

C A N A D A
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
(Class Actions Division)

N° 500-06-001414-255

ANNE ROBILLARD

Applicant

v.

OPENAI, INC.
and
OPENAI GP, LLC
and
OPENAI GLOBAL, LLC
and
OPENAI OPCO, LLC
and
OPENAI HOLDINGS, LLC
and
OPENAI, LLC
and
OAI CORPORATION
and
OPENAI STARTUP FUND I, L.P.
and
OPENAI STARTUP FUND GP I, LLC
and
**OPENAI STARTUP FUND
MANAGEMENT, LLC**
and
MICROSOFT CORPORATION
and
MICROSOFT CANADA INC.

Defendants

**APPLICATION FOR DECLINATORY EXCEPTION OF OPENAI DEFENDANTS¹
FOR LACK OF JURISDICTION**

(Articles 33 and 167 C.C.P. and 3135 and 3148 C.C.Q.)

**TO THE HONOURABLE MARTIN F. SHEEHAN, J.S.C., ACTING AS THE DESIGNATED
JUDGE FOR THE PURPOSES OF THE PRESENT AUTHORIZATION PROCEEDINGS,
THE OPENAI DEFENDANTS STATE AS FOLLOWS:**

¹ OPENAI, INC., OPENAI GP, LLC, OPENAI GLOBAL, LLC, OPENAI OPCO, LLC, OPENAI HOLDINGS, LLC, OPENAI, LLC, OAI CORPORATION, OPENAI STARTUP FUND I, L.P., OPENAI STARTUP FUND GP I, LLC, OPENAI STARTUP FUND MANAGEMENT, LLC

I. INTRODUCTION

1. The OpenAI Defendants have not attorned to the jurisdiction of this Honourable Court.
2. The OpenAI Defendants bring this application for a declinatory exception and seek the dismissal, or alternatively the stay, of the *Demande pour autorisation d'exercer une action collective et pour être représentante* dated September 4, 2025 (the "**Robillard Application**") as against them.
3. This Application raises a threshold jurisdictional issue: whether the Superior Court of Québec may adjudicate claims against foreign defendants where the alleged copyright-related conduct occurred outside Canada and Québec and/or has no real and substantial connection to either jurisdiction.
4. This Court cannot adjudicate claims of copyright infringement that fall outside the territorial reach of Canadian copyright law. Copyright is territorially limited, and the *Copyright Act* does not apply to alleged infringing conduct that occurred outside Canada or lacks a real and substantial connection to Canada. The Robillard Application alleges copyright infringement based on conduct that clearly falls outside the territorial reach of the *Copyright Act*. This Court therefore lacks subject matter jurisdiction to adjudicate that conduct under the *Copyright Act*.
5. The Robillard Application cannot overcome the territorial limits of Canadian copyright law by relabelling the same alleged wrong as unjust enrichment, other extracontractual civil liability, or any other non-copyright cause of action. Those claims do not add any independent factual or legal basis for jurisdiction. They merely duplicate the *Copyright Act* claim and are precluded by the *Copyright Act's* exhaustive scheme of rights and remedies. They therefore cannot be used to manufacture jurisdiction where the copyright claim itself falls outside the territorial reach of Canadian law.
6. In any event, none of the cases in article 3148 C.C.Q. supports this Court assuming personal jurisdiction over the OpenAI Defendants. The OpenAI Defendants are foreign entities. They are not domiciled or resident in Québec, they do not have an establishment or place of business in Québec, and the dispute does not relate to any activity carried on by them in Québec. Nor was any alleged fault committed in Québec, any injurious act or omission committed in Québec, or any contractual obligation to be performed in Québec.
7. The Applicant also cannot establish jurisdiction on the basis of alleged damages in Québec. If the *Copyright Act* does not apply to the alleged conduct because no actionable copyright infringement occurred in Québec or Canada, then no legally cognizable copyright injury was suffered in Québec. The Plaintiff's alleged economic consequences in Québec cannot, by themselves, create jurisdiction over foreign defendants for foreign

conduct. Finally, the OpenAI Defendants have not agreed to submit this dispute to the courts of Québec and have not otherwise submitted to this Court's jurisdiction.

8. In the alternative, should this Honourable Court conclude that it has jurisdiction over all or any part of the Robillard Application, the OpenAI Defendants respectfully submit that the United States is the clearly more appropriate forum and request that the Court decline to exercise its jurisdiction in favour of the courts of the United States.

II. THE ROBILLARD APPLICATION

9. The Applicant in the Robillard Application seeks authorization to institute a class action on behalf of the following proposed group: "*Toute personne au Québec titulaire du droit d'auteur sur une oeuvre littéraire ou dramatique que les défenderesses ont reproduite sans autorisation dans le cadre du développement ou de la formation de grands modèles de langage (en anglais, « large language models »).*"
10. The Robillard Application alleges that the Defendants developed large language models using datasets containing allegedly unauthorized copies of works, including works of proposed class members, and that these copies were illicitly obtained.
11. The core alleged wrongful conduct is the alleged reproduction and use of copyrighted works in the development and training of large language models. As the proposed class definition makes clear, the entire Robillard Application is premised on claims by holders of copyright in literary or dramatic works allegedly reproduced without authorization in the course of developing and training those models. The remaining allegations and remedies, including unjust enrichment, other extracontractual civil liability, and breaches of the *Charter of Human Rights and Freedoms*, CQLR c C-12 (the "**Overlapping Claims**"), are not independent claims based on distinct conduct. They all depend on the same alleged unauthorized reproduction and use of copyright-protected works, and on the same asserted injury to copyright interests.
12. The Robillard Application pleads no specific infringing output generated in Québec or elsewhere by ChatGPT or by any OpenAI model. It pleads no specific copy of any work made in Québec or Canada by any OpenAI Defendant. It also pleads no contractual obligation of any OpenAI Defendant to be performed in Québec and no agreement submitting the OpenAI Defendants to Québec jurisdiction.

III. LACK OF JURISDICTION RATIONE LOCI / RATIONE MATERIAE

13. Canadian copyright law is territorially limited and does not reach allegedly infringing acts occurring outside of Canada. Copyright law respects the territorial principle, reflecting the implementation of a web of interlinking international treaties based on the principle of national treatment. As a result, Canadian copyright law, which establishes a territorially declared right, cannot be infringed by an extraterritorial act.

14. The Superior Court plainly has jurisdiction to hear *Copyright Act* claims. Indeed, the *Copyright Act* expressly confers concurrent jurisdiction on provincial courts to adjudicate alleged breaches of the Act. But the mere pleading of a *Copyright Act* claim does not, by itself, confer jurisdiction over foreign defendants or foreign conduct. For this Court's adjudicatory jurisdiction to flow from an alleged copyright infringement, the *Copyright Act* must at least be capable of applying to the impugned conduct. The territorial reach, or applicability, of the *Copyright Act* is therefore a threshold question of prescriptive legislative jurisdiction that must be determined before the Court can adjudicate the merits of the alleged infringement.
15. Here, the pleaded *Copyright Act* claims concern alleged reproduction (a) through the downloading of certain datasets (LibGen) that allegedly include unauthorized reproductions of the Applicant's works, and (b) through the development and training of large language models. With respect to the alleged unauthorized downloading of the LibGen dataset, the evidence establishes that no such downloading occurred in Canada. Because no copy of the LibGen dataset materialized in Canada, the Canadian *Copyright Act* cannot apply to that alleged conduct.
16. With respect to the alleged unauthorized use of works in the development and training of large language models, the evidence establishes that ChatGPT model training occurred [REDACTED]. This alleged conduct does not have a real and substantial connection to Canada, and, therefore, the Canadian *Copyright Act* cannot apply to that alleged conduct.
17. Nor can jurisdiction be founded on the mere accessibility of ChatGPT in Québec. The Robillard Application does not identify any specific distribution or output in Québec that reproduced any particular work. A speculative allegation that a system might be capable of generating infringing output is not a pleaded infringement in Québec.
18. Moreover, the evidence establishes that only OpenAI OpCo, LLC is involved in the allegedly infringing conduct. The Robillard Application contains no specific allegations, and there is no evidence, capable of implicating any of the other OpenAI Defendants in that conduct. There is therefore no basis under the *Copyright Act* for this Court to assume jurisdiction over those Defendants.

IV. THE COPYRIGHT ACT PRECLUDES THE OVERLAPPING CLAIMS

19. The Applicant cannot avoid the territorial limits of the *Copyright Act* by re-labelling the same alleged conduct as unjust enrichment, other extracontractual civil liability, and breaches of the *Charter of Human Rights and Freedoms*, CQLR c C-12.

20. Copyright in Canada is a creature of statute. The rights and remedies conferred by the *Copyright Act* are exhaustive. Section 89 of the *Copyright Act* provides that no person is entitled to copyright otherwise than under and in accordance with that Act or another Act of Parliament. The *Copyright Act* constitutes a “complete code” that displaces duplicative claims not based on Acts of Parliament.
21. Copyright is also a matter of exclusive federal jurisdiction under section 91(23) of the *Constitution Act, 1867*. Provincial causes of action, whether framed in civil liability, unjust enrichment or another label, cannot intrude on the core of Parliament's exclusive copyright jurisdiction or upset the balance of rights and user rights established by the *Copyright Act*.
22. The Overlapping Claims in the Robillard Application add no distinct wrongful conduct. They depend entirely on the same allegation that the Defendants reproduced or used copyrighted works without authorization in connection with the development and training of large language models. Those claims are therefore precluded by the *Copyright Act* and cannot ground jurisdiction. The only claim that can be considered for jurisdictional purposes is the *Copyright Act* claims. For the reasons set out above, those claims fall outside the territorial reach of Canadian copyright law.

V. IN ANY EVENT, THERE IS NO INTERNATIONAL JURISDICTION UNDER ARTICLE 3148 C.C.Q.

23. In any event, even if the Court were to analyze this matter under Quebec private international law, none of the cases in article 3148 C.C.Q. apply in respect of the OpenAI Defendants. Article 3148 C.C.Q. states:

3148. In personal actions of a patrimonial nature, Québec authorities have jurisdiction in the following cases:

1° the defendant has his domicile or his residence in Québec;

2° the defendant is a legal person, is not domiciled in Québec but has an establishment in Québec, and the dispute relates to its activities in Québec;

3° a fault was committed in Québec, injury was suffered in Québec, an injurious act or omission occurred in Québec or one of the obligations arising from a contract was to be performed in Québec;

4° the parties have by agreement submitted to them the present or future disputes between themselves arising out of a specific legal relationship;

5° the defendant has submitted to their jurisdiction.

However, Québec authorities have no jurisdiction where the parties have chosen by agreement to submit the present or future disputes between themselves relating to

a specific legal relationship to a foreign authority or to an arbitrator, unless the defendant submits to the jurisdiction of the Québec authorities.

24. Article 3148(1) C.C.Q. does not apply. All the OpenAI Defendants are Delaware entities with their head office in California. The Robillard Application itself pleads that each OpenAI Defendant has its place of business in San Francisco, California, United States, and pleads no Québec domicile or residence for any OpenAI Defendant.
25. Article 3148(2) C.C.Q. does not apply. The Robillard Application pleads no Québec establishment of any OpenAI Defendants. In any event, none of the OpenAI Defendants have an establishment in Québec and none of the OpenAI Defendants have employees in Québec. In addition, the dispute does not relate to the activities of any OpenAI Defendants in Québec.
26. Article 3148(3) C.C.Q. does not apply.
 - 26.1. No fault was committed in Québec. The Robillard Application does not allege any intentional act or omission by the OpenAI Defendants in Québec, and the evidence establishes that the impugned conduct occurred outside Québec. The alleged downloading, development, training, and related conduct therefore cannot ground jurisdiction under article 3148(3) C.C.Q. In any event, as explained in the sections above, none of the impugned conduct falls within the territorial reach of the *Copyright Act*. It cannot therefore constitute a copyright-related fault in Québec.
 - 26.2. Nor was any relevant injury suffered in Quebec within the meaning of article 3148(3) C.C.Q. The *situs* of the alleged injury must be tied to the facts giving rise to the claim, not merely to the Applicant's residence or the place where an alleged economic consequence is recorded. Where, as here, the alleged infringement of a territorial copyright right did not occur in Québec or Canada, the Applicant cannot establish jurisdiction by pointing to the location of her patrimony in Québec. By its very nature, and consistent with Canada's international treaty obligations, copyright is territorial. The *situs* of any copyright injury is therefore the *situs* of the alleged infringement. Where no infringement occurs in Québec, no copyright injury is suffered in Québec for the purposes of article 3148(3) C.C.Q.
 - 26.3. The "injurious act or omission" factor under article 3148(3) C.C.Q. is also inapplicable. The phrase "injurious act" ("un fait dommageable") has been interpreted as referring to a damage-causing event that attracts no-fault liability. The Robillard Application does not allege any such event in Québec, nor is this case advanced on a no-fault liability theory. This criterion therefore cannot ground jurisdiction over the OpenAI Defendants.
27. Articles 3148(4) and 3148(5) C.C.Q. are also inapplicable. The Robillard Application does not allege any agreement by which the parties submitted this dispute, or any future

dispute arising from a specific legal relationship, to the Québec courts. Nor have the OpenAI Defendants submitted to this Court's jurisdiction.

28. Accordingly, the Court lacks international jurisdiction over the OpenAI Defendants and the Robillard Application should be dismissed as against all or any one of them.

VI. ALTERNATIVELY, QUEBEC IS NOT THE APPROPRIATE FORUM

29. In the alternative, even if the Court were to find that Québec has jurisdiction over any aspect of the Robillard Application, Québec is not the convenient forum for this proceeding and the OpenAI Defendants ask the Court to decline jurisdiction under article 3135 C.C.Q. Article 3135 C.C.Q. states:

3135. Even though a Québec authority has jurisdiction to hear a dispute, it may, exceptionally and on an application by a party, decline jurisdiction if it considers that the authorities of another State are in a better position to decide the dispute.

30. The courts of the United States are clearly the more appropriate forum. The OpenAI Defendants are United States entities. The relevant OpenAI personnel, records, decision-making [REDACTED] in the United States.

31. The Robillard Application does not plead distinct, separable conduct that can be cleanly divided between Canada and the United States; instead, it alleges at most infringement with only an incidental connection to Canada arising from internationally-distributed third-party cloud infrastructure. That infrastructure-driven presence is not discrete conduct that can sensibly be carved out and adjudicated in Québec because [REDACTED], risks that different courts assess the legality of the same activity under different regimes and reach different outcomes.

32. The law applicable to the alleged conduct is United States copyright law. Adjudicating United States conduct under Canadian copyright law would be inconsistent with copyright territoriality, Canada's treaty obligations and international comity.

33. There is no prejudice to the fair administration of justice in requiring claims based on United States copyright rights or United States conduct to proceed in the United States. Canadian copyright law does not require, and international comity does not support, the adjudication in Québec of foreign conduct governed by foreign copyright law.

VII. SUPPORTING AFFIDAVITS

34. This application for a declinatory exception is supported by three affidavits, namely the affidavit of Alex Paino (OpenAI OpCo, LLC), the affidavit of Davis Wu (OpenAI OpCo,

LLC) and supporting Exhibit DW-1 and Exhibit DW-2, and the affidavit of Chirani Mudunkotuwa (Gowling WLG) and supporting Exhibit A to Exhibit T.

FOR THESE REASONS, MAY IT PLEASE THE COURT TO:

GRANT the present *Application for Declinatory Exception of OpenAI Defendants for Lack of Jurisdiction*;

DECLARE that the Superior Court of Québec has no jurisdiction to hear the present proceedings instituted against OpenAI, Inc., OpenAI GP, LLC, OpenAI Global, LLC, OpenAI OpCo, LLC, OpenAI Holdings, LLC, OpenAI, LLC, OAI Corporation, OpenAI Startup Fund I, L.P., OpenAI Startup Fund GP I, LLC, OpenAI Startup Fund Management, LLC;

DISMISS the Applicant's *Demande pour autorisation d'exercer une action collective et pour être représentante* dated September 4, 2025, against OpenAI, Inc., OpenAI GP, LLC, OpenAI Global, LLC, OpenAI OpCo, LLC, OpenAI Holdings, LLC, OpenAI, LLC, OAI Corporation, OpenAI Startup Fund I, L.P., OpenAI Startup Fund GP I, LLC, OpenAI Startup Fund Management, LLC;

THE WHOLE with costs.

Montréal, June 12, 2026

Gowling WLG (Canada) s.e.n.c./s.r.l.

GOWLING WLG (CANADA) LLP

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Lawyers for the OpenAI Defendants

CANADA

**PROVINCE OF QUEBEC
DISTRICT OF MONTREAL**

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OAI CORPORATION

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OPENAI STARTUP FUND I, LP

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OPENAI STARTUP FUND GP I, LLC

and

**OPENAI STARTUP FUND
MANAGEMENT, LLC**

and

MICROSOFT CORPORATION

and

MICROSOFT CANADA INC.

Defendants


**SWORN STATEMENT OF ALEX PAINO
OPENAI OPKO, LLC**

I, the undersigned Alex Paino, of the City of San Francisco, in the State of California, United States of America, solemnly declare the following:


1. I have been an employee of OpenAI OpCo, LLC ("OpenAI") since March 2019. I am currently a Member of the Technical Staff for OpenAI, working as part of the Pretraining Data team;

2. Based on my experience, the records to which I have access, and my time at OpenAI, I have personal knowledge of the facts set out in this affidavit;
3. In 2018 and 2019, OpenAI, Inc. employees at the time downloaded certain files from Library Genesis, also known as "LibGen". Using the downloaded book corpora from LibGen, former OpenAI, Inc. employees created two datasets that were later denominated "Books1" and "Books2";
4. OpenAI used Books1 and Books2 in training certain past models, namely GPT-3 and GPT-3.5. The use of Books1 and Books2 for model training was discontinued in late 2021, after the training of GPT-3 and GPT-3.5;
5. No OpenAI model that is currently available has been trained on Books1 or Books2. The last OpenAI model trained on such data was GPT-3.5, which was released in 2022 and replaced and deprecated in early 2023. This is the only GPT model trained on Books1 or Books2 that was ever available in ChatGPT;
6. All the facts in the present sworn statement are true to my personal knowledge.

AND I HAVE SIGNED:

Signed by:

90965B80FEC6493...
ALEX PAINO

Solemnly sworn before me by
videoconference, in Montréal, Québec on
June 11, 2026


Sylvie Morin 127,913
Commissioner of Oaths for the Province of
Québec and for outside of Québec



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LLC**
and
MICROSOFT CORPORATION
and
MICROSOFT CANADA INC.

Defendants

**SWORN STATEMENT OF DAVIS WU
OPENAI OPCO, LLC**

I, the undersigned Davis Wu, of the City of San Francisco, in the State of California, United States of America, **solemnly declare the following:**

1. I have been an employee of OpenAI OpCo, LLC (“**OpenAI**”) since November of 2024. I am currently a Member of Strategy Staff for OpenAI, working as part of the Compute Infrastructure team.
2. Based on my experience, the records to which I have access, and my time at OpenAI, I have personal knowledge of the facts set out in this affidavit.

ChatGPT

3. ChatGPT is an artificial intelligence (“**AI**”) based chatbot accessible over the Internet. ChatGPT was launched on November 30, 2022, and is powered by OpenAI’s AI models. ChatGPT has both free and paid options.
4. The AI models that power ChatGPT are sometimes called large language models (“**LLMs**”). Very generally, LLMs are machine learning models that are designed to process and generate human language. They are "large" because they require lots of computing power to train. This large-scale training allows the models to understand complex patterns, syntax, and nuances of language, enabling them to generate coherent and contextually relevant responses.
5. State of the art LLMs are also often capable of processing and generating multiple modalities of data in addition to text, for example, images, audio, etc.
6. The language models that OpenAI has developed that users have been able to interact with in the ChatGPT product are OpenAI’s GPT-3.5 and later models.
7. A version of GPT-3.5 was the model used by ChatGPT at its launch in November of 2022.
8. I will refer to these models as “**ChatGPT Models**” in this affidavit.
9. Earlier models referred to as GPT, GPT-2, and GPT-3 existed, but these models were not used for ChatGPT.

Training ChatGPT Models

10. The ChatGPT Models are developed using large amounts of “training data”. The training data for ChatGPT Models comes from three sources: (1) information that is publicly available on the internet, (2) information that OpenAI partners with third parties to access, and (3) information that users or human trainers and researchers provide or generate.

11. At a high level, the training of a LLM begins with a stage commonly referred to as “pre-training”. Pre-training is the initial large-scale training process that results in what is sometimes referred to as a “base model” or “foundation model”.
12. Following pre-training, a model may undergo additional training steps. These later training steps are sometimes referred to as “post-training”, “mid-training”, or “fine-tuning”. These terms can be used in different ways depending on the context, but generally refer to training steps that occur after the initial pre-training stage.
13. The training of a single LLM does not occur in a single step. It takes place through a series of separate computational jobs, which are sometimes referred to as “runs”. Training for models like those that power ChatGPT is computationally extremely intensive and voluminous. Training involves thousands or tens of thousands of jobs.
14. Very generally, LLMs are made up of many numbers, called “weights” or “parameters,” whose values are determined by the training process. These models do not store copies of their training data. Instead, as a model learns, training adjusts the values of the weights to capture statistical patterns and relationships present in the data. These models do not respond by querying stored data, but rather by using the weights, and the statistical patterns which they contain, to form predictions.
15. Once a model is trained, it can be used to predict outputs based on user-provided inputs. This prediction process is often called “inference”. When a user interacts with ChatGPT they are interacting with a trained model at the inference stage. Inference is a distinct process that runs separately from and after training of a model is complete.
16. The ChatGPT Models require significant computational infrastructure for both the training and inference processes. The computation process for both training and inference is intensive and generally runs on specialized servers with specialized semiconductors such as Graphical Processing Units (“**GPUs**”). One or more of these specialized servers is often called a “compute cluster” or “cluster”.
17. Many cloud-based platforms, such as those offered by Microsoft (Azure), Google (Google Cloud Platform), and Amazon (Amazon Web Services), have AI-specific clusters that run in the cloud-provider’s datacenters. OpenAI does not currently own or operate any datacenters. Instead, OpenAI contracts for its use of, among other platforms, Microsoft’s Azure cloud platform for its AI model training and inference.

18. Microsoft's Azure cloud platform, like many other large cloud platforms, has datacenters located around the world.¹

19. [REDACTED]

20. [REDACTED]

21. [REDACTED]

22. [REDACTED]

23. [REDACTED]

¹ <https://azure.microsoft.com/en-ca/explore/global-infrastructure/geographies>, Exhibit DW-1.

24.

Microsoft

25. OpenAI has had a strategic partnership with Microsoft Corporation (“**Microsoft**”) since 2019, involving commercial and supercomputing collaborations. Microsoft has a minority interest in OpenAI and OpenAI shares some intellectual property with Microsoft.
26. OpenAI uses Microsoft’s Azure cloud platform to train its AI models. However, Microsoft does not control or direct OpenAI’s research, product development, or the design of its models. In particular, Microsoft did not select the training data used for the ChatGPT Models. In addition, OpenAI does not control or have control over Microsoft.
27. OpenAI does not operate the “Azure OpenAI Service”. This is a service operated by Microsoft. According to an archived Microsoft website:

The Azure OpenAI Service is operated by Microsoft as an Azure service; Microsoft hosts the OpenAI models in Microsoft's Azure environment and the Service does NOT interact with any services operated by OpenAI (e.g. ChatGPT, or the OpenAI API).²

The OAI Defendants

28. As mentioned above, I am an employee of OpenAI OpCo, LLC. Since its formation in 2019, OpenAI OpCo, LLC is the entity that develops and operates ChatGPT, including the ChatGPT Models, which includes: gathering and processing the training data used to train the ChatGPT Models; developing and training the ChatGPT Models; hosting the ChatGPT Models; receiving or processing queries to the ChatGPT Models; and, generating responses from the ChatGPT Models.
29. While I am employed by OpenAI OpCo, LLC, I have been authorized by each of OpenAI Foundation (formerly OpenAI, Inc.), OpenAI GP, L.L.C., OpenAI Global, L.L.C., OpenAI OpCo, L.L.C., OpenAI Holdings, L.L.C., OAI International, Inc. (formerly OpenAI, L.L.C.), OAI Corporation, OpenAI Startup Fund I, L.P., OpenAI Startup Fund GP I,

² <https://web.archive.org/web/20240923152815/https://learn.microsoft.com/en-us/legal/cognitive-services/openai/data-privacy?tabs=azure-portal> , Exhibit DW-2.

