

Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GORDON E. AND BETTY I. MOORE FOUNDATION", FILED IN THIS OFFICE ON THE THIRD DAY OF MARCH, A.D. 2009, AT 4:28 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7166190

DATE: 03-04-09

STATE *of* DELAWARE
AMENDED AND RESTATED CERTIFICATE *of* INCORPORATION
of GORDON E. AND BETTY I. MOORE FOUNDATION
A NONSTOCK CORPORATION

GORDON E. AND BETTY I. MOORE FOUNDATION, a Delaware nonstock, nonprofit corporation, does hereby certify:

First: The name of this corporation is Gordon E. and Betty I. Moore Foundation (the "Corporation").

Second: The Corporation's Registered Office in the State of Delaware is to be located at 615 South DuPont Highway, in the City of Dover, County of Kent, Delaware 19901. The name of the Corporation's registered agent at such address is National Corporate Research, Ltd.

Third: The general purpose of the Corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of the State of Delaware. The Corporation shall be a nonprofit corporation. The specific purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future federal tax law.

Fourth: Notwithstanding any other provision of this Certificate, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Code or the corresponding provision of any future federal tax law.

Fifth: The Corporation shall not have any capital stock, and the conditions of membership shall be stated in the Bylaws.

Sixth: The Board of Trustees of the Corporation may by resolution establish one or more classes of non-voting members.

Seventh: The property owned by the Corporation is irrevocably dedicated to charitable purposes within the meaning of section 501(c)(3) of the Code or the corresponding provision of any future federal tax law.

Eighth: Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Code or the corresponding provision of any future federal tax law.

Ninth: The name and mailing address of the incorporator are as follows:

Gordon E. Moore
P.O. Box 29910
San Francisco, CA 94129

Tenth: The personal liability of the directors of the Corporation is hereby eliminated or limited to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

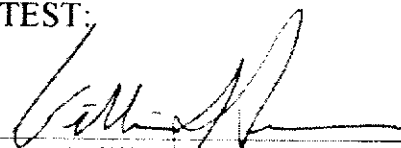
Eleventh: During any period the Foundation is deemed to be a "private foundation," as defined in section 509 of the Code, the Foundation shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject the Foundation to tax under section 4942 of the Code, and the Foundation shall not engage in any act of self-dealing as defined in subsection (d) of section 4941 of the Code, retain any excess business holdings as defined in subsection (c) of section 4943 of the Code, make any investments in such manner as to subject the Foundation to tax under section 4944 of the Code, or make any taxable expenditure as defined in subsection (d) of section 4945 of the Code.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Steven J. McCormick, its President, and attested to by William G. Green, its Secretary, on this 2nd day of ~~February~~ ^{March}, 2009.



Steven J. McCormick
President and CEO

ATTEST:



William G. Green
Secretary