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
In accordance with the provisions of Section 216 of the Education Law and Section 604, subdivision (d) of the Not-For-Profit Corporation Law, consent is hereby given to the filing of the amended 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.

Emi H. Myquis
Commissioner of Education

By:

[Signature]

Associate Counsel
Certificate of Incorporation

1st Foundation, Incorporated,

under Section 102(a)(5) 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 acquire, hold and maintain, and convey from time to time, without loss, the same, or any part thereof, by way of gift, bequest, devise, trust, purchase or lease, to invent and improve 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 corporation shall not engage in the practice of engineering.

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 this certificate to the corporation required by law to 345 Park Avenue, New York, New York 10017.

11. Prior to the delivery to the Department of State for filing, there will be annexed to this certificate a certificate of incorporation or amendment thereto, executed by 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>Institution/Department</th>
<th>Years</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. C. A. Jeeter</td>
<td>College of Engineering</td>
<td>2</td>
</tr>
<tr>
<td>Dr. D. C. Danner</td>
<td>Carnegie Mellon University</td>
<td>2</td>
</tr>
<tr>
<td>Mr. L. H. Tanzer</td>
<td>Naval Research Laboratory, Annapolis, MD</td>
<td>2</td>
</tr>
<tr>
<td>Mr. H. S. Goldthorp</td>
<td>Boston Precision Company</td>
<td>3</td>
</tr>
<tr>
<td>Dr. Harold Chestnut</td>
<td>Research and Development</td>
<td>3</td>
</tr>
</tbody>
</table>

Mr. C. A. Jeeter: New Jersey 07620
Dr. D. C. Danner: Pennsylvania 67801
Mr. L. H. Tanzer: Maryland 21201
Mr. H. S. Goldthorp: Massachusetts 02180
Dr. Harold Chestnut: New York 12305
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 are present at a meeting, a quorum shall be present at each meeting of the Board of Directors of IEEE. Any director not present at a meeting of the Board of Directors of IEEE may vote by mail. A director who is not present at a meeting of the Board of Directors of IEEE shall vote by mail.

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.
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
nominate 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 distri-
buted only to further the purposes of the corporation expressed
Dr. Harold Chestnut, as Incorporator
Research and Development Center
General Electric Company
Building 37-577
One River Road
Schenectady, New York 12301
STATE OF NEW YORK
COUNTY OF ... (Signature)

On this 13 day of January, 1973, before me, personally appeared J. 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
Cerf. filed in
Comm. Exp.

[Signature]
Notary Public state of New York
Registered in Schenectady County
My Commission Expiration March 21, 1973
Justice of the Supreme Court for New York County.

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

LOUIS J. LEFKOWITZ
ATTORNEY GENERAL
STATE OF NEW YORK

By
ROBERT J. HOLK
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 same 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.
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. Suren, 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.

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

[Signature]

Notary Public

[Seal]

[Seal]

[Seal]
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.

[Signature]

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

[Notary Public]

[Stamp]
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 131 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."

page 1 of 4
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 agent's address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is 335 East 47th Street, New York, N.Y. 10017.

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

[Signatures]
Mr. Henry L. Bartham, 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, has been true and the foregoing
Certificate and knows the contents thereof and that the statements therein
contained are true.

[Signature]

Subscribed and sworn to before me
this 13th day of July, 1996.

[Signature]
John O. Mitchell
Notary Public
STATE OF NEW YORK
COUNTY OF New York

Dr. Emerson Williams, being first duly sworn, says that he is one of the persons described in and who executed the foregoing Certificate and in the Secretary of DECE 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 11th day of July, 1968.

[Signature]
Notary Public
[Seal]

page 4 of 4
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.

[Signature]

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

Under Section 803-A of the New York 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 15, 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 process of 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, 17th 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: Henry L. Stimson
Title: 1999 President
CITIZENSHIP OF INDIAN

IEEE FOUNDATION, INCORPORATED

Pursuant to Section 802-A of the Not-For-Profit Corporation Law

STATE OF NEW YORK

DEPARTMENT OF STATE

NY

FILED and recieved July 6, 1999

CITIZENSHIP OF INDIAN

IEEE FOUNDATION, INCORPORATED

Pursuant to Section 802-A of the Not-For-Profit Corporation Law

STATE OF NEW YORK

DEPARTMENT OF STATE

REGISTERED OFFICE: State of New York

OFFICERS:

Chairman: J. A. Clarke, Paralegal

Secretary: W. D. Whitney, LL.D., P.L.

25 Park Avenue

New York, NY 10017

Date of Incorporation: July 6, 1999

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