

25105764350152

I HEREBY CERTIFY that this is a true and correct copy of the official record(s) of the Business Registration Division.



Lawrence M. Reiff
DIRECTOR OF COMMERCE AND
CONSUMER AFFAIRS

Date: August 1, 2007

25105764350152



Articles of Incorporation

ADMB Foundation



Article I - Name of the corporation

The name of the corporation shall be "ADMB Foundation".

Article II - Initial Office

The mailing address of the ADMB Foundation's initial principal office is:

3039 Alencastre Place
Honolulu, HI 96816
United States

Article III - Agent

a. The name of the ADMB Foundation's registered agent in the State of Hawaii is:

John R. Sibert

b. The street address of the ADMB Foundation's initial registered office in the State of Hawaii is:

3039 Alencastre Place
Honolulu, HI 96816
United States

Article IV - Longevity

The ADMB Foundation shall exist in perpetuity unless dissolved.

Article V - Purpose

The ADMB Foundation is a non-profit organization working in the public interest for charitable, educational and scientific purposes.

The objectives of the ADMB Foundation are to (a) Advance the ADMB project to provide free and open source software for data analysis and non-linear statistical modeling; (b) act as an official voice for the ADMB project, providing means of communication with the press, commercial and noncommercial organizations interested in the ADMB software; (c) coordinate development and promote use of ADMB; and (d) hold and administer the copyright of the ADMB software and documentation.

No proceeds of the ADMB Foundation will enrich any individual, except that reasonable compensation may be paid for services to the Foundation. If the corporation is dissolved, any assets remaining will be distributed to another corporation serving a similar purpose

and qualifying as a tax-exempt, charitable organization under the provisions of section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the ADMB Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The ADMB Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the ADMB Foundation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

Article VI - Initial Directors

The initial directors of the ADMB Foundation are:

John R. Sibert
3039 Alencastre Place
Honolulu, HI 96816
United States

Mark Maunder
8604 La Jolla Shores Drive
La Jolla, CA, 92037-1508
United States

Anders Nielsen
732-A6 Olokele Ave,
Honolulu, HI 96816
United States

Article VII - Incorporator

The name and address of incorporator of the ADMB Foundation is:

John R. Sibert
3039 Alencastre Place
Honolulu, HI 96816
United States

Article VIII - Membership

The ADMB Foundation has members as defined in the bylaws.

Article IX - Termination

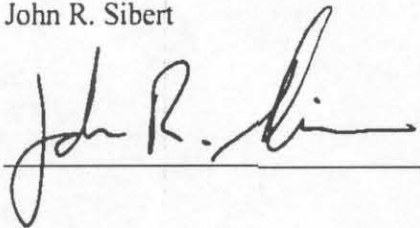
1. Only a special meeting of the general assembly may decide to terminate the organization by an affirmative vote of a two-thirds majority of the ordinary members. A call for the meeting shall be made four weeks in advance to the general assembly, the agenda accompanying the call must include the termination as a topic.

2. This general assembly shall decide on a recipient for the ADMB software and all other assets, if any, of the organization after liquidation, and who is responsible for managing the necessary transactions. The recipient should be an organization with similar goals to the "ADMB Foundation", if possible, and with otherwise charitable goals.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements and that the same are true and correct.

Signed this 9th day of July, 2007.

John R. Sibert

A handwritten signature in black ink, appearing to read "John R. Sibert", written over a horizontal line.

FILED 12/24/2007 11:16 AM
Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727



ARTICLES OF AMENDMENT
(Section 414D-163, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporation submitting these Articles of Amendment, certify as follows:

1. The name of the corporation is:

ADMB Foundation

2. The amendment(s) adopted is attached.

3. The amendment (s) was adopted on: December 21, 2007
(Month Day Year)

(Check one)

at a meeting of the **members**:

Designation (class) Of membership	Total Number of Memberships (votes) outstanding	Total Number of Votes Entitled to be Cast By each Class	Number of Votes Cast by each class For Amendment	Number of Votes Cast by each class Against Amendment

(The number of votes cast by each class is sufficient for approval by that class)

OR

by written consent of the **members** holding at least eighty per cent of the voting power.

OR

by a sufficient vote of the **Board of Directors** or **incorporators** because member approval was not required.

4. Check one:

The written approval of a specified person or persons named in the articles of incorporation was obtained.

The written approval of a specified person or persons is not required.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements and that the same are true and correct.

Signed this 21 st day of December, 2007

John R. Sibert, President

(Type/Print Name & Title)

(Type/Print Name & Title)

(Signature of Officer)

(Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by at least one officer of the corporation.

ATTACHMENT TO ARTICLES OF AMENDMENT

of

ADMB Foundation

12/26/200720036

Article V, paragraph 3, is amended to read as follows:

The ADMB Foundation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No proceeds of the ADMB Foundation will enrich any individual, except that reasonable compensation may be paid for services to the Foundation. If the corporation is dissolved, any assets remaining will be distributed to another corporation serving a similar purpose and qualifying as a tax-exempt, charitable organization under the provisions of section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the ADMB Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The ADMB Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the ADMB Foundation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

Article IX, paragraph 3, is inserted as follows:

3. Upon winding up and dissolution of the ADMB Foundation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

12/26/200720036