

EXHIBIT A

ARTICLES OF INCORPORATION

OF

CE Linux Forum (CELF)

A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

This Corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity, other than credit union business, for which a Corporation may be organized under such law. The existing unincorporated association named CE Linux Forum is being incorporated by the filing of these Articles of Incorporation in accordance with Section 7121 (a) of the California Nonprofit Mutual Benefit Corporation Law.

Article I – Name

The name of this nonprofit mutual benefit corporation shall be: CE Linux Forum (hereinafter referred to as the "Corporation").

Article II – Duration

This Corporation shall continue in existence perpetually unless dissolved pursuant to law and consistent with the terms of the Bylaws of this Corporation.

Article III – Purposes

The purposes for which this Corporation is organized shall be:

- A. To share the benefits of using the Linux operating system in consumer electronics products.
- B. To share the benefits of common specifications and reference implementations to advance the development of Linux and increase the utility of Linux for use in consumer electronics products.
- C. To develop specifications for describing operating system technologies and embedded system functionalities for the purpose of enabling the implementation of such technologies and functionalities in the Linux operating system.
- D. To encourage rapid and broad industry deployment of Linux and to popularize the use of the specifications developed by this Corporation.

- E. To foster the development of and contribute to the Linux community.
- F. To promote and encourage interoperability of implementations and products using Linux.
- G. To solicit the participation and comments of all interested parties on a fair, equitable and open basis.
- H. To make distributions to organizations that qualify as exempt organizations under Section 501(c) (3), Section 501(c) (4) and Section 501 (c) (6) or any state, territory or political subdivision exempt under section 115 of the United States Internal Revenue Code.
- I. Notwithstanding the foregoing, if the Board of Directors elects to seek and obtains an exemption from federal income tax for the Corporation pursuant to Section 501 (a) of the United States Internal Revenue Code as an organization described in Section 501 (c) (6) thereof, and until such time, if ever, as such exemption is denied or lost, the Corporation shall not knowingly carry on any other activities not permitted to be carried on by organizations exempt from federal income tax under Section 501(c) (6) of the United States Internal Revenue Code.
- J. The foregoing purposes and powers are not limitations upon the Corporation, and the Corporation may engage in any legal endeavor allowed by the laws of the State of California, the laws of the United States, and the laws of any state in which the Corporation operates.

Article IV – Members

The Corporation shall have two classes of members within the meaning of Section 5056 of the California Nonprofit Mutual Benefit Corporation Law who shall be designated as Founding Members and Appointed Members. The Corporation may also allow other individuals, legal entities or associations to participate in the affairs of the Corporation as “members”, yet such parties shall not be members within the meaning of Section 5056 of the California Nonprofit Mutual Benefit Corporation Law. Such parties shall include Associate Members, Supporting Members, and Special Supporting Members. The terms and qualifications of membership shall be as provided for in the Bylaws of the Corporation.

Article V – Distribution and Dissolution

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors or 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 on and distributions in furtherance of the purposes set forth in Article III hereof.

Upon the dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation for the purposes hereinbefore set forth in Article III or otherwise within the intentment of Section 501 (c) of the United States Internal Revenue Code.

Article VI – IRC References

All references in these Articles of Incorporation to sections of the United States Internal Revenue Code shall be considered references to the Internal Revenue Code of 1954, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article VII – Principal Place of Business

The principal place of business of this Corporation shall be located at 50 Airport Parkway, San Jose, CA 95110-1011, and any branch or places of business may be established and business conducted at other places in the State of California or elsewhere as the directors may from time to time provide or as the affairs of the Corporation may require from time to time.

Article VIII – Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall be set by the Bylaws of the Corporation. The directors shall serve for such terms as are established in the Bylaws.

Article IX – Limitation on Liability of Directors

The private property of the directors, officers, employees and members of the Corporation shall not, as such, be liable for the obligations of the Corporation. A director of the Corporation shall not be liable to the Corporation or its members for monetary damages for breach of directors duties to the Corporation or its members, except for breaches of the directors duty of loyalty to the Corporation or its members; acts or omissions not in good faith or that involve intentional conduct of a knowing violation of the law; transactions from which a director derived an improper economic benefit; or conflict of interest transactions, loans or guarantees for directors and officers or unlawful distributions.

Article X – Indemnification of Officers and Directors

The Corporation may, as appropriate, indemnify its officers, directors, employees or agents, including former officers, directors, employees or agents, to the full extent permitted by law. The Corporation may make any other indemnification which shall be provided for by the Bylaws, by agreement, by vote of corporate members or directors, or otherwise, and this Article X shall not exclude any other right to which such person may be lawfully entitled.

Article XI – Initial Agent

The name and address in California State of the Corporation's initial agent for service of process in accordance with Section 8210 (b) is as follows:

Name	Address
Heller Ehrman White & McAuliffe LLP	4350 La Jolla Village Drive, 7th Floor, San Diego, CA 92122

Article XII – Amendments

These Articles of Incorporation may be amended in the manner authorized by law and the Bylaws of the Corporation at the time of amendment.

Article XIII – Declaration & Signatures

IN WITNESS WHEREOF, the undersigned, being the Incorporator of CE LINUX FORUM, have executed these Articles of Incorporation on January 1, 2005.

Juan E. Zúñiga