

SEATTLE INTERNET EXCHANGE

CONSENT OF DIRECTORS IN LIEU OF SPECIAL MEETING

The undersigned, being all of the members of the Board of Directors (the “Board”) of **Seattle Internet Exchange**, a Washington nonprofit corporation (“the Corporation”), hereby agree and consent to the following corporate actions in lieu of holding a special meeting, pursuant to RCW 24.03.465 of the Washington Nonprofit Corporation Act (the “Act”):

WHEREAS, it has recently come to the attention of the Board that the name of the Corporation was corrected by the Office of the Secretary of State, to remove the corporate ending of “Inc.” in accordance with RCW 24.03.120 of the Act, following filing the Articles of Incorporation of Seattle Internet Exchange, Inc., without its knowledge;

WHEREAS, the Corporation has held multiple Board meetings over the course of several days, which have been conducted online asynchronously via email (not synchronized; that is, not occurring at predetermined or regular intervals), amongst the Board, since its incorporation in 2001;

WHEREAS, minutes of the online asynchronous meetings have been prepared, approved and maintained by the Corporation, which minutes accurately reflect all actions taken by the Board via email and the dates of such meetings are listed on Exhibit A attached hereto, which minutes, in addition, show the name of the Corporation as Seattle Internet Exchange, Inc.;

WHEREAS, it has recently come to the attention of the Board that RCW 24.03.120 of the Act requires that “. . . members of the board of directors or any committee designated by the board of directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting”; now, therefore, it is hereby

RESOLVED, that in order to comply with the Act, the Board hereby ratifies, approves and confirms any and all actions taken by the Board, online asynchronously via email, since incorporation;

FURTHER RESOLVED, that all references to Seattle Internet Exchange, Inc. in Minutes of the Board of Directors Meetings and Minutes of Annual Meetings of members, shall refer to Seattle Internet Exchange, the name shown on the records of the Secretary of State;

FURTHER RESOLVED, that these resolutions shall be retroactive and shall act as a ratification of all actions taken by the Board before the date of adoption of these resolutions;

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized to execute all such instruments and documents, if any, and to take such other actions as they may deem

necessary or desirable, to effect the intent and purposes of these resolutions, and such actions previously taken by an officer are hereby ratified, confirmed and approved.

FURTHER RESOLVED, that this Consent may be executed in any number of counterparts and may be transmitted by facsimile. All of such counterparts together, whether original or transmitted by facsimile, shall constitute one and the same instrument.

<u>June 18th, 2016</u> Date signed	<u>/signature on file/</u> Erica Hughes Ehnert, Director
<u>June 20th, 2016</u> Date signed	<u>/signature on file/</u> Patrick W. Gilmore, Director
<u>June 20th, 2016</u> Date signed	<u>/signature on file/</u> Nikos Mouat, Director
<u>May 26th, 2016</u> Date signed	<u>/signature on file/</u> Matthew Moyle-Croft, Director
<u>June 15th, 2016</u> Date signed	<u>/signature on file/</u> Walt Wollny, Director

Exhibit A

List of Meeting Dates for
Board of Directors Meetings Conducted Online

November 7, 2001	April 14, 2009
February 7 and 8, 2002	September 23, 2009
April 18, 2002	March 22, 2010
February 24, 2003	April 27, 2010
April 28, 2003	April 25, 2011
May 2 and 3, 2003	April 29, 2011
May 9, 2003	July 19, 2011
May 21, 3003	April 23, 2012
November 18, 2003	April 27 and 28, 2012
February 13, 2004	May 31 through June 1, 2012
April 28, 2004	June 26, 2012
February 1, 2005	April 17 and 18, 2013
October 23, 2005	April 25 and 26, 2013
April 20, 2006	August 14 and 15, 2013
April 26, 2006	September 20, 2013
October 20 and 21, 2006	March 18 and 19, 2014
April 23, 2007	April 21 and 22, 2014
May 2, 2007	April 23 and 24, 2014
June 1, 2007	July 28 and 29, 2014
July 12, 2007	September 18, 2014
February 18, 2008	October 15 and 16, 2014
March 11, 2008	April 10, 2015
April 23, 2008	April 29, 2015
October 2-4, 2008	July 1, 2015
November 17 and 18, 2008	November 27 through 29, 2015
February 10, 2009	April 25, 2016
March 31, 2009	April 29, 2016