Article 1 - Corporate Name
The filing entity formed is a nonprofit corporation. The name of the entity is:

NumFocus, Inc.

Article 2 – Registered Agent and Registered Office
☑ A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

United States Corporation Agents, Inc.

OR

☐ B. The initial registered agent is an individual resident of the state whose name is set forth below:

C. The business address of the registered agent and the registered office address is:

Street Address:
10900 South Stonelake Blvd.
Ste. A-320 Austin TX 78759

Consent of Registered Agent
☑ A. A copy of the consent of registered agent is attached.

OR

☑ B. The consent of the registered agent is maintained by the entity.

Article 3 - Management
☐ A. Management of the affairs of the corporation is to be vested solely in the members of the corporation.

OR

☑ B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Director 1: Travis Oliphant
Address: 400 Saddleback Rd. Austin TX, USA 78737
Title: Director

Director 2: Jarrod Millman
Address: 400 Saddleback Rd. Austin TX, USA 78737
Title: Director

Director 3: Fernando Perez
Address: 400 Saddleback Rd. Austin TX, USA 78737
Title: Director

Article 4 - Organization Structure
☑ A. The corporation will have members.

or

☐ B. The corporation will not have members.

Article 5 - Purpose
The corporation is organized for the following purpose or purposes:

Through research grants, scholarships, project sponsorships, and maintenance of open source software, NumFocus will promote the development and use of high-level, array-based computer languages for improving the practice of
reproducible science, engineering, and data analytics.

Supplemental Provisions / Information

Attachment to
Articles of Incorporation of
NumFocus, Inc.

This corporation is organized exclusively for one or more of the purposes as
specified in Section 501(c)(3) of the Internal Revenue Code, including, for such
purposes, the making of distributions to organizations that qualify as exempt
organizations under section 501(c)(3) of the Internal Revenue Code. This
Corporation shall be a nonprofit corporation. The specific purpose for which
this corporation is organized is: Through research grants, scholarships, project
sponsorships, and maintenance of open source software, NumFocus will promote
the development and use of high-level, array-based computer languages for
improving the practice of reproducible science, engineering, and data analytics.

Upon the dissolution of this corporation, its assets remaining after payment, or
provision for payment, of all debts and liabilities of this corporation shall
be distributed for one or more exempt purposes within the meaning of Section
501(c)(3) of the Internal Revenue 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.

No substantial part of the activities of this corporation shall consist of
carrying on propaganda, or otherwise attempting to influence legislation (except
as otherwise provided by Section 501(h) of the Internal Revenue Code), and this
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.

No part of the net earnings of this corporation shall inure to the benefit of,
or be distributable to, its members, directors, officers, or other private
persons, except that this 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 these articles.

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.

All references to sections of the Internal Revenue Code shall include such
sections as of the date hereof and the corresponding section of any future federal tax code.

[The attached addendum, if any, is incorporated herein by reference.]

<table>
<thead>
<tr>
<th>Effectiveness of Filing</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. This document becomes effective when the document is filed by the secretary of state.</td>
</tr>
<tr>
<td>OR</td>
</tr>
<tr>
<td>B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Organizer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Eileen Gallo</td>
</tr>
<tr>
<td>101 N. Brand Blvd., 10th Floor, Glendale, CA 91203</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Execution</th>
</tr>
</thead>
<tbody>
<tr>
<td>The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.</td>
</tr>
</tbody>
</table>

| Eileen Gallo |
| Signature of organizer. |

FILING OFFICE COPY
Office of the Secretary of State

CERTIFICATE OF FILING
OF

NumFocus, Inc.
801549221

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 08/09/2012
Effective: 08/09/2012

Hope Andrade
Secretary of State

Come visit us on the internet at http://www.sos.state.tx.us/
Phone: (512) 463-5555
Fax: (512) 463-5709
Prepared by: Kika Garza
TID: 10303
Dial: 7-1-1 for Relay Services
Document: 436438430002
Form 424
(Revised 05/11)
Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: See instructions

Certificate of Amendment

Entity Information

The name of the filing entity is:

NumFOCUS, Inc.

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

☐ For-profit Corporation   ☐ Professional Corporation
☒ Nonprofit Corporation    ☐ Professional Limited Liability Company
☐ Cooperative Association ☐ Professional Association
☐ Limited Liability Company ☐ Limited Partnership

The file number issued to the filing entity by the secretary of state is: 801549221
The date of formation of the entity is: 02/13/12

Amendments

1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:
Registered Agent
(Complete either A or B, but not both. Also complete C.)

☐ A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

☑ B. The registered agent is an individual resident of the state whose name is:

<table>
<thead>
<tr>
<th>First Name</th>
<th>M.I.</th>
<th>Last Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Travis</td>
<td></td>
<td>Oliphant</td>
</tr>
</tbody>
</table>

The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

3801 S. Capital of Texas Hwy., Suite 250 Austin TX 78704

City State Zip Code

Street Address (No P.O. Box)

3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

☐ Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

☐ Alter each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:
Article 5 - Purpose
Said corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Supplemental Provisions/Information
Attachment to Articles of Incorporation of NumFOCUS, Inc.
This corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This Corporation shall be a nonprofit corporation. The specific purpose for which this corporation is organized is: to promote the use of accessible and reproducible computing in science and technology. This is accomplished through: educational programs; the promotion of high-level languages, reproducible scientific research, and open-code development; and an increase in collaborative research tools and documentation.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue 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.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that this 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 these articles.

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.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.
Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing (Select either A, B, or C.)

A. ☑ This document becomes effective when the document is filed by the secretary of state.
B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: ____________________________
C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: ____________________________

The following event or fact will cause the document to take effect in the manner described below:


Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 7/30/2012

By: ____________________________

Signature of authorized person

Travis Oliphant
Printed or typed name of authorized person (see instructions)