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AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF THE OWASP FOUNDATION, INC

Pursuant to Section 242 of the General Corporation Law of the State of Delaware.

The OWASP Foundation, Inc., a not for profit membership corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “General Corporation Law”), does hereby certify as follows:

1. That the name of this corporation is The OWASP Foundation, Inc., and the date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is April 13, 2004.
2. Pursuant to Sections 242 and 245 of the General Corporation Law, this Amended and Restated Certificate of Incorporation amends and restates the provisions of the Corporation’s Certificate of Incorporation.
3. The amendments and restatement herein certified have been duly adopted by unanimous vote of the Board of Directors, in accordance with Section 141 of the General Corporation Law.
4. The text of the Amended and Restated Certificate of Incorporation of the Corporation shall read in its entirety as follows:

FIRST. The name of the corporation is The OWASP Foundation, Inc. (the “Corporation”).

SECOND. The address of its registered office in the State of Delaware is 2711 Centerville Road Ste 400, in the City of Wilmington, County of New Castle, Zip Code 19808; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Company.

THIRD. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations that are organized not for profit may be organized under the General Corporation Law of the State of Delaware (the “DGCL”). The primary purpose of the Corporation is to improve the state of software security. Specifically, the Corporation will: (i) support the building of impactful projects; (ii) develop and nurture communities through events and chapter meetings worldwide; (iii) provide educational publications & resources; (iv) operate a branding program based upon distinctive trademarks to create high customer awareness, demand for, and confidence in the Corporation, its members, projects, and activities; and (v) undertake such other activities as may from time to time be appropriate to further the purposes and achieve the goals set forth above.

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the “Code”), or corresponding section of any future federal tax code.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future Federal tax code.

FOURTH. Except as provided in this Section, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to members of its Board of Directors, 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 herein set forth, but only in a manner permitted by its tax exempt status at such times as the Corporation shall be so qualified.

FIFTH. The Board of Directors of the Corporation shall be, and shall possess all of the powers of, the “Governing Body” of the Corporation as a not-for-profit corporation under the DGCL. The number of members of the Governing Body who shall be present or represented by proxy at any meeting of the Governing Body in order to constitute a quorum for, and the votes that shall be necessary for, the transaction of any business shall be as stated in the by-laws of the Corporation, as from time to time amended. The business and affairs of the Corporation may be managed in a manner different from that set out in Section 141 of the DGCL, to the extent described in the by-laws of the Corporation, as from time to time amended.

SIXTH. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH. The Corporation shall be a membership corporation and shall not have the authority to issue capital stock. No memberships issued by the Corporation shall be “membership interests” as defined by Section 114 of the DGCL or otherwise provide for the right of a member to share in the profits and losses of the Corporation or to receive distributions of the assets of the Corporation, or both. The conditions of membership in the Corporation shall be as stated in the by-laws of the Corporation, as from time to time amended.

EIGHTH. All voting power of the Members of the Corporation shall be vested in such class or classes of Members as from time to time shall be provided for in the by-laws of the Corporation. The number of Members having voting power who shall be present or represented by proxy at any meeting of the Members in order to constitute a quorum for, and the votes that shall be necessary for, the transaction of any business shall be as stated from time to time in the by-laws of the Corporation.

NINTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware: The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

Elections of the Board of Directors need not be by written ballot unless the by-laws of the Corporation so provide.

Except to the extent restricted by the by-laws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting and without prior notice if a majority of the Directors then in office (as qualified below), or such greater number of Directors as may be required by law or the by-laws of the Corporation for the taking of any such action at a meeting, consent thereto in writing or by electronic transmission (collectively, “by written consent”), and the writing or writings, or electronic transmission or transmissions, are filed with the minutes of proceedings of the Board of Directors, provided that:

such written consent or electronic transmissions shall have been sent simultaneously to all Directors then in office for their consideration;

prompt written notice (which may be given by electronic transmission) of any action so taken is given to those Directors who have not consented in writing or by electronic transmission; and

two or more such Directors have not objected in writing, or by electronic transmission, to the taking of any such action by written consent, with such notice being delivered to the Corporation within ten business days following the date that the original proposal to take action by written consent was mailed or otherwise delivered to such Directors.

Notwithstanding the foregoing, the ability of two or more non-consenting Directors to prevent the taking of an action by written consent under clause (C)(iii) of this Ninth Article shall not prevent any such action from being taken at a later date at an actual meeting of the Board of Directors. For purposes of determining the

number of Directors “then in office,” no Director whose attendance and voting rights have been suspended shall be counted.

Any consent required to be given in writing by law, this Certificate of Incorporation or the by-laws may be given in the form of electronic transmission.

TENTH. The Corporation eliminates the personal liability of each member of the Board of Directors to the Corporation for monetary damages for breach of fiduciary duty as a Director, provided that the foregoing shall not eliminate the liability of a Director (i) for any breach of such Director’s duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code or (iv) for any transaction from which such Director derived an improper personal benefit.

ELEVENTH. The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon each Member herein are granted subject to this reservation.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this ____ day of January, 2023.

By: _____

Name:

Title: