

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **17th day of October , 2008** *Articles of Incorporation of:*

DRUPALCON, INC.

The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in Good Standing , according to the records of the Corporations Division, having filed all reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **16th day of October , 2009** .

LINDA K. ARGO
Director

Business and Professional Licensing Administration


PATRICIA E. GRAYS

Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

**STATEMENT OF ELECTION TO ACCEPT FOR NONPROFIT CORPORATION
FOR DRUPALCON, INC. (formerly DrupalCon Cooperative)**

Pursuant to the provisions of the Non-Profit Corporation Act (D.C. Code, Title 29, Chapter 3 as amended)(the "Act"), the undersigned corporation (the "Corporation") elects to avail itself thereto:

Article 1—Name

The name of the non-profit corporation prior to this election is DrupalCon Cooperative. The Corporation hereby changes its name to DrupalCon, Inc.

Article 2—Statement of Resolution

The resolution recommending that the Corporation accepts the Act was adopted at a meeting of the Board of Directors held on September 28, 2009, to be retroactive to the date of formation of the entity on October 18, 2008, and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

Article 3—Purposes and Restrictions

The Corporation is organized, and shall at all times be operated, exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including but not limited to, for such purposes, the organization of educational events regarding Drupal, a free and open source internet content management system that is distributed under a free, general public license.

The Corporation is intended to qualify as a tax exempt organization described in Section 501(c)(3) of the Code, which is not a private foundation as described in subsection 509 of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activities not permitted to be carried on by an organization: (i) exempt from federal income tax under Section 501(c)(3) of the Code ; (ii) contributions to which are deductible under Section 170(c)(2) of the Code; and (iii) defined in Section 509(a)(2) of the Code.

Without limiting the generality of the foregoing, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article 3. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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Although the Corporation does not intend to be classified as a private foundation within the meaning of Section 509 of the Code, during any period in which the Corporation is so classified, the Corporation (i) shall make distributions of the income or assets of the Corporation 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, (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code, (iv) shall not make any investments in such manner as to subject the Corporation to the taxes on investments which jeopardize charitable purposes imposed by Section 4944 of the Code, and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

All terms and provisions of these Articles and all operations of the Corporation shall be construed, applied and carried out in accordance with such intent.

Article 4—Members

The Corporation will have no members as defined in the Act.

Article 5—Directors

The governing body of the Corporation shall be a Board of Directors. The number of directors constituting the initial Board of Directors is three. The names of the initial directors of the Corporation are Dries Buytaert, Angela Byron and Jacob Redding each of whom (i) has consented to serve and (ii) shall serve as director until the first annual meeting of the Board of Directors or until that individual's successor is elected and shall qualify.

The address of each Director and officer is set forth opposite his or her name below:

Jacob Redding (Director/Treasurer): 17812 Rivendel, Lutz, Florida 3354

Angela Byron (Director/Secretary): 4821 Melrose Ave., Montreal, QC, H3X 3P4,
Canada

Dries Buytaert (Director/President): Langveld 2, bus 12, 2600 Berchem, Belgium

The Board of Directors shall be constituted and have such powers as are provided for in the Corporation's Bylaws and the Act.

Article 6—Regulation of Internal Affairs

6.1 Dissolution. Upon the dissolution or final liquidation of the Corporation, and after the payment or provision for payment of all of the liabilities of the Corporation, all of the remaining assets shall be distributed to one or more tax-exempt organizations described in Section 501(c)(3), which is not a private foundation as described in Section 509(a) of the Code, or the corresponding provisions of any future federal tax laws, selected by the Board of Directors. Any assets not disposed of by the Board of Directors

shall be disposed of by the court that has general jurisdiction for the county in which the principal office of the Corporation is then located, exclusively to one or more organizations as said court shall determine, which are at such time tax-exempt organizations under Section 501(c)(3) of the Code and not a private foundation as defined in subsection 509(a) of the Code.

