

CERTIFICATE OF INCORPORATION
OF

USENIX ASSOCIATION

(A Delaware Corporation)

I, the undersigned, in order to form a nonprofit nonstock corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, being Chapter I of Title 8 of the Revised Code of 1953, as amended by Chapter 50 of the Laws of 1967, and Acts supplemental thereto, do hereby certify as follows:

1. NAME.

The name of the Corporation (the "Corporation") is USENIX ASSOCIATION.

2. REGISTERED OFFICE AND AGENT.

The registered office of the Corporation is to be located at 306 South State Street, in the City of Dover, in the County of Kent, in the State of Delaware. The name of its registered agent at that address is the United States Corporation Company.

3. PURPOSES AND POWERS.

3.1 The object and purpose of the Corporation is to engage in any lawful act or activity for which a non-stock, nonprofit corporation may be organized under the General Corporation Law of Delaware.

3.2 Without limiting in any manner the scope and generality of Section 3.1, but in furtherance thereof, the Corporation shall have the purposes and objects to foster the development, free exchange and communication of information and ideas pertaining to computer systems among the holders of licenses and sublicenses for software obtained from Western Electric Company, including, but not restricted to UNIX, all subject to the terms of the several licenses and sublicenses of such holders.

The Corporation shall have the following powers, in addition to those powers granted by the General Corporation Law of Delaware, and in furtherance of the Corporation's objects and purposes, to the extent permitted by law:

3.2.1 Make (i) grants to organizations which are exempt from income tax under section 501(c)(3) of the United States Internal Revenue Code of 1954 and to nonprofit organizations which are involved with

computer systems, or (ii) contributions which are deductible under section 170(c)(1) of such Code, as such sections and such Code may be amended, for the purpose of carrying out any one or more of the purposes set forth in sections 3.1 and 3.2.

3.2.2 In the event of a liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of law), none of the property or assets of the Corporation shall be made available in any way to any individual, corporation, or other organization, except to either a nonprofit corporation or other organization which is involved with computer systems or to corporations or other organizations located in the United States which qualify as exempt from income tax under section 501(c)(3) of the United States Internal Revenue Code of 1954, as the same may be amended.

4. INCORPORATOR.

4.1 The name and mailing address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert A. Jacobs	Box 1803 Grand Central Station New York, New York 10163

4.2 The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation in the manner required by the General Corporation Law of Delaware.

5. DIRECTORS.

5.1 The names and addresses of the persons who are to serve as Directors are as follows:

<u>Name</u>	<u>Address</u>
Lou Katz	Columbia University Department of Pharmacology 630 W. 168th Street New York, N.Y. 10032
Ira Fuchs	City University of N.Y. 535 E. 80th Street New York, N.Y. 10021
Melvin Ferentz	Rockefeller University 1230 York Avenue New York, N.Y. 10021

5.2 The affairs of the Corporation shall be managed and all powers of the Corporation shall be exercised by the Board of Directors, except as otherwise provided by law, but the Directors shall act only as a Board and the individual Directors shall have no power as such.

5.3 The Corporation shall not have authority to issue any capital stock.

5.4 The number of directors which shall constitute the whole Board shall be fixed by the By-laws, but in no case shall the number be less than three.

5.5 Election of Directors, their term of office, quorum and voting requirements, classes of Directors, and filling of vacancies shall be as provided by the By-laws.

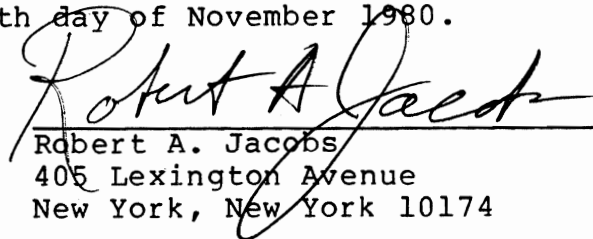
6. BY-LAWS.

6.1 The Corporation shall adopt By-laws, which shall set forth the procedures for the election of Members and Directors of the Corporation, and may contain such other provisions for the regulation of the affairs of the Corporation as from time to time shall be deemed advisable. Such By-laws, to the extent permitted by law and this Certificate of Incorporation, are to be adopted in the first instance by the persons named in section 5.1 to serve as Directors, and thereafter the Board of Directors may from time to time make, amend, or repeal By-laws; provided, that any By-law made, amended or repealed by the Board of Directors may be amended or repealed, and any By-law may be made, by the Members.

6.2 The admission of all persons to membership and participation in the Corporation, the conditions of membership and participation, the rights and obligations of Members and Participants and the classification of Members and Participants, if any, shall be as provided in the By-laws.

6.3 The funds, assets and private property of the Members, Participants, Directors and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation this 25th day of November 1980.



Robert A. Jacobs
405 Lexington Avenue
New York, New York 10174

0467b



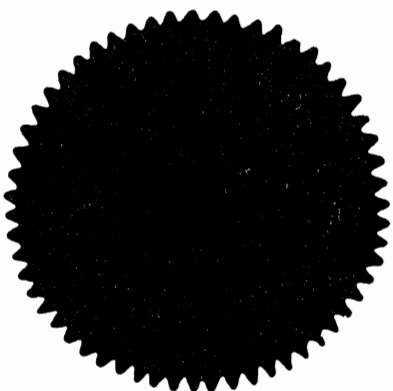
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "USENIX ASSOCIATION", as received and filed in
this office the twenty-sixth day of November, A.D. 1980, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-sixth *day*
of November *in the year of our Lord*
one thousand nine hundred and eighty.



RECEIVED FOR RECORD

Nov. 26 A.D. 1980

Robert J. Donaway
RECORDER

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

United States Corporation Company

306 South State Street, Dover, Delaware

Albany, N. Y.
Carson City, Nev.
Chicago, Ill.
Jersey City, N. J.

Los Angeles, Cal.
Philadelphia, Pa.
St. Louis, Mo.
Washington, D. C.

Executive Offices

70 Pine Street, New York, New York 10005

INDEXED

STATE OF DELAWARE }
KENT COUNTY }

RECORDED in the Office for the Recording of Deeds, Etc.
at Dover, In and for the said County of Kent, in Corp.

Record 0 Vol. 69 Page 103 Etc.

the 26th day of November A. D. 1980

WITNESS my hand and the Seal of said office.

Robert J. Conway

RECORDED

NOV 26 1980 9 A.M.

Anna C. Nelson

SECRETARY OF STATE