

AMENDED AND RESTATED

CODE OF REGULATIONS

OF OHIO IX

ARTICLE I. NAME AND STATUS

Section 1.1. Name. The name of the corporation is Ohio IX (the “Corporation”). The Corporation may file for and do business under an assumed business name.

Section 1.2. Operation. The Corporation shall be operated as a not-for-profit corporation organized and existing under the laws of the State of Ohio.

ARTICLE II. MEMBERS

Section 2.1. Members. The Corporation shall have two (2) classes of members referred to herein as Associate Members and Senior Members (collectively referred to herein as the “Members”).

Section 2.2. Qualifications for Senior Membership. In order to qualify for Senior Membership, a Senior Member must be an operator of an Internet protocol network which has one or more direct connections to the Corporation’s switches. Senior Members must also have a publicly registered Autonomous System Number (ASN). A Senior Member may be selected or appointed to Senior Membership by the Board.

Section 2.3. Voting Rights.

(a) Associate Members. Associate Members shall have no voting rights, except as provided in Article IV, Section 4.4(b)(1) with respect to the election of a Director and Article IX, Section 9.3 with respect to the determination of Annual and Other Dues for Associate Members. Each Associate Member may cast one (1) vote for the election of a Director.

(b) Senior Members. Each Senior Member entitled to vote with respect to the subject matter of an issue submitted to the Members shall be entitled to one (1) vote upon each such issue; provided, however, that each Senior Member entitled to vote at an election of Directors may cast one (1) vote for as many persons as there are Directors to be elected and for whose election such Senior Member has a right to vote. Cumulative voting will not be allowed.

Section 2.4. Termination of Membership.

(a) Termination for Non-Payment of Annual Dues. A Member’s membership in the Corporation and connections to the Corporation’s facilities shall automatically terminate upon such Member’s failure to pay Annual Dues, as set forth in Article IX, Section 9.3 and the Membership Agreements of the Corporation. Such Member may be re-instated by the Board of Directors after payment, in full, of the Annual Dues.

(b) Termination for Non-Payment of Other Dues. If a Member fails to make payment of any other dues declared by the Corporation during such Member's Membership Term, as defined in the Corporation's Membership Agreement, at the end of the Membership Term, such Member's membership in the Corporation and connections to the Corporation's facilities shall automatically terminate. Such Member may not renew its membership until such time as (i) the Member makes payment of Annual Dues for the next Membership Term and submits an updated Member Agreement, and (ii) the Member pays all outstanding dues from the prior Membership Term.

(c) Termination for All Other Reasons. A Member's membership in the Corporation and connections to the Corporation's facilities may be terminated by the Board of Directors if the Member fails to cure infractions of the Corporation's rules and regulations (as defined therein) within ten (10) days' written notice to the Member, and upon an affirmative vote of the Board of Directors. A Member's membership in the Corporation and connections to the Corporation's facilities may be terminated immediately upon an affirmative vote of the Board of Directors pursuant to any lawful order of any court or governmental agency. If a Director is affiliated with a Member whose membership is under consideration by the Board of Directors, then the Director shall abstain from voting and the number of votes required to terminate such membership shall be reduced accordingly.

ARTICLE III. MEMBER MEETINGS

Section 3.1. Annual Meetings. Unless the Members determine otherwise, the annual meeting of the Members shall at any time as may be set by resolution of the Members, for the purposes of electing Directors and transacting such business as may properly come before the meeting.

Section 3.2. Special Meetings. Special meetings of the Members may be called by the Chairman, the Board of Directors, or by fifty percent (50%) of the Members entitled to vote at such meeting.

Section 3.3. Notice of Meetings. The Chairman, the Secretary, or the Board of Directors shall cause to be delivered to each Member entitled to notice of or entitled to vote at the meeting, either personally or by electronic or first class registered mail, not less than seven (7) nor more than thirty (30) days before the meeting, written notice stating the place, date, and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Upon the written request of the Members entitled to call a special meeting, it shall be the duty of the Secretary to give notice of a special meeting of the members to be held at such date, time, and place as the Secretary may fix, and if the Secretary neglects or refuses to issue such notice within thirty (30) days after written demand for the meeting is delivered to the Secretary, the Member or Members making the request may do so and may fix the date, time, and place for such meeting. If such notice is delivered by U.S. mail, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the Corporation with postage thereon prepaid. If notice is given electronically, the notice shall be deemed effective when sent.

Section 3.4. Place of Meetings. All meetings of the Members shall be held at the principal office of the Corporation or such other place as designated by the Chairman or the Board of Directors.

Section 3.5. Waiver of Notice. Notice of any meeting of the Members may be waived in writing, either before or after the holding of such meeting, by any Member, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the Member of notice of such meeting.

