



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 28 2009

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

APR 27 2009

**ARTICLES OF INCORPORATION
OF
BROADCOM FOUNDATION**

I.

The name of the corporation is: Broadcom Foundation

II.

A. The 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 public and charitable purposes.

B. The specific purpose of the corporation is to make grants to other organizations qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), including, without limitation, organizations that help to advance the development of engineering and the understanding of technologies that connect people and bring the world closer together. Additionally, the corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable, scientific, and educational and public purpose, or in any other charitable activities.

C. The corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code.

D. In furtherance of its purpose, the corporation shall have all the general powers enumerated in Sections 5140 and 5141 of the California Nonprofit Public Benefit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

III.

The name and address in California of the corporation's initial agent for service of process is:

Arthur Chong
General Counsel
c/o Broadcom Corporation
5300 California Avenue,
Irvine, California 92617

IV.

The sole member of the corporation shall be Broadcom Corporation, a California corporation. The rights and privileges of the member of the corporation shall be as set forth in the bylaws.

V.

A. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of California), and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.


B. 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 investing any amount in such a manner so as to subject the corporation to tax under Section 4944 of the Code; from not removing from jeopardy within the taxable period any investment upon which an initial tax is imposed under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

C. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

VI.

The property of the corporation is irrevocably dedicated to charitable, scientific or educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and no part of the net income or assets of the 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 the corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, scientific or educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3) of the Code.

Dated: April 20, 2009



Scott A. McGregor

