



Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)


Name
Approved

ARTICLE I

The exact name of the corporation is:

DSpace Foundation, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

See Attached Continuation Page Article II

C
P
M
R.A.


P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

DSpace Foundation, Inc.

Attachment to Articles of Organization

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ARTICLE II

The Corporation shall always be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"), including any corresponding provision of any future United States internal revenue law (hereinafter, "Section 501(c)(3)"). Specifically, the purposes of the Corporation are:

- (i) to lead the collaborative development of open source software for digital repositories that enables services for access, provision, stewardship and re-use of digital assets with a focus on educational, scholarly and research materials;
- (ii) to promote the adoption of and community building in support of this technology;
- (iii) to provide a platform for innovation in these areas with an overarching goal of promoting the dissemination and future utility of information and knowledge; and
- (iv) to carry out and conduct such other activities and programs in furtherance of the foregoing purposes as may be carried out and conducted by a corporation organized under Chapter 180 of the Massachusetts General Laws. Subject to Article IV hereof, no part of the net earnings of the Corporation shall ever inure to the benefit of any director or employee of the Corporation.

In furtherance of such purposes, subject to the restrictions and limitation herein contained, the Corporation shall have and may exercise all of the powers specified in Section 9 of Chapter 156B of the General Laws of the Commonwealth of Massachusetts (except the powers specified in paragraph (m) thereof) and the power to be a partner in any enterprise in which the Corporation would have the power to conduct itself, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other Chapter of said General Laws.

Notwithstanding any other provisions of these Articles of Organization, except to the extent permitted by Section 501(h) of the Code, or the corresponding section(s) of any future United States federal tax law, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office, nor shall the Corporation participate in activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

N/A

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Attached Continuation Page Article IV

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

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ARTICLE IV

1. No part of the assets or the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services actually rendered, (ii) to reimburse reasonable expenses incurred on behalf of and for the benefit of the Corporation, and (iii) to make payments and distributions in furtherance of the Corporation's purposes set forth in Article II hereof.
2. No officer or director shall be personally liable to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of an officer or director, to the extent that such liability is imposed by applicable law, (i) for any breach of the officer's or director's duty of loyalty to the Corporation or its members, if any, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.
3. The Corporation shall, to the fullest extent permitted by law and only to the extent that the status of the Corporation as exempt from federal income tax as an organization described in Section 501(c)(3) of the Code is not affected thereby, indemnify each of its directors, officers, employees and other agents, and each person who serves at its request as a member, trustee, director, officer, employee or other agent of another organization in which it has an interest (the "Indemnities"), against all Expenses (as hereinafter defined) reasonably incurred by any such Indemnitee in connection with the defense or disposition of any action, suit, hearing, or other proceeding, whether civil or criminal, investigative or administrative, in which any such Indemnitee may be involved or with which such Indemnitee may be threatened, while in office or thereafter, by reason of being or having been such member, trustee, director or officer. Any such Indemnitee shall be entitled to an advance by the Corporation of Expenses incurred in defending any civil, criminal, administrative or investigative proceeding prior to the final disposition thereof subject to the undertaking to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws Chapter 180, Section 6 or Section 6C. For purposes of this Paragraph 3 of this Article IV, "Expenses" shall include, without limitation, any fines, penalties, liabilities fixed by a judgment, order or award, any amount paid as a reasonable settlement, reasonable attorneys' fees, fees of expert witness (including, without limitation, accountants and investment bankers), and all other disbursements, costs or expenses of the type customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, being or preparing to be a witness in, or otherwise participating in, a hearing, proceeding, or investigation or in resisting or preparing to resist any claims or litigation, by whomsoever asserted, arising out of or in connection with any action taken or omitted in good faith as such director, officer, employee or

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agent. As used herein, the term "reasonable settlement" shall include settlements or compromises approved by the Corporation or by counsel for the Corporation in a written opinion to the Board of Directors that the settlement or compromise is in the interests of the Corporation and falls within these provisions of these Articles of Organization.

