BYLAWS OF THE OWASP FOUNDATION, INC.

ARTICLE I OFFICES

The principal office of the Corporation in the State of Maryland, shall be located in County of Howard. The Corporation may have such other offices, either within or without the State of Maryland, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. Number. Tenure and Qualifications. The number of directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than (2). Each director shall hold office for one year unless duly removed as prescribed in Article III. Each director must be reelected at the regular annual meeting.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held in January of each year the day of which shall be called by the President or designated Chairman. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any special meeting shall be given at least one (1) day previous thereto by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered

when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum. A majority of the number of directors fixed by Section 2 of this Article II shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the Directors.

SECTION 10. Compensation. By resolution of the Board of Directors, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 11. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in

the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to director who voted in favor of such action.

ARTICLE III OFFICERS

SECTION 1. Number. The officers of the Corporation shall be a President and a Secretary both of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person.

SECTION 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer, agent, or director may be removed by a unanimous vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer, agent, or director shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Board of Directors, unless there is a Chairman of the Board in which case the Chairman shall preside. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Secretary. The Secretary shall:

(a) Keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose; (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) Keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and (e) In general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of

SECTION 7. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

ARTICLE IV INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the

Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. (b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article IV.

ARTICLE V CONFLICTS OF INTEREST

SECTION 1. Conflict defined. A conflict of interest may exist when any director, officer, or staff member may be seen as having interests which are adverse to the interests of this corporation.

SECTION 2. Disclosure required. Any conflict of interest shall be disclosed to the Board of Directors by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof.

SECTION 3. Absence from discussion. The person having the conflict shall not participate in the decision regarding the matter under consideration.

SECTION 4. Minutes. The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the vote of the person concerning whose situation the doubt has arisen.

SECTION 5. Annual review. A copy of this conflict of interest statement shall be furnished each director, officer, and staff member who is presently serving the corporation, or who may hereafter become associated with the corporation. This policy shall be reviewed periodically for the information and guidance of directors, officers, and staff members. Any new directors, officers, or staff members shall be advised of this policy upon undertaking the duties of such office.

ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE VIII CORPORATE SEAL

The Board of Directors may at its discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words, "Corporate Seal".

ARTICLE IX WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X AMENDMENTS

These Bylaws may be altered, an	nended or repealed and nev	v Bylaws adopted by the
Board of Directors at any regular	or special meeting of the	Board of Directors The
above Bylaws are certified to have	ve been adopted by the Boa	ard of Directors of the
Corporation on the	day of	
0		
Secretary		

	55-4	Application	for Employ	er Identificati	ion Number		EIN			
Departn	ecember 2001) nent of the	(For use by em	atoc oburoboo	20	0963503					
Treasur Internal	government agencies, Indian tribal entities, certain individuals, and of I Revenue Service government agencies, Indian tribal entities, certain individuals, and of I Revenue Service See separate instructions for each line. Keep a copy for you									
1* Legal name of entity (or individual) for whom the FIN is being requested										
	HE OWASP FOUNDATIO	ON INC		1		_				
	Trade name of business (if different from name on line 1)			3* Executor, trustee, "care of" name JEFF WiLLIAMS						
91	4a* Mailing address (room, apt., suite no. and street, or P.O. box) 9175 GUILFORD ROAD STE 300			5a Street address (if different) (Do not enter a P.O. box)						
CC	4b* City, state, and ZIP code COLUMBIA MD 21046 -			5b City, state, and ZIF	City, state, and ZtP code					
6* Cou	nty and state where princ ty HOWARD State	cipal business is located								
		neral partner, grantor, ow	ner, or trustor	7b SSN, ITIN, EIN						
8a* Typ	pe of entity (check only or	ne)								
Sole	Proprietor (SSN)	,	Γ PI	state (SSN of decedent) an administrator (SSN)						
Parti	nership Joration (enter form numb	orto ha Flad) &	. □ Tr	ust (SSN of grantor)						
Pers	onal Service	er to be filed) >	I Na	ational Guard	State/local go	vernment				
Chur	ch or church-controlled o	rganization	r Ri	armers' cooperative	Federal gover	nment/military				
✓ Othe	r nonprofit organization (specify) > RESEARCH		Exemption N0. (GEN)	Indian tribal g	overnment/ente	erprises			
	r (specify) ▶									
(if applic	corporation, name the sta able) where incorporated		State MD		Foreign countr	у				
9* Reas	on for applying (check or	nly one)	✓ Bankin	g purpose (specify purpo	se) >		BANKING			
Starte	ed new business (specify	type)	[†] Change	ed type of organization (s	specify new type) >	_	DAINNING			
Hired	employees (Check the b	ov and see line 12)	[†] Purcha	sed going business						
Comp	diance with IRS withholdi	ing regulations	Create	d a trust (specify type) > d a pension plan (specify	4					
L Other	(specify) >			a a pension plan (specify	type) -					
L	business started or acqu MAR 15 2004			11 Closing month of acc						
12 First of income w	date wages or annuities vill first be paid to nonresi	vere paid or will be paid (dent alien, (month, day, y	month, day, year) No	ote:If applicant is a withho	olding agent, enter date					
income will first be paid to nonresident alien. (month, day, year) Note: if applicant is a withholding agent, enter date 13 Highest number of employees expected in the next twelve months Note: if the applicant does not expect to have any employees during the period, enter "-0-" Agriculture Household Other							Other			
14* Chec	ck box that best describe	s the principal activity of y	enter "-0-"							
! Const	ruction ! Rental 8	k leasing Transr	our business portation & warehousi	Health care &	social assistance	Wholesale-a	gent/broker			
Real e	estate Manufac	turing Financ	e & insurance	ng Accommodation	on & food service	Wholesale-c	other			
15* Indic	(specify) RESEARCH A ate principal line of merch	andise sold: specific con	struction work done:	products produced; or so	nion provided					
15* Indicate principal line of merchandise sold; specific construction work done; products produced; or services provided. NONPROFIT COMPUTER RESEARCH AND DEVELOPMENT 16a* Has the applicant over carlied for										
16a* Has the applicant ever applied for an employer identification number for this or any other business? Yes No Note If "Yes" please complete lines 16b and 16c 16b If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above.										
Legal nai	i checked "Yes" on line 1 me - ▶	6a, give applicant'	s legal name and trad	e name shown on prior a	pplication if different fro	m line 1 or 2 at	oove.			
Trade na	me 🕨									
16c Appro	eximate date when, and contact and contact are date when filed (mon	city and state where, the a	application was filed. I	Enter previous employer i	identification number if	known				
проски	ate date when filed (mon	ui, day, year) City a	nd state where filed	_	Previous EIN					
	Complete section only if yo	u want to authorize the name	ed individual to receive th	ne entity's EIN and answer ou	uestions about the complete	ion of this form				
Complete section only if you want to authorize the named individual to receive the Third Party Designee GREG MCRAY Address and ZIP code					Designee's telephone number (include area code)					
				l	(615) 361 - 9445 Designee's fax number (include area code)					
2736 OLD ELM HILL PIKE NASHVILLE TN 37214								Designee's fax r		
Under penalties of perjury, I declare that I have examined this application , and to the best of my knowledge and belief, it is true,										
correct, and complete. Name and title (type or print clearly) Applicant's telephone number (include area or						lude area code)				
					Ţ		ĺ			

► JEFF WILLIAMS - PRESIDENT Signature ► Not Required

Date >

April 06, 2004 GMT

(301) 604 - 4882 Applicant's fax number (include area code) (208) 379 - 1165