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**TO:**  
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FOR 50103 application

*[Signature]*

⑈001031⑈ ⑆102000075⑆2019081997⑈

# Form 1023 Checklist

(Revised June 2006)

## Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

**Note.** Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

**Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.**

- ☒ Assemble the application and materials in this order:
- Form 1023 Checklist
  - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
  - Form 8821, *Tax Information Authorization* (if filing)
  - Expedite request (if requesting)
  - Application (Form 1023 and Schedules A through H, as required)
  - Articles of organization
  - Amendments to articles of organization in chronological order
  - Bylaws or other rules of operation and amendments
  - Documentation of nondiscriminatory policy for schools, as required by Schedule B
  - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
  - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- ☒ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- ☒ Employer Identification Number (EIN)
- ☒ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
  - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
  - Describe your purposes and proposed activities in specific easily understood terms.
  - Financial information should correspond with proposed activities.
- ☒ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- |            |  |            |  |
|------------|--|------------|--|
| Schedule A | Yes ___ No <input checked="" type="checkbox"/> | Schedule E | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule B | Yes ___ No <input checked="" type="checkbox"/> | Schedule F | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule C | Yes ___ No <input checked="" type="checkbox"/> | Schedule G | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule D | Yes ___ No <input checked="" type="checkbox"/> | Schedule H | Yes ___ No <input checked="" type="checkbox"/> |

- ☒ An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
  - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Pg. 1, Art. 3, P. 1
  - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Pg. 2, Art. 6, P.1
- ☒ Signature of an officer, director, trustee, or other official who is authorized to sign the application.
  - Signature at Part XI of Form 1023.
- ☒ Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service  
P.O. Box 192  
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service  
201 West Rivercenter Blvd.  
Attn: Extracting Stop 312  
Covington, KY 41011



# Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

## Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
Open Source Hardware Association			
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)	
P.O. Box 4743		45-5524560	
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)	
Boulder, CO 80306-4743		12	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: 917-328-2489	
a Name: Alicia Gibb		c Fax: (optional)	
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
9a Organization's website: oshwa.org			
b Organization's email: (optional) info@oshwa.org			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 06 / 05 / 2012			
12 Were you formed under the laws of a foreign country? If "Yes," state the country.			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. ☒ **Yes** ☐ **No**
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ **Yes** ☒ **No**
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ **Yes** ☐ **No**
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ **Yes** ☐ **No**

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): **Page 1, Article 3, Paragraph 1** ☒
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Page 2, Article 6, Paragraph 1**
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Alicia Gibb	President	2030 10th St. Boulder, CO 80302	none
Windell Oskay	VP, Secretary	175 San Lazaro Ave, STE 150 Sunnyvale, CA 94086	none
Nathan Seidle	Treasurer	6175 Longbow Drive, STE 200 Boulder, CO 80301	none
Wendy Seltzer	Board Member	PO Box 380379 Cambridge, MA 02238	none
Danese Cooper	Board Member	584 Castro St. #233 San Francisco, CA 94114	none

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)

- c** List the names, names of businesses, and mailing addresses of your five highest compensated **independent contractors** that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a** Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. ☒ **Yes** ☐ **No**

- b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ **Yes** ☒ **No**

- c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ **Yes** ☒ **No**

- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ **Yes** ☒ **No**

- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ **Yes** ☐ **No**  
**b** Do you or will you approve compensation arrangements in advance of paying compensation? ☒ **Yes** ☐ **No**  
**c** Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ **Yes** ☐ **No**

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? ☒ **Yes** ☐ **No**
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☒ **Yes** ☐ **No**
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? ☒ **Yes** ☐ **No**
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
- 
- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. ☒ **Yes** ☐ **No**
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
- 
- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ **Yes** ☒ **No**
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ **Yes** ☒ **No**
- 
- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. ☐ **Yes** ☒ **No**
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. ☐ **Yes** ☒ **No**
- 
- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. ☐ **Yes** ☒ **No**
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at **arm's length**.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
- 
- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. ☐ **Yes** ☒ **No**



**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. ☒ Yes ☐ No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. ☐ Yes ☒ No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. ☐ Yes ☒ No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. ☐ Yes ☒ No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. ☐ Yes ☒ No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. ☐ Yes ☒ No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. ☐ Yes ☒ No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. ☐ Yes ☒ No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. ☐ Yes ☒ No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. ☐ Yes ☒ No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. ☐ Yes ☒ No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

**Part VIII Your Specific Activities (Continued)**

- 4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) ☒ **Yes** ☐ **No**
- |   |  |
|---|--|
| <input type="checkbox"/> mail solicitations                         | <input type="checkbox"/> phone solicitations                                   |
| <input checked="" type="checkbox"/> email solicitations             | <input checked="" type="checkbox"/> accept donations on your website           |
| <input checked="" type="checkbox"/> personal solicitations          | <input type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input checked="" type="checkbox"/> government grant solicitations             |
| <input checked="" type="checkbox"/> foundation grant solicitations  | <input type="checkbox"/> Other   |
- Attach a description of each fundraising program.
- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ **Yes** ☒ **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ **Yes** ☒ **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ **Yes** ☒ **No**
- 
- 5** Are you **affiliated** with a governmental unit? If "Yes," explain. ☐ **Yes** ☒ **No**
- 
- 6a** Do you or will you engage in **economic development**? If "Yes," describe your program. ☐ **Yes** ☒ **No**
- b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.
- 
- 7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ **Yes** ☒ **No**
- b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☐ **Yes** ☒ **No**
- c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.
- 
- 8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☐ **Yes** ☒ **No**
- 
- 9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ **Yes** ☒ **No**
- b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**
- c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**
- d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**
- 
- 10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☐ **Yes** ☒ **No**

**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☐ Yes ☒ No
- 
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. ☒ Yes ☐ No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. ☐ Yes ☒ No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. ☐ Yes ☐ No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. ☐ Yes ☐ No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☐ Yes ☐ No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. ☐ Yes ☒ No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. ☐ Yes ☐ No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ Yes ☐ No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ Yes ☐ No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ Yes ☐ No