L.L.C., and OpenAI Startup Fund Management, L.L.C. (the "**OAI Defendants**") to make this affidavit.

30. In the paragraphs that follow, I provide information regarding each of the OAI Defendants. To the best of my knowledge, the information below was the same as of September 4, 2025, as I understand that is the date on which this court action commenced.
31. All of the OAI Defendants' head offices are in California, United States.
32. None of the OAI Defendants have at any time had any physical office in Québec. In particular, they have not leased or owned any office in Québec.
33. None of the OAI Defendants have at any time had any business establishment or any other establishment in Québec.
34. None of the OAI Defendants have any employees in Quebec.
35. None of the OAI Defendants regularly make business-related decisions in Québec.
36. None of the OAI Defendants have consented to be sued in this action.

AND I HAVE SIGNED:

Signed by:

Davis Wu

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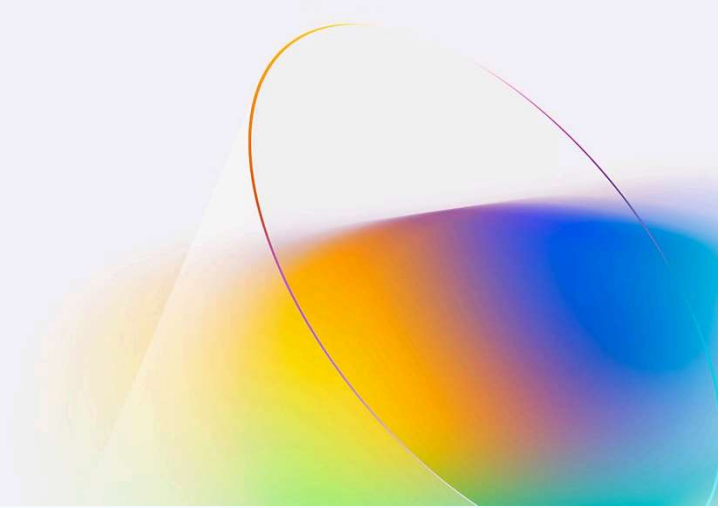
DAVIS WU

Solemnly sworn before me by
videoconference, in Montréal, Québec on
June 12, 2026

Sylvie Morin

Sylvie Morin 127,913
Commissioner of Oaths for the Province of
Québec and for outside of Québec





Azure geographies

Each Azure geography contains one or more regions and meets specific data residency and compliance requirements. This lets you keep your business-critical data and apps nearby on fault-tolerant, high-capacity networking infrastructure.

Get started with Azure

[Geographies](#)



GEOGRAPHIES

Find the Azure geography that meets your needs

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Discover more about our global infrastructure and how it all works.¹

[Explore Microsoft datacenters](#)



PRICING

NEW REGIONS

Explore the latest news for Azure datacenter regions



Denmark East

Microsoft announces the opening of its cloud region in Denmark, with access to local, secure, and state-of-the-art cloud infrastructure developed with a strong focus on sustainability.

[> Learn more](#)



Thailand South

Microsoft is announcing our intent to establish a new datacenter region in Thailand. The datacenter region will expand the availability of Microsoft's hyperscale cloud services in the region, facilitating enterprise-grade reliability, performance, and compliance with data residency and privacy standards.

[> Learn more](#)



North Europe 4

Microsoft announces plans to open a second datacenter region in Denmark, reinforcing its commitment to meet Europe's growing digital demand.

[> Learn more](#)



Belgium

Microsoft announces the opening of its cloud region in Belgium, accelerating digital transformation and the country's competitiveness.

[> Learn more](#)



Southeast Asia 3

Microsoft is announcing our intent to deliver a second datacenter region in Malaysia, called Southeast Asia 3. This region is designed to support advanced workloads and evolving customer needs from across the area.

[> Learn more](#)



Israel

Microsoft announces its first cloud region in Israel.

[> Learn more](#)



Norway

Microsoft announces the general availability of Azure Availability Zones from our Norway East datacenter region.

[> Learn more](#)



Austria

Microsoft announces the opening of its cloud region in Austria to accelerate digital transformation and AI innovation.

[> Learn more](#)



Chile

Microsoft announces its first cloud region in Chile, a historic investment that supports the country's economic growth, technological innovation and social development.

[> Learn more](#)



Malaysia

Microsoft announces its first cloud region in Malaysia, empowering more Malaysian organizations to accelerate AI innovation.

[> Learn more](#)



Indonesia

Microsoft announces its first cloud region in Indonesia, designed to empower organizations to innovate from and for Indonesia with low-latency, connectivity, and resiliency.

[> Learn more](#)



New Zealand

Microsoft's sustainable cloud region opens in New Zealand, as the first cloud provider in the region, boosting the economy and skilling opportunities.

[> Learn more](#)



Spain

Microsoft to open new datacenter region in Spain and expand strategic partnership with Telefónica to boost Spain's competitiveness.

[> Learn more](#)



Italy

Microsoft announces its first cloud region in Italy, accelerating innovation and economic opportunity.

[> Learn more](#)



Poland

Microsoft announces the opening of its newest trusted cloud region and the first in Central and Eastern Europe, located in Poland, near Warsaw.

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Finland

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Azure is available or coming soon to the following geographies: United States, Belgium, Brazil, Canada, Chile, Mexico, Azure Government, Asia Pacific, Australia, China, India, Indonesia, Japan, Korea, Malaysia, New Zealand, Taiwan, Austria, Denmark, Europe, Finland, France, Germany, Greece, Italy, Norway, Poland, Spain, Sweden, Switzerland, United Kingdom, Africa, Israel, Qatar, United Arab Emirates, and Saudi Arabia.

Within these geographies, Azure is available or coming soon to the following regions: South Central US, West US, West US 2, West US 3, Central US, East US, East US 2, East US 3, West Central US, North Central US, Brazil South, Brazil Southeast, Canada Central, Canada East, Chile North Central, Mexico Central, US Gov Virginia, US DoD Central, US DoD East, US Gov Arizona, US Gov Texas, US Sec East, US Sec West, US Sec West Central, East Asia, Southeast Asia, Australia East, Australia Southeast, Australia Central, Australia Central 2, China East, China East 2, China North, China North 2, China North 3, Central India, South India, West India, Indonesia Central, Japan East, Japan West, Korea Central, Korea South, Malaysia West, New Zealand North, Taiwan, Austria East, Belgium Central, Denmark East, North Europe, West Europe, Finland Central, France Central, France South, Germany West Central, Germany Northeast (Sovereign), Germany Central (Sovereign), Germany North, Greece, Italy North, Norway East, Norway West, Poland Central, Spain Central, Sweden Central, Sweden South, Switzerland North, Switzerland West, UK South, UK West, South Africa North, South Africa West, Israel Central, Qatar Central, UAE North, UAE Central, and Saudi Arabia East.

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- What is deep learning?
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- What is RAG?



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Data, privacy, and security for Azure OpenAI Service

Article • 09/03/2024

This article provides details regarding how data provided by you to the Azure OpenAI service is processed, used, and stored. Azure OpenAI stores and processes data to provide the service and to monitor for uses that violate the applicable product terms. Please also see the [Microsoft Products and Services Data Protection Addendum](#), which governs data processing by the Azure OpenAI Service. Azure OpenAI is an Azure service; [learn more](#) about applicable Azure compliance offerings.

📘 Important

Your prompts (inputs) and completions (outputs), your embeddings, and your training data:

- are NOT available to other customers.
- are NOT available to OpenAI.
- are NOT used to improve OpenAI models.
- are NOT used to train, retrain, or improve Azure OpenAI Service foundation models.
- are NOT used to improve any Microsoft or 3rd party products or services without your permission or instruction.
- Your fine-tuned Azure OpenAI models are available exclusively for your use.

The Azure OpenAI Service is operated by Microsoft as an Azure service; Microsoft hosts the OpenAI models in Microsoft's Azure environment and the Service does NOT interact with any services operated by OpenAI (e.g. ChatGPT, or the OpenAI API).

What data does the Azure OpenAI Service process?

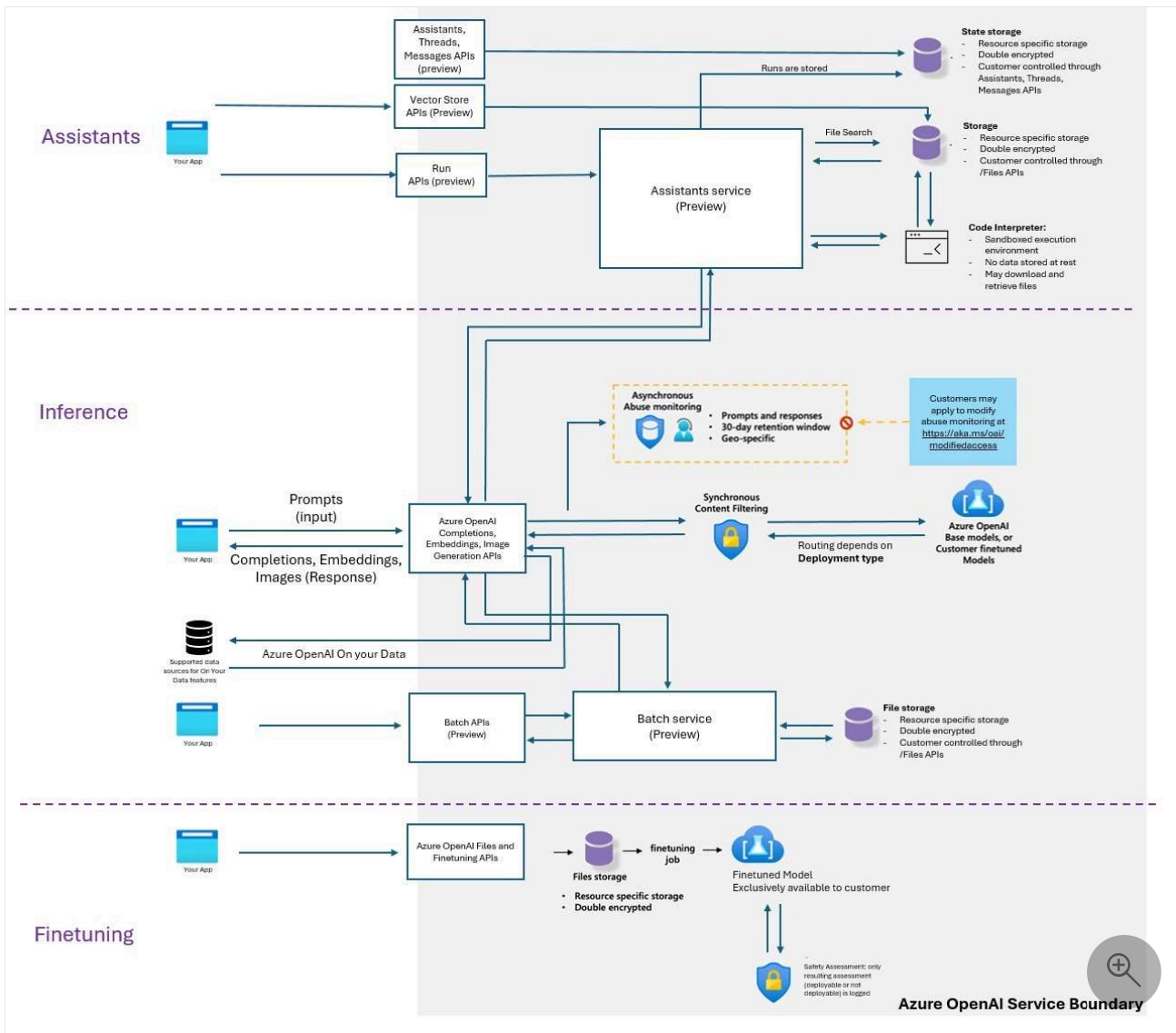
Azure OpenAI processes the following types of data:

- **Prompts and generated content.** Prompts are submitted by the user, and content is generated by the service, via the completions, chat completions, images, and embeddings operations.
- **Uploaded data.** You can provide your own data for use with certain service features (e.g., [fine-tuning](#), [assistants API](#), [batch processing](#)) using the Files API or vector store.
- **Data for stateful entities.** When you use certain optional features of Azure OpenAI service, such as the Threads feature of the [Assistants API](#), the service will create a data store to persist message history and other content, in accordance with how you configure the feature.
- **Augmented data included with or via prompts.** When using data associated with stateful entities, the service retrieves relevant data from a configured data store and augments the prompt to produce generations that are grounded with your data. Prompts may also be augmented with data retrieved from a source included in the prompt itself, such as a URL.
- **Training & validation data.** You can provide your own training data consisting of prompt-completion pairs for the purposes of [fine-tuning an OpenAI model](#).

