

ARTICLES OF INCORPORATION OF
Corporation For Digital Scholarship
ORGANIZED PURSUANT TO THE
VIRGINIA NON-STOCK CORPORATION ACT

THE UNDERSIGNED, for the purpose of forming a corporation under the Virginia Nonstock Corporation Act, does hereby make, subscribe and file these Articles for that purpose and certifies as follows:

1. Name. The name of the Corporation is Corporation For Digital Scholarship (the “Corporation”).

2. Purposes. The Corporation is organized exclusively for charitable educational purposes and for other charitable purposes permissible under section 501(c)(3) of the Internal Revenue Code, including but not limited to:

- (a) To coordinate and promote the development, production, distribution and use of Free and Open Source Software useful for academic, archival, and research purposes, including the software packages known as Zotero and Omeka (the “Software”).
- (b) To make the Software available for free to the public to use, change, or distribute it as Free and Open Source Software.
- (c) To defend the right of the public to freely obtain, develop, and distribute the Software.
- (d) To fund the corporation’s nonprofit activities in part by providing, for a fee, services related to the Software, such as online hosting of data used in conjunction with the Software.
- (e) To promote the use and development of Free and Open Source Software.

Subject to the limitations set forth in these Articles, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

3. Activities and Powers.

- (a) The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under

Section 501(c)(3) of the Internal Revenue Code (the Code) and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the Corporation may exercise any and all powers conferred upon nonstock corporations by Sections 13.1-826 and 13.1-827 of the Virginia Nonstock Corporation Act. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) 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, or in opposition to, any candidate for public office.

- (b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any person having a personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth in Article 2.

4. Members. The Corporation shall have no voting members. All voting power, including without limitation, the power to vote on amending provisions of the Articles of Incorporation, shall be vested in the Board of Directors.

5. Directors.

- (a) The governing body of the Corporation shall consist of the initial directors of the Corporation and of such other persons as shall be elected to be a director at any meeting thereof by a vote of the majority of all of the directors of the Corporation. Each director shall have one vote. The directors of the Corporation may serve as permitted by the Bylaws.
- (b) Unless the Corporation's bylaws provide otherwise, the number of directors of the Corporation shall be not less than three nor more than seven. The following individuals comprise the initial Board of Directors:

Class I:

Daniel Cohen
327 Lewis St NW
Vienna, VA 22180

Bruce D'Arcus
109 McKee Ave.

Oxford, OH 45056

Robert Griffith
108 Grant Avenue
Takoma Park, MD, 20912

Class II:

MacKenzie Smith
77 Massachusetts Ave, E25-131
Cambridge, MA 02130

Joseph T. Scheinfeldt
4750 41st Street NW #204
Washington DC 20016

Sean Takats
4220 Elizabeth Ln
Annandale VA 22003

- (c) Directors shall be elected annually by the incumbent directors of the Corporation to succeed those directors whose terms have expired.
- (d) The Board of Directors shall be divided into two classes, Class I and Class II. Each Class shall consist, as nearly as possible, of one-half of the number of Directors constituting the entire Board of Directors. Class I Directors shall be initially elected for a term expiring at the first annual meeting of the Board of Directors. Class II Directors shall be initially elected for a term expiring at the second annual meeting of the Board of Directors. Thereafter, both classes of directors shall be elected to terms that shall expire upon the second annual meeting of the Board of Directors held since their election.

6. Public Support. The Corporation shall solicit funds from the public consistent with the purposes of the Corporation.

7. Registered Office and Agent. The registered office of the Corporation shall be 8300 Boone Blvd., Suite 500, Vienna, Virginia 22182. The registered agent shall be Daniel Cohen, who is a resident of Virginia and a Director of the Corporation and maintains an address at the Corporation's registered office.

8. Dissolution. Upon the dissolution of the Corporation and the winding up of its affairs, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, the assets of the Corporation shall be distributed as the Board of Directors may determine to one or more entities organized and operated exclusively for charitable, scientific, literary or educational purposes and described in Sections 170(c)(2) and 501(c)(3) of the Code when distributions are to be made to them. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

9. Private Foundation. During such period, or periods, of time as the Corporation is treated as a “private foundation” pursuant to Section 509 of the Code, the following shall apply: the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to a tax under Section 4942 of the Code, and the Corporation shall not

- (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code,
- (b) retain any excess business holdings as defined in Section 4943(c) of the Code,
- (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or
- (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

10. Relief from Liability. To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Code 501(c)(3).

IN WITNESS WHEREOF, the undersigned incorporator, over the age of nineteen (19) years of age, has executed, subscribed and acknowledged this Certificate this 28th day of September, 2009.

Aaron Williamson
1995 Broadway, 17th Floor
New York, NY 10023

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Filed by:
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