

ARTICLES OF INCORPORATION
OF
AMERICAN REGISTRY FOR INTERNET NUMBERS, LTD.

THE UNDERSIGNED, who is eighteen (18) years or older, for the purpose of forming a nonstock corporation pursuant to the Virginia Nonstock Corporation Act hereby certifies:

FIRST: The name of the Corporation is **AMERICAN REGISTRY FOR INTERNET NUMBERS, LTD.**

SECOND: The Corporation shall have members as provided in the Bylaws.

THIRD: The Corporation shall have no authority to issue capital stock.

FOURTH: The address of the principal office of the Corporation within the Commonwealth of Virginia is 505 Huntmar Park Drive, Herndon, Virginia 22070.

FIFTH: The name and address of the registered agent of the Corporation is as follows: Edward R. Parker, Esquire, C T Corporation, 5511 Staples Mill Road, Henrico County, Richmond, Virginia 23228.

SIXTH: The name and addresses of the individuals who are to serve as the initial directors until the first annual meeting of directors or until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Kim Hubbard	Network Solutions, Inc. 505 Huntmar Park Drive Herndon, Virginia 22070
Don Telage	Network Solutions, Inc. 505 Huntmar Park Drive Herndon, Virginia 22070
Phil L. Sbarbaro	Network Solutions, Inc. 505 Huntmar Park Drive Herndon, Virginia 22070

SEVENTH: The Corporation shall be operated exclusively for educational, charitable, and scientific purposes within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). The purposes for which the Corporation is formed are:

- (1) to increase and diffuse knowledge to the general public about the Internet in its broadest sense;
- (2) to educate industry and the internet community in order to further their technical understanding of the internet;
- (3) to secure united action and to represent the internet community nationally and internationally;
- (4) to manage and help conserve internet protocol resources and to educate internet protocol users on how to efficiently utilize these resources as a service to the entire internet community;
- (5) to manage the allocation and registration of internet resources;
- (6) to promote and facilitate the expansion, development, and growth of the infrastructure of the internet for the general public and members by any means consistent with the public interest through other activities, including, but not limited to, publications, meetings, conferences, training, educational seminars, and the issuance of grants and other financial support to educational institutions, foundations and other organizations exclusively for educational, charitable, and scientific purposes.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any scientific, educational or charitable organization or organizations, exclusively for educational, charitable or scientific purposes, and engage in

any lawful act or activity for which corporations may be organized under the Virginia Nonstock Corporation Act.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Section 13.1-826 and Section 13.1 827 of the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

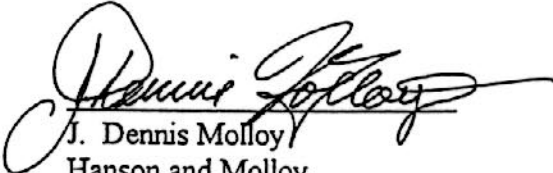
EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article **SEVENTH** hereof.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in § 501(c)(6) of the Code, or cause it to lose such exempt status.

NINTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(6) or 501(c)(3) of the Code as the Board of Trustees shall determine. In no event shall any of such assets or property be distributed to any trustee or officer, or any private individual.


TENTH: To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as hereafter may be amended, no trustee or officer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason of being or having been an officer or trustee of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in § 501(c)(6) of the Code.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation and acknowledge that these Articles of Incorporation are his act and that to the best of his knowledge, information and belief, and under penalties of perjury, the matters and facts set forth herein are true in all material respects.


 J. Dennis Molloy
 Hanson and Molloy
 VA Bar No. 26769

Date: April 18, 1997

I, REVA R. SHREWSBERRY, a notary public, hereby certify that on the 18th day of _____, 1997, personally appeared before me J. Dennis Molloy, who being first duly sworn, declared that [s]he signed the foregoing document as incorporator, and that the statements therein contained are true.


 Notary Public
 My Commission expires July 4, 2000

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
AMERICAN REGISTRY FOR INTERNET NUMBERS, LTD.**

THE UNDERSIGNED, for the purposes of amending the Articles of Incorporation of American Registry For Internet Numbers, a nonstock corporation organized under the laws of the Commonwealth of Virginia ("Corporation") pursuant to Section 13.1-888 of the Virginia Nonstock Corporation Act, as amended, hereby certifies as follows:

1. The name of the Corporation is American Registry For Internet Numbers, Ltd.
2. The Corporation hereby amends its Articles of Incorporation ("Articles") by deleting Article **SEVENTH** thereof in its entirety and adopting the following Article **SEVENTH** in its stead:

SEVENTH: The Corporation shall be operated exclusively for educational, charitable, and scientific purposes within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). The purposes for which the Corporation is formed are:

- (1) to increase and diffuse knowledge to the general public about the Internet in its broadest sense;
- (2) to educate industry and the Internet community in order to further their technical understanding of the Internet;
- (3) to secure united action and to represent the Internet community nationally and internationally;
- (4) to manage and help conserve scarce Internet protocol resources, and to educate Internet protocol users on how to efficiently utilize these scarce resources as a service to the entire Internet community;
- (5) to do all and everything necessary to enhance the growth of the Internet and the prospects for competition among Internet Service Providers by encouraging the exploration and

- implementation of solutions to Internet Protocol number scarcity issues;
- (6) to encourage the exploration of new addressing and routing technologies that reduce or eliminate the costs or in some cases the need for renumbering when an Internet Service Provider or end user changes to a new Internet Service Provider; and, when such alternatives are developed, to work with its members to facilitate the assignment of portable addresses and/or the elimination of the cost of Internet Protocol renumbering;
 - (7) to encourage allocation policy changes for Internet Service Providers in order to enhance competition by providing mobility of Internet Service Providers among upstream Internet Service Providers;
 - (8) to manage the allocation and registration of Internet resources;
 - (9) to promote and facilitate the expansion, development, and growth of the infrastructure of the Internet for the general public and members by any means consistent with the public interest through other activities, including, but not limited to, publications, meetings, conferences, training, educational seminars, and the issuance of grants and other financial support to educational institutions, foundations and other organizations exclusively for educational, charitable, and scientific purposes.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any scientific, educational or charitable organization or organizations, exclusively for educational, charitable or scientific purposes, and engage in any lawful act or activity for which corporations may be organized under the Virginia Nonstock Corporation Act.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Section 13.1-826 and emergency powers of Section 13.1-827 of the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

3. The foregoing Amendment ("Amendment") was proposed by the Corporation's initial directors, which found adoption of the Amendment to be in the Corporation's best interests.

4. This Amendment was adopted without member action by unanimous written consent of the initial directors. Member action was not required because the Corporation has not yet held the first annual meeting of the initial directors; therefore, the Corporation has no members.

5. This Amendment was adopted by the initial directors on June 19, 1997.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment of the Articles of Incorporation on this 19th day of June, 1997.

AMERICAN REGISTRY FOR INTERNET NUMBER, LTD.

By: 
Philip L. Sbarbaro, Chairman

Date: June 19, 1997

I, Mark Mandolia, a notary public, hereby certify that on the 19th day of June, 1997, personally appeared before me Philip L. Sbarbaro, who being first duly sworn, declared that he signed the foregoing document as incorporator, and that the statements therein contained are true.


Notary Public

My Commission expires August 31, 2001



**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF**

AMERICAN REGISTRY FOR INTERNET NUMBERS, LTD.

THE UNDERSIGNED, for the purpose of amending the Articles of Incorporation of American Registry For Internet Numbers, Ltd., a nonstock corporation organized under the laws of the Commonwealth of Virginia ("Corporation") pursuant to Section 13.1-888 of the Virginia Nonstock Corporation Act, as amended, hereby certifies as follows:

1. The name of the Corporation is American Registry For Internet Numbers, Ltd.
2. The Corporation hereby amends its Articles of Incorporation ("Articles") by deleting Paragraph (7) of Article SEVENTH thereof in its entirety and adopting the following Paragraph (7) of Article SEVENTH in its stead:
 - (7) to encourage allocation policy changes for Internet Service Providers in order to enhance competition by providing mobility of Internet Service Providers among upstream Internet Service Providers when it is generally agreed that the technology is available for portable addressing;
3. The foregoing Amendment ("Amendment") was proposed by the Corporation's initial directors, which found adoption of the Amendment to be in the Corporation's best interests.
4. This Amendment was adopted without member action by unanimous written consent of the initial directors. Member action was not required because the Corporation has not yet held the first annual meeting of the initial directors; therefore, the Corporation has no members.
5. This Amendment was adopted by the initial directors on August 7, 1997.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment of the Articles of Incorporation on this 7th day of August, 1997.

AMERICAN REGISTRY FOR INTERNET NUMBERS, LTD.

By: Kim Hubbard
Kim Hubbard, Initial Director

Date: August 7, 1997

I, Mark Mandolia, a notary public, hereby certify that on the 7th day of August, 1997, personally appeared before me Kim Hubbard, who being first duly sworn, declared that she signed the foregoing document as an initial director, and that the statements therein contained are true.

Mark Mandolia

Notary Public

My Commission expires August 31, 2001