How does the Azure OpenAI Service process data?

The diagram below illustrates how your data is processed. This diagram covers several types of processing:

1. How the Azure OpenAI Service processes your prompts via inferencing to generate content (including when additional data from a designated data source is added to a prompt using Azure OpenAI on your data, Assistants, or batch processing).
2. How the Assistants feature stores data in connection with Messages, Threads, and Runs.
3. How the Batch feature processes your uploaded data.
4. How the Azure OpenAI Service creates a fine-tuned (custom) model with your uploaded data.
5. How the Azure OpenAI Service and Microsoft personnel analyze prompts and completions (text and image) for harmful content and for patterns suggesting the use of the service in a manner that violates the Code of Conduct or other applicable product terms.



As depicted in the diagram above, managed customers may [apply to modify abuse monitoring](#).

Generating completions, images or embeddings through inferencing

Models (base or fine-tuned) deployed in your resource process your input prompts and generate responses with text, images, or embeddings. Customer interactions with the model are logically isolated and secured employing technical measures including but not limited to transport encryption of TLS1.2 or higher, compute security perimeter, tokenization of text, and exclusive access to allocated GPU memory. Prompts and completions are evaluated in real time for harmful content types and content generation is filtered based on configured thresholds. Learn more at [Azure OpenAI Service content filtering](#).

Prompts and responses are processed within the customer-specified [geography](#) (unless you are using a Global deployment type), but may be processed between regions within the geography for operational purposes (including performance and capacity management). See below for information about location of processing when using a Global deployment type.

The models are stateless: no prompts or generations are stored in the model.

Additionally, prompts and generations are not used to train, retrain, or improve the base models.

Understanding location of processing for "Global" deployment types

In addition to standard deployments, Azure OpenAI Service offers deployment options labelled as 'Global.' For any [deployment type](#) labeled as 'Global,' prompts and responses may be processed in any geography where the relevant Azure OpenAI model is deployed (learn more about [region availability of models](#)); any data stored at rest, such as uploaded data, is stored in the customer-designated geography. Only the location of processing is affected when a customer uses a Global deployment type in Azure OpenAI Service; Azure data processing and compliance commitments remain applicable.

Augmenting prompts to "ground" generated results "on your data"

The Azure OpenAI "on your data" feature lets you connect data sources to ground the generated results with your data. The data remains stored in the data source and location you designate; Azure OpenAI Service does not create a duplicate data store. When a user prompt is received, the service retrieves relevant data from the connected data source and augments the prompt. The model processes this augmented prompt and the generated content is returned as described above. Learn more about [how to use the On Your Data feature securely](#).

Data storage for Azure OpenAI Service features

Some Azure OpenAI Service features store data in the service. This data is either uploaded by the customer, using the Files API or vector store, or is automatically stored in connection

with certain stateful entities such as the Threads feature of the Assistants API. Data stored for Azure OpenAI Service features:

- Is stored at rest in the Azure OpenAI resource in the customer's Azure tenant, within the same [geography](#) as the Azure OpenAI resource;
- Can be double [encrypted at rest](#), by default with Microsoft's AES-256 encryption and optionally with a customer managed key (except preview features may not support customer managed keys);
- Can be deleted by the customer at any time.

Stored data may be used with the following service features/capabilities:

- **Creating a customized (fine-tuned) model.** Learn more about [how fine-tuning works](#). Fine-tuned models are exclusively available to the customer whose data was used to create the fine-tuned model, are encrypted at rest (when not deployed for inferencing), and can be deleted by the customer at any time. Training data uploaded for fine-tuning is not used to train, retrain, or improve any Microsoft or 3rd party base models.
- **Batch processing (preview).** Learn more about [how batch processing works](#). Batch processing is a Global deployment type; data stored at rest remains in the designated Azure geography until processing capacity becomes available; processing may occur in any geography where the relevant Azure OpenAI model is deployed (learn more about [region availability of models](#)).
- **Assistants API (preview).** Learn more about [how the Assistants API works](#). Some features of Assistants, such as Threads, store message history and other content.

Preventing abuse and harmful content generation

To reduce the risk of harmful use of the Azure OpenAI Service, the Azure OpenAI Service includes both content filtering, safety evaluation of fine-tuned models, and abuse monitoring features. To learn more about content filtering, see [Azure OpenAI Service content filtering](#). To learn more about safety evaluation, see [safety evaluations of fine-tuned models](#). To learn more about abuse monitoring, see [abuse monitoring](#).

Content filtering occurs synchronously as the service processes prompts to generate content as described above and [here](#). No prompts or generated results are stored in the content classifier models, and prompts and results are not used to train, retrain, or improve the classifier models.

Safety evaluations of fine-tuned models evaluate a fine-tuned model for potentially harmful responses using [Azure's risk and safety metrics](#). Only the resulting assessment (deployable or not deployable) is logged by the service.

Azure OpenAI abuse monitoring detects and mitigates instances of recurring content and/or behaviors that suggest use of the service in a manner that may violate the [code of conduct](#) or other applicable product terms. To detect and mitigate abuse, Azure OpenAI stores all prompts and generated content securely for up to thirty (30) days. (No prompts or completions are stored if the customer is approved for and elects to configure abuse monitoring off, as described below.)

The data store where prompts and completions are stored is logically separated by customer resource (each request includes the resource ID of the customer's Azure OpenAI resource). A separate data store is located in each [geography](#) in which the Azure OpenAI Service is available, and a customer's prompts and generated content are stored in the Azure Geography where the customer's Azure OpenAI service resource is deployed, within the Azure OpenAI service boundary. Human reviewers assessing potential abuse can access prompts and completions data only when that data has been flagged by the abuse monitoring system. The human reviewers are authorized Microsoft employees who access the data via point wise queries using request IDs, Secure Access Workstations (SAWs), and Just-In-Time (JIT) request approval granted by team managers. For Azure OpenAI Service deployed in the European Economic Area, the authorized Microsoft employees are located in the European Economic Area.

How can customers get an exemption from abuse monitoring and human review?

Some customers may want to use the Azure OpenAI Service for a use case that involves the processing of sensitive, highly confidential, or legally-regulated input data but where the likelihood of harmful outputs and/or misuse is low. These customers may conclude that they do not want or do not have the right to permit Microsoft to process such data for abuse detection, as described above, due to their internal policies or applicable legal regulations. To address these concerns, Microsoft allows customers who meet additional Limited Access criteria and attest to specific use cases to apply to modify Azure OpenAI abuse monitoring features by completing [this form](#).

If Microsoft approves a customer's request to modify abuse monitoring, then Microsoft does not store any prompts and completions associated with the approved Azure

subscription for which abuse monitoring is configured off. In this case, because no prompts and completions are stored at rest in the Service Results Store, the human review process is not possible and is not performed. See [Abuse monitoring](#) for more information.

How can a customer verify if data storage for abuse monitoring is off?

There are two ways for customers, once approved to turn off abuse monitoring, to verify that data storage for abuse monitoring has been turned off in their approved Azure subscription:

- Using the Azure portal, or
- Azure CLI (or any management API).

ⓘ Note

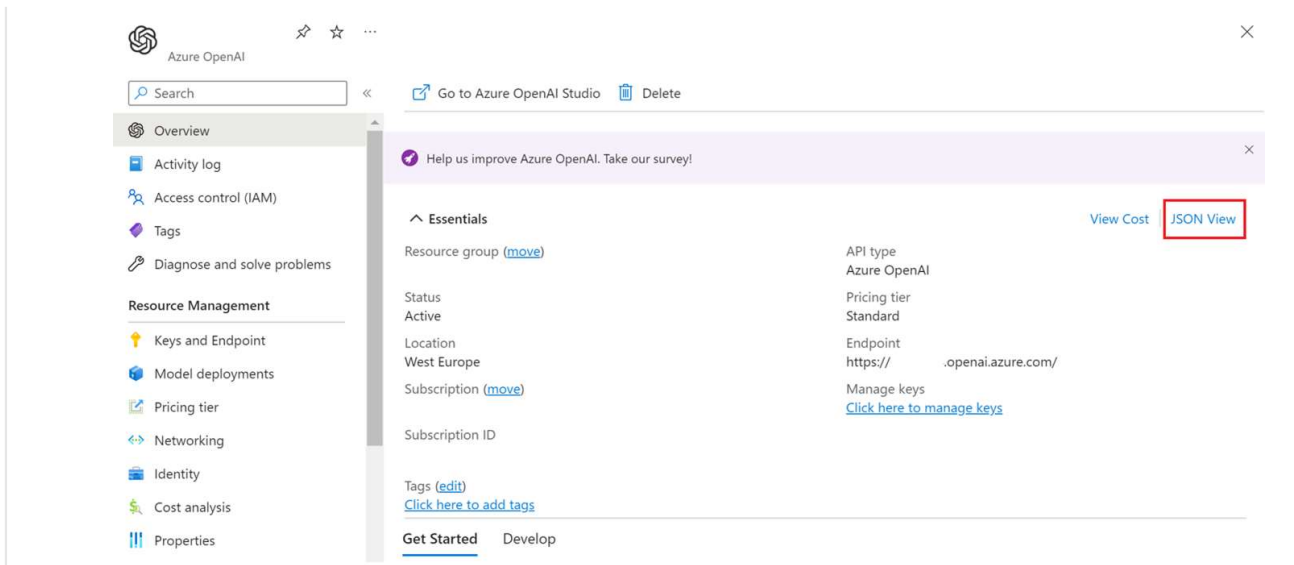
The value of "false" for the "ContentLogging" attribute appears only if data storage for abuse monitoring is turned off. Otherwise, this property will not appear in either Azure portal or Azure CLI's output.

Prerequisites

1. Sign into Azure
2. Select the Azure Subscription which hosts the Azure OpenAI Service resource.
3. Navigate to the **Overview** page of the Azure OpenAI Service resource.

Using the Azure portal

1. Go to the resource Overview page
2. Click on the **JSON view** link on the top right corner as shown in the image below.



There will be a value in the Capabilities list called "ContentLogging" which will appear and be set to FALSE when logging for abuse monitoring is off.

```
{
  "name": "ContentLogging",
  "value": "false"
}
```

To learn more about Microsoft's privacy and security commitments see the [Microsoft Trust Center](#).

Change log

[Expand table](#)

Date	Changes
4 September 2024	Added information (and revised existing text accordingly) about data processing for new features including Assistants API (preview), Batch (preview), and Global Deployments; revised language related to location of data processing, in accordance with Azure data residency principles ; added information about data processing for safety evaluations of fine-tuned models; clarified commitments related to use of prompts and completions; minor revisions to improve clarity

Date	Changes
23 June 2023	Added information about data processing for new Azure on your data feature; removed information about abuse monitoring which is now available at Azure OpenAI Service abuse monitoring . Added summary note. Updated and streamlined content and updated diagrams for additional clarity. added change log

See also

- [Code of conduct for Azure OpenAI Service integrations](#)
- [Overview of Responsible AI practices for Azure OpenAI models](#)
- [Transparency note and use cases for Azure OpenAI Service](#)
- [Data Residency in Azure](#) [↗](#)
- [Compare Azure OpenAI in Azure Government](#)
- [Limited access to Azure OpenAI Service](#)
- [Report abuse of Azure OpenAI Service through the Report Abuse Portal](#) [↗](#)
- [Report problematic to cscreport@microsoft.com](#) [↗](#)

CANADA

**PROVINCE OF QUEBEC
DISTRICT OF MONTREAL**

N°: 500-06-001414-255

SUPERIOR COURT
(Class Actions Division)

ANNE ROBILLARD

Applicant

v.

