

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

May 22, 2007



*Deputy Secretary of State for
Business and Licensing Services*

070522000206

CERTIFICATE OF INCORPORATION
Of
Fedora Commons, Inc.

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is Fedora Commons, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

THIRD: The purpose or purposes for which the corporation is formed are as follows:

The purpose of Fedora Commons is to provide sustainable technologies to help individuals and organizations create, manage, publish, share, and preserve digital resources upon which we form our intellectual, scientific, and cultural heritage; to provide open-source software that integrates key functionality for supporting the full lifecycle of digital information; to enable access over the World Wide Web and other delivery systems. The Corporation's purposes include the following:

- A. Supporting universities and research institutions by offering the Fedora Commons software as the basis for next-generation scholarly communication systems and trusted repositories to aid researchers, scholars, and scientists in the creation, sharing, management, and preservation of their intellectual outputs.
- B. Supporting the open access publishing movement by offering the Fedora Commons software as a technical platform for sustainable publishing systems that benefit society by promoting free and open access to the latest scientific discoveries and intellectual perspectives.
- C. Supporting libraries, museums, and cultural institutions by offering the Fedora Commons software to facilitate the creation, management, and preservation of digital collections; and also to enable access to digital collections.
- D. Supporting educational institutions by fostering novel uses of the Fedora Commons software aimed at improving the quality of education by enabling teachers and students to participate in collaborative learning environments built upon trusted repositories of digital resources.
- E. Supporting archives and records management organizations by offering the Fedora Commons software as an enabling technology for long-term management and preservation of digital resources.

The lawful public or quasi-public objective is to benefit the public through the creation and deployment of open source software aimed at supporting scholarly communication and scientific research, improving the quality of education, promoting free and open access to the latest scientific discoveries and intellectual perspectives, and helping to ensure the longevity of our digital history.

Nothing herein shall authorize the corporation to operate or maintain a library, museum or historical society or to own or hold collections.

FOURTH: The corporation shall be a Type C corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of Tompkins, State of New York.

SIXTH: The names and addresses of the initial directors of the corporation are:

Michael Eisen
University of California, Berkeley
Mailstop 84-171 One Cyclotron Road #84-171
Berkeley, CA 94720-84-171

Paul Ginsparg
325 Clark Hall
Cornell University
Ithaca, NY 14850 USA

Mark Gritton
Public Library of Science
185 Berry Street, Suite 3100
San Francisco, CA 94107 USA

Kaye Howe
National Science Digital Library Central Office
PO Box 3000
Boulder, CO 80307-3000 USA

Carl Lagoze
301 College Ave
Cornell Information Science
Cornell University
Ithaca, NY 14850 USA

Sandra Payette
301 College Ave
Cornell Information Science

Cornell University
Ithaca, NY 14850 USA

Thornton Staples
Alderman Library
P.O. Box 400112
University of Virginia
Charlottesville, VA 22904-4112 USA

John Wilbanks
Science Commons
c/o MIT CSAIL
Building 32-386D
Cambridge, MA 02139 USA

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is: 301 College Ave., Cornell Information Science Building, Cornell University, Ithaca, NY 14850.

EIGHTH: No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, trustees, 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 set forth herein. No substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by:

- (1) any organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code;
- (2) an organization described in Section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986 (as the case may be); and/or
- (3) an organization, contributions to which are deductible under Section 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

NINTH: Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized

and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having jurisdiction over such matters in the county in which the principal office of the corporation is then located, exclusively, for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

TENTH: Powers. Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code. Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess, in addition to the general rights, privileges, and powers conferred by the Act or by other law, the following rights, privileges, and powers:

Section 1. To cease its activities and to dissolve and surrender its corporate franchise.

Section 2. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law or, if not permitted, then to any extent not prohibited by such law.

ELEVENTH: Directors. The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Bylaws of the Corporation at a number no smaller than three (3).

TWELVTH: Election or Appointment of Directors. The directors of the Corporation, other than the members of the initial Board of Directors, shall be elected or appointed in the manner and for terms as specified or fixed in accordance with the Bylaws of the Corporation.

THIRTEENTH: Regulation of Corporate Affairs. The affairs of the Corporation shall be subject to the following provisions:

Section 1. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

Section 2. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors to the extent allowed by law.

Section 3. No director of the Corporation shall be liable for any of its obligations, to the extent allowed by law.

Section 4. Meetings of the Board of Directors may be held at any location, either inside the State of New York or elsewhere.

Section 5. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles of Incorporation, Bylaws, and applicable law.

Section 6. The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

Sandra Payette, Incorporator
301 College Ave.
Cornell Information Science
Cornell University
Ithaca, NY 14850

x Sandra Payette
(Signature)

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)

Consent is hereby given to the filing of the annexed certificate of incorporation
of Fedora Commons, Inc.

[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.



RICHARD P. MILLS
Commissioner of Education

By: Howard S. Beyer
Howard S. Beyer

Commissioner's authorized designee

Date 5/1/07

THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE STATE EDUCATION DEPARTMENT.

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Under Section 402 of the Not-for-Profit Corporation Law

Filed by:

Cevin C. Taylor
Magill and Rumsey, P.C.
201 S. Main St., Suite 700
Ann Arbor, MI 48104

2007 MAY 22 AM 9:48

lcc

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
TAX \$ MAY 22 2007
By: Paul

J. Hopkins

Type C

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