

# ARTICLES OF INCORPORATION OF THE OpenEAI SOFTWARE FOUNDATION

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## ARTICLE 1.

The name of the corporation is: OpenEAI Software Foundation.

## ARTICLE 2.

The name and address of the initial registered agent and registered office are:

Registered Agent:  
Illinois Corporation Service Company  
Registered Office:  
700 S. 2nd Street  
Springfield, IL 62704 (Sangamon County)

## ARTICLE 3.

The first Board of Directors shall be 3 in number, their names and residential addresses being as follows: See Attachment.

## ARTICLE 4.

The purposes for which the corporation is organized are: See Attachment.

Is this corporation a Condominium Association as established under the Condominium Property Act? No.

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? No.

Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? No.

## ARTICLE 5.

Other provisions: See Attachment.

## ARTICLE 6.

### Names and Addresses of Incorporators

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated October 2, 2002.

Signatures and Names:	(signed) Jonathan T. Jackson
Post Office Address:	(elided) Mahomet, Illinois

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

### FILED

October 8, 2002; Jesse White, Secretary of State, Department of Business Services, Corporation Division, Springfield, Illinois 62756.

# ATTACHMENT A TO THE ARTICLES OF INCORPORATION OF THE OpenEAI SOFTWARE FOUNDATION

## Article 3:

Mr. Johathan T. Jackson (elided) Mahomet, Illinois

Mr. Stephen A. Wheat (elided) Decatur, Illinois

Mr. David Hemmings (elided) Chicago, Illinois

## Article 4:

The purposes for which the corporation is organized are as follows:

OpenEAI Software Foundation (the "Foundation") is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, the Foundation's purpose is to provide research for the public through the open-source software the Foundation develops and sponsors.

## Article 5:

Other Provisions:

(i) No part of the Foundation's net earnings shall inure to the benefit of any private individual. No substantial part of the activities of the Foundation shall include the carrying on of propaganda or otherwise attempting to influence legislation. The Foundation shall not participate in or intervene in any political campaign on behalf of or in opposition to any political candidate for public office.

(ii) Upon the dissolution of the foundation, the Board of Directors, after paying all of the debts of the Foundation, shall distribute the remaining assets of the foundation to such organization or organizations as are organized and operated exclusively for charitable, religious, literary, scientific or educational purposes as shall at the time be described in Section 501(c)(3) of the Internal Revenue Code