

ARTICLES OF INCORPORATION
OF
PARROT FOUNDATION
(A Washington State Nonprofit Corporation)

NAME OF CORPORATION

The name of the corporation is Parrot Foundation (the “Corporation”).

EFFECTIVE DATE OF INCORPORATION

Upon filing by the Secretary of State

TERM OF EXISTENCE

The term of existence shall be perpetual.

PURPOSE FOR WHICH THE NONPROFIT CORPORATION IS ORGANIZED

This Corporation is a nonprofit membership corporation, organized and operated exclusively for scientific, educational, and charitable purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including, but not limited to:

- (a) protecting the intellectual property consisting of the virtual machine, tools, libraries, and computer language implementations collectively known as “Parrot”;
- (b) cultivating an open source community and an ecosystem of complementary tools, libraries, extensions, applications, and computer language implementations;
- (c) offering Parrot to members of the general public through the use of open source licensing;
- (d) educating members of the general public in the application of Parrot;
- (e) advancing Parrot through scientific research and development; and
- (f) aiding, supporting, and assisting by gifts, grants, contributions, or otherwise, other persons or organizations of any kind, provided that such activities are consistent with the foregoing purposes.

The Corporation shall have all powers now or hereafter granted by law, and all powers lawfully necessary or required to carry out its purposes, either alone or in cooperation with others, subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation’s Articles of Incorporation or Bylaws.

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code, or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

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 to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

During the period the Corporation is the beneficial owner of any securities of an issuer with a class of equity security which is registered pursuant to Section 12 of the Securities Exchange Act of 1934, no director or officer of the Corporation who is also an officer, director or beneficial owner of more than 10 percent of any class of equity security of such issuer, or any other individual or entity (if securities held by such other individual or entity would be deemed to be beneficially owned by such director or officer for the purposes of Section 16 of such Act) shall directly or indirectly engage in any self-dealing transaction with the Corporation, including any act which would be self-dealing as defined in Code Section 4941(d) if the Corporation were a private foundation as defined in Code Section 509(a) and such director or officer were a disqualified person as defined in Code Section 4946 with respect to the Corporation.

If this Corporation is or becomes a private foundation within the meaning of Section 509 of the Code, and for as long as such private foundation status continues, the Corporation shall distribute its 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 Code, and the Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

IN THE EVENT OF A VOLUNTARY DISSOLUTION, THE NET ASSETS WILL BE DISTRIBUTED AS FOLLOWS

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of or provision for payment of all debts and liabilities of the Corporation shall be distributed to an organization or organizations, as determined by the Board of Directors, that are recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

NAME AND ADDRESS OF WASHINGTON STATE REGISTERED AGENT

BS&G
1191 Second Ave., Fl. 18
Seattle, WA 98101-2939

NAMES AND ADDRESSES OF EACH INITIAL BOARD DIRECTOR

Allison Randal



Gerard Gay



William Coleda



Jeffrey Horwitz



Shane Warden



NAMES AND ADDRESSES OF EACH INCORPORATOR

Allison Randal



SIGNATURE OF INCORPORATOR

Dated this 9th of June, 2008.



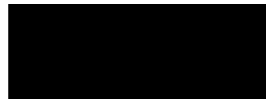
Allison Randal, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

The undersigned corporation, BS&G, Inc., hereby consents to serve as registered agent in the State of Washington for the above-named corporation. The undersigned understands that as agent for the Corporation, it will be its responsibility to receive service of process in the name of the Corporation, to forward all mail to the Corporation, and immediately to notify the office of the Secretary of State in the event of its resignation or of any change in the registered office address of the Corporation for which the undersigned is agent.

DATED as of June 9th, 2008.

BS&G, INC., Registered Agent



By

Susan L. Braunberger, Assistant Secretary