

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**CERTIFICATE OF INCORPORATION**

to

**.NET FOUNDATION**

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 3/31/2014

UBI Number: 603-389-068



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in black ink that reads "Kim Wyman".

Kim Wyman, Secretary of State

Date Issued: 3/31/2014

FILED

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WA SECRETARY OF STATE

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ARTICLES OF INCORPORATION OF  
.NET FOUNDATION

The undersigned, acting as incorporator of a corporation under the Washington Nonprofit Miscellaneous and Mutual Corporations Act (Chapter 24.06 of the Revised Code of Washington) (the "Act"), hereby signs and verifies the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME**

The name of the corporation shall be .NET Foundation (the "Corporation").

**ARTICLE II - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III - PURPOSES**

The Corporation is organized to promote the interests of the .NET programming community, including developers, independent software vendors and platform providers, by: fostering open development and collaboration of open source technologies for .NET programming and related technologies; and serving as a forum for commercial and community developers to strengthen the future of the .NET ecosystem and wider developer community by promoting openness, community participation, and rapid innovation. Subject to the requirements and applicable limitations of Section 501(c)(6) of the Internal Revenue Code of 1986 (the "Code"), the Corporation shall be permitted to conduct other lawful activities permitted under the Act.

**ARTICLE IV - MEMBERS**

**Section 4.1 Single Class; Rights and Responsibilities.** The Corporation shall have members of a single class. Members of the Corporation shall have the exclusive right to elect directors of the Corporation, in the number and pursuant to the procedure set forth in the Bylaws. Members shall have all of the rights and responsibilities conferred upon "members" under the Act.

**Section 4.3 Manner of Admission to Membership and Termination of Membership.** The initial member of the Corporation shall be the Microsoft Corporation. Additional members shall be admitted, and memberships may be terminated, from time to time by the then-current members pursuant to the Bylaws, and any independent software vendor, platform provider, or other .NET community member with an interest in .NET development may be admitted as a member.

**Section 4.4 Rights of Members to Assets or Funds of the Corporation.** The Corporation shall not distribute any surplus funds to its members other than in dissolution pursuant to Article X hereof, and membership interests shall have no value in the event of termination or for any dissenting member.

## ARTICLE V - CAPITAL STOCK

The Corporation shall not have capital stock.

## ARTICLE VI - DIRECTORS

**Section 6.1 Number of Directors.** The initial Board of Directors shall consist of three individuals. The number of directors may be increased or decreased from time to time as specified in the Bylaws of the Corporation without amendment to this Section 6.1.

**Section 6.2 Name and Addresses of Directors.** The names and addresses of the directors who will manage the affairs of the Corporation until the first annual meeting of the Board of Directors as provided in the Bylaws, and until their successors are elected and qualified, are:

Name	Address
Miguel de Icaza	2 Park Plaza, Suite 700 Boston, MA 02166
Gianugo Rabellino	Microsoft Open Technologies, Inc. One Microsoft Way Redmond, WA 98052
Jay Schmelzer	Microsoft Corporation One Microsoft Way Redmond, WA 98052

## ARTICLE VII - DIRECTOR LIABILITY LIMITATIONS

**Section 7.1 Immunity from Liability.** A director of the Corporation shall have such immunity from liability as is granted under federal and Washington state law.

**Section 7.2 Liability to the Corporation.** No director of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a director, unless such conduct involves (a) intentional misconduct or a knowing violation of law by the director, (b) a violation of RCW 23B.08.310, or (c) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled ("Bad Acts"). If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time, with respect to an act or omission of such director occurring prior to such time.

## ARTICLE VIII – INDEMNIFICATION OF DIRECTORS

**Section 8.1 Indemnity and advancement of expenses.** As authorized by RCW 23B.08.560, the Corporation shall, without regard to the limitations in RCW 23B.08.510 through 23B.08.550: (a) indemnify its directors to the full extent permitted by the Act; and (b) advance reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding. Such indemnity and advancement of expenses shall not, however, apply on account of conduct that is finally adjudged as a Bad Act.

**Section 8.2 Procedure.** The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions.

**Section 8.3 Amendment.** No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification or advancement of expenses provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

## ARTICLE VIII - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be 300 Deschutes Way SW, Suite 304, Tumwater, Washington 98501. The name of the initial registered agent of the Corporation at such address shall be Corporation Service Company.

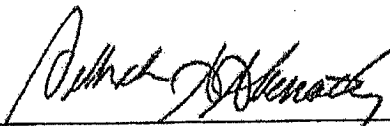
## ARTICLE X - DISSOLUTION

Upon the winding up or dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed in the discretion of the Board of Directors to (a) the members in such amounts (or as property in kind) as determined by the Board of Directors, and/or (b) to one or more organizations described in Section 501(c)(6) of the Code or the corresponding provision of any future United States Internal Revenue law, or one or more purposes described in Section 501(c)(6) of the Code or the corresponding provision of any future United States Internal Revenue law, and used exclusively to accomplish the purposes for which this Corporation is organized.

## ARTICLE XI - INCORPORATOR

The incorporator's name and address are: Deborah Ann Abernathy, 400 Capitol Mall, Suite 3000, Sacramento, California 95814

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 31st day of March, 2014.

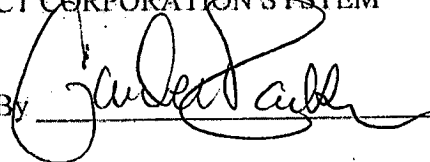
  
\_\_\_\_\_  
Deborah Ann Abernathy, Incorporator

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

CT Corporation System hereby consents to serve as registered agent, in the State of Washington, for .NET Foundation (the "Corporation"). We understand that as agent for the Corporation, it will be our responsibility to accept service of process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer(s) of the Corporation; and to notify the Office of the Secretary of State immediately of our resignation or of any changes in the address of the registered office of the Corporation for which we are agent.

Date: 3/31/ \_\_\_\_\_, 2014.

CT CORPORATION SYSTEM

By  \_\_\_\_\_ **Cardell Rankin**  
**Assistant Secretary**

Registered Office Address:

505 Union Avenue SE, Suite 120  
Olympia, WA 98501