OPENAI, INC.

and

OPENAI GP, LLC

and

OPENAI GLOBAL, LLC

and

OPENAI OPCO, LLC

and

OPENAI HOLDINGS, LLC

and

OPENAI, LLC

and

OAI CORPORATION

and

OPENAI STARTUP FUND I, LP

and

OPENAI STARTUP FUND GP I, LLC

and

**OPENAI STARTUP FUND
MANAGEMENT, LLC**

and

MICROSOFT CORPORATION

and

MICROSOFT CANADA INC.

Defendants

SWORN STATEMENT OF CHIRANI MUDUNKOTUWA

I, the undersigned Chirani Mudunkotuwa, located at 2600-160 Elgin Street, of the City of Ottawa, in the Province of Ontario, **solemnly declare the following:**

1. I am a law clerk employed by the firm Gowling WLG (Canada) LLP, solicitors for the Defendants, OpenAI, Inc. et al. As such I have personal knowledge of the facts set out below, save and except where the same are stated to be based on information and belief, and where so stated I verily believe them to be true;

2. I was instructed by counsel for the Defendants, Marc Crandall, to obtain the documents described below and attached to this Affidavit;
3. Attached to my Affidavit as **Exhibit "A"** is a printout from the Quebec Registry Services website showing zero hits in the search results for "OPENAI, INC." located at registreentreprises.gouv.qc.ca, which I accessed on June 10, 2026;
4. Attached to my Affidavit as **Exhibit "B"** is a printout from the Quebec Registry Services website showing zero hits in the search results for "OPENAI GLOBAL, LLC" located at registreentreprises.gouv.qc.ca, which I accessed on June 10, 2026;
5. Attached to my Affidavit as **Exhibit "C"** is a printout from the Quebec Registry Services website showing zero hits in the search results for "OPENAI GP, LLC" located at registreentreprises.gouv.qc.ca, which I accessed on June 10, 2026;
6. Attached to my Affidavit as **Exhibit "D"** is a printout from the Quebec Registry Services website showing zero hits in the search results for "OPENAI HOLDINGS, LLC" located at registreentreprises.gouv.qc.ca, which I accessed on June 10, 2026;
7. Attached to my Affidavit as **Exhibit "E"** is a printout from the Quebec Registry Services website showing zero hits in the search results for "OPENAI OPCO, LLC" located at registreentreprises.gouv.qc.ca, which I accessed on June 10, 2026;
8. Attached to my Affidavit as **Exhibit "F"** is a printout from the Quebec Registry Services website showing zero hits in the search results for "OAI CORPORATION" located at registreentreprises.gouv.qc.ca, which I accessed on June 10, 2026;
9. Attached to my Affidavit as **Exhibit "G"** are printouts from the Quebec Registry Services website showing zero hits in the search results for "OPENAI STARTUP FUND GP I, LLC" located at registreentreprises.gouv.qc.ca, which I accessed on June 10, 2026;
10. Attached to my Affidavit as **Exhibit "H"** is a printout from the Quebec Registry Services website showing zero hits in the search results for "OPENAI STARTUP FUND I, LP" located at registreentreprises.gouv.qc.ca, which I accessed on June 12, 2026;
11. Attached to my Affidavit as **Exhibit "I"** is a printout from the Quebec Registry Services website showing zero hits in the search results for "OPENAI STARTUP FUND MANAGEMENT, LLC" located at registreentreprises.gouv.qc.ca, which I accessed on June 10, 2026;

12. Attached to my Affidavit as **Exhibit “J”** is a printout from the Quebec Registry Services website showing zero hits in the search results for “OPENAI, LLC” located at registreentreprises.gouv.qc.ca, which I accessed on June 12, 2026;
13. Attached as **Exhibit “K”** are certified copies of all documents pertaining to OpenAI, Inc. that have been filed with the State of Delaware, Division of Corporations, which I obtained from eCore on June 8, 2026. eCore provides corporate services, including obtaining of certified copies of incorporation and related documents on file with government authorities, including the State of Delaware;
14. Attached as **Exhibit “L”** are certified copies of all documents pertaining to OpenAI Global, LLC that have been filed with the State of Delaware, Division of Corporation, which I obtained from eCore on June 8, 2026;
15. Attached as **Exhibit “M”** are certified copies of all documents pertaining to OpenAI GP, LLC that have been filed with the State of Delaware, Division of Corporations, which I obtained from eCore on June 8, 2026;
16. Attached as **Exhibit “N”** are certified copies of all documents pertaining to OpenAI Holdings, LLC that have been filed with the State of Delaware, Division of Corporation, which I obtained from eCore on June 8, 2026;
17. Attached as **Exhibit “O”** are certified copies of all documents pertaining to OpenAI OpCo, LLC that have been filed with the State of Delaware, Division of Corporation, which I obtained from eCore on June 8, 2026;
18. Attached as **Exhibit “P”** are certified copies of all documents pertaining to OAI Corporation that have been filed with the State of Delaware, Division of Corporation, which I obtained from eCore on June 8, 2026;
19. Attached as **Exhibit “Q”** are certified copies of all documents pertaining to OpenAI Startup Fund GP I, LLC that have been filed with the State of Delaware, Division of Corporation, which I obtained from eCore on June 8, 2026;
20. Attached as **Exhibit “R”** are certified copies of all documents pertaining to OpenAI Startup Fund I, LP that have been filed with the State of Delaware Division of Corporation, which I obtained from eCore on June 8, 2026;
21. Attached as **Exhibit “S”** are certified copies of all documents pertaining to OpenAI Startup Fund Management, LLC that have been filed with the State of Delaware, Division of Corporations, which I obtained from eCore on June 8, 2026;
22. Attached as **Exhibit “T”** are certified copies of all documents pertaining to OpenAI, LLC that have been filed with the State of Delaware, Division of Corporations, which I obtained from eCore on June 8, 2026;

23. All the facts in the present sworn statement are true to my personal knowledge.

AND I HAVE SIGNED:

DocuSigned by:
Chirani Mudunkotuwa
A1A7B1ABDE9F412
CHIRANI MUDUNKOTUWA

Solemnly sworn before me by
videoconference, in Montréal, Québec on
June 12, 2026

Sylvie Morin
Sylvie Morin 127,913
Commissioner of Oaths for the Province of
Québec and for outside of Québec





BUSINESS REGISTER SEARCH

The online business register search service allows you to check information about a company and the people involved in its administration and operation.

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SEARCH FOR A COMPANY

How to perform a search

1. In the Search Purpose field, enter the company's legal name, another name used in Quebec, or a Quebec Enterprise Number (NEQ). General terms (e.g., restaurant, industry), words and abbreviations related to types of businesses (e.g., company, inc., SENC), as well as determiners and prepositions (e.g., of, from, the, at) cannot be used alone.
2. Accept the terms of use.
3. Click on Search.

The search results may present you with several company profiles.

Advanced search criteria

1. If necessary, select the research area, the type of research, and the scope of the research.
2. Accept the terms of use.
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Research area

- Quebec Business Register (NEQ)
- Central business file
- Public authorities

Search type

- By name
- By words
- By related words

Scope of the research

- Partnership
- Individual businesses
- Legal entities
- All

No records were found for this search.

Research objective

OPENAI, INC.

- I acknowledge that I have read, understood and accepted the terms of use of the online service Search for a company in the register.



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Research objective

OPENAI GLOBAL, LLC

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Research objective

OPENAI GP, LLC

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[Search for an individual using a first and last name](#)

[Search for an individual using a Quebec business number \(NEQ\)](#)

SEARCH FOR A COMPANY

How to perform a search

1. In the Search Purpose field, enter the company's legal name, another name used in Quebec, or a Quebec Enterprise Number (NEQ). General terms (e.g., restaurant, industry), words and abbreviations related to types of businesses (e.g., company, inc., SENC), as well as determiners and prepositions (e.g., of, from, the, at) cannot be used alone.
2. Accept the terms of use.
3. Click on Search.

The search results may present you with several company profiles.

Advanced search criteria

1. If necessary, select the research area, the type of research, and the scope of the research.
2. Accept the terms of use.
3. Click on Search.

The search results may present you with several company profiles.

Research area

- Quebec Business Register (NEQ)
- Central business file
- Public authorities

Search type

- By name
- By words
- By related words

Scope of the research

- Partnership
- Individual businesses
- Legal entities
- All

No records were found for this search.

Research objective

OAI CORPORATION

- I acknowledge that I have read, understood and accepted the terms of use of the online service Search for a company in the register.



BUSINESS REGISTER SEARCH

The online business register search service allows you to check information about a company and the people involved in its administration and operation.

If needed, click on How to search for more information and use the advanced search criteria.

Search types

[Search for a company](#)

[Search for an individual using a first and last name](#)

[Search for an individual using a Quebec business number \(NEQ\)](#)

SEARCH FOR A COMPANY

How to perform a search

1. In the Search Purpose field, enter the company's legal name, another name used in Quebec, or a Quebec Enterprise Number (NEQ). General terms (e.g., restaurant, industry), words and abbreviations related to types of businesses (e.g., company, inc., SENC), as well as determiners and prepositions (e.g., of, from, the, at) cannot be used alone.
2. Accept the terms of use.
3. Click on Search.

The search results may present you with several company profiles.

Advanced search criteria

1. If necessary, select the research area, the type of research, and the scope of the research.
2. Accept the terms of use.
3. Click on Search.

The search results may present you with several company profiles.

Research area

- Quebec Business Register (NEQ)
- Central business file
- Public authorities

Search type

- By name
- By words
- By related words

Scope of the research

- Partnership
- Individual businesses
- Legal entities
- All

No records were found for this search.

Research objective

OPENAI STARTUP FUND GP I, LLC

- I acknowledge that I have read, understood and accepted the terms of use of the online service Search for a company in the register.



BUSINESS REGISTER SEARCH

The online business register search service allows you to check information about a company and the people involved in its administration and operation.

If needed, click on How to search for more information and use the advanced search criteria.

Search types

[Search for a company](#)

[Search for an individual using a first and last name](#)

[Search for an individual using a Quebec business number \(NEQ\)](#)

SEARCH FOR A COMPANY

How to perform a search

1. In the Search Purpose field, enter the company's legal name, another name used in Quebec, or a Quebec Enterprise Number (NEQ). General terms (e.g., restaurant, industry), words and abbreviations related to types of businesses (e.g., company, inc., SENC), as well as determiners and prepositions (e.g., of, from, the, at) cannot be used alone.
2. Accept the terms of use.
3. Click on Search.

The search results may present you with several company profiles.

Advanced search criteria

1. If necessary, select the research area, the type of research, and the scope of the research.
2. Accept the terms of use.
3. Click on Search.

The search results may present you with several company profiles.

Research area

- Quebec Business Register (NEQ)
- Central business file
- Public authorities

Search type

- By name
- By words
- By related words

Scope of the research

- Partnership
- Individual businesses
- Legal entities
- All

No records were found for this search.

Research objective

OPENAI STARTUP FUND I, LP

- I acknowledge that I have read, understood and accepted the terms of use of the online service Search for a company in the register.

BUSINESS REGISTER SEARCH

The online business register search service allows you to check information about a company and the people involved in its administration and operation.

If needed, click on How to search for more information and use the advanced search criteria.

Search types

[Search for a company](#)

[Search for an individual using a first and last name](#)

[Search for an individual using a Quebec business number \(NEQ\)](#)

SEARCH FOR A COMPANY

How to perform a search

1. In the Search Purpose field, enter the company's legal name, another name used in Quebec, or a Quebec Enterprise Number (NEQ). General terms (e.g., restaurant, industry), words and abbreviations related to types of businesses (e.g., company, inc., SENC), as well as determiners and prepositions (e.g., of, from, the, at) cannot be used alone.
2. Accept the terms of use.
3. Click on Search.

The search results may present you with several company profiles.

Advanced search criteria

1. If necessary, select the research area, the type of research, and the scope of the research.
2. Accept the terms of use.
3. Click on Search.

The search results may present you with several company profiles.

Research area

- Quebec Business Register (NEQ)
- Central business file
- Public authorities

Search type

- By name
- By words
- By related words

Scope of the research

- Partnership
- Individual businesses
- Legal entities
- All

No records were found for this search.

Research objective

OPENAI STARTUP FUND MANAGEMENT, LLC

- I acknowledge that I have read, understood and accepted the terms of use of the online service Search for a company in the register.



BUSINESS REGISTER SEARCH

The online business register search service allows you to check information about a company and the people involved in its administration and operation.

If needed, click on How to search for more information and use the advanced search criteria.

Search types

[Search for a company](#)

[Search for an individual using a first and last name](#)

[Search for an individual using a Quebec business number \(NEQ\)](#)

SEARCH FOR A COMPANY

How to perform a search

1. In the Search Purpose field, enter the company's legal name, another name used in Quebec, or a Quebec Enterprise Number (NEQ). General terms (e.g., restaurant, industry), words and abbreviations related to types of businesses (e.g., company, inc., SENC), as well as determiners and prepositions (e.g., of, from, the, at) cannot be used alone.
2. Accept the terms of use.
3. Click on Search.

The search results may present you with several company profiles.

Criteria for advanced search

1. If necessary, select the research area, the type of research, and the scope of the research.
2. Accept the terms of use.
3. Click on Search.

The search results may present you with several company profiles.

Research area

- Quebec Business Register (NEQ)
- Central business file
- Public authorities

Search type

- By name
- By words
- By related words

Scope of the research

- Partnership
- Individual businesses
- Legal entities
- All

No records were found for this search.

Research objective

OPENAI, LLC

- I acknowledge that I have read, understood and accepted the terms of use of the online service Search for a company in the register.

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OPENAI FOUNDATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF DECEMBER, A.D. 2015, AT 2:22 O`CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF APRIL, A.D. 2020, AT 7:05 O`CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE FOURTH DAY OF AUGUST, A.D. 2022, AT 11:47 O`CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTH DAY OF NOVEMBER, A.D. 2024, AT 12:57 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "OPENAI, INC." TO "OPENAI FOUNDATION", FILED THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2025, AT 8:06 O`CLOCK A.M.



A handwritten signature in black ink, reading "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

7354398 0155H
SR# 45489956582

Authentication: 452171382
Date: 58-57-48

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

Page 4

The First State

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "OPENAI FOUNDATION".*



7354398 0155H
SR# 45489956582

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in cursive script, reading "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 452171382
Date: 58-57-48

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:22 PM 12/08/2015
FILED 02:22 PM 12/08/2015
SR 20151247198 - File Number 5902936

**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 2711 Centerville Road, Suite 400, 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 and/or educational 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 provide funding for research, development and distribution of technology related to artificial intelligence. The resulting technology will benefit the public and the corporation will seek to open source technology 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 THREE 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, educational and/or religious 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 not have any members.

EIGHTH: The name and mailing address of the incorporator are as follows:

Jonathan Levy
335 Pioneer Way
Mountain View, CA 94041

I, Jonathan Levy, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this

Executed on December 8, 2015.

AUTHORIZED OFFICER


/s/Jonathan Levy
Jonathan Levy

**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 on 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.

**CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF INCORPORATION
OF
OPENAI, INC.**

OpenAI, Inc. (the “Corporation”), a nonprofit nonstock corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is OpenAI, Inc.

SECOND: On December 8, 2015, the initial Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware (the “Certificate of Incorporation”), which instrument requires correction as permitted by subsection (f) of Section 103 of the DGCL.

THIRD: The inaccuracy or defect of the Certificate of Incorporation to be corrected hereby is that the Certificate of Incorporation included a provision contrary to and invalid and of no effect under Section 102(a)(3) of the DGCL that inaccurately provided that the Corporation shall not have any members due to a clerical error.

FOURTH: Article SEVENTH of the Certificate of Incorporation is hereby corrected to read in its entirety as follows:

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

FIFTH: All other provisions of the Certificate of Incorporation remain unchanged.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Correction to be executed by its duly authorized officer on this 4th day of August, 2022.

OPENAI, INC.

A handwritten signature in black ink, appearing to be 'S. Altman', written over a horizontal line.

By:

Name: Sam Altman

Title: Chief Executive Officer

STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is OPENAI, INC.
_____.

2. The Registered Office of the corporation in the State of Delaware is changed to Corporation Trust Center,
1209 Orange Street (street), in the City of Wilmington,
County of New Castle Zip Code 19801. The name of the
Registered Agent at such address upon whom process against this Corporation may be
served is THE CORPORATION TRUST COMPANY.

3. The foregoing change to the registered office/agent was adopted by a resolution of the Board of Directors of the corporation.

By: /s/KARA KOROSEC
Authorized Officer

Name: KARA KOROSEC
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:57 PM 11/06/2024
FILED 12:57 PM 11/06/2024
SR 20244139774 - File Number 5902936

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:06 AM 10/28/2025
FILED 08:06 AM 10/28/2025
SR 20254387128 - File Number 5902936

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
OPENAI, INC.**

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

OpenAI, Inc. (the "Corporation"), a nonprofit non-stock corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

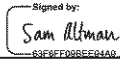
FIRST: That Article First of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows (the "Amendment"):

"FIRST: The name of the Corporation is "OpenAI Foundation" (the "Corporation")."

SECOND: The Amendment was duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed on October 28, 2025.

OPENAI, INC.

By:  _____
Name: Sam Altman
Title: Chief Executive Officer

[Signature Page to Certificate of Amendment – OpenAI, Inc.]

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OPENAI GLOBAL, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2022, AT 12:37 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTH DAY OF NOVEMBER, A.D. 2024, AT 1:12 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2025, AT 8:11 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "OPENAI GLOBAL, LLC".



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

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2SR 353#665716o

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CERTIFICATE OF FORMATION

OF

OPENAI GLOBAL, LLC

This Certificate of Formation of OpenAI Global, LLC (the “**LLC**”) is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is OpenAI Global, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington (New Castle County), Delaware, 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington (New Castle County), Delaware, 19808.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation to be duly executed as of December 28, 2022.

By: /s/ Boris Belkin
Name: Boris Belkin
Title: Authorized Person

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT CHANGING ONLY THE
REGISTERED OFFICE OR REGISTERED AGENT OF A
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is _____
OPENAI GLOBAL, LLC _____.

2. The Registered Office of the limited liability company in the State of Delaware is changed to Corporation Trust Center
1209 Orange Street _____ (street), in the City of Wilmington _____,
Zip Code 19801 _____. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is _____
THE CORPORATION TRUST COMPANY _____.

By: /s/KARA KOROSEC
Authorized Person

Name: KARA KOROSEC
Print or Type

CERTIFICATE OF MERGER

of

**OpenAI New Global, LLC,
a Delaware limited liability company,**

with and into

**OpenAI Global, LLC,
a Delaware limited liability company**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, as amended (the “*DLLCA*”), and in lieu of filing the agreement of merger, OpenAI Global, LLC, a Delaware limited liability company (the “*Company*”), in connection with the merger of OpenAI New Global, LLC, a Delaware limited liability company (“*Merger Sub*”), with and into the Company (the “*Merger*”), hereby certifies as follows:

FIRST: The names and states of formation of each of the constituent companies to the Merger (the “*Constituent Companies*”) are:

<u>Name</u>	<u>State of Formation</u>	<u>Type of Entity</u>
OpenAI Global, LLC	Delaware	Limited Liability Company
OpenAI New Global, LLC	Delaware	Limited Liability Company

SECOND: An Agreement and Plan of Merger, dated as of October 28, 2025, by and between the Company and Merger Sub (the “*Merger Agreement*”), setting forth the terms and conditions of the Merger, has been approved, adopted, executed and acknowledged by each of the Constituent Companies in accordance with the requirements of Section 18-209 of the DLLCA, and each of the conditions specified in Section 18-209 of the DLLCA has been satisfied.

THIRD: The Company shall be the surviving company in the Merger (the “*Surviving Company*”). The name of the Surviving Company shall be OpenAI Global, LLC.

FOURTH: From and after the effective time of the Merger, the certificate of formation of the Company that is in effect immediately prior to the Merger shall remain the certificate of formation of the Surviving Company.

FIFTH: The Merger shall become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Company located at 1455 3rd Street, San Francisco, California 94158.


SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of either of the Constituent Companies.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be duly executed by an authorized officer on October 28, 2025.

OPENAI GLOBAL, LLC

By: OpenAI GP, L.L.C.
Its: Manager

By:  _____
Name: Sarah Friar
Title: Chief Financial Officer

Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OPENAI GP, L.L.C." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE NINETEENTH DAY OF SEPTEMBER, A.D. 2018, AT 2:52 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SUMMERSAFE GP, L.L.C." TO "OPENAI GP, L.L.C.", FILED THE THIRD DAY OF JANUARY, A.D. 2019, AT 3:58 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTH DAY OF NOVEMBER, A.D. 2024, AT 1:13 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "OPENAI GP, L.L.C."



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

7354598 0133H
R#6 838544373S9

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 839121S0S
Date: 35-32-85

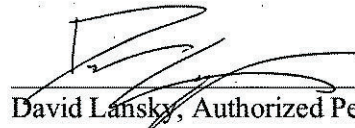
CERTIFICATE OF FORMATION
OF
SUMMERSAFE GP, L.L.C.

September 19, 2018

The undersigned, for the purpose of forming a limited liability company under the Delaware Limited Liability Company Act (6 *Del. C.* § 18-101, *et seq.*), hereby certifies as follows:

1. **Name.** The name of the limited liability company formed hereby is SummerSafe GP, L.L.C. (the "Company").
2. **Registered Office.** The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.
3. **Registered Agent.** The name and address of the registered agent for service of process of the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



David Lansky, Authorized Person

CERTIFICATE OF AMENDMENT

TO THE

CERTIFICATE OF FORMATION

OF

SUMMERSAFE GP, L.L.C.

A DELAWARE LIMITED LIABILITY COMPANY

In accordance with the provisions of Section 18-202 of the Limited Liability Company Act of the State of Delaware, the Certificate of Formation (the "Certificate") of SummerSafe GP, L.L.C. (the "Company") is hereby amended as follows:

FIRST: The name of the Company is hereby changed from:

SummerSafe GP, L.L.C.

to

OpenAI GP, L.L.C.

Except as specifically set forth above, the Certificate is unchanged hereby.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Formation effective the 3rd of January, 2019.

/s/ David Lansky

David Lansky, Authorized Person

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT CHANGING ONLY THE
REGISTERED OFFICE OR REGISTERED AGENT OF A
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is _____
OPENAI GP, L.L.C. _____.

2. The Registered Office of the limited liability company in the State of Delaware is changed to Corporation Trust Center
1209 Orange Street _____ (street), in the City of Wilmington _____,
Zip Code 19801 _____. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is _____
THE CORPORATION TRUST COMPANY _____.

By: /s/KARA KOROSEC
Authorized Person

Name: KARA KOROSEC
Print or Type

Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OPENAI HOLDINGS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE SEVENTEENTH DAY OF MARCH, A.D. 2023, AT 12:09 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTH DAY OF NOVEMBER, A.D. 2024, AT 1:14 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2025, AT 8:10 O`CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2025, AT 8:49 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2025 AT 6:59 O`CLOCK P.M.



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

7063537 81HHu
SR# 5H5300H7160

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Dahe2H3-H6-53

Delaware

Page 5

The First State

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID LIMITED LIABILITY COMPANY, "OPENAI HOLDINGS, LLC".*



7063537 81HHu
SR# 5H5300H7160

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A handwritten signature in cursive script that reads "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

At mei hoahc i 25H4165H5H
Date2H3-H6-53

CERTIFICATE OF FORMATION
OF
OPENAI HOLDINGS, LLC

This Certificate of Formation of OpenAI Holdings, LLC (the “**LLC**”) is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is OpenAI Holdings, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington (New Castle County), Delaware, 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington (New Castle County), Delaware, 19808.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation to be duly executed as of March 17, 2023.

