



2562838

ARTICLES OF INCORPORATION
OF

THE CELT DEVELOPMENT CORPORATION

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

OCT 27 2003

Kevin Shelley
KEVIN SHELLEY, SECRETARY OF STATE

ONE: The name of this corporation is the CELT Development Corporation.

TWO: This corporation is a membership organization. The initial members are University of California and the California Institute of Technology.

THREE: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. The public purpose for which the corporation is organized is to foster research in astronomy. Additionally, the corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable and public purpose, or in any other charitable activities.

FOUR: The name in this state of the corporation's initial agent for service of process is GKL Corporate Search, Inc.


FIVE: (a) This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) ("Code"). Notwithstanding any other provisions of these Articles, this corporation shall



not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States internal revenue law).

(b) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for political office.

(c) During such period, or periods, of time, if any, as the corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the corporation's income at such time and in such manner so as not to subject the corporation to tax under Section 4942 of the Code, and the corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the corporation to tax under Section 4944 of the Code if the



directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

SIX: (a) The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any director or officer of this corporation, or to the benefit of any other private individual.

(b) Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets shall be distributed to or among those members who at that time are members of the corporation and qualify as charitable organizations under Section 501(c)(3) of the Code at the time of distribution. If no member is so qualified, then the assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

SEVEN: These Articles of Incorporation, or any part hereof, may be amended or repealed, and new articles of incorporation may be adopted, only by the affirmative vote of all of the members.



Dated: October 24, 2003

John F. Walker, Incorporator

I declare that I am the person who executed the above Articles of Incorporation,
and that this instrument is my act and deed.

John F. Walker, Incorporator



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**RESTATED ARTICLES OF INCORPORATION OF
THE CELT DEVELOPMENT CORPORATION**

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

JUL 25 2006

The undersigned certify that:

1. They are the Chair of the Board and the Secretary, of The CELT Development Corporation, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ONE: The name of this corporation is The CELT Development Corporation.

TWO: This corporation is a membership organization. The initial members are University of California and the California Institute of Technology.

THREE: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. The public purpose for which the corporation is organized is to foster research in astronomy. Additionally, the corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable and public purpose, or in any other charitable activities.

FOUR: (a) This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of



the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) ("Code"). Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States internal revenue law).

(b) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for political office.

(c) During such period, or periods, of time, if any, as the corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the corporation's income at such time and in such manner so as not to subject the corporation to tax under Section 4942 of the Code, and the corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the corporation to tax under Section 4943 of the Code, from making any investments



or otherwise acquiring assets in such manner so as to subject the corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

FIVE: (a) The property of this corporation is irrevocably dedicated to educational and charitable purposes, meeting the requirements of exemption provided by section 214 of the Revenue and Taxation Code, and no part of the net income or assets of this organization shall ever inure to the benefit of any director or officer of this corporation, or to the benefit of any other private individual.

(b) Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets shall be distributed to or among those members who at that time are members of the corporation which are organized and operated for charitable purposes, and qualify as charitable organizations under Section 501(c)(3) of the Code at the time of distribution. If no member is so qualified, then the assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

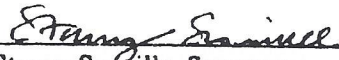
SIX: These Articles of Incorporation, or any part hereof, may be amended or repealed, and new articles of incorporation may be adopted, only by the affirmative vote of all of the members.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of the members.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 6/29/06


Edward C. Stone, Chair of the Board


Stacey Scoville, Secretary

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FILED *Ad*
the office of the Secretary of State
of the State of California

MAR 06 2007

**RESTATED ARTICLES OF INCORPORATION OF
THE CELT DEVELOPMENT CORPORATION**

The undersigned certify that:

1. They are the Chair of the Board and the Secretary of The CELT Development Corporation, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ONE: The name of this corporation is TMT Observatory Corporation.

TWO: This corporation is a membership organization. The initial members are University of California and the California Institute of Technology.

THREE: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. The public purpose for which the corporation is organized is to foster research in astronomy. Additionally, the corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable and public purpose, or in any other charitable activities.

FOUR: (a) This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of



the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) ("Code"). Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States internal revenue law).

(b) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for political office.


(c) During such period, or periods, of time, if any, as the corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must distribute the corporation's income at such time and in such manner so as not to subject the corporation to tax under Section 4942 of the Code, and the corporation is prohibited from engaging in any act of self dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the corporation to tax under Section 4943



of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

FIVE: (a) The property of this corporation is irrevocably dedicated to educational and charitable purposes, meeting the requirements of exemption provided by section 214 of the Revenue and Taxation Code, and no part of the net income or assets of this organization shall ever inure to the benefit of any director or officer of this corporation, or to the benefit of any other private individual.

(b) Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets shall be distributed to or among those members who at that time are members of the corporation which are organized and operated for charitable purposes, and qualify as charitable organizations under Section 501(c)(3) of the Code at the time of distribution. If no member is so qualified, then the assets shall be distributed to a nonprofit fund, foundation, or corporation



which is organized and operated exclusively for charitable purposes and
which has established its tax exempt status under Section 501(c)(3) of the
Code.

SIX: These Articles of Incorporation, or any part hereof, may be
amended or repealed, and new articles of incorporation may be adopted,
only by the affirmative vote of all of the members.

3. The foregoing amendment and restatement of the Articles of Incorporation has been
duly approved by the Board of Directors.
4. The foregoing amendment and restatement of the Articles of Incorporation has been
duly approved by the required vote of the members.

We declare under penalty of perjury under the laws of the State of California that the
matters set forth in this certificate are true and correct of our own knowledge.

Date: March 1, 2007

Henry T. Yang
Henry T. Yang, Chair of the Board

Stacey Scoville
Stacey Scoville, Secretary

