

**Attachment A**

Form: 1023 Part II

Date: September 17, 2008

World Wide Web Foundation

EIN: 26-2852431

*Certificate of Incorporation and Bylaws of World Wide Web Foundation*

# *Delaware*

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## *The First State*

*I, HARRIET SMITH WINDSOR, 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 "THE WORLD WIDE WEB FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JUNE, A.D. 2008, AT 2:09 O'CLOCK P.M.*

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

4564105 8100  
080718722

*You may verify this certificate online at  
[corp.delaware.gov/authvex.shtml](http://corp.delaware.gov/authvex.shtml)*



/s/ Harriet Smith Windsor  
Harriet Smith Windsor, Secretary of State

**AUTHENTICATION: 6679923**

**DATE: 06-23-08**

CERTIFICATE OF INCORPORATION

OF

WORLD WIDE WEB FOUNDATION  
(A NON-STOCK CORPORATION)

I, the undersigned natural person of the age of twenty one (21) years or more, acting as incorporator of a non-stock corporation, adopt the following Certificate of Incorporation for such corporation pursuant to the Delaware General Corporation Law.

ARTICLE I  
NAME

The name of the corporation is the World Wide Web Foundation (hereinafter the “Corporation”).

ARTICLE II  
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III  
PURPOSES

The Corporation shall be a non profit corporation.

The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable, educational, and scientific activities as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code (hereinafter the “Code”). More specifically, such purposes include, but are not limited to, the following:

A. to work to help advance the World Wide Web such that it remains free and open, its capability and availability expand, its service is robust, and its benefits are available to all people on the planet;

B. to engage in any and all activities necessary or appropriate to raise funds for the purposes of the Corporation including the solicitation of contributions from public and private sources wherever located; and

C. to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation.

To the extent not inconsistent with the immediately preceding sentence, the Corporation shall be empowered to exercise all power and authority granted to it under the Delaware General Corporation Law, or otherwise, including, but not limited to, the power to (i) accept donations of money or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes.

#### ARTICLE IV MEMBERSHIP

The Corporation shall have no membership.

#### ARTICLE V STOCK

The Corporation shall have no capital stock.

#### ARTICLE VI DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers necessary or appropriate for the administration of the affairs of the Corporation and may perform all acts in furtherance thereof as are not forbidden to the directors by law, this Certificate of Incorporation, or the Bylaws.

The manner of election or appointment of directors shall be provided in the Bylaws. The number of members of the Board of Directors shall be set in the manner provided in the Bylaws, but in no event shall there be fewer than one (1) director.

ARTICLE VII  
BYLAWS

The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Board of Directors except to the extent otherwise provided in the Bylaws.

ARTICLE VIII  
LIMITATIONS ON ACTIVITY

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, or any other provision of this Certificate of Incorporation:

A. the Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code Sections 501(c)(3) and 170(c)(2), contributions to which are deductible for federal income tax purposes under Code Section 170(a)(1);

B. no part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, scientific, environmental, religious, or literary within the meaning of Code Section 501(c)(3);

C. no substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to any extent (including by publication or distribution of statements) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. To the extent that Code Section 501 is at any time amended to permit participation or intervention in a political campaign or to permit to a greater extent the carrying on of propaganda or otherwise attempting to influence legislation by an organization subject to its provisions, the Corporation shall be authorized to carry on such activities to the extent permitted by Section 501 as amended;

D. pursuant to the prohibition contained in Code Section 501(c)(3), no part of the net earnings of the Corporation shall ever 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 rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above; and

E. notwithstanding any other provision of this Certificate of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of Code Section 509, then during such time or times:

(1) the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941;

(2) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Code Section 4942;

(3) the Corporation shall not retain any excess business holdings as defined in Code Section 4943;

(4) the Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Code Section 4944; and

(5) the Corporation shall not make any taxable expenditures as defined in Code Section 4945.

ARTICLE IX  
LIMITATION ON PERSONAL LIABILITY

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law of Delaware, as the same exists or may hereafter be amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal.

The private property, both real and personal, of the members of the Board of Directors and the officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE X  
INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, except to the extent that such indemnification would result in an excise tax under Chapter 42 of the Code.

