

SEATTLE INTERNET EXCHANGE

CONSENT OF DIRECTORS IN LIEU OF ANNUAL 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 an annual meeting, pursuant to RCW 24.03.465 of the Washington Nonprofit Corporation Act (the “Act”):

RESOLVED, the following are now voting members:

Paul Bunyan Communications
Ptera Inc
TELoIP Inc.

FURTHER RESOLVED, the Board of Directors re-elects officers as follows:

Nikos Mouat, President
Matthew Moyle-Croft, Vice President
Chris Caputo, Secretary and Treasurer

FURTHER RESOLVED, the Bylaws are amended by replacing Section 2.3 “Voting Rights” as follows:

2.3.1 Subject to section 2.3.3 of these Bylaws, each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

2.3.2 Subject to section 2.3.3 of these Bylaws, each member entitled to one vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote. Cumulative voting will not be allowed.

2.3.3 Members who are affiliated with each other are entitled to a total of one vote upon each issue or election. "Affiliate" means, with respect to a particular person, any entity that directly or indirectly controls, is controlled by, or is under common control with such person, as judged by the Secretary.

FURTHER RESOLVED, the Bylaws are amended by replacing Article 7 “Amendments” as follows:

Except for the terms of Article 6 and 7, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office. The terms of Article 6 may be altered, amended or repealed and new terms thereof may be adopted by the vote of a 2/3 majority of the members.

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.

THIS CONSENT IN LIEU OF ANNUAL MEETING requires the signature of all the Directors and shall be effective on receipt by the Corporation of the last signature hereto.

April 13th, 2017

/signature on file/

Date signed

Erica Hughes Ehnert, Director

April 13th, 2017

/signature on file/

Date signed

Patrick W. Gilmore, Director

April 13th, 2017

/signature on file/

Date signed

Nikos Mouat, Director

April 18th, 2017

/signature on file/

Date signed

Matthew Moyle-Croft, Director

April 8th, 2017

/signature on file/

Date signed

Walt Wollny, Director