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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/29/07

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Identity Commons, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Daniel Perry

Name (Printed or typed)

4767 New Broad St., #1007

Address

Orlando, FL 32814

City, State & Zip

407-894-9003

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
IDENTITY COMMONS, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION
IN COMPLIANCE WITH CHAPTER 617, FLORIDA STATUTES**

**ARTICLE I:
Name**

The name of this Corporation is Identity Commons, Inc., and its principal place of business and mailing address is 4767 New Broad St., #1007, Orlando, FL 32814-6405.

**ARTICLE II:
Enabling Law**

This Corporation is organized pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

**ARTICLE III:
Term of Existence**

This Corporation shall commence existence upon the date of signing these Articles of Incorporation by an incorporator and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

**ARTICLE IV:
Purposes**

Section 1. The purpose of Identity Commons, Inc., is to support, facilitate, and promote the creation of an open identity layer for the Internet, one that maximizes control, convenience, and privacy for the individual while encouraging the development of healthy, interoperable communities. Identity Commons, Inc., will support the efforts of a set of distributed working groups and hold any common resources deemed necessary.

Section 2. All the assets and earnings of the Corporation shall be used exclusively for the purposes set forth above, including the payment of incidental expenses.

**ARTICLE V:
Board of Directors (Stewards Council)**

Section 1. The affairs of the Corporation shall be managed by a Board of Directors (Stewards Council) who shall serve without compensation. The Board of Directors of the Corporation shall be referred to as the Stewards Council throughout these Articles

and the Bylaws. Each of the Directors (Stewards) shall be appointed by their respective working group. Each working group may appoint only one Director (Steward).

Section 2. Stewards Council members shall be removed in accordance with the procedure provided in the Bylaws.

ARTICLE VI: Officers

Section 1. The officers of this Corporation shall include a Chairperson, Secretary, Treasurer, and such other officers as may be provided for in the Bylaws.

Section 2. The time and manner of electing or appointing officers, the duties of and the term of office, and the manner of removing officers shall be as set forth in the Bylaws.

Section 3. The names of the persons who are to serve as officers of the Corporation (and initial Directors/Stewards) until their successors are appointed are:

Chairperson	Eugene Kim
Address	PMB 207, 63 Bovet Rd., San Mateo, CA 94402-3104
Secretary	Bill Washburn
Address	2562 Mark West Springs Rd., Santa Rosa, CA 95404
Treasurer	Daniel Perry
Address	4767 New Broad St., Ste. 1007, Orlando, FL 32814

ARTICLE VII: Membership

Section 1. Membership in the Stewards Council shall consist of persons who represent and participate in working groups related to the purposes of the Corporation and who meet such additional qualifications as may be prescribed in the Bylaws of this Corporation.

Section 2. The voting and other rights and privileges of members and the provisions for termination of membership in the Stewards Council, including the nonrecognition of working groups, shall be as set forth in the Bylaws of this Corporation.

Section 3. Stewards Council members are not personally responsible for debts of the Corporation. Stewards Council members have no personal claim to the assets of the Corporation.

**ARTICLE VIII:
Meetings**

The Corporation shall meet at least once per year in a regular session. A special meeting may be convened by the request of a majority of the Stewards Council members. A meeting may take place by electronic means. Notice of any such meeting shall be issued by email at least 30 days before the date of the meeting. Decisions of the Stewards Council may be made by a majority of the Steward Council members as may be prescribed in the Bylaws of this Corporation.

**ARTICLE IX:
Articles of Incorporation**

The Articles of Incorporation of the Corporation may be amended or restated by two-thirds vote of the Stewards Council; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished electronically or in writing to each member of the Stewards Council and electronically posted to a publicly accessible wiki or website at least 30 days prior to the meeting at which such Amendment of the Articles of Incorporation is to be considered.

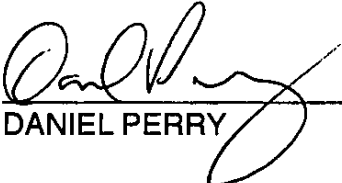
**ARTICLE X:
Bylaws**

The Bylaws of the Corporation may be amended, altered, restated, or rescinded by two-thirds vote of the Stewards Council; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished electronically or in writing to each member of the Stewards Council and electronically posted to a publicly accessible wiki or website at least 30 days prior to the meeting at which such Amendment of the Bylaws is to be considered.

**ARTICLE XI:
Location of Registered Office and Registered Agent**

The address of the initial registered office of this Corporation is 4767 New Broad St., #1007, Orlando, Florida 32814-6405, and the name of this Corporation's initial registered agent at such address is Daniel Perry.

I, Daniel Perry, accept the designation as Registered Agent.



DANIEL PERRY

**ARTICLE XII:
Incorporators**

The name and address of each incorporator are:

Name	Address
Jaco Aizenman L.	Oficinas Administrativas, Plaza San Rafael San Rafael de Escazu, San Jose, Costa Rica
Owen Davis	1563 Solano Ave, #141, Berkeley, CA 94707
Peter Davis	45980 Centre Oak Plaza, Sterling, VA 20166
Bavo De Ridder	Spreeuwenstraat 4 bus 201, 3010 Kessel-Lo, Belgium
Johannes Ernst	668 Starbush Dr., Sunnyvale, CA 94086
Kaliya Hamlin	3602 Fruitvale Ave., Oakland, CA 94602
Dick Hardt	798 Beatty St., Vancouver, BC V6B 2M1 Canada
Iain Henderson	33 Macready House, 75 Crawford Street, London W1H 5LR
Victor Grey	PO Box 6722, Concord, CA 94524
Eugene Eric Kim	PMB 207, 63 Bovet Rd., San Mateo, CA 94402-3104
Fen Labalme	1899 California St., No. 9, San Francisco, CA 94109
Brett McDowell	9 Elmwood Ave., North Adams, MA 01247
Dale Olds	12014 Fort Draper Ave., Draper, UT 84020
Daniel Perry	4767 New Broad St., Ste. 1007, Orlando, FL 32814-6405
Jon Ramer	6537 4th Ave. NW, Seattle, WA 98117
David Recordon	487 E. Middlefield Rd, Mountain View, CA 94043
Drummond Reed	12233 Corliss Ave., N., Seattle WA 98133
Paul Trevithick	25 Craftsland Rd., Chestnut Hill, MA 02467
Gabriel Wachob	110 Camerota Way, Redwood City, CA 94065

Bill Washburn

2562 Mark West Springs Rd., Santa Rosa, CA 95404

**ARTICLE XIII:
Powers and Limitations on Powers**

Section 1. This Corporation shall have all the powers and authority as are now or may hereafter be granted to Corporations not for profit under the laws of the State of Florida.

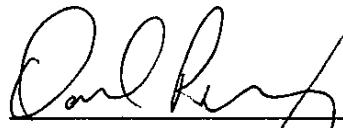
Section 2. No part of the net earnings shall inure to the benefit of any individual. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of the income to the Stewards Council members or officers, and the private property of the Stewards Council members and officers shall not be liable for the debts of the Corporation.

**ARTICLE XIV:
Dissolution**

Upon dissolution or winding up of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be disbursed to an organization dedicated to the creation and/or maintenance of an identity layer for the Internet, provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue of 1954 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Stewards Council. None of the assets will be distributed to any Stewards Council members or officers of this Corporation.

NAME AND ADDRESS OF THE INCORPORATOR:

The undersigned, one of the incorporators of this Corporation, for the purpose of forming this Corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 13th day of June, 2007.



DANIEL PERRY
4767 New Broad St., #1007
Orlando, FL 32814-6405

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