

**ARTICLES OF INCORPORATION
OF
CENTRAL OHIO .NET DEVELOPERS GROUP
AN OHIO NON-PROFIT CORPORATION**

The undersigned, a majority of whom are citizens of the United States, acting as incorporators of a corporation not for profit under the Ohio Non-Profit Corporation Law, Sections 1702.01 *et seq.*, Ohio Revised Code, hereby adopt the following Articles of Incorporation for such Corporation:

Article 1

The name of the Corporation is CENTRAL OHIO .NET DEVELOPERS GROUP.

Article 2

The principal office of the Corporation is to be located in the county of Delaware at 6855 Fox Run Drive, Westerville, Ohio, 43082.

Article 3

The primary and specific purposes for which said Corporation is formed are:

- (a) To operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). The Corporation is dedicated exclusively to charitable and educational purposes and not for gain or individual profit. The following more specific purposes are within the scope of such exempt purposes;
- (b) To support, encourage, and advance professional education of software developers and information technologists in the greater central Ohio area.
- (c) To work with similar groups at the statewide, national, and international level in order to promote the same educational goals.

Article 4

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or other attempts to influence legislation, and the Corporation shall not participate or intervene (by the publishing or distribution of statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article 5

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, 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 set forth in these Articles.

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Article 6

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 the federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future US Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future US Internal Revenue Law) or (c) by a corporation organized under the Ohio Non-Profit Corporation Law, as now existing or hereafter amended.

Article 7

The Corporation shall have all powers conferred upon non-profit corporations organized under Chapter 1702 of the Ohio Revised Code (or the corresponding provision of any future Ohio Non-Profit Corporation Law); provided, however, that (a) the Corporation shall neither have nor exercise any power which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or cause it to lose such exempt status, and (b) the Corporation shall not be operated for the purpose of carrying on a trade or business for profit, and no dividends shall be paid.

(a) To do any and all things and to take any and all actions (not contrary to law), deemed reasonably necessary by the Board of Directors, to carry out the objects and purposes of the Corporation.

(b) To purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of this State as may be necessary and proper for carrying on its legitimate affairs.

(c) To receive and take by gift, grant, assignment, transfer, devise or bequest any real or personal property in trust for any charitable or educational purposes and for such other purposes as may be necessary and proper for carrying out the Corporation's legitimate affairs.

(d) To sell, convey, mortgage, pledge, lease as lessor, grant security interests in and otherwise dispose of all or any part of its property and assets.

(e) To purchase, take, receive, subscribe for or otherwise acquire, own hold, vote, use or employ shares or other interests in securities or obligations of domestic or foreign corporations, associations, partnerships or individuals (whether such organizations or individuals be engaged in business for profit or otherwise) and to sell, mortgage, loan, pledge or otherwise dispose of such shares, interests or obligations.

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(f) To make contracts and incur liabilities which may be appropriate to enable the Corporation to accomplish any or all of its purposes.

(g) To borrow money for its corporate purposes at such rate of interest as the Corporation may determine.

(h) To invest the Corporation's funds from time to time in any real or personal property; to lend money for its corporate purposes and to take and hold real and personal property as security for the payment of funds so invested or loaned.

Article 8

The assets of the Corporation are irrevocably dedicated to charitable and educational purposes. Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

Article 9

A Code of Regulations of the Corporation, consistent with these Articles, may be adopted or amended by the Directors at any regular meeting or any special meeting called for that purpose. The Code of Regulations may provide that if all the Directors severally or collectively consent in writing to any action to be taken by the Directors, such consent shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and that such may be stated to have that effect in any certificate or document filed under the Ohio Non-Profit Corporation Law.

Article 10

These Articles may be amended by the Directors in the manner provided by law.

Article 11

Any person interested in the purposes of the Corporation shall be eligible for membership in the Corporation in accordance with the rules of membership set forth in the Code of Regulations. The authorized number and qualifications of the Members of the Corporation, the manner of their admission, the different classes of membership, if

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any, the property, voting and other rights and privileges of Members, shall be set forth in the Code of Regulations.

Article 12

The period of duration of this Corporation is perpetual.

Article 13

The following persons shall serve said Corporation as the initial Directors:

Brian H. Prince
John Nathan King
Carey Payette
Steven Harman

Thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Code of Regulations.

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IN WITNESS WHEREOF, we have hereunto subscribed our names on this ____ day of January, 2008.

Brian H. Prince, Incorporator

John Nathan King, Incorporator

Carey Payette, Incorporator

Steven Harman, Incorporator