
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.
CERTIFICATE OF INCORPORATION
OF
WIRELESS INDUSTRIAL TECHNOLOGY KONSORTIUM INC.

The undersigned incorporator, for the purpose of forming a non-profit, non-stock corporation pursuant to the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The name of the corporation is Wireless Industrial Technology Konsortium Inc. (hereinafter referred to as the "Corporation").

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

THIRD: This Corporation is organized and shall be operated exclusively to promote the common business and professional interests of the members of this Corporation within the meaning of, and as contemplated and permitted by, Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") and in this regard to promote the development of open systems and products based on digital communication standards and protocols.

Within the framework and limitations of the foregoing, the specific primary purpose of this Corporation shall be to develop, implement, promote and distribute on a nonprofit basis one or more software communication stacks and supporting products, the first of which will be the WirelessHART Specification (HART 7) published by the HART Communication Foundation, and to encourage the use of such communications stacks and products on a standardized basis within, for example, the process control and factory automation communities worldwide,
provided, however, that this Corporation shall not carry on any activity not permitted to be carried on by a Corporation that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(6) of the Code.

For such purposes, and not otherwise, this Corporation shall have the authority to exercise all of the powers as now are, or may hereafter be, conferred by law upon a corporation not organized for profit and organized without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, and by any future laws amendatory thereof and supplementary thereto; provided, however, that this Corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(6) of the Code.

FOURTH: No part of the net income or earnings of this Corporation shall, directly or indirectly, inure to the benefit of any person having a personal and private interest in the activities of the Corporation, but this Corporation may pay reasonable compensation for services rendered to this Corporation in furtherance of its purposes set forth in Article THIRD hereof. This Corporation shall not directly or indirectly, participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Except as permitted by applicable law, this Corporation shall not lend money to, or guarantee the obligation of, any director or officer of this Corporation.

FIFTH: This Corporation shall have voting members of one or more classes and nonvoting members of one or more classes, each as may be established by the bylaws of the Corporation.

SIXTH: The management and direction of the business and affairs of this Corporation shall be vested in a Board of Directors. The number, qualifications, terms of office, method of
selection or election, powers, authority, and duties of the directors of this Corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of this Certificate of Incorporation shall be as specified in or prescribed pursuant to the Bylaws of this Corporation. Pursuant to Section 141(j) of the General Corporation Law of the State of Delaware, the Bylaws of the Corporation may provide for the management of the business and affairs of the Corporation in a manner different from that provided in Section 141 of said law.

SEVENTH: This Corporation may be dissolved in accordance with the laws of the State of Delaware. Upon dissolution of this Corporation, and after the payment of all liabilities and obligations of this Corporation and all costs and expenses incurred by this Corporation in connection with such dissolution, any remaining assets shall be distributed for one or more of the Corporation's exempt purposes described in Article THIRD.

EIGHTH: No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and no part of the activities of the Corporation shall be participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements). Except as permitted by applicable law, this Corporation shall not lend money to, or guarantee the obligation of, any director or officer of this Corporation.

NINTH: The personal liability of the Directors to the Corporation is hereby eliminated to the fullest extent permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TENTH: All references herein to "Code" shall mean the Internal Revenue Code of 1986 and shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future Federal tax laws).
ELEVENTH: The name and address of the incorporator are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
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</thead>
<tbody>
<tr>
<td>Nelson G. Dong</td>
<td>Dorsey &amp; Whitney LLP</td>
</tr>
<tr>
<td></td>
<td>1420 Fifth Avenue</td>
</tr>
<tr>
<td></td>
<td>Suite 3400</td>
</tr>
<tr>
<td></td>
<td>Seattle, WA 98101</td>
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</tbody>
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TWELFTH: No member shall be required to license or use, to any extent, any software or other technology developed by or for the Corporation or to conform its products to any standards or specifications developed or adopted by the Corporation, but the foregoing shall not be deemed to preclude any member from voluntarily licensing such software or technology from the Corporation or from voluntarily conforming its products to such standards or specifications and obtaining certification thereof from the Corporation or a duly authorized testing body.

No member shall represent that any one or more of such member’s products conforms to the standards or specifications developed or adopted by the Corporation unless such product has been certified by the Corporation or by a testing body duly authorized by the Corporation to so conform.

Members may, in all instances, undertake any research and development that they deem appropriate. No member shall be restricted from independently developing, producing or marketing any product based on technologies developed by the Corporation, subject to the Corporation’s intellectual property rights therein, or from purchasing any product from any other corporation, entity or person.

No member shall be required to exchange proprietary information with any other member.
No member shall exchange with any other member information relating to costs, sales, profitability, prices, marketing or distribution of any product, process or service or any other information that is not reasonably required to promote the purposes of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 15 day of May, 2008.

Nelson G. Dong, Incorporated