NEW BRUNSWICK

PROVINCE OF NEW BRUNSWICK

LETTERS PATENT

INCORPORATING

NEW BRUNSWICK

PROVINCE DU NOUVEAU BRUNSWICK

LETTRES PATENTES

CONSTITUANT EN CORPORATION

LINUX PROFESSIONAL INSTITUTE INC.

025518

Ref. No./ N° de renvoi

BY THE HONOURABLE
MINISTER OF JUSTICE

PAR L'HONORABLE
LE MINISTRE DE LA JUSTICE
TO ALL TO WHOM THESE PRESENTS SHALL COME, or who the same way in anywise concern, GREETING:

WHEREAS, in and by the "COMPANIES ACT" (being Chapter C-13 of the Revised Statutes, 1973), it is amongst other things in effect enacted, that the Minister of Justice may, by Letters Patent, grant a Charter to any number of persons not less than three, who have complied with the requirements of the Act, apply therefor, constituting such persons and others who thereafter become Shareholders or members (as the case may be) in the Company thereby created, a Body Corporate and Politic, for any of the purposes or objects to which the Legislative authority of the Legislature of New Brunswick extends, except the construction and working of Railways, the Business of Insurance other than as provided in Part II, the Management of Trades Unions, Friendly Societies, Building Societies, Trust Companies, Loan Companies, or other Associations of like character, upon the applicants therefor establishing to the satisfaction of the Minister of Justice due compliance with the several conditions and terms in and by the said Act set forth and thereby made conditions precedent to the granting of such Charter.

WHEREAS an application has been filed to incorporate a company pursuant to the provisions of Part I of the Companies Act, under the name of

LINUX PROFESSIONAL INSTITUTE INC.

THEREFORE, under the authority of Part I of the Companies Act, by these presents, constitutes the applicants and such persons as may hereafter become members in the company hereby created, a body corporate and politic under the above name, all the rights and powers conferred by the said Act, pursuant to the provisions of the application which is attached hereto and forms part hereof.

GIVEN under my hand, the 25th day of October, 1999.

[Signature]

Minister of Justice/Le ministre de la Justice
Companies Act/Loi sur les compagnies
APPLICATION FOR INCORPORATION UNDER

THE NEW BRUNSWICK COMPANIES ACT

TO: The Honourable The Minister of Justice

The application of

EVAN LEIBOVITCH Businessman, of 20 Abelard Avenue, Brampton, Ontario.

CHARLES S. MEAD, JR. Businessman, of 303 Roebling Lane, Cary, North Carolina.

SCOTT MURRAY Businessman, of 701 Scott Street, Little Rock, Arkansas.

TOM PETERS Businessman, of Wittgensteinlaan 149, Amsterdam, Netherlands.

DAN YORK Businessman, of 1465 Hooksett Road, Unit 195, Hooksett, New Hampshire.

respectfully sheweth as follows:

The undersigned applicants are desirous of obtaining Letters Patent under the provisions of the New Brunswick Companies Act constituting your applicants, and such others as may become members in the company thereby created, a body corporate and politic under the name of

LINUX PROFESSIONAL INSTITUTE INC.

or such other name as shall appear to you to be proper in the premises.

The undersigned have satisfied themselves and are assured that the proposed corporate name of the Company under which incorporation is sought is not the corporate name of any other known company incorporated or unincorporated or any name liable to be confounded therewith.

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Each of your applicants is of the full age of nineteen years.

The purposes for which incorporation is sought by the applicants and the specific powers it is desired be conferred on the Company are:

1. To certify users of computer software programs;

2. To maintain a register of users of computer software programs and offer services to such users from time to time as determined by the Company so as to facilitate the exchange of information between computer users.

3. To do all such things as are incidental or conducive to the attainment of the above objects and in particular:

(a) to acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real or personal property; and to enter into and carry out agreements, contracts and undertakings incidental thereto;

(b) to acquire by purchase, lease, devise, gift and other title, and to hold, any real or personal property necessary for the carrying on of its undertaking, and to sell, lease, dispose of and convey the same or any part thereof as may be considered advisable;

(c) to demand, receive, sue for, recover and compel the payment of all sums of money that may become due and payable to the Company, and to apply the said sums for the objects and purposes of the Company, and generally to sue and be sued;

(d) to enter into arrangements with any public authority that may seem conducive to the Company's objects and to obtain from such authority any rights, privileges and concessions;
(e) to draw, make, accept, discount, execute and issue bills of exchange, promissory notes and other negotiable or transferrable instruments;

(f) to employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip, and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary; and

(g) to exercise all the powers set forth in subsection 18(2) of the Companies Act as fully as if such powers were expressly set out herein.

The applicants request that there be included in the letters patent clauses providing:

1. The Company shall hold all property, both real and personal, and the profits and income arising therefrom, acquired by it by purchase, gift, bequest or otherwise in trust for the objects and purposes for which the Company is incorporated, and that no dividends shall be declared or paid to any members of the Company;

2. That the Company shall be carried on without the purpose of gain for its members and any profits or other accretions to the Company shall be used in promoting its objects and that no part of the income of the Company shall be payable to or otherwise available for the personal benefit of any member thereof;

3. The directors or officers or any persons related to the directors or officers who are in any way directly or indirectly interested in any contract or proposed contract with the Company shall disclose in writing to the Company or request to have entered into the minutes of the meeting of directors the nature and extent of their interest in the contract.

4. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such, provided that the directors may be paid reasonable expenses incurred by them in the performance of their duties.
5. Upon the dissolution of the Company and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable or non-profit organizations having similar objects; and that no part of any property of the Company shall be available to its Members upon such dissolution.

6. That, as the Company will operate in the Province of Ontario, the Company be permitted to hold meetings of the directors outside of the Province of New Brunswick.

7. That the incidental and ancillary powers set forth in Section 14, subsection 1 of the Companies Act aforesaid shall be withheld from the Company.

The Head Office of the Company is to be at the City of Saint John, in the County of Saint John, in the Province of New Brunswick.

The Company shall not have any capital stock or issue any share certificates but may acquire real and personal property to a cost value not exceeding Ten Million Dollars (10,000,000.00).

Charles S. Mead, Jr., Scott Murray, Tom Peters, Dan York and Evan Leibovitch will be the first or provisional directors of the Company.

A company register has been opened and a memorandum of agreement by the applicants under seal in accordance with the statute has been executed in duplicate, one of the duplicates being transmitted herewith.
The undersigned therefore request that letters patent may be granted constituting them and such other persons as may hereafter become members of the Company, a body corporate and politic for the purposes set forth.

DATED this 16th day of August, 1999.

SIGNATURE OF WITNESS

[Signatures]

SIGNATURE OF APPLICANTS

[Signatures]

Evan Leibovitch
Charles S. Mead, Jr.
Scott Murray
Tom Peters
Dan York