

CERTIFICATE OF INCORPORATION

OF

CHOR, Inc.

A Delaware Nonstock Corporation

THE UNDERSIGNED, for the purpose of forming a nonstock, corporation pursuant to Section 101 of the General Corporation Law of the State of Delaware ("DGCL") hereby certifies:

FIRST (Name): The name of the Corporation is: CHOR, Inc. (the "Corporation").

SECOND (Address): The address of the registered office of the Corporation is 3411 Silverside Road, Rodney Building #104, New Castle, DE 19810. The name of the registered agent of the Corporation at that address is Corporate Creations Network, Inc.

THIRD (Purposes): The Corporation is a nonprofit corporation and is organized and shall be operated exclusively for charitable and educational purposes and for the lessening the burdens of government, all within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereinafter be amended (the "Code"), including to support and promote public access to and continued availability of publications reporting on funded research by leveraging existing and emergent digital technology used by scholarly publishing organizations and others in the scholarly community.

The Corporation may engage in any and all lawful activities incidental to or in furtherance of the foregoing purposes, except as specifically restricted herein.

FOURTH (Powers): In furtherance of the foregoing, (i) the Corporation may receive property by gift, devise or bequest, invest or reinvest the same and apply income and principal thereof, as the Board of Directors may from time to time determine, either directly or through funding others, exclusively for charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the DGCL; (ii) the Corporation will have the authority to exercise all of the powers conferred upon a non-stock corporation under the provisions of DGCL together with the power to solicit grants and contributions and otherwise raise funds for any corporate purpose.

FIFTH (Capital Stock): The Corporation shall not have the authority to issue capital stock.

SIXTH (Membership): The conditions of membership of the Corporation shall be set forth in the By-laws.

SEVENTH (Initial Incorporator): The name and mailing address of the Incorporator is:

Howard Ratner, 72 Dreyer Avenue, Staten Island, NY 10314

EIGHTH (Directors): The names and addresses of the persons who are to serve as the Initial Directors until the first annual meeting of the Board of Directors or until their successors are elected and qualify are as follows:

Scott Delman, 165 West 66th Street, New York, NY 10023
H. Frederick Dylla, 4328 Van Buren St., University Park, MD 20782
Patrick Kelly, 123 Mountain Avenue, West Caldwell, NJ 07006.
Thane Kerner, 2370 Earlysville Rd, Earlysville, VA 22936
Susan King, 99 Avenue B, New York, NY 10009
Niko Pfund, 14 Horace Court, Brooklyn, NY 11218
Joseph Serene, 4825 Reservoir Road, NW,
John Tagler, 160 East 38th Street, New York, NY 10016
David Weinreich, 6803 Westmoreland Avenue, Takoma Park, MD 20912
Alicia Wise, 1 Runnemed Road, Egham TW0 9BE, United Kingdom
Fran Zappulla, 445 Hoes Lane, Piscataway, NJ 08854

NINTH (Management by Directors): Except as otherwise provided by law, or in any By-laws of the Corporation, the business of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors of the Corporation. Pursuant to Section 141(j) of the DGCL, the Board of Directors has the power to remove any Director to the extent set forth in the By-laws, and Pursuant to Section 109 of the DGCL, the Board of Directors has the power to amend the By-laws.

TENTH (Duration): The duration of the existence of the Corporation shall be perpetual.

ELEVENTH (Compliance with 501(c)(3) Status): Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of Code, and, in connection therewith:

(a) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any Director or Officers of the Corporation, or any other private individual person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments in furtherance of the purposes set forth in Article THIRD hereof;

(b) no substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

(c) the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Code; and

(d) in any taxable year in which the Corporation is a private foundation as described in Section 509(a) of Code, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and the Corporation shall not (a) engage in any act of self dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make

any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

TWELFTH (Dissolution): In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to such organization(s) that at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, or to the federal government, or to any state or local government, as the Board of Directors shall determine. In no such event shall the assets or property be distributed to any Director, Officer, Member or other private individual.

THIRTEENTH (Limitation of Liability): The personal liability of Directors and any person performing any of the duties of Directors of the Corporation is hereby eliminated to the fullest extent permitted by DGCL, as now in effect or as may be amended hereinafter; provided, however, such relief shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 30th day of September, 2013.

Signature:



Name:

Howard Ratner

Title:

Incorporator