

EXHIBIT C

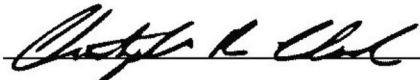
State of Delaware
Secretary of State
Division of Corporations
Delivered 07:05 PM 04/23/2020
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SR 20203114775 - File Number 5902936

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
OPENAI, INC.
A NONPROFIT NON-STOCK CORPORATION**

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, OpenAI, Inc., a nonprofit non-stock corporation organized and existing under the laws of the State of Delaware, and originally incorporated under the same name on December 8, 2015, does hereby certify:

1. That the Certificate of Incorporation of this corporation is hereby Amended and Restated as set forth in the attached Amended and Restated Certificate of Incorporation.
2. That the attached Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, OpenAI, Inc. has caused this Certificate to be executed by Chris Clark, its authorized officer, this 14th day of January, 2020.

By: 
Name: Chris Clark
Title: Secretary

CERTIFICATE OF INCORPORATION OF
A NON-STOCK CORPORATION
OPENAI, INC.

FIRST: The name of the Corporation is “OpenAI, Inc.” (the “Corporation”).

SECOND: The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: This Corporation shall be a nonprofit corporation organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law. The specific purpose of this corporation is to ensure that artificial general intelligence benefits all of humanity, including by conducting and/or funding artificial intelligence research. The corporation may also research and/or otherwise support efforts to safely develop and distribute such technology and its associated benefits, including analyzing the societal impacts of the technology and supporting related educational, economic, and safety policy research and initiatives. The resulting technology will benefit the public and the corporation will seek to distribute it for the public benefit when applicable. The corporation is not organized for the private gain of any person. In furtherance of its purposes, the corporation shall engage in any lawful act of activity for which nonprofit corporations may be organized under the General Corporation Law of Delaware.

FOURTH: This corporation is organized and operated exclusively for purposes set forth in Article THIRD hereof within the meaning of the Internal Revenue Code section 501(c)(3). No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation/organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FIFTH: The property of this corporation is irrevocably dedicated to the purposes in Article THIRD hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SIXTH: The corporation shall not have any capital stock.

SEVENTH: The corporation shall have one or more members, and the conditions of membership shall be stated in the Bylaws.