

**ARTICLES OF INCORPORATION
OF
HIGH-DEFINITION AUDIO-VIDEO NETWORK ALLIANCE**
(an Oregon Nonprofit Corporation)

The undersigned individual 18 years of age or older, acting as incorporator under the Oregon Nonprofit Corporation Act, adopts the following Articles of Incorporation:

Article I
Name of Corporation and Duration

The name of this corporation is **High-Definition Audio-Video Network Alliance**, (hereinafter referred to as the "Corporation") and its duration shall be perpetual.

Article II
Organization of Nonprofit

This Corporation is a nonprofit, mutual benefit corporation, organized under the Oregon Nonprofit Corporation Act.

Article III
Statement of Purpose

The purposes for which this Corporation is organized are as follows:

(1) The Corporation is formed as a business league, within the meaning of section 501(c)(6) of the United States Internal Revenue Code of 1986, (hereinafter referred to as the "Code") and the Oregon Excise Tax Law of 1929, as set forth and revised in Oregon Revised Statutes 317.080. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law or Regulation.

(2) In furtherance of the purposes set forth in this Article III, the Corporation may exercise all the rights and powers conferred on nonprofit mutual benefit corporations under the laws of the State of Oregon.

(3) Notwithstanding any of the above statements of purposes and powers, the Corporation shall not engage in any activities or exercise any powers, whether express or implied, so as to disqualify the Corporation from exemption from federal income tax under section 501(a) of the Code by reason of being an organization described in section 501(c)(6) of the Code and from exemption from Oregon income tax by reason of being an organization described in the Oregon Excise Tax Law of 1929, ORS 317.080 and corresponding provisions of any future amendments to said statutes.

Article IV
Registered Office and Agent

The name and address of the initial agent for service of process is:

SW&W Legal Services, Inc.
1211 S.W. Fifth Avenue, Suite 1800
Portland, Oregon 97204-3795
Attn: Timothy F. Haslach

Article V
Incorporator

The name and address of the incorporator is:

Timothy F. Haslach
Schwabe, Williamson & Wyatt, P.C.
1211 S.W. Fifth Avenue, Suites 1600-1900
Portland, Oregon 97204-3795

Article VI
Initial Principal Office

Until the principal office of the Corporation has been designated by the Corporation in its annual report, notices may be mailed to the alternate corporate mailing address at:

1211 SW Fifth Avenue, Suites 1600-1900
Portland, Oregon, USA 97204
Attn: Timothy F. Haslach

Article VII
Members

The Corporation will not have members.

Article VIII
Dedication and Dissolution

In the event of liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of the Corporation to one or more Qualified Organizations, as defined below, as the Board of Directors shall determine. For purposes of this Article VIII "Qualified Organization" shall mean a corporation or other organization organized and operated exclusively for religious, charitable, educational or other purposes meeting the requirements for exemption provided by Oregon Revised Statute 317.080, as shall at the time qualify either (i) as exempt from federal income tax under section 501(a) of the Code by reason of being an

organization described in section 501(c) of the Code, or (ii) as a corporation or other organization contributions to which are deductible under section 170(c)(1) of the Code.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

Article IX **Limitation of Liability**

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or officer of the Corporation shall not be liable to the Corporation or its members for any monetary damages for conduct as a director and/or officer. Any amendment to or repeal of the Article IX or amendment to the Oregon Nonprofit Corporation Act shall not adversely affect any right or protection of a director and/or officer of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision, however, shall not eliminate or limit the liability of a director or officer for:

- (1) Any breach of the director's or officer's duty of loyalty to the Corporation or its members;
- (2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) Any unlawful distribution;
- (4) Any transaction from which the director or officer derived an improper personal benefit; or
- (5) Any act or omission in violation of the Oregon Nonprofit Corporation Act.

Article X **Indemnification**

To the fullest extent not prohibited by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, the Corporation:

- (1) Shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director of the Corporation; and
- (2) This Article X shall not be deemed exclusive of any other provisions or insurance for the indemnification of directors, officers, employees, or agents that may be

included in any statute, bylaw, agreement, resolution of members or directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Corporation.

IN WITNESS WHEREOF, the undersigned original incorporator has executed these Articles of Incorporation on _____, 2005.

Timothy F. Haslach, Incorporator