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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

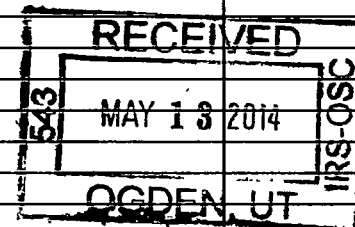
For calendar year 2013 or tax year beginning

, and ending

Name of foundation FREESCALE FOUNDATION FKA FREESCALE RELIEF FOUNDATION		A Employer identification number 45-0667916
Number and street (or P O box number if mail is not delivered to street address) 6501 W WILLIAM CANNON DRIVE	Room/suite	B Telephone number 512-536-5264
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 78735-8523		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 65% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,846,950.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		5,000,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		566.	566.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		5,000,566.	566.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		1,000.	250.		750.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		1,000.	250.		750.
25 Contributions, gifts, grants paid		153,400.			153,400.
26 Total expenses and disbursements. Add lines 24 and 25		154,400.	250.		154,150.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		4,846,166.			
b Net investment income (if negative, enter -0-)			316.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing		784.			
	2 Savings and temporary cash investments			4,846,950.		4,846,950.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			784.	4,846,950.		4,846,950.
17 Accounts payable and accrued expenses						
18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.			
Foundations that follow SFAS 117, check here <input type="checkbox"/>	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds		0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds		784.	4,846,950.		
	30 Total net assets or fund balances		784.	4,846,950.		
31 Total liabilities and net assets/fund balances		784.	4,846,950.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	784.
2 Enter amount from Part I, line 27a	2	4,846,166.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,846,950.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,846,950.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	NONE		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,994.	609.	6.558292
2011	370,330.	72,861.	5.082692
2010			
2009			
2008			

2 Total of line 1, column (d)	2	11.640984
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	5.820492
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,567,281.
5 Multiply line 4 by line 3	5	9,122,347.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3.
7 Add lines 5 and 6	7	9,122,350.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	154,150.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.		
• Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	6.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	6.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JESSICA KELLY Telephone no. ► 512-895-7043 Located at ► 6501 W WILLIAM CANNON DRIVE, AUSTIN, TX ZIP+4 ► 78735-8523			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section

509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 3		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

1* Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	0.
b Average of monthly cash balances	1b	1,591,148.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,591,148.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,591,148.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,867.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,567,281.
6 Minimum investment return. Enter 5% of line 5	6	78,364.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	78,364.
2a Tax on investment income for 2013 from Part VI, line 5	2a	6.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	6.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	78,358.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	78,358.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	78,358.

Part XII **Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	154,150.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	154,150.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	154,150.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				78,358.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011	367,426.			
e From 2012	3,964.			
f Total of lines 3a through e	371,390.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	154,150.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				78,358.
e Remaining amount distributed out of corpus	75,792.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	447,182.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	447,182.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	367,426.			
d Excess from 2012	3,964.			
e Excess from 2013	75,792.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)	N/A
-----------------	--	------------

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

3 Subtract line 2d from line 2c.
Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV	Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)
----------------	--

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

FREESCALE FOUNDATION

Form 990-PF (2013)

FKA FREESCALE RELIEF FOUNDATION

45-0667916

Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FIRST BYTES 2317 SPEEDWAY AUSTIN, TX 78712	NONE	PC	INTRIGUE YOUNG WOMEN WITH THE POTENTIAL OF COMPUTING AND THE EXCITEMENT OF PROBLEM SOLVING.	25,000.
FUTURE CITY CORPORATION 3217 E. SHEA BOX 500 PHOENIX, AZ 85028	NONE	PC	HELP STUDENTS DISCOVER ENGINEERING	5,000.
GIRL SCOUTS OF CENTRAL TEXAS 12012 PARK THIRTY FIVE CIRCLE AUSTIN, TX 78753	NONE	PC	SUPPORT THE NEXT GENERATION OF LEADERS	20,000.
INVENT NOW 3701 HIGHLAND PARK NW CANTON, OH 44720	NONE	PC	FOSTERING THE INVENTIVE SPIRIT IN ALL OF US	48,400.
SKILLPOINTE ALLIANCE 2010 EAST 2ND STREET SUITE B AUSTIN, TX 78701	NONE	PC	CONNECT INDUSTRY & EDUCATION FOR WORKFORCE DEVELOPMENT IN CENTRAL TEXAS.	30,000.
Total	SEE CONTINUATION SHEET(S)			153,400.
b Approved for future payment				
NONE				
Total				0.

**FREESCALE FOUNDATION
FKA FREESCALE RELIEF FOUNDATION**

45-0667916

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED WAY FOR GREATER AUSTIN 2000 E MLK JR. BLVD AUSTIN, TX 78702	NONE	PC	WORKING TOWARD BREAKING ECONOMIC BARRIERS	25,000.
Total from continuation sheets				25,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	566.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		566.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	566.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations


- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

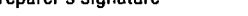
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  **TREASURER, DIRECTOR**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DANA MCCARTNEY		Apr 29, 2014		P01302365
	Firm's name ▶ MAXWELL LOCKE & RITTER LLP			Firm's EIN ▶ 74-2900215	
	Firm's address ▶ 401 CONGRESS AVENUE, SUITE 1100 AUSTIN, TX 78701-9682			Phone no. 512-370-3200	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

FREESCALE FOUNDATION
FKA FREESCALE RELIEF FOUNDATION

Employer identification number

45-0667916

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

FREESCALE FOUNDATION

FKA FREESCALE RELIEF FOUNDATION

Employer identification number

45-0667916

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FREESCALE SEMICONDUCTOR INC 6501 W WILLIAM CANNON DRIVE AUSTIN, TX 78735	\$ 5,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

45-0667916

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

[illegible]

Name of organization

Employer identification number

FREESCALE FOUNDATION**FKA FREESCALE RELIEF FOUNDATION****45-0667916****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CITIBANK	566.	0.	566.	566.	
TO PART I, LINE 4	566.	0.	566.	566.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,000.	250.		750.
TO FORM 990-PF, PG 1, LN 16B	1,000.	250.		750.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 3

