STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on June 23, 2008.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07
Pursuant to the provisions of Section 216 of the Education Law and Section 404, subdivision (d) of the Not-For-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of

IEEE FOUNDATION, INCORPORATED

as a not-for-profit corporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter. This consent is granted with the understanding that nothing contained in the certificate shall be construed as authorizing the corporation to engage in the practice of engineering, or to operate a school of engineering.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 26th day of January, 1973.

Emard B. Nyquist
Commissioner of Education

By: John C. Van Doren
Associate Counsel
Certificate of Incorporation

of

IEEE Foundation, Incorporated

under Section 402 of the Not-for-Profit Corporation Law

The undersigned Dr. Harold Chestnut, for the purpose of forming a corporation under Section 102(a)(5) of the Not-for-Profit Corporation Law, hereby certifies as follows:

1. The name of this corporation is IEEE Foundation, Incorporated.

2. This corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law. This corporation is a Type B corporation under the Not-for-Profit Corporation Law, formed not for pecuniary profit or financial gain and exclusively to further the scientific and educational purposes of The Institute of Electrical and Electronics Engineers, Incorporated (hereinafter referred to as IEEE), a New York Not-for-Profit Corporation. Accordingly, this corporation's purposes shall be:

(a) To engage in scientific and educational activities, directed toward the advancement of the theory and practice of electrical engineering, electronics, radio, the allied branches of engineering and the related arts and sciences;
(b) To receive, acquire, hold and maintain any property, real or personal, without limitation as to amount or value, by way of gift, bequest, devise, grant, purchase or lease, to invest and reinvest the same, and to expend or otherwise dispose of all or any portion of its funds and property, including the income, interest, or principal, for any of such scientific or educational purposes, subject, however, to any directions or limitations placed upon the same by donors or testators; and

(c) To do any and all things necessary or proper in connection with or incidental to any of the foregoing.

This corporation shall not engage in any activities, pay over any part of its income to, or perform any services for any person or organization other than IEEE, unless such activities, payment of income or performance of services further the scientific or educational purposes of IEEE and of this corporation.

3. No part of the assets, income or profit of the corporation may be distributed to or may issue to the benefit of its directors, officers or other employees except to the
4. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

5. The corporation will not operate a school of engineering.

6. The corporation will not engage in the practice of engineering.

7. The principal office of the corporation is to be located in the City, County and State of New York.

8. The territory in which the activities of the corporation are to be conducted is the entire world, but principally the United States.

9. The duration of the corporation shall be perpetual.
10. The secretary of state shall mail a copy of any notice to the corporation required by law to 345 East 47th Street, New York, New York 10017.

11. Prior to the delivery to the Department of State for filing, there will be annexed to this Certificate of Incorporation or endorsed thereon the approval of the Commissioner of Education and a Justice of the Supreme Court as required by Section 404 of the Not-for-Profit Corporation Law.

12. The corporation is to have no members.

13. The Board of Directors of the corporation shall consist of six voting members unless otherwise fixed by by-law adopted by the Board of Directors, but in no event shall the voting members of the Board of Directors number less than three. The Board of Directors may appoint an Executive Director who shall be an officer of the corporation. The Executive Director shall hold office until the next Annual Meeting of the Board of Directors and until his successor has been appointed and qualified. The Executive Director shall be an ex-officio and non-voting member of the Board of Directors so long as he serves as said Executive Director, unless otherwise fixed by by-law adopted by the Board of Directors.