ARTICLE XI  
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall:

- A. pay or make provision for the payment of all the Corporation's liabilities;
- B. return, transfer, or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer, or conveyance in the event of dissolution of the Corporation; and
- C. dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to an organization or organizations organized and operated exclusively for charitable, educational, scientific, religious or literary purposes as shall, at that time, qualify for exemption under Code Section 501(c)(3), as the directors shall determine; provided that none of such assets shall be distributed to any corporation, fund, or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit. Any such assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office of the Corporation is then located, to be used exclusively for purposes that are charitable, educational, scientific, religious or literary within the meaning of Code Section 501(c)(3), or to an organization or organizations organized and operated exclusively for such purposes.

ARTICLE XII  
DEFINED TERMS

As used in this Certificate of Incorporation, the terms "Internal Revenue Code" and "Code" mean the United States Internal Revenue Code of 1986, as amended, and a reference to a

provision of that Code shall be deemed to indicate the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIII  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's Registered Office in the State of Delaware is to be located at: 2711 Centerville Road, Suite 400, in the City of Wilmington, DE 19808, County of New Castle. The name of the Corporation's registered agent at such address is Corporation Service Company.

ARTICLE XIV  
INCORPORATOR

The name and address of the Incorporator is:

Name

Address

Brian Menkes

WilmerHale  
1875 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to Chapter I of Title 8 of the Delaware Code, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto set my hand this 23rd day of June, A.D. 2008.

/s/ Brian J. Menkes

Brian J. Menkes

Incorporator

BYLAWS OF  
**WORLD WIDE WEB FOUNDATION**  
(a Delaware Nonstock Corporation)

Offices; Seal; Purpose

Offices. The principal office of the Corporation and such other offices as it may establish from time to time shall be located at such place or places, either within or without the State of Delaware, as may be designated from time to time by the Board of Directors or by the officers pursuant to authority from the Board.

Seal. The seal of the Corporation, if any, shall be in such form as the Board of Directors shall prescribe.

Directors

Powers. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation by law, the Certificate of Incorporation, and these Bylaws.

Number. The number of directors constituting the entire Board shall be a minimum of two (2) but not more than nine (9) persons. The number of directors may be increased or decreased by amendment of the Bylaws provided that no such amendment may reduce the total number of directors to less than one (1), and no reduction in the number of directors shall have the effect of shortening the term of any director in office at the time such amendment becomes effective.

Qualifications. Directors need not be residents of the State of Delaware. A director may succeed himself or herself in office.

Election. Directors shall be elected at the regular annual meeting of the Board of Directors, or as soon thereafter as practicable, by a majority vote of directors then in office.

Tenure. A director shall serve from the date of his or her election until the close of the next regular annual meeting of the Board of Directors, or until his or her successor is elected and qualified. A director may serve for any number of terms, consecutive or otherwise. The term of office of any individual director shall terminate upon the effective date of his or her resignation, upon his or her death, or upon his or her removal from office.

Resignation. Any director may resign at any time by giving written notice of his or her resignation to the Chairperson of the Board of Directors, the President, or the Secretary. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

Removal. Any director may be removed from office, with or without cause, at a meeting of the Board of Directors called for the purpose of removing such director. The meeting notice

shall state that the purpose, or one of the purposes, of the meeting is the removal of such director. Such director may be removed from the Board by the majority vote of the other directors then in office.

Vacancies. Any vacancy in the Board of Directors existing between annual meetings of the Board, including a vacancy created by an increase in the number of directors, shall be filled by majority vote of the directors then in office. A director so elected shall serve until the close of the next regular annual meeting of the Board of Directors or until his or her successor is elected and qualified.

Chairperson. The Board of Directors shall appoint from among its members a Chairperson, who shall preside at meetings of the Board of Directors and shall have such powers and perform such duties as shall be defined by the Board of Directors.

Reimbursement. Members of the Board of Directors and Advisory Committees thereof, as specified in Article V below, shall receive no compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of the Corporation. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor as authorized by the Board of Directors.

## Meetings of Directors

Place of Meetings. The Board of Directors may hold meetings, annual, regular, or special at any place either within or without the State of Delaware.

Annual Meeting. The Board of Directors shall hold a regular annual meeting at a time and place set by the Board of Directors. Notice of such meeting shall be given to each director at least ten (10) days prior to the date of the meeting unless the Board, by resolution, otherwise provides.

Regular Meetings. Additional regular meetings of the Board of Directors may be held, at such times and places as may be determined by the Board of Directors. Notice of such a meeting shall be given to each director at least ten (10) days prior to the date of the meeting unless the Board, by resolution, otherwise provides.

Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any three (3) directors. Notice of such a meeting shall be given to each director at least ten (10) days prior to the date of the meeting.

Quorum; Vote. At all meetings of the Board of Directors, the presence of a majority of the number of directors fixed in these Bylaws shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the votes cast by the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless the affirmative vote of a greater number of directors is specifically required by law, the Certificate of

Incorporation, or these Bylaws. If a quorum is found to exist at a meeting, it shall be deemed to exist until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Adjournment. Whether or not a quorum is present, a majority of directors present at a meeting of the Board of Directors may adjourn the meeting to another place, date, or time. When a meeting is adjourned to another place, date, or time, and the place, date, and time of the adjourned meeting are announced at the meeting at which adjournment is taken, written notice need not be given of the adjourned meeting unless the date thereof is more than thirty (30) days after the date for which the meeting was originally noticed. At any such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

Action By Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if written consents setting forth the action taken are signed and dated by all of the members of the Board of Directors or of such committee, as the case may be. Such consents (which may be in one instrument or several instruments) shall be filed with the minutes of the proceedings of the Board of Directors or of the committee. Unless otherwise specified in such consents, the effective date of any action so taken is the date on which the last director signs the consents.

Meetings by Telephone. The members of the Board of Directors or of any committee may participate in a meeting by means of a conference telephone or similar communications

equipment by which all directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

### Committees

Committees of the Board. The Board of Directors may, by resolution passed by a majority of all directors in office, establish such committees, including an Executive Committee, as it deems necessary or proper. Each committee must be composed of at least two (2) members of the Board of Directors. The Board of Directors may designate any director(s) as an alternate member(s) of any committee to replace any absent or disqualified member(s) at any meeting of such committee. The Board of Directors may make such provisions for appointment of the chairpersons of such committees, establish such procedures to govern the committees' activities, and delegate to the committees such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation. However, the Board of Directors shall not delegate to any committee the power or authority to (1) amend, adopt, or repeal the Certificate of Incorporation or the Bylaws; (2) adopt or approve a plan of merger or consolidation; (3) authorize the voluntary dissolution of the Corporation; (4) elect, appoint, or remove any director or officer; or (5) amend or repeal any resolution of the Board of Directors which by its terms is not amendable or repealable. Unless otherwise specified in the resolution establishing a committee, a committee's authority shall continue until terminated by the Board of Directors.

Advisory Committees. Other committees not having and exercising the authority of the Board of Directors may be constituted and members thereof appointed by a resolution adopted by a majority of the directors present at a meeting of the Board of Directors at which a quorum is present.

Committee Meetings. Meetings of any committee shall, to the extent not otherwise specified in resolutions of the Board of Directors, be conducted in accordance with the foregoing provisions of these Bylaws.

#### Notice

Form; Delivery. Whenever, under the provisions of law, the Certificate of Incorporation, or the Bylaws, notice is required or permitted to be given to any director or other person, such notice may be given in writing, by mail, addressed to such person at his or her post office address as it appears on the current records of the Corporation. Such notice shall be deemed to be given at the time it is deposited, with postage prepaid thereon, in the United States mail. Notice may also be communicated orally in person or by telephone; or given by telegraph, teletype, other form of wire or wireless communication, or private carrier, except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws.

Waiver. Whenever any notice is required or permitted to be given under the provisions of law, the Certificate of Incorporation, or these Bylaws, a written waiver thereof, signed by the person entitled to such notice and delivered to the Secretary for inclusion with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of

such notice. In addition, any director who attends a meeting of the Board of Directors, or any member of a committee who attends a committee meeting, shall be conclusively deemed to have waived notice of such meeting, unless he or she objects at the beginning of the meeting or promptly upon his or her arrival to the lack of such notice and does not thereafter vote for or assent to action taken at the meeting.

### Officers

Officers. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine are necessary or desirable. Any two or more offices may be held by the same person.

Election. The officers shall be elected by the Board of Directors.

Tenure. An officer shall serve from the date of his or her election until his or her successor has been elected and qualified or until his or her death, incapacity, resignation, or removal from office with or without cause by the Board of Directors.

Resignation. An officer may resign at any time by giving written notice of his or her resignation to the Chairperson, the President, or the Secretary. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

Compensation. The compensation of officers shall be fixed from time to time by the Board of Directors.

