

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 "FIELDCOMM GROUP, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JULY, A.D. 2014, AT 3:55 O'CLOCK P.M.

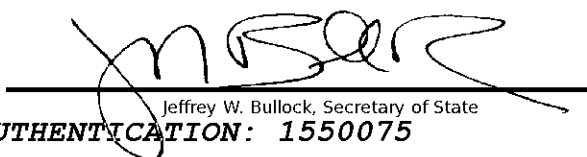
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1550075

DATE: 07-21-14

**CERTIFICATE OF INCORPORATION
OF
FIELDCOMM GROUP, 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 "FieldComm Group, 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: The Corporation is organized and shall be operated exclusively to promote the common business and professional interests of the members of the 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 establish the development of open systems and products based on digital communication standards, protocols, and digital information integration technologies with broad acceptance in the automation industries.

Within the framework and limitations of the foregoing, the specific primary purpose of the Corporation shall be to develop, implement, establish, and distribute on a nonprofit basis one or more software communication stacks, digital information integration technologies, and supporting products, and to encourage the use of such communications stacks, integration technologies, and products on a standardized basis within, for example, the process control and factory automation communities worldwide.

All references in this Certificate of Incorporation to a particular section of the Code shall include the corresponding provisions of any future federal tax law.

FOURTH: The 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 the exercise of any such powers shall be in furtherance of any one or more of the purposes set forth in Article THIRD and the 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.

FIFTH: The Corporation shall not, directly or indirectly, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members as such, and no part of the net income or earnings of the Corporation shall, directly or indirectly, inure to the benefit of any member or person having a personal and private interest in the activities of the Corporation, but the Corporation may pay reasonable compensation for services rendered to the Corporation in furtherance of its purposes set forth in Article THIRD. Except as permitted by applicable law, the Corporation shall not lend money to, or guarantee the obligation of, any director or officer of the Corporation.

SIXTH: The Corporation may be dissolved in accordance with the laws of the State of Delaware. Upon dissolution of the Corporation, and after the payment of all liabilities and obligations of the

Corporation and all costs and expenses incurred by the 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.

SEVENTH: The 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. The Corporation shall have no authority to issue capital stock

EIGHTH: The management and direction of the business and affairs of the 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 the 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 the 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.

NINTH: The personal liability of the members and directors to the Corporation or its membership 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: The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Claire H. Topp	Dorsey & Whitney LLP 50 South Sixth Street, Suite 1500 Minneapolis, Minnesota 55402-1498

ELEVENTH: The directors shall be entitled to act pursuant to written consent as permitted by the General Corporation Law of the State of Delaware and the Bylaws.

TWELFTH: Any amendment of the Certificate of Incorporation must be approved by (i) the affirmative vote of two-thirds (2/3) of the voting members present in person or by proxy at any duly held meeting at which a quorum is present, and (ii) the affirmative vote of two-thirds (2/3) or more of all directors then in office.

THIRTEENTH: 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.

FOURTEENTH: The Corporation may certify hardware or software products that are determined to be compliant with the Corporation's published standards and specifications in the field of industrial automation, and the Corporation may administer a certification mark program with respect to such certified products, including, without limitation, establishment of product certification standards, performance of product certification tests and registration and licensing of certification marks. Both members and non-members may submit such products for certification by the Corporation and may be licensed to use such certification marks on qualified products.

[Rest of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, I, the incorporator, have executed and signed this certificate on July 18, 2014, and affirm that the same is my act and deed, and that the statements herein are true under the penalties of perjury.



Claire H. Topp, Incorporator