

AMENDED AND RESTATED

**CERTIFICATE OF INCORPORATION
OF
ORCID, INC.,
A Delaware Nonstock Corporation**

ORCID, Inc., a nonstock corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

A. The name of the Corporation is ORCID, Inc.. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 5, 2010.

B. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation of this Corporation is hereby amended and restated in its entirety as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, ORCID, Inc. has caused this Amended and Restated Certificate of Incorporation to be executed by the undersigned officer, thereunto duly authorized, this 9th day of November 2015.

ORCID, Inc.
a Delaware corporation

By: 
Laurel Haak
Executive Director

EXHIBIT A

**CERTIFICATE OF INCORPORATION
OF
ORCID, INC.,
A Delaware Nonstock Corporation**

FIRST: The name of the Corporation is: ORCID, Inc. (the “Corporation”).

SECOND: The address of the registered office of the Corporation is 3411 Silverside Road, Rodney Building #104, Wilmington, DE 19810 in the County of New Castle. The name of the registered agent of the Corporation at that address is Corporate Creations International, Inc. .

THIRD: Notwithstanding any other provisions of this Certificate of Incorporation, the purposes of the Corporation shall be exclusively charitable, scientific, literary and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and shall include promoting accuracy and integrity and furthering collaboration in scientific research and scholarship, and more generally supporting and enhancing scholarship and the scientific discovery process, namely by working to solve the author/contributor misidentification problem in scholarly research and communications through the creation of a central registry of publicly-accessible unique identifiers assigned to individual researchers and linked to researchers’ output; and by engaging in other related activities to enhance and increase scholarly research and scientific discovery in the public interest. The Corporation may engage in any and all lawful activities incidental to the foregoing purposes, except as specifically restricted herein.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, literary or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in §§ 121 and 122 of the Delaware General Corporation Law as now in effect or as

may hereafter be amended, together with the power to make or solicit grants and contributions for such purposes.

FOURTH: The Corporation shall not have authority to issue capital stock.

FIFTH: The conditions of membership of the Corporation shall be stated in the Bylaws of the Corporation.

SIXTH: The number of directors constituting the initial Board of Directors is fourteen, and the name and address, including street name and number, of the persons who are to serve as the initial directors until the first annual meeting of the Board of Directors or until their successors are elected and qualify are as follows:

Hideaki Takeda
National Institute of Informatics (NII)
2-1-2, Hitotsubashi, Chiyoda-ku
Tokyo, 101-8430
Japan

Howard Ratner
Nature America, Inc. dba Nature Publishing Group
75 Varick St.
9th Floor
New York, NY 10013

David Kochalko
Thomson Reuters (Scientific) Inc.
1500 Spring Garden Street
Philadelphia, PA 19130

Ed Pentz
Publishers International Linking Association, Inc.
40 Salem Street
Lynnfield, MA 01940

Salvatore Mele
CERN - European Organization for Nuclear Research C27900
CH1211
Geneva 23
Switzerland

Bernard Rous
Association for Computing Machinery, Inc.

2 Penn Plaza, Suite 701
New York, NY 10121-0701

Liz Allen
Strategic Planning & Policy Unit
Wellcome Trust
215 Euston Road
London NW1 2BE
United Kingdom

MacKenzie Smith
Massachusetts Institute of Technology Libraries
77 Massachusetts Ave., E25-131
Cambridge, MA 02139

Simeon Warner
Cornell University Library
201 Olin Library
Ithaca, NY 14853

Amy Brand
Harvard Office for Scholarly Communication
Harvard University
Holyoke Center 876
1350 Massachusetts Avenue
Cambridge, MA 02138

Chris Shillum
Product Management, Platform & Content
Elsevier Inc.
360 Park Avenue South
New York, NY 10010-1710

Martin Fenner
Department of Hematology, Hemostaseology, Oncology & Stem Cell
Transplantation
Hannover Medical School
Carl-Neuberg-Str. 1
30625 Hannover
Germany

Thomas Hickey
OCLC Online Computer Library Center, Inc.
6565 Kilgour Place
Dublin, OH 43017

Craig Van Dyck
Global Content Management
Wiley-Blackwell
John Wiley & Sons, Inc.
111 River Street (8-01)
Hoboken, NJ 07030-5774

SEVENTH: The name and address of the incorporator is as follows:

Jean L. Tom
Patterson Belknap Webb & Tyler LLP
1133 Avenue of the Americas
New York, NY 10036

EIGHTH: Except as otherwise provided by law, or in any Bylaw of the Corporation, the business of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors of the Corporation. Pursuant to § 141(j) of the Delaware General Corporation Law, the Board of Directors has the power to remove any director to the extent set forth in the Bylaws, and pursuant to § 109 of the Delaware General Corporation Law, the Board of Directors has the power to adopt, amend or repeal the Bylaws. As set forth in § 242 of the Delaware General Corporation Law, the Board of Directors has the power to amend this Certificate of Incorporation.

NINTH: The duration of the existence of the Corporation is perpetual.

TENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by §501(h) of the Code and in any corresponding laws of the State of Delaware), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining

exemption from Federal income taxation as a corporation described in §501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

During any period when the Corporation is determined to be a “private foundation” as defined in Section 509 of the Code, the Corporation shall, in accordance with the following sections thereof: (i) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Code Section 4942; (ii) not engage in any act which is subject to tax as self-dealing under Code Section 4941; (iii) not retain any holdings which are subject to tax as excess business holdings under Code Section 4943; (iv) not make any investments in such manner as to subject the Corporation to tax under Code Section 4944; and (v) not make any taxable expenditures which are subject to tax under Code Section 4945.

ELEVENTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed for one or more exempt purposes as defined by Section 501 (c)(3) of the Internal Revenue Code as may be designated from time to time by resolution of the Directors, such resolution to be kept with the minutes of the Corporation. In no event shall any of such assets or property be distributed to any director or officer, or any other private individual.

TWELFTH: To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in §501(c)(3) of the Code.