Section 3.6. Quorum/Voting. The presence of fifty percent (50%) of the Members entitled to vote (either in person, by proxy, or by communications equipment pursuant to Section 3.8. hereof) shall constitute a quorum. The act of a majority of the voting Members present at a meeting at which a quorum is present is the act of the Members, unless the act of a greater number is required by law, the Articles of Incorporation or these Regulations.

Section 3.7. Proxies. A Member may vote by proxy executed in writing by the Member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. A proxy shall become invalid three (3) months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

Section 3.8. Electronic Participation. A Member may participate in an annual, regular, or special meeting of the Members by or through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating by these means is considered to be present in person at the meeting.

Section 3.9. Action Without a Meeting. Any action which may be authorized or taken at meeting of the Members may be authorized or taken without a meeting with the written approval of all the Members entitled to vote on such action. The Members may also take any action electronically as contemplated by the Ohio Uniform Electronic Transactions Act (“UETA”). For the sake of clarity and avoidance of doubt, subject to the requirements of the UETA, written consent by the Members can be undertaken via email, or other electronic record communication, if the written consent setting for the action to be taken is circulated to all Members entitled to vote via email, or other electronic record communication, and the Members indicate their approval unanimously by return email or other approved electronic record communication. The Corporation shall confirm with each Member the electronic address or addresses, such as an email address or text message number, for that Member to be used for the purposes of sending and receiving email, text, or other electronic record communications, and for the purpose of notices to and from the corporation, and shall maintain such information as part of the Corporation’s current records, which may be maintained electronically. The Corporation shall provide its electronic address, and the electronic addresses of the other Members, to be used for purposes of taking such action. The Members may provide for any particular requirements, method, or means for taking action electronically and for notices to and from the Corporation and its Members, in which case the action to be taken shall be taken in accordance with such requirements, method, or means.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1. General Powers. Except where the law, the Articles of Incorporation or these Regulations require that action be otherwise authorized the business and affairs of the Corporation shall be managed by the Board of Directors.

Section 4.2. Number. The initial Board of Directors shall consist of eleven (11) Directors. Thereafter, the Board of Directors shall consist of a minimum of seven (7) Directors and a maximum of eleven (11) Directors. The minimum and maximum number of Directors may be changed from time to time by amendment to these Regulations; provided, however, that no decrease in the number of Directors shall shorten the term of any incumbent Director.

Section 4.3. Qualifications. A Director must be an employee or designee of a Senior Member or Associate Member and must be elected by a majority vote of all Members entitled to vote in the election of such Director as set forth in Section 4.4.(b) below. No Senior Member may have more than one (1) employee or designee serving on the Board of Directors at any one time.

Section 4.4. Election and Term of Directors.

(a) Initial Directors. The initial Directors named by the Incorporator shall serve until the second annual meeting of the Members.

(b) Successor Directors. Beginning at the second annual meeting of the Members, Directors shall be elected at the annual meeting of the Members as follows:

(1) One (1) Director shall be elected by a majority vote of the Associate Members of the Corporation; and

(2) The remaining Directors shall be elected by a majority vote of the Senior Members of the Corporation.

The term of office of the successor Directors shall be staggered by dividing the total number of directors into two (2) groups. The groups shall be as near equal size as possible. One group of such Directors shall be elected at each annual meeting of the Members. Despite the expiration of a Director's term, the Director will continue to serve until a successor is elected and qualifies, or until there is a decrease in the number of Directors.

Section 4.5. Removal. At a special meeting of the Members called expressly for that purpose, one or more Directors (including the entire Board of Directors) may be removed from office, with or without cause, if the number of votes cast to remove a Director would be sufficient to elect the Director at a meeting held to elect Directors.

Section 4.6. Resignation. A Director may resign at any time by delivering written notice to the Board of Directors. Any such resignation shall take effect immediately upon delivery to the Chairman or Secretary, unless some other time is specified therein. The acceptance of any resignation shall not be necessary to make it effective unless so specified in

the resignation. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

Section 4.7. Vacancies. In case of any vacancy in the Board of Directors, the Chairman, after consultation with the Board of Directors may appoint a successor Director to serve until the next annual meeting of the Members.

Section 4.8. Compensation. Directors, as such, shall not receive any compensation for their service as a Director. Nothing in these Regulations shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation in such other capacity. Further, nothing in these Regulations shall be construed to preclude a Director from receiving reimbursement for expenditures incurred on behalf of the Corporation.

ARTICLE V: BOARD MEETINGS

Section 5.1. Annual Meetings. Unless the Board of Directors determines otherwise, the annual meeting of the Board of Directors shall be held without notice immediately following the annual meeting of the Members, for the purposes of appointing officers and transacting such business as may properly come before the meeting.

Section 5.2. Regular Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board of Directors to such effect, and shall be held whenever convenient for the Board of Directors. Regular meetings may be held for the consideration of any reports and for the transaction of such other business as may be brought before the meeting.

