

8/28/97

MINUTES OF THE ORGANIZATIONAL MEETING
OF THE
BOARD OF TRUSTEES
OF THE
AMERICAN REGISTRY OF INTERNET NUMBERS, LTD.

The organizational meeting of the Board of Trustees of the American Registry For Internet Numbers, Ltd., a Virginia nonstock corporation ("ARIN") was held at 10:00 a.m. Eastern Daylight Time, at 505 Huntmar Park Drive, Herndon, Virginia. The following persons were present in person for all or part of the meeting: Donald N. Telage, Kim Hubbard, Philip L. Sbarbaro, John Curran, Randy Bush, Scott Bradner, J. Dennis Molloy, Esq., and Phyllis Bartoe. Raymundo Vega Aguilar, a member of the ARIN planning committee was unable to attend the meeting.

The initial Trustees of ARIN consisting of Donald N. Telage, Kim Hubbard, and Phillip L.Sbarbaro selected Mr. Telage to be Chairman of the meeting of initial Trustees until the election of the Board of Trustees.

Mr. Telage noted that proper notice of the meeting was received by all of the initial trustees and the planning committee.

The Chairman presented a certified copy of the Articles of Incorporation of the ARIN approved by the Commonwealth of Virginia on April 26, 1997 and the two Articles of Amendment approved by the Commonwealth of Virginia on June 26 and August 8. Upon motion duly made and seconded the initial Trustees:

RESOLVED, that Articles of Incorporation of ARIN approved by the Commonwealth of Virginia on April 26, 1997, and Articles of Amendment to the Articles of Incorporation of ARIN, approved by the Commonwealth of Virginia on June 26 and August 8, 1997 are hereby adopted and that a copy of such Articles including Amendments shall be inserted into the minute book of ARIN.

The Chairman then presented a copy of the ARIN Bylaws. The Chairman suggested that it would be appropriate for the initial Trustees to approve and adopt said Bylaws as the Bylaws of the ARIN.

Upon motion duly made and seconded the initial Trustees:

RESOLVED, that the Bylaws presented and attached hereto are hereby approved and adopted as the Bylaws of ARIN, and the Secretary of ARIN is hereby directed to maintain the Bylaws of ARIN as they may hereafter be amended in current form in the minute book of ARIN.

The Chairman then suggested it would be appropriate for ARIN to adopt a Corporate seal which was presented to the initial Trustees. Upon motion duly made and seconded the initial Trustees:

RESOLVED, that the seal, is hereby adopted as the seal of ARIN.

The Chairman then suggested that it would be appropriate for ARIN to elect members of the first elected Board of Trustees of ARIN to serve for such terms and under such conditions as may be set forth in the Bylaws. Upon motion duly made, seconded and adopted the initial Trustees:

RESOLVED, that the following five persons whose names and addresses appear below are hereby elected to the Board of Trustees of ARIN in accordance with the Bylaws of ARIN to serve until their respective successors are appointed or elected and qualified, or until their earlier resignation or removal:

Name

Raymundo Vega Aguilar
Redes 201 dept. 3
Playas de Ensenada,
Ensenada, Baja California, MX 22860

Randy Bush
5147 Crystal Springs NE
Bainbridge Island, WA 98110

Scott O. Bradner
15 High Street
Cambridge, MA 02138

John Curran
49 Hubbard Avenue
Cambridge, MA 02140

Donald N. Telage
505 Huntmar Park Drive
Herndon, Virginia 20170

The initial Trustees having completed their statutory responsibilities pursuant to the Virginia Nonstock Corporation Act stepped aside as the newly elected Trustees of ARIN present at the meeting assumed their responsibilities as Trustees.

The newly elected Trustees then suggested that it would be appropriate to elect officers of ARIN. Upon motion duly made, seconded and adopted the Trustees:

RESOLVED, that the following persons whose names appear below are hereby elected to the offices of ARIN in accordance with the Bylaws of ARIN until their respective successors are appointed or elected and qualified:

motion duly made, seconded and adopted the Trustees:

RESOLVED that the President of ARIN is hereby authorized to establish and maintain an account in the name of American Registry for Internet Numbers, Ltd. in NationsBank for the deposit of funds of ARIN and in this connection: (1) all checks, drafts, notes, or other orders for the payment of money drawn on or payable against said account in the amount of Five Thousand Dollars (U.S. \$5,000.00) or less for whatever purposes or to whomever payable shall bear the signature of the President or Controller of ARIN, and (2) all checks, drafts, notes, or other orders for the payment of money drawn on or payable against said account in an amount in excess of Five Thousand Dollars (U.S. \$5,000.00) for whatever purposes or to whomever payable shall bear the signature of any two of the following: Chairman of the Board, President, Treasurer, or Controller of ARIN. **RESOLVED FURTHER** that the President of ARIN is hereby directed to prepare, execute and file any necessary authorization to complete and effect said bank designation.

The Chairman then suggested that it would be appropriate to ratify the actions of the Incorporator, the Initial Trustees, and the Planning Committee of ARIN. Upon motion duly made, seconded and adopted the Trustees:

RESOLVED, that the actions of the Incorporator, J. Dennis Molloy, Esq., the Initial Trustees, Donald N. Telage, Kim Hubbard and Philip L. Sbarbaro, and the Planning Committee consisting of John Curran, Randy Bush, Scott Bradner, and Raymundo Vega Aguilar, with respect to the formation of ARIN are hereby confirmed and ratified as the actions of the Board of Trustees and said Incorporator, Initial Trustees, and Planning Committee shall be entitled to the protections provided for by the Commonwealth of Virginia and the Board of Trustees of ARIN.