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
ALAN CAMPBELL 6501 W. WILLIAM CANNON DRIVE WEST, MD: OE62 AUSTIN, TX 78735	PRESIDENT, DIRECTOR 1.50	0.	0. 0.
DATHAN C. VOELTER 6501 W. WILLIAM CANNON DRIVE WEST, MD: OE62 AUSTIN, TX 78735	SECRETARY, DIRECTOR 2.00	0.	0. 0.
GIOVANNI PACELLI 6501 W. WILLIAM CANNON DRIVE WEST, MD: OE62 AUSTIN, TX 78735	TREASURER, DIRECTOR 2.00	0.	0. 0.
PAMELA BROWN 6501 W. WILLIAM CANNON DRIVE WEST, MD: OE62 AUSTIN, TX 78735	DIRECTOR 0.50	0.	0. 0.
ROBERT CONRAD 6501 W. WILLIAM CANNON DRIVE WEST, MD: OE62 AUSTIN, TX 78735	DIRECTOR 0.50	0.	0. 0.
JEFFREY ELSON 6501 W. WILLIAM CANNON DRIVE WEST, MD: OE62 AUSTIN, TX 78735	DIRECTOR 0.50	0.	0. 0.
RITU FAVRE 6501 W. WILLIAM CANNON DRIVE WEST, MD: OE62 AUSTIN, TX 78735	DIRECTOR 0.50	0.	0. 0.
MITCH HAWS 6501 W. WILLIAM CANNON DRIVE WEST, MD: OE62 AUSTIN, TX 78735	DIRECTOR 0.50	0.	0. 0.
DIANA LOWE 6501 W. WILLIAM CANNON DRIVE WEST, MD: OE62 AUSTIN, TX 78735	DIRECTOR 1.50	0.	0. 0.

FREESCALE FOUNDATION FKA FREESCALE RELIE

45-0667916

RICK MORALES DIRECTOR
6501 W. WILLIAM CANNON DRIVE WEST,
MD: OE62 4.00
AUSTIN, TX 78735

0. 0. 0.

KAREN RAPP DIRECTOR
6501 W. WILLIAM CANNON DRIVE WEST,
MD: OE62 1.50
AUSTIN, TX 78735

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.



Office of the Secretary of State

CERTIFICATE OF FILING OF

Freescall Foundation
801398657

[formerly: Freescall Relief Foundation]

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 05/30/2013

Effective: 05/30/2013



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State

MAY 30 2013

**RESTATED CERTIFICATE OF FORMATION Corporations Section
WITH NEW AMENDMENTS**

Freescall Relief Foundation, a Texas corporation (the "Corporation"), by and through the undersigned authorized officer, adopts the following in accordance with Sections 3.057 through 3.059 of the Texas Business Organizations Code (the "TBOC"):

1. The current name of the filing entity is Freescall Relief Foundation, a Texas corporation. The name of the filing entity is being changed to Freescall Foundation.

2. The Corporation was formed as a nonprofit corporation on March 16, 2011 under the name "Freescall Relief Foundation," and issued file number 801398657 by the Secretary of State of the State of Texas (the "Secretary of State").

3. This document restates the entire Certificate of Formation of the Corporation, referred to herein as the "Certificate of Formation," as amended and supplemented by all Articles of Amendment previously filed by the Secretary of State, and as further amended as set forth herein.

4. This document further amends the Certificate of Formation of the Corporation by:

 (a) amending Article One to replace the former name of the Corporation (Freescall Relief Foundation) with its new name (Freescall Foundation);

 (b) amending Article Five to replace one of the Corporation's stated purposes with a different nonprofit purpose, specifically removing the reference to providing disaster relief assistance and replacing it with the purpose of providing support for educational initiatives relating to the fields of science, technology, engineering, and mathematics ("STEM Fields"); and

 (d) removing original Article Six (relating to disaster relief payments) and renumbering Articles Seven through Seventeen.

The full text of each added or amended provision of the Certificate of Formation is contained in the Restated Certificate of Formation attached hereto as Exhibit A.

5. Each new amendment to the Certificate of Formation effected by this document has been made in accordance with the provisions of the TBOC. The amendments have been approved in the manner required by the TBOC and by the governing documents of the Corporation.

6. The Restated Certificate of Formation, which is attached to this document, accurately states the text of the Certificate of Formation and each amendment to the Certificate of Formation that is in effect, and as further amended by this document. The attached Restated Certificate of Formation does not contain any other change in the Certificate of Formation except

for the information permitted to be omitted by the provisions of the TBOC applicable to the Corporation. The Certificate of Formation of the Corporation and all amendments and supplements thereto are hereby superseded by the Restated Certificate of Formation attached hereto.

7. This document becomes effective when filed by the Secretary of State.

The undersigned affirms that the person designated as registered agent in the Restated Certificate of Formation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the Corporation to execute this document.

Date: May 30, 2013

Freescall Relief Foundation, a Texas corporation

By:

Name: Dathan C. Voelter

Title: Secretary

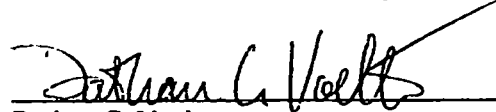
A handwritten signature in black ink, appearing to read "Dathan C. Voelter", is written over a horizontal line.

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
FREESCALE FOUNDATION**

I, the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a non-profit corporation under the Texas Business Organizations Code, hereby adopt this Certificate of Formation for such non-profit corporation:

ARTICLE ONE

The name of the Corporation is Freescale Foundation.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The Corporation shall have no members.

ARTICLE FIVE

The Corporation is organized and shall be operated exclusively for charitable, scientific, literary, educational and religious purposes, or any one of such purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including but not limited to providing support for educational initiatives relating to the fields of science, technology, engineering and mathematics ("STEM Fields"). The Corporation shall be operated exclusively for such purposes, and, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and goods purchased and to make payments and distributions as expressly permitted by other provisions of this Certificate of Formation, no part of its net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer, or other private person. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and it 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.

ARTICLE SIX

The street address of the registered office of the Corporation is 6501 William Cannon Drive West, Austin, Texas 78735, and the name of its registered agent at such address is Dathan Voelter.

ARTICLE SEVEN

All powers of the Corporation shall be vested in a board of directors (the "Board"), which shall be composed of not less than three (3) persons. The number of persons who are directors, their qualifications, the manner of their selection, and the terms of their service on the board of directors shall be set forth in the bylaws of the Corporation. The names and addresses of the persons who initially shall serve as the directors of the Corporation until their successors shall have been duly appointed and qualified are as follows:

Name	Address
David P. Stasse	6501 William Cannon Dr. West Austin, Texas 78735
John D. Holmes	6501 William Cannon Dr. West Austin, Texas 78735
Christopher L. Jensen	6501 William Cannon Dr. West Austin, Texas 78735

Directors may be reimbursed for any expenses incurred in connection with the performance of their duties as directors for the Corporation, but they shall not receive any compensation.

ARTICLE EIGHT

The bylaws of the Corporation shall be adopted by the Board, and the power to alter, amend, or repeal such bylaws or this Certificate of Formation or adopt new bylaws shall be vested in the Board.

ARTICLE NINE

The directors shall not engage, participate, or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an organization exempt from federal income tax under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

ARTICLE TEN

In the event of the dissolution of the Corporation, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal, or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but, upon such dissolution, the Board shall, after paying or making provisions for the payment of all liabilities of the Corporation, transfer and set over such funds or property or rights thereto only for tax-exempt purposes in such a manner and to such organization (or organizations) which shall at such time of dissolution qualify as an organization exempt from federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization (or organizations)

described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, as the Board at its sole discretion shall determine. Any such funds or property or rights thereto not so disposed shall be charged with a charitable public trust and shall be thereafter administered and applied to public charitable purposes by a director or directors to be appointed pursuant to law by a court of competent jurisdiction.

ARTICLE ELEVEN

In any taxable year in which the Corporation is classified as a private foundation pursuant to Section 509(a) of the Code, or corresponding provisions hereafter in effect, the Corporation shall be subject to the following provisions:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions hereafter in effect.

(2) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax law.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions hereafter in effect.

(4) The Corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions hereafter in effect.

(5) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Code, or corresponding provisions hereafter in effect.

ARTICLE TWELVE

To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation; (2) for any act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or any act or omission that involves intentional misconduct or a knowing violation of law; (3) for any transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) for any act or omission for which the liability of the director is expressly provided for by statute. Any repeal or amendment of this Article by the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions, a director shall not be liable to the Corporation to such further extent as permitted by any law hereafter enacted, including without limitation, any subsequent amendments of the Texas Business Organizations Code.

ARTICLE THIRTEEN

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a trustee, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Business Organizations Code, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Business Organizations Code, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Texas Business Organizations Code, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or any committee thereof, or special legal counsel, if any) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board of directors or any committee thereof, or special legal counsel, if any) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of directors, agreement, or otherwise. To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this Article shall extend to proceedings involving the negligence of such persons. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The Corporation may purchase and maintain insurance on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against that liability under this Article or by statute. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article and no insurance may be maintained on behalf of any person if such indemnification or maintenance of insurance would subject the Corporation or such person to income or excise tax under the Code, including any tax asserted under Chapter 41 of the Code. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

ARTICLE FOURTEEN

Any action that may be taken at a meeting of the Board or any committee of the Board of the Corporation may be taken without a meeting if (1) notice of such proposed action is provided to all directors or committee members as set forth in the Bylaws, (2) a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors or committee members as would be necessary to take such action at a meeting in which all of the directors or members of the committee were present and voted, and (3) the consent states the date of each director's or committee member's signature and the other requirements of Subchapter E of Chapter 6 of the Texas Business Organizations Code, as amended from time to time, or its successor, are complied with.

ARTICLE FIFTEEN

The name and street address of the organizer are as follows:

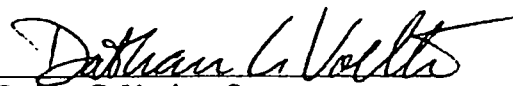
<u>Name</u>	<u>Address</u>
Dathan C. Voelter	6501 William Cannon Drive West Austin, TX 78735

ARTICLE SIXTEEN

This Certificate of Formation shall become effective when the document is filed with the Texas Secretary of State.

Date: May 30, 2013

Freescall Foundation, a Texas Corporation


Dathan C. Voelter, Secretary

**BYLAWS
OF
FREESCALE FOUNDATION**

ARTICLE 1

NAME, LOCATION, AND PURPOSE

- 1.1 Name. The name of the Corporation is Freescale Foundation.
- 1.2 Principal Office. The principal office of the Corporation shall be located in the City of Austin, Travis County, Texas.
- 1.3 Purpose. The Corporation is organized and shall be operated exclusively for charitable, scientific, literary, educational and religious purposes, or any one of such purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including but not limited to providing support for educational initiatives relating to the fields of science, technology, engineering and mathematics ("STEM Fields"). The Corporation shall be operated exclusively for such purposes, and, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of such purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer, or other private person. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and it 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.

ARTICLE 2

MEMBERS

- 2.1 Members. The Corporation shall have no members.

ARTICLE 3

BOARD OF DIRECTORS

3.1 General Powers. The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board"). The Board may exercise all powers granted to the Corporation and do all lawful acts required by the affairs of the Corporation so long as the exercise of such powers and the doing of such acts are consistent with the Corporation's prescribed purpose.

- 3.2 Number. The Board shall consist of three (3) persons.

3.3 Tenure. Each director shall hold office until the next annual election of directors, and thereafter until his or her successor shall have been elected and qualified (unless the board has determined to reduce the number of directors and has for this reason elected no successor to the director in question), or until his or her earlier death, resignation, retirement, disqualification or removal from office. The members of the initial board of directors named in the Certificate of Formation shall serve until the first annual election of directors and thereafter until their successors are elected and qualified, or until their earlier death, resignation, retirement, disqualification or removal from office.

3.4 No Term Limits. There is no limit on the total number of terms which a person may serve on the Board. Any director whose term of office has expired may be elected to succeed himself or herself.

3.5 Removal. A director may be removed from the Board, with or without cause, by the affirmative vote of a majority of the directors then serving.

3.6 Annual Meeting and Election of Directors. The Board shall hold an annual meeting at a date, time, and place to be determined by the Board. It shall be the duty of the Secretary of the Corporation to give ten (10) days notice of such meeting to each director, or by mail to each director not personally notified. At the annual meeting, the Board shall elect the persons who shall serve as directors for the ensuing year, with such newly elected directors to take office immediately following the adjournment of the annual meeting. At the annual meeting, the directors may also take any other action and conduct any other business that may properly come before the Board.

3.7 Additional Regular Meetings. Regular meetings of the Board shall be held at such times as may be fixed from time to time by resolution of the Board. Such meetings shall take place at such place as the Board may determine. For regular meetings that are not specified by the Board as regularly occurring, notice shall be provided consistent with the requirements of Section 6.5 below.

3.8 Special Meetings. Special meetings of the Board shall be held whenever called by the Secretary of the Corporation upon the direction of the President of the Corporation or upon written request of any two (2) directors. The date, time, and place for such special meeting shall be specified in a notice consistent with the requirements of Section 6.5 below.

3.9 Vacancies. Any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining directors (even though less than a quorum) unless the Board has determined to reduce the number of directors and for this reason elects no successor. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.10 Quorum and Proxy; Majority Vote. A majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the Board. A director shall be considered present if during the meeting he or she is in communication with the other directors participating in the meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear

each other. Provided, however, that a director shall not be considered present if such director participated in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Directors present by proxy may not be counted toward a quorum. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board, except as otherwise specifically provided by law, by the Certificate of Formation, or by these bylaws. The directors present at any meeting, whether or not less than a quorum, by a majority vote may adjourn the meeting from time to time and a meeting may be held as adjourned without further notice, at which, if a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

3.11 Action Without a Meeting. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors (or at a meeting of any committee of the Corporation), may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors (or committee members) as would be necessary to take that action at a meeting at which all of the directors (or committee members) were present and voted. Each written consent shall bear the date of the signature of each director (or committee member) who signs the consent. Prompt notice of the taking of any action by directors or committee members without a meeting by less than unanimous written consent shall be given to all directors or committee members, as the case may be, who did not consent in writing to the action.

3.12 Executive Committee. The Executive Committee of the Board shall be composed of the President, Vice President, Secretary, and Treasurer of the Corporation. Actions of the Executive Committee shall be subject to approval by the Board, except to the extent provided otherwise in a resolution of the Board pertaining to a particular matter, transaction, or undertaking (or class or series of matters, transactions, or under-takings), in which case the Executive Committee shall have and may exercise all of the authority of the Board in the management of the business and affairs of the Corporation with respect to the subject of such resolution. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when requested by the Board.

3.13 Other Committees. The Board may, by resolution passed by a majority of the whole Board, designate additional committees, each committee to consist of two or more persons, and each such committee shall have such power and authority and shall perform such functions as may be provided in such resolution; provided, however, such committee(s) shall not have the power to have and exercise the authority of the Board. The Board shall appoint a committee chairperson of each designated committee. Such committee or committees shall have such name or names as may be designated by the Board and shall keep regular minutes of their proceedings and report the same to the Board when requested by the Board. Any member of a committee may be removed, for or without cause, by the affirmative vote of a majority of the whole Board. If any vacancy or vacancies occur in a committee, such vacancy or vacancies shall be filled by the affirmative vote of a majority of the whole Board.

3.14 Conflict of Interest Policy. The Corporation shall have and enforce a conflict of interest policy. The Board shall adopt a conflict of interest policy.

ARTICLE 4

GENERAL OFFICERS

4.1 Election. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be determined and selected by the Board. The Board, at its first meeting and annually thereafter at the annual meeting, shall elect the officers. The officers so elected shall hold office for a period of one year and until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Attendance at Meetings. The President, and in his absence any other officer, shall call meetings of the Board to order and shall act as the presiding officer of such meetings, and the Secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the Secretary the presiding officer may appoint any person present to act as secretary of the meeting.

4.3 Removal. Any officer may be removed by the Board whenever, in its sole judgment, the best interest of the Corporation would be served thereby.

4.4 Duties. The principal duties of the several officers are as follows

(a) President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the Corporation. The President shall see that all orders and resolutions of the Board are carried into effect, shall sign and execute all legal documents and instruments in the name of the Corporation when authorized to do so by the Board, and shall perform such other duties as may be assigned to him or her from time to time by the Board. The President shall also have the power to appoint and remove subordinate employees. The President shall submit to the Board plans and suggestions for the work of the Corporation, shall direct its general correspondence, and shall present recommendations in each case to the Board for decision. The President shall submit a report of the activities and business affairs of the Corporation at each annual meeting of the Board and at other times when called upon so to do by the Board.

(b) Vice President. The Vice President shall discharge the duties of the President in the event of the President's absence or disability for any cause whatever and shall perform such additional duties as may be prescribed from time to time by the Board.

(c) Secretary. The Secretary shall have charge of the records and correspondence of the Corporation under the direction of the President and shall be the custodian of the seal (if any) of the Corporation. The Secretary shall give notice of and attend all meetings of the Board and shall take and keep accurate minutes of all meetings of the Board of which, ex officio, he or she shall be the Secretary. The Secretary shall discharge such other duties as shall be assigned to the Secretary by the President or the Board. In case of the absence or disability of

the Secretary, the Board may appoint an assistant secretary to perform the duties of the Secretary during such absence or disability.

(d) Treasurer. The Treasurer shall keep account of all money, credit, and property of the Corporation and shall keep an accurate account of all money received and discharged. Except as otherwise ordered by the Board, the Treasurer shall have the custody of all the funds and securities of the Corporation and shall deposit the same in such banks or depositories as the Board shall designate. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board. The Treasurer shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board. The Treasurer shall, under the direction of the Board, disburse all money and sign all checks and other instruments drawn on or payable out of the funds of the Corporation, which checks, however, may also be required by the Board to be signed by the President or Vice President, or in case of their absence or disability, by such other member of the Board as the Board shall designate. The Treasurer shall also make such transfers and alterations in the securities of the Corporation as may be ordered by the Board. In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject to the direction of the Board, and shall perform such additional duties as may be prescribed from time to time by the Board. The Treasurer shall give bond only if required by the Board. In case of absence or disability of the Treasurer, the Board may appoint an assistant treasurer to perform the duties of the Treasurer during such absence or disability.

4.5 Vacancies. Whenever a vacancy shall occur in any general office of the Corporation, such vacancy shall be filled by the Board by the election of a new officer who shall hold office until the next annual meeting and until his successor is elected and qualifies.

ARTICLE 5

ADDITIONAL OFFICERS AND AGENTS

5.1 Additional Officers and Agents. The Board may appoint such officers and agents in addition to those provided for in Article 4 as may be deemed necessary, which officers and agents shall have such authority and perform such duties as shall from time to time be prescribed by the Board. All officers and agents shall hold their respective offices or positions at the pleasure of the Board and may be removed from office or discharged by the Board at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

ARTICLE 6

GENERAL PROVISIONS

6.1 Rules. The deliberations of the Board shall be in accordance with rules established by the President. In the absence of such established rules, deliberations shall be in accordance with the latest edition of Robert's Rules of Order.

6.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

6.3 Seal. The Corporation may have a seal, and said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. Any officer of the Corporation shall have authority to affix the seal to any document requiring it.

6.4 Resignation. Any director, officer, or committee member may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein or, if no date be specified, on the date of its receipt.

6.5 Notices. Whenever under the provisions of these bylaws notice is required to be given to any director or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given electronically, by facsimile, or by mail, postage prepaid, addressed to such director or committee member at such address as appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same be thus deposited, postage prepaid, in the United States mail. Whenever any notice is required to be given to any director or committee member under these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

6.6 Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is not permitted to be taken or carried on by an organization exempt from federal income tax pursuant to section 501(c)(3) of the Code, or by an organization contributions to which are deductible under section 170(a)(1) of the Code by virtue of being charitable contributions as defined in section 170(c)(2) of the Code.

6.7 Construction. Article and section headings in these bylaws are for convenience only and shall not affect the construction hereof. Pronouns used in these bylaws shall be construed as feminine, masculine, or neuter, as the context requires, and words of singular number in these bylaws shall be construed as plural, as the context requires.

ARTICLE 7

INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 Indemnification. The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, Director, employee, agent, or similar functionary of another foreign or domestic Corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a Corporation may grant indemnification to a director under the Texas Business Organizations Code, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Business Organizations Code, as the same exists or may hereafter be amended. If a claim for indemnification or advancement

of expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Texas Business Organizations Code, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, special legal counsel, or members, if any) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, special legal counsel, or members, if any) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members, if any, or directors, agreement, or otherwise. To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this article shall extend to proceedings involving the negligence of such persons. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article in relation to any tax asserted against such person under Chapter 42 of the Code. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

7.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against him or her and incurred by him or her in a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability under this Article or by statute.

ARTICLE 8

AMENDMENTS AND GOVERNING LAW

9.1 Amendments. These bylaws and the Certificate of Formation of the Corporation may be altered, amended, or repealed and new bylaws and amended Certificate of Formation may be adopted by the Board at any regular meeting or at any special meeting called for that purpose; provided, however, that written notice of such amendment shall be given to the Board not less than ten (10) days prior to the meeting at which such amendment is voted on.

(9.2 Texas Law. It is expressly recognized that when these bylaws are silent as to the manner of performing any corporate function, the provisions of the Texas Business Organizations Code shall control.

* * *

CONFIRMED to have been adopted and approved by the Board of Directors of the Corporation as of the 30th day of May, 2013.

By: Dathan C. Voelter
Dathan C. Voelter, Secretary



Office of the Secretary of State

CERTIFICATE OF FILING OF

Freescall Foundation
801398657

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 09/18/2013

Effective: 09/18/2013



A handwritten signature of John Steen in black ink.

John Steen
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
SEP 18 2013

**RESTATED CERTIFICATE OF FORMATION
WITH NEW AMENDMENTS**

Corporations Section

Freescall Foundation, a Texas corporation (the "Corporation"), by and through the undersigned authorized officer, adopts the following in accordance with Sections 3.057 through 3.059 of the Texas Business Organizations Code (the "TBOC"):

1. The name of the filing entity is Freescall Foundation, a Texas nonprofit corporation.

2. The Corporation was formed as a nonprofit corporation on March 16, 2011 under the name "Freescall Relief Foundation," and issued file number 801398657 by the Secretary of State of the State of Texas (the "Secretary of State").

3. This document restates the entire Certificate of Formation of the Corporation, referred to herein as the "Certificate of Formation," as amended and supplemented by all Articles of Amendment previously filed by the Secretary of State, and as further amended as set forth herein.

4. This document further amends the Certificate of Formation of the Corporation by:

(a) amending Article Four to add a member to the Corporation, namely Freescall Semiconductor, Inc., a Delaware corporation, and defining such member's rights and privileges by reference to the Corporation's bylaws; and

(b) amending Article Seven to clarify that the list of initial directors represents those that initially served as directors and not those currently serving as directors, and to clarify that all powers of the Corporation are vested in the board other than as set forth in the Corporation's bylaws.

The full text of each added or amended provision of the Certificate of Formation is contained in the Restated Certificate of Formation attached hereto as Exhibit A.

5. Each new amendment to the Certificate of Formation effected by this document has been made in accordance with the provisions of the TBOC. The amendments have been approved in the manner required by the TBOC and by the governing documents of the Corporation.

6. The Restated Certificate of Formation, which is attached to this document, accurately states the text of the Certificate of Formation and each amendment to the Certificate of Formation that is in effect, and as further amended by this document. The attached Restated Certificate of Formation does not contain any other change in the Certificate of Formation except for the information permitted to be omitted by the provisions of the TBOC applicable to the Corporation. The Certificate of Formation of the Corporation and all amendments and

supplements thereto are hereby superseded by the Restated Certificate of Formation attached hereto.

7. This document becomes effective when filed by the Secretary of State.

The undersigned affirms that the person designated as registered agent in the Restated Certificate of Formation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the Corporation to execute this document.

Date: September 17, 2013

Freescall Foundation, a Texas nonprofit corporation


By: 
Name: Dathan C. Voelter
Title: Secretary

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
FREESCALE FOUNDATION**

I, the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a non-profit corporation under the Texas Business Organizations Code, hereby adopt this Certificate of Formation for such non-profit corporation:

ARTICLE ONE

The name of the Corporation is Freescale Foundation.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The sole member of the Corporation shall be Freescale Semiconductor, Inc., a Delaware corporation. The rights and privileges of the member of the Corporation shall be as set forth in the Bylaws.

ARTICLE FIVE

The Corporation is organized and shall be operated exclusively for charitable, scientific, literary, educational and religious purposes, or any one of such purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including but not limited to providing support for educational initiatives relating to the fields of science, technology, engineering and mathematics ("STEM Fields"). The Corporation shall be operated exclusively for such purposes, and, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and goods purchased and to make payments and distributions as expressly permitted by other provisions of this Certificate of Formation, no part of its net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer, or other private person. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and it 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.

