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Pgs 4

THE PHP ASSOCIATION

Filed 02/25/2000 02 59 PM

; of Incorporation of The PHP Association

We, the undersigned natural persons of the age of 21 years or more, acting as Incorporators of the PHP Association under the Nebraska Nonprofit Corporation Act, adopt the following Articles of Incorporation for such non-profit corporation:

I

The name of the Association is the PHP Association.

II

The period of duration of the Association is perpetual.

III

The purpose or purposes for which the Association is organized is for any lawful purpose or purposes including, but not limited to the following:

- A. To advance the development of the PHP scripting language.
- B. To advance the acceptance and use of the PHP scripting language throughout the world.
- C. To advance the understanding and training and education in the PHP scripting language.
- D. To advance the notion of open source software development.
- E. To encourage professional and social relationships between its members and PHP developers.
- F. To work with related organizations for the advancement for PHP scripting language and other open source computer languages.

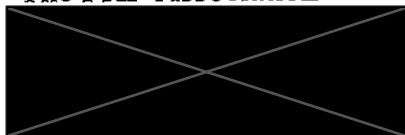
IV

The Corporation is a public benefit corporation.

V

The street address of the Association's initial registered office and the name of its initial registered agent at that office are:

David Hahn
The PHP Association



VI

The name and address of each incorporator:

Rasmus Lerdorf



David Hahn



VII

The Association will have members and classes of membership as set forth in its by-laws to be adopted by the Board of Directors.

VIII

The affairs of the Association will be managed in accordance with the law and the by-laws to be duly adopted by the initial Board of Directors.

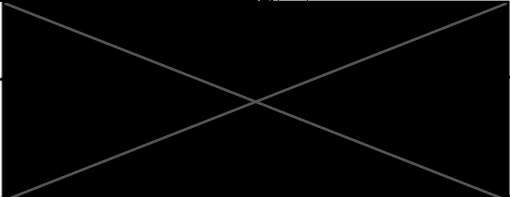
IX


Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all assets of the Association exclusively to other nonprofit organizations which support open

source software development and which are described in Section 509 (a)(1) or Section 509 (a)(2) of the Internal Revenue Code of 1954, and which at the time of dissolution qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue law). If there are no such organizations so organized, operated and qualified at the time of the dissolution of this Association, then the assets remaining after paying or making provisions for the payment of liabilities of the Association shall be distributed exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Internal Revenue law), and as the Board of Directors shall determine.

X

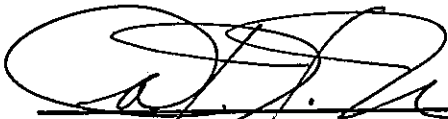
The names and street addresses of the individuals who are to serve as the initial Directors of the Association are set forth below:

Name	Street Address
Rasmus Lerdorf	
David Hahn	



Rasmus Lerdorf, Incorporator

Date: Feb. 14, 2000



David Hahr, Incorporator

Date: Feb 21, 2000

YArticles of Incorporation for PHP.doc



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THE PHP ASSOCIATION

Filed: 03/20/2000 03 29 PM

PROOF OF PUBLICATION

AFFIDAVIT

State of Nebraska, Lancaster County, ss:

Hahn Law Office
237 S. 70th Street, Suite 220
NOTICE OF INCORPORATION OF
THE PHP ASSOCIATION

Registered Agent: David H. Hahn.

The corporation shall engage in any lawful business for which a corporation may be formed under the Nebraska Nonprofit Corporation Act. The corporation is a public benefit corporation.

The corporation will have members.

David Hahn, Incorporator

Rasmus Lerdorf, Incorporator

Mar 16 (Thr)

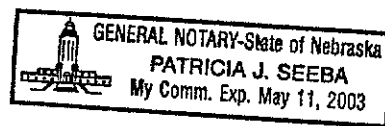
Mar 2-9-16
php-3/16

Scott G. Stewart, being duly sworn, deposes that he is an editor or manager of the Daily Reporter, a legal daily newspaper printed, published and of general circulation in the County of Lancaster and State of Nebraska, and that the attached printed notice was published in said newspaper once each week **three** successive weeks, the first insertion having been on the **2nd day of March A.D., 2000**, and thereafter on **March 9 and 16, 2000**, and that said newspaper is a legal newspaper under the statutes of the State of Nebraska. The above facts are within my personal knowledge.

Subscribed in my presence and sworn to
before me **March 16, 2000**

Patricia J. Seeba
Notary Public

Printers Fee \$40.43



SCOTT G. STEWART

MAR 20 2000

STATE OF NEBRASKA
CORPORATION DIVISION

**NONPROFIT CORPORATION BIENNIAL REPORT
STATE OF NEBRASKA, SECRETARY OF STATE**

Report shall show exact corporate name, registered agent and office,
officers and directors with complete street address of each

NE Sec of State - CORP TR
1000217423 Pgs. 2
THE PHP ASSOCIATION
Filed: 05/08/2001 08 49 AM

10010647

FOR CALENDAR YEAR COMMENCING
January 1, 2001
DELINQUENT APRIL 1

1. Exact Corporate Name

The PHP Association

2. OFFICERS

Name

Address

President:

Rasmus Lerdorf,

Secretary:

David Hahn,

Treasurer:

David Hahn,

3. DIRECTORS

(continued on page 2 if applicable)

Director:

Rasmus Lerdorf,

Director:

Sascha Schumann

Director:

Andrei Zmievski,

4. Registered Office:

5. Registered Agent:

David H. Hahn

6. Nature of Business:

To advance the development of the PHP scripting language.

7. Principal Office of Corporation:

MAKE CHECKS PAYABLE TO SECRETARY OF STATE

Your cancelled check is your receipt.

\$20.00
Fee

Sign Here

Signature of Officer

David H. Hahn

Printed Name of Officer

4/27/01
Date

DIRECTORS (continued)

Director: James F. Winstead, Jr.

Director: Thies C. Arntzen,

Director: Stig S. Bakken,

Director: Andi Gutmans,

Director: Zeev Suraski,

Director:

Director:

Director:

Director:

SECRETARY OF STATE

1305 STATE CAPITOL

P.O. BOX 94608

LINCOLN, NE 68509