

ARTICLES OF INCORPORATION

OF

THE FreeBSD FOUNDATION

The undersigned person acting as incorporator of a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act executes the following Articles of Incorporation for such corporation:

Article 1. Name. The name of the corporation is:

The FreeBSD Foundation

Article 2. Registered Office and Registered Agent. The address of the corporation's initial registered office in Colorado is 7321 Brockway Drive, Boulder, CO 80303-4609. The initial registered agent at such address is Justin Gibbs.

Article 3. Principal Office. The address of the corporation's initial principal office is 7321 Brockway Drive, Boulder, CO 80303-4609.

Article 4. Purposes and Operation. The corporation is incorporated under the Colorado Revised Nonprofit Corporation Act exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, 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 its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

Article 5. Private Foundation. Notwithstanding any other provisions in these articles, at all times when the corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

(a) The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Article 6. Incorporator. The name and address of the incorporator is:

Justin Gibbs
7321 Brockway Drive
Boulder, CO 80303-4609

Article 7. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall pay or make provisions for the payment of all of the liabilities of the corporation. Assets held by the corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirement. The Board of Directors shall dispose of all the remaining assets of the corporation exclusively for the exempt purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by a court of competent jurisdiction of the county in which the corporation's principal office is then located exclusively for the corporation's exempt purposes.

Article 8. Members. The corporation shall have voting members with such qualifications, classes, relative rights, and limitations as set forth in the Bylaws.

Article 9. Limitation of Liability. No Director shall be personally liable to the corporation or the members, if any, for monetary damages for breach of fiduciary duty as a Director, except that this Article shall not eliminate or limit the liability of a Director to the corporation or the members, if any, for monetary damages for: (a) any breach of the Director's duty of loyalty to the corporation or the members, if any; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts specified in

Section 7-128-403 or 7-128-501 of the Colorado Revised Statutes, as amended; or (d) any transaction from which the Director directly or indirectly derived an improper personal benefit.

If the Colorado Revised Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Director, in addition to the limitation on personal liability provided in this Article, will be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of any portion of this Article will be prospective only and will not adversely affect any right or protection of a Director existing at the time of such repeal or modification.

Date: _____

Justin Gibbs, Incorporator and Registered Agent

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF _____)

Before me, _____, a notary public in the aforesaid state and county, this _____ day of _____, 2000, personally appeared Justin Gibbs, who acknowledged before me that he is the Incorporator of The FreeBSD Foundation, a Colorado nonprofit corporation, that he signed the foregoing Articles of Incorporation of The FreeBSD Foundation as his free and voluntary act and deed for the uses and purposes therein set forth and that the facts contained therein are true, and that he agreed to serve as the registered agent for The FreeBSD Foundation.

Witness my hand and official seal.

My commission expires:
