



**State of California**  
**Secretary of State**

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

That the attached transcript of 7 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

FEB 09 2007

*Debra Bowen*

DEBRA BOWEN  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
IMAGESENSORS INCORPORATED

ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

FEB 08 2007

The name of this corporation is ImageSensors Incorporated.

II

- A. This corporation is a nonprofit **PUBLIC BENEFIT CORPORATION** and it is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for **public** purposes.
- B. The specific purposes of this corporation are to:
- (i) manage and conduct scientific research, scientific seminars, scientific training and scientific educational activities;
  - (ii) advance, promote, support, encourage and facilitate scientific research and knowledge;
  - (iii) engage in all other activities in furtherance of the purposes listed above that may be advisable; and
  - (iv) conduct its affairs, carry on its operations, hold property and exercise the powers granted pursuant to the California Nonprofit Public Benefit Corporation Law.

III

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

Kevin J. Keenan, Esq.  
523 W. Sixth Street, Suite 626  
Los Angeles, CA 90014

IV

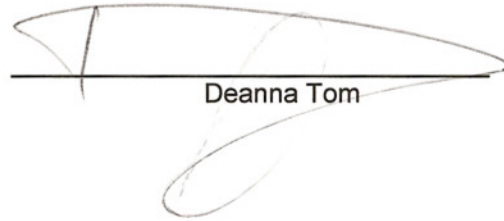
- A. This corporation is organized and operated exclusively for **scientific and educational** purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting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

V

The property of this corporation is irrevocably dedicated to **scientific and educational** purposes and no part of the net income or assets of this corporation shall inure to the benefit of any director, officer or member thereof or the benefit of any private person. Upon the dissolution or winding up of this 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 **scientific and educational**

**purposes** and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

Dated: February 7, 2007

  
Deanna Tom

