

Delaware

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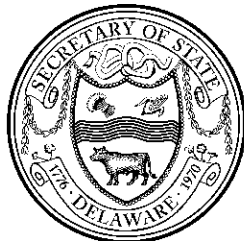
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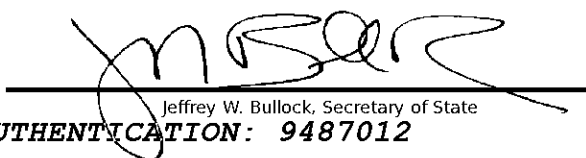
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SMART TV ALLIANCE, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF APRIL, A.D. 2012, AT 10:28 O'CLOCK A.M.

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: 9487012

DATE: 04-09-12

CERTIFICATE OF INCORPORATION
of
SMART TV ALLIANCE, INC.
A Delaware Nonprofit Nonstock Corporation

ARTICLE 1
NAME

The name of the corporation is Smart TV Alliance, Inc.

ARTICLE 2
REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, Delaware 19808, and the initial registered agent at such address is Corporation Service Company.

ARTICLE 3
PURPOSES AND POWERS

A. Purposes. The purpose for which this corporation is formed is to operate as a business league not organized for profit within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision, including to including, but not limited to, defining one or more specifications, Software Development Kits (SDKs), best practices, reference architectures, and implementation guidelines to drive the availability of applications on Smart TVs.

B. Powers. The corporation shall be a nonprofit corporation, and, subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have the power to engage in any lawful act or activity for which a nonprofit nonstock corporation may be organized under the General Corporation Law of Delaware.

ARTICLE 4
LIMITATIONS ON ACTIVITIES

A. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code, or any successor provision, nor shall the corporation, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

B. The corporation is not organized for profit, shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director or officer 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 above.

**ARTICLE 5
MEMBERSHIP**

The conditions of and qualification for membership in the corporation shall be as set forth in the corporation's Bylaws.

**ARTICLE 6
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No director, officer or other private individual shall be entitled to share in the distribution of any of the corporation's assets upon dissolution of the corporation or upon the winding up of the corporation's affairs. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or adequate provision for payment, of all debts and liabilities of this corporation shall be distributed by the board of directors for similar or identical uses and purposes as set forth in Article 3 (Purposes and Powers) of these Articles of Incorporation, to one or more organizations then qualified under Section 501(c)(6) of the Code, or any successor provision.

**ARTICLE 7
BYLAWS**

The authority to make, alter, amend or repeal Bylaws is vested in the corporation's board of directors, and may be exercised at any annual or special meeting of the board.

**ARTICLE 8
DIRECTORS**


The management of the corporation will be vested in a board of directors; the number, qualifications, terms of office, manner of election, time and place of meeting, and power and duties of the directors shall be as set forth in the Bylaws of the corporation.

**ARTICLE 9
INCORPORATOR**

The incorporator's name and address are:

Stan Moyer
2400 Camino Ramon, Suite 375
San Ramon, CA 94583

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 5th day of April 2012.



Stan Moyer
Incorporator