14. The names, addresses, and terms of office of the initial voting directors of the corporation are as follows:
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Initial Term of Office</th>
</tr>
</thead>
<tbody>
<tr>
<td>W. K. M. Whitter</td>
<td>45 N. Stand Drive</td>
<td>1 year</td>
</tr>
<tr>
<td></td>
<td>Chatham, New Jersey 07928</td>
<td></td>
</tr>
<tr>
<td>Dr. H. M. Nele Witterberg</td>
<td>Department of Electrical Engineering</td>
<td>1 year</td>
</tr>
<tr>
<td></td>
<td>University of Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Urbana, Illinois 61801</td>
<td></td>
</tr>
<tr>
<td>Dr. R. E. Tufts</td>
<td>Carnegie-Mellon University</td>
<td>2 years</td>
</tr>
<tr>
<td></td>
<td>School of Engineering</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Pittsburgh, Pa. 15213</td>
<td></td>
</tr>
<tr>
<td>Mr. R. H. Turner</td>
<td>Bell-Northern Research</td>
<td>2 years</td>
</tr>
<tr>
<td></td>
<td>P. O. Box 751 Station &quot;C&quot;</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Oakville, Ontario, Canada</td>
<td></td>
</tr>
<tr>
<td>Mr. R. S. Goldberg</td>
<td>Delta Precision Company</td>
<td>3 years</td>
</tr>
<tr>
<td></td>
<td>Blackburn Road</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Wakefield, Mass. 01880</td>
<td></td>
</tr>
<tr>
<td>Dr. Harold Chestnut</td>
<td>Research and Development</td>
<td>3 years</td>
</tr>
<tr>
<td></td>
<td>General Electric Company</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Building 37-577</td>
<td></td>
</tr>
<tr>
<td></td>
<td>One River Road</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Schenectady, New York 12305</td>
<td></td>
</tr>
</tbody>
</table>
15. The Board of Directors shall hold an Annual meeting, at such time and place as may be fixed in the by-laws, for the purpose of electing voting directors to fill the vacancies next to occur, of receiving the report specified in Section 518(c) of the Not-for-Profit Corporation Law, and of transacting any further business of the corporation.

16. Only persons who are or have been members of the Board of Directors of IEEE and who are members of IEEE may be directors of this corporation. Unless a majority of the voting members of the Board of Directors of this corporation will, immediately after the election of directors, be members of the Board of Directors of IEEE, then to be eligible to be elected to the Board of Directors, a person must be a member of the Board of Directors of IEEE.

17. Election of directors to new terms shall be by majority vote of the existing Board at each Annual Meeting of the Board of Directors.

18. Unless otherwise fixed by by-law adopted by the Board of Directors the terms of office of each voting director shall be three years beginning the day after the Annual Meeting, except that the terms of the six initial voting directors shall consist of two terms of one year,
ten terms of two years, and two terms of three years, respectively, as indicated in paragraph 14 above.

15. Any vacancy on the board of directors occurring prior to the scheduled end of any director's term shall be filled by the remaining board of directors. Any such director appointed to fill a vacancy shall serve only until the next annual meeting of the board of directors at which the election of directors is in the regular order of business, and until his successor is elected and qualified.

20. To the extent permitted by law all powers of the corporation are vested in the board of directors.

21. In furtherance and not in limitation of the powers conferred by statute, the board of directors may designate from among its members one or more committees, each consisting of three or more directors, and each of which, to the extent provided in the resolutions or by-laws, and to the extent permitted by law, shall have all the authority of the board.

22. In the event of dissolution of the corporation or any other event causing the assets of the corporation to be distributed, the board of directors shall dispose of the net assets of the corporation in accordance with the provisions of the Not-for-Profit Corporation Law. Assets may be distributed only to further the purposes of the corporation expressed
Pursuant and only for purposes permitted to be undertaken by an organization described in Section 301(c)(3) of the Internal Revenue Code of 1954 as the same be amended from time to time.

IN WITNESS WHEREOF, this certificate has been signed by the subscriber this 2-2 day of January, 1973.

Dr. Harold Chestnut, as Incorporator
Research and Development Center
General Electric Company
Building 37-577
One River Road
Schenectady, New York 12305
On this 11 day of January, 1973, before me personally appeared Dr. Harold Chestnut, to me known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and he duly acknowledged to me that he executed the same.

[Signature]
Notary Public

State of New York, No.
Qual. in
Cert. filed in
Comm. Exp.

[Signature]
Notary Public State of New York
Resident of Onondaga County
My Commission Expired March 23, 1973
ATTORNEY & COUNSELOR
A Justice of the Supreme Court of New York County, do hereby approve the
foregoing certificate of incorporation and consent that the
same be filed.

Dated: FEB 8 1973

[Signature]

Justice of the Supreme Court for
New York County

[Signature]

FEBRUARY 8
January 1973

The undersigned has no objection to the granting
of judicial approval hereon and waives statutory notice.

EDWARD J. LEFKOWITZ
ATTORNEY GENERAL
STATE OF NEW YORK

[Signature]
ROBERT J. TASEK
ASSISTANT ATTORNEY GENERAL
STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on June 23, 2008.

Paul LaPointe
Special Deputy Secretary of State
CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
IEEE FOUNDATION, INCORPORATED
Under Section 803 of the Not-for-
Profit Corporation Law.

We, the undersigned, being the President and
the Secretary of IEEE Foundation, Incorporated, for the
purpose of amending the Certificate of Incorporation of
the corporation under section 803 of the Not-for-Profit
Corporation Law, hereby certify as follows:

1. The name of the corporation is IEEE
Foundation, Incorporated.

2. The corporation was formed under the
Not-for-Profit Corporation Law and its Certificate of
Incorporation was filed by the Department of State

3. The corporation is a corporation as
defined in subparagraph (a)(5) of section 102 of the
Not-for-Profit Corporation Law and the corporation is
a Type B corporation under section 201 of said Law.

4. The Secretary of State shall mail a copy
of any notice required by law to the corporation at
345 East 47th Street, New York, N.Y. 10017.
5. The Certificate of Incorporation of IEEE Foundation, Incorporated is hereby amended to revise a restriction on the qualification of directors of the corporation. The Certificate of Incorporation is hereby amended by revising Paragraph 16 to read as follows:

"Only persons who are members of IEEE may be directors of this corporation. Unless a majority of the voting members of the Board of Directors of this corporation will, immediately after the election of directors, be members of the Board of Directors of IEEE, then to be eligible to be elected to the Board of Directors, a person must be a member of the Board of Directors of IEEE."

Prior to amendment, the first sentence of Paragraph 16 read as follows:

"Only persons who are or have been members of the Board of Directors of IEEE and who are members of IEEE may be directors of this corporation."

The second sentence of Paragraph 16 is not being changed by this Certificate of Amendment.

6. This amendment to the Certificate of Incorporation of IEEE Foundation, Incorporated was authorized by a vote of a majority of the entire Board of Directors of the corporation. The corporation has no members.

[Signature]
7. The approval of a justice of the Supreme Court of New York County was endorsed on the Certificate of Incorporation of IEEE Foundation, Incorporated and the consent of the Commissioner of Education was annexed thereto. No approval or consent is required for the filing of this Certificate of Amendment with the Department of State.

IN WITNESS WHEREOF, the undersigned have made, subscribed and verified this certificate this 8th day of December, 1979.

[Signatures]

Jerome J. Suran
President

Robert H. Tanner
Secretary
STATE OF NEW YORK

COUNTY OF NEW YORK

Jerome J. Suran, being first duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate and is the President of the IEEE Foundation, incorporated, that he has read the foregoing certificate and knows the contents thereof and that the statements therein contained are true.

[Signature]

Sworn to before me this 8th day of December, 1979.

[Signature]

Notary Public

[Notary Seal]

[Notary Information]
STATE OF NEW YORK 

COUNTY OF NEW YORK 

Robert H. Tanner, being first duly sworn, deposes and says that he is one of the persons described in and who executed the foregoing certificate and is the Secretary of IEEE Foundation, Incorporated, that he has read the foregoing certificate and knows the contents thereof and that the statements therein contained are true.

Robert H. Tanner

Sworn to before me this 8th day of December, 1979.

[Signature]
Notary Public

[Notary Public's Seal]

[Notary Public's Signature]
Notary Public

[Notary Public's Name]
Notary Public, State of New York

[Notary Public's Signature]
Notary Public, State of New York

[Notary Public's Name]
Orchard County, New York

[Notary Public's Signature]
Notary Public, State of New York

[Notary Public's Name]
STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on June 23, 2008.

Paul LaPointe
Special Deputy Secretary of State
CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
IEEE FOUNDATION, INCORPORATED
Under Section 803 of the Not-for-
Profit Corporation Law.