By: /s/ Boris Belkin
Name: Boris Belkin
Title: Authorized Person

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT CHANGING ONLY THE
REGISTERED OFFICE OR REGISTERED AGENT OF A
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is _____
OPENAI HOLDINGS, LLC

2. The Registered Office of the limited liability company in the State of Delaware is changed to Corporation Trust Center
1209 Orange Street (street), in the City of Wilmington,
Zip Code 19801. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is _____
THE CORPORATION TRUST COMPANY

By: /s/ KARA KOROSEC
Authorized Person

Name: KARA KOROSEC
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:14 PM 11/06/2024
FILED 01:14 PM 11/06/2024
SR 20244139933 - File Number 7356267

CERTIFICATE OF MERGER

of

**OpenAI Merger Sub, LLC,
a Delaware limited liability company,**

with and into

**OpenAI Holdings, LLC,
a Delaware limited liability company**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, as amended (the “*DLLCA*”), and in lieu of filing the agreement of merger, OpenAI Holdings, LLC, a Delaware limited liability company (the “*Company*”), in connection with the merger of OpenAI Merger Sub, LLC, a Delaware limited liability company (“*Merger Sub*”), with and into the Company (the “*Merger*”), hereby certifies as follows:

FIRST: The names and states of formation of each of the constituent companies to the Merger (the “*Constituent Companies*”) are:

<u>Name</u>	<u>State of Formation</u>	<u>Type of Entity</u>
OpenAI Holdings, LLC	Delaware	Limited Liability Company
OpenAI Merger Sub, LLC	Delaware	Limited Liability Company

SECOND: An Agreement and Plan of Merger, dated as of October 28, 2025, by and between the Company, Merger Sub, OpenAI Group PBC, a Delaware public benefit corporation, and, solely for the purposes of Section 1(e)(iii) thereto, Aestas, LLC, a Delaware limited liability company, and Aestas Management Company, LLC, a Delaware limited liability company (the “*Merger Agreement*”), setting forth the terms and conditions of the Merger, has been approved, adopted, executed and acknowledged by each of the Constituent Companies in accordance with the requirements of Section 18-209 of the DLLCA, and each of the conditions specified in Section 18-209 of the DLLCA has been satisfied.

THIRD: The Company shall be the surviving company in the Merger (the “*Surviving Company*”). The name of the Surviving Company shall be OpenAI Holdings, LLC.

FOURTH: From and after the effective time of the Merger, the certificate of formation of the Company that is in effect immediately prior to the Merger shall remain the certificate of formation of the Surviving Company.

FIFTH: The Merger shall become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Company located at 1455 3rd Street, San Francisco, California 94158.

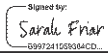
SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of either of the Constituent Companies.

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IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be duly executed by an authorized officer on October 28, 2025.

OPENAI HOLDINGS, LLC

By: OpenAI GP, L.L.C.
Its: Manager

By:  _____
Name: Sarah Friar
Title: Chief Financial Officer

CERTIFICATE OF MERGER

of

**OpenAI Holdings, LLC,
a Delaware limited liability company,**

with and into

**OpenAI Group PBC,
a Delaware public benefit corporation**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, as amended (the “*DLLCA*”) and Section 264(c) of the General Corporation Law of the State of Delaware, as amended (the “*DGCL*”), and in lieu of filing the agreement of merger, OpenAI Group PBC, a Delaware public benefit corporation (the “*Corporation*”), in connection with the merger of OpenAI Holdings, LLC, a Delaware limited liability company (“*OAI Holdings*”), with and into the Corporation (the “*Merger*”), hereby certifies as follows:

FIRST: The names, jurisdictions of formation or incorporation and type of entity of each of the constituent entities to the Merger (the “*Constituent Entities*”) are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
OpenAI Group PBC	Delaware	Public Benefit Corporation
OpenAI Holdings, LLC	Delaware	Limited Liability Company

SECOND: An Agreement and Plan of Merger, dated as of December 31, 2025, by and between the Corporation and OAI Holdings (the “*Merger Agreement*”), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Section 18-209 of the DLLCA and Section 264(c) of the DGCL, and each of the conditions specified in Section 18-209 of the DLLCA and Section 264(c) of the DGCL has been satisfied.

THIRD: The Corporation shall be the surviving entity in the Merger (the “*Surviving Entity*”). The name of the Surviving Entity shall be OpenAI Group PBC.

FOURTH: From and after the effective time of the Merger, the certificate of incorporation of the Corporation that is in effect immediately prior to the Merger shall remain the certificate of incorporation of the Surviving Entity.

FIFTH: This Certificate of Merger and the Merger shall become effective at 6:59 p.m., Eastern Time, on December 31, 2025.

SIXTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Entity located at 1455 3rd Street, San Francisco, California 94158.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any member or stockholder, as applicable, of either of the Constituent Entities.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be duly executed by an authorized officer on December 29, 2025.

OPENAI GROUP PBC

Signed by:
By: Sarah Friar
Name: Sarah Friar
Title: Chief Financial Officer

Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OPENAI OPCO, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF LIMITED PARTNERSHIP, FILED THE NINETEENTH DAY OF SEPTEMBER, A.D. 2018, AT 2:54 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SUMMERSAFE, L.P." TO "OPENAI, L.P.", FILED THE THIRD DAY OF JANUARY, A.D. 2019, AT 3:58 O`CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "OPENAI, L.P." TO "OPENAI OPCO, LLC", FILED THE TWENTY-THIRD DAY OF JANUARY, A.D. 2023, AT 7:55 O`CLOCK A.M.

CERTIFICATE OF FORMATION, FILED THE TWENTY-THIRD DAY OF JANUARY, A.D. 2023, AT 7:55 O`CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTH DAY OF NOVEMBER, A.D. 2024, AT 1:18 O`CLOCK P.M.



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

7063675 8100H
SR# 20263307145

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204152013
Date: 06-05-26

Delaware

Page 2

The First State

*CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 2025, AT 8:48 O`CLOCK A.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2025 AT 6:59 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID LIMITED LIABILITY COMPANY, "OPENAI OPCO, LLC".*



7063675 8100H
SR# 20263307145

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, reading "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 204152013
Date: 06-05-26

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SUMMERSAFE, L.P.

September 19, 2018

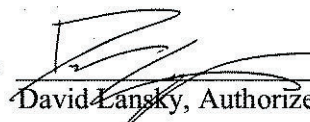
The undersigned, as sole general partner and for the purpose of forming a limited partnership under the Delaware Revised Uniform Limited Partnership Act (6 *Del. C.* § 17-101, *et seq.*), hereby certifies as follows:

1. **Name.** The name of the limited partnership formed hereby is SummerSafe, L.P. (the “limited partnership”).
2. **Registered Office.** The address of the registered office of the limited partnership is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.
3. **Registered Agent.** The name and address of the registered agent for service of process of the limited partnership in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.
4. **General Partner.** The name and business address of the sole general partner of the limited partnership is SummerSafe GP, L.L.C. , 650 Castro Street, Suite 120-538, Mountain View, California 94041.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the date first above written.

SUMMERSAFE GP, L.L.C.,
a Delaware limited liability company, its General Partner

By:



David Lansky, Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:58 PM 01/03/2019
FILED 03:58 PM 01/03/2019
SR 20190050541 - File Number 7063675

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUMMERSAFE, L.P.**

In accordance with the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, the Certificate of Limited Partnership (the "Certificate") of SummerSafe, L.P. (the "Limited Partnership") is hereby amended as follows:

FIRST: The name of the Limited Partnership is hereby changed from:

SummerSafe, L.P.

to

OpenAI, L.P.

SECOND: The address of the General Partner is hereby changed from:

650 Castro Street, Suite 120-538, Mountain View, CA 94041

to

3180 18th Street, San Francisco, CA 94110

THIRD: The name of the General Partner is hereby changed from:

SummerSafe GP, L.L.C.

to

OpenAI GP, L.L.C.

Except as specifically set forth above, the Certificate is unchanged hereby.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Limited Partnership effective the 3rd of January, 2019.

OPENAI GP, L.L.C.,
a Delaware limited liability company,
its General Partner

/s/ David Lansky
David Lansky, Authorized Person

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE LIMITED PARTNERSHIP
TO A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 17-219 OF THE DELAWARE REVISED UNIFORM
LIMITED PARTNERSHIP ACT AND SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

This Certificate of Conversion from a Delaware Limited Partnership to a Delaware Limited Liability Company, dated January 23, 2023, is being duly executed and filed by OpenAI, L.P., a Delaware limited partnership (the “**Limited Partnership**”), to convert from a Delaware limited partnership to a Delaware limited liability company under the name of OpenAI OpCo, LLC (the “**Limited Liability Company**”), pursuant to Section 17-219 of the Delaware Revised Uniform Limited Partnership Act (6 Del C. Section 17-101, *et seq*) and Section 18-214 the Delaware Limited Liability Company Act (6 Del C. Section 18-101, *et seq*).

FIRST: The jurisdiction where the Limited Partnership was first formed is the State of Delaware.

SECOND: The jurisdiction of the Limited Partnership immediately prior to the filing of this Certificate of Conversion is the State of Delaware.

THIRD: The date the Limited Partnership was formed is September 19, 2018.

FOURTH: The name and type of entity of the Limited Partnership immediately prior to filing this Certificate of Conversion is OpenAI, L.P., a Delaware limited partnership.

FIFTH: The name of the Limited Liability Company as set forth in its Certificate of Formation is OpenAI OpCo, LLC.

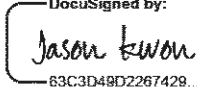
SIXTH: This Certificate of Conversion is to become effective at the time of the filing of this Certificate of Conversion.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of the date and year first written above.

OPENAI, L.P.

By: OPENAI GP, L.L.C.,
its general partner

By: 
63C3D49D2267429...
Name: Jason Kwon
Title: General Counsel

CERTIFICATE OF FORMATION

OF

OPENAI OPCO, LLC

This Certificate of Formation of OpenAI OpCo, LLC (the “**LLC**”) is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is OpenAI OpCo, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington (New Castle County), Delaware, 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington (New Castle County), Delaware, 19808.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation to be duly executed as of January 23, 2023.

OpenAI OpCo, LLC, an Authorized Person

By: Jason Kwon
63C3D49D2267429...

Name: Jason Kwon

Title: General Counsel

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT CHANGING ONLY THE
REGISTERED OFFICE OR REGISTERED AGENT OF A
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is _____
OPENAI OPCO, LLC _____.

2. The Registered Office of the limited liability company in the State of Delaware is changed to _____
Corporation Trust Center
1209 Orange Street _____ (street), in the City of _____
Wilmington _____,
Zip Code _____ 19801 _____. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is _____
THE CORPORATION TRUST COMPANY _____.

By: /s/KARA KOROSEC
Authorized Person

Name: KARA KOROSEC
Print or Type

CERTIFICATE OF MERGER

of

**Dolores Labs, L.L.C.,
a Delaware limited liability company,**

with and into

**OpenAI OpCo, LLC,
a Delaware limited liability company**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, as amended (the “*DLLCA*”), and in lieu of filing the agreement of merger, OpenAI OpCo, LLC, a Delaware limited liability company (the “*Company*”), in connection with the merger of Dolores Labs, L.L.C., a Delaware limited liability company (“*Dolores Labs*”), with and into the Company (the “*Merger*”), hereby certifies as follows:

FIRST: The names and states of formation of each of the constituent companies to the Merger (the “*Constituent Companies*”) are:

<u>Name</u>	<u>State of Formation</u>	<u>Type of Entity</u>
OpenAI OpCo, LLC	Delaware	Limited Liability Company
Dolores Labs, L.L.C.	Delaware	Limited Liability Company

SECOND: An Agreement and Plan of Merger, dated as of December 31, 2025, by and between the Company and Dolores Labs (the “*Merger Agreement*”), setting forth the terms and conditions of the Merger, has been approved, adopted, executed and acknowledged by each of the Constituent Companies in accordance with the requirements of Section 18-209 of the DLLCA, and each of the conditions specified in Section 18-209 of the DLLCA has been satisfied.

THIRD: The Company shall be the surviving company in the Merger (the “*Surviving Company*”). The name of the Surviving Company shall be OpenAI OpCo, LLC.

FOURTH: From and after the effective time of the Merger, the certificate of formation of the Company that is in effect immediately prior to the Merger shall remain the certificate of formation of the Surviving Company.

FIFTH: This Certificate of Merger and the Merger shall become effective at 6:59 p.m., Eastern Time, on December 31, 2025.

SIXTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Company located at 1455 3rd Street, San Francisco, California 94158.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of either of the Constituent Companies.


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IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be duly executed by an authorized officer on December 29, 2025.

