

ARTICLES OF INCORPORATION

OF

OMNILOCO FOUNDATION

(An Idaho Nonprofit Public Benefit Corporation)

I. Name

The name of the Corporation is OmniLoco Foundation (the "Corporation").

II. Duration

The duration of the Corporation shall be perpetual.

III. Registered Office and Agent

The registered agent for the Corporation shall be David B. Carlson, President at address PO Box 52094, Idaho Falls, ID 83405.

IV. Purpose

- A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, or the corresponding provisions of any future section of the Idaho Code, for public or charitable purposes.
- B. The specific purpose of the Corporation is to promote the development of, public access to and adoption of open source autonomous control software and corresponding open hardware developed by the Corporation.
- C. The Corporation is organized and operated exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States internal revenue law.

V. Limitations

- A. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code or the corresponding provision of any future United States internal revenue law.
- B. No substantial part of the activities of the Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code or the corresponding provision of any future United States internal revenue law and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office, except as provided in section 501(h) of the Code or the corresponding provision of any future United States internal revenue law.

VI. Bylaws

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation.

VII. Directors

The number of Directors of the Corporation shall be determined in the manner provided in the Bylaws and may be increased or decreased from time to time in the manner provided therein.

VIII. Limitation of Director Liability

To the full extent that the Act permits the limitation of the liability of Directors, a Director of the Corporation shall not be liable to the Corporation in the discharge of the duties of a Director.

IX. Members

The Corporation shall have no members.

X. Dissolution

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, within the meaning Section 501(c)(3) of the Code. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to an organization (or organizations) which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 13 day of October, 2015.

David B. Carlson, Incorporator
PO Box 52094
Idaho Falls, ID 83405