We, the undersigned, being the President and the Secretary of IEEE
Foundation, Incorporated, for the purpose of amending the Certificate of
Incorporation of the corporation under section 803 of the Not-for-Profit Corporation
Law, hereby certify as follows:

1. The name of the corporation is IEEE Foundation, Incorporated.

2. The corporation was formed under the Not-for-Profit Corporation
Law and its Certificate of Incorporation was filed by the Department of State on

3. The corporation is a corporation as defined in subparagraph (a)(5) of
section 102 of the Not-for-Profit Corporation Law and the corporation is a Type B
corporation under section 201 of said Law.

4. The Certificate of Incorporation of IEEE Foundation, Incorporated is
hereby amended to revise a restriction on the qualification of directors of the
corporation. The Certificate of Incorporation is hereby amended by revising
Paragraph 16 in its entirety to read as follows:

"Only persons who are members of IEEE may be directors of this corporation.
At least one third of the Board of Directors of this corporation shall be
concurrently serving or have previously served, as a member of the IEEE
Board of Directors."
Prior to amendment, Paragraph 16 read as follows:

"Only persons who are members of IEEE may be directors of this corporation, unless a majority of the voting members of the Board of Directors of this corporation will, immediately after the election of directors, be members of the Board of Directors of IEEE, then to be eligible to be elected to the Board of Directors, a person must be a member of the Board of Directors of IEEE."

5. This amendment to the Certificate of Incorporation of IEEE Foundation, Incorporated was authorized by a unanimous vote of the entire Board of Directors of the corporation.

6. The Secretary of State of the State of New York is hereby designated as agent of the corporation upon whom process against it may be served. The post of the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is

345 East 47th Street
New York, N.Y. 10017

IN WITNESS WHEREOF, the undersigned have made, subscribed and certified this Certificate this 11 day of July, 1996.

[Signatures]
STATE OF NEW YORK
COUNTY OF SUFFOLK

I, Henry L. Burcham, being first duly sworn, deposes and says that he
is one of the persons described in and who executed the foregoing Certificate and is
the President of IEEE Foundation, Incorporated, that he has read the foregoing
Certificate and knows the contents thereof and that the statements therein
contained are true.

[Signature]

Subscribed and sworn to before me

this 13 day of July, 1996.

[Signature]

Notary Public

[Stamp]
Dr. Emerson Woodhead, being first duly sworn, depose and say that he is one of the persons described in and who executed the foregoing Certificate and in the Secretary of IEEE Foundation, Incorporated, that he has read the foregoing Certificate and knows the contents thereof and that the statements therein contained are true.

Subscribed and sworn to before me this 11th day of July, 1996.

[Signature]

Notary Public

[Notary Seal]
CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

IEEE FOUNDATION, INCORPORATED

(Under Section 803 of the Not-For-Profit Corporation Law)

FILER: BRIDGE SERVICE CORP.
5 BEERMAN STREET SUITE 925
NEW YORK, N Y 10038

STATE OF NEW YORK
DEPARTMENT OF STATE

RECEIVED
MAY 3, 1996

7.250 R126
STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on June 23, 2008.

Paul LaPointe
Special Deputy Secretary of State
Certificate of Change of
IEEE Foundation, Incorporated

Under Section 803-A of the Not-For-Profit Corporation Law.

FIRST: The name of the Corporation is: IEEE Foundation, Incorporated (the Corporation).

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on February 16, 1973.

THIRD: The change in the Certificate of Incorporation effected by this Certificate of Change is as follows:

To change the post office address to which the Secretary of State shall mail a copy of any service of process against the Corporation.

FOURTH: To accomplish the foregoing change, Article 6 of the Certificate of Incorporation, relating to the post office address is hereby stricken out in its entirety, and the following new Article 6 is substituted in lieu thereof:

6. The Secretary of the State of New York is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: 3 Park Avenue, 16th Floor, New York, New York 10016.

FIFTH: The foregoing change was approved by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed, signed and acknowledged this Certificate of Change this 12th day of June, 1999.

IEEE Foundation, Incorporated

By: ________________________________
Name: Henry L. Bachman
Title: 1999 President
CERTIFICATE OF INDIAN

IEEE FOUNDATION, INCORPORATED

Under Section 803-A of the Non-Profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 14, 1999
TAXES: NY

FEE: NY: James A. Clarke, Paralegal
DOCKET & WHITNEY LLP.
250 Park Avenue
New York, NY 10177

FEE: NY: 990714000790

FEE: NY: 990714000790