

OCT 3 2001

BILL JONES, Secretary of State

RESTATED ARTICLES OF INCORPORATION  
OF  
WIRELESS INTEROPERABILITY FOR MICROWAVE ACCESS, INC.

A California nonprofit mutual benefit corporation

The undersigned certifies that:

1. He is the president and secretary of Wireless Interoperability for Microwave Access, Inc., a California nonprofit mutual benefit corporation.
2. The Articles of incorporation for this Corporation are amended and restated to read as follows:

ARTICLE I

The name of this Corporation is:

WORLDWIDE INTEROPERABILITY FOR MICROWAVE ACCESS FORUM

ARTICLE II

This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. Without limiting the generality of the foregoing, the specific purpose of this Corporation is to promote the IEEE 802.16 standard for wireless networking as a global broadband wireless standard and to promote equipment interoperability and compatibility under the IEEE 802.16 standard.

ARTICLE III

The name and address in the State of California of this Corporation's initial agent for service of process are:

Mika Skarp  
Wireless Interoperability for Microwave Access, Inc.  
12278 Scripps Summit Drive  
San Diego, CA 92131

## ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual.

## ARTICLE V

A. Principal Members. This Corporation shall have one class of members, designated as principal members. The principal members shall exercise exclusively all rights, preferences and privileges of "Members" as defined in Section 5056(a) of the Nonprofit Corporation Law.

B. Regular Members. This Corporation shall have a group of participants designated as "regular members." Regular members shall have none of the rights of "Members" as defined in Section 5056(a) of the Nonprofit Corporation Law. Specifically and without limitation, regular members shall not be entitled to cast a vote for the nomination or the election of directors, the amendment of the Corporation's articles and bylaws, the disposition of all or substantially all of the assets of the Corporation, the merger of the Corporation, the dissolution of the Corporation, or any other matter that the Corporation's bylaws reserves to principal members. The regular members shall, however, be entitled to attend meetings of the general membership, participate in such committees (other than committees of the board) as the board of directors or the bylaws may establish from time to time and to vote with the principal members on those matters (not reserved to the principal members under the Nonprofit Corporation Law, the articles of incorporation, or the bylaws) that the board of directors may submit to a vote of the general membership from time to time.

C. Qualifications and Dues. The qualifications and dues for the principal members and the regular members are as set forth in the Corporation's bylaws.

D. Voting. Each principal member and each regular member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the general membership. Principal members shall vote with regular members in all matters submitted to a vote of the general membership. Only principal members voting as a single class shall be entitled to vote on each matter for which a "Member" is entitled to vote under Section 5056(a) of the Nonprofit Corporation Law or that is reserved to a vote of principal members under the Corporation's articles of incorporation or bylaws, and each principal member entitled to vote shall be entitled to cast one vote in each such matter.

E. Nomination and Appointment of Directors. Each principal member shall have the right to nominate and to appoint one person to serve as its representative on the board. If there is a meeting of the principal members to elect directors, any principal member present

at the meeting in person or by proxy may place one name in nomination and by such nomination elect its designated director if the principal member has not previously done so.

F. Other Rights, Preferences and Privileges. The Corporation's bylaws may specify additional rights, preferences and privileges for the principal members and the regular members.

## ARTICLE VI

A. Admission of members. The Corporation may admit persons to membership subject to the terms and conditions set forth in the bylaws.

B. Election of officers. The officers of the Corporation, as provided by the bylaws of the Corporation, shall be elected by the directors of the Corporation in the manner therein set out, and shall serve until their successors are elected.

C. Adoption of bylaws. The bylaws of the Corporation, and any amendments thereto, may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as the bylaws and/or their amendments are not inconsistent with the provisions of these articles.

## ARTICLE VII

A. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

B. The Corporation is authorized to provide indemnification of agents (as defined in Section 7237 of the Nonprofit Corporation Law of California) for breach of duty to the Corporation and its members through bylaw provisions or through agreements with agents, or both, to the extent permitted by Section 7237 of the Nonprofit Corporation Law of California. If, after the effective date of this Article, California law is amended in a manner which permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of such defense expenses to, its directors or other persons, in any such case to a greater extent than is permitted on such effective date, the references in this Article to "California law" shall to that extent be deemed to refer to California law as so amended.

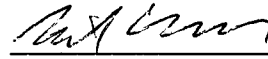
C. Any repeal or modification of this Article shall only be prospective and shall not effect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of members voting together as a single class and by each class of members voting as a separate class. There are no regular members.

The undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of his own knowledge.

DATE: September 28, 2001



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Mika Skarp, President and Secretary

