

**STATE of DELAWARE  
CERTIFICATE of INCORPORATION  
A NON-STOCK CORPORATION**

**First:** The name of the Corporation is NewNOG, Inc. (the "Corporation").

**Second:** Its Registered Office in the State of Delaware is to be located at 1209 Orange Street, City of Wilmington, County of New Castle, 19801. The name of the registered agent is The Corporation Trust Company.

**Third:** This Corporation shall be a nonprofit corporation. More specifically, the Corporation is organized exclusively for charitable, religious, 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, or the corresponding section of any future federal tax code, all of which shall be limited to those only activities that are lawful activity for which corporations may be organized under the General Corporation Law of Delaware.

**Fourth:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

**Fifth:** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**Sixth:** The Corporation shall not have any capital stock.

**Seventh:** Membership in the Corporation shall be open to any person regardless of age, race, creed, color, national origin, ancestry, marital status, sexual orientation, disability, nationality or sex, but may be otherwise restricted by the Corporation as its Board of Directors or equivalent deems necessary and proper for the operation of the Corporation.

**Eighth:** The name and mailing address of the incorporator are Thomas Daly, 1230 Elm Street, 5<sup>th</sup> Floor, Manchester, NH 03101.

**I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this \_\_\_\_ day of April, A.D. 2010.

BY: \_\_\_\_\_  
(Incorporator)

NAME: THOMAS DALY