



C A L I F O R N I A

DEPARTMENT OF JUSTICE

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December 3, 2024

OPENAI, INC.
Attn: Board of Directors
3180 18th St., Suite 100
San Francisco, CA 94110

RE: In re: OpenAI Inc.'s Potential Corporate Restructuring

Dear Board of Directors:

The Attorney General of California has the primary responsibility for supervising charitable trusts, "for ensuring compliance with trusts and articles of incorporation, and for protecting assets" held by charitable trusts and charitable corporations operating in or holding property in California. (Gov. Code, §§ 12582.1, 12588, 12598.) Recent press reports have indicated OpenAI, Inc., is considering a corporate restructuring.

OpenAI, Inc.'s Amended and Restated Certificate of Incorporation, in the Third Article states:

"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 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."

December 3, 2024

Page 2

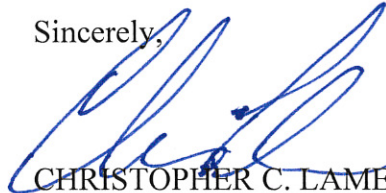
Article Five states that OpenAI, Inc.'s assets are irrevocably dedicated to its charitable purpose.

In furtherance of the Attorney General's responsibility to protect assets held in charitable trust, and in light of OpenAI, Inc.'s Amended and Restated Certificate of Incorporation irrevocably dedicating its assets for charitable purposes, the Attorney General seeks the following information:

1. Information on OpenAI's restructuring plans;
2. Value of OpenAI's charitable assets;
3. Value of OpenAI's charitable assets held by its subsidiaries; and
4. Plans for the transfer and/or disposition of OpenAI, Inc.'s charitable assets with the restructuring plans.

Thank you for your attention to this matter. Please provide the requested information by January 8, 2025.

Sincerely,



CHRISTOPHER C. LAMERDIN
Deputy Attorney General

For ROB BONTA
Attorney General

CCL: