

**ARTICLES OF INCORPORATION
OF
The OpenAFS Foundation, Inc.**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

1. The name of the corporation is The OpenAFS Foundation, Inc. (the “Corporation”).
2. The Corporation shall have members.
3. The name of the Corporation’s initial registered agent is Elisabeth Margarete Ziemer. The initial registered agent is an individual who is a resident of Virginia and an initial director of the Corporation.
4. The Corporation’s initial registered office address, including the street and number, which is identical to the address of the initial registered agent, is 249 Tyson Drive, Berryville, Virginia 22611. The initial registered office is physically located in Clarke County.
5. Said Corporation is organized exclusively for not-for-profit purposes. The specific purposes for which the Corporation is formed, and the business or objects to be carried on and promoted by it, are as follows:
 - I. To nurture and evolve the OpenAFS technology
 - II. To foster the OpenAFS community of experts, and
 - III. To attract and increase the community of OpenAFS users.

To accomplish these purposes, the activities of the Corporation shall be as follows:

- I. In order to nurture and evolve the OpenAFS technology, the Corporation shall
 - Strengthen OpenAFS, as defined as intellectual property such as interfaces, tools, and libraries
 - Cultivate an ecosystem of complementary tools, libraries, extensions, applications, and implementations
 - Advance OpenAFS and associated technologies through scientific research and development
 - Support and participate in protocol standardization
- II. In order to foster the OpenAFS community of experts, the Corporation shall

- Seek contributions in both skills and talent
 - Model and foster a spirit of cooperation and professionalism
- III. In order to attract and increase the community of OpenAFS users, the Corporation shall
- Offer OpenAFS and associated technologies to members of the general public through the use of open source licensing, free of charge
 - Educate members of the general public in the application of OpenAFS and associated technologies
 - Aid, assist, and support other persons and organizations of any kind who wish to learn and/or employ OpenAFS – by gifts, grants, contributions or otherwise – provided that such activities are consistent with the foregoing purpose
 - Seek contributions by persons and organizations of any kind, via gift gifts, grants, contributions, “in kind” or other donations
- IV. Such other activities as shall be permissible under the relevant sections of the Internal Revenue Code and consistent with the not-for-profit purposes set forth in this Article.
- V. AFS is a distributed filesystem product, pioneered at Carnegie Mellon University in cooperation with IBM in the mid 1980s, and subsequently supported and developed into a product by Transarc Corporation (now IBM Pittsburgh Labs). In November 2000, IBM released a version of the source code of the AFS product to the community for development and maintenance under the IBM Public License (IPL, a license approved by the Open Source Initiative). IBM called this release “OpenAFS”. The OpenAFS code is available to all individuals or organizations free of charge.

6. The number of directors constituting the initial board of directors is five, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Ziemer, Elisabeth Margarete	249 Tyson Drive Berryville, Virginia 22611
Mitz, Roman W., Jr.	5607 Beacon Street Pittsburgh, Pennsylvania 15217
Brashear, Derrick	2829 Larkins Way Pittsburgh, Pennsylvania 15203
Keiser, Thomas E., Jr.	1411 Washington Street, Apt. 4 Boston, Massachusetts 02118
DeSantis, Todd	4 Old Farm Road

7. The directors shall be nominated by the directors and shall be confirmed by the technical steering committee, if and when a technical steering committee exists; in the absence of a technical steering committee, the directors shall be elected by the directors. A valid nomination shall require a minimum of a 2/3 majority of votes by the directors affirming the nominee.

8. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other 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 in Article 5 hereof.

9. No substantial part of the activities of the Corporation shall be 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 campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, 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 the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

10. Each person now or hereafter a director or officer of this Corporation (and his or her heirs, executors, and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, cost, and expenses, including all attorneys' fees, imposed upon or reasonably incurred by such director or officer in connection with or resulting from any action, suit, proceeding, or claim to which such director or officer is or may be made a party by reason of being or having been a director or officer at the time such costs or expenses are incurred by or imposed upon him or her, except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer. In the event of any other judgment against such director or officer, or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a director, by the board of directors of the Corporation, and otherwise by independent counsel to be appointed by the board of directors, that in its, his or her opinion, such director or officer was not guilty of gross negligence or willful misconduct in the performance of his or her duty, and in the event of a settlement, that such settlement was or is in the best interests of the Corporation. If the determination is to be made by the board of directors, it may rely, as to all questions of law, on the advice of independent counsel. Such right of

indemnification shall not be deemed exclusive of any rights to which such director or officer may be entitled under any by-law, agreement or otherwise.

11. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of sections of the Internal Revenue Code relevant to not-for-profit organizations, or the 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 the Court of Common Pleas 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 said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ____ day of _____, 2013.

Incorporator:

Elisabeth Margarete Ziemer