

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.

2. The principal office of the corporation in the State of Delaware is to be located at 229 South State Street in the City of Dover, County of Kent. The name of the resident agent in charge thereof is The Prentice-Hall Corporation System, Inc., 229 South State Street, Dover, Delaware.

3. This corporation is organized and shall be operated exclusively for charitable, scientific, literary, or educational purposes and for no other purpose. In furtherance of such purposes its objective is to strengthen the Government of the United States and increase its ability and determination to defend and extend freedom throughout the world by improving the facilities for the training and education of men and women for government service and to contribute, lend, pay over, or assign the income of the corporation and/or the funds or property of the corporation (any payments of principal being subject to the limitations of article 11(c) hereof) to or for the use of Princeton University for any one or more or all of the following uses:

(a) To establish or maintain and support at Princeton University, and as a part of the Woodrow Wilson School, a Graduate School, where men and women dedicated to public service may prepare themselves for careers in government service, with particular emphasis on the education of such persons for careers in those areas of the Federal Government that are concerned with international relations and affairs;

(b) To establish and maintain scholarships or fellowships, which will provide full, or partial support to students admitted to such Graduate School, whether such students are candidates for degrees, special students, or part-time students;

(c) To provide collateral and auxiliary services, plans and programs in furtherance of the object and purpose above set forth, including but without limitation, internship programs, plans for public service assignments of faculty or administrative personnel, mid-career study help, and programs for foreign students or officials training.

4. In furtherance of the purposes set forth in article 3 and to enable the corporation to carry out such purposes, the corporation shall have the following powers:

(a) To receive by donations, gifts, bequests, devises, contributions or otherwise, any and all kinds of property, real and personal, and to manage, administer, invest and reinvest and dispose of the same.

(b) To acquire by purchase or otherwise, and to own, manage or sell property or any interest therein.

(c) To purchase or otherwise acquire or obtain an interest in, hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, notes or other evidences of indebtedness or other securities created by, any other corporation or corporations of the State of Delaware or of any other State, territory or country, or by governments, states, municipalities or other political or governmental subdivisions, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(d) Acting through its Board of Trustees and officers, subject to the powers and restrictions of the Certificate of Incorporation, or any amendments thereto and to its By-laws, to do all such acts as are necessary or convenient to the attainment of the object and purpose herein set forth, and to the same extent and as fully as any natural person might or could do.

(e) To have offices and promote and carry on its object and purpose within or outside the State of Delaware.

5. The corporation is not organized for profit and the foregoing object, purpose and powers are each and all subject to the limitation that no part of the net earnings of the corporation shall inure to the benefit of any private member or individual. No substantial part of the corporation's activities shall be carrying on propaganda, or otherwise attempting, to influence legislation; and it shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for office. Notwithstanding any provision in this instrument which may be construed to the contrary, the corporation shall not engage in any activities which are not substantially in furtherance of charitable, scientific, literary, or educational purposes within the intentment of Section 501(c)(3) of the Internal Revenue Code, or its then equivalent.

6. The corporation shall not have authority to issue any capital stock.

7. The conditions of membership of the corporation and the rights of the members shall be such as are stated in the By-laws of the corporation.

8. The names and places of residence of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
Charles S. Robertson	Lloyd Harbor, Huntington Long Island, New York
Marie H. Robertson	Lloyd Harbor, Huntington Long Island, New York
Eugene W. Goodwillie	304 Highland Avenue Montclair, New Jersey

9. The existence of the corporation is to be perpetual.

10. The private property of the members of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

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.

(b) The Board of Trustees shall have the full power to manage the affairs of the corporation, to invest and reinvest the funds and other property of the corporation, and to determine the use and disposition of the income or corpus of the corporation in accordance with its object and

purpose. The Board of Trustees may, by resolution or resolutions passed by five-sevenths of the whole Board, designate an Executive Committee to consist of two or more of the trustees of the corporation which, to the extent provided in the resolution or resolutions, or in the By-laws, shall have and may exercise the powers of the Board of Trustees in the management of the affairs of the corporation and may have the power to authorize the seal of the corporation to be affixed to all papers which may require it. The Board of Trustees may, by resolution or resolutions passed by a majority of the whole Board, provide for such other Committees as it deems advisable from time to time, with such powers and duties as may be assigned thereto by the Board.

(c) Funds or property of the corporation which do not constitute income or accumulated income as defined in Treasury Department Regulations 1.504-1(c), or its then equivalent, shall not be disbursed or paid out unless (1) income of the corporation sufficient to cover the proposed expenditure is not available, and (2) at the time such funds or property is disbursed or paid out, provision is made for repayment out of future income. ~~Payments of principal or capital shall not exceed 5% of the total market value of the corporation's principal or capital assets in any fiscal year computed at the time of such payment.~~

(d) Unless otherwise restricted by law or the By-laws, any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

(e) Any member, trustee or officer performing actual services for and on behalf of the corporation shall be entitled to receive such reasonable compensation therefor as may be approved by the Board of Trustees, and to reimbursement of expenses incurred by him in connection with carrying out the activities of the corporation.

12. In furtherance of purposes set forth in article 3 hereof, the Board of Trustees shall have the power:

(a) To make, alter, amend or repeal any By-laws, subject only to such limitations, if any, as the By-laws may from time to time impose.

(b) To authorize the corporation to borrow money, with or without security, and to authorize and cause to be executed, mortgages, pledges or other liens, without limit as to amount, upon any or all of the real and personal property of the corporation, all on such terms and conditions as the Board of Trustees may determine or authorize in its discretion.

(c) From time to time, to the extent now or hereafter permitted by the laws of the State of Delaware, to sell, lease, exchange or otherwise dispose of any part of the property and assets of the corporation which the Board of Trustees deems expedient and in the best interests of the corporation.

(d) To appoint agents, representatives, consultants, custodians for the corporation's securities and investment advisors to assist the corporation in carrying out its object and purpose, on such terms as the Board of Trustees may determine, including payment of reasonable compensation for services actually rendered and reimbursement for expenses actually incurred in the performance of such services.

13. During the lifetime of Marie H. Robertson and Charles S. Robertson, or the survivor, the corporation may be dissolved only with their prior written consent, or the written consent of the survivor, together with either the unanimous consent given in writing of all of its members without a meeting, or the unanimous vote of all its members given in person or by proxy at a meeting duly called for that purpose. For a period of fourteen years after the death of Marie H. Robertson and Charles S. Robertson, the corporation may only be dissolved with the prior consent in writing of three,

or all if there be less than three, persons who are the descendants of both Marie H. Robertson and Charles S. Robertson and who are over the age of twenty-one years, together with either the unanimous consent given in writing of all the members without a meeting, or the unanimous vote of all the members given in person or by proxy at a members meeting duly called for that purpose. Thereafter, the corporation may be dissolved by the unanimous consent given in writing of all of its members without a meeting, or pursuant to the unanimous vote of all of its members given in person or by proxy at a members meeting duly called for that purpose. In the event of dissolution of the corporation, the Board of Trustees shall distribute or transfer the property and funds of the corporation remaining after payment of all proper claims and demands against the corporation to Princeton University which may, for investment purposes, be made a part of the general endowment fund but which otherwise shall be considered and administered as a separate and distinct endowment fund to be known as the "Robertson Fund" and to be used by Princeton University to further the object and purpose above set forth. No part of any such property or funds of the corporation shall pass to any member of the corporation. The term "descendants" as used in this paragraph 13 shall include adopted children.

14. In the event that Princeton University should at any time cease to be an exempt organization, as defined in Section 501(c)(3) of the Internal Revenue Code, or its then equivalent, and not have its status as such "exempt organization" restored within one year from the date it ceased to be an exempt organization, the Board of Trustees shall pay over the income of the corporation and/or transfer its property or funds to any one or more other corporations, trusts, funds or foundations created or organized in the United States which are exempt organizations as defined in Section 501(c)(3) of the Internal Revenue Code, or its then equivalent, for the purpose of carrying out the object and purpose of this corporation.

15. Meetings of the members and trustees may be held outside the State of Delaware, and, subject to the laws of Delaware, and the By-laws, the corporation may keep its books, documents and papers and maintain offices outside the State of Delaware, at such place or places as may be from time to time designated or authorized by the By-laws or by the members or trustees.

16. No amendment of the Certificate of Incorporation shall be effective unless authorized either (a) by the affirmative vote of all of its members given in person or by proxy at a members meeting duly called for that purpose, or (b) by the written consent of all the members without a meeting, provided, however, that paragraph 13 hereof may only be amended in the same manner and with the same consents as is required by the provisions of said paragraph for the dissolution of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16th day of March, 1961.

MARIE H. ROBERTSON (L.S.)

CHARLES S. ROBERTSON (L.S.)

EUGENE W. GOODWILLIE (L.S.)

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

BE IT REMEMBERED that on this 16th day of March, 1961, personally appeared before me, a Notary Public in and for the State and County aforesaid, CHARLES S. ROBERTSON, MARIE H. ROBERTSON and EUGENE W. GOODWILLIE, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and they each severally acknowledged the Certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

TOWNSEND J. KNIGHT
Notary Public

TOWNSEND J. KNIGHT
Notary Public, State of New York
No. 31-2156563
Qualified in New York County
Commission Expires March 30, 1961

(NOTARIAL
SEAL)