

ARTICLES OF INCORPORATION
OF
OBJECTIVE-SEE FOUNDATION, INC.

The undersigned, to form a nonprofit corporation under the laws of the State of Hawaii and to obtain the rights and benefits conferred by those laws upon a nonprofit corporation, make and execute the following Amended and Restated Articles of Incorporation ("Articles") under the Hawaii Nonprofit Corporations Act, Hawaii Revised Statutes, Chapter 414D.

ARTICLE I

NAME

The name of the corporation shall be Objective-See Foundation, Inc. (hereafter referred to as the "Corporation").

ARTICLE II

INITIAL MAILING ADDRESS

The mailing address of the Corporation's initial principal office is 38 Leihulu Way, Kula, HI 96790.

ARTICLE III

REGISTERED AGENT AND OFFICE

The Corporation shall have and continuously maintain a registered agent in the State of Hawaii as required by Hawaii law. The name of the Corporation's registered agent in the State of Hawaii is Patrick Wardle.

The street address of the place of business of the person in the State of Hawaii to which service of process and other notice and documents being served on or sent to the entity represented by the registered agent may be delivered to is 38 Leihulu Way, Kula, HI 96790.

ARTICLE IV

MEMBERS

The Corporation shall not have members.

ARTICLE V

PURPOSE OF CORPORATION

(A) General. The Corporation shall be organized and operated exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the “Code”). Specifically, the Corporation shall have the following purposes:

- (1) To create free and open-source software to protect personal computers from cyber attacks;
- (2) To create free educational content (such as blogs, videos, and books) on topics relating to personal computer security and cyber attacks targeting computer systems and users; and
- (3) To organize a computer security conference in order to facilitate the dissemination of research and educational content related to computer security and cyber attacks targeting computer users.

(B) Corporate Powers. Also in furtherance of the above purposes, the Corporation has all powers granted to a nonprofit corporation under the Nonprofit Corporations Act of the State of Hawaii, Chapter 414D of the Hawaii Revised Statutes, and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under Code Section 501(c)(3) and its ability to receive contributions deductible under Code Section 170(c)(2).

(C) Restrictions. No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any individual having a private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided however, the Corporation may make the election provided under Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, religious, or educational purposes as a nonprofit corporation and the Corporation shall not carry on any activities not permitted to be carried on:

(1) By a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or

(2) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI

NON-PROFIT

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its directors or officers, except for services actually rendered to the Corporation; provided, however, that the Corporation shall be empowered to make reasonable payments and distributions in furtherance of the purposes for which it is organized and operated.

ARTICLE VII

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

ARTICLE VIII

BOARD OF DIRECTORS

There shall be a board of directors consisting of not fewer than three persons. The number of directors and the manner of their election, resignation, removal and replacement shall be determined in accordance with the Bylaws. The affairs and business of the Corporation are to be managed and conducted by the Board of Directors, as provided in the Bylaws of the Corporation.

ARTICLE IX

PRIVATE FOUNDATION RULES

The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in Section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to and shall abide by the provisions of Sections 4941(d), 4942, 4943(c), 4944, and 4945(d) of the Code or comparable provisions of any future tax code applicable to private foundations.

ARTICLE X

DIRECTOR LIABILITY

(A) Personal Liability. No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director except that this Article does not eliminate or limit the liability of a director:

- (1) For any breach of a director's duty of loyalty to the Corporation;
- (2) For acts or omissions not in good faith or which involve intentional

misconduct or a knowing violation of law;

(3) For any transaction from which a director derived an improper personal economic benefit; or

(4) Under Sections 414D-150 to 414D-152 of the Hawaii Revised Statutes.

(B) Amendment. If the Hawaii Nonprofit Corporations Act is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability set out in this Article, will be limited to the fullest extent permitted by the amended law.

ARTICLE XI

AMENDMENTS

These Articles may be amended as permitted by law and as provided in the Bylaws, but no amendment shall authorize the Corporation to conduct its affairs in any manner for any purpose contrary to the provisions of Section 501(c)(3) of the Code.

ARTICLE XII

DISSOLUTION

Upon the dissolution or winding up of the Corporation, after all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefor, remaining property and assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 operated¹ exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, that I/we are authorized to sign this Articles of Incorporation, and that the above statements are true and correct.

Signed this 12th day of March, 2021.



Jacqueline A. Henson, Incorporator

Incorporator Address: Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.
901 K Street, N.W., Suite 900
Washington, DC 20001