

**AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
OPENSTREETMAP UNITED STATES INC.**

TO: Department of Consumer and Regulatory Affairs
Business and Professional Licensing Administration
Corporations Division
1100 4th Street, S.W.
Washington, D.C. 20024

Pursuant to the provisions of Title 29 of the District of Columbia Code, the domestic filing entity listed below hereby applies for a Certificate of Restated Articles of Incorporation and for that purpose submits the following:

1. The name of the corporation is OPENSTREETMAP UNITED STATES INC.
2. The following Amended and Restated Articles of Incorporation, which amends, restates and supersedes the original articles of incorporation, were duly adopted and approved by the directors and members in accordance with Title 29, Chapter 4, of the District of Columbia Nonprofit Corporation Act of 2010.
3. The text of the amended and restated articles of incorporation is set forth below:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OPENSTREETMAP UNITED STATES**

FIRST:

The name of the corporation is: OPENSTREETMAP UNITED STATES (hereafter the "Corporation").

SECOND:

The period of duration is perpetual.

THIRD:

The Corporation shall be a nonprofit corporation which shall engage in any lawful act or activity for which corporations may be organized under the provisions of the District of Columbia Nonprofit Corporation Act of 2010. It shall be organized and operated exclusively as an organization authorized to engage in such purposes and activities as permitted by section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) ("Code") and as enumerated in Treasury Regulation §1.501(c)(3)-1(d)(2) (or successor regulation, as the same may be amended from time to time), including, but not limited to, the following purposes:

1) to support the OpenStreetMap Project and increase the availability of free and open geographically-referenced data and geospatial information ("geospatial data") for the benefit of the public;

2) to promote, support and advocate the creation, maintenance, use, distribution and availability of free, geospatial data in connection with OpenStreetMap surveying, data mining, editing and usage, in support of local, state, and national government agencies and departments including, but not limited to, police departments, fire and ambulance departments, paramedic departments, search and rescue services, and other first responders, to enable them to provide faster and more efficient emergency care and assistance to persons in need;

3) to coordinate actions between first responders in the field providing humanitarian responses and the greater OpenStreetMap Community to permit faster and more efficient aid, assistance and comfort to victims of emergencies;

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4) to provide education and training in the use of geospatial data and OpenStreetMap surveying, data mining, editing and usage to permit faster and more efficient responses in times of emergencies;

5) to permit local and state governments to use geospatial data and OpenStreetMap surveying, data mining, and editing services to locate and develop low-income housing facilities; to locate factories, schools, training centers, etc. necessary for economic development; and to provide other government services and projects in a faster and more efficient manner;

6) to assist in geography instruction, geospatial data analysis and instruction, geographic information systems instruction and other areas related to geography in secondary schools, colleges and universities;

7) to underwrite, sponsor and support academic and scholarly studies, symposia and conferences related to the above purposes and public policy issues related thereto;

8) to accomplish the above purposes by all reasonable and practical means, including disseminating information in all forms and through all media to the public and working with government agencies, other organizations, and volunteers; and

9) to do any lawful acts and enter into all lawful agreements that may be necessary, useful, suitable or proper to accomplish the charitable purposes of the Corporation, provided the same is permitted under Section 501(c)(3) of the Code.

The Corporation shall not engage, other than to an insubstantial degree, in activities that are not in furtherance of its purposes.

In furtherance of such purposes, the Corporation shall have full power and authority:

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(A) To act as a forum for the exchange of information and materials among other organizations, institutions and members of the general public in connection with the foregoing purposes both in Internet-based formats and in other means and media;

(B) To publish, conduct, sponsor, promote and support academic and scholarly studies, publications, periodicals, lectures, seminars, meetings, conferences and discussions on matters related to the foregoing purposes in the United States and abroad;

(C) To collect and acquire books, manuscripts, periodicals, printed materials and other property (both tangible and intangible, personal and real) useful in connection with the foregoing purposes and to donate such property to universities, public libraries and other institutions and organizations or otherwise make the property so acquired available for research, study and dissemination of knowledge;

(D) To acquire or receive from any individual, firm, association, corporation, trust or foundation, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income therefore solely for the purposes hereof;

(E) To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;

(F) To distribute property and extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified Section 501(c)(3) organizations or for their purposes;

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(G) To receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received to promote the goals and purposes set out herein; and

(H) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other powers and authority enjoyed by nonprofit corporations generally by virtue of the provisions of the District of Columbia Nonprofit Corporation Act of 2010 (within and subject to the limitations of Section 501(c)(3) of the Code.)

