

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this ***CERTIFICATE OF INCORPORATION*** is hereby issued to:

DOTORG FOUNDATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **3rd** day of **June, 2002**.

David Clark
DIRECTOR

Elizabeth O. Kim
Administrator
Business Regulation Administration

A handwritten signature in black ink, appearing to read "Maxine M. Hinson", written over a horizontal line.

Maxine M. Hinson
Act. Assistant Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

ARTICLES OF INCORPORATION

OF

DotOrg Foundation

TO: The D.C. Department of Consumer and Regulatory Affairs
Washington, D.C.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators, adopt the following Articles of Incorporation pursuant to the District of Columbia Non-Profit Corporation Act:

FIRST: The name of the corporation is DotOrg Foundation.

SECOND: The period of duration is perpetual.

THIRD: The corporation shall have no members.

FOURTH: The corporation is organized and will be operated exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, including:

- operating the registry for the dot-org top-level-domain to high standards of reliability and security;
- establishing policies for the operation of the dot-org registry;
- promoting mechanisms to facilitate participation by the non-commercial sector in operation of the dot-org registry;
- increasing participation by the non-commercial sector in the dot-org domain;
- maintaining and enhancing the level of registry services offered to all dot-org registrants; and
- strengthening civil society here and overseas through the wider utilization of the Internet.

In pursuance of these purposes it shall have the powers to do all things necessary, proper and consistent with obtaining and maintaining its tax-exempt status under section 501 (c)(3). All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to corresponding sections of subsequent internal revenue laws.

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of

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or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts.

SIXTH: No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3), and this 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 or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) or by any other laws then applicable to this corporation.

SEVENTH: Upon dissolution of the corporation, its assets shall be disposed of exclusively for one or more exempt purposes within the meaning of section 501(c)(3), or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3), or to the Federal government or to a state or local government, for a public purpose.

EIGHTH: The registered agent is Elizabeth Kingsley, and the address, including street and number, of its initial registered office is 1726 M St., NW, Suite 600, Washington, DC 20036.

NINTH: The internal affairs of the corporation shall be regulated by its Board of Directors as described in the Bylaws. The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the Bylaws. The number of directors constituting the initial Board of Directors is three, and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

Marshall B. Strauss
51 Broad Street
Salem, MA 01970

Michael M. Roberts
339 La Cuesta Drive
Portola Valley, CA 94028

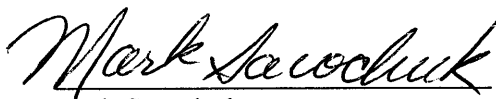
Mikhail Kazachkov
30 Stone Avenue
Somerville, MA 02143

TENTH: The names and addresses, including street and number, of the incorporators are:

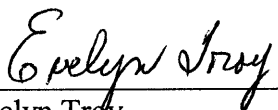
- (1) Elizabeth Kingsley
1726 M St., NW
Suite 600
Washington, DC 20036
- (2) Mark Sawchuk
1726 M St., NW
Suite 600
Washington, DC 20036
- (3) Evelyn Troy
1726 M St., NW
Suite 600
Washington, DC 20036


Elizabeth Kingsley

Date: 6/3/02


Mark Sawchuk

Date: 6/3/02


Evelyn Troy

Date: 6/3/02

I, FRANCIS PARR CLAYTOR a Notary Public, hereby certify that on the 3rd day of June 2002, Elizabeth Kingsley, Mark Sawchuk, and Evelyn Troy appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.


Notary Public

Francis Parr Claytor
Notary Public, District of Columbia
My Commission Expires 1-14-07