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Secretary of State
State of California

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**ARTICLES OF INCORPORATION
OF SAN FRANCISCO METROPOLITAN INTERNET EXCHANGE**

The undersigned individual, 18 years of age or older, acting as incorporator under the California Nonprofit Public Benefit Corporation Law, adopts the following Articles of Incorporation:

ARTICLE 1—NAME

The name of the Corporation is San Francisco Metropolitan Internet Exchange (the "Corporation").

ARTICLE 2—DURATION

The duration of the Corporation is perpetual.

ARTICLE 3—TYPE, PURPOSE AND POWERS

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

Section 1: Purposes. Specifically, the Corporation's purposes consist of the following:

A. To aid, support, and assist the efficient transmission of educational, scientific, medical, and other information and communications by creating and maintaining direct communications interconnections between and among members, and between and among members and other Internet access service providers.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others are persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Section 2: Powers. In general, 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 all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

ARTICLE 4—REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of the Corporation for service of process is Northwest Registered Agent, Inc.

ARTICLE 5—INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of the Corporation and address for mailing notices is 5950 Doyle St #9, Emeryville, CA, 94608.

ARTICLE 6—MEMBERS

Section 1. Members. The Corporation shall have members.

Section 2. Admission. Memberships may be issued by the Corporation for no consideration or for such consideration as is determined by the Board.

ARTICLE 7—LIMITATIONS

Section 1. Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 2. Assets. The assets of the Corporation are irrevocably dedicated to public purposes. Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, to be used exclusively to accomplish the purposes for which this Corporation is organized.

ARTICLE 8—DIRECTORS

Section 1. Initial Directors. The number of directors constituting the initial Board of Directors of the Corporation shall be three directors.

Section 2. Powers and Duties. The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE 9—INCORPORATOR

The name and address of the incorporator of the Corporation is Matthew Peterson, 5950 Doyle St #9, Emeryville, CA, 94608.

By my signature below, I declare as an authorized agent of the Corporation, that these Articles of Incorporation have been examined by me and are, to the best of my knowledge and belief, true, correct, and complete.

Dated: *March 16, 2015*

Matthew Peterson

Matthew Peterson, Incorporator



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAR 24 2015 PS

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State