

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

DIGITAL SIGNAGE FEDERATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **12th** day of **May, 2010**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration

A handwritten signature in black ink, appearing to read "Patricia E. Grays", written over a horizontal line.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

ARTICLES OF INCORPORATION

OF

**DIGITAL SIGNAGE FEDERATION
(A District of Columbia Non-Profit Corporation)**

MAY 12 2010

TO: Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporations Division
941 North Capitol Street, N.E.
Washington, DC 20002

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators of a corporation under the District of Columbia Non-Profit Corporation Act (D.C. Code, 1981 edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is DIGITAL SIGNAGE FEDERATION ("Corporation").

SECOND: The period of duration is perpetual.

THIRD: The purposes for which the Corporation is formed are:

(a) This corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of, and improve business conditions among, members of the digital signage industry, the interactive technologies industry, and the digital out-of-home network industry within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) No part of the net earnings of the Corporation will inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provisions of these Articles, the Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code (or any corresponding or successor provision of the Code).

(c) Included among the purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are to support and promote the worldwide digital signage industry, interactive technologies and the digital out of home network industry and to support, research and improve legislation, regulations, code and standards that affect the sale and use of digital signage and to provide education and set educational standards to improve the digital signage industry and to promote the overall interests of the digital signage industry.

(d) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is exempt from federal income tax under Section 501(c)(6) of the Code (or any corresponding or successor provision of the Code).

FOURTH: The Corporation shall have one class of members. The members in good standing shall have the right to vote.

FIFTH: The manner in which directors will be elected or appointed shall be provided in the Bylaws.

SIXTH: The provisions for the regulation of the internal affairs of the Corporation shall be provided in the Bylaws.

SEVENTH: The registered agent of the Corporation is Metropolitan Agents, Inc. The registered office address of the Corporation is 4120 Harrison Street, N.W., Washington, D.C. 20015-1942. Said registered agent is a District of Columbia corporation.

EIGHTH: The number of directors constituting the initial board of directors is thirteen (13) and the names and addresses, including street and number and zip code, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

<u>Name</u>	<u>Address</u>
E.G. Johnson	5242 Tancreti Lane Alexandria, VA 22304
Philip M. Cohen	5625 W. Waters Avenue Suite E Tampa, FL 33634
Rich Cooley	7655 E. Gelding Drive, Suite B-2 Scottsdale, AZ 85260
Alan Brawn	2031 Jewell Ridge Vista, CA 92081
Jack Sullivan	35 W. Wacker Drive Chicago, IL 600601

Jennifer Bolt	1999 Bryan, St Ste 2800 Dallas, TX 75201
Robert Stowe	One Dave Thomas Blvd. Dublin, OH 43017
Carre Dawson	1493 Poinsettia Avenue Suite 143 Vista, CA, 92081
Bil Trainor	620 Alden Rd, Unit 103 Markham, Ontario CN L3R 9R7
Brian Dusho	1080 Cote du Beaverhall Suite 1200 Montreal, Qubec CN H2Z 1S8
Ken Goldberg, CEO	5589 Marquesas Circle Ste 102 Sarasota, FL 34233
Paul Bleimeyer	200 First St, SW Plummer 914 Rochester, MN 55905
Pierre Richer	500 Park Blvd., St 1100 Itasca, IL 60143

NINTH: The names and addresses, including street number and zip code, of each incorporator are:

<u>Name</u>	<u>Address</u>
Steven W. Jacobson, Esq.	4550 Montgomery Ave., Suite 775N Bethesda, MD 20814
Joe L. Leone, Esq.	4550 Montgomery Ave., Suite 775N Bethesda, MD 20814
Jennifer L. Gurevitz, Esq.	4550 Montgomery Ave., Suite 775N Bethesda, MD 20814

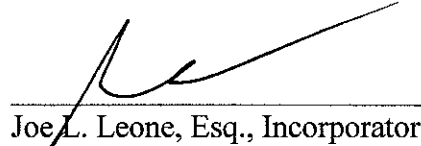
TENTH: Upon the dissolution of the Corporation, assets will be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by a Court of competent jurisdiction of the country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court will determine, which are organized and operated exclusively for such purposes.

ELEVENTH: The private property of the incorporators, directors, and officers, shall not be subject to the payment of corporate debts to any extent whatever; in furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors in any of the states, territories or possessions of the United States, or the District of Columbia.

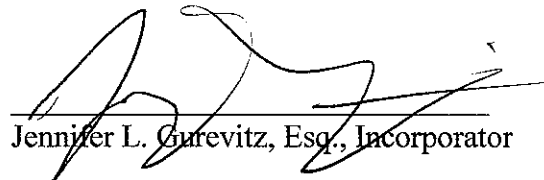
Date: May 12, 2010



Steven W. Jacobson, Esq., Incorporator

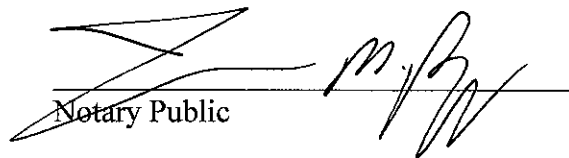


Joe L. Leone, Esq., Incorporator



Jennifer L. Gurevitz, Esq., Incorporator

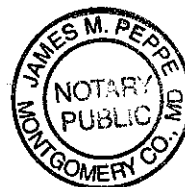
I, James M. Peppe, a Notary Public, hereby certify that on the 12th day of May, 2010, Steven W. Jacobson, Joe L. Leone, and Jennifer L. Gurevitz appeared before me and signed the foregoing document as incorporators of Digital Signage Federation, and have averred that the statements therein contained are true.



Notary Public

My Commission Expires:

Articles of Incorporation.doc



JAMES M. PEPPE
Notary Public, State of Maryland
County of Montgomery
My Commission Expires September 15, 2012

**WRITTEN CONSENT TO ACT AS REGISTERED AGENT
BY A LEGALLY AUTHORIZED CORPORATION**


To: The Superintendent of Corporations
Department of Consumer and Regulatory Affairs
Business Regulation Administration, Corporations Division
941 North Capitol Street, N.E.
Washington, D.C. 20002

Pursuant to the District of Columbia Nonprofit Corporation Act (D.C. Code, Title 29 and Title 41), the Corporation herein named is **METROPOLITAN AGENTS, INC.**, an authorized corporate agent in the District of Columbia, per signatures of its President and Secretary herein consents to act as registered agent for:

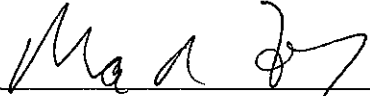
DIGITAL SIGNAGE FEDERATION

ATTEST:

METROPOLITAN AGENTS, INC.



Polly S. Sampson, Secretary



Marc R. Feinberg, President

Date: May 12, 2010