

ARTICLES OF INCORPORATION
OF
OPEN SOURCE FIRMWARE FOUNDATION
A NONPROFIT
PUBLIC BENEFIT CORPORATION

These Articles of Incorporation of a Nonprofit Public Benefit Corporation are submitted for filing for the purpose of creating and incorporating a public benefit corporation pursuant to the applicable provisions of the Nonprofit Public Benefit Corporation Law of the State of California.

ARTICLE I
CORPORATE NAME

The name of the nonprofit is Open Source Firmware Foundation (the "**Corporation**").

ARTICLE II
PURPOSE

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and public purposes. The specific purposes of this Corporation are [to undertake research and to educate open source communities by facilitating technology exchange with the aim of building a global community around open source firmware through sharing of intellectual resources, infrastructure, services, events and training.] Notwithstanding anything herein to the contrary, the purposes of this corporation are limited to exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III
BUSINESS ADDRESSES

[The initial street and mailing address of the Corporation is [STREET ADDRESS, CITY, STATE, ZIP CODE].

OR

The initial street address of the Corporation is [STREET ADDRESS, CITY, STATE, ZIP CODE]. The initial mailing address of the Corporation is [MAILING ADDRESS, CITY, STATE, ZIP CODE].]

ARTICLE IV SERVICE OF PROCESS

The name of the Corporation's initial agent for service of process is InCorp. Services, Inc., a corporation incorporated under the laws of Delaware.

ARTICLE V MEMBERS

The Corporation shall have members.

ARTICLE VI ADDITIONAL STATEMENTS

The following language relates to the Corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers set forth in Article II hereof:

(a) This Corporation is organized and operated exclusively for the purposes set forth in Article II hereof within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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

(c) The property of this Corporation is irrevocably dedicated to the purposes in Article II hereof and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

(d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or

(ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, and/or religious purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII COMPLIANCE WITH INTERNAL REVENUE CODE

Notwithstanding any other law, during any period(s) that the Corporation is deemed to be a "private foundation" as defined in Section 509 of the Internal Revenue Code, it shall distribute its income for each taxable year (and principal, if necessary) at the time and in a manner so as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code, and the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
- (b) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
- (c) Make any investments in a manner that subjects the Corporation to tax under Section 4944 of the Internal Revenue Code.
- (d) Make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation as of this ____ day of September, 2020:

Christian Burghart

[Incorporator]