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Examiner

The Commonwealth of Massachusetts

Office of the Secretary of State
One Ashburton Place, Boston, MA 02108

Michael Joseph Connolly, Secretary

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

RESIDENCE

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Richard M. Stallman

166 Prospect Street
Cambridge, Mass. 02139

113993

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

E. J. ...
Not
Approved

1. The name by which the corporation shall be known is:

FREE SOFTWARE FOUNDATION, INC.

2. The purposes for which the corporation is formed is as follows:

The corporation is formed for literary, educational, and charitable purposes with the special purposes of i) encouraging, fostering, and promoting the free exchange of computer software and information related to computers and other technology; ii) distributing and disseminating software and information related to computers and other technology; and iii) increasing the public's access to computers and other high technology devices.

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F.C.

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

3. if the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows: -

(NOT APPLICABLE)

4. 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 PAGES: 4A, 4B, 4C, 4D, 4E)

4. The Corporation shall have the following powers in furtherance of its corporate purposes:

- (a) The Corporation shall have perpetual succession of its corporate name.
- (b) The Corporation may sue or be sued.
- (c) The Corporation may have a corporate seal which it may alter at pleasure.
- (d) The Corporation may elect or appoint directors, officers, employees, and other agents, fix their compensation, and define their duties and obligations.
- (e) The Corporation may purchase, receive, or take any grant, gift, devise, bequest, or otherwise lease, or otherwise acquire, own, hold, improve, employ, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.
- (f) The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- (g) The Corporation may sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage, pledge, encumber, or create a security interest in, all or any of its property, or any interest therein, wherever situated.
- (h) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use, and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
- (i) The Corporation may make contracts, give guarantees, and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge, or encumbrance of, or security interest in, all or any of its property, or any security interest therein, wherever situated.
- (j) The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) The Corporation may do business, carry on its operations, and have offices and exercise the powers granted by Chapter 166 of the General Laws of the Commonwealth of Massachusetts in any jurisdiction within or without the United States, although the Corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

(l) The Corporation may pay pensions, establish and carry out pensions, savings, thrift, and other retirement and benefit plans, trust, and provisions for any or all of its directors, officers, and employees.

(m) The Corporation may make donations in such amounts as the members of directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, literary, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof, provided that as long as the Corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, literary, or educational purposes.

(n) The Corporation may be an incorporator of other corporations of any type or kind.

(o) The Corporation may be a partner in any business enterprise which it would have power to conduct by itself.

(p) Meeting of the members may be held anywhere in the United States.

(q) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.

(r) The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, if such status is conferred upon the Corporation, indemnify each of its directors, officers, employees, and other agents (including persons who serve at its request as directors, officers, employees, or other agents or another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened while in

office or thereafter, by reason of being or having been such a director, officer, employee, or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee, or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification:

(i) by a disinterested two-thirds majority of the directors then in office; or (ii) by a two-thirds majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; or (iii) by a two-thirds majority of the disinterested members entitled to vote, voting as a single class. Expenses, including counsel fees, reasonably incurred by any such director, officer, employee, or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated to be not entitled to indemnification under Chapter 180, Section 6, of the General Laws of The Commonwealth of Massachusetts. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee, or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director," "officer," "employee," and "agent" include their respective heirs, executors, and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

(s) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer, or member of this Corporation individually, or any individual having any interest in any concern in which any such directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this Corporation, and

(i) such contract, transaction, or act shall not in any way be invalidated or otherwise affected by that fact;

(ii) no such director, officer, member, or individual shall be liable to account to this Corporation for any profit or benefit realized through any such contract, transaction, or act; and

(iii) any such director of this Corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, any may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member, or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this Corporation.

(t) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer or director of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth; and no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501 of the Internal Revenue Code; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

(u) Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provisions therefor, all of the assets of the Corporation shall be disposed of to one or more organizations which have purposes similar to those of the Corporation and are exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(v) In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the Corporation, the following provisions shall apply:

The directors shall distribute the 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 Internal Revenue Code.

The directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(w) The Corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other chapter of the General Laws of The Commonwealth of Massachusetts; and provided, further, that the Corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the Corporation may receive under Section 501(c)(3) of the Internal Revenue Code, if such status is conferred upon the Corporation.

(x) All references herein: (i) to the Internal Revenue Code, shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended; (ii) to the General Laws of the Commonwealth of Massachusetts Chapter, as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or the General Laws of the Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions thereafter adopted.

(y) Whenever a work of software or other information is offered to the public by the Corporation with express terms, the offering of such work or information shall expressly permit members of the public to redistribute that work on such terms.

7A

DIRECTORS

<u>NAME</u>	<u>RESIDENCE</u>	<u>POST OFFICE ADDRESS</u>
Harold Abelson	126 Sumner Street Newton Centre, Mass. 02159	SAME
Robert J. Chassell	65 Queen Street Lowell, Mass. 01851	SAME
Richard M. Stallman	116 Prospect Street Cambridge, Mass. 02139	SAME
Gerald Jay Sussman	147 Gloucester Street Arlington, Mass. 02174	SAME
Leonard H. Tower, Jr.	36 Porter Street Somerville, Mass. 02143	SAME

5. 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 below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing).
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

1000 Massachusetts Avenue, Cambridge, Mass. 02138

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Richard M. Scallman	166 Prospect Street Cambridge, Mass. 02139	SAME
Treasurer:	Robert J. Chassell	65 Queen Street Lowell, Mass. 01851	SAME
Clerk:	Robert J. Chassell	65 Queen Street Lowell, Mass. 01851	SAME

Directors: (or officers having the powers of directors)

(SEE CONTINUATION SHEET 7A)

c. The day initially adopted on which the corporation's fiscal year ends is:

September 30

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

Third Tuesday in February

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

NOT APPLICABLE

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this fourth day of October 1985

I/We the below signed INCORPORATORS 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 principal officers have not been similarly convicted. If so convicted, explain.

Richard M. Scallman

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization

28791

RECEIVED

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written 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 \$30.00 having been paid, said articles are deemed to have been filed with me this 4th day of October 1985

Effective date

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

..... Mark A. Fischer, Esquire
..... Cohen & Burg, P.C.
..... 33 Broad Street
..... Boston, Mass. 02109
.....
..... Telephone (617) 742-7840

Filing Fee \$30.00

Cop. Mailed

DEC 11 1985