Section 5.3. Special Meetings. Special meetings of the Board of Directors, or any committee designated and appointed by the Board of Directors, may be called by the Chairman or any two (2) of the Directors in office.

Section 5.4. Notice of Special Meetings. Notice of a special meeting of the Board of Directors shall be given to a Director personally or in writing (including electronically) not less than two (2) days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her physical or email address shown on the records of the Corporation. Neither business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meeting. If notice is delivered by U.S. mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. If notice is given electronically, the notice shall be deemed effective when sent.

Section 5.5. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Corporation or such other place as designated by the Board of Directors, by any persons entitled to call a meeting, or by a waiver of notice signed by all Directors.

Section 5.6. Waiver of Notice. Notice of any meeting of the Directors may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the Director of notice of such meeting.

Section 5.7. Quorum/Voting. The presence of a majority of the Directors in office (either in person or by communications equipment pursuant to Section 5.8, hereof) shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these Regulations. Proxy voting shall not be permitted.

Section 5.8. Electronic Participation. A Director may participate in an annual, regular, or special meeting of the Board of Directors by or through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating by these means is considered to be present in person at the meeting.

Section 5.9. Action Without a Meeting. Any action which may be authorized or taken at any Board meeting may be authorized or taken without a meeting with the written approval of all the Directors. The Board of Directors may also take any action electronically as contemplated by the Ohio Uniform Electronic Transactions Act (“UETA”). For the sake of clarity and avoidance of doubt, subject to the requirements of the UETA, written consent by the Board of Directors can be undertaken via email, or other electronic record communication, if the written board consent setting for the action to be taken is circulated to all Directors via email, or other electronic record communication, and the Directors indicate their approval unanimously by return email or other approved electronic record communication. The Corporation shall confirm with each Director the electronic address or addresses, such as an email address or text message number, for that Director to be used for the purposes of sending and receiving email, text, or other electronic record communications, and for the purpose of notices to and from the corporation, and shall maintain such information as part of the Corporation’s current records, which may be maintained electronically. The Corporation shall provide its electronic address, and the electronic addresses of the other members of the Board of Directors, to be used for purposes of taking such action. The Board of Directors may provide for any particular requirements, method, or means for taking action electronically and for notices to and from the corporation and its Directors, in which case the action to be taken shall be taken in accordance with such requirements, method, or means.

ARTICLE VI: OFFICERS

Section 6.1. Officers. The Officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, each of whom shall be appointed by the Board of Directors. Other officers and assistant officers may be appointed by the Board of Directors and will hold office for such period, have such authority, and perform such duties as are provided in these Regulations or as may be provided by resolution of the Board of Directors. Any Officer may be assigned by the Board of Directors any additional title that the Board of Directors deems appropriate. Any two (2) or more offices may be held by the same person, except for the offices of Chairman and Secretary.

Section 6.2. Appointment and Term of Office. The Officers of the Corporation shall be appointed each year by the Board of Directors at the annual meeting. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board of Directors or until his or her successor is appointed and qualifies.

Section 6.3. Resignation. An Officer may resign at any time by delivering written notice to the Chairman, Secretary, or Board of Directors. Any such resignation shall take effect immediately upon delivery, unless some other time is specified therein. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation. Once delivered, a notice of resignation or irrevocable unless revocation is permitted by the Board of Directors.

Section 6.4. Removal. Any Officer or Assistant Officer elected or appointed by the Board of Directors may be removed from office at any time by a majority of the Board of Directors, with or without cause.

Section 6.5. Vacancies. In case of any vacancy in the offices of the Corporation, the Board of Directors may elect a successor, by the vote of a majority of the Directors, to hold office for the unexpired portion of the term of the officer whose place shall be vacant, or for a new term established by the Board of Directors.

Section 6.6. Compensation. Officers, as such, shall not receive any compensation for their service as an Officer of the Corporation. Nothing in these Regulations shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving compensation in such other capacity. Further, nothing in these Regulations shall be construed to preclude an Officer from receiving reimbursement for expenditures incurred on behalf of the Corporation.

Section 6.7. Chairman. The Chairman shall preside over meetings of the Members and the Board of Directors. The Chairman may sign all deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board of Directors or by these Regulations to another Officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the Chairman shall perform all duties incident to the office Chairman and such other duties as are assigned to him or her by the Board of Directors from time to time.

Section 6.8. Vice Chairman. The Vice Chairman (or if there is more than one Vice Chairman, the Vice Chairman who was designated by the Board as the successor to the Chairman, or if no Vice Chairman is so designated, the Vice Chairman whose name first appears in the Board resolution electing officers) shall, in the absence of the Chairman, perform all duties of the Chairman, except as may be limited by resolution of the Board. The Vice Chairman shall have, to the extent authorized by the Chairman or the Board of Directors, the same powers as the Chairman to sign all deeds, mortgages, bonds, contracts, or other instruments. The Vice Chairman shall perform such other duties as from time to time may be assigned to him or her by the Chairman or the Board of Directors.

