



Secretary of State
Corporation Division
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Registry Number: 435624-95
Type: DOMESTIC NONPROFIT CORPORATION

Next Renewal Date: 05/11/2008

AW SERVICES, INC.
C/O ATER WYNNE LLP
222 SW COLUMBIA ST STE 1800
PORTLAND OR 97201

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document

ARTICLES OF INCORPORATION

Filed On

05/11/2007

Jurisdiction

OREGON

Nonprofit Type

PUBLIC BENEFIT WITH
MEMBERS

Name

OPENID FOUNDATION

Registered Agent

AW SERVICES, INC.
C/O ATER WYNNE LLP
222 SW COLUMBIA ST STE 1800
PORTLAND OR 97201

435 624-95 ARTICLES OF INCORPORATION
OF
OPENID FOUNDATION

An Oregon Public Benefit Nonprofit Corporation

FILED
MAY 11 2007
OREGON
SECRETARY OF STATE

The undersigned individual 18 years of age or older, acting as incorporator under the Oregon Nonprofit Corporation Act (the "Act"), adopts the following Articles of Incorporation:

Article 1.

The name of the corporation is OpenID Foundation ("Corporation").

Article 2.

The Corporation is a public benefit corporation.

Article 3.

A. The Corporation is a nonprofit public benefit corporation, organized and operated to engage in any lawful activity permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Oregon Nonprofit Corporation Act (the "Act"). (All references to any section of the Code in these Articles shall be deemed to refer to the corresponding section of any future federal tax code.)

B. The specific purposes of the Corporation include the following:

(1) To foster and promote the development of, public access to, and adoption of OpenID as a framework for user-centric identity on the Internet; and

(2) To acquire, create, hold, and manage intellectual property related to OpenID and provide equal access to such intellectual property to the OpenID community and public at no charge.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 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, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with these Articles, the provisions of the Act, and Section 501(c)(3) of the Code.

Article 4.

The address of the initial registered office of the Corporation is c/o Ater Wynne LLP, 222 SW Columbia Street, Suite 1800, Portland, Oregon 97201. The name of the initial registered agent at this address is AW Services, Inc.

Article 5.

The name and address of the incorporator are: L. David Connell, 222 SW Columbia, Suite 1800, Portland, Oregon 97201.

Article 6.

The mailing address of the Corporation for notices is AW Services, Inc., 222 SW Columbia Street, Suite 1800, Portland, Oregon 97201.

Article 7.

The corporation shall have members, as that term is defined in the Act.

Article 8.

A. Indemnification. The Corporation shall indemnify to the fullest extent not prohibited by law any person who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such Proceeding.

B. Advancement of Expenses. Expenses incurred by a director or officer of the Corporation in defending a Proceeding shall in all cases be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such person, if the person:

(1) furnishes the Corporation a written affirmation of the person's good faith belief that such person has met the standard of conduct described in the Act or is entitled to be indemnified by the Corporation under any other indemnification rights granted by the Corporation to such person; and

(2) furnishes the Corporation a written undertaking to repay such advance to the extent it is ultimately determined by a court that such person is not entitled to be indemnified by the Corporation under this Article or under any other indemnification rights granted by the Corporation to such person.

Such advances shall be made without regard to the person's ability to repay such advances and without regard to the person's ultimate entitlement to indemnification under this Article or otherwise.

C. Definition of Proceeding. The term "Proceeding" shall include any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative, or investigative nature, in which a

person may be or may have been involved as a party or otherwise by reason of the fact that the person is or was a director or officer of the Corporation or 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 is or was serving at the request of the Corporation as a director, officer, or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

D. Non-Exclusivity and Continuity of Rights. This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the board of directors, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a person who has ceased to be a director or officer, (iii) shall inure to the benefit of the heirs, executors, and administrators of such person, and (iv) shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article.

E. Amendments. Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

Article 9.

No director or uncompensated officer of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a director or uncompensated officer; provided that this Article shall not eliminate the liability of a director or uncompensated officer for any act or omission for which such elimination of liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or uncompensated officer for any act or omission that occurs prior to the effective date of such amendment.

Article 10.

A. To the fullest extent permitted by the Act, the authority to make, alter, amend or repeal these Bylaws is vested exclusively in the Board of Directors and may be exercised upon approval of two-thirds of the directors present at a meeting duly held at which a quorum is present without the vote or consent of any members or third parties.

B. Except to the extent otherwise provided in these Articles, the authority to make, alter, amend or repeal these Articles is vested exclusively in the Board of Directors and may be exercised upon approval of two-thirds of the directors present at a meeting duly held at which a quorum is present without the vote or consent of any members or third parties.

Article 11.

Upon the dissolution of the Corporation, assets shall be distributed as determined by the affirmative vote of a majority of the directors present at a meeting duly held at which a quorum is present, provided, however, that the assets shall be distributed for one or more exempt

purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government or a state or local government, for a public purpose, or a person that is recognized as exempt under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the court of appropriate 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 the court shall determine, which are organized and operated exclusively for such purposes.

DATED: May 11, 2007


L. David Connell, Incorporator