OPENAI OPCO, LLC

By: OpenAI Global, LLC, its manager

By: OpenAI Group PBC, its manager

By: ^{Signed by:}

B997241059384CD...
Name: Sarah Friar
Title: Chief Financial Officer

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OAI CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE SEVENTEENTH DAY OF MARCH, A.D. 2023, AT 12:09 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF APRIL, A.D. 2023, AT 8:54 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF APRIL, A.D. 2023, AT 8:55 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF APRIL, A.D. 2023, AT 8:56 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF APRIL, A.D. 2023, AT 8:57 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF APRIL, A.D. 2023, AT 8:58 O`CLOCK P.M.



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

7354493 8100H
SR# 20263307179

Authentication: 204152038
Date: 06-05-26

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

Page 2

The First State

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "OAI CORPORATION, LLC" TO "OAI CORPORATION", FILED THE FIFTH DAY OF SEPTEMBER, A.D. 2023, AT 10:53 O`CLOCK A.M.

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF SEPTEMBER, A.D. 2023, AT 10:53 O`CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTH DAY OF NOVEMBER, A.D. 2024, AT 12:58 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "OAI CORPORATION".



7354493 8100H
SR# 20263307179

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, reading "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 204152038
Date: 06-05-26

CERTIFICATE OF FORMATION

OF

OAI CORPORATION, LLC

This Certificate of Formation of OAI Corporation, LLC (the “**LLC**”) is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is OAI Corporation, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington (New Castle County), Delaware, 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington (New Castle County), Delaware, 19808.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation to be duly executed as of March 17, 2023.

By: /s/ Boris Belkin
Name: Boris Belkin
Title: Authorized Person

CERTIFICATE OF MERGER
OF
TIGER GLOBAL PIP 15-1 INC.
WITH AND INTO
OAI CORPORATION, LLC

This Certificate of Merger has been duly executed and is filed pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (as amended, the “*Act*”) and Section 264 of the Delaware General Corporation Law (as amended, the “*DGCL*”) to merge Tiger Global PIP 15-1 Inc. with and into OAI Corporation, LLC under the Act and the DGCL.

THE UNDERSIGNED DOES HEREBY CERTIFY:

FIRST: The name, jurisdiction and type of each constituent entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
OAI Corporation, LLC	Delaware	Limited Liability Company
Tiger Global PIP 15-1 Inc.	Delaware	Corporation

SECOND: An agreement and plan of merger (the “*Merger Agreement*”) has been approved, adopted, executed and acknowledged by each of the constituent parties in accordance with Section 18-209 of the Act and Section 264 of the DGCL.

THIRD: The name of the surviving limited liability company shall be “OAI Corporation, LLC” (the “*Surviving Company*”).

FOURTH: Upon the effectiveness of the merger, the certificate of formation of OAI Corporation, LLC shall be the certificate of formation of the Surviving Company until amended in accordance with its terms and applicable law.

FIFTH: The merger shall become effective on April 10, 2023 at 8:50 p.m. EDT.

SIXTH: The executed Merger Agreement is on file at an office of the Surviving Company. The address of such office of the Surviving Company is 575 Florida St., San Francisco, CA 94110.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any stockholder or member of any of the constituent parties.

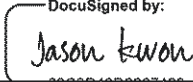
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be signed by an authorized person on the 10th day of April, 2023.

OAI CORPORATION, LLC

By: OpenAI Holdings, LLC, its managing member

By: OpenAI GP, L.L.C., its manager

By: 
 83C3D49D2207429...

 Name: Jason Kwon
 Title: General Counsel

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:54 PM 04/10/2023
FILED 08:55 PM 04/10/2023
SR 20231377264 - File Number 7354493

CERTIFICATE OF MERGER
OF
SETW, INC.
WITH AND INTO
OAI CORPORATION, LLC

This Certificate of Merger has been duly executed and is filed pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (as amended, the “*Act*”) and Section 264 of the Delaware General Corporation Law (as amended, the “*DGCL*”) to merge SETW, Inc. with and into OAI Corporation, LLC under the Act and the DGCL.

THE UNDERSIGNED DOES HEREBY CERTIFY:

FIRST: The name, jurisdiction and type of each constituent entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
OAI Corporation, LLC	Delaware	Limited Liability Company
SETW, Inc.	Delaware	Corporation

SECOND: An agreement and plan of merger (the “*Merger Agreement*”) has been approved, adopted, executed and acknowledged by each of the constituent parties in accordance with Section 18-209 of the Act and Section 264 of the DGCL.

THIRD: The name of the surviving limited liability company shall be “OAI Corporation, LLC” (the “*Surviving Company*”).

FOURTH: Upon the effectiveness of the merger, the certificate of formation of OAI Corporation, LLC shall be the certificate of formation of the Surviving Company until amended in accordance with its terms and applicable law.

FIFTH: The merger shall become effective on April 10, 2023 at 8:51 p.m. EDT.

SIXTH: The executed Merger Agreement is on file at an office of the Surviving Company. The address of such office of the Surviving Company is 575 Florida St., San Francisco, CA 94110.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any stockholder or member of any of the constituent parties.

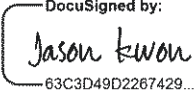
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be signed by an authorized person on the 10th day of April, 2023.

OAI CORPORATION, LLC

By: OpenAI Holdings, LLC, its managing member

By: OpenAI GP, L.L.C., its manager

By: 
63C3D49D2267429...

Name: Jason Kwon
Title: General Counsel

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:54 PM 04/10/2023
FILED 08:56 PM 04/10/2023
SR 20231377265 - File Number 7354493

CERTIFICATE OF MERGER
OF
BEDROCK BRAZEAU I, LLC
WITH AND INTO
OAI CORPORATION, LLC

This Certificate of Merger has been duly executed and is filed pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (as amended, the “*Act*”) to merge Bedrock Brazeau I, LLC with and into OAI Corporation, LLC under the Act.

THE UNDERSIGNED DOES HEREBY CERTIFY:

FIRST: The name, jurisdiction and type of each constituent entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
OAI Corporation, LLC	Delaware	Limited Liability Company
Bedrock Brazeau I, LLC	Delaware	Limited Liability Company

SECOND: An agreement and plan of merger (the “*Merger Agreement*”) has been approved, adopted, executed and acknowledged by each of the constituent parties in accordance with Section 18-209 of the Act.

THIRD: The name of the surviving limited liability company shall be “OAI Corporation, LLC” (the “*Surviving Company*”).

FOURTH: Upon the effectiveness of the merger, the certificate of formation of OAI Corporation, LLC shall be the certificate of formation of the Surviving Company until amended in accordance with its terms and applicable law.

FIFTH: The merger shall become effective on April 10, 2023 at 8:52 p.m. EDT.

SIXTH: The executed Merger Agreement is on file at an office of the Surviving Company. The address of such office of the Surviving Company is 575 Florida St., San Francisco, CA 94110.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of any of the constituent parties.

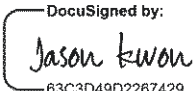
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be signed by an authorized person on the 10th day of April, 2023.

OAI CORPORATION, LLC

By: OpenAI Holdings, LLC, its managing member

By: OpenAI GP, L.L.C., its manager

By:  63C3D49D2267429
Name: Jason Kwon
Title: General Counsel

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:54 PM 04/10/2023
FILED 08:57 PM 04/10/2023
SR 20231377266 - File Number 7354493

CERTIFICATE OF MERGER

OF

KHOSLA VENTURES VI (AIV) BLOCKER, INC.

WITH AND INTO

OAI CORPORATION, LLC

This Certificate of Merger has been duly executed and is filed pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (as amended, the “*Act*”) and Section 264 of the Delaware General Corporation Law (as amended, the “*DGCL*”) to merge Khosla Ventures VI (AIV) Blocker, Inc. with and into OAI Corporation, LLC under the Act and the DGCL.

THE UNDERSIGNED DOES HEREBY CERTIFY:

FIRST: The name, jurisdiction and type of each constituent entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
OAI Corporation, LLC	Delaware	Limited Liability Company
Khosla Ventures VI (AIV) Blocker, Inc.	Delaware	Corporation

SECOND: An agreement and plan of merger (the “*Merger Agreement*”) has been approved, adopted, executed and acknowledged by each of the constituent parties in accordance with Section 18-209 of the Act and Section 264 of the DGCL.

THIRD: The name of the surviving limited liability company shall be “OAI Corporation, LLC” (the “*Surviving Company*”).

FOURTH: Upon the effectiveness of the merger, the certificate of formation of OAI Corporation, LLC shall be the certificate of formation of the Surviving Company until amended in accordance with its terms and applicable law.

FIFTH: The merger shall become effective on April 10, 2023 at 8:53 p.m. EDT.

SIXTH: The executed Merger Agreement is on file at an office of the Surviving Company. The address of such office of the Surviving Company is 575 Florida St., San Francisco, CA 94110.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any stockholder or member of any of the constituent parties.

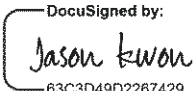
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be signed by an authorized person on the 10th day of April, 2023.

OAI CORPORATION, LLC

By: OpenAI Holdings, LLC, its managing member

By: OpenAI GP, L.L.C., its manager

By:  63C3D49D2267429
Name: Jason Kwon
Title: General Counsel

CERTIFICATE OF MERGER
OF
YC II AIV BLOCKER, INC.
WITH AND INTO
OAI CORPORATION, LLC

This Certificate of Merger has been duly executed and is filed pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (as amended, the “*Act*”) and Section 264 of the Delaware General Corporation Law (as amended, the “*DGCL*”) to merge YC II AIV Blocker, Inc. with and into OAI Corporation, LLC under the Act and the DGCL.

THE UNDERSIGNED DOES HEREBY CERTIFY:

FIRST: The name, jurisdiction and type of each constituent entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
OAI Corporation, LLC	Delaware	Limited Liability Company
YC II AIV Blocker, Inc.	Delaware	Corporation

SECOND: An agreement and plan of merger (the “*Merger Agreement*”) has been approved, adopted, executed and acknowledged by each of the constituent parties in accordance with Section 18-209 of the Act and Section 264 of the DGCL.

THIRD: The name of the surviving limited liability company shall be “OAI Corporation, LLC” (the “*Surviving Company*”).

FOURTH: Upon the effectiveness of the merger, the certificate of formation of OAI Corporation, LLC shall be the certificate of formation of the Surviving Company until amended in accordance with its terms and applicable law.

FIFTH: The merger shall become effective on April 10, 2023 at 8:54p.m. EDT.

SIXTH: The executed Merger Agreement is on file at an office of the Surviving Company. The address of such office of the Surviving Company is 575 Florida St., San Francisco, CA 94110.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any stockholder or member of any of the constituent parties.

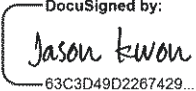
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be signed by an authorized person on the 10th day of April, 2023.

OAI CORPORATION, LLC

By: OpenAI Holdings, LLC, its managing member

By: OpenAI GP, L.L.C., its manager

By: 
63C3D49D2267429...

Name: Jason Kwon
Title: General Counsel

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is March 17, 2023.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is OAI Corporation, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is OAI Corporation.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 5th day of September, A.D. 2023.

OpenAI Holdings, LLC
By: OpenAI GP, L.L.C., its manager

By: Jason Kwon
DocuSigned by: 63C3D49D2267429...

Name: Jason Kwon
Print or Type

Title: Chief Strategy Officer
Print or Type

**CERTIFICATE OF INCORPORATION
OF
OAI CORPORATION**

THE UNDERSIGNED, acting as the incorporator of a corporation under and in accordance with the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended from time to time (the “*DGCL*”), hereby adopts the following Certificate of Incorporation for such corporation (this “*Certificate*”):

**ARTICLE I
NAME**

The name of the corporation is OAI Corporation (the “*Corporation*”).

**ARTICLE II
PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

**ARTICLE III
REGISTERED AGENT**

The street address of the initial registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, Wilmington, Delaware 19808, New Castle County, and the name of the Corporation’s initial registered agent is Corporation Service Company.

**ARTICLE IV
CAPITALIZATION**

The total number of shares of capital stock which the Corporation is authorized to issue is 1 share having a par value of \$0.01 per share.

**ARTICLE V
INCORPORATOR**

The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
OpenAI Holdings, LLC	c/o Akin Gump Strauss Hauer & Feld LLP One Bryant Park New York, New York 10036

ARTICLE VI
DIRECTORS

Section