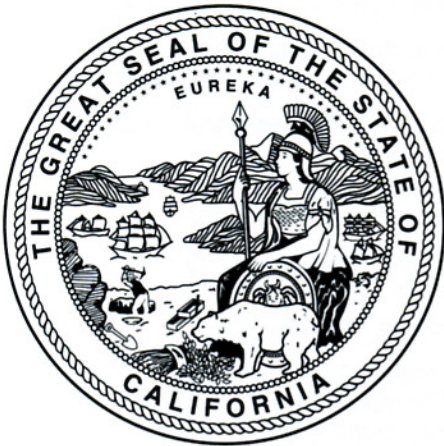




State of California Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 21 2007

DEBRA BOWEN
Secretary of State

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

APR 17 2007

ARTICLES OF INCORPORATION
OF
OPEN SOURCE DIGITAL VOTING FOUNDATION
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

I.

The name of this corporation is **Open Source Digital Voting Foundation** (the "Corporation").

II.

- A.** This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under Nonprofit Public Benefit Corporation Law for public and charitable purposes.
- B.** The specific purpose for which this corporation is organized is to promote the development of, public access to, and adoption of open source, high assurance, transparent digital polling and voting technology, systems, and related services.
- C.** This corporation is organized and operated exclusively for scientific, educational and charitable purposes within the meaning of **§ 501(c)(3)** of the Internal Revenue Code.
 - C.1.** Notwithstanding any other provision of these articles, the corporation shall not engage in any other activities or exercise any powers that are not in furtherance of the purposes of the corporation, and the corporation shall not carry on any other activities not permitted to be carried on by:
 - C.1.1.** a corporation exempt from federal income tax under **§ 501(c)(3)** of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law or
 - C.1.2.** a corporation, contributions to which are deductible under **§ 170(c)(2), 2055(a) or 2522(a)** of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law.
 - C.2.** No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

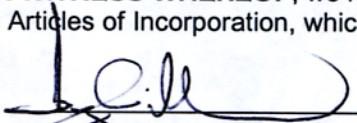
III.

The name and address in the State of California of this corporation's initial agent for service of process is: **E. John Sebes, 665 Lytton Avenue, Palo Alto, California 94301.**

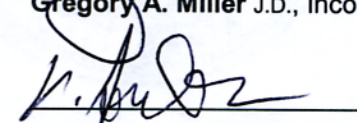
IV.

- A. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person, 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 set forth in **Article II** hereof.
- B. In no event shall the Corporation be controlled directly or indirectly by one or more "disqualified persons" (as defined in **§ 4946** of the Internal Revenue Code) other than foundation managers and other than one or more organizations described in paragraph (1) or (2) of **§ 509 (a)** of the Internal Revenue Code.
- C. To the full extent permitted by the California Nonprofit Public Benefit Corporation Law or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its members, should the Corporation elect to have members in the future, for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this **Article IV § C** shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.
- D. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed for one or more of the exempt purposes set forth in **Article II** hereof and, if possible, to a **§ 501 (c)(3)** corporation organized and operated exclusively to promote the public interest in the advancement of open source digital polling and voting systems or the operational reliability and stability of Federal and State election and voting systems and services, or shall be distributed to a governmental entity for such purposes, or for such other charitable and public purposes that promote the public interest in the operational reliability and stability of Federal and State election and voting systems and services. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes, unless no such corporation exists, and in such case any assets not disposed of shall be distributed to a **§ 501(c)(3)** corporation chosen by such court.

IN WITNESS WHEREOF, we hereby declare that we are the said persons who executed these Articles of Incorporation, which instrument is our act and deed as of this **17th day of April, 2007.**



Gregory A. Miller J.D., Incorporator



E. John Sebes, Incorporator

