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FILED
Secretary of State
State of California

MAR 2 3 2017

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CALIFORNIA INSTITUTE OF TECHNOLOGY

Thomas F. Rosenbaum and Mary L. Webster certify that:

1. They are the President and Secretary, respectively of, CALIFORNIA INSTITUTE OF TECHNOLOGY, a California nonprofit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read in their entirety as follows:

* * * * * *

ARTICLE I

The name of this Corporation is CALIFORNIA INSTITUTE OF TECHNOLOGY.

ARTICLE II

A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purpose of this Corporation is primarily to establish, maintain and operate a nonsectarian institution of education, scientific research, applied science, and learning. Additionally, this Corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable purposes, or in any other charitable activities. This corporation elects to be governed by all the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 of said law.

B. This Corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE III

The Corporation shall have no members. The directors of said Corporation shall be designated as "Trustees." The authorized number of the Trustees, which shall be not less than five, may be fixed or changed by a bylaw.

ARTICLE IV

A. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign (including the publishing or distributing of statements) on behalf of, or in opposition to, any candidate for public office.

B. Notwithstanding any other provision of these articles of incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as may be amended or superseded or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as may be amended or superseded.

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ARTICLE V

A. The property of this Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its trustees or officers, or to the benefit of any private person, except that this Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

B. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Section 501(c)(3) of the Code, as may be amended or superseded.

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3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Trustees.

4. The Corporation has no members.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of his or her own knowledge.

DATE: 2/2/2017

Thomas F. Rosenbaum

Thomas F. Rosenbaum, President

Mary L. Webster

Mary L. Webster, Secretary