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Kimberly W. Underwood (800) 432-3622 (07) 0/20 00:10

Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
GTLD REGISTRIES STAKEHOLDER GROUP CORP.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: gTLD Registries Stakeholder Group Corp.

~~(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)~~

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Regina M. Scott
Name (Printed or typed)
3343 Peachtree Road, N.E., Suite 1600
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404-233-7000
Daytime Telephone number
bnowak@mnmmlaw.com
E-mail address (to be used for future annual report notifications)

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
gTLD REGISTRIES STAKEHOLDER GROUP CORP.**

The undersigned, acting as the incorporator of gTLD Registries Stakeholder Group Corp., under Chapter 617 of the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is gTLD Registries Stakeholder Group Corp. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal business office and mailing address of the Corporation is gTLD Registries Stakeholder Group Corp., c/o Morris, Manning & Martin, LLP, 1401 Eye Street, NW Suite 600, Washington, DC 20005.

ARTICLE III. PURPOSE

This 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 of 1986, as amended (the "Code"); and within such limits, for the following purposes:

1. To promote and represent the common business interests of Generic Top Level Domain ("gTLD") registry operators (or sponsors in the case of sponsored gTLDs) who are members of the gTLD Registries Stakeholder Group (the "Registries Group");
2. To operate solely as a direct-support organization for the advancement of the Registries Group, including, but not limited to, to facilitate, support and organize the membership and other activities of the Registries Group;
3. To receive, hold, invest and administer property and make expenditures to, and for the exclusive benefit of, the Registries Group;
4. To operate, participate in or manage any other activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(6) of the Code; and
5. In order to further the purposes described above, to exercise all the powers enumerated in Section 617 of the Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE IV. MANNER OF ELECTION

The manner in which the directors are elected and appointed shall be as set forth in the Bylaws of the Corporation.

ARTICLE V. INITIAL DIRECTORS

The initial directors of the Corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Paul Diaz	1775 Wiehle Avenue, Suite 100, Reston, VA 20190
Stéphane Van Gelder	6th Floor, 2 Grand Canal Square, Dublin 2 Ireland
Samantha Demetriou	1000 Potomac St. NW, Suite 350, Washington, DC 20007
Reg Levy	3201 Wilshire Blvd., #102, Santa Monica, CA 90403
Cheryl Stubbs	746 Vista Place, The Villages, FL 32159

ARTICLE VI. REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301 and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is: Susan M. Schuler, 2618 Beckett Run, The Villages, Florida 32162.

ARTICLE VIII. LIMITATION OF DIRECTOR LIABILITY

The private property of the incorporator, directors and officers shall not be subject to the payment of corporate debts to any extent whatever. The Corporation shall indemnify the incorporator, directors and officers, or any former incorporator, officer or director, for acts carried out in furtherance of official duties to the fullest extent allowable by law.

No director of the Corporation shall have any personal liability to the Corporation for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, subsequent to the date when this provision becomes effective except that this provision shall not eliminate or limit the liability of a director imposed by Section 617.0831 of the Florida Not For Profit Corporation Act, as amended and superseded from time to time.

ARTICLE IX. EXEMPT ACTIVITIES LIMITATION

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an

organization exempt under Section 501(c)(6) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X. ASSETS AND EARNINGS

No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article III hereof.

ARTICLE XI. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or Section 501(c)(6) of Code, or corresponding provisions of any subsequent federal tax laws.

[Signature Page Follows]

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I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

SECRETARY OF STATE
TALLAHASSEE FLORIDA


EXECUTED DATE: June 10, 2016


Susan M. Schuler, as incorporator

REGISTERED AGENT CERTIFICATE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Corporation Service Company

By: 
Name: Danielle Ellenberger, AGENT, VP.
Title: Customer Service Representative
Date: June 10, 2016