

# Delaware

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*The First State*

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 "THE INTERNATIONAL FOUNDATION FOR ONLINE RESPONSIBILITY", FILED IN THIS OFFICE ON THE NINTH DAY OF JULY, A.D. 2010, AT 4:23 O'CLOCK P.M.

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

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8107268

DATE: 07-12-10

**CERTIFICATE OF INCORPORATION  
OF  
THE INTERNATIONAL FOUNDATION FOR ONLINE RESPONSIBILITY**

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

FIRST. The name of the corporation is: The International Foundation for Online Responsibility.

SECOND. The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, located in New Castle County. The registered agent of the Corporation at that address is The Corporation Trust Company.

THIRD. The corporation is organized and shall be operated to promote the development of responsible business conduct within the online adult entertainment community (the "Community"), to promote the adoption and usage of the .xxx top level domain and .xxx Charter within the Community, to foster communication between the Community and other Internet stakeholders, to promote the principles set forth in the United Nations Declaration of Human Rights related to free expression, to protect the privacy and security of consenting adult consumers of online adult entertainment goods and services, and to promote the development of business practices to safeguard children online and combat child pornography.

FOURTH. The corporation shall be a nonprofit nonstock corporation. It shall not have the authority to issue capital stock. No part of the net income or net earnings of the corporation shall inure to the benefit of any member, private shareholder or individual.

FIFTH. The incorporator of the corporation is J. Hazen Graves, whose mailing address is 2200 Wells Fargo Center, 90 S. 7<sup>th</sup> Street, Minneapolis, MN 55402.

SIXTH. The corporation shall not have members with voting rights, except that to the extent required by law, the persons serving from time to time as its directors shall concurrently serve as its members.

SEVENTH. Unless and except to the extent that the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

EIGHTH. Any director, other than a director appointed by ICM Registry, LLC, a Delaware limited liability company, may be removed, with or without cause, by the affirmative vote of a majority of the members of the Board of Directors. A director appointed by ICM Registry, LLC, may be removed, with or without cause, only by ICM Registry, LLC.

NINTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the bylaws of the corporation.

TENTH. A director of the corporation shall not be liable to the corporation for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ELEVENTH. The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

TWELFTH. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation. The name and mailing address of the person who is to serve as the sole initial director of the corporation until the first annual meeting of the board of directors of the corporation, or until his successor is elected and qualifies, are: Stuart Lawley, 1097 Jupiter Park Lane, Suite 3, Jupiter, FL 33458.

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is his act and deed on this 9th day of July, 2010.

  
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J. Hazen Graves, Incorporator