6.2 Limitation of Liability. To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, no director or officer of the Corporation shall be liable to the Corporation for monetary damages for conduct as a director or officer occurring on or after the date of adoption of this provision. Any amendments to or repeal of this provision or the Act shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. No change in the Act shall reduce or eliminate the rights and protection set forth in this Article unless the change in the law specifically requires such reduction or elimination. This provision, however, shall not eliminate or limit the liability of a director or officer for:

- A. Any breach of the director's or officer's duty of loyalty to the Corporation;
- B. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- C. Any unlawful distribution; and
- D. Any transaction from which the director or officer derived an improper personal benefit.

6.3 Indemnification. To the fullest extent permitted by the Act, as it exists on the date hereof or is hereafter amended, the Corporation:

- A. Shall indemnify any person who was, is, or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that (i) he or she is or was a director or an officer of the Corporation, or (ii) served at the Corporation's request as a trustee or officer of another nonprofit corporation or enterprise, or (iii) served at the Corporation's request as a fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974) with respect to any employee benefit plan of the Corporation, or (iv) serves or served at the request of the Corporation as a trustee, director, officer, employee, or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise.



B. Shall pay for or reimburse the reasonable expenses incurred by a director or an officer in any matter described above in Article 6.3.A in advance of final disposition of the proceeding.


The indemnification and advancement of expenses provided for in this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of Directors, or otherwise. The right to and amount of indemnification and advances shall be determined in accordance with the provisions of the Act in effect at the time of the determination.

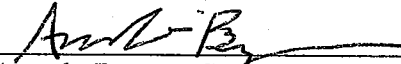
Article 7—Registered Agent and Registered Office

The name of the initial registered agent is Bonnie Bogle. The address of the initial registered office, which is identical to the registered agent's business office, is 600 Water Street, SW NBU 3-09, Washington DC 20024.

If you sign this form, you agree that you understand that anyone who makes a false statement anywhere on it can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC Sec. 22-2405.

This document may be signed in counterparts.

Signed by:  Date: October 1st 2009
Eric Baytaert, President

Attested by:  Date: 2009-09-30
Angela Byron, Secretary

Corporate Seal:



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DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS

District of Columbia Government**Corporations Division**PO Box 92300
Washington DC 20090**RA-1. Registered Agent Written Consent****Use this form to appoint a Registered Agent for an entity. Choose Option A or B, but not both. There is no filing fee for this form.**

Under DC Official Code (DCOC) Titles 29 and 41, a Registered Agent (RA) must be:

1- A bona fide resident of the District of Columbia (DC).

OR

2- A for-profit corporation, authorized to conduct business in the District by the virtue of certificate of incorporation or certificate of authority.


OR

3- Another non-profit corporation, authorized to conduct business in the District by the virtue of certificate of incorporation / authority.

Entities may not act as their own RAs.

Limited Liability Companies (LLCs) and Limited Liability Partnerships (LLPs) and Limited Partnerships (LPs) may not act as RAs.

Registered Agent Address may never be outside the District of Columbia. Address must be physical street address, never a PO Box.**A. By a District Of Columbia resident:** I, a bona fide District resident, consent to act as a RA for the entity below.

Name of Resident	Address of Resident
Bonnie Bogle	600 Water Street, SW NBU 3-09, Washington, DC 20024
Entity Name	Signature
DrupalCon, Inc. (formerly DrupalCon Cooperative)	

B. By a legally authorized corporation: The authorized corporate Registered Agent in the District, by the signatures of its President/Vice-President and Secretary/Assistant Secretary, agrees to act as RA for the entity below.

Name of RA Corporation	Address
Entity Name	
<input type="checkbox"/> President	<input type="checkbox"/> Vice-President
<input type="checkbox"/> Secretary	<input type="checkbox"/> Assistant Secretary
Signature	Signature

If you sign this form, you agree that you understand that anyone who makes a false statement anywhere on it can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC # 22-2405.**Mail all forms and required payment to:**Department of Consumer and Regulatory Affairs
Corporations Division
PO Box 92300
Washington, DC 20090

Phone: (202) 442-4400