

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
FINTECH OPEN SOURCE FOUNDATION**

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Fintech Open Source Foundation, a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “General Corporation Law”),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Fintech Open Source Foundation and that this corporation was originally incorporated pursuant to the General Corporation Law on September 29, 2014 under the name Symphony Software Foundation. A Certificate of Amendment to the Certificate of Incorporation was filed on February 2, 2018.

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the corporation’s Certificate of Incorporation.

3. The terms and provisions of this Amended and Restated Certificate of Incorporation have been duly approved by written consent of the Board of Directors in accordance with Section 141 of the General Corporation Law of the State of Delaware.

4. The text of the Amended and Restated Certificate of Incorporation reads in its entirety as follows:

ARTICLE I: NAME

The name of the corporation is Fintech Open Source Foundation (the “Corporation”).

ARTICLE II: AGENT FOR SERVICE OF PROCESS

The address of the registered office of the Corporation in the State of Delaware is 3500 South Dupont Highway, City of Dover, County of Kent, Delaware 19901. The name of its registered agent at that address is Incorporating Services, Ltd.

ARTICLE III: PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the “DGCL”). This Corporation shall be a nonprofit corporation. Initially, the specific purposes of the Corporation are to:

(a) promote innovation and interoperability in financial technology through industry-wide collaboration on open source software and open standards;

(b) foster a vibrant technical community comprising financial technology consumers, service and solution providers, and other constituents;

(c) provide a trusted, neutral forum for community collaboration by offering an efficient, compliant open source collaboration infrastructure and transparent, community-driven technical governance; and

(d) undertake such other activities as may from time to time be appropriate to further the purposes and achieve the goals set forth above.

Notwithstanding the foregoing, if the Board of directors elects to seek and obtains an exemption from Federal taxation for the Corporation pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter, the “Code”), and until such time, if ever, as such exemption is denied or lost, the Corporation shall not be empowered to knowingly engage directly or indirectly in any activity that it believes would be likely to invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(6) of the Code.

ARTICLE IV: EARNINGS AND DISTRIBUTIONS

Except as provided in this Article, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, members of its Board of directors, 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 and distributions in furtherance of the purposes herein set forth, but only in a manner permitted by its tax exempt status at such times as the Corporation shall be so qualified.

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation (whether voluntary or by operation of law), the Board of directors will, after paying or making any provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation as it sees fit, consistently with the contractual obligations of the Corporation. Notwithstanding the foregoing, if the Corporation is exempt from Federal taxation pursuant to Section 501(a) of the Code at the time of any such liquidation, dissolution or winding up of the affairs of the Corporation, then the Board of directors shall make such distribution in a manner which the Board of directors believes is consistent with such tax-exempt status and the applicable requirements of Section 501(c) of the Code and any related regulations.

ARTICLE V: NONSTOCK

The Corporation shall not have any capital stock. The Board of directors of the Corporation shall be, and shall (except as provided below) possess all of the powers of, the “Governing Body” of the Corporation as a not-for-profit membership corporation under DGCL.

ARTICLE VI: MEMBERSHIP

The conditions of membership shall be stated in the bylaws of the Corporation.

ARTICLE VII: VOTE BY BALLOT

Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE VIII: DIRECTOR LIABILITY

To the fullest extent permitted by law, no director of the Corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the DGCL is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VIII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

ARTICLE IX: ACTION BY WRITTEN CONSENT

Notwithstanding Section 141(f) of the DGCL and unless otherwise restricted by the bylaws of the corporation, any action required or permitted to be taken at any meeting of the board of directors of the corporation or of any committee thereof may be taken without a meeting if a majority of the directors then in office (or such higher number as may be specified in the bylaws of the corporation) consent thereto in writing or by electronic transmission. Any consent required to be given in writing by law, this Certificate of Incorporation or the bylaws, may be given in the form of electronic transmission. Such writing or electronic transmission shall be filed with the minutes of proceedings of the board of directors or such committee, as applicable.

ARTICLE X: AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of directors of the Corporation is expressly authorized to adopt, amend or repeal the bylaws of the Corporation, in the manner provided for in the Bylaws and subject to any limitation set forth in the Bylaws, including the supermajority voting requirements set forth in Sections 4.1(c), 5.1(c)(ii), and 5.1(e)(ii).

ARTICLE XI: ALTERNATE DIRECTORS

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, any Member of the Corporation which is the employer of a person designated or elected as a Director, or such Director, may designate an alternate person to serve temporarily as a Director during the absence or other unavailability of the designated or elected Director.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation this 24th day of April, 2018.

Gabriele Columbro
President and Executive Director