

# Delaware

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The First State

*I, CHARUNI PATIBANDA-SANCHEZ, 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 NINTH DAY OF DECEMBER, A.D. 2025, AT 3:28 O`CLOCK P.M.*



*C. P. Sanchez*

Charuni Patibanda-Sanchez, Secretary of State

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Date: 12-15-25

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**STATE *of* DELAWARE**

**AMENDED AND RESTATED CERTIFICATE *of* INCORPORATION**

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

**A NONSTOCK CORPORATION**

**DATED AS OF DECEMBER 4, 2025**

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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 850 New Burton Road, Suite 201, in the City of Dover, County of Kent, Delaware 19904. The name of the Corporation's registered agent at such address is Cogency Global Inc.

**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:** The affairs and business of the Corporation are to be overseen and managed by the Corporation's Board of Trustees. The qualifications, manner of election, number, tenure, powers, and duties of the Trustees of the Corporation are as set out in the Bylaws of the Corporation. The Board of Trustees may, by a resolution adopted by a majority of

the Trustees then in office, designate one or more committees, each committee to consist of at least one Trustee and any number of additional Trustees or non-Trustees. Each committee designated by the Board of Trustees shall operate in accordance with the Bylaws of the Corporation and the resolutions adopted by the Board of Trustees. Any non-Trustee appointed to a Board Committee in accordance with the Bylaws of the Corporation may exercise or perform the same powers and duties that any Trustee appointed to the same committee would exercise or perform and will otherwise be treated as a Trustee for the limited purpose of their service on such committee.

**Eighth:** 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 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.

**Ninth:** 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.

**Tenth:** 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.

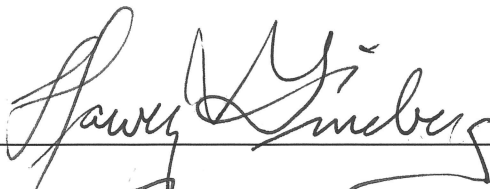
**Eleventh:** The name and mailing address of the incorporator are as follows:

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

**Twelfth:** The personal liability of the Trustees and officers 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.

**Thirteenth:** 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 Harvey V. Fineberg, its President, and attested to by Sasha Abrams, its Secretary, on this 4<sup>th</sup> day of December, 2025.

  
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Harvey V. Fineberg  
President

ATTEST:

  
\_\_\_\_\_  
Sasha Abrams  
Secretary