

**AMENDED AND RESTATED BYLAWS**

**of**

**GORDON E. AND BETTY I. MOORE FOUNDATION**

**(Amended on January 22, 2009)**

## TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I -- PRINCIPAL OFFICE .....	1
ARTICLE II -- MEMBERSHIP .....	1
Section 1.    Classes of Membership .....	1
Section 2.    Members .....	1
Section 3.    Board of Trustees as Sole Member .....	1
Section 4.    Rights and Obligations of Members .....	2
Section 5.    Meetings and Actions of Members .....	2
Section 6.    Non-Voting Members .....	2
Section 7.    Term of Non-Voting Members .....	2
Section 8.    Rights and Obligations of Non-Voting Members .....	2
Section 9.    Resignation, Retirement or Removal .....	2
Section 10.   Nonliability .....	3
Section 11.   Nontransferability .....	3
ARTICLE III -- BOARD OF TRUSTEES .....	3
Section 1.    Powers .....	3
Section 2.    Number of Trustees .....	3
Section 3.    Eligibility; Composition .....	3
Section 4.    Election and Term of Office of Trustees .....	4
Section 5.    Vacancies .....	4
Section 6.    Resignation and Removal .....	4
Section 7.    Annual Meetings .....	4
Section 8.    Special Meetings .....	4
Section 9.    Notice .....	4
Section 10.   Waiver of Notice .....	4
Section 11.   Quorum .....	5
Section 12.   Action Without a Meeting .....	5
Section 13.   Telephone Meetings .....	5
Section 14.   Adjournments .....	5
Section 15.   Standard of Care .....	5
Section 16.   Inspection .....	5
Section 17.   Confidentiality .....	5
Section 18.   Compensation .....	6
Section 19.   Advisory Board .....	6
ARTICLE IV -- COMMITTEES .....	6

Section 1.	Board Committees .....	6
Section 2.	Advisory Committees .....	7
Section 3.	Meetings .....	7
A.	Of Board Committees .....	7
B.	Of Advisory Committees.....	7
C.	Of Other Committees.....	7
ARTICLE V -- OFFICERS .....		8
Section 1.	Officers .....	8
Section 2.	Election .....	8
Section 3.	Removal.....	8
Section 4.	Resignation and Retirement.....	8
Section 5.	Vacancies.....	8
Section 6.	Chairman .....	8
Section 7.	President .....	8
Section 8.	Secretary .....	8
ARTICLE VI -- INTERESTED TRUSTEE OR OFFICER TRANSACTIONS .....		9
Section 1.	Conflicts Policy .....	9
Section 2.	Voidability of Transactions .....	9
ARTICLE VII -- INDEMNIFICATION AND INSURANCE .....		10
Section 1.	Right of Indemnity .....	11
Section 2.	Approval Procedures.....	11
Section 3.	Scope of Application.....	11
Section 4.	Nonexclusivity .....	11
Section 5.	Insurance.....	11
ARTICLE VIII -- GRANTS ADMINISTRATION.....		12
Section 1.	Purpose of Grants.....	12
Section 2.	Power in the Board of Trustees. ....	12
Section 3.	Refusal; Withdrawal. ....	12
ARTICLE IX -- MISCELLANEOUS .....		12
Section 1.	Fiscal Year.....	12
Section 2.	Contracts, Notes, and Checks.....	12
Section 3.	Amendments.....	12
Section 4.	Audit; Annual Reports to Trustees.....	12
Section 5.	Governing Law.....	13

AMENDED AND RESTATED BYLAWS  
GORDON E. AND BETTY I. MOORE FOUNDATION

ARTICLE I  
PRINCIPAL OFFICE

The principal office of this corporation shall be located at 1661 Page Mill Road, Palo Alto, CA 94304 until changed by amendment hereof. Such principal office may be located from time to time at any place within or without the State of Delaware as may be designated by the Members of the corporation. This corporation shall have and maintain at all times within the State of Delaware a registered office at such place as may be designated by the Members.

ARTICLE II  
MEMBERSHIP

Section 1. Classes of Membership. This corporation shall have two classes of members. The first class shall be known as the Members, and shall have all rights of the Members as set forth in these Bylaws. The second class shall be known as the Non-Voting Members, and shall have only the rights and obligations set forth in Section 8 of this Article II. All references to “Members” in these Bylaws and in the General Corporation Law of the State of Delaware that do not expressly refer to Non-Voting Members shall be deemed to refer only to Members and not to Non-Voting Members.

