

Certificate of Amendment of Articles of Incorporation
Filed 5/5/82

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
THE WILLIAM AND FLORA HEWLETT FOUNDATION

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
MAY 5 1982
MARION FONQ EU, Secretary of State
By JAMES E. HARRIS
Deputy

Roger W. Heyns and Marianne Pallotti

certify:

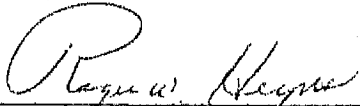
1. That we are the President and the Secretary, respectively, of THE WILLIAM AND FLORA HEWLETT FOUNDATION, a California corporation.
2. That Article Eighth of the Articles of Incorporation of THE WILLIAM AND FLORA HEWLETT FOUNDATION shall be amended to read as follows:

"EIGHTH: The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and no part of the net income or assets of this organization shall inure to the benefit of any private persons. Upon the dissolution or winding up of the corporation its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

"If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party."

3. That the amendment has been approved by the Board of Directors.

4. That the Board of Directors alone was entitled to adopt the foregoing amendment, because the corporation has no members other than Directors.



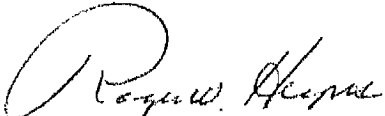
Roger W. Heyns, President



Marianne Pallotti, Secretary

DECLARATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing Certificate of Amendment of Articles of Incorporation are true of his own knowledge, and that this declaration was executed on _____ April 29 , 1982, at Menlo Park, California.



Roger W. Heyns, President



Marianne Pallotti, Secretary

Certificate of Amendment of Articles of Incorporation
Filed 1977

1977

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
THE W. R. HEWLETT FOUNDATION

ROGER W. HEYNS and WALTER B. HEWLETT certify:

1. That they are the President and Secretary-Treasurer, respectively, of THE W. R. HEWLETT FOUNDATION, a California corporation.

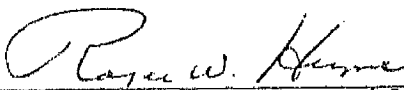
2. That at a meeting of the board of directors of said corporation, duly held at Palo Alto, California, on April 4, 1977, the following resolution was adopted:

"RESOLVED: That Article First of the articles of incorporation of this corporation be amended to read as follows:

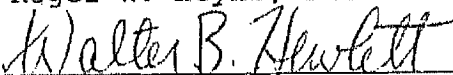
FIRST: The name of this corporation is
THE WILLIAM AND FLORA HEWLETT
FOUNDATION.

3. That at a meeting of the members of said corporation, duly held at Palo Alto, California, on April 4, 1977, a resolution was adopted, and the wording of the amended article as set forth in the members' resolution is the same as that forth in the directors' resolution in Paragraph 2 of this certificate.

4. That the number of members who voted affirmatively for the adoption of said resolution is 6, and that the number of members constituting a quorum is 4.

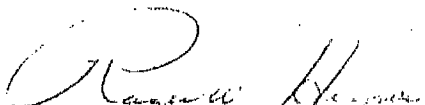


Roger W. Heyns, President



Walter B. Hewlett, Secretary-
Treasurer

I, ROGER W. HEYNS, declare under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Palo Alto, California, California, on September 23, 1977.



Roger W. Heyns, President

I, WALTER B. HEWLETT, declare under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Palo Alto, California, on September 23, 1977.



Walter B. Hewlett, Secretary-
Treasurer

Articles of Incorporation
Filed 12/15/66

ARTICLES OF INCORPORATION
OF
THE W. R. HEWLETT FOUNDATION

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

DEC 15 1966

FRANK M. JORDAN, Secretary of State
 BY JAMES E. HARRIS
 Deputy

We, the undersigned, for the purpose of forming a nonprofit corporation under the General Nonprofit Corporation Law of the State of California, do hereby state and certify:

FIRST: The name of this corporation is
 THE W. R. HEWLETT FOUNDATION.

SECOND: The specific and primary purposes for which this corporation is formed are:

(a) To receive, administer, expend and distribute funds for one or more of the following purposes:

charitable
 religious
 scientific
 literary
 educational

provided that the purposes of this corporation shall be limited to those which qualify the corporation for exemption from federal income taxes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 of the United States (or the corresponding provision of any future United States Internal Revenue law).

(b) This corporation is organized and shall be operated exclusively as a charitable, religious, scientific, literary or educational foundation for the purpose of promoting the well being of mankind by directly participating in activities which qualify as charitable, religious, scientific, literary or educational within the meaning of Section 501(c)(3) of the

Internal Revenue Code of 1954 of the United States (or the corresponding provision of any future United States Internal Revenue law) or by aiding or contributing to the support of organizations which are directly engaged in activities which do so qualify, in such sums or in such proportions as shall be determined from time to time by the directors of this corporation.

THIRD: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and shall have and exercise all rights and powers conferred on corporations under the laws of the State of California, provided, however, that this corporation is not empowered to engage in any activity or to exercise any power which in itself is not in furtherance of the purposes of this corporation as set forth in paragraphs (a) and (b) of Article SECOND.

FOURTH: The principal office for the transaction of the business of this corporation is the City of Palo Alto, County of Santa Clara, State of California.

FIFTH: (a) The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board to be known as the Board of Directors. The number of directors of this corporation shall be three (3). The number of directors herein provided for may be changed by a By-Law duly adopted by the members.

(b) The names and addresses of the persons who are to act in the capacity of directors of this corporation until the selection of their successors are as follows:

<u>Name</u>	<u>Address</u>
William Redington Hewlett	537 Coleridge Avenue Palo Alto, California
Flora Lamson Hewlett	537 Coleridge Avenue Palo Alto, California
Walter Berry Hewlett	537 Coleridge Avenue Palo Alto, California

SIXTH: This corporation shall have no members other than the persons who from time to time constitute its Board of Directors, and such persons shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations, be the members of this corporation and shall exercise all the rights and powers of members thereof.

SEVENTH: This corporation is not organized for profit and the net earnings and assets of the corporation shall be used exclusively for charitable, religious, scientific, literary or educational purposes as permitted by Section 501(c)(3) of the Internal Revenue Code of 1954 of the United States (or the corresponding provision of any future United States Internal Revenue law). No part of the net earnings, properties or assets of this corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation or to any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article SECOND hereof. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal

Revenue Code of 1954 of the United States (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 of the United States (or the corresponding provision of any future United States Internal Revenue law).

EIGHTH: This corporation is intended to have perpetual existence, but in the event of termination, liquidation or dissolution, the net assets of the corporation shall, after paying or making provision for the payment of all of the liabilities of the corporation, be distributed to one or more corporations or other organizations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes which shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 of the United States (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine.

NINTH: The provisions of these Articles of Incorporation may be amended only (a) upon vote of a majority of the Board of Directors of this corporation and (b) upon the vote or written consent of members representing a majority of all of the voting membership of this corporation.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation this 27th day of November, 1966.

Walter B. Hewlett
John J. Hewlett
Walter B. Hewlett

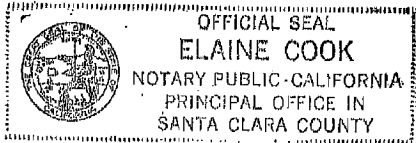
STATE OF CALIFORNIA)
County of Santa Clara) ss.

On this 27th day of January, 1966,
before me, Elaine Cook, a Notary Public
in and for said County and State, duly commissioned and
sworn, personally appeared WILLIAM REDINGTON HEWLETT,
FLORA LAMSON HEWLETT and WALTER BERRY HEWLETT, known
to me to be the persons whose names are subscribed to
the foregoing Articles of Incorporation, and they ac-
knowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal at my office in said County
and State aforesaid, the day and year in this certificate
first above written.

Elaine Cook

NOTARY PUBLIC
in and for the County of Santa Clara,
State of California.



Elaine Cook
My Commission Expires April 17, 1967

(Notarial Seal)