Powers and Duties. Except as otherwise provided by the Board of Directors, the officers shall have such powers and perform such duties as typically pertain to their offices, as well as such additional powers and duties as are prescribed from time to time by the Board of Directors or (in the case of officers other than the President) by the President, and that are not inconsistent with law, the Certificate of Incorporation, or these Bylaws.

#### Fiscal Administration; Books and Records

Documents. All disbursements of monies or incurrence of debts on behalf of the Corporation may be undertaken by such officer(s) or agent(s) of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board of Directors.

Deposits and Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by any officer(s) or agent(s) of the Corporation to whom such power may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by such officer(s) or agent(s) of the Corporation as shall be determined by the Board of Directors.

Corporate Books and Records. The Corporation shall keep at its principal place of business (a) the original or a duplicate record of the proceedings of the Board of Directors, Committees, and members, (b) the original or a copy of the Certificate of Incorporation and Bylaws, including all amendments thereof to date, certified by the Secretary, and (c) appropriate, correct, and complete books and records of account.

#### Insurance and Indemnification

Insurance. The Corporation may, to the fullest extent required or permitted by applicable law, purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by him or her in that capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability pursuant to applicable law, the Certificate of Incorporation, or these Bylaws.

Right to Indemnification. The Corporation shall, to the fullest extent required or permitted by applicable law, indemnify any person who is or was made, or is threatened to be made, a party to any actual or threatened proceeding because he or she is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against the obligation to pay expenses

(including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such proceeding if:

he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation;

in the case of a criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful; and

indemnification is authorized pursuant to the terms of these Bylaws.

In the case of a proceeding brought by or in the right of the Corporation, indemnification shall be limited to reasonable expenses (including attorneys' fees) incurred in connection with the proceeding; except that the Corporation shall not indemnify any individual under such circumstances with respect to any claim, issue, or matter as to which he or she is adjudged liable to the Corporation, unless, and only to the extent that, the Court of Chancery or the court in which such proceeding is brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper.

Authorization of Indemnification. The Corporation shall not indemnify any individual unless and until a determination has been made that indemnification is permissible under the circumstances because the individual has met the standard of conduct set forth above in section 2 of this Article, and indemnification is authorized for the specific proceeding for which indemnification is sought. The determination that indemnification is permissible shall be made:

by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding; or

if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that an individual did not meet the standard of conduct set forth in section 2 of this Article.

Authorization that indemnification should be made for the specific proceeding for which it is sought shall also be made in the manner prescribed by subsections (a) and (b) of this section, except that, if the determination that indemnification is permissible is made by special legal counsel under subsection (b), the authorization and evaluation of the reasonableness of expenses shall be made by those persons entitled under subsection (b) to select the counsel.

Advancement of Expenses. The Corporation shall pay for or reimburse the expenses (including attorneys' fees) incurred by a director, officer, employee, or agent in defending any proceeding in advance of final disposition of such proceeding if he or she furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance to the extent it is ultimately determined that he or she is not entitled to be indemnified by the Corporation under this Article.

Mandatory Indemnification. The Corporation shall indemnify any director, officer, employee or agent of the Corporation against expenses (including attorneys' fees) actually and

reasonably incurred by him or her in defense of a proceeding referred to in section 2 of this Article, or of any claim, issue, or matter therein, to the extent such individual has been successful on the merits or otherwise.

Non-exclusivity of Rights. The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which a director, officer, employee, or agent may be entitled under law, the Certificate of Incorporation, these Bylaws, a resolution of directors, or an agreement providing for such indemnification or advancement.

Repeal or Amendment. No repeal or amendment of this Article shall adversely affect any right or protection of an individual with respect to any act or omission occurring prior to such repeal or amendment.

#### Accounting Period

The annual accounting period of the Corporation shall be the calendar year ending December.

#### Amendments

Bylaws. These Bylaws may be amended by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present.

Certificate of Incorporation. The Certificate of Incorporation may be amended by the directors if the Board of Directors adopts a resolution setting forth the proposed amendment and

declaring its advisability, and at a subsequent meeting of the Board, held, on notice stating the purpose thereof, not earlier than fifteen (15) and not later than sixty (60) days after adoption of the resolution, a majority of all directors in office votes in favor of such amendment.

