

**ARTICLES OF INCORPORATION
OF
ON SEMICONDUCTOR FOUNDATION**

an Arizona nonprofit corporation

RECEIVED
FEB 21 2019
ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

The undersigned incorporator, desiring to form a nonprofit corporation under and pursuant to the laws of the State of Arizona, hereby adopts these Articles of Incorporation.

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation is ON Semiconductor Foundation (the "Corporation"). Its principal place of business initially shall be 5005 East McDowell Road, Phoenix, AZ, 85008, but its board of directors ("Board" or "Board of Directors") may meet for the transaction of business at such other places within or without the State of Arizona as the directors of the Corporation ("Directors") may, from time to time, designate.

**ARTICLE II
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III
PURPOSE AND POWERS**

A. The Corporation is organized and shall always be operated exclusively for charitable activities, solely and exclusively in the interest of the general public. More specifically, the objects, purposes and nature of the Corporation's activities are to advance education and science globally in the areas of STEAM (science, technology, engineering, arts and mathematics), and to support global charitable causes with respect to the environment, health, disaster relief, and human service needs; provided that such activities of the Corporation are for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future federal tax code (the "Code")). Notwithstanding the foregoing, the Corporation shall not be prohibited from engaging in any activity permitted to be conducted by an organization described in Section 501(c)(3) of the Code.

B. The Corporation's powers as aforesaid shall include, but shall not be limited to, the several powers and purposes set forth in Arizona Revised Statutes, Section 10-3302, as amended or renumbered, or the analogous provision of any future Arizona nonprofit corporation act, which are hereby incorporated herein by this reference.

ARTICLE IV
TAX EXEMPT

Notwithstanding any other provision of these Articles, the Corporation shall engage only in activities that may be conducted by an organization (a) which is described in Section 501(c)(3) of the Code and (b) contributions to which are deductible pursuant to Sections 170(c)(2), 642(c), 2055 and 2522 of the Code.

ARTICLE V
INITIAL BUSINESS

The character of the affairs that the Corporation initially intends to conduct is to advance education, science, and other charitable causes.

ARTICLE VI
EARNINGS; LOBBYING; LIQUIDATION

The Corporation shall not be for profit or pecuniary gain and shall have no capital stock or shares. No part of any net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, any officer of the Corporation ("Officer"), or any private individual, or be appropriated for any purpose other than a purpose of the Corporation as herein set forth; provided, however, 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 of the Corporation as set forth herein.

The Corporation's activities shall not include carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Upon the winding up and dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of its assets to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, as the Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, to such organization(s), as said Court shall determine, which are organized and operated exclusively for one or more of such purposes.

ARTICLE VII
BOARD OF DIRECTORS AND OFFICERS

The affairs of the Corporation shall be conducted by a Board composed of no fewer than three (3) Directors and no more than nine (9) Directors. The Directors may adjust the number of Directors within the aforesaid limits and shall fill any vacancies occurring in the Board of Directors pursuant to the Bylaws of the Corporation.

All Directors other than the Initial Directors shall be elected at the Annual Meeting of the Board of Directors and they shall hold office for a term as set forth in the Bylaws.

The time and place of the Annual Meeting of the Directors shall be fixed by the Board of Directors.

The Officers of the Corporation shall be a President, any number of Vice-Presidents (including zero), a Secretary, a Treasurer, and such other Officers as the Board of Directors may elect or appoint, any of whom may be elected or appointed while also being a member of the Board of Directors. Any two or more offices may be held by the same person. The above-specified Officers shall be elected or appointed as provided in the Bylaws.

ARTICLE VIII **INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as Initial Directors of the Corporation are:

Keenan Evans
5005 East McDowell Road
Phoenix, AZ 85008

Mark N. Rogers
5005 East McDowell Road
Phoenix, AZ 85008

Kelly H. Neagle
5005 East McDowell Road
Phoenix, AZ 85008

Theresa Haywood-McCarley
5005 East McDowell Road
Phoenix, AZ 85008

Jeff Mendiola
5005 East McDowell Road
Phoenix, AZ 85008

Jelena Madic
5005 East McDowell Road
Phoenix, AZ 85008

Dongjin Kim
5005 East McDowell Road
Phoenix, AZ 85008

Kimberly Appleton
5005 East McDowell Road
Phoenix, AZ 85008

Brigitte Scheldewaert
5005 East McDowell Road
Phoenix, AZ 85008

ARTICLE IX **STATUTORY AGENT**

The name and address of the Corporation's statutory agent are CT Corporation System, 3800 N. Central Ave., Suite 460, Phoenix, AZ 85012.

ARTICLE X
PRIVATE PROPERTY

The private property of the Directors and Officers of the Corporation shall be forever exempt from the debts, obligations and liabilities of the Corporation.

ARTICLE XI
MEMBERSHIP AND CAPITAL STOCK

The Corporation shall have no members. The Corporation shall have no capital stock of any kind.

ARTICLE XII
INDEMNIFICATION; LIMITATION OF DIRECTOR LIABILITY

No Director or Officer of the Corporation shall be personally liable for monetary damages for any action taken or any failure to take any action as a Director or Officer, except as limited by Arizona Revised Statutes Section 10-3202(B)(1), or as required pursuant to applicable federal law.

The Corporation shall indemnify any and all of its existing and former Directors and Officers to the fullest extent permitted by Arizona Revised Statutes, Sections 10-3202(B)(2) and 10-3850 *et seq.*, and federal law (including, but not limited to Section 4941 of the Code and the Treasury Regulations promulgated thereunder). If Arizona and/or applicable federal law is amended to authorize corporate action broadening the Corporation's ability to indemnify its Directors and/or Officers, the Corporation shall indemnify its existing and former Directors and Officers to the fullest extent permitted by Arizona and federal law, as amended and applicable, provided that any such indemnification is not inconsistent with the Corporation's status as a private foundation described in Section 501(c)(3) of the Code.

Any repeal or modification of this Article XII shall not adversely affect any right or protection of any existing or former Director or Officer of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

ARTICLE XIII
DISCRIMINATION NOT PERMITTED

In rendering its functions and in fulfilling its purposes, the Corporation shall not practice or permit unlawful discrimination on the basis of sex, age, race, national origin, religion, physical handicap or disability, sexual orientation, or gender identity.

ARTICLE XIV
PRIVATE FOUNDATION

At all times that the Corporation is a "private foundation" (as defined in Section 509 of the Code):

1. the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
2. the Corporation will not engage in any action of self-dealing as defined in Section 4941(d) of the Code;
3. the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code;
4. the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
5. the Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE XV
AMENDMENTS

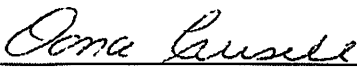
These Articles of Incorporation may be amended, and the Corporation may be dissolved by two-thirds of all Directors in office when the action is taken, provided that at least ten (10) days' notice of the proposed action, together with a copy of the proposed amendment(s), is provided to the Directors and provided that Article III and Article IV may be amended only to the extent that applicable provisions of the federal tax code make such changes necessary or desirable, or in order for this Corporation to initially qualify or to preserve its status as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XVI
INCORPORATOR

The name and address of the Incorporator are Oona Crusell, 5005 East McDowell Road, Phoenix, AZ, 85008.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles as of this 20 day of February, 2019.

INCORPORATOR



Oona Crusell

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002j

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

ON SEMICONDUCTOR FOUNDATION


2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

C T Corporation System

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.


Signature

Michael Jones, Assistant Secretary

Printed Name

2/20/2019

Date

REQUIRED – check only one:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
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Filing Fee: none (regular processing) Expedited processing – not applicable. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

ON Semiconductor Foundation

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. Check only one of the following to indicate the type of Certificate:

- Initial (accompanies formation or registration documents)
 Annual (credit unions and loan companies only)
 Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

5. BANKRUPTCY QUESTION:		
5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
5.2 If the answer to number 5.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Oona Crusell
Name

5005 East McDowell Road
Address 1

Address 2

Phoenix AZ 85008
City State Zip

Country UNITED STATES

Name

Address 1

Address 2

City State Zip

Country

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Oona Crusell
Signature

Oona Crusell Feb. 20, 2019
Printed Name Date

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature

Printed Name Date

REQUIRED - check only one:

Incorporator - I am an incorporator of the corporation submitting this Certificate.

Officer - I am an officer of the corporation submitting this Certificate

Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.

Director - I am a Director of the credit union or loan company submitting this Certificate.

REQUIRED - check only one:

Incorporator - I am an incorporator of the corporation submitting this Certificate.

Officer - I am an officer of the corporation submitting this Certificate

Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.

Director - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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