

**ARTICLES OF INCORPORATION  
OF  
ASSOCIATION FOR SOFTWARE TESTING, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**Article 1. Name.** The name of the Corporation is as follows: **ASSOCIATION FOR SOFTWARE TESTING, INC.**

**Article 2. Principal Place of Business and Mailing Address.** The street address of the initial principal office and the mailing address of the Corporation is: 1600 Seabury Point Road NW, Palm Bay, Florida 32907.

**Article 3. Initial Registered Office and Agent.** The street address of the initial Registered Office of the Corporation is 1600 Seabury Point Road NW, Palm Bay, Florida 32907, and the name of its initial Registered Agent at that address is CEM KANER.

**Article 4. Members.** The Corporation shall have one or more classes of Members, who shall be admitted in such manner and shall have such rights and privileges as are set forth in the Bylaws. Twenty-five percent (25%) of all Voting Members shall constitute a quorum. The Corporation shall not issues shares of stock.

**Article 5. Not For Profit.** The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter "Code"). No member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

**Article 6. Duration.** The duration (term) of the Corporation is perpetual.

**Article 7. Purposes.** The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to the following:

A. Sponsoring, organizing, administering, enhancing, and providing conferences, seminars, workshops, classes, publications, websites, and other educational activities regarding the field of testing computer software, which benefits the public through educating students, academics, professionals and the general public regarding the skills, arts, and science involved in software testing.

B. Providing other means of education to improve the study and understanding of computer software testing.

C. Engaging in other charitable, scientific and educational activities that support the foregoing Purposes and are not otherwise prohibited by these Articles of Incorporation or applicable law.

**Article 8. Powers.** Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Section 617.0302 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

**Article 9. Limitation.** No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its Members, Directors, Officers or other private persons, except that 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 set forth in Article 7 (Purposes) hereof.

**Article 10. Tax Exempt Status.** It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or 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 similar law subsequently enacted. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution 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 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article 11. Dissolution.** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a

public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which 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.

**Article 12. Board of Directors.** There shall be a Board of Directors consisting of at least three (3) individuals. Each Director shall be elected by majority vote of the Members in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors. The names and addresses of the initial Directors are as follows:

Patrick J. Schroeder  
c/o University of Wisconsin – Milwaukee  
3200 N. Cramer Street  
Milwaukee, WI 53211-3029

James Patrick McGee  
3500 Egret Drive  
Melbourne, FL 32901

Cem Kaner  
1600 Seabury Point Road NW  
Palm Bay, FL 32907

Andrew David Tinkham  
4785-8 Lake Waterford Way West  
Melbourne, FL 32901

Douglas Hoffman  
24646 Heather Heights Place  
Saratoga, CA 95070-9710

Tim Van Tongeren  
c/o MCI  
2424 Garden of the Gods Rd.  
Colorado Springs, CO 80919

Hung Quoc Nguyen  
LogiGear Corp.  
551 Pilgrim Drive, Suite A-1  
Foster City, CA 94404

**Article 13. Officers.** The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in

such manner as may be prescribed by the Bylaws or by law. The names, titles and addresses of the initial Officers are as follows:

Patrick J. Schroeder, President  
c/o University of Wisconsin – Milwaukee  
3200 N. Cramer Street  
Milwaukee, WI 53211-3029

James Patrick McGee, Treasurer  
3500 Egret Drive  
Melbourne, FL 32901

Cem Kaner, Vice President for Publications  
1600 Seabury Point Rd., NW  
Palm Bay, FL 32907

Douglas Hoffman, Vice President for Conferences  
24646 Heather Heights Place  
Saratoga, CA 95070-9710

Tim Van Tongeren, Secretary and Vice President for Communications  
c/o MCI  
2424 Garden of the Gods Rd.  
Colorado Springs, CO 80919

**Article 14. Incorporator.** The name and street address of the Incorporator is as follows: CEM KANER, 1600 Seabury Point Road NW, Palm Bay, Florida 32907.

**Article 15. Bylaws.** The Bylaws of the Corporation shall be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner set forth in the Bylaws.

**Article 16. Amendment.** These Articles of Incorporation may be amended by the Voting Members in the manner provided by the Florida Not For Profit Corporation Act, except that any amendment shall require two-thirds (2/3) affirmative vote at a meeting at which at least twenty-five percent (25%) of all Voting Members is present.

**Article 17. Indemnification and Civil Liability Immunity.** The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 617.0831. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Section 617.0834 and other similar laws.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on \_\_\_\_\_, 2004.

\_\_\_\_\_  
CEM KANER, Incorporator



**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Section 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is: ASSOCIATION FOR SOFTWARE TESTING, INC.

2. The name and address of the registered agent and registered office are: CEM KANER, 1600 Seabury Point Road NW, Palm Bay, Florida 32907.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED \_\_\_\_\_, 2004

\_\_\_\_\_  
CEM KANER,  
Registered Agent