

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, 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 "OPEN COMPUTE PROJECT FOUNDATION", FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2011, AT 10:38 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9067117

DATE: 10-03-11

**CERTIFICATE OF INCORPORATION  
OF  
OPEN COMPUTE PROJECT FOUNDATION**

I, the undersigned, for the purposes of incorporating and organizing a nonprofit nonstock corporation under the General Corporation Law of the State of Delaware, do execute this certificate of incorporation and do hereby certify as follows:

FIRST. The name of the corporation is Open Compute Project Foundation (the "Corporation").

SECOND. The address of the Corporation's registered office in the State of Delaware is 203 N.E. Front St., Ste 101, City of Milford, County of Sussex, State of Delaware 19963. The name of its registered agent at such address is Registered Office Service Company.

THIRD. This Corporation is a nonprofit nonstock corporation, organized exclusively for one or more of the purposes as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. The purpose of the Corporation is the development, distribution and promotion of data center storage, data center server, and data center facility specifications (the "Specifications") and related software that may be implemented by anyone and utilized by anyone provided such implementation and utilization is in compliance with applicable license agreements. As part of the Specification development process, the Corporation shall seek to solicit the participation and comments of all interested parties on a fair, equitable and open basis. The Corporation may also interface with other groups or bodies developing complementary specifications.

FOURTH. The Corporation shall have no authority to issue capital stock. The conditions of membership in the Corporation, and the relative rights, powers and duties of members or classes or groups thereof, shall be stated in the bylaws of the Corporation.

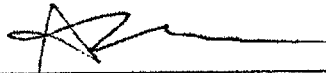
FIFTH. The incorporator of the Corporation is Alma G. Chao, whose mailing address is 1601 S. California Ave, Palo Alto, CA 94304.

SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the bylaws of the Corporation, subject to the procedures set forth in the bylaws of the Corporation.

SEVENTH. A director of the Corporation shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

EIGHTH. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this certificate of incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this certificate of incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is his act and deed on this the 3rd day of October, 2011.



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Alma G. Chao  
Incorporator