

**State of California**  
**Secretary of State**

CERTIFICATE OF STATUS

ENTITY NAME:

COOPERATIVE CORPORATION OF .ORG REGISTRANTS

FILE NUMBER: C4544175  
FORMATION DATE: 01/09/2020  
TYPE: DOMESTIC NONPROFIT CORPORATION  
JURISDICTION: CALIFORNIA  
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California,  
hereby certify:

The records of this office indicate the entity is authorized to  
exercise all of its powers, rights and privileges in the State of  
California.

No information is available from this office regarding the financial  
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate  
and affix the Great Seal of the State of  
California this day of January 10, 2020.

**ALEX PADILLA**  
Secretary of State

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**FILED** 84  
Secretary of State  
State of California

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**Articles of Incorporation  
of the  
Cooperative Corporation of .ORG Registrants  
a California Cooperative Corporation**

Pursuant to §12200 of the laws of California, the undersigned, a majority of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a cooperative corporation.

**Article I  
Name**

The name of this Corporation shall be the "Cooperative Corporation of .ORG Registrants" and may be abbreviated "CCOR" hereinafter.

**Article II  
Existence**

This Corporation shall have perpetual existence.

**Article III  
Effective Date**

The effective date of incorporation shall be upon filing by the Secretary of State.

**Article IV  
Purposes**

A. This corporation is a cooperative corporation organized under the Cooperative Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the law.

B. This Corporation is organized exclusively for the mutual benefit of its members within the meaning of Section 501(c)(12) of the Internal Revenue Code, as amended (the "Code"). This Corporation shall not engage in any activity which is not permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(12) of the Code.

C. The Cooperative Corporation of .ORG Registrants, or CCOR, is the cooperative organization which embodies and collectively represents the community of .ORG domain name registrants, who are its members. Notwithstanding IV(A) above, this Corporation exists for the following specific purposes:

## Articles of Incorporation of the Cooperative Corporation of .ORG Registrants

1. To ensure the technical stability and continuity of operation of the .ORG domain at or surpassing the level that has prevailed since 2004, for the benefit of the Internet community as a whole.
2. To differentiate the .ORG domain as representative of not-for-profit, public-benefit, and charitable purposes, distinct from the intended purposes of other domains.
3. To manage the .ORG domain for the benefit of its registrants, consistent and compliant with policies developed through multistakeholder processes such as the public policy development processes of the Internet Corporation for Assigned Names and Numbers (ICANN) and the Internet Engineering Task Force (IETF).
4. To ensure that the privacy and other human rights of .ORG's registrants, which include many organizations that handle sensitive health records, facilitate the freedom of the press, and provide platforms for anonymous political speech, are protected. Specifically, the CCOR will not collect any unnecessary data, will abide by the highest legal standards of privacy protection, including but not limited to the European Union's General Data Protection Regulation, and will divulge information only as specifically required by law and only in the minimum amount required. The CCOR will not sell any data. This includes but is not limited to data about .ORG registrants, their communications, and their constituencies.
5. To ensure that the .ORG domain is not used as a point of control or censorship over the speech or conduct of its registrants or their constituencies.
6. To ensure that, in the execution of its duties, the CCOR will seek to maximize diversity, including consideration of gender, ethnicity, professional experience and nationality.
7. To manage one or more supplier contracts for the highly reliable operation of the registry and DNS services. Such contracts may be allotted to a single organization or split between multiple organizations. Such contracts must, at a minimum, comply with the principles articulated in ICANN's May 20, 2002, *Criteria for Assessing Proposals*, all applicable IETF standards defining mode of technical operation, and Article VIII of this document.
8. To manage contracts with domain name registrars, provided that such registrars meet reasonable standards of security and reliability in providing service to the CCOR's member-patrons.
9. Optionally, to operate a best-practices exemplar domain name registrar service, facilitating the patronage of additional registrants at the highest commercially achievable level of security and reliability.
10. To manage contracts and oversee technical interaction with the manager of the DNS root zone.
11. To maintain a wholesale .ORG domain registration price which will never exceed the current ratio relative to the actual cost of operations, and which will always be uniform for each domain registered.
12. To return the lesser of one-fourth of gross revenue or the maximum allowable under law to the community in the form of support for not-for-profit organizations critical to the operation and governance of the Internet, specifically including, but not limited to, the Internet Engineering Task Force and such of the Root DNS Operators as may also be tax-exempt not-for-profit public-benefit organizations, as well as, optionally, the Internet Governance Forum, chapters of the Internet Society, and other such deserving organizations and projects as may be serving the Internet's users and infrastructure in a public-benefit manner. The specific mechanisms of this distribution shall be governed by the Bylaws of the organization.
13. To distribute the remaining savings to its member-patron registrants, proportional with the number of .ORG domains held by each.

