**Articles of Incorporation Sample**

**ARTICLES OF INCORPORATION OF**

**OPEN SOURCE INITIATIVE**

**A California Nonprofit Public Benefit Corporation**

**One:** The name of the corporation is Open Source Initiative.

**Two:** This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. This corporation is also organized for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. The specific purposes of the corporation are to (1) educate the public about the advantages of open source software [software that users are free to modify and redistribute]; (2) encourage the software community to participate in open source software development; (3) identify how software users' objectives are best served through open source software; (4) persuade organizations and software authors to distribute source software freely they otherwise would not distribute; (5) provide resources for sharing information about open source software and licenses; (6) assist attorneys to craft open source licenses; (7) manage a certification program to allow use of one or more certification marks in association with open source software; and (8) advocate for open source principles.

**Three:** Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

**Four:** The name and address of the corporation's initial agent for service of process are Lawrence E. Rosen, Esq., ROSENLAW.COM, LLP, 702 Marshall St., Suite 301, Redwood City, California 94063.

Five:

1. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
2. All corporate property is irrevocably dedicated to the purposes set forth in Article Two, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.
3. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for educational purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Unites States internal revenue law), and which has established its tax-exempt status under Section 23701d of the California Revenue and Taxation Code (or the corresponding provision of any future California revenue and tax law).
4. The corporation will 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 Internal Revenue Code of 1954 or corresponding provisions of any later federal tax laws.
5. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.
6. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.
7. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.
8. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

**Six:** The name of the existing unincorporated association now being incorporated by the filing of these articles is Open Source Initiative.

|  |  |
| --- | --- |
| Dated: 3/7/00 | (signed)  Lawrence E. Rosen, Esq., Incorporator |

**DECLARATION**

Eric S. Raymond and Ian Murdock declare under penalty of perjury under the laws of California that they are the president and secretary, respectively, of Open Source Initiative, the unincorporated association referred to in the Articles of Incorporation to which this declaration is attached, and that that association has duly authorized and approved in accordance with its rules and procedures its incorporation by means of those articles.

|  |  |
| --- | --- |
| Executed at MALVERN, PA on December 31 , 1999. | |
|  | (signed)  Eric S. Raymond, President |
| Executed at TUCSON, AZ on December 29 , 1999. | |
|  | (signed)  Ian Murdock, Secretary |