RESTATED ARTICLES OF INCORPORATION

OF

WI-FI ALLIANCE

A California nonprofit mutual benefit corporation

Edgar Figueroa and Chris Hinsz certify that:

1. They are the president and the secretary, respectively, of Wi-Fi Alliance, a California nonprofit mutual benefit corporation.

2. The Articles of incorporation for this Corporation are amended and restated to read as follows:

ARTICLE I

The name of this Corporation is:

WI-FI ALLIANCE

ARTICLE II

This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. Without limiting the generality of the foregoing, the specific purpose of this Corporation is to promote multi-vendor interoperability for markets including the enterprise, small office, and home and in particular the development, adoption and use of Wi-Fi technology and products and services relating thereto. The Corporation is founded for the benefit of all wireless local area network (LAN) users or those having a legitimate interest in high-speed wireless networking, and vendors or manufacturers of high-speed wireless networking and multimedia products and services relating to such products.

ARTICLE III

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE IV

This Corporation shall have two classes of members, designated as sponsor members and regular members. The rights, preferences and privileges of each class are set forth below.
A. **Qualifications and Dues.** The qualifications and dues for each class of membership are as set forth in the Corporation's bylaws.

B. **Voting.** Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Sponsor members shall vote with regular members in all matters submitted to a vote of the general membership.

1. **Approval by majority vote; two-thirds of sponsors.** Any matter approved by the general membership vote shall also require the approval of a two-thirds majority of the sponsor members in a separate vote of the sponsor members, unless expressly waived by at least two-thirds of the sponsor members participating in the general membership vote. A meeting of the sponsor members will be called and convened by the chairperson within 30 days of the general membership vote for this purpose.

2. **Designation of Directors.** Each sponsor member shall designate one director to serve on the board of directors. The Corporation's bylaws may include provisions that allow for the removal of a director so designated by the Corporation's board of directors or its members.

3. **Sponsor meetings.** All sponsor meetings are open to the general membership, but regular members may only participate as nonvoting observers. Resolutions adopted at sponsor meetings shall be published to the general membership.

ARTICLE V

A. **Admission of members.** The Corporation may admit persons to membership subject to the terms and conditions set forth in the bylaws. The members are authorized to determine the consideration for which memberships shall be issued.

B. **Election of officers.** The officers of the Corporation, as provided by the bylaws of the Corporation, shall be elected by the directors of the Corporation in the manner therein set out, and shall serve until their successors are elected.

C. **Adoption of bylaws.** The bylaws of the Corporation, and any amendments thereto, may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as the bylaws and/or their amendments are not inconsistent with the provisions of these articles.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the board of directors.
The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of the members and by any class of members materially and adversely affected.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing certificate are true and correct of his own knowledge, and that this declaration was executed on January 27, 2012, at Austin, Texas.

Edgar Figueroa, President

Chris Hinsz, Secretary
I hereby certify that the foregoing transcript of ___ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

FEB 03 2012

Date: ____________________________

DEBRA BOWEN, Secretary of State