Section 6.9. Secretary. The Secretary shall: (a) keep the minutes of meetings of the Members and the Board of Directors, as well as minutes of any committee meetings; (b) see that all notices are duly given in accordance with the provisions of these Regulations or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office and electronic mail address and class of each Member and Director and of the name and post office and electronic mail address of each Officer; (e) sign with the Chairman, or other

Officer authorized by the Chairman of the Board of Directors, all deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assignment to him or her by the Chairman or the Board of Directors.

Section 6.10. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source, and deposit such moneys in the name of the Corporations in banks, trust companies, or other depositories selected in accordance with the provisions of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman or the Board of Directors.

Section 6.11. Chief Technology Officer. The Chief Technology Officer shall (a) be responsible for overseeing all technical aspects of the Corporation; (b) establish records of all cross connections and passwords; (c) maintain the Corporation's website; and (d) in general perform all of the duties incident to the office of Chief Technology Officer and such other duties as from time to time may be assigned to him or her by the Chairman or the Board of Directors.

ARTICLE VII: COMMITTEES

Section 7.1. Board Committees. The Board of Directors may create one or more committees of the Board. The Board of Directors shall appoint Directors to serve on such committees or designate the method of selecting committee members. Each such committee shall consist of two (2) or more Directors, who serve at the pleasure of the Board of Directors. Each committee of the Board of Directors, to the extent specified by the Board of Directors, may exercise the powers, functions, or authority of the Board of Directors, except where prohibited by law; provided however, that if a committee is to exercise board powers, functions, or authority: (a) all persons serving the committee must be Directors; (b) there must be at least two (2) persons on the committee; (c) the creation of the committee and the appointment of its members shall be by a majority of all Directors in office when the action is taken; and (d) the sections of the Regulations governing meetings of Directors, Actions of Directors without a Meeting, Notice and Waiver of Notice for Directors, and Quorum and Voting Requirements for Directors shall apply to such committees.

Section 7.2. Advisory Committees. The Board of Directors may create an advisory committee or committees. Advisory Committee members shall be appointed by a majority vote of the Board of Directors and need not be members of the Board of Directors or an employee or designee of a Member, but at least one Director must serve on an advisory committee. Advisory committees shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors.

ARTICLE VIII: INDEMNIFICATION AND INSURANCE

Section 8.1. Indemnification. The corporation shall indemnify to the fullest extent permitted by law any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he/she is or was a Director, Officer, employee, manager, or agent of or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, member, manager, or agent of or a volunteer of another corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise.

Section 8.2. Insurance. The Corporation may purchase and maintain insurance or furnish similar protection for or on behalf of any person who is or was a Director or Officer of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against that liability under the provisions of Section 8.1 of these Regulations.

ARTICLE IX: MISCELLANOUS

Section 9.1. Corporate Seal. The Corporation may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

Section 9.2. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on the immediately following December 31.

Section 9.3. Dues.

(a) Annual Dues. The Annual Dues for the Membership Term expiring December 31, 2016 shall be determined by the Board of Directors, and may be separately established for each class of Members. Annual Dues for each subsequent Membership Term shall be determined by the Board of Directors; provided, however, such Annual Dues shall not exceed \$3,150 for Senior Members and \$500 for Associate Members without the approval of a majority of such Member class. The amount and the due date of the Annual Dues shall be set forth in a notice approved by the Board of Directors and shall be distributed to all Members at least ninety (90) calendar days in advance of the due date of the Annual Dues.

(b) Other Dues. The Board of Directors may establish other dues at it deems necessary to meet unforeseen expenses of the Corporation; provided, however, that a majority of each Member class must approve the additional dues established for its class.

Section 9.4. Privacy. The Board of Directors may gather statistics or conduct any other analysis of the Corporation's facilities for planning purposes, but the Board may only publish an aggregate graph of all traffic over the Corporation's facilities. The Board shall keep confidential all per-port (per-member) usage statistics. Members may gather statistics from their router's interface, but will not have access to the Corporation's switch or interfaces. The Board

may conduct packet sniffing or monitoring activities only for maintenance or security matters, or in response to any lawful order or request from any court or governmental agency.

ARTICLE X: AMENDMENTS

Subject to the laws of the state of Ohio and the Articles of Incorporation, the power to make, alter, amend, or repeal all or any part of these Regulations is vested in the Board of Directors, except where such changes would terminate or alter the membership rights of the Members. In such case, the changes to the membership rights of the Members may only be altered, amended, or repealed with the approval of two-thirds (2/3) of all Members, including Associate Members.

Secretary's Initials

Date: _____

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