

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 "BROADBAND INTERNET TECHNICAL ADVISORY GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JUNE, A.D. 2010, AT 11:26 O'CLOCK A.M.

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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8068202

DATE: 06-22-10

**CERTIFICATE OF INCORPORATION OF
BROADBAND INTERNET TECHNICAL ADVISORY GROUP, INC.**

ARTICLE I

The name of the corporation is Broadband Internet Technical Advisory Group, Inc.

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, DE 19808 in the county of New Castle. The name of its registered agent at such address is the Corporation Service Company.

ARTICLE III

The purposes for which the corporation is organized are:

A. to bring together engineers and other similar technical experts to develop consensus on broadband network management practices or other related technical issues that can affect users' Internet experience, including the impact to and from applications, content and devices that utilize the Internet;

B. to educate policymakers on broadband network management practices or other related technical issues that can affect users' Internet experience, including the impact to and from applications, content and devices that utilize the Internet;

C. to attempt to address specific technical matters in an effort to minimize related policy disputes;

D. to serve as a sounding board for new ideas and network management practices;
and

E. to do all other lawful acts consistent with these purposes, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware or by any other law of Delaware or this Certificate of Incorporation, together with any powers incidental thereto so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation except for any express limitations in the Bylaws.

ARTICLE IV

A. The corporation shall be a membership corporation and shall have no capital stock. The corporation is not organized and shall not be conducted for profit, and no part of its net revenues or earnings shall inure to the benefit of any individual, subscriber, contributor or member.

B. Except as may be otherwise provided by the General Corporation Law of the State of Delaware, other applicable law or this Certificate of Incorporation, the conditions,

method of admission, qualifications and classifications of membership, the limitations, rights, powers and duties of members, the dues, assessments, and contributions of members, the method of expulsion from and termination of membership, and all other matters pertaining to the membership and the conduct, management, and control of the business, property, and affairs of the corporation shall be provided from time to time in the Bylaws of the corporation.

ARTICLE V

The incorporator of the corporation is Dale N. Hatfield and his address is 8908 Sage Valley Road, Longmont, Colorado 80503.

ARTICLE VI

The activities and affairs of the corporation shall be managed by the board of directors. The number of directors of this corporation shall be fixed from time to time by the board of directors.

ARTICLE VII

Meetings of members may be held within or outside of the State of Delaware, as the Bylaws may provide. The books of this corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of this corporation.

ARTICLE VIII

A. The corporation shall indemnify, and hold harmless, to the fullest extent permitted by the General Corporation Law of the State of Delaware as it presently exists or may thereafter be amended, any person (and the heirs, executors, and administrators of such person) who, by reason of the fact that he or she is or was the incorporator, a director, officer or employee of the corporation who is or was serving at the request of the corporation as an incorporator, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, enterprise, or non-profit entity, including service with respect to employee benefit plans, is or was a party, or is threatened to be made a party to:

1. 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) against expenses (including attorneys' fees and disbursements), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with any such action, suit, or proceeding; or

2. any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit.

B. The corporation shall advance expenses (including attorneys' fees and disbursements) to persons described in Article VIII.A; provided, however, that the payment of

expenses incurred by such person in advance of the final disposition of the matter shall be conditioned upon receipt of a written undertaking by that person to repay all amounts advanced if it should be ultimately determined that the person is not entitled to be indemnified under this Article VIII or otherwise.

C. The corporation may, in its discretion, indemnify and hold harmless, to the fullest extent permitted by the General Corporation Law of the State of Delaware as it presently exists or may thereafter be amended, any person (and the heirs, executors, and administrators of such persons) who, by reason of the fact that he or she is or was an agent of the corporation or is or was an agent of the corporation who is or was serving at the request of the corporation as an incorporator, director, officer, employee, or agent of another corporation, partnership, trust, enterprise, or non-profit entity, including service with respect to employee benefit plans, was or is a party, or is threatened to be made a party to any action or proceeding described in Article VIII.A.

D. The corporation may, in its discretion, pay the expenses (including attorneys' fees and disbursements) reasonably and actually incurred by an agent in defending any action, suit, or proceeding in advance of its final disposition; provided, however, that the payment of expenses incurred by such person in advance of the final disposition of the matter shall be conditioned upon receipt of a written undertaking by that person to repay all amounts advanced if it should be ultimately determined that the person is not entitled to be indemnified under this Article VIII or otherwise.

E. Notwithstanding the foregoing or any other provision of this Certificate of Incorporation, no advance shall be made by the corporation to an agent or non-officer employee if a determination is reasonably and promptly made by the board of directors that, based upon the facts known to the board of directors or such counsel at the time such determination is made: (1) the person seeking advancement of expenses (i) acted in bad faith, or (ii) did not act in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the corporation; (2) with respect to any criminal proceeding, such person believed or had reasonable cause to believe that his or her conduct was unlawful; or (3) such person deliberately breached his or her duty to the corporation.

F. The indemnification provided by this Article VIII in a specific case shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an incorporator, director, officer, employee, or agent and shall inure to the benefit of such person's heirs, executors, and administrators.

G. Notwithstanding the foregoing, but subject to Article VIII.J, the corporation shall be required to indemnify any person identified in Article VIII.A in connection with a proceeding (or part thereof) initiated by such person only if the initiation of such proceeding (or part thereof) by such person was authorized by the board of directors.

H. The corporation's obligation, if any, to indemnify or advance expenses to any person who is or was serving at its request as a director, officer, employee, or agent of another

corporation, partnership, joint venture, trust, enterprise, or non-profit entity shall be reduced by any amount such person may collect as indemnification or advancement from such other corporation, partnership, joint venture, trust, enterprise, or non-profit entity.

I. Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection hereunder of any person respecting any act or omission occurring prior to the time of such repeal or modification.

J. If a claim for indemnification or advancement of expenses under this Article VIII is not paid in full within sixty (60) days after a written claim therefor by an indemnified person has been received by the corporation, the indemnified person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, the corporation shall have the burden of proving that the indemnified person is not entitled to the requested indemnification or advancement of expenses under the General Corporation Law of the State of Delaware.

K. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was an incorporator, director, officer, employee, agent, or advisory board member or committee member 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, enterprise, or non-profit entity 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 to indemnify such person against such liability hereunder.

L. A director 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 it presently exists or may hereafter be amended.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on June 21, 2010.

/s/ Dale N. Hatfield
Dale N. Hatfield, Incorporator