

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 "ULTRA ACCELERATOR LINK CONSORTIUM, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2024, AT 2:30 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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SR# 20243758632

Authentication: 204463290
Date: 09-23-24

You may verify this certificate online at corp.delaware.gov/authver.shtml

**Certificate of Incorporation
of
Ultra Accelerator Link Consortium, Inc.**

The undersigned individual 18 years of age or older, acting as incorporator under the General Corporation Law of the State of Delaware, adopts the following Certificate of Incorporation:

FIRST: The name of this corporation is **Ultra Accelerator Link Consortium, Inc.** (hereinafter sometimes referred to as the “Corporation”) and its duration shall be perpetual.

SECOND: The name and address of the initial agent for service of process in the State of Delaware is:

Cogency Global Inc.
850 New Burton Road, Suite 201
Dover, DE 19904
County of Kent

THIRD:

The purposes for which this Corporation is organized are as follows:

- (1) The Corporation is formed as a business league within the meaning of section 501(c)(6) of the United States Internal Revenue Code of 1986, as amended (hereinafter referred to as the “Code”) and Section 1902(b)(3) of Title 30 of the Delaware Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law or Regulations.
- (2) In furtherance of the purposes set forth in this Article THIRD and stated in the Bylaws of the Corporation, the Corporation may exercise all of the rights and powers conferred on nonprofit nonstock corporations under the laws of the State of Delaware.
- (3) Without limiting the foregoing provisions, the Corporation may create, use, distribute, and/or publish information, documentation, and/or other work products to develop and promote the adoption of openly accessible standard specifications related to scalable high performance interconnects that enable communication among accelerators and related devices.
- (4) Notwithstanding any of the above statements of purposes and powers, the Corporation shall not engage in any activities or exercise any powers, whether express or implied, so as to disqualify the Corporation from exemption from federal income tax under section 501(a) of the Code by reason of being an organization described in section 501(c)(6) of the Code and from exemption from Delaware income tax by reason of being an organization described in Section 1902(b)(3) of Title 30 of the Delaware Code and corresponding provisions of any future United States federal tax code or Delaware Code.

FOURTH: The Corporation shall be a nonprofit nonstock corporation.

FIFTH: The Corporation shall not have any capital stock.

SIXTH: The classes or groups of members of the Corporation and the relative rights, powers and duties of such classes or groups of members shall be as set forth in the Bylaws of the Corporation.

SEVENTH: The name and mailing address of the incorporator is as follows:

Frank X. Curci
Buchalter
805 SW Broadway, Suite 1500
Portland, OR 97205 USA

EIGHTH: No director shall be personally liable to the Corporation or any of its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article EIGHTH shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

NINTH: (1) Subject to subsection 3 of this Article NINTH, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that the conduct was unlawful.

(2) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith

and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Delaware Court of Chancery, or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(3) Any indemnification under subsections 1 and 2 of this Article NINTH (unless otherwise ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of such director or officer is proper in the circumstances because such director or officer has met the applicable standard of conduct set forth in subsections 1 and 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) 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, or (c) by the members. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections 1 and 2 of this Article NINTH, or in defense of any claim, issue or matter therein, such director or officer shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such director or officer in connection therewith.

(4) For purposes of any determination under this Article NINTH, a person shall be deemed to have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe such person's conduct was unlawful, if such person's action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to such person by the officers of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Corporation or another enterprise. The term "another enterprise" as used in this subsection 4 shall mean any other corporation or any partnership, joint venture, trust or other enterprise of which such person is or was serving at the request of the Corporation as a director, officer, employee or agent. The provisions of this subsection 4 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in this Article NINTH.

(5) Expenses (including attorneys' fees) incurred by a director or officer in defending or investigating any threatened or pending civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) The indemnification and advancement of expenses provided by or granted pursuant to the other subsections of this Article NINTH shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, contract, vote of members or disinterested directors, pursuant to the direction (however embodied) of any court of competent jurisdiction or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, it being the policy of the Corporation that indemnification of the persons specified in this Article NINTH shall be made to the fullest extent permitted by law. The provisions of this Article NINTH shall not be deemed to preclude the indemnification of any person who is not specified in this Article NINTH but whom the Corporation has the power or obligation to indemnify under the provisions of the Delaware General Corporation Law, or otherwise.

(7) The Corporation shall have the power to and may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under the provisions of this Article NINTH.

(8) For purposes of this Article NINTH, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors and officers so that any person who is or was a director or officer of such constituent corporation, or is or was a director or officer of such constituent corporation serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article NINTH with respect to the resulting or surviving corporation as such person would have with respect to the resulting or surviving corporation if its separate existence had continued.

(9) For purposes of this Article NINTH, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article NINTH.

(10) The indemnification and advancement of expenses provided by, or granted pursuant to, this NINTH Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

TENTH: In the event of liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of the Corporation to one or more Qualified Organizations, as defined below, as the Board of Directors shall determine. For purposes of this Article TENTH, “Qualified Organization” shall mean a corporation or other organization organized and operated exclusively for religious, charitable, educational or other purposes as shall at the time qualify either (i) as exempt from federal income tax under section 501(a) of the Code by reason of being an organization described in section 501(c)(3) or section 501(c)(6) of the Code, or (ii) as a corporation or other organization contributions to which are deductible under section 170(c)(2) of the Code. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

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 16th day of September, 2024.



Frank X. Curci, Incorporator