

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF TOKEN TAXONOMY CONSORTIUM, INC.

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:18 PM 04/29/2020
FILED 05:18 PM 04/29/2020
SR 20203286469 - File Number 7885535

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Token Taxonomy Consortium, Inc. (the "**Corporation**") resolutions were duly adopted setting forth that the Certificate of Incorporation of the Corporation be amended as follows:

1. Article I (Name) of the Certificate of Incorporation of this Corporation is amended in its entirety to read as follows:

The name of the corporation is InterWork Alliance, Inc. (the "**Corporation**")


2. Section 3.1 (Purposes) of Article III (Purposes) of the Certificate of Incorporation of this Corporation is amended in its entirety to read as follows:

The Corporation is organized exclusively as a trade association, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "**Code**"), for the purposes of engaging in any lawful act or activity for which a trade association may be organized, including, but not limited to, promoting the common business interests of enterprises and other organizations desiring to further the development of multi-party business and technical protocols for business to business and business to consumer usage, foster the development of standards, technical specifications, source code, certification, white papers, best practices and related activities, and define and develop tokens, token concepts, token definitions, multi-party agreements, policy, and contracts as well as common data schemas for shared data use cases, terminology, specifications, multi-party related technologies and token taxonomy framework.

SECOND: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

I further declare under penalty of perjury under the laws of the State of Delaware that the matters set forth in this certificate are true and correct of my own knowledge.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 28 day of April, 2020.


By: _____
Authorized Officer
Title: President and Secretary

Name: Ronald Resnick
Print or Type

Delaware

The First State

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*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 "TOKEN TAXONOMY
CONSORTIUM, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF
MARCH, A.D. 2020, AT 2:01 O`CLOCK P.M.*

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



Jeffrey W. Bullock, Secretary of State

7885535 8100
SR# 20201944840

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

Authentication: 202524118
Date: 03-05-20

CERTIFICATE OF INCORPORATION

OF

TOKEN TAXONOMY CONSORTIUM, INC.

ARTICLE I - NAME

The name of the corporation is Token Taxonomy Consortium, Inc. (the "**Corporation**").

ARTICLE II - REGISTERED OFFICE AND AGENT

The Corporation's registered office in the State of Delaware is located at 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808. The registered agent of the Corporation for service of process at such address is Corporation Service Company.

ARTICLE III - PURPOSES

3.1 Purposes

The Corporation is organized exclusively as a trade association, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "**Code**"), including, but not limited to, promoting the common business interests of enterprises desiring to further the technical development of the blockchain protocol for enterprise usage, foster the development of standards, technical specifications, source code, certification, white papers, best practices and related activities, and define and develop tokens, token concepts, token definitions, use cases, terminology, specifications, token-related technologies and token taxonomy framework.

3.2 Limitations

3.2.1 Nonprofit Status

The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay compensation to its members, directors or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the Corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 of this Certificate of Incorporation.

3.2.2 Dissolution

Upon dissolution of the Corporation or winding up of its affairs, after paying or making adequate provision for the payment of all the liabilities of the Corporation, all the remaining assets of the Corporation shall be distributed to the members.

3.2.3 Prohibited Activity

Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Code.

3.3 Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, by this Certificate of Incorporation, or by the Bylaws of the Corporation, the Corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in Section 3.1 of this Certificate of Incorporation and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

ARTICLE IV - INCORPORATOR

The Incorporator of the Corporation is Gregory Kohn. The address of the Incorporator is 401 Edgewater Place, Suite 600, Wakefield, MA 01880.

ARTICLE V - LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the General Corporation Law of Delaware, as the same may be amended from time to time, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law of Delaware is hereafter amended to authorize further reductions in the liability of the Corporation's directors for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any repeal or modification of any of the foregoing provisions of this Article V, by amendment of this Article V or by operation of law, shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE VI - INDEMNIFICATION

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and other agents of the Corporation (and any other persons to which Delaware law permits the Corporation to provide indemnification or advancement of expenses), through bylaw provisions, agreements with any such director, officer, employee or other agent, or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of Delaware, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to a corporation and others.

Any repeal or modification of any of the foregoing provisions of this Article VI, by amendment of this Article VI or by operation of law, shall not adversely affect any right or protection of a director, officer, employee or other agent of the Corporation or any such other person existing at the time of, or

increase the liability of any such director, officer, employee, agent or other person with respect to any acts or omissions thereof occurring prior to such repeal or modification

ARTICLE VII. EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VIII - RIGHT TO AMEND CERTIFICATE OF INCORPORATION AND BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Certificate of Incorporation and the Bylaws may be amended or restated in accordance with the Bylaws of the Corporation.

ARTICLE IX - NUMBER OF DIRECTORS

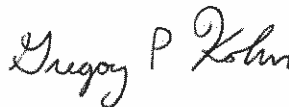
The number of directors that shall constitute the Board of Directors shall be designated in the Bylaws of the Corporation. Vacancies created by the resignation of one or more members of the Board of Directors and new directorships shall be governed by the Bylaws of the Corporation.

ARTICLE X - CORPORATE RECORDS

The books of the Corporation may be kept (subject to any statutory provision) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors in the Bylaws of the Corporation.

The undersigned hereby further declares and certifies under penalty of perjury that the facts set forth in the foregoing certificate are true and correct to the knowledge of the undersigned, and that this certificate is the act and deed of the undersigned.

Executed on this 5th day of March 2020.



Gregory Kohn, Sole Incorporator