ARTICLE SIX

The street address of the registered office of the Corporation is 6501 William Cannon Drive West, Austin, Texas 78735, and the name of its registered agent at such address is Dathan Voelter.

ARTICLE SEVEN

Other than as set forth in the Bylaws, all powers of the Corporation shall be vested in a board of directors (the "Board"), which shall be composed of not less than three (3) persons. The number of persons who are directors, their qualifications, the manner of their selection, and the terms of their service on the board of directors shall be set forth in the bylaws of the Corporation. The names and addresses of the persons who initially served as the directors of the Corporation until their successors were duly appointed and qualified are as follows:

Name	Address
David P. Stasse	6501 William Cannon Dr. West Austin, Texas 78735
John D. Holmes	6501 William Cannon Dr. West Austin, Texas 78735
Christopher L. Jensen	6501 William Cannon Dr. West Austin, Texas 78735

Directors may be reimbursed for any expenses incurred in connection with the performance of their duties as directors for the Corporation, but they shall not receive any compensation.

ARTICLE EIGHT

The bylaws of the Corporation shall be adopted by the Board, and the power to alter, amend, or repeal such bylaws or this Certificate of Formation or adopt new bylaws shall be vested in the Board.

ARTICLE NINE

The directors shall not engage, participate, or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an organization exempt from federal income tax under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

ARTICLE TEN

In the event of the dissolution of the Corporation, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal, or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but, upon such dissolution, the Board shall, after paying or making provisions for the payment of all liabilities of the Corporation, transfer and set over such funds or property or rights thereto only for tax-exempt purposes in such a manner and to such organization (or organizations) which shall at such time of dissolution qualify as an organization exempt from federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization (or organizations)

described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, as the Board at its sole discretion shall determine. Any such funds or property or rights thereto not so disposed shall be charged with a charitable public trust and shall be thereafter administered and applied to public charitable purposes by a director or directors to be appointed pursuant to law by a court of competent jurisdiction.

ARTICLE ELEVEN

In any taxable year in which the Corporation is classified as a private foundation pursuant to Section 509(a) of the Code, or corresponding provisions hereafter in effect, the Corporation shall be subject to the following provisions:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions hereafter in effect.

(2) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax law.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions hereafter in effect.

(4) The Corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions hereafter in effect.

(5) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Code, or corresponding provisions hereafter in effect.

ARTICLE TWELVE

To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation; (2) for any act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or any act or omission that involves intentional misconduct or a knowing violation of law; (3) for any transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) for any act or omission for which the liability of the director is expressly provided for by statute. Any repeal or amendment of this Article by the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions, a director shall not be liable to the Corporation to such further extent as permitted by any law hereafter enacted, including without limitation, any subsequent amendments of the Texas Business Organizations Code.

ARTICLE THIRTEEN

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a trustee, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Business Organizations Code, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Business Organizations Code, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Texas Business Organizations Code, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or any committee thereof, or special legal counsel, if any) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board of directors or any committee thereof, or special legal counsel, if any) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of directors, agreement, or otherwise. To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this Article shall extend to proceedings involving the negligence of such persons. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The Corporation may purchase and maintain insurance on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against that liability under this Article or by statute. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article and no insurance may be maintained on behalf of any person if such indemnification or maintenance of insurance would subject the Corporation or such person to income or excise tax under the Code, including any tax asserted under Chapter 41 of the Code. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

ARTICLE FOURTEEN

Any action that may be taken at a meeting of the Board or any committee of the Board of the Corporation may be taken without a meeting if (1) notice of such proposed action is provided to all directors or committee members as set forth in the Bylaws, (2) a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors or committee members as would be necessary to take such action at a meeting in which all of the directors or members of the committee were present and voted, and (3) the consent states the date of each director's or committee member's signature and the other requirements of Subchapter E of Chapter 6 of the Texas Business Organizations Code, as amended from time to time, or its successor, are complied with.

ARTICLE FIFTEEN

The name and street address of the organizer are as follows:

<u>Name</u>	<u>Address</u>
Dathan C. Voelter	6501 William Cannon Drive West Austin, TX 78735

ARTICLE SIXTEEN

This Certificate of Formation shall become effective when the document is filed with the Texas Secretary of State.

Date: September 17, 2013

Freescall Foundation, a Texas Corporation


Dathan C. Voelter, Secretary

BYLAWS
OF
FREESCALE FOUNDATION

ARTICLE 1

NAME, LOCATION, AND PURPOSE

1.1 Name. The name of the Corporation is Freescale Foundation.

1.2 Principal Office. The principal office of the Corporation shall be located in the City of Austin, Travis County, Texas.

1.3 Purpose. The Corporation is organized and shall be operated exclusively for charitable, scientific, literary, educational and religious purposes, or any one of such purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including but not limited to providing support for educational initiatives relating to the fields of science, technology, engineering and mathematics ("STEM Fields"). The Corporation shall be operated exclusively for such purposes, and, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of such purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any trustee, director, officer, or other private person. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and it 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.

ARTICLE 2

MEMBERS

2.1 Members. The sole member of the Corporation shall be Freescale Semiconductor, Inc., a Delaware corporation (the "Member").

2.2 Rights of the Member. The Member shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment to those terms, on any election to dissolve the Corporation and on any amendment or repeal of these bylaws. In addition, the Member shall have all rights afforded to members under the laws of Texas.

2.3 Proof of Action of the Member. The vote, written consent, or other action of the Member shall be evidenced by, and the Corporation shall be entitled to rely upon, a certificate of the secretary or other officer of the Member stating (i) the actions taken by the

Member, (ii) that such actions were taken in accordance with the certificate of formation and bylaws of the Member, and (iii) the authorization of the Member for such certification.

2.4 Regular Meetings of the Member.

(a) An annual meeting of the Member of the Corporation shall be held on a date specified by the Board pursuant to Section 2.7 of these bylaws.

(b) Meetings of the Member shall be held at any place within or outside Texas designated by the Board or by the written consent of the Member entitled to vote at such meeting given before or after the meeting. In the absence of any such designation, Member meetings shall be held at the Corporation's Principal Office.

2.5 Special Meeting of the Member.

(a) Special meetings of the Member for any purpose or purposes may be called at any time by the President or Chair of the Corporation or by the Member.

(b) Written notice of the time and place of special meetings of the Member shall be given in the same manner as for special meetings of the Corporation.

