

**SECOND AMENDED *and* RESTATED  
CERTIFICATE *of* INCORPORATION  
*of*  
WORLD WIDE WEB CONSORTIUM, INC.,  
*a* NONPROFIT NONSTOCK CORPORATION**

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, World Wide Web Consortium, Inc., a nonprofit nonstock corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That this corporation was originally incorporated on December 16, 2019, under its current name, and an amended and restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 19, 2022.

SECOND: That the Certificate of Incorporation of this corporation is hereby amended and restated to read in its entirety as set forth in the attached Amended and Restated Certificate of Incorporation.

THIRD: That the attached Second Amended and Restated Certificate of Incorporation was duly adopted by the members of the governing body of this corporation and the members of this corporation in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by Seth Dobbs, its authorized officer, this \_\_\_\_ day of \_\_\_\_\_, 2024.

By:  
Name: Seth Dobbs  
Title: Chief Executive Officer

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**First:** The name of this corporation is World Wide Web Consortium, Inc. (the “Corporation”).

**Second:** The registered office of the Corporation in the State of Delaware is located at 3500 South DuPont Highway, City of Dover, County of Kent, Delaware 19901. The name of the Corporation’s registered agent at such address is Incorporating Services, Ltd.

**Third:** The Corporation is a “nonprofit nonstock corporation” as defined in Section 114(d)(3) of the General Corporation Law of the State of Delaware (the “DGCL”) and, as such, shall not be authorized to issue any shares of capital stock. The specific and primary purpose of the Corporation is to engage in charitable, educational and scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the “Code”). The Corporation shall seek global participation in carrying out its mission, which it shall endeavor to conduct through the activities of its global team, membership, and community.

**Fourth:** The W3C Process Document (as amended, modified, supplemented and/or restated from time to time in accordance with the terms contained therein, the “Process Document”) sets forth certain aspects of the organizational structure of the Corporation and the processes, responsibilities, meetings (other than meetings of the members of the Corporation and meetings of the Board of Directors of the Corporation as set forth in the bylaws of the Corporation (as the same may be amended and/or restated from time to time, the “Bylaws”)), and functions that enable the Corporation to accomplish its mission. The Consortium Members (as defined in the Bylaws) are hereby empowered, and shall have the exclusive right, to amend, modify, revise, supplement and/or restate the Process Document pursuant to the terms of the Process Document.

**Fifth:** The Corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation (as the same may be amended and/or restated from time to time, the “Certificate”), the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code. Except as permitted by law, no substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**Sixth:** The property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer,

or member of the Corporation, or any other private person; provided, that for the avoidance of doubt, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third above. Following the dissolution and completion of the winding up of the affairs of the Corporation, and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office of the Corporation is then located, to be used exclusively for purposes that are charitable, educational, or scientific within the meaning of Section 501(c)(3) of the Code or to an organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

**Seventh:** A. Except as otherwise expressly provided by this Certificate (including, without limitation, the provisions of Article Fourth and the terms of the Process Document referenced therein) or the DGCL, the business and affairs of the Corporation shall be managed by or under the direction of its governing body, which shall be known as its Board of Directors.

B. The Corporation shall have one or more members, and the conditions of membership or other criteria for identifying members shall be stated in the Bylaws.

C. The decision of the Corporation to enter into or renew a Partnership Agreement shall be approved by the Board of Directors by the vote majority specified in the Bylaws); provided, however, that the director elected by the Partner Member (as defined in the Bylaws) in question shall have no voting power on, and shall not be counted for purposes of quorum or voting with respect to, such decision.

D. Elections of the Board of Directors need not be by written ballot unless the Bylaws of the Corporation so provide.

E. Except to the extent restricted by the Bylaws, any action, other than a Super-Majority Vote (as defined in the Bylaws), required or permitted to be taken by the Board of Directors may be taken without a meeting and without prior notice if a majority of directors then in office (or such greater number of directors as may be required by law or the Bylaws of this corporation) for the taking of any such action at a meeting consent thereto in writing or by electronic transmission (collectively, "by written consent"), and the writing or writings, or electronic transmission or transmissions, are filed with the minutes of proceedings of the Board of Directors, provided that:

- i. such written consent shall have been sent simultaneously to all directors then in office for their consideration;
- ii. prompt written notice (which may be given by electronic transmission) of any action so taken is given to those directors who have not consented in writing or by electronic transmission; and

iii. one or more such directors have not objected in writing or by electronic transmission, to the taking of any such action by written consent, with such notice being delivered to this corporation within ten business days following the date that the original proposal to take action by written consent was mailed or otherwise delivered to such directors. For purposes of these Bylaws, a business day shall be any non-weekend day that is not then a Federal holiday in the United States.

(b) Notwithstanding the foregoing, the ability of one or more non-consenting directors to prevent the taking of an action by written consent as provided for above shall not prevent any such action from being taken at a later date at an actual meeting of the Board of Directors.

(c) Unless otherwise restricted by the Bylaws, any action required or permitted to be taken at any meeting of any Board of Directors Committee may be taken in the manner set forth above.

After an action by consent is taken, the writing or writings or electronic transmission or transmissions shall be filed with the minutes of proceedings of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

**Eighth:** To the fullest extent permitted by law, the directors (including any persons performing the duties of directors pursuant to this Certificate and Section 141 of the DGCL) and officers of the Corporation shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty. No modification, amendment or repeal of this Article Eighth shall apply to or have any effect on the liability or alleged liability of any director (including any persons performing the duties of directors pursuant to this Certificate and Section 141 of the DGCL) or officer of the Corporation for or with respect to any act or omission on the part of such director (including any person performing the duties of a director pursuant to this Certificate and Section 141 of the DGCL) or officer occurring prior to such modification, amendment, or repeal.

**Ninth:** Any amendment to this Certificate must be approved by a vote of seventy-five percent (75%) of the directors then in office. In addition, in accordance with Section 242(b)(3) of the DGCL, this Certificate shall not be modified, amended, or repealed (whether by merger, consolidation, conversion, or otherwise) without the Requisite Member Vote (as defined in the Bylaws) of the Consortium Members, acting at a duly called meeting of the Consortium Members or by consent in lieu of a meeting. The provisions of the Bylaws governing quorum requirements and voting of members on any matter submitted to a vote of members (including the election or removal of directors) shall be deemed to be incorporated herein by reference, except to the extent inconsistent with the express terms of this Certificate.

**Tenth:** The Bylaws may be adopted, amended or repealed by the Consortium Members, acting by a vote or consent of the Consortium Members in accordance with Article XII, Section 3 of the Bylaws. No members (other than the Consortium Members) shall have the power to vote on the adoption, amendment or repeal of the Bylaws. The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws in accordance with, and subject to the terms of, Article XII,

Section 3 of the Bylaws or any successor provision thereto.

**Eleventh:** Without infringing on the rights of members to remove directors under Section 141(k) of the DGCL:

A. The Board of Directors may also remove any director with cause by the affirmative vote of at least seventy-five percent (75%) of the directors then in office (excluding the director who is the subject of such vote); and

B. In the event of a termination of membership in the Corporation of any Partner Member, the director elected by such Partner Member shall immediately cease to be, and shall be automatically removed as, a director of the Corporation.