## Articles of Incorporation of the Cooperative Corporation of .ORG Registrants

Maximizing revenue is explicitly *not* a goal of the CCOR. Maximizing the security and stability of the Internet *are* explicit goals.

### **Article V**

#### **Prohibited Activities**

Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this Corporation.

### **Article VI**

#### **Membership**

The CCOR has a single class of members, consisting of all current registrants of .ORG domains, from the date of delegation of the .ORG domain to the CCOR onward.

No fees shall be due from members to the CCOR beyond whatever costs the member may have already incurred in registering .ORG domains.

Each member shall be represented to the CCOR by either a single natural person or a single legal entity, which shall be the authoritative point of contact to the CCOR.

As required by law, a register of CCOR members shall be maintained and the list of their names shall be available to the public. Other details such as contact information or domains registered shall be disclosed only as may be required by law, such as California §12600, and only to the minimum degree required by law.

Notices to the membership shall be delivered electronically, pursuant to California §12461(b). It is the responsibility of each member to maintain accurate and deliverable electronic contact information via their registrar, and the CCOR may rescind the membership and patronage of any party which fails to maintain accurate and deliverable electronic contact information.

The voting rights of each member of the Corporation are equal, and each member is entitled to one vote. The annual regular meeting of the CCOR may be conducted electronically, and voting for the Board of Directors and any other outstanding issues before the membership shall be conducted by electronic ballot, pursuant to California §12460(f) and the Bylaws of the CCOR. Votes shall not be cast by proxy.

The proprietary interests of each member of the Corporation are proportional to the number of .ORG domains registered per member, and savings shall be accrued and distributed in relation to the proprietary interests of the members. The mechanisms by which savings are distributed to the members shall be specifically defined in the Bylaws.

Membership rights and benefits are not transferrable and are governed by California §12410, without modification.

## **Article VII**

### **Patronage**

Patrons of the CCOR, which include all registrants of .ORG domains and are coterminous with the set of members, are owed the duties of care: transparency and responsibility in management of resources; prompt, effective and courteous service; and best-in-class reliable and performant technical operation.

## **Article VIII**

### **Suppliers**

The CCOR is an organization *by* non-profits as well as *for* non-profits. Accordingly, the organization itself and the preponderance of its suppliers shall be non-profit, such that not only the benefits of membership but also the revenue from its business transactions, shall accrue primarily to the not-for-profit community.

Only not-for-profit, and public- or mutual-benefit organizations may receive payment for goods or services supplied to the CCOR in excess of the greater of 0.5% of the CCOR total annual budget or \$500,000 within any year.

Only organizations which have published a comprehensive independent financial audit within the past two years may receive payment in excess of the greater of 1% of the CCOR total annual budget or \$1,000,000 within any year.

For-profit, private benefit organizations and individuals may supply goods and services to the CCOR amounting to a maximum of the greater of 0.5% of the CCOR total annual budget or \$500,000 each individually, and capped at the greater of 5% of the CCOR total annual budget or \$5,000,000 collectively as a class.

## **Article IX**

### **Financial Management**

The Board of Directors shall engage an independent auditor and shall publish a comprehensive independent audit of the CCOR's finances each year.

The CCOR may maintain a combination of strategic reserves, legal reserves, and capital credit accounts not exceeding twice the annual budget.

In the event that the CCOR achieves IRS 501(c)(12) tax exempt status, at least 85% of the revenue of the CCOR shall be derived from .ORG domain name registration revenue or other voluntary contributions from member-patrons, and no more than 15% of the revenue of the CCOR shall be derived from other sources, such as investment interest, dividends, or capital gains.

The CCOR may receive loans and pay commercially reasonable interest on such loans, but it may not sell stock, shares, or equity; or issue bonds or other instruments of indebtedness, nor may it pay dividends or otherwise distribute or transfer its resources or income, other than as specifically defined in its purposes. The cooperative may receive grants and donations. No debt or contribution of capital shall confer any voting rights or governance control.