**Part VIII Your Specific Activities (Continued)**

- |           |  |                                     |   |
|-----------|--|-------------------------------------|---|
| <b>15</b> | Do you have a <b>close connection</b> with any organizations? If "Yes," explain.   | <input type="checkbox"/> <b>Yes</b> | <input checked="" type="checkbox"/> <b>No</b> |
| <b>16</b> | Are you applying for exemption as a <b>cooperative hospital service organization</b> under section 501(e)? If "Yes," explain.  | <input type="checkbox"/> <b>Yes</b> | <input checked="" type="checkbox"/> <b>No</b> |
| <b>17</b> | Are you applying for exemption as a <b>cooperative service organization of operating educational organizations</b> under section 501(f)? If "Yes," explain.  | <input type="checkbox"/> <b>Yes</b> | <input checked="" type="checkbox"/> <b>No</b> |
| <b>18</b> | Are you applying for exemption as a <b>charitable risk pool</b> under section 501(n)? If "Yes," explain.   | <input type="checkbox"/> <b>Yes</b> | <input checked="" type="checkbox"/> <b>No</b> |
| <b>19</b> | Do you or will you operate a <b>school</b> ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.   | <input type="checkbox"/> <b>Yes</b> | <input checked="" type="checkbox"/> <b>No</b> |
| <b>20</b> | Is your main function to provide <b>hospital or medical care</b> ? If "Yes," complete Schedule C.  | <input type="checkbox"/> <b>Yes</b> | <input checked="" type="checkbox"/> <b>No</b> |
| <b>21</b> | Do you or will you provide <b>low-income housing</b> or housing for the <b>elderly or handicapped</b> ? If "Yes," complete Schedule F.   | <input type="checkbox"/> <b>Yes</b> | <input checked="" type="checkbox"/> <b>No</b> |
| <b>22</b> | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> <b>Yes</b> | <input checked="" type="checkbox"/> <b>No</b> |

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.

**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
		(a) From 1/1/2012 To 12/31/2012	(b) From 1/1/2013 To 12/31/2013	(c) From 1/1/2014 To 12/31/2014	(d) From 1/1/2015 To 12/31/2015		
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	23,844	25,000	26,000	28,000	102,844	
	2 Membership fees received	4,650	15,000	17,000	20,000	56,650	
	3 Gross investment income	0	0	0	0	0	
	4 Net unrelated business income	0	0	0	0	0	
	5 Taxes levied for your benefit	0	0	0	0	0	
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0	0	0	
	7 Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)	0	0	0	0	0	
	8 Total of lines 1 through 7	28,494	40,000	43,000	48,000	159,494	
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	21,567	22,000	22,000	22,000	87,567	
	10 Total of lines 8 and 9	50,061	62,000	65,000	70,000	247,061	
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0	0	0	
	12 Unusual grants	0	0	0	0	0	
	13 Total Revenue Add lines 10 through 12	50,061	62,000	65,000	70,000	247,061	
Expenses	14 Fundraising expenses	500	1,000	1,500	2,000		
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	0	0	0	0		
	16 Disbursements to or for the benefit of members (attach an itemized list)	0	0	0	0		
	17 Compensation of officers, directors, and trustees	0	0	0	0		
	18 Other salaries and wages	24,557	35,000	38,000	40,000		
	19 Interest expense	0	0	0	0		
	20 Occupancy (rent, utilities, etc.)	381	1,200	2,000	3,000		
	21 Depreciation and depletion	0	0	0	0		
	22 Professional fees	5,936	7,000	4,500	4,500		
	23 Any expense not otherwise classified, such as program services (attach itemized list)	10,176	18,000	19,000	21,000		
	24 Total Expenses Add lines 14 through 23	41,550	62,200	65,000	70,500		

**Part IX Financial Data (Continued)****B. Balance Sheet (for your most recently completed tax year)**Year End: **2012**

Assets		(Whole dollars)
1	Cash . . . . .	4456
2	Accounts receivable, net . . . . .	0
3	Inventories . . . . .	0
4	Bonds and notes receivable (attach an itemized list) . . . . .	0
5	Corporate stocks (attach an itemized list) . . . . .	0
6	Loans receivable (attach an itemized list) . . . . .	0
7	Other investments (attach an itemized list) . . . . .	0
8	Depreciable and depletable assets (attach an itemized list) . . . . .	0
9	Land . . . . .	0
10	Other assets (attach an itemized list) . . . . .	0
11	Total Assets (add lines 1 through 10) . . . . .	4456
Liabilities		
12	Accounts payable . . . . .	0
13	Contributions, gifts, grants, etc. payable . . . . .	0
14	Mortgages and notes payable (attach an itemized list) . . . . .	0
15	Other liabilities (attach an itemized list) . . . . .	0
16	Total Liabilities (add lines 12 through 15) . . . . .	0
Fund Balances or Net Assets		
17	Total fund balances or net assets . . . . .	4456
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17) . . . . .	4456
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

**Part X Public Charity Status**

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. ☐ Yes ☒ No  
If you are unsure, see the instructions.

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2. ☐

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. ☐ Yes ☐ No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. ☐ Yes ☐ No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? ☐ Yes ☐ No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. ☐

b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B. ☐

c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. ☐

d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☐

**Part X Public Charity Status (Continued)**

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☐
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☒
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling. ☐

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization

	<b>Alicia Gibb</b>	<b>7/2/13</b>
(Signature of Officer, Director, Trustee, or other authorized official)	(Type or print name of signer)	(Date)
	<b>President</b>	
	(Type or print title or authority of signer)	

For IRS Use Only

IRS Director, Exempt Organizations	(Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐

- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. \_\_\_\_\_
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐

- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box. ☐

- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box. ☐

- 7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ Yes ☐ No

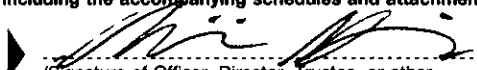
**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☐ Yes ☒ No  
If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).  
If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change). ☐
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change). ☒

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please  
Sign  
Here

  
(Signature of Officer, Director, Trustee, or other  
authorized official)

Alicia Gibb

(Type or print name of signer)

06/13/13

(Date)

President

(Type or print title or authority of signer)

**Reminder:** Send the completed Form 1023 Checklist with your filled-in-application.

Form **1023** (Rev. 6-2006)



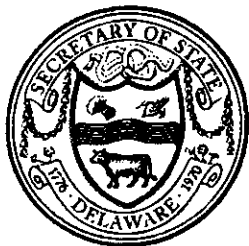
# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "OPEN SOURCE HARDWARE ASSOCIATION", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 2012, AT 10 O'CLOCK A.M.

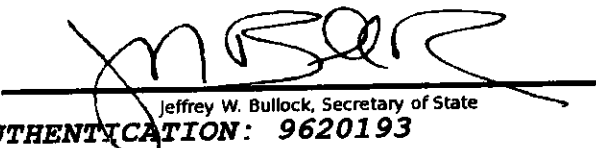
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5164946 8100

120647090

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9620193

DATE: 06-05-12

**CERTIFICATE OF INCORPORATION  
OF  
OPEN SOURCE HARDWARE ASSOCIATION**

**ARTICLE 1- NAME**

The name of this corporation is Open Source Hardware Association (the "Corporation").

**ARTICLE 2 - REGISTERED OFFICE AND AGENT**

The address of its registered office in the State of Delaware is: 19 Kris Court Newark, DE 19702 in New Castle County. The name of its registered agent at such address is: Delaware Registered Agents & Incorporators, LLC.

**ARTICLE 3 - PURPOSES AND POWERS**

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law"). The Corporation shall have all powers that may now or hereafter be lawful for a corporation to exercise under the Delaware General Corporation Law. This Corporation shall be a non-profit corporation. The purposes for which the Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provisions of these articles, this organization 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE 4 - CAPITAL STOCK**

The Corporation shall not have any capital stock and the conditions of membership shall be stated in the By-Laws.

**ARTICLE 5 - INCORPORATOR**

The name and mailing address of the incorporator (the "Incorporator") are Alicia Gibb, 327 Union St. #1, New York, NY 11231.

## **ARTICLE 6 - DISSOLUTION**

Upon the dissolution of the Corporation, 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 so 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.

## **ARTICLE 7 - PRIVATE FOUNDATION RESTRICTIONS**

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

## **ARTICLE 8 - TAX-EXEMPT NONPROFIT CORPORATION**

The Corporation shall be neither organized nor operated for pecuniary gain or profit.

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but 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 as set forth in Article 3 hereof.
- (b) No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (c) Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:
  - (i) By a corporation exempt from federal income taxation under Section 501(c)(3)

of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. All terms and provisions of this Certificate of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

## **ARTICLE 9 - DIRECTORS**

The number of directors of the Corporation shall initially be fixed by the Incorporator and thereafter be fixed from time to time by a bylaw or amendment thereof duly adopted by the Board of Directors of the Corporation or by the members. Election of directors need not be written ballot unless the Bylaws of the Corporation shall so provide.

## **ARTICLE 10 - LIMITATION OF LIABILITY**

No director of the Corporation shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its members; (b) for acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of law; (c) under section 174 of the Delaware General Corporation Law; or (d) for any transaction Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law.

Any repeal or modification of this Article 10 shall be prospective only and shall not adversely affect any right or protection of, or any limitation on the liability of a director of the Corporation existing at, or arising out of the facts or incidents occurring prior to, the effective date of such repeal or modification.

For purposes of this Article 10, "fiduciary duty as a director" also shall include any fiduciary duty arising out of serving at the Corporation's request as a director of another corporation, partnership, limited liability company, joint venture or other enterprise, and any liability to the Corporation in its capacity as a security holder, joint venturer, partner, member, beneficiary, creditor or investor of or in any such other corporation, partnership, limited liability company, joint venture, trust or other enterprise.

**ARTICLE 11 - RESERVATION OF RIGHT TO AMEND CERTIFICATE OF  
INCORPORATION**

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the law of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of any nature conferred upon members, directors, or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article 11.

**ARTICLE 12 - SEVERABILITY**

In the event that any provision of this Certificate of Incorporation (including any provision within a single Article, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator herein above named for the purpose of forming a corporation pursuant to the Delaware General Corporation Law, hereby certifies that the facts herein above stated are truly set forth, and accordingly executes this Certificate of Incorporation this May 22, 2012.

  
Alicia Gibb, Incorporator

BYLAWS OF  
Open Source Hardware Association

ARTICLE I  
MEMBERS

Section 1. Membership. Membership shall be open to all persons interested in the purposes of the Corporation.

Section 2. Membership Dues. The Board of the Corporation may establish such other criteria for Memberships, including a schedule of dues, as it deems appropriate.

Section 3. Classes of Membership. The corporation shall have two classes of Membership. The first shall be open to individuals and shall have voting rights. The second shall be open to corporations and shall not have voting rights.

Section 4. Meetings. The Annual Meeting of the Members for the election of the Directors and for the transaction of any other business as may come before the Members, including the delivery of a financial statement, shall be held each year at the place, time, and date as may be fixed by the Board or, if not so fixed, as may be determined by the Board. Special Meetings shall be held whenever called by resolution of the Board, the President, or by a written demand to the Secretary of ten percent of the Members eligible to vote. The Secretary, upon receiving the written demand or resolution, shall promptly give notice of the meeting as provided below, or if the Secretary fails to do so within five business days thereafter, any member signing the demand may give such notice.

Section 5. Notice of Meetings. Written notice of the place, date, and hour of any meeting (other than the Annual Meeting of the Members) shall be given to each member entitled to vote at such meeting—by first class mail, postage prepaid; by personal delivery; or by email, with the member's consent—not less than ten nor more than fifty days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 6. Quorum, Adjournment of Meetings. At all meetings of the Members, ten percent of the Members eligible to vote (or 100 members eligible to vote, whichever is less), present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Organization. The President of the Corporation shall preside at all meetings of the Members or, in the absence of the President, an acting President shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the presiding Member may appoint any person to act as Secretary of the meeting.

Section 8. Voting. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one vote. Upon demand of any member, any vote for Directors or on any question before the meeting shall be by ballot. The list of members eligible to vote at a meeting shall be fixed 10 days before the date of the meeting.

Section 9. Proxy. Every member entitled to vote at a meeting of Members, or to express consent or dissent without a meeting, may authorize another voting Member or Members to act for such member by proxy. Every proxy must be in writing and signed by the Member or the Member's duly authorized agent. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary or, upon the absence of the Secretary, the presiding Member appointed to act as secretary of the meeting.

Section 10. Action by the Members. Except as otherwise provided by statute or by these Bylaws, any corporate action authorized by the majority of the votes cast at a meeting of Members shall be the act of the Members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by the number of Members that would be necessary to authorize the action at a meeting of all members entitled to vote.

Section 11. Special Actions Requiring vote of Members. The following corporate actions may not be taken without approval of the Members:

- (a) a plurality of the votes cast at a meeting of the Members is required for the election of the Directors of the Corporation;
- (b) a majority of the votes cast at a meeting of the Members is required for (1) any amendment of the certificate of incorporation, or (2) a petition for judicial dissolution;
- (c) two-thirds of the votes cast at a meeting of the Members is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) acquisition or disposition of any real property of the Corporation, (3) approval of a plan of merger, (4) authorization of a plan of non-judicial dissolution, or (5) revocation of a voluntary dissolution proceeding, provided however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast;
- (d) a majority of the votes cast at a meeting of the Members is required for any amendment to the bylaws altering the rights or obligations of the Members.

## ARTICLE II OFFICES

The principal office of the Corporation shall be in the county of Kings, State of New York. The Corporation may also have offices at such other places as the Board may from time to time determine or the business of the Corporation may require.

## ARTICLE III BOARD

Section 1. Powers and Duties. The Board shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein.

Section 2. Annual Financial Report. The Board shall direct the President and Treasurer of the Corporation to present at the Annual Meeting of the Board a financial report, verified by the President and Treasurer or a majority of the Directors, or certified by an independent public accountant selected by the Board. This report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the Annual Meeting of the Board.

Section 3. Number. The number of Directors constituting the entire Board shall not be less than three. Subject to such minimum, the number of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any current Director.

Section 4. Election and Term of Office. The initial Directors shall be the persons named by the Incorporator and shall serve until the first Annual Meeting of the Members. The Directors shall be elected by a plurality of the votes cast by the Members at the Annual Meeting of the members, or by Membership action without a meeting, pursuant to the rules for action by Members as stated in these Bylaws. The Directors shall hold office for 2-year terms; provided, however, that any director elected to fill an unexpired term (whether resulting from the death, resignation, or removal of a Director or created by an increase in the number of Directors) shall hold office until the next Annual Meeting of the Members at which the election of Directors is in the regular order of business and until his or her successor is elected or appointed and qualified. Directors may be elected to any number of consecutive terms.

Section 5. Qualification for Directors. Each Director shall be at least 18 years of age.

Section 6. Classification of Directors. At the first Annual meeting of the Members at which the election of Directors is in the regular order of business, the Directors shall be divided into two classes with three directors in the first class and two Directors in the second class. The term of office of the first class shall expire at the first Annual Meeting of the Members following the annual meeting at which Directors are first designated into classes. The term of office of the second class shall expire at the following annual meeting. At each annual meeting after Directors are first designated into classes, Directors shall be elected for a term of 2 years to replace those whose terms shall expire. In addition, the persons holding the positions of President and Summit Chair shall serve as an ex officio Directors during the term of their service in those positions and shall have full voting rights.

Section 7. Removal. Any Director may be removed at any time for cause by a vote of Directors then in office at a regular meeting or special meeting of the Board called for that purpose. Any Director can be removed at any time with or without cause by a vote of the Members.

Section 8. Resignation. Any Director may resign from the Board at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Corporation or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 9. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board arising at any time and from any cause may be filled at a meeting of the Members by a plurality of the votes cast at a meeting of the Members. The Directors so elected shall serve until the next Annual Meeting of the Members at which the election of Directors is the regular



order of business and his or her successor is elected or appointed or qualified. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following:

- (a) the death, resignation, or removal of any Director;
- (b) an increase in the authorized number of Directors by resolution of the Board; or
- (c) the failure of the Members, at any annual or other meeting of the Members, at which any one or more Directors are to be elected, to elect the full authorized number of Directors to be voted for at that meeting.

Section 10. Meetings. Meetings of the Board may be held at any place selected by the Board. The Annual Meeting of the Board shall be held in September of each year or at a date, time, and place fixed by the Board at the time the Board receives an annual report. Other regular meetings of the Board shall be held no less than two times evenly spaced during the year at a time and place fixed by the Board. Special meetings of the Board shall be held whenever called by the President of the Board, the Executive Director, or any Director, upon written demand of not less than three Directors of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 11. Notice of Meetings. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the Annual Meeting of the Board, each regular meeting not fixed by the Board, and each special meeting of the Board shall be delivered to each Director by email or facsimile at least five days before the day on which the meeting is to be held; or mailed to each Director, postage prepaid, addressed to the Director's residence or usual place of business; or emailed to each Director at an address designated in a written request filed with the Secretary at least seven days before the day on which the meeting is to be held. In the case of annual and special meetings, notice shall be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken. To discuss matters requiring prompt action, notice of special meetings may be sent to each Director by email, facsimile, or telephone, or given personally, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours, in which case notice may be given any time before the meeting is held. Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, before or at the beginning the meeting, the omission of notice to him or her. No notice need be given of any adjourned meeting.

Section 12. Quorum. Unless a greater proportion is required by law, the Certificate of Incorporation, or these Bylaws, the quorum shall be a majority of the Directors of the Board.

Section 13. Voting. Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. Any one or more Directors of the Board or any committee thereof may participate in a meeting of the Board or committee by means of telephone or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The following acts of the Board require the affirmative vote of at least two-thirds of the entire Board:

- (a) a purchase, sale, mortgage, or lease of real property of the Corporation;
- (b) a sale, lease, exchange, or other disposition of substantially all of the assets of the Corporation;

- (c) approval of a plan of merger;
- (d) authorization of a plan of non-judicial dissolution;
- (e) revocation of a voluntary dissolution proceeding; or
- (f) an alteration to these Bylaws or the Certificate of Incorporation of the Corporation that would increase the quorum requirement or vote requirement to greater than a majority of the Board present at the time of the vote.

Section 14. Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Directors of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 15. Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. Subject to Article XII below (Conflicts of Interest Policy), provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board, this shall not in any way limit reimbursement of or payment for services provided to the Corporation by the Director in any capacity separate from his or her responsibilities as a Director, or by any organization with which a Director is affiliated.

#### ARTICLE IV OFFICERS, EMPLOYEES, AND AGENTS

Section 1. Number and Qualifications. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and any other Officers, including one or more Vice Presidents, the Board may appoint. One person may hold more than one office in the Corporation. The President shall be a director of the Board. The other Officers may, but need not, be Directors of the Board. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected for a one-year term at the Annual Meeting of the Board, and each shall continue in office until his or her successor is elected and qualified, or until his or her death, resignation, or removal.

Section 3. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority, perform such duties, and receive such reasonable compensation, if any, as the Board determines. To the extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal. Any Officer, employee, or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 6. President: Powers and Duties. The President shall preside at all meetings of the Board. The President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. He or she has the power to sign and execute, alone or

in the name of the Corporation, all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President, and shall perform such other duties as the Board shall assign.

Section 7. Vice Presidents: Powers and Duties. A Vice President shall have such powers and duties as may be assigned by the Board. In the absence of the President, the Vice President(s), in the order designated by the Board, shall perform the duties of the President.

Section 8. Secretary: Powers and Duties. The Secretary shall keep the minutes of the Annual Meeting of the Board and all meetings of the Board in books provided for that purpose. He or she shall be responsible for giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as the Board shall assign.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness, and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the Annual Meeting of the Board, the Treasurer shall render a report of the Corporation's accounts showing in appropriate detail: (a) the assets and liabilities of the Corporation as of a twelve-month fiscal period terminating not more than six months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period. The report shall be filed with the minutes of the Annual Meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York which contains the information specified above. The Treasurer shall, at all reasonable times, exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, and whenever required by the Board, render a statement of the Corporation's accounts, and perform all duties incident to the position of Treasurer, subject to the control of the Board.

Section 10. Compensation. Any Officer who is not a Director but is an employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation as an employee or agent when authorized by a majority of the entire Board, and only when so authorized.

Section 11. Sureties and Bonds. In case the Board shall so require, any Officer or agent of the Corporation shall execute for the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including responsibility for negligence and for the accounting for all property or funds of the Corporation that may come into his or her hands.

## ARTICLE V COMMITTEES

The Board, by resolution adopted by a majority of the entire Board, may establish and appoint standing committees or special committees of the Board consisting of at least three Directors with such powers

and duties as the Board may prescribe. The members of such committees shall be appointed by the President of the Board, subject to the approval of the Board. A standing committee is one that will have responsibilities on an ongoing basis. A special committee is one limited in responsibilities by duration or by project.

## ARTICLE VI ADVISORY COMMITTEES

Section 1. Powers. The Board may appoint from time to time any number of persons as the advisors of the Corporation to act either singly or as a committee or committees of the Corporation. Each advisor shall hold office during the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine.

Section 2. No Compensation. No advisor to the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

## ARTICLE VII BOARD OBSERVERS

Section 1. Powers. The Board may appoint from time to time any number of persons as observers of the Board to attend meetings of the Board. Each observer shall hold office during the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine.

Section 2. No Compensation. No observer of the Board shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

## ARTICLE VIII CONTRACTS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS

Section 1. Checks, Notes, and Contracts. The Board is authorized to select the banks or depositories as it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money; acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property—real, personal, or otherwise, including stocks, bonds, or other securities—as the Board may deem desirable.

## ARTICLE IX BOOKS

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these bylaws, and all minutes of meetings of the Members and of

the Board.

## ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall be the same as the calendar year.

## ARTICLE XI INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation may, to the extent permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator, was a Director, Officer, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding, or (b) he or she personally gained a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation, including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, Officers, and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

## ARTICLE XII CONFLICTS OF INTEREST, CONTRACTS AND SERVICES OF DIRECTORS AND OFFICERS

### Section 1. Disclosure.

(a) Prior to the election to the Board, and thereafter on an annual basis, all Directors shall disclose in writing, to the best of their knowledge, any Interest (as defined below) such Director may have in any corporation, organization, partnership, or other entity which provides professional or other goods or services to the Corporation for a fee or other compensation, and any position or other material relationship such Director may have with any other not-for-profit corporation with which the Corporation has an attorney-client or other business relationship (collectively, a "Conflict of Interest"). A copy of such disclosure statement shall be available to any Director of the Corporation upon request.

(b) If, at any time during his or her term of service, a Director acquires any Interest or otherwise a circumstance arises which may pose a Conflict of Interest, the Director shall promptly disclose that Interest or other Conflict in writing to the Chairman of the Board.

(c) When any matter for decision or approval comes before the Board or any committee of the Board in which a Director has an Interest or Conflict of Interest, the Director shall immediately disclose that Interest or Conflict of Interest to the Board or relevant Committee.

Section 2. Definition of "Interest." A Director has an Interest in an entity if he or she would derive a

significant individual economic benefit, either directly or indirectly, from any transaction or relationship involving such entity or any decision on a matter involving such entity by the Board or a Committee. The fact that an entity may take positions on legislative matters of general impact shall not constitute an Interest or Conflict of Interest.

Section 3. Voting. No Director shall vote on any matter in which he or she has an Interest or a Conflict of Interest.

Section 4. Non-Participation. Any Director who has an Interest or a Conflict of Interest in a matter shall leave the room in which discussion regarding that matter is carried on, if so requested by the Board or the relevant Committee, provided, however, that the interested Director may participate in any discussion regarding his or her absence and shall be given an opportunity to disclose and explain the interested transaction to the Board prior to the Board discussion and vote on the transaction without the presence of the interested Director.

Section 5. Attempts to Influence. Directors shall not attempt to influence other Directors regarding matters in which they have an Interest or Conflict of Interest, without first disclosing that Interest or Conflict of Interest as provided in Section 1 of this Article.

Section 6. Contract Review Committee. The Board may, in its discretion, establish a Contract Review Committee consisting of at least three Directors to review any contract that is proposed for approval by the Board and respecting which a Director may have a Conflict of Interest (an "Interested Party Contract"). If no Contract Review Committee has been duly appointed, the Board or another committee so authorized by the board (not including the Directors having an interest in the Interested Party Contract) shall serve such role. The Contract Review Committee or Board shall review the Interested Party Contract and determine whether to authorize the Interested Party Contract, provided that if the Interested Party Contract is of a magnitude that it would otherwise require Board approval, the Contract Review Committee shall submit the Interested Party Contract to the Board with its recommendation whether or not to approve it. The Contract Review Committee or the Board must approve an Interested Party Contract by a majority vote of the disinterested Directors entitled to vote on the matter.

### ARTICLE XIII NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability, or any category protected by law.

### ARTICLE XIV REFERENCE TO CERTIFICATE OF INCORPORATION

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted in these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.

## **Part II**

Question 1: OSHWA's Certificate of Incorporation, certified by the Delaware Secretary of State, is attached.

Question 5: OSHWA's current bylaws are attached.

## **Part IV**

The open source hardware Association (OSHWa) is committed to enabling the promise of the open source hardware movement: to make engineering and technological knowledge accessible to everyone, and to encourage the collaborative development of technology that serves education, environmental sustainability, and human welfare.

Open source hardware is rooted in the hobbyist electronics movement and, along with the "do-it-yourself" movement, is part of an increasing trend toward individual skill-building, small-scale and local production, and repairing or repurposing old or obsolete items. Open source hardware enthusiasts work together in local cooperative workshops and over the internet to design and share technical solutions to problems large and small—from turning a light on and off to measuring background radiation in nuclear disaster zones.

As this movement has grown in recent years, it has helped to make basic engineering, electronics, and programming skills more accessible to the general public. Local cooperatives provide classes on building circuits, learning programming language, and similar topics. Collaboratively produced designs and tutorials have served as the basis for lesson plans for introductory electronics courses in high school and university classrooms. The open source hardware movement has also enabled the creation of innovative solutions to scientific, medical, and environmental problems.

OSHWa does not produce open source hardware (or software) itself, but rather seeks to encourage socially beneficial uses of open source hardware by providing opportunities for community coordination and collaboration, documenting and supporting the shared values of the open source hardware community, facilitating educational uses of open source hardware, and studying and reporting on open source hardware community activity.

OSHWa's specific activities are as follows:

### *1. Organize conferences and community events*

OSHWa organizes and hosts the Open Hardware Summit (OHS), an annual conference that brings together speakers and community members to discuss issues of importance to the open source hardware community. OHS was first produced in 2010, before OSHWA was formed, by individual community members who saw a need to bring community members together to share ideas and highlight important perspectives within the movement. OSHWA was first conceived of because the success of that first OHS demonstrated the need for a persistent organization to manage the annual summit.

OHS has been held in New York City for the past three years, each time bringing approximately 400 attendees. It will be hosted at the Massachusetts Institute of Technology in 2013, and at a location (to be decided) in Europe in 2014. The summit is also broadcast worldwide via the web at no cost for viewers. OSHWA records and archives video and slides from the presentations for viewing on the OHS website. Presentation topics have included: formal classroom education using open source hardware, informal community educational activities through cooperative work spaces and "citizen science" initiatives, techniques for manufacturing open source hardware, open hardware projects devoted to solving particular

social or environmental problems, community documents like the open source hardware definition, and best practices for open source hardware documentation and licensing.

OSHWA also partners with other groups around the world to host events and meetups. Many of these are focused on specific community topics. Past and upcoming examples include:

- Open Hardware STEMtacular (New York, April 2012), an event where educators learned about how to use open source hardware to teach science, technology, engineering, and mathematics (STEM) concepts in their classrooms.
- The Open Hardware Documentation Jam (New York, May 2013), a workshop to design a framework of standard formats for documenting hardware designs that makes them easier to recycle, repair, and reuse. Just as a clothing label tells the owner how to care for the garment, documentation conforming to this framework will tell people how to recycle the hardware's components, which parts can be fixed and how, and how components are licensed.
- OuiShare (Paris, 2013), a nonprofit conference bringing together groups from all over the world involved in open knowledge exchange and collaborative development.

These events further OSHWA's educational purpose by providing opportunities for the presentation of research, providing information to educators about how to use open source hardware to teach science, technology, engineering, and math concepts using open source hardware, and encouraging community initiatives to provide informal instruction in the same areas.

The Open Hardware Summit is run by volunteer co-chairs appointed by the OSHWA board. It occupies 100% of their time within OSHWA and approximately 15% of the organization's time. Other events occupy approximately 10% of OSHWA's time. These events are funded by event sponsors and ticket sales.