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article THIRD and with its status as an organization described under Section 501(c)(3) of the Code or successor Code Section.

FOURTH:

The Corporation shall be neither organized nor operated for pecuniary gain or profit.

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or member of the Corporation or any other private person; but 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 as set forth in Article THIRD hereof.

(B) The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the

Code by reason of attempting to influence legislation. The Corporation shall not participate in, nor intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(C) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

- (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code; or
- (ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

FIFTH:

The activities and internal affairs of the Corporation shall be managed by a Board of Directors ("Board"). The number of directors which shall constitute the Board shall be set forth in the Bylaws, but in no case shall the number be fewer than three (3). The directors shall be elected by the voting members in accord with the procedure set forth in the Bylaws of the Corporation. Directors must be voting members of the Corporation.

Directors shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a nonprofit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Code.

The officers of the Corporation shall be the President, Secretary and Treasurer; provided, the Board may create additional offices.

SIXTH:

The Corporation shall not have any capital stock.

The Corporation shall have one (1) class of members, known as voting members, who shall have the right to vote. Voting members shall be designated initially in the Bylaws, as adopted by the initial Board at its first meeting. Thereafter, voting members shall be appointed in the manner set forth in the Bylaws.

SEVENTH:

The initial Board of the Corporation shall consist of five (5) individuals who are to serve as the initial directors until the first annual meeting of the Board or until their successors are elected and qualified. Their names and addresses, including street and number and zip or postal code, are set forth below:

NAME

Kathleen A. Chapman

Serge Wroclawski

ADDRESS

1023 South Hoga Road
Sterling, VA 20164

1110 Fidler Lane
Silver Spring, MD 20910

Richard Welty

269 Rabie Road
Avrill Park, NY 12018

Thea Clay

2508 Gobi Drive
Fort Worth, TX 76131

Steven Johnson

6300 12th Street North
Arlington, VA 22205

EIGHTH:

Upon dissolution of the Corporation, the Board after paying or making provisions for payment of all of the liabilities of the Corporation shall dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

NINTH:

The registered agent's name and address in the District of Columbia are:

National Registered Agents, Inc.
1090 Vermont Avenue, NW
Suite 910
Washington, DC 20006

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by Dis: **TENTH:** public law.

All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

Date: **ELEVENTH:** 2014

The names and addresses of the persons who originally acted as incorporators of the Corporation, as of the date of incorporation of the Corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Kathleen A. Chapman	1023 South Hoga Road Sterling, VA 20164
Serge Wroclawski	1110 Fidler Lane Silver Spring, MD 20910
Steven Johnson	6300 12 th Street North Arlington, VA 22205

TWELFTH:

The Articles of Incorporation of the Corporation may be amended at any time and from time to time by a resolution adopted by two-thirds (2/3) majority vote of all of the directors then in office.

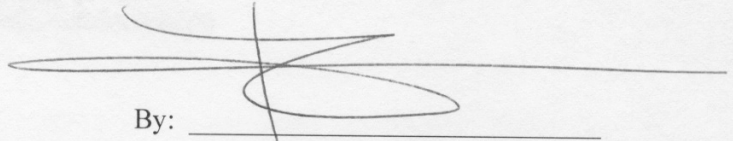
THIRTEENTH:

(A) The Corporation shall indemnify any director or officer who is a party, or is threatened to be made a party, to any proceeding to the fullest extent now or hereafter permitted

by District of Columbia law.

(B) To the fullest extent permitted by District of Columbia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation.

Date: 9/10, 2014



By: _____
Print Name: MARTIN VAN EXEL
President

Pursuant to the provisions of Title 29 of the District of Columbia Code, the Corporation is hereby authorized to execute and deliver the following:

1. The name of the corporation is OPEN TRUSTEES UNITED STATES INC.
2. The following Amended and Restated Articles of Incorporation, which amend, modify and supersede the original articles of incorporation, were duly adopted and approved by the shareholders members in accordance with Title 29, Chapter 4, of the District of Columbia Nonprofit Corporation Act of 2010.

3. The text of the amended and restated articles of incorporation is set forth below:

FIRST:
The name of the corporation is OPEN TRUSTEES UNITED STATES INC. (the "Corporation").

SECOND:
The period of duration is perpetual.