

Delaware

PAGE 1

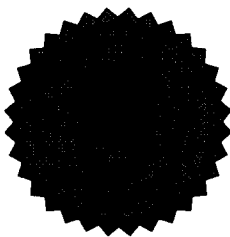
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE MAPSERVER FOUNDATION", CHANGING ITS NAME FROM "THE MAPSERVER FOUNDATION" TO "THE OPEN SOURCE GEOSPATIAL FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2006, AT 6:34 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4060918 8100

060190305



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4558668

DATE: 03-01-06

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE MAPSERVER FOUNDATION
(a corporation without capital stock)**

The MapServer Foundation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: That the Board of Directors of said corporation by the written consent of its sole member, dated February 27, 2006, filed with the minutes of the Board, authorized and adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article I thereof in its entirety to read as follows:

"The name of this corporation shall be The Open Source Geospatial Foundation (hereinafter called the "Corporation")."

SECOND: That the aforesaid amendment was authorized and adopted by the written consent of the sole member of the Board of Directors dated February 27, 2006 in accordance with the applicable provisions of Sections 242 and 141(f) of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Incorporation of The MapServer Foundation this 27th day of February, 2006.

The MapServer Foundation

By: 

Name: Richard Steele

Title: Secretary

Delaware

PAGE 1

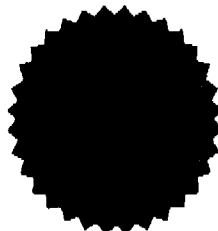
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE MAPSERVER FOUNDATION", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2005, AT 9:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4060918 8100

050927839



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4295813

DATE: 11-15-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:57 PM 11/14/2005
FILED 09:35 PM 11/14/2005
SRV 050927839 - 4060918 FILE

CERTIFICATE OF INCORPORATION

OF

THE MAPSERVER FOUNDATION

ARTICLE I.

Name

The name of the corporation shall be The MapServer Foundation (hereinafter called the "Corporation").

ARTICLE II.

Initial Registered Office And Agent

The registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent is The Corporation Trust Company.

ARTICLE III.

Purpose

The Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Delaware and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV.

Stock

The Corporation shall not have any capital stock.

ARTICLE V.

Members

The conditions of membership of the Corporation shall be in accordance with the Bylaws of the Corporation.

ARTICLE VI.

Incorporator

The name and mailing address of the Incorporator are Harry J. Friedman, 2375 East Camelback Road, Suite 700, Phoenix, Arizona 85016.

ARTICLE VII.
Board Of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one (1) director. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than one. The manner of election of directors shall be regulated by the Bylaws.

ARTICLE VIII.
Duration Of Corporation

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IX.
Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to the Corporation, provided that the Corporation is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. If the Corporation is not so described, the Board of Directors shall dispose and distribute such assets to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, as determined by the Board of Directors.

ARTICLE X.
Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Certificate of Incorporation on this 14th day of November, 2005.


Harry J. Friedman, Incorporator