

CERTIFICATE OF INCORPORATION

OF

RAIN ALLIANCE INC.

(RAIN ALLIANCE)

(A DELAWARE NON-STOCK CORPORATION)

ARTICLE I

NAME

The name of the corporation is “RAIN Alliance Inc.” and the corporation is referred to in this Certificate of Incorporation as the “**Corporation**”.

ARTICLE II

REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of the Corporation and the Corporation’s registered agent shall be InCorp Services, Inc., 919 North Market Street, Suite 950, Wilmington, Delaware 19801, County of New Castle.

ARTICLE III

PURPOSES AND POWERS

Section 3.1 Purposes

The purposes for which the Corporation is formed is to operate as a business league not organized for profit within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “**Code**”), or any successor provision.

Section 3.2 Specific Purposes

The specific purposes for which the Corporation is formed include, but are not limited to, accelerating the adoption of passive UHF RFID technologies and related services. Specifically, the Corporation may: (a) promote awareness, education, and initiatives to accelerate UHF RFID growth and adoption in business and consumer applications worldwide; (b) develop and deliver consistent, focused messaging about the benefits of UHF RFID to end users and consumers; (c) promote the adoption and use of UHF RFID through the hosting or attendance of conferences, creation and dissemination of whitepapers, and general promotional activities; (d) develop and maintain distinctive trademarks to create high public awareness of, demand for, and confidence in UHF RFID technologies and services supported by the Corporation; (e) develop, maintain, and support related technical specifications, interoperability frameworks, reference designs, and documentation of best practices; (f) petition relevant jurisdictions or agencies therein for the

adoption of, and the adoption of appropriate regulations related to, UHF RFID technologies and services; and (g) undertake such other lawful activities as may from time to time be appropriate and approved by the Corporation's board of directors to further the purposes and achieve the goals set forth above.

Section 3.3 Powers

The Corporation shall be a nonprofit corporation, and, subject to such limitations and conditions as are or may be prescribed by law, or in this Certificate of Incorporation or the Corporation's bylaws (the "**Bylaws**"), the Corporation shall have the power to engage in any lawful act or activity for which a nonprofit corporation may be organized under the Nonprofit Corporation Law of Delaware.

ARTICLE IV

LIMITATIONS ON ACTIVITIES

Section 4.1 Nonprofit Purpose

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code, or any successor provision, nor shall the Corporation engage to any material degree in any activities or exercise any powers that are not in furtherance of the specific purposes of the Corporation as provided in Section 3.2 above.

Section 4.2 No Capital Stock

The Corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director, officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above, but only in a manner permitted by its tax-exempt status at such times as the Corporation shall be so qualified.

ARTICLE V

MEMBERS

The conditions of and qualification for membership in the Corporation shall be as set forth in the Corporation's Bylaws.

ARTICLE VI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

No director, officer, or other private person shall be entitled to share in the distribution of any of the Corporation's assets upon dissolution of the Corporation or upon the winding up of the Corporation's affairs. Upon the dissolution or winding up of the Corporation, its assets remaining

after payment, or adequate provision for payment, of all debts and liabilities of the Corporation shall be distributed by the board of directors for similar or identical uses and purposes as set forth in Article III above, to one or more organizations then qualified under Section 501(c)(6) of the Code, or any successor provision.

ARTICLE VII

BYLAWS

The authority to make, alter, amend or repeal the Corporation's Bylaws is vested in the Corporation's board of directors, and may be exercised at any annual or special meeting of the board subject to the conditions set forth in the Bylaws.

ARTICLE VIII

DIRECTORS

The management of the Corporation will be vested in a board of directors; the number, qualifications, terms of office, manner of election, time and place of meeting, and power and duties of the directors shall be as set forth in the Bylaws of the Corporation.


ARTICLE IX

SOLE INCORPORATOR

The sole incorporator's name and address are:

Michael B. Ayers
Michael B. Ayers Technology Law
5256 South Mission Road, Suite 703-2215
Bonsall, California 92003-3622

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file, and record this Certificate of Incorporation, and do certify the facts herein stated are true, and I have accordingly hereunto set my hand this 20th day of November, 2020.



Michael B. Ayers
Sole Incorporator