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of the State of California


APR 18 2012

**CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF UNICODE, INC.**

Mark E. Davis and Michel Suignard certify that:


1. They are acting President and Secretary, respectively, of Unicode, Inc., a California nonprofit mutual benefit corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated to read in full as set forth in Exhibit A hereto, which is incorporated by reference as if fully set forth herein (the "Amended and Restated Articles").
3. The Amended and Restated Articles have been duly approved by the board of directors of the Corporation.
4. The Amended and Restated Articles have been duly approved by the required unanimous vote of the members of the Corporation in accordance with Section 7813(b) of the California Nonprofit Corporation Law.

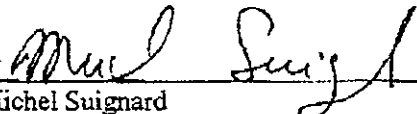
  
\_\_\_\_\_  
Mark E. Davis, President

  
\_\_\_\_\_  
Michel Suignard, Secretary

The undersigned certify under penalty of perjury that they have read the foregoing Certificate of Amendment and Restatement and know the contents thereof, and that the statements therein are true:

Executed at Mountain View, California on February 8, 2012.

  
\_\_\_\_\_  
Mark E. Davis

  
\_\_\_\_\_  
Michel Suignard

**Exhibit A**  
**Amended and Restated**  
**Articles of Incorporation of**  
**Unicode, Inc.**

I

The name of the corporation is Unicode, Inc.

II

- A. This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.
- B. The specific purpose of this corporation is to enable people around the world to use computers in any language, by providing freely-available specifications and data to form the foundation for software internationalization in all major operating systems, search engines, applications, and the World Wide Web. An essential part of this purpose is to standardize, maintain, educate and engage academic and scientific communities, and the general public about, make publicly available, promote, and disseminate to the public a standard character encoding that provides for an allocation for more than a million characters.

III

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3).
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

IV

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. 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 purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3).