The Chairman then suggested that it would be appropriate to authorize and empower the officers of ARIN to properly transact business in the name of ARIN. Upon motion duly made, seconded and adopted the Trustees:

RESOLVED, that the officers of ARIN are hereby authorized and empowered to sign for and on behalf of ARIN and in its corporate name all documents necessary to be signed by ARIN in the ordinary course of business; and the Secretary or any Assistant Secretary of ARIN is hereby authorized and empowered to affix the corporate seal of ARIN to any such document when so signed, to sign in attestation of such seal on all documents to which such seal is affixed, and to certify under such seal any resolution adopted by Board of Trustees of ARIN.

The Chairman then suggested that it would be appropriate to appoint a General Counsel to represent ARIN and for the General Counsel to submit a retainer agreement to the President for review and approval by the Trustees. Upon motion duly made, seconded and adopted the Trustees:

<u>Name</u>	<u>Officer</u>
John Curran	Chairman of the Board
Kim Hubbard	President
S. Bradner	Secretary
R. Bush	Treasurer

The Chairman of the ARIN Board of Trustees then suggested it would be desirable to consider the election and employment contract of the President of ARIN. Upon motion duly made, seconded and adopted the Trustees:

RESOLVED, that the President of ARIN shall be elected to a three year term of office.
RESOLVED FURTHER, that the President shall serve pursuant to a written agreement setting forth compensation and terms and conditions of employment for review by the Board of Trustees. General Counsel is directed to prepare the President's employment agreement.

The Chairman then suggested it would be desirable to consider the appointment of a Compensation Committee to review the President of ARIN's employment agreement and the appointment of an Audit Committee of ARIN. Upon motion duly made, seconded and adopted the Trustees:

RESOLVED, to appoint:

- A Compensation Committee to review the President of ARIN's Employment Contract, consisting of :
 - John Curran, Chairman of the Board
 - Scott Bradner, Secretary
 - Randy Bush, Treasurer
- An Audit Committee consisting of :
 - Donald N. Telage
 - Randy Bush, Treasurer
 - Scott Bradner, Secretary

The Chairman then suggested that it would be desirable to establish and maintain a bank as depository of ARIN funds to provide the bank with appropriate instructions regarding the operation of the ARIN account with the bank and to direct an ARIN officer to effect the resolution. Upon

RESOLVED, that J. Dennis Molloy of the law firm of Hanson and Molloy, 1250 I Street, NW, Suite 701, Washington, DC 20005 be and is hereby appointed to be General Counsel to ARIN with responsibility to the Board of Trustees to provide counsel to and act on behalf of ARIN. Counsel will submit a retainer agreement to the President for review and approval by the Board of Trustees.

The Chairman then suggested that it would be appropriate to direct the General Counsel to continue the application process to the Internal Revenue Service for a ruling or determination of recognition of ARIN as a 501(c)(6) exempt organization. Upon motion duly made, seconded and adopted the Trustees:

RESOLVED, that the General Counsel to ARIN is authorized to prepare and file on behalf of ARIN the appropriate application seeking recognition of ARIN as an organization exempt from Federal income tax, and that the President and/or Secretary are hereby authorized and directed to execute and deliver all documents and do all other things deemed necessary or desirable in connection with such application.

The Chairman then suggested that it would be appropriate to authorize the appointment of ARIN agents. Upon motion duly made, seconded and adopted the Trustees:

RESOLVED, that for the purpose of authorizing ARIN to do business in any state or territory of the United States of America or any foreign country in which it is necessary or expedient for ARIN to transact business, the President and/or Secretary of this Corporation are hereby authorized and directed to appoint and substitute all necessary agents for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to execute and file all necessary certificates, reports and other instruments as may be required by the laws of such state, territory or country to authorize ARIN to transact business therein, and whenever it is expedient for ARIN of cease doing business therein and withdraw therefrom, to revoke any appointment of agent for service of process, and to file such certificates, reports, revocations of appointment, or surrender of authority as may be necessary to terminate the authority of ARIN to do business in any such state, territory or country.

The Chairman then suggested that it would be appropriate to authorize the President of ARIN or other ARIN officer to certify ARIN resolutions, as may be required, as resolutions of ARIN. Upon motion duly made, seconded and adopted the Trustees:

RESOLVED, that the President or other corporate officer of ARIN is hereby authorized to certify the foregoing actions and resolution passed at the first organizational meeting for any purpose or purposes as the proper and official actions and resolutions of the Board of Trustees of ARIN.

The Chairman then asked if there was any other business to properly come before the

meeting? There was a discussion of authorizing the creation of the position of assistant secretary. Upon motion duly made, seconded and adopted the Trustees:

RESOLVED, that a staff position of Assistant Secretary be created under the authority and supervision of the President and that the President may name Phyllis Bartoe to this position.

There being no further business, upon motion duly made, seconded and adopted by the Trustees present, the organizational meeting of ARIN thereupon adjourned.