

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

A. They are the president and the secretary, respectively, of USB IMPLEMENTERS FORUM, INC., (“USB-IF”), an Oregon nonprofit mutual benefit corporation.

B. The Articles of Incorporation of this corporation are amended and restated to read in their entirety as follows:

“ARTICLE I

The name of the corporation is USB IMPLEMENTERS FORUM, INC.

ARTICLE II

The corporation is a mutual benefit corporation.

ARTICLE III

The corporation is organized and shall be operated exclusively for one or more of the purposes as specified in Section 501 (c)(6) of the Internal Revenue Code, including; providing a support organization and forum for the advancement and adoption of USB technology, by facilitating the development of high quality compatible USB devices and promoting USB to accelerate end-user demand for USB products through increased public awareness of the benefits of USB and the quality of products that have passed compliance testing.

The purposes for which the corporation is organized are:

1. To define, establish and support a USB-product review program, testing protocol and logo-licensing program in support of the USB Primary Specifications (as defined below), and to foster and encourage the voluntary adoption of accurate labels, tests, and specifications by developers and test houses of products and services which utilize USB;

2. To develop and distribute specifications and other documents that augment, enhance or extend the USB Primary Specifications for the purposes of enabling and promoting increased interoperability and reliability among USB products; provided, however, that the corporation’s purposes do not include amending or developing USB Primary Specifications. The “USB Primary Specifications” include the USB Specification, the On-The-Go Supplement, the Wireless USB Specification, and any other USB specification that the USB-IF Promoter Members jointly designate a “USB Primary Specification;”

3. To provide a forum and environment whereby the members of the corporation may meet to review requirements for product interoperability and general usability;

4. To educate the business and consumer communities as to the value, benefits and applications for USB-based products through the web site, public statements, publications,

tradeshow demonstrations, seminar sponsorships and other programs established by the Corporation;

5. To protect the needs of consumers, promote ease of use, and increase competition among vendors by supporting the creation and implementation of reliable, uniform, industry-standard compliance test procedures and processes which support the interoperability of USB-based products and services;

6. To maintain relationships and liaison with educational institutions, government research institutes, other technology consortia, and other organizations that support and contribute to the development of specifications and standards for USB-based products; and

7. To foster competition in the development of new products and services based on USB Primary Specifications, in conformance with all applicable antitrust laws and regulations.

ARTICLE IV

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(6) of the United States Internal Revenue Code of 1986, as amended, and (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the corporation shall inure to the benefit of any member or individual. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may be permitted under Section 501(h) of the Internal Revenue Code of 1986, as amended, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

Upon the dissolution or final liquidation, after the payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organization or organizations that are then described in Sections 501(c)(3) or 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or otherwise in accordance with applicable state and federal law, as the Board of Directors of the corporation shall determine.

ARTICLE VI

The corporation shall have members with such rights and qualifications as set forth in the Bylaws of the corporation.

ARTICLE VII

No director or officer of the corporation shall have any personal liability to the corporation for monetary damages for conduct as a director or officer, provided that this

provision shall not be deemed to eliminate or limit the personal liability of a director or officer to the corporation for:

1. Any breach of the director's or officer's duty of loyalty to the corporation;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distributions;
4. Any transaction from which the director or officer derived an improper personal benefit; or
5. Any act or omission in violation of ORS 65.361 to 65.367, or the corresponding provisions of any future Oregon Nonprofit Corporations Act.

ARTICLE VIII

The corporation shall indemnify (including the advancement of expenses) to the fullest extent permitted by the Oregon Nonprofit Corporations Act any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation. The right to and amount of indemnification (including any advancement of expenses) shall be determined in accordance with the provisions of the Oregon Nonprofit Corporations Act in effect at the time of the determination.

ARTICLE IX

The address of the corporation's registered office is 5440 SW Westgate Dr., Portland, OR 94221, and its initial registered agent at that location is VTM Corporation.

ARTICLE X

The duration of the corporation shall be indefinite, unless and until the corporation is dissolved in accordance with the law.”

C. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

D. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of members in accordance with the Bylaws and in accordance with ORS 65.437.

We further declare under penalty of perjury under the laws of the State of Oregon that the matters set forth in this certificate are true and correct of our own knowledge.

Date: _____
Jeffrey L. Ravencraft, President

Date: _____
Alan Berkema, Secretary