

**ARTICLES OF INCORPORATION OF
OMAC – THE OPEN MODULAR ARCHITECTURE CONTROLS USERS’ GROUP**

ARTICLE I

The name of the corporation, hereinafter referred to as the “Corporation,” is OMAC – THE OPEN MODULAR ARCHITECTURE CONTROLS USERS’ GROUP.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or corresponding sections of any future federal tax code.

The Corporation aims to collectively derive common solutions for both technical and non-technical issues in the development, implementation, and commercialization of open, modular architecture control technologies.

The Corporation may receive and administer funds for scientific, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Code and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation (except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or any applicable laws) to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not for Profit Corporation Act of the State of North Carolina.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to ISA – The Instrumentation, Systems, and Automation Society (“ISA”) so long as it is recognized as an exempt organization under Section 501(c)(3) of the Code or the corresponding provisions of any future federal tax code. If ISA is no longer recognized as an exempt organization when the Corporation dissolves or winds up its

affairs, then the assets of the Corporation shall be distributed to such organization or organizations that are organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

ARTICLE IV

The Corporation shall have members. The qualifications for members and the manner of their admissions shall be regulated by the Bylaws of the Corporation.

ARTICLE V

The initial street and mailing address and county in the state of North Carolina of the initial registered office and the principal office of the Corporation is 67 Alexander Drive, Research Triangle Park, Durham County, North Carolina 27709, and the name of the initial registered agent at such address is Robert Renner.

ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of North Carolina.

ARTICLE VIII

Except to the extent that the North Carolina General Statutes prohibit such limitation or elimination of liability of directors for breaches of duty, no director of the Corporation shall have any personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a director. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. The provisions of this Article VIII shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability that has not been eliminated by the provisions of this Article VIII.

ARTICLE IX

The Corporation shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; provided, however, that the Corporation may not amend, alter, change or repeal any such provision without the prior written consent of ISA so long as ISA is recognized as an exempt organization under

Section 501(c)(3) of the Code or the corresponding provisions of any future federal tax code; and provided further that under no circumstances shall these Articles of Incorporation be amended so that the Corporation may operate for any purpose other than those purposes authorized for corporations that are exempt from federal income taxation under the provisions of Section 501(c)(3) of the Code or the corresponding provisions of any future federal tax code.