2.6 Action by Written Consent. Any action required or permitted to be taken by the Member may be taken without a meeting, if the Member consents in writing to the action. The written consent shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as unanimous vote of the Member.

2.7 Manner of Giving Notice. Notice of any meeting of the Member shall be given pursuant to Section 22.156 of the Texas Business Organizations Code.

2.8 Liabilities of the Member. There shall be no membership fees, dues, or assessments. The Member shall not be personally liable to the Corporation's creditors for any indebtedness or liability, and any and all creditors of this Corporation shall look only to the assets of this Corporation for payment.

ARTICLE 3

BOARD OF DIRECTORS

3.1 General Powers. The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board"). The Board may exercise all powers granted to the Corporation and do all lawful acts required by the affairs of the Corporation so long as the exercise of such powers and the doing of such acts are consistent with the Corporation's prescribed purpose, subject to any limitations in the Corporation's Certificate of Formation, these bylaws, and those powers expressly reserved to the Member.

3.2 Number. The Board shall consist of such number of directors as the Board may from time to time determine; provided; however that the minimum number of directors shall be three..

3.3 Tenure. The Board shall be divided, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as is reasonably possible and designated Class I, Class II and Class III. Class I shall be initially elected for a term expiring at the annual meeting of the Member to be held in 2014, Class II shall be initially elected for a term expiring at the annual meeting of the Member to be held in 2015, and Class III shall be initially elected for a term expiring at the annual meeting of the Member to be held in 2016. The directors in each class shall hold office until their successors are elected and qualified. At each succeeding annual meeting of the Member, the successors of the class of directors whose term expires at that meeting shall be elected for a term expiring at the annual meeting of the Member held in the third year following the year of their election. In case of any increase or decrease, from time to time, in the number of directors, the number of directors in each class shall be apportioned as nearly equal as possible. Each director shall hold office until the next applicable annual election of directors, and thereafter until his or her successor shall have been elected and qualified (unless the board has determined to reduce the number of directors and has for this reason elected no successor to the director in question), or until his or her earlier death, resignation, retirement, disqualification or removal from office. Directors elected to fill vacancies shall hold office until the next applicable annual election of directors.

3.4 No Term Limits. There is no limit on the total number of terms which a person may serve on the Board. Any director whose term of office has expired may be elected to succeed himself or herself.

3.5 Removal. A director may be removed by the Member, with or without cause. The Board may remove a director who fails to fulfill his or her duties, including failing to attend meetings of the Board or failing to fulfill tasks designated by the Board, *provided however*, that such removal must be authorized by an affirmative vote of the Member.

3.6 Annual Meeting and Election of Directors. The Board shall hold an annual meeting at a date, time, and place to be determined by the Board. It shall be the duty of the Secretary of the Corporation to give ten (10) days notice of such meeting to each director, or by mail to each director not personally notified. At the annual meeting, the Board shall elect the persons who shall serve as officers for the ensuing year, with such newly elected officers to take office immediately following the adjournment of the annual meeting, and the directors may also take any other action and conduct any other business that may properly come before the Board.

3.7 Additional Regular Meetings. Regular meetings of the Board shall be held at such times as may be fixed from time to time by resolution of the Board. Such meetings shall take place at such place as the Board may determine. For regular meetings that are not specified by the Board as regularly occurring, notice shall be provided consistent with the requirements of Section 6.5 below.

3.8 Special Meetings. Special meetings of the Board shall be held whenever called by the Secretary of the Corporation upon the direction of the President or Chair of the Corporation or upon written request of any two (2) directors. The date, time, and place for such special meeting shall be specified in a notice consistent with the requirements of Section 6.5 below.

3.9 Vacancies. The Board may fill vacancies between meetings of the Member by the affirmative vote of a majority of the remaining directors (even though less than a quorum) unless the Board has determined to reduce the number of directors and for this reason elects no successor. A director elected to fill a vacancy shall hold office until the scheduled meeting of the Member, the expiration of the term of the replaced director, or until his or her successor has been elected and qualified, whichever occurs first.

3.10 Quorum and Proxy; Majority Vote. A majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the Board. A director shall be considered present if during the meeting he or she is in communication with the other directors participating in the meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Provided, however, that a director shall not be considered present if such director participated in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Directors present by proxy may not be counted toward a quorum. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board, except as otherwise specifically provided by law, by the Certificate of Formation, or by these bylaws. The directors present at any meeting, whether or not less than a quorum, by a majority vote may adjourn the meeting from time to time and a meeting may be held as adjourned without further notice, at which, if a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

3.11 Action Without a Meeting. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors (or at a meeting of any committee of the Corporation), may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors (or committee members) as would be necessary to take that action at a meeting at which all of the directors (or committee members) were present and voted. Each written consent shall bear the date of the signature of each director (or committee member) who signs the consent. Prompt notice of the taking of any action by directors or committee members without a meeting by less than unanimous written consent shall be given to all directors or committee members, as the case may be, who did not consent in writing to the action.

3.12 Executive Committee. The Executive Committee of the Board shall be composed of the President, Secretary, and Treasurer of the Corporation. Actions of the Executive Committee shall be subject to approval by the Board, except to the extent provided otherwise in a resolution of the Board pertaining to a particular matter, transaction, or undertaking (or class or series of matters, transactions, or under-takings), in which case the Executive Committee shall have and may exercise all of the authority of the Board in the management of the business and affairs of the Corporation with respect to the subject of such resolution. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when requested by the Board.

3.13 Other Committees. The Board may, by resolution passed by a majority of the whole Board, designate additional committees, each committee to consist of two or more persons, who may or may not be a director, and each such committee shall have such power and

authority and shall perform such functions as may be provided in such resolution; provided, however, such committee(s) shall not have the power to have and exercise the authority of the Board. The Board shall appoint a committee chairperson of each designated committee. Such committee or committees shall have such name or names as may be designated by the Board and shall keep regular minutes of their proceedings and report the same to the Board when requested by the Board. Any member of a committee may be removed, for or without cause, by the affirmative vote of a majority of the whole Board. If any vacancy or vacancies occur in a committee, such vacancy or vacancies shall be filled by the affirmative vote of a majority of the whole Board.

3.14 Conflict of Interest Policy. The Corporation shall have and enforce a conflict of interest policy. The Board shall adopt a conflict of interest policy.