## *2. Educate the general public about open source hardware and its socially beneficial uses*

OSHWA will educate the general public about the production and use of open source hardware. Through information published on our website and presented at our conferences, we explain what open source hardware is; open source hardware's value in education, environmental preservation, and other socially beneficial applications; how collaboration happens within the open source hardware community; and best practices for producing and using open source hardware. For example, In the fall of 2012, OSHWA produced a video as a public service announcement that explains what open source hardware is and its benefits.

OSHWA devotes a substantial portion of the Open Hardware Summit to presentations that further OSHWA's scientific, educational, and charitable purposes by educating attendees about hardware projects that advance scientific research, promote environmental health, and help people in disaster areas, in need, or in remote locations. For example:

- Akiba presented his design for an open source Geiger counter in response to the Fukushima nuclear disaster in Japan. Akiba's Geiger counter can be built by anyone and can easily interface with other hardware for purposes of combining its output with other data (such as GPS location data, for mapping fallout across a large land mass, as Akiba did in Japan);
- Shannon Dosemagen & Liz Barry presented Public Lab, a project they created in Louisiana for civic science that stresses the development of low cost, easy to make research tools for environmental health issues;
- Russell Neches & Meg Pirrung presented a design for an open lab for microbial ecology and have built a DNA sequencing machine tool to make microbial ecology more accessible to the broader



- scientific community;
- Gabriella Levine presented on project Protei, which is an open source fleet of DIY sailboat drones to clean up oil spills making for a better environment, and;
- Zach Lieberman talked about The Eyewriter Initiative, a project to produce assistive technology for paraplegic people enabling communication with eye movement.

OSHOWA has also pursued its charitable purpose by partnering with Open Source Ecology and Everywhere Tech, nonprofit organizations devoted to building open tools for people in developing countries, to help establish the economic and social impact of open source hardware in the developing world. Through this and other partnerships, OSHOWA plans to empower the application of open source hardware solutions to humanitarian aid.

OSHOWA board members and volunteers regularly speak at conference to educate the general public about open source hardware. We were invited to represent the open source hardware community at an event called "OH / DC" to educate policymakers in Washington D.C. about the technology and principles behind open source hardware. (The event did not involve any discussion of specific legislation or candidates; OSHOWA does not plan to engage in lobbying.) OSHOWA will continue to serve as a source of credible information on behalf of the community for those unfamiliar with open source hardware. OSHOWA members have also spoken about open source hardware at various conferences. For example, Alicia Gibb spoke on education and open source hardware at TEDx Stockholm; Catarina Mota spoke at the TEDGlobal conference about open source hardware and materials; and Nathan Seidle spoke at TEDx Boulder about open source hardware makers can thrive without the need for patents that inhibit the sharing of technology designs.

25% of OSHOWA's time will be dedicated to education about the open source hardware movement and its scientific, humanitarian, and other socially valuable uses. This work will be funded by membership fees and donations.

### *3. Organize the open source hardware movement around shared values and principles*

OSHOWA will coordinate and document (in print and online) community efforts to produce open source hardware principles, standards, and methodologies. We will continue to host online and in-person meetings to support these efforts, such as breakout sessions at conferences, online forums, and email list discussions. OSHOWA's goal is to provide a supportive environment for community discussion and collaboration, and consensus-building.

Examples of these activities to date include:

- Participation in the Documentation Jam, described above, to produce standards and guidelines for documenting open source hardware and encouraging environmental sustainability in the use and reuse of open source hardware;
- Coordination of a community process to develop the Open Source Hardware Principles and Open Source Hardware Definition;
- Leadership of a community process to develop a logo to identify open source hardware designs, and guidelines for use of the logo.

Because open source hardware is an international movement, OSHOWA has worked with enthusiasts in several different countries to translate the output of these processes into multiple languages including Swedish, Japanese, Spanish, Italian, Greek, French, Portuguese, and Latin. OSHOWA hosts these translations on its website.

These activities support OSHWA's educational purpose by producing information and articulating community standards concerning engineering and design principles and methodology. The documentation initiative supports OSHWA's charitable purpose by promoting environmental sustainability in the production and use of hardware.

20% of OSHWA's time will be dedicated to facilitating and documenting community discussions about shared values and principles of the movement. This activity will be paid for by membership fees and donations.

#### *4. Facilitate STEM education through the use of open source hardware*

The open source hardware movement encourages the the sharing of information about how hardware is designed and built. OSHWA will help put this information to use improve education in engineering, science, art, and design, by facilitating educators' access to lesson plans and other resources that employ open source hardware designs. These resources will enable classrooms to put engineering concepts to use in real-world applications.

Initially, OSHWA plans to develop a directory of classroom tools and projects incorporating open source hardware, such as lessons and tutorials, physical materials, laboratory instruments, AV equipment, and classroom-ready 3D printers. The directory will help educators identify resources suited to their classroom activities and written study materials. OSHWA will work with educators to create age-appropriateness and safety labels for use with open source hardware projects and products.

OSHWa will assist universities and tech transfer offices in understanding how open source hardware licensing works in conjunction with academic research. Many in the scientific community, particularly in the field of nanotechnology, feel that access to basic research is being increasingly foreclosed by patents. OSHWA hopes to inform researchers, scientists, tech transfer offices, and granting agencies about open source hardware as a complementary strategy for intellectual property licensing at colleges and universities—one that encourages further development of scientific research. OSHWA board members Alicia Gibb and Nathan Seidle gave a presentation at the National Science Foundation in April 2013, and will continue pursuing discussions with NSF and similar organizations about including open source hardware in their portfolio of IP options.

25% of OSHWA's time will be allocated for producing and presenting materials for educators. Funding for this activity come from membership fees, university partnerships, and grants.

