Second:** The address of its registered office in the State of Delaware is 1811 Silverside Road in the City of Wilmington, Delaware 19810, in the County of New Castle. The name of its registered agent at such address is Vcorp Services, LLC.

**Third:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. This corporation shall be a nonprofit corporation, intended to qualify for tax exempt status under United States Internal Revenue Code Section 501(c)(6).

The specific purposes of the corporation are:

- 1) to enable affordable and interoperable two-way wireless devices to be used in smart utility networks, consumer products and intelligent sensors;
- 2) to establish a certification program to enable cost effective, multi-vendor solutions;
- 3) to implement promotion, education and training programs to advance industry adoption of wireless communications industry standards;
- 4) to ensure interoperability between products regardless of manufacturer or origin; and
- 5) to improve conditions in the wireless communications industry through education and support programs, and ultimately to benefit consumers.

**Fourth:** The corporation shall not have any capital stock.

**Fifth:** The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors, which shall be selected by the members of the corporation pursuant to the terms delineated in the corporation's bylaws. The conditions of membership, and the rights and responsibilities relating thereto, shall be as specified in the corporation's bylaws. In addition to the powers and authority expressly conferred upon them by Statute or by this Certificate of Incorporation or the bylaws of the corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, 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 in Article Third hereof.

**Sixth:** The name and mailing address of the incorporator are as follows:

Name: Jeffrey Burke, Esq.  
Mailing Address: 1134 Crane Street, Suite 216  
Menlo Park, CA 94025

**Seventh:** The personal liability of the directors of the corporation shall be limited to the fullest extent permitted by the Delaware General Corporation Law, as such may be amended.

**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 24th day of June 2014.

BY: /Jeffrey Burke, Esq./  
(Incorporator)

NAME: Jeffrey Burke, Esq.  
(type or print)