

ARTICLES OF INCORPORATION
[POST-TRANSITION IANA]¹

1. The name of this corporation is [Post-Transition IANA] (the “Corporation”).
2. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. Such purposes shall be within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding provision of any future United States tax code. Any reference in these Articles to the Code shall include the corresponding provisions of any ~~future~~future United States tax code.
3. The specific purpose of the Corporation is to operate exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the Internet Corporation for Assigned Names and Numbers, a California nonprofit public benefit corporation (“ICANN”).²
4. The name of the Corporation's initial agent for service of process in the State of California, United States of America is [Corporation Trust Company].
5. The ~~corporate~~initial street and mailing³ address of the Corporation is 12025 Waterfront Drive, Suite 300, Los Angeles, CA 90094-2536.
6. The Corporation shall have only one member (as defined in Section 5056 of the California Corporations Code), which shall be ICANN.
7. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to⁴ any candidate for public office.
8. The property of the Corporation is irrevocably dedicated to public and charitable purposes and no part of the net income or assets of this ~~corporation~~Corporation shall ever inure to the benefit of any director, trustee, member or officer of the Corporation, or to any private person, except that the Corporation is authorized and empowered to

¹ Note to Draft: These Articles remain subject to review and comments by CWG.

² Note to ICANN: Is the intent for PTI to qualify as a Type 1 supporting organization under IRC 509(a)(3)?

³ Note to ICANN: Please confirm that the Corporation’s initial mailing address is the same as its initial street address. If the initial mailing address is different, that address will need to be added to the Articles. See §5130 of the California Corporations Code.

⁴ Note to ICANN: This language is included in the ICANN Articles of Incorporation.

pay reasonable compensation for services rendered and to make payments and distributions in furtherance of ~~public or charitable~~the purposes set forth in Article 3.

9. Upon the dissolution or winding up of the Corporation, any assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to ICANN, as long as ICANN then qualifies as a tax-exempt organization under Section 501(c)(3) of the Code.
10. In no event shall the Corporation be controlled directly or indirectly by one or more “disqualified persons” (as defined in § 4946 of the Code) other than foundation managers and other than one or more organizations described in paragraph (1) or (2) of § 509(a) of the Code.
11. The Corporation may engage in any activities that are reasonably related to or in furtherance of its stated purposes, or in any other charitable activities, provided that the Corporation will not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall operate to the maximum extent feasible in an open and transparent manner and consistent with procedures designed to ensure fairness.
12. To the full extent permitted by the California Nonprofit Public Benefit Corporation Law or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its members for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article 12 shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.
13. These Articles may only be amended by the affirmative vote of ICANN and at least a majority⁵ of the directors of the Corporation.

DATE: _____

Incorporator

⁵ Note to ICANN: Under California law, both members and the board must approve amendments to the articles of incorporation. See §5812 of the California Corporations Code.

Note to CWG: Consider whether a higher threshold than three of five should be required. For example, four of five ensures that the PTI Manager and either the ICANN Directors or the Independent Directors could not act without the other two.

Summary report:	
Litéra® Change-Pro TDC 7.5.0.176 Document comparison done on 5/23/2016 10:10:36 PM	
Style name: Sidley Default	
Intelligent Table Comparison: Active	
Original DMS: iw://SIDLEYDMS/ACTIVE/214828917/1	
Description: ICANN - PTI - Articles of Incorporation- Draft as of 13 May 2016	
Modified DMS: iw://SIDLEYDMS/ACTIVE/214828917/4	
Description: ICANN - PTI - Articles of Incorporation- Draft as of 13 May 2016_Sidley Comments	
Changes:	
Add	24
Delete	4
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	28