ARTICLE 4

GENERAL OFFICERS

4.1 Election. The officers of the Corporation shall be a President, Secretary, Treasurer, and such other officers as may be determined and selected by the Board. The Corporation may also have, at the discretion of the Board, a Chair of the Board. The Board, at its first meeting and annually thereafter at the annual meeting, shall elect the officers. The officers so elected shall hold office for a period of one year and until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Attendance at Meetings. The Chair or President, and in his absence any other officer, shall call meetings of the Board to order and shall act as the presiding officer of such meetings, and the Secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the Secretary the presiding officer may appoint any person present to act as secretary of the meeting.

4.3 Removal. Any officer may be removed by the Board whenever, in its sole judgment, the best interest of the Corporation would be served thereby.

4.4 Duties. The principal duties of the several officers are as follows:

(a) President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the Corporation. The President shall see that all orders and resolutions of the Board are carried into effect, shall sign and execute all legal documents and instruments in the name of the Corporation when authorized to do so by the Board, and shall perform such other duties as may be assigned to him or her from time to time by the Board. The President shall also have the power to appoint and remove subordinate employees. The President shall submit to the Board plans and suggestions for the work of the Corporation, shall direct its general correspondence, and shall present recommendations in each case to the Board for decision. The President shall submit a report of the activities and business

affairs of the Corporation at each annual meeting of the Board and at other times when called upon so to do by the Board.

(b) Secretary. The Secretary shall have charge of the records and correspondence of the Corporation under the direction of the President and shall be the custodian of the seal (if any) of the Corporation. The Secretary shall give notice of and attend all meetings of the Board and shall take and keep accurate minutes of all meetings of the Board of which, ex officio, he or she shall be the Secretary. The Secretary shall discharge such other duties as shall be assigned to the Secretary by the President or the Board. In case of the absence or disability of the Secretary, the Board may appoint an assistant secretary to perform the duties of the Secretary during such absence or disability.

(c) Treasurer. The Treasurer shall keep account of all money, credit, and property of the Corporation and shall keep an accurate account of all money received and discharged. Except as otherwise ordered by the Board, the Treasurer shall have the custody of all the funds and securities of the Corporation and shall deposit the same in such banks or depositories as the Board shall designate. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board. The Treasurer shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board. The Treasurer shall, under the direction of the Board, disburse all money and sign all checks and other instruments drawn on or payable out of the funds of the Corporation, which checks, however, may also be required by the Board to be signed by the President or other designated officer, or in case of their absence or disability, by such other member of the Board as the Board shall designate. The Treasurer shall also make such transfers and alterations in the securities of the Corporation as may be ordered by the Board. In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject to the direction of the Board, and shall perform such additional duties as may be prescribed from time to time by the Board. The Treasurer shall give bond only if required by the Board. In case of absence or disability of the Treasurer, the Board may appoint an assistant treasurer to perform the duties of the Treasurer during such absence or disability.

4.5 Vacancies. Whenever a vacancy shall occur in any general office of the Corporation, such vacancy shall be filled by the Board by the election of a new officer who shall hold office until the next annual meeting and until his successor is elected and qualifies.

ARTICLE 5

ADDITIONAL OFFICERS AND AGENTS

5.1 Additional Officers and Agents. The Board may appoint such officers and agents in addition to those provided for in Article 4 as may be deemed necessary, which officers and agents shall have such authority and perform such duties as shall from time to time be prescribed by the Board. All officers and agents shall hold their respective offices or positions at the pleasure of the Board and may be removed from office or discharged by the Board at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

ARTICLE 6 GENERAL PROVISIONS

6.1 Rules. The deliberations of the Board shall be in accordance with rules established by the President. In the absence of such established rules, deliberations shall be in accordance with the latest edition of Robert's Rules of Order.

6.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

6.3 Seal. The Corporation may have a seal, and said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. Any officer of the Corporation shall have authority to affix the seal to any document requiring it.

6.4 Resignation. Any director, officer, or committee member may resign at any time by giving written notice to the Chair, President or the Secretary. Such resignation shall take effect at the time specified therein or, if no date be specified, on the date of its receipt.

6.5 Notices. Whenever under the provisions of these bylaws notice is required to be given to any director or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given electronically, by facsimile, or by mail, postage prepaid, addressed to such director or committee member at such address as appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same be thus deposited, postage prepaid, in the United States mail. Whenever any notice is required to be given to any director or committee member under these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

6.6 Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is not permitted to be taken or carried on by an organization exempt from federal income tax pursuant to section 501(c)(3) of the Code, or by an organization contributions to which are deductible under section 170(a)(1) of the Code by virtue of being charitable contributions as defined in section 170(c)(2) of the Code.

6.7 Construction. Article and section headings in these bylaws are for convenience only and shall not affect the construction hereof. Pronouns used in these bylaws shall be construed as feminine, masculine, or neuter, as the context requires, and words of singular number in these bylaws shall be construed as plural, as the context requires.

ARTICLE 7

INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 Indemnification. The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a

director, officer, partner, venturer, proprietor, Director, employee, agent, or similar functionary of another foreign or domestic Corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a Corporation may grant indemnification to a director under the Texas Business Organizations Code, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Business Organizations Code, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Texas Business Organizations Code, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, special legal counsel, or members, if any) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, special legal counsel, or members, if any) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members, if any, or directors, agreement, or otherwise. To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this article shall extend to proceedings involving the negligence of such persons. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article in relation to any tax asserted against such person under Chapter 42 of the Code. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

7.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against him or her and incurred by him or her in a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability under this Article or by statute.

ARTICLE 8

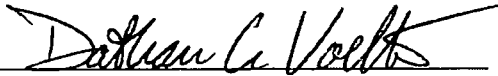
AMENDMENTS AND GOVERNING LAW

9.1 Amendments. These bylaws and the Certificate of Formation of the Corporation may be altered, amended, or repealed and new bylaws and amended Certificate of Formation may be adopted by the Member at any regular meeting or at any special meeting called for that purpose; provided, however, that written notice of such amendment shall be given to the Member not less than ten (10) days prior to the meeting at which such amendment is voted on.

9.2 Texas Law. It is expressly recognized that when these bylaws are silent as to the manner of performing any corporate function, the provisions of the Texas Business Organizations Code shall control.

* * *

CONFIRMED to have been adopted and approved by the Board of Directors of the Corporation as of the 22nd day of August, 2013.

By: 
Dathan C. Voelter, Secretary