

July 31, 1962

The Robertson Foundation
Room 2500, 63 Wall Street
New York 5, N. Y.

COMPOSITE CERTIFICATE OF INCORPORATION

of

Attachment to Form 1023

THE ROBERTSON FOUNDATION

As Amended Through July 26, 1961

We, the undersigned, in order to form a corporation for the purposes hereinafter set forth, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby CERTIFY, as follows:

1. The name of the corporation is THE ROBERTSON FOUNDATION.

11. The following provisions are inserted for the management of the affairs of the corporation:

(a) The number of directors, who shall be known as "trustees" of the corporation, shall be seven, and each member of the corporation shall be a trustee. Any person ceasing to be a member of the corporation shall also cease to be a trustee thereof; and any person ceasing to be a trustee shall cease to be a member.

BY-LAWS
of
THE ROBERTSON FOUNDATION

ARTICLE I

Offices

1. *Places.* The corporation (hereinafter called the "Foundation") may have offices in such places within or outside the State of Delaware as the Board of Trustees may from time to time determine or authorize or as the affairs of the Foundation may require.

ARTICLE II

Membership

1. *Members.* The members of the Foundation will be divided into two classes designated as the "Princeton members" and the "Family members."

(a) The Princeton members will be four in number, three of whom will be the persons from time to time holding the position (or in the event of change the then equivalent thereof) of Chairman of the Executive Committee of the Trustees of Princeton University, the President of Princeton University and the Chairman of the Finance Committee of the Trustees of Princeton University. The fourth Princeton member will be such person as may be designated by the President of Princeton University.

(b) The Family members will be three in number and during the lifetime of Marie H. Robertson and Charles S. Robertson, or the survivor, will be such persons, including themselves, as may be designated by Marie H. Robertson and Charles S. Robertson, or the survivor, or by such person as they or the survivor of them may appoint with authority to designate Family members. After the death of Marie H. Robertson and Charles S. Robertson, Family members will be such three persons, including themselves, as may be designated by a majority of the descendants of Marie H. Robertson and Charles S. Robertson, who are over twenty-one years of age, voting *per stirpes*. If, at the time of the death of the survivor of Marie H. Robertson and Charles S. Robertson, there shall be no descendants of theirs over the age of twenty-one years, Family members may be elected by a majority of all the then members, provided that any such Family members so elected shall continue as members only until the designation of their successors by a descendant or descendants of Marie H. Robertson and Charles S. Robertson, as provided above. If, at the time of any designation of Family members by a descendant or descendants of Marie H. Robertson and Charles S. Robertson, as provided above, any of the children of Marie H. Robertson and Charles S. Robertson are under the age of twenty-one, and, therefore, not entitled to participate in such designation, the Family members so designated shall continue as members only until the designation of their successors at a time when all of the children of Marie H. Robertson and Charles S. Robertson, then living, shall have reached the age of twenty-one years. After the youngest child of Marie H. Robertson and Charles S. Robertson, then living, shall have reached the age of twenty-one years, Family members designated by descendants of Marie H. Robertson and Charles S. Robertson, as provided above, shall continue as such for a period of five years and until their successors shall be designated, as provided above. If, at any time, there shall be a vacancy in the Family members and such vacancy shall continue for a period of two years, without the designation of a successor or successors by the descendants of Marie H. Robertson and Charles S. Robertson, as provided above, such vacancy may be filled by the majority vote of all the then members.