

CERTIFICATE OF INCORPORATION
OF
OpenPOWER Foundation

FIRST: The name of the corporation is OpenPOWER Foundation (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, Suite 403S, Wilmington, County of New Castle, 19805. The name of the Corporation's registered agent at such address is Registered Agents Legal Services, LLC.

THIRD: The Corporation is a nonprofit organization organized exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law. In furtherance of the foregoing, the purposes of the Corporation to be conducted or promoted are as follows:

To create an open "system on a chip" ecosystem, using the Power Architecture to share expertise, investment, and validated and compliant server-class intellectual property to serve the consumption needs of customers that require scale-out capabilities and to do such acts and carry on such business and affairs as may be permitted by nonprofit corporations under the General Corporation Law of the State of Delaware (the "General Corporation Law") and other laws of the State of Delaware and the laws of the United States of America in order to accomplish the purposes set forth in this Article Third.

Notwithstanding any provision of this certificate of incorporation or any provisions of applicable state law, the Corporation shall not have the power to carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(6) of the Code or the corresponding provision of any future United States Internal Revenue law.

FOURTH: No part of the net earnings of this Corporation shall ever inure to the benefit of or be distributable to any of its members, directors or officers or any other person having a personal or private interest in the activities of this Corporation, and no substantial part of the activities of this Corporation shall ever 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 distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. The Corporation shall not be authorized to accept gifts or contributions or other funds for purposes other than the purposes of the Corporation hereinbefore stated.

FIFTH: The Corporation shall be a membership corporation and shall have no authority to issue capital stock. The conditions of membership in the Corporation and the voting powers of the members shall be as set forth in the by-laws of the Corporation. Except as otherwise

expressly set forth in the General Corporation Law, as the same exists or may hereafter be amended, the certificate of incorporation or the by-laws of the Corporation, no member of the Corporation shall be entitled to vote.

SIXTH: No officer, member of the Board of Directors, or employee of the Corporation or other person shall receive or be lawfully entitled to receive any pecuniary profit or benefit from the operations of the Corporation, except reasonable compensation for services actually rendered to or on behalf of the Corporation. A director of the Corporation shall not be personally liable to the Corporation or its members 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, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

SEVENTH: The election of the directors of the Corporation need not be by written ballot.

EIGHTH: In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion, may determine; provided, however, that any such disposition shall be either (i) for one or more exempt purposes within the meaning of Section 501(c)(3) or 501(c)(6) of the Code, or the corresponding provision of any future United States Internal Revenue law, or (ii) to the Federal government, or to a State or local government, for a public purpose. Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article Eighth, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction exclusively for the purposes set forth in (i) and (ii) above, or to such organization or organizations, which, in such court's sole determination, are organized and operated exclusively for such purposes.

NINTH: This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the certificate of incorporation, and to add other provisions to the certificate of incorporation authorized by the laws of the State of Delaware, at the time such laws are in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon members, directors or any other persons whomsoever by and pursuant to the certificate of incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article Ninth; provided, however, that no amendment, alteration, change or repeal of any provisions of the certificate of incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to adopt, amend and repeal the by-laws of the Corporation, subject to the power of the members of the Corporation to amend or repeal any by-law made by the Board of Directors.

TENTH: The name and mailing address of the incorporator are as follows: David I. Cohen, Esq., c/o Cohen & Grace, LLC, 105 Braunlich Dr., Suite 300, Pittsburgh, PA 15237.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 16th day of December, 2013.

A handwritten signature in black ink, appearing to read "David I. Cohen", written over a horizontal line.

Name: David I. Cohen
Incorporator