

ARTICLES OF INCORPORATION

OF

OPEN TECH ACADEMY

The undersigned, intending to form a Virginia nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

ARTICLE I **CORPORATE NAME**

The name of the corporation is Open Tech Academy.

ARTICLE II **PURPOSES**

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purposes of the corporation include, but are not limited to: providing educational resources, training, and community outreach in the fields of technology, computer literacy, cybersecurity awareness, and related disciplines.

ARTICLE III **MEMBERS**

The corporation shall have members. Members shall be selected by the Director or by a designee appointed by the Director, in accordance with the qualifications and procedures set forth in the bylaws. All members have equivalent voting rights, which may be waived at the discretion of the Member or Director.

ARTICLE IV **DIRECTORS**

The directors shall elect their successors.

ARTICLE V **REGISTERED AGENT AND OFFICE**

The name of the corporation's initial registered agent is Ethan Thomas Phillips, who is a resident of Virginia and an initial director of the corporation.

The address of the corporation's initial registered office, which is identical to the business office of the initial registered agent, is 4439 Dodds Mill Dr, Haymarket, VA 20169. The registered office is located in the County of Prince William.

ARTICLE VI
INITIAL DIRECTORS

The name and address of the initial director is:
Ethan Thomas Phillips
4439 Dodds Mill Dr, Haymarket, VA 20169

ARTICLE VII
LIMITATIONS AND RESTRICTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its incorporator(s), 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 II.

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 provisions 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII
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 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.

Signed by the Incorporator as of September 22, 2025]:

Ethan Thomas Phillips
[Set forth the printed name of each Incorporator.]