

STATE OF DELAWARE CERTIFICATE OF INCORPORATION OF SECURE POS VENDOR ALLIANCE LTD. A NON-STOCK CORPORATION

The undersigned, Ann Thomas, whose post office address is 575 7th Street NW, Washington, District of Columbia 20004, acting as incorporator, hereby forms a non-stock corporation under the General Corporation Law of the State of Delaware (the “General Corporation Law”) and certifies the following:

ARTICLE 1

The name of the corporation shall be “Secure POS Vendor Alliance Ltd.” (the “Corporation”).

ARTICLE 2

The name and address of the Corporation’s registered agent and registered office in the State of Delaware is:

Corporation Service Company
2711 Centerville Road
Suite 400
Wilmington, DE 19808
New Castle County

ARTICLE 3

The Corporation is hereby organized for the following purposes:

1. The Corporation is organized and shall be operated exclusively as a non-stock, nonprofit trade association within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the “Code”), and specifically as follows:

a. To promote and improve the point of sale (“POS”) industry by continuously developing and promulgating new interoperable security standards and best practices that advance payment security for the benefit of all stakeholders;

b. To educate consumers, merchants, and transaction acquirers and issuers to raise awareness about and address security issues; and

c. To carry on such other activities as are permissible for corporations exempt from federal income tax under Code Section 501(c)(6), or a corporation formed under the General Corporation Law.

2. The Corporation shall pursue all lawful activities and courses of action related to, helpful to or appropriate in connection with its principal purposes and other purposes related to its principal purposes, and, consistent with the foregoing, engage in any lawful act or activity for which corporations may be formed under the General Corporation Law; provided, however that:

a. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation; and

b. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation is organized and at all times shall be operated exclusively as a corporation not organized for profit, and the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(6) of the Code, and exempt from taxation under Section 501(a) of the Code.

ARTICLE 4

The Corporation shall not have any capital stock.

ARTICLE 5

The Corporation shall have members. Except as may otherwise be provided in this Certificate of Incorporation, the rights, obligations and classifications of members shall be as provided in the Bylaws of the Corporation.

ARTICLE 6

The powers of the Incorporator are to terminate upon the filing of this Certificate of Incorporation. The affairs and business of the Corporation shall be managed and conducted by the Board of Directors which shall have and exercise all the powers that may be exercised by the Corporation pursuant to this Certificate of Incorporation, the Bylaws and the applicable laws of the State of Delaware. The qualifications, election, number, tenure, powers, and duties of the directors shall be as provided in the Bylaws of the Corporation.

The number of directors may be increased or decreased in the manner provided in the Bylaws but shall never be less than one.

ARTICLE 7

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation shall have the power to make, adopt, alter or repeal, from time to time, this Certificate of Incorporation by a vote of the majority of directors in office.

ARTICLE 8

The duration of the Corporation is to be perpetual.

ARTICLE 9

The personal liability of a director of the Corporation is hereby eliminated to the fullest extent permitted by under the General Corporation Law, as amended and supplemented from time to time. Without limiting the foregoing, no member of the Corporation, member of the Board of Directors, or officer shall be personally liable for the payment of the debts of the Corporation except as such member, director or officer may be liable by reason of his or her own conduct or acts.

ARTICLE 10

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall distribute the net assets in such manner consistent with the Corporation's Bylaws and the laws of the State of Delaware; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes of the Corporation.

I, the undersigned, for the purpose of forming a non-stock 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 _____, 2009.

By: _____
Ann Thomas