

**CERTIFICATE OF INCORPORATION**  
**OF**  
**OCA ALLIANCE, INC.**  
**A NON-STOCK CORPORATION**

**ARTICLE I**

The name of this corporation is OCA Alliance, Inc.

**ARTICLE II**

This corporation shall be a nonprofit corporation. The corporation shall not have any capital stock.

**ARTICLE III**

The period of its duration is perpetual.

**ARTICLE IV**

The corporation is organized and shall be operated as a trade association to promote the adoption, standardization, development and refinement of Open Control Architecture ("OCA") as a media networking system control standard for the purposes of enabling and promoting the use and increased interoperability and reliability of OCA in furtherance of common business interests for the mutual benefit of all participants in such industry.

**ARTICLE V**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or by the corresponding section of any future federal tax code).

**ARTICLE VI**

Its Registered Office in the State of Delaware is to be located at, 1209 Orange Street, Wilmington, County of Newcastle, Delaware 19801. The name of the registered agent is Corporation Trust Company.

## ARTICLE VII

The number of directors constituting the initial board of directors is three, and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
William Scott	Bosch Security Systems, Inc. 12000 Portland Avenue South Burnsville, MN 55337
Morten Lave	TC Applied Technologies (a division of TC Group Americas Ltd.) 154 Duncan Mill Road, Suite 1A Toronto, Ontario M3B 3N2 Canada
Terry Holton	Yamaha R&D Centre 3 Devonhurst Place London W4 4JD United Kingdom

## ARTICLE VIII

The corporation shall be a membership corporation. The qualifications and rights of members shall be as set forth in the bylaws of the corporation. The members of the corporation shall not be liable for the debts, liabilities or obligations of the corporation.

## ARTICLE IX

Except as expressly reserved to the members under the Bylaws or otherwise under the provisions of the Delaware General Corporation Law, the affairs and business of the corporation shall be managed and conducted by the Board of Directors. The number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws.

## ARTICLE X

The name and mailing address of the incorporator are as follows:  
Tina Lipscomb, 23117 39<sup>th</sup> Ave SE, Bothell, County of Snohomish, Washington 98021

## ARTICLE XI

A director of the corporation is not liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not

eliminate or limit the liability of a director: (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) under § 174 of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit.

## ARTICLE XII

Upon the dissolution or winding up of the corporation, assets of the corporation remaining after payment (or provision for payment) of all debts, liabilities and obligations of the corporation shall be distributed in furtherance of the purposes set forth in Article IV.

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 29 day of May, 2012.

By: 

Name: Tina Lipscomb