If the CCOR should dissolve or cease operation prior to the expiration of the .ORG top-level-domain delegation from the root, and while one or more second-level domain registrants exist, the CCOR has a duty of care to transition operations seamlessly to a successor organization, and such successor organization may only be a not-for-profit, mutual-benefit organization organized for the exclusive benefit of .ORG registrants. Likewise, distribution of the remaining assets of the CCOR, after payment or adequate provision for all of its debts and liabilities, shall be exclusively to a not-for-profit organization.

## **Article X**

### **Savings**

Excess revenue, after operating expenses, net contributions to reserves, and community grant disbursement, constitutes savings which belong to the members. Savings are distributed to members upon the close of each fiscal year, in proportion to the number of domains registered by each member-patron. Savings shall be accrued by each member in a prorated fashion, such that if a .ORG registrant ceases to be a member partway through a year, their savings accrued in the portion of the year which they were a member shall be distributed to them at the time of distribution.

## **Article XI**

### **Initial Agent for Service of Process**

The name and address in the state of California of this Corporation's initial agent for service of process is Jeff Ubois, 1442A Walnut Street #439, Berkeley California 94709. The initial street address of the Corporation is also 1442A Walnut Street #439, Berkeley California 94709.

## **Article XII**

### **Board of Directors**

The CCOR shall be governed by an uncompensated Board of Directors consisting of seven members.

Only then-current members of the CCOR are eligible to stand for election to the Board of Directors.

With the exception of the initial Directors, Directors shall be elected by annual vote of the then-current members, and shall each serve for four-year terms.

The terms of Directors shall be staggered such that a similar number of Board seats are vacated and opened for election each year.

The initial Directors shall serve terms of one, two, three, and four years, such that one or two initial Directors' terms expire in each subsequent year, whereupon those seats will be filled by vote of the membership.

In the event of a Board vacancy, the Board may appoint an interim Director to serve until the beginning of the next elected term or may choose to leave the Board seat empty.

The roles of Chairperson, Treasurer, and Secretary of the Board shall be filled by election by and among the Board members, at the first Board meeting of each year. Any subcommittee of the Board may be filled by election or appointment by the Board.

The Chief Executive Officer shall serve as an unelected and non-voting additional member of the Board.

Articles of Incorporation of the Cooperative Corporation of .ORG Registrants

The names, addresses, and citizenship of the initial Directors are:

Katherine Maher	1 Montgomery Street #1600, San Francisco, California, 94104, United States	US
Michael Roberts	339 La Cuesta Drive, Portola Valley, California, 49028, United States	US
Jeff Ubois	1442A Walnut Street #439, Berkeley California 94709, United States	US
Esther Dyson	79 Madison Avenue, New York, New York 10016, United States	US
Marietje Schaake	Route de Chêne 30A, 1208 Genève, Switzerland	NL
William Woodcock	133 Boulevard Malesherbes, Paris 75017, France	US
Bevil Wooding	134 Henry Street, Port of Spain, Trinidad & Tobago	TT

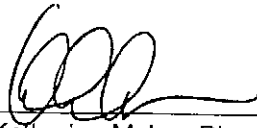
**Article XIII  
Indemnification**

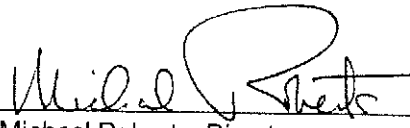
The Corporation is authorized to indemnify agents, as defined under California Corporates Code Section 12377, to the fullest extent permitted by California law.


**DECLARATION**

IN WITNESS WHEREOF, the undersigned, being the initial Directors of this Corporation, have executed these Articles of Incorporation. The foregoing Articles of Incorporation are our act and deed, jointly and severally.

Executed January 3, 2020, at San Francisco, California. We, and each of us, declare that the foregoing is true and correct.

  
\_\_\_\_\_  
Katherine Maher, Director

  
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Michael Roberts, Director

  
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Jeff Ubois, Director

  
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Esther Dyson, Director

  
\_\_\_\_\_  
Marietje Schaake, Director

  
\_\_\_\_\_  
William Woodcock, Director

  
\_\_\_\_\_  
Bevil Wooding, Director