#### *5. Collect, compile and publish data on the open source hardware movement*

OSHWa will document activity and trends within the open source hardware community, by collecting and publishing data from annual surveys about the use of open source hardware. These surveys will cover topics such as the use of open source hardware in academia and in industry, employment related to open source hardware, and use of various licenses. From the resulting data, OSHWA hopes to report on the social and economic significance of the movement internationally. OSHWA conducted one such survey in 2012, which can be found on our website at <http://www.oshwa.org/oshw-community-survey-2012/>, documenting the demographic information about the movement. OSHWA's volunteer research chair is responsible for putting together the 2013 survey and expanding it to include more economic information. OSHWA also hopes to coordinate with researchers at universities to study and publish data about the movement.

This activity furthers OSHWA's educational purpose by providing factual information to the general public

about the demographics, economic impact, and usage patterns of the open source hardware movement.

10% of time will be designated to collecting and compiling data about the movement and this will be paid for by membership fees and donations.

## **Part V**

Question 2a: Alicia Gibb and Nathan Seidle are married to each other.

Question 3a:

Name	Position	Monthly hours worked	Compensation
Alicia Gibb	President, Board Member	30	\$0
Windell Oskay	VP and Secretary, Board Member	2	\$0
Nathan Seidle	Treasurer, Board Member	2	\$0
Wendy Seltzer	Board Member	1	\$0
Danese Cooper	Board Member	1	\$0

### **Qualifications:**

Alicia Gibb has been a leader and advocate within the community for the past three years. She was a visiting professor at UC San Diego, teaching electronics to artists, computer scientists and electrical engineers. She is also a researcher. Previously, she was the R&D Lab Director at Bug Labs in New York City.

Windell Oskay has strong leadership skills and has been active in the open hardware community for several years. Windell is co-founder of Evil Mad Scientist Laboratories, a family owned small business in California, designing and producing "DIY and open source hardware for art, education, and world domination." A published playwright, award winning cartoonist, and he has been variously employed as a quantum mechanic, photographer, and (atomic) clock maker.

Nathan Seidle has been active in the open hardware community for the past ten years. Nathan is the CEO of SparkFun Inc. in Boulder, Colorado, a small business he founded in 2003 as an undergraduate student in electrical engineering. His vision for SparkFun was a

website that showed multiple views of each product, linked to the datasheet, and contained tutorials on everything they sell.

Wendy Seltzer is a Fellow with Yale Law School's Information Society Project, previously a fellow with Princeton University's Center for Information Technology Policy; the Silicon Flatirons Center for Law, Technology, and Entrepreneurship at the University of Colorado; and with the Berkman Center for Internet & Society at Harvard Law School.

Danese Cooper has experience advocating for working with several non-profits, and has sat on many boards within the technology sector. Previously, she was Chief Technical Officer of the Wikimedia Foundation and, for six years, an advocate at Sun Microsystems.

Question 5a: OSHWA's conflict of interest policy is contained in Article XII of our bylaws, the current version of which is attached.

## **Part VI**

Question 1a: We will occasionally provide travel funds for participants to attend our events. These funds will be provided to assist people who would not otherwise be able to attend. Funds will be reimbursement for costs incurred by proof of receipt.

## **Part VIII**

Question 4a:

Email Solicitations will primarily be used for donations for our conference, the Open Hardware Summit. These solicitations will be sent to past donors, and donors who have supported similar conferences.

Personal solicitations will primarily take place at future Open Hardware Summits with people who have shown interest in donating.

Our website allows individuals and organizations who support OSHWA's mission to join our membership by paying a membership fee. We also have a form for individual donations and sell tickets for the Open Hardware Summit on the website.

We will apply for foundation grant solicitations and government grant solicitations if they suit OSHWA's mission. We have not yet applied for any.

Question 12b: We will coordinate with local open source hardware interests groups whose missions are compatible with OSHWA to produce international events and foster the

international open source hardware community. So far, the only country we have specific plans to do this in is France.

Question 12c: We are participating in OuiShare, a nonprofit conference taking place this year in Paris, France, which brings together groups from all over the world involved in open knowledge exchange and collaborative development. We plan to similarly coordinate with groups in other countries to translate documents from OSHWA and host localized events.

Question 12d: People from many countries are already active in the open hardware movement. Working with international open source hardware groups will allow us to learn from those communities, strengthen collaboration between those involved in open source hardware internationally, and extend the impact of our educational and humanitarian activities to people in other countries.

## **Part IX**

(A)

Tax Year 1/1/2012-12/31/2012

9. Ticket sales from the Open Hardware Summit 2012 Total: \$21,567

23. Expenses from the Open Hardware Summit 2012:

Equipment and Rental	\$3,492
Printing and Banners	\$4,361
Travel Expenses	\$1,546
Supplies	\$436
Catering for Volunteers	\$341
<b>Total</b>	<b>\$10,176</b>

(B)

Tax Year 1/1/2013-12/31/2013

9. Ticket sales from the Open Hardware Summit 2012 Total: \$22,000

23. Expenses from the Open Hardware Summit 2012:

Equipment and Rental	\$2,000
Printing and Banners	\$4,000
Travel Expenses	\$2,000
Supplies	\$500
Catering for Volunteers	\$400
Catering for Conference	\$9,100
<b>Total</b>	<b>\$18,000</b>

(C)

Tax Year 1/1/2014-12/31/2014

9. Ticket sales from the Open Hardware Summit 2012 Total:	\$22,000
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23. Expenses from the Open Hardware Summit 2012:

Equipment and Rental	\$2,000
Printing and Banners	\$4,000
Travel Expenses	\$3,000
Supplies	\$500
Catering for Volunteers	\$400
Catering for Conference	\$9,100
<b>Total</b>	<b>\$19,000</b>

(D)

Tax Year 1/1/2015-12/31/2015

9. Ticket sales from the Open Hardware Summit 2012 Total:	\$22,000
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23. Expenses from the Open Hardware Summit 2012:

Equipment and Rental	\$3,000
Printing and Banners	\$4,000
Travel Expenses	\$3,000
Supplies	\$800
Catering for Volunteers	\$700
Catering for Conference	\$9,500
<b>Total</b>	<b>\$21,000</b>