

# Delaware

The First State

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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 "SMARTDEVICELINK CONSORTIUM, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2016, AT 12:08 O`CLOCK P.M.*

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

  
Jeffrey W. Bullock, Secretary of State

6233304 8100  
SR# 20166834959

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203427427  
Date: 12-01-16

**STATE OF DELAWARE**  
**CERTIFICATE OF INCORPORATION**  
**OF**

**SmartDeviceLink Consortium, Inc.**  
**A NONPROFIT NONSTOCK CORPORATION**

The undersigned, for the purpose of forming a nonprofit, nonstock corporation pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law") hereby certifies:

**FIRST:** The name of the corporation is SmartDeviceLink Consortium, Inc. (the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is in the County of New Castle at 1209 Orange Street, Wilmington, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**THIRD:** The Corporation is a nonprofit, nonstock corporation organized for the purpose of developing and maintaining open source software and specifications to enable original equipment manufacturers, automotive suppliers and application developers to integrate mobile applications with vehicles, and to do such acts and carry on such activities as may be permitted by nonprofit corporations under the General Corporation Law and other laws of the State of Delaware in order to accomplish the purposes set forth in this Certificate.

**FOURTH:** No part of the assets or net earnings of the Corporation shall ever inure to the benefit of or be distributable to any of its incorporators, members, directors, officers, or any other person having a personal or private interest in the activities of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article THIRD hereof.

**FIFTH:** The Corporation shall have members, and the conditions, eligibility, rights, and obligations of membership shall be as set forth in its Bylaws.

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

**SEVENTH:** In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, all the remaining assets and property of the Corporation shall, after payment of all necessary expenses thereof and the payment or provision for all debts, liabilities and obligations of the Corporation, be distributed to

one or more nonprofit organizations with similar objectives. Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article SEVENTH, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction to one or more of such nonprofit organizations, which, in such court's sole determination, is/are organized and operated for similar purposes.

EIGHTH: The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the certificate of incorporation, and to add other provisions to the certificate of incorporation authorized by the laws of the State of Delaware, at the time such laws are in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon members, directors or any other persons whomsoever by and pursuant to the certificate of incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article EIGHTH.

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to adopt, amend and repeal the bylaws of the Corporation.

TENTH: The name and mailing address of the incorporator is as follows:

Siobhan Rausch  
Hogan Lovells US LLP  
555 Thirteenth Street, N.W.  
Washington, D.C. 20004

ELEVENTH: The powers of the incorporator shall terminate upon the filing of this Certificate of Incorporation. The following persons, having the indicated mailing addresses, shall serve as the initial members of the Board of Directors until the first annual meeting of the Board of Directors or until their successors are elected and qualified:

Douglas R. VanDagens  
(Ford Motor Company)  
c/o 332 E. Lincoln Avenue  
Suite 200  
Royal Oak, MI 48067

Kenichi Murata  
(Toyota)  
c/o 332 E. Lincoln Avenue  
Suite 200  
Royal Oak, MI 48067

TWELFTH: No director of the Corporation shall be personally liable to the Corporation or any member for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing 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 member(s); (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or limitation of the rights and protection provided to directors under the foregoing sentence or the corresponding provision of the General Corporation Law shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or limitation. If the General Corporation Law is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed, and acknowledged this certificate of incorporation this 30th day of November, 2016.

BY:   
Siobhan Rausch, Incorporator