4. Neither the Board of Directors of the Corporation, nor any member, if any, nor officer, shall have power to bind the members, if any, or the individual directors of officers of the Corporation, personally. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation, shall look only to the funds and property of the Corporation for payment of any such contract or claim or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due and payable to them from the Corporation, so that neither the members (if any) nor the directors nor the officers, present or future, shall be personally liable therefore.

5. During any period of time in which the Corporation is or is deemed to be a private foundation as defined in Section 509(a) of the Code and notwithstanding any other provision of these Articles of Organization or the Bylaws of the Corporation:

a. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

b. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

c. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

d. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

e. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

6. Upon the affirmative vote of a majority of the Board of Directors then in office, the Corporation may authorize a petition for the dissolution of the Corporation to be filed in the Supreme Judicial Court of the Commonwealth of Massachusetts setting forth in substance the grounds of the application for dissolution and requesting the court to authorize the administration of the Corporation's funds for such similar public charitable purposes as such Court may determine. Upon the dissolution of the Corporation, no assets of the Corporation shall be distributed to any member of the Corporation. Upon dissolution of the Corporation, the Corporation's assets shall be distributed as directed by the court which ordered such dissolution, provided, however, that notwithstanding any order of such court, the Corporation's assets shall be distributed exclusively for the purposes of the Corporation in such manner or to such

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organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3).

7. The directors of the Corporation may make, amend or repeal, in whole or in part, the Bylaws of the Corporation (a) by an affirmative vote of a majority of the directors then in office at any meeting of directors, provided that notice of the substance of the proposed amendment is given in the call of the meeting at which such vote is taken or each director waives such notice or attends such meeting, or (b) by the directors acting by unanimous written consent.

8. Persons of all race, religion and of either sex shall be entitled to all the rights, privileges, programs and activities generally made available to participants in the Corporation, its programs and activities, and the Corporation shall not discriminate on the basis of race, religion or sex in administering its policies and programs.

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ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:
c/o MIT, 77 Massachusetts Ave., Building 25-131, Cambridge, MA 02139

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	See Attached		
Treasurer:			
Clerk:			
Directors: (or officers having the powers of directors)			

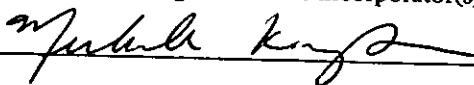
c. The fiscal year of the corporation shall end on the last day of the month of:
June

d. The name and business address of the resident agent, if any, of the corporation is:

Michele Kimpton, c/o MIT, 77 Massachusetts Ave., Building 25-131, Cambridge, MA 02139

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) *are clearly typed or printed* beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 26 day of July, 20 07.



Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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ARTICLE VII

BOARD OF DIRECTORS AND OFFICERS

<u>NAME</u>	<u>ADDRESS</u>
President: Michele Kimpton	46 Fells Road Winchester, MA 01890
Treasurer: Michel Benard	En Arzillier CH 1184 Luins Switzerland
Clerk: Thomas J. Kelly	10 Benton Street Wellesley, MA 02482
<u>Directors:</u>	
Ann Wolpert	4 Shepard Street Cambridge, MA 02138
Michel Benard	En Arzillier CH 1184 Luins Switzerland
Carole Moore	5 Albermarle Avenue Toronto, Ontario Canada M4K 1H6
Charles Henry	5622 Palisade Falls TRL Kingwood, TX 77345
Peter Walgemoed	Boschdijk 5612 Hg Eindhoven The Netherlands
Matthew Cockerill	28 Dresden Road Archway London N19 3BD UK
Michele Kimpton	46 Fells Road Winchester, MA 01890

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THE COMMONWEALTH OF MASSACHUSETTS
ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 26th day of July 2007.

Effective date: _____

1025852

William Francis Galvin
WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

COMMONWEALTH
2007 JUL 26 PM 1:47
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION
Contact information:

Mark J. DeVito, Legal Assistant
c/o Mintz, Levin et al.
One Financial Center, Boston, MA 02111
Telephone: (617) 832-6978
Email: _____

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.