

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 TWENTIETH DAY OF MAY, A.D. 2011, AT 6:26 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: 8792049

DATE: 05-26-11

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:

The name of the corporation is "Gordon E. and Betty I. Moore Foundation" (the "Corporation"). The Corporation was originally incorporated as "Moore Foundation Delaware." The date of filing of the Corporation's original Certificate of Incorporation with the Delaware Secretary of State was February 23, 2001.

The Amended and Restated Certificate of Incorporation of the Corporation follows this page as Exhibit A.

The Amended and Restated Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of Section 242 and Section 245 of the General Corporation Law of the State of Delaware.

{Exhibit follows}

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

EXHIBIT A

(See attached)

STATE *of* DELAWARE
AMENDED AND RESTATED CERTIFICATE *of* INCORPORATION
of GORDON E. AND BETTY I. MOORE FOUNDATION
A NONSTOCK CORPORATION
DATED AS OF MAY 12, 2011

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 or 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.

Sixth: The Corporation shall have two classes of members. The first class shall be known as the Family Members and the second class shall be known as the Corporate Member. The manner of selection, rights and responsibilities of each of these classes of members shall be as set forth in Article II of the Bylaws of the Corporation.

Seventh: This Amended and Restated Certificate of Incorporation and Article II and Article IX, Section 3 of the Amended and Restated Bylaws of the Gordon E. and Betty I. Moore Foundation, both dated as of February 11, 2011, may only be amended by the affirmative vote of (a) a majority of the Family Members and (b) two-thirds of the non-family members of the Board of Trustees constituting the Corporate Member.

Eighth: 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.

Ninth: 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.

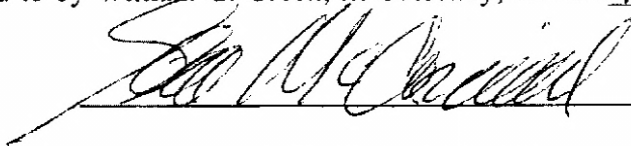
Tenth: The name and mailing address of the incorporator are as follows:

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

Eleventh: The personal liability of the Trustees 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.

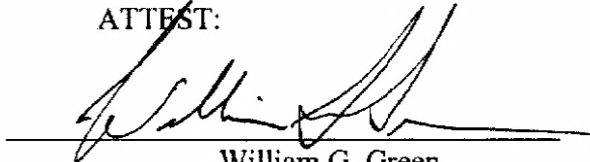
Twelfth: During any period the Corporation is deemed to be a "private foundation," as defined in section 509 of the Code, the Corporation shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code, and the Corporation 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 Corporation 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 19th day of MAY, 2011.



Steven J. McCormick
President

ATTEST:



William G. Green
Secretary