

**CERTIFICATE OF INCORPORATION
OF
Haiku, Inc.**

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: Haiku, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

THIRD: The purpose or purposes for which the corporation is formed are as follows:

This corporation is organized exclusively for one or more purposes as specified in section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or corresponding sections of any future federal tax code.

To foster awareness of and participation in the building, maintenance and usage of the Haiku Operating System, to develop and promote free and open software relating to Haiku Operating System, to disseminate knowledge and information on all phases of the operating system and its development via newsletter, website and freely available source code.

The Haiku Operating System is a freely available operating system designed for Pentium (and beyond) desktop computers.

The business purpose of Haiku is to distribute free copies of Haiku OS, to assist the public in its use without charge, and to facilitate the adoption of computer systems by those who can not afford commercial software by supplying them with Haiku OS and other software free of charge.

FOURTH: The corporation shall be a Type C corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of Ontario, State of New York.

SIXTH: The names and addresses of the initial directors of the corporation are:

Michael Phipps	7537 Route 20A	Bloomfield, NY 14469
Michael Wilber	38 Vesper St Apt 1	Portland, ME 04101
Tyler Dauwalder	37th Ave NE Apt 4	Seattle, WA 98115

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Michael Phipps 7537 Route 20A Bloomfield, NY 14469

EIGHTH: (Optional) The name and street address in this state of the registered agent upon whom process against the corporation may be served is:

NINTH: *(State and Federal exemption language for Type B and C corporations seeking tax exemption):* Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1954 (the "IRC"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC §501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

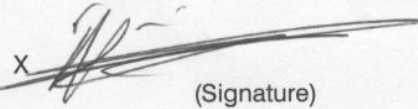
No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC §501(h)), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any taxable year in which the corporation is a private foundation as described in IRC §509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC §4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), retain any excess business holdings as defined in IRC §4943(c), (b) make any investments in such manner as to subject the corporation to tax under IRC §4944, or (c) make any taxable expenditures as defined in IRC §4945(d) or corresponding provisions of any subsequent Federal tax laws.

Michael Phipps
(Type name of incorporator)
7537 Route 20A Bloomfield NY 14469

X 
(Address) (Signature)

(Type name of incorporator)

X

(Signature)

(Address)

New York State
Department of State
Technical Unit
Albany, NY 12241

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION
OF

Haiku, Inc.

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

Haiku, Inc.

SECOND:

Under Section 402 of the Not-for-Profit Corporation Law

Filed by:

Michael Phipps
7537 Route 20A
Bloomfield, NY 14469

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$75 filing fee made payable to the Department of State.

FOURTH: The corporation shall be a Type C corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of Ontario, State of New York.

SIXTH: The names and addresses of the initial directors of the corporation are:

Michael Phipps	7537 Route 20A	Bloomfield, NY 14469
Walter	34 Keeper St Apt 1	Portland, ME 04101
Tyler	375 Ave NE Apt 4	Seattle, WA 98115