

4265043

**ARTICLES OF INCORPORATION**  
**OF**  
**DJANGO SOFTWARE FOUNDATION**  
(A Not-for-Profit Organization)

FILED  
2008 MAY 23 PM 4:  
SECRETARY OF STATE

The undersigned incorporator hereby forms and establishes a corporation ~~NOT~~ FOR PROFIT under the laws of the State of Kansas.

**FIRST ARTICLE**

The name of this corporation is DJANGO SOFTWARE FOUNDATION (referred to herein as the "**Corporation**").

**SECOND ARTICLE**

The location of the Corporation's registered office is 609 New Hampshire Street, Lawrence, Douglas County, Kansas 66044. The resident agent at this address is DJANGO SOFTWARE FOUNDATION.

**THIRD ARTICLE**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3), 170(c)(2)(B) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "**Code**"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code. The Corporation's purposes shall include, but not be limited to, developing and promoting the DJANGO framework for free and open public use among the world-wide web development community, protecting the framework's long-term viability, and advancing the state of the art in web development. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, contributors, or other persons in their private capacity, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in this Article.

To further such objects and purposes, the Corporation shall have and shall exercise all the powers conferred by the provisions of The Kansas General Corporation Code except as herein specifically restricted.

Notwithstanding any other provision hereof, the Corporation shall not carry on any activities not permitted to be carried on (1) by an organization exempt from federal income tax under Section 501(a) of the Code, (2) as an organization described in Section 501(c)(3) of the Code or (3) by an organization, the contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

Upon the dissolution of the Corporation, the Corporation's Board of Directors shall, after paying or otherwise making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to organizations that qualify as exempt charitable, educational, or scientific organizations under Section 501(c)(3) of the Code as such board shall determine. Any such assets not so disposed of shall be disposed of by the District Court 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. No member of the Corporation shall benefit financially from the dissolution hereof.

#### **FOURTH ARTICLE**

The conditions of membership for and the selection of members of the Corporation shall be as stated in the Bylaws. The Corporation will not have authority to issue capital stock. The initial members of the Corporation shall be Jacob Kaplan-Moss and Adrian Holovaty.

#### **FIFTH ARTICLE**

The term for which this Corporation is to exist is perpetual.

#### **SIXTH ARTICLE**

The name and residence of the incorporator are: Jacob Kaplan-Moss, 2029 Learnard, Lawrence, Kansas 66046.

#### **SEVENTH ARTICLE**

The power to adopt, amend and repeal the bylaws of the Corporation shall reside in the Board of Directors of the Corporation.

#### **EIGHTH ARTICLE**

The number of directors may be increased or decreased from time to time by amendment of the Bylaws. The Board of Directors shall have all powers granted by Kansas law and statutes. The names and residences of the persons who are to serve as directors until their successors are elected and qualified are: JACOB KAPLAN-MOSS, 2029 Learnard, Lawrence, Douglas County, Kansas 66044, DAN COX, 609 New Hampshire Street, Lawrence, Douglas County, Kansas 66044, and ADRIAN HOLOVATY, 626 West Aldine Avenue, Unit 1W, Chicago, Illinois 60657-3452.

#### **NINTH ARTICLE**

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's



duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A. 17-6424 and any amendments thereto, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective. The Corporation shall maintain general liability insurance in such amount as shall be determined by the directors and sufficient to enable volunteers of the Corporation to come within the provisions of K.S.A. 60-3601.

No director or member of the Corporation shall be personally liable for the debts or obligations of the Corporation, nor shall any property of a member or director be subject to the claims of creditors of the Corporation.

IN TESTIMONY WHEREOF, the incorporator has executed these Articles this 19<sup>th</sup> day of May, 2008.

  
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JACOB KAPLAN-MOSS


STATE OF KANSAS )

SS:

COUNTY OF DOUGLAS )

Personally appeared before me, a Notary Public, in and for said County and said State, the above named, JACOB KAPLAN MOSS who is personally known to me to be the same person who executed the foregoing instrument in writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19<sup>th</sup> day of May, 2008.

  
\_\_\_\_\_  
Notary Public

My appointment Expires:



I hereby certify this to be a true and  
correct copy of the original on file.  
Certified on this date: May 23, 2008  
Ron Thornburgh, Secretary of State