

**FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BLUETOOTH SIG, INC.**

Bluetooth SIG, Inc., a nonprofit nonstock corporation organized and existing under and by virtue of the Delaware General Corporation Law (“Act”), DOES HEREBY CERTIFY:

1. That the original Certification of Incorporation was filed with the Secretary of State of the State of Delaware on November 13, 2000; and
2. That an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 21, 2000; and
3. That a Second Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on February 14, 2001; and
4. That a Third Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 1, 2010;
5. That a Fourth Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on March 21, 2011; and
6. That the text of the Fourth Amended and Restated Certificate of Incorporation as filed heretofore is hereby amended and restated pursuant to Section 242 of the Act and was duly adopted pursuant to Section 245 of the Act to read as follows:

ARTICLE I.

NAME

The name of the corporation is **Bluetooth SIG, Inc.** (hereinafter the “Corporation”).

ARTICLE II.

PRINCIPAL OFFICE

The street address of the principal office of the Corporation is:

c/o Executive Director
5209 Lake Washington Blvd NE, Suite 350
Kirkland, Washington 98033

ARTICLE III.

PURPOSE

The purposes for which the Corporation is formed are as follows:

(i) The Corporation is organized as a nonprofit nonstock corporation and will be operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of, and improve the business conditions among, members of the Corporation.

(ii) Specifically, by way of example and not by way of limitation, the Corporation will promote personal connectivity solutions based on the Bluetooth technology by developing, administering, and promoting specifications that can be widely adopted in order to enhance the demand for products that comply with such specifications. In order to further this objective, the Corporation will (1) develop, administer, and execute a process for certification of products that comply with Bluetooth specifications; (2) administer certain licenses for the use of trademarks, copyrights, and other intellectual property; and (3) promote the Bluetooth technology.

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member or individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III.

(iii) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation will be distributed exclusively for the common business interests of its members or to organizations that are exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; provided, however, in no event will the assets of the Corporation be distributed to the members.

ARTICLE IV.

POWERS

The Corporation has the following powers:

(i) To borrow money without limitation as to amount of corporate indebtedness or liability;

(ii) To give a lien on any of its property as security therefor in any manner permitted by law;

(iii) To act in furtherance of the interests of its members in any of the activities mentioned in Article III hereof, but only as specifically instructed and authorized by the Corporation's Board of Directors;

(iv) To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct of the affairs of the Corporation, or incidental thereto;

(v) To administer contracts on behalf of its members as such administration may be specifically authorized by the Corporation's Board of Directors;

(vi) To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Corporation is formed, and to give a lien on any of its property as security therefor;

(vii) To acquire, own, and develop any interest in trademarks, copyrights, and other intellectual property connected with, or incidental to, the affairs of the Corporation; and

(viii) To have and to exercise, in addition to the foregoing, all powers, privileges, and rights conferred on nonprofit nonstock corporations by laws of the State of Delaware and all powers and rights incidental or conducive to carrying out the purpose for which this Corporation is formed, except such as are inconsistent with the express provisions of the Act under which this Corporation is incorporated, and to do any such thing anywhere; and the enumeration of the foregoing powers will not be held to limit or restrict in any manner the general powers that may by law be possessed by this Corporation, all of which are hereby expressly claimed.

ARTICLE V.

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Company, 1209 Orange Street in the City of Wilmington, County of New Castle, 19801. The name of the registered agent at such address is The Corporation Trust Company.

ARTICLE VI.

CAPITAL STOCK

The Corporation is not organized for profit and has no authority to issue capital stock.

ARTICLE VII.

MEMBERS

The Corporation has three classes of members: Promoter, Associate, and Adopter members. The conditions, qualifications, rights, duties, and powers of each class of members, and each series of membership within such classes, are as set forth in the Bylaws and as established from time to time by the Board of Directors. Neither the Associate nor Adopter members of the Corporation have any voting rights with respect to matters of the Corporation, including but not limited to amendments of this Certificate of Incorporation or the Bylaws or the election of the directors of the Corporation; provided, however, that committees and

subcommittees of the Corporation may grant certain limited voting rights to Associate members of the Corporation who are members of such committee or subcommittee with respect to certain matters that come before such committee or subcommittee.

ARTICLE VIII.

DIRECTORS

The management of the affairs of the Corporation is vested at all times in the Board of Directors of the Corporation. The directors of the Corporation will be elected as provided in the Bylaws. The Board of Directors of the Corporation consist of that number of directors equal to the number of Promoter members, which number may be increased or decreased pursuant to the Bylaws of the Corporation and up to four Associate Member Directors elected pursuant to the Bylaws of the Corporation.

The business and affairs of the Corporation will be managed by the Board of Directors in accordance with the laws of the State of Delaware and the Bylaws; provided, however, that notwithstanding anything contained in Section 141 of the Act to the contrary, pursuant to Section 141(j) of the Act:

(1) The Board of Directors or a committee of the Board of Directors may act (a) in person at a meeting of the Board of Directors or of a committee of the Board of Directors, (b) by unanimous written consent, including by electronic transmission, delivered to the Corporation, or (c) by action started at a meeting of the Board of Directors or of a committee of the Board of Directors followed by action by written consent (or by electronic transmission) delivered to the Corporation so long as votes and written consents (and/or consents by electronic transmission) are collectively obtained, within two weeks of the meeting at which action on the matter was commenced, from the minimum number of directors that would be necessary to take such action at a meeting of the Board of Directors or committee of the Board of Directors at which a quorum of the directors entitled to vote thereon were present and voted.

(2) A director may be removed at any time, with or without cause, either by the member that appointed or nominated the director or by vote of the Promoter members. A director may also be removed by the other directors upon approval of four-fifths of the directors appointed or nominated by the Promoter members in the following events: (a) the director is absent from meetings of the Board of Directors for more than three months; (b) the director fails to substantially perform his or her duties as set forth in the Bylaws or by law, which failure continues for a period of 60 days after written notice of such failure by the Board of Directors to such director and to the President or Chief Executive Officer of the Promoter member who appointed such director; (c) the director fails to comply with any aspect of the Corporation's policies; or (d) the director has violated any law (including having committed, been charged with, or been indicted or convicted of any crime other than a misdemeanor traffic violation).

ARTICLE IX.

INDEMNIFICATION

The Corporation will, to the fullest extent permitted by Section 145 of the Act as the same may from time to time be amended and supplemented, indemnify each director and officer of the Corporation from and against any and all of the expenses and liabilities arising out of, or related to, any threatened, pending, or completed action, suit, or proceeding, or other matters referred to in or covered by said Section of the Act. The indemnification provided for herein will not be deemed exclusive of any other rights to which any such person may be entitled under any bylaws, resolution of directors, agreement, or otherwise as permitted by said Section of the Act, as to action taken by such person in his or her capacity as such officer or director or in any other capacity in which such person served at the request of the Corporation.

ARTICLE X.

LIABILITY OF DIRECTORS

A director of the Corporation will not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation required by Delaware law; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit. Any fiduciary duties of directors under Delaware law are owed to the Corporation and not to the members individually.

ARTICLE XI.

DURATION

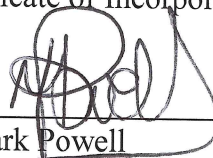
The duration of the Corporation is perpetual.

ARTICLE XII.

AMENDMENT

The Corporation reserves the right to amend, change, or repeal any provision contained in this Fifth Amended and Restated Certificate of Incorporation by unanimous vote of the directors appointed by its Promoter members; provided, however, any such action will be calculated exclusively to carry out the objects and purposes for which the Corporation is formed. The directors appointed by the Promoter members have the right to adopt, amend, or repeal the Bylaws of the Corporation as provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, after the unanimous approval of the Board of Directors on the 17th day of May 2019, has been authorized by the Board of Directors to execute this Fifth Amended and Restated Certificate of Incorporation and acknowledge the same to be the act of the corporation.



Mark Powell

Chief Executive Officer

Bluetooth SIG, Inc.,

A Delaware non-profit, nonstock corporation