Section 2. Members. The initial individual Members of this corporation shall be its founders, Dr. Gordon E. Moore and Betty I. Moore. The Members may in their sole discretion elect additional Members. The term of membership of Dr. and Mrs. Moore shall be for life, and the term of membership of all other Members shall be for one year unless otherwise set forth in the instrument electing such Members. No vacancy shall be deemed to exist upon the death, expiration of term, or resignation or retirement as stated in Section 9 of this Article II, of an individual Member. In case of the death, expiration of term, resignation or retirement of all Members but one, the single remaining Member shall serve as the sole individual Member.

Section 3. Board of Trustees as Sole Member. At all times, there shall be not less than one Member of this corporation. Upon the death, expiration of term, resignation or retirement as stated in Section 9 of this Article II, of the last individual

Member, the Board of Trustees of this corporation shall serve as the sole Member.

Section 4. Rights and Obligations of Members. Members shall have the rights of members to the fullest extent permitted under the General Corporation Law of the State of Delaware, except as set forth in and consistent with these Bylaws.

Section 5. Meetings and Actions of Members. Except as otherwise expressly provided in these Bylaws, meetings and actions of Members shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Trustees, with such changes in content as are necessary to substitute the membership and the individual Members for the Board of Trustees and individual Trustees.

Section 6. Non-Voting Members. The Members may in their sole discretion elect Non-Voting Members. No vacancy shall be deemed to exist upon the death, expiration of term, resignation, retirement or removal as stated in Section 9 of this Article II, of a Non-Voting Member, or upon the election of a Non-Voting Member as a Member.

Section 7. Term of Non-Voting Members. The term of Non-Voting Members shall be one year; provided, that the Members may elect any Non-Voting Member for any number of consecutive terms. A Non-Voting Member shall cease to be a Non-Voting Member upon election as a Member.

Section 8. Rights and Obligations of Non-Voting Members. Subject to the General Corporation Law of the State of Delaware, each Non-Voting Member shall have the following rights:

(a) to attend all meetings of the Board of Trustees, including the Annual Meeting, and to participate fully in any such meeting, but without the right to vote;

(b) with reasonable prior request and at any reasonable time, to view the books, records and documents of the corporation, excluding any personnel files and any information that the President or General Counsel of the corporation deems to be privileged in nature;

(c) to view the corporation's grant activities log and, when requested, additional information relating to grant activities of the corporation; and

(d) when requested, to participate in due diligence activities of the corporation relating to various grants, including attending meetings with the staff and consultants of the corporation and making site visits with grantees and prospective grantees.

Section 9. Resignation, Retirement or Removal. Any Member or Non-Voting Member may resign at any time by giving written notice, or may retire by delivering a declaration of retirement, to another person who is the Chairman, President, or Secretary, or to the Board, of this corporation. Non-Voting Members may be removed with or without cause by vote of the Members. Any resignation or retirement shall take effect on receipt of the notice or declaration by such officer or at any later time specified therein and, unless otherwise specified therein, the acceptance of the resignation or retirement shall not be necessary to make it effective.

Section 10. Nonliability. No Member or Non-Voting Member shall be personally liable for the debts, liabilities, or obligations of the corporation.

Section 11. Nontransferability. No Member or Non-Voting Member may transfer for value or otherwise a membership or any right arising therefrom; and all rights of membership shall cease upon the death, expiration of term, resignation or retirement, incapacity, or removal of the Member or Non-Voting Member as provided in these Bylaws.

### ARTICLE III BOARD OF TRUSTEES

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Trustees of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number of Trustees. The number of Trustees shall be not less than two nor more than twelve, with the exact number of authorized Trustees to be fixed from time to time by the Board; provided, that upon becoming the sole Member of this corporation the Board shall authorize an odd number of Trustees.

Section 3. Eligibility; Composition. There shall, at all times, be at least one individual on the Board of Trustees who is a member of the "Moore Family" unless no such person exists or is able or willing to serve. For the purposes of this Section 3, the term "Moore Family" shall mean Gordon E. Moore, Betty I. Moore and their lineal descendants.

Section 4. Election and Term of Office of Trustees. The Board shall elect the authorized Trustees of this corporation at every annual meeting. The term of office for Trustees who are not Members shall be one year, for an unlimited number of consecutive

terms. Each Trustee shall hold office until a successor has been elected.

Section 5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of Trustees is less than the authorized number for any reason. Vacancies may be filled by the Board for the unexpired portion of the term.

Section 6. Resignation and Removal. Resignations shall be effective upon receipt in writing by the Chairman, President, Secretary, or Board of this corporation, unless a later effective date is specified in the resignation. Any Trustee or the entire Board of Trustees may be removed, with or without cause, by a majority of the Members.

Section 7. Annual Meetings. Meetings of the Board of Trustees shall be held at least once a year. Annual meetings of the Board shall be called by the Chairman, the President, or any Trustee. All annual meetings shall be noticed in accordance with Section 9.

Section 8. Special Meetings. Special meetings of the Board of Trustees may be called by the Chairman, the President, or any Trustee. All special meetings shall be noticed in accordance with Section 9.

Section 9. Notice. Notice of the annual meeting and any special meetings of the Board of Trustees shall be given to each Trustee at least seven business days before any such meeting if by first-class mail or personally, or at least forty-eight hours if by telephone, telegraph, facsimile transmission, or electronic mail if an acknowledgment of such electronic mail is timely received by electronic mail by the person giving notice. Each notice shall state the date, place, and time of the meeting, and, in the case of a special meeting, the purposes for which it is called.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Trustees, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the Trustees not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Trustee who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 11. Quorum. A majority of the total number of Trustees then in office shall constitute a quorum of the Board, provided that in no event shall the required

quorum be less than one. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board except as otherwise provided in these Bylaws or in the General Corporation Law of the State of Delaware. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the Trustees in office. Each Trustee shall be entitled to one vote.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Trustees shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such Trustees at a duly called and noticed meeting.

Section 13. Telephone Meetings. Trustees may participate in a meeting through use of conference telephones or similar communications equipment so long as all Trustees participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 14. Adjournments. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned by a majority vote of those present without any notice other than by announcement at the meeting. Any meeting at which a quorum is present may also be adjourned, in like manner, for such time, or upon such call, as may be determined by vote.

Section 15. Standard of Care. Any Trustee or member of a committee of the Board shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of this corporation and upon such information, opinions, reports, or statements presented to this corporation by any of this corporation's officers or employees, or committees of the Board of Trustees, or by any other person as to matters the Trustee reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of this corporation.

Section 16. Inspection. Every Trustee shall have the right to inspect and copy all books, records, and documents of this corporation.

Section 17. Confidentiality. Every Trustee shall observe an absolute duty of confidentiality with respect to all financial information and other information of a sensitive or confidential nature, including but not limited to information relating to this corporation or any related entity, or to the individual Members of this corporation, to which the Trustee may have access in the course of his her duties as a Trustee. No Trustee may divulge such information except as required by law, by formal authorization of the Board, or

to the respective counsel, Members, officers, Trustees and authorized agents of this corporation or of the related entity or to the counsel or authorized agents of the individual Member(s), as applicable, on a "need to know" basis.

Section 18. Compensation. The Board of Trustees may authorize, by resolution, the payment to a Trustee of a reasonable fee for services and expenses as a Trustee and for attending meetings of the Board and Board Committees. Trustees shall be entitled to reimbursement of reasonable expenses incurred on behalf of the corporation. Members of committees may receive such compensation, if any, for their services and such reimbursement for expenses as may be fixed or determined by resolution of the Board of Trustees. Any compensation paid pursuant to this Section 18 shall be reasonable and shall be comparable to compensation paid by unaffiliated entities for a like position. Nothing herein shall be considered to preclude any Trustee from serving the corporation in any other capacity, including as an officer, agent, employee or otherwise, and receiving compensation therefor.

Section 19. Advisory Board. The Board of Trustees may appoint individuals to serve on a board of advisors (the "Advisory Board"). The Board of Trustees may consult with the Advisory Board on matters relating to the corporation but shall not be bound by the advice or recommendations of the Advisory Board. Members of the Advisory Board shall not have any of the rights or privileges of a member of the Board of Trustees.

#### ARTICLE IV COMMITTEES

Section 1. Board Committees. The Board of Trustees may, by resolution adopted by a majority of the Trustees then in office, create any number of Board Committees, each consisting of one or more Trustees, to serve at the pleasure of the Board. Appointments to any Board Committee shall be made by any method determined by a majority vote of the Trustees then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) approve or adopt any action or matter expressly required by Chapter 1 of the General Corporation Law of the State of Delaware to be submitted to the Members for approval; or
- (b) adopt, amend or repeal any bylaw of the corporation.

Section 2. Advisory Committees. The Board of Trustees may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Trustees or non-Trustees and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Other Committees. The Board of Trustees may, by resolution adopted by a majority of the Trustees then in office, establish, and nothing contained in this Article IV shall preclude the Board of Trustees from establishing, any committee, whether of trustees or otherwise, having such powers as authorized by the Board of Trustees not inconsistent with the provisions of these Bylaws or the Delaware General Corporation Law.

Section 4. Meetings.

(a) Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Trustees, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Trustees. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

(b) Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

(c) Of Other Committees. Meetings and actions of committees established by the Board of Trustees under Section 3 of this Article IV shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Trustees, with such changes in content as are necessary to substitute the appropriate committee.

The Board of Trustees may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

## ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation shall be a Chairman, a President, a Secretary, and such other officers as the Board of Trustees may establish from time to time. Any number of offices may be held by the same person.

Section 2. Election. The term of office of the initial Chairman shall be for life; provided, that upon his or her resignation or retirement as set forth in Section 4 of this Article V, below, such office shall be deemed to be vacant and the term of office shall be for one year. The other officers of this corporation shall be elected annually by the Board, and each shall serve at the pleasure of the Board.

Section 3. Removal. Any officer may be removed, with or without cause, by the Board of Trustees.

Section 4. Resignation and Retirement. Any officer may resign at any time by giving written notice, or may retire by delivering a declaration of retirement, to another officer who is the Chairman, President, or Secretary of this corporation, or to the Board. Any resignation or retirement shall take effect on receipt of the notice or declaration by such officer or at any later time specified therein and, unless otherwise specified therein, the acceptance of the resignation or retirement shall not be necessary to make it effective. Any resignation or retirement is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. Upon the death, or resignation or retirement of any officer as set forth in Section 4 of this Article V, above, that office shall be filled by the Board of Trustees for the remainder of the unexpired term.

Section 6. Chairman. The Chairman shall preside at all meetings of the Trustees, and shall serve as an ex officio member of all committees. The Chairman shall have such other powers and duties as may be prescribed by the Board.

Section 7. President. Subject to the control of the Board of Trustees, the President shall have general supervision, direction and control of the business and affairs of the corporation, and shall have such other powers and duties as may be prescribed by the Board of Trustees.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Trustees and of any Committees of the Board, shall supervise the giving of such notices as may be proper or necessary, shall

supervise the keeping of the records of this corporation. The Secretary shall have such other powers and duties as may be prescribed by the Board.

## ARTICLE VI INTERESTED TRUSTEE OR OFFICER TRANSACTIONS

Section 1. Conflicts Policy. Each Trustee and officer shall sign and comply with the Conflicts of Interest Policy of this corporation. With respect to any contract or transaction of this corporation, each Trustee and officer shall promptly disclose any known actual or potential conflict of interest to the Board, including but not limited to the existence of any affiliation with an actual or potential grantee or vendor. Upon disclosure of any actual or potential conflict of interest, the Board and any such Trustee or officer shall review and shall fully comply with each of the requirements of the Conflicts of Interest Policy of this corporation.

Section 2. Voidability of Transactions. No contract or transaction between the corporation and one or more of its Trustees or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Trustees or officers, are Trustees or officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the Trustee or officer is present at or participates in the meeting of the Board or committee which authorizes the contract or transaction, or solely because any such Trustee's or officer's votes are counted for such purpose, if either:

(a) The material facts as to the Trustee's or officer's relationship or interest, and as to the contract or transaction, are disclosed or are known to the Board of Trustees or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Trustees even though the disinterested Trustees be less than a quorum; or

(b) The contract or transaction is fair to the corporation as of the time it is authorized, approved or ratified by the Board of Trustees or committee.

(c) Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a committee that authorizes the contract or transaction.

ARTICLE VII  
INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. This corporation shall indemnify and advance expenses to its agents in connection with any proceeding to the fullest extent allowed by law and in accordance with Section 145 of the General Corporation Law of the State of Delaware, except that this corporation may not indemnify or advance expenses to its agents if such payments are a self-dealing transaction prohibited by Section 4941 of the Internal Revenue Code of 1986, as amended (the “Code”), and the Treasury Regulations interpreting that section.

(a) As set forth in Section 145 of the General Corporation Law of the State of Delaware, this corporation may advance funds to an agent in accordance with this Article prior to the final disposition of such proceeding provided that, before advancing expenses, the corporation must obtain the written agreement of the agent stating that the agent will repay the advanced expenses if it is ultimately “determined” that the agent is not entitled to indemnification. In the case of an agent who is unsuccessful in the proceeding, the method by which it is determined whether the agent is entitled to indemnification shall be by vote of the trustees, vote of the members, or by court finding that the agent met the standard of conduct, specifically that such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

(b) For purposes of this Article, the following terms have the following definitions:

(i) “agent” means any Trustee, officer, employee, other agent, or person formerly occupying any such position, either for this corporation or, at the request of this corporation, for another corporation, partnership, joint venture, trust, or other enterprise (whether for profit or not for profit);

(ii) “expenses” means attorneys’ fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by an agent in the course of a proceeding; and

(iii) “proceeding” means any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation).

Section 2. Approval Procedures. On written request to the Board of Trustees in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits the Board shall promptly authorize indemnification in accordance with Section 145(c) of the General Corporation Law of the State of Delaware. Otherwise, the Board shall promptly determine, in accordance with procedure set forth in Section 145(d), whether, in the specific case, the agent has acted in good faith and in a manner the agent reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding had no reasonable cause to believe that his or her conduct was unlawful, thereby meeting the applicable standard of conduct stated in Section 145(a). If the agent has been adjudicated to be liable, the Board shall determine whether, pursuant to Section 145(b), the court with jurisdiction of the matter has nonetheless deemed indemnity of the agent for such expenses to be proper in view of all the circumstances of the case. Upon a finding by the Board that the necessary standard as set forth above has been met, the Board may authorize indemnification to the extent permitted by Section 145(a) or 145(b), as the case may be.

Section 3. Scope of Application. The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof. Any indemnification and advancement provided by this Article shall, unless otherwise provided when authorized or ratified, inure to the benefits of the heirs, executors and administrators of the agents of this corporation.

Section 4. Nonexclusivity. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which such Trustee, officer, employee or agent may be entitled under any statute, Bylaw, agreement, vote of the disinterested Members or Trustees or otherwise, and shall not restrict the power of this corporation to make any indemnification permitted by law.

Section 5. Insurance. The Board of Trustees may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE VIII  
GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Certificate of Incorporation.

Section 2. Power in the Board of Trustees. The Board of Trustees, or any person or persons on whom such power may be conferred by the Board, shall make policy with regard to grants. The Board shall have ultimate control over all grants, contributions, and other financial assistance given by this corporation.

Section 3. Refusal; Withdrawal. The Board of Trustees may refuse to make any grants or contributions or to render other financial assistance for any or all of the purposes for which the funds are requested.

ARTICLE IX  
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Trustees or any person or persons on whom such power may be conferred by the Board and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by any person or person on whom such power may be conferred by the Board.

Section 3. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the Members and to the Trustees at least one week in advance of the meeting of the Members and of the Trustees at which they will be considered for adoption. The vote of two-thirds of the Trustees then in office, and the written consent of all of the Members until the Board shall be the sole Member, shall be required to adopt a bylaw amendment.

Section 4. Audit; Annual Reports to Trustees. Within 8 months following the end of this corporation's fiscal year, the Audit Committee shall cause the report of an audit of the corporation by independent certified public accountants to be

delivered to the President. At the first board meeting following delivery of the Audit Report to the President, the President shall furnish a written report to all Trustees of this corporation containing the following information:

- (a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (e) any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its subsidiaries, if any) and any of its Trustees or officers (or the Trustees, directors or officers of its subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Trustee or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by the audit report thereon of the independent accountants.

Section 5. Governing Law. The governance, investment, and other provisions of these Bylaws shall be construed and interpreted in accordance with the laws of the State of Delaware as amended from time to time, so as to give full effect and validity to the intent and meaning of these Bylaws.

CERTIFICATE OF SECRETARY

I, William G. Green, certify that I am presently the duly elected and acting Secretary of GORDON E. AND BETTY I. MOORE FOUNDATION, a Delaware nonstock corporation, and that the above Amended and Restated Bylaws, consisting of 13 pages, are the Bylaws of this corporation as amended by the Board of Trustees on January 22, 2009.

DATED: \_\_\_\_\_

\_\_\_\_\_  
William G. Green, Secretary