

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OPENID FOUNDATION**

An Oregon Public Benefit Nonprofit Corporation

These Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of OpenID Foundation and all previous amendments thereto.

Article 1.

The name of the corporation is OpenID Foundation (“Corporation”).

Article 2.

The Corporation is a public benefit corporation.

Article 3.

A. The Corporation is a nonprofit public benefit corporation, organized and operated to engage in any lawful activity permitted by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the Oregon Nonprofit Corporation Act (the “Act”). (All references to any section of the Code in these Articles shall be deemed to refer to the corresponding section of any future federal tax code.)

B. The specific purposes of the Corporation are to foster and promote the development of, public access to, and adoption of, OpenID Standards.

C. 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 shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with these Articles, the provisions of the Act, and Section 501(c)(6) of the Code.

Article 4.

The address of the registered office of the Corporation is c/o Ater Wynne LLP, 1331 NW Lovejoy Street, Suite 900, Portland, Oregon 97209. The name of the registered agent at this address is AW Services, Inc. The mailing address of the Corporation for notices is c/o Ater Wynne LLP, 1331 NW Lovejoy Street, Suite 900, Portland, Oregon 97209.

Article 5.

The Corporation shall have members, as that term is defined in the Act.

Article 6.

A. Indemnification. The Corporation shall indemnify to the fullest extent not prohibited by law any person who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such Proceeding.

B. Advancement of Expenses. Expenses incurred by a director or officer of the Corporation in defending a Proceeding shall in all cases be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such person, if the person:

(1) furnishes the Corporation a written affirmation of the person's good faith belief that such person has met the standard of conduct described in the Act or is entitled to be indemnified by the Corporation under any other indemnification rights granted by the Corporation to such person; and

(2) furnishes the Corporation a written undertaking to repay such advance to the extent it is ultimately determined by a court that such person is not entitled to be indemnified by the Corporation under this Article or under any other indemnification rights granted by the Corporation to such person.

Such advances shall be made without regard to the person's ability to repay such advances and without regard to the person's ultimate entitlement to indemnification under this Article or otherwise.

C. Definition of Proceeding. The term "Proceeding" shall include any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative, or investigative nature, in which a person may be or may have been involved as a party or otherwise by reason of the fact that the person is or was a director or officer of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

D. Non-Exclusivity and Continuity of Rights. This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the board of directors, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a person who has ceased to be a director or officer, (iii) shall inure to the

benefit of the heirs, executors, and administrators of such person, and (iv) shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article.

E. Amendments. Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

Article 7.

No director or uncompensated officer of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a director or uncompensated officer; provided that this Article shall not eliminate the liability of a director or uncompensated officer for any act or omission for which such elimination of liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or uncompensated officer for any act or omission that occurs prior to the effective date of such amendment.

Article 8.

A. To the fullest extent permitted by the Act, the authority to make, alter, amend or repeal these Bylaws is vested exclusively in the Board of Directors and may be exercised upon approval of two-thirds of the directors present at a meeting duly held at which a quorum is present without the vote or consent of any members or third parties.

B. Except to the extent otherwise provided in these Articles, the authority to make, alter, amend or repeal these Articles is vested exclusively in the Board of Directors and may be exercised upon approval of two-thirds of the directors present at a meeting duly held at which a quorum is present without the vote or consent of any members or third parties.

Article 9.

Upon the dissolution of the Corporation, assets shall be distributed as determined by the affirmative vote of a majority of the directors present at a meeting duly held at which a quorum is present, provided, however, that as a public benefit corporation, prior to the distribution of assets, the Corporation shall give notice required by the Act to the Oregon Attorney General, and provided further that the assets shall be distributed to one or more organizations organized for a public or charitable purpose, to the federal government or a state or local government, for a public purpose, or a person that is recognized as exempt under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

DATED: April __, 2013