

Delaware

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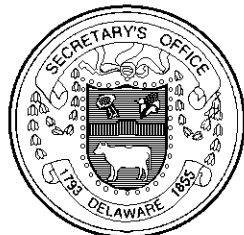
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "XBMC FOUNDATION", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JANUARY, A.D. 2009, AT 6:21 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4646053 8100

090046880



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7090141

DATE: 01-21-09

**CERTIFICATE OF INCORPORATION
OF XBMC FOUNDATION**

**ARTICLE I
NAME/REGISTERED AGENT/OFFICE**

The name of the corporation shall be: XBMC Foundation (the "Corporation").

The Corporation's registered agent shall be The Corporation Trust Company. The name of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle.

**ARTICLE II
PURPOSE**

The Corporation is a nonprofit public benefit corporation organized for public purposes and not for the private gain of any person.

1. The Corporation is organized and shall be operated exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the "Code"), including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall:

- a. Aggregate and manage the licensing of intellectual property relating to the XBMC Media Center, an open source software media player, components of which are currently held by multiple individuals;
- b. Educate the public about the advantages of the XBMC Media Center versus comparable media center applications;
- c. Offer the XBMC Media Center to members of the public through open source licensing;
- d. Encourage the software community to participate in further development of the XBMC Media Center;
- e. Develop the XBMC Media Center more extensively through scientific research and development carried on or sponsored by the Corporation; and
- f. Advocate for the use of open source software generally.

**ARTICLE III
LIMITATION**

The Corporation shall not have authority to issue stock and the conditions of membership shall be as stated in the bylaws of the Corporation.

The 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, and the Corporation shall not carry on any other activities not permitted to be carried out (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, the contributions to which are deductible under Section 170(c)(2) of the Code.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings of the Corporation shall inure to the benefit of any of its directors, trustees, officers, members or any other individuals.

The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The Corporation will not engage in any act of self-dealing, as defined in Section 4941(d) of the Code.

The Corporation will not retain any excess business holdings, as defined in Section 4943(c) of the Code.

The Corporation will not make any investments in such a manner as to subject it to tax under Section 4944 of the Code.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV DIRECTORS/MEMBERS

The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's bylaws.

ARTICLE V DISSOLUTION


On the winding up and dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to an organization (or organizations) organized and operated exclusively for scientific, educational or charitable purposes that has established its tax-exempt status under Section 501(c)(3) of the Code.

**ARTICLE VI
INCORPORATORS**

Acting as incorporator, the undersigned hereby adopts this Certificate of Incorporation for the XBMC Foundation under the Delaware General Corporation Law.

Sachin Adarkar
Sonnenschein Nath & Rosenthal LLP
1530 Page Mill Road, Suite 200
Palo Alto, CA 94304

Executed at 1530 Page Mill Road, Suite 200, Palo Alto, CA on January 15, 2009



Sachin Adarkar