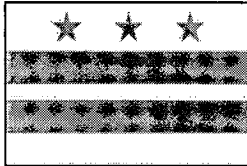


GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



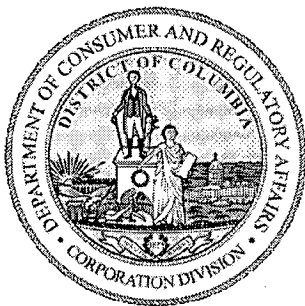
C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Act have been complied with and accordingly, this ***CERTIFICATE OF INCORPORATION*** is hereby issued to:

OPENGOV FOUNDATION (THE)

Effective Date: 3/20/2012

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 3/20/2012 12:19 PM



Business and Professional Licensing Administration

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: 8HNT1TnH

ARTICLES OF INCORPORATION

OF

THE OPENGOV FOUNDATION

COPY

**FILE
RECEIVED**
MAR 20 2012
BY: _____

To: Department of Consumer and Regulatory Affairs
Washington, D.C.

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Nonprofit Corporation Act:

FIRST: The name of the corporation is:

THE OPENGOV FOUNDATION

SECOND: The period of duration of the corporation is perpetual.

THIRD: The corporation is organized, and shall be operated, not for profit, but exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance of this objective, the corporation shall have the following purposes:

(1) The corporation shall operate to benefit the public, and promote the general welfare, by advancing and maintaining new internet technologies that enable the public to better understand and participate in the law-making process. The corporation shall serve to facilitate interaction between both the public and lawmakers regarding law-making and the legislative process, and in doing so, shall promote and enable transparency in government decision-making and more inclusive and meaningful civic dialogue and public participation in the law-making process. In developing and maintaining its technology, the corporation shall lessen the burdens of government by encouraging and enabling more public participation, and shall promote philanthropic social welfare consistent with Treasury Regulation §1.501(c)(3)-1(d)(2).

(2) The corporation shall have and exercise all rights and powers conferred on non-profit corporations under law, including the power to contract, rent, buy, or sell personal or real property; provided, however, that the corporation shall not engage, other than as an insubstantial part of its activities, in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation. Notwithstanding anything in the foregoing, no part of net earnings or assets of the corporation shall inure to the benefit of any director, officer, member of a corporation, or other private individual; and except to an

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insubstantial degree, the corporation shall not engage in a regular business of a kind ordinarily carried on for profit.

FOURTH: The corporation shall not have members.

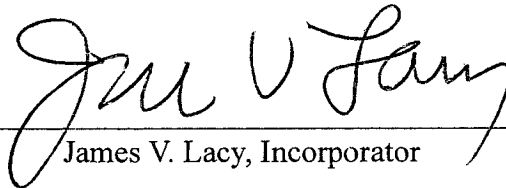
FIFTH: Provisions for the regulations of the internal affairs of the corporation shall be provided in the Bylaws of the corporation.

SIXTH: The assets of the corporation are irrevocably dedicated to charitable purposes, and as such, upon dissolution or final liquidation of the corporation, all assets remaining after application and distribution shall be transferred or conveyed in a manner consistent with District of Columbia law to one or more domestic or foreign corporations, societies or organizations with similar purposes which have qualified for nonprofit and tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government for public purposes.

SEVENTH: The address, including street and number, of the corporation's initial registered office is 1015 15th Street, N.W., Suite 1000, Washington, D.C, 20005 and the name of its registered agent is CT Corporation System.

EIGHTH: The address of the incorporator is 30011 Ivy Glenn Drive, Suite 223, Laguna Niguel, CA 92677; and the name of the incorporator is James V. Lacy.

Dated: March 19, 2002


James V. Lacy, Incorporator