

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "FRIENDS OF THE UNIVERSITY OF AUCKLAND, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2000, AT 12:45 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0859925

DATE: 12-18-00

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS P#3
FILED 12:45 PM 12/15/2008
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CERTIFICATE OF INCORPORATION

OF

FRIENDS OF THE UNIVERSITY OF AUCKLAND, INC.

The undersigned, a natural person, for the purpose of organizing a corporation not for profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

ARTICLE I

NAME

The name of the corporation is **FRIENDS OF THE UNIVERSITY OF AUCKLAND, INC.** (the "Corporation").

ARTICLE II

REGISTERED OFFICE AND AGENT

The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation in the State of Delaware at that address is The Corporation Trust Company.

ARTICLE III

PURPOSE

The purposes for which the Corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall include but shall not be limited to:

- (a) conducting activities that support or benefit the University of Auckland in New Zealand (the "University"), an organization described in Code Section 501(c)(3) which is not a private foundation under Code Section 509(a);
- (b) grantmaking to support or benefit the University;

<u>NAME</u>	<u>MAILING ADDRESS</u>
David A. Shevlin	c/o Simpson Thacher & Bartlett 425 Lexington Avenue New York, New York 10017-3909

ARTICLE VIII

NO MEMBERS

The Corporation shall have no members.

ARTICLE IX

MANAGEMENT

Except as otherwise provided by law, or in any By-Laws of the Corporation, the activities and affairs of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors

ARTICLE X

DIRECTORS' LIABILITY

The personal liability of the directors and of any persons performing any of the duties of directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

ARTICLE XI

NO PRIVATE INUREMENT

The Corporation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall be distributed to, or inure to the benefit of, any private individual. However, reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE XII**LOBBYING AND PARTICIPATION IN POLITICAL CAMPAIGNS**

No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision). The Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE XIII**FEDERAL EXCISE TAXES**

If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, if the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE XIV**DISSOLUTION**

In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors to charitable organizations then qualified under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Court of Common Pleas (or a Court of equivalent or comparable jurisdiction) of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV
AMENDMENTS

From time to time, and in furtherance of the exempt purposes for which the Corporation is being organized, any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by those laws.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation and affirmed as true the statements made herein this 15 day of December, 2000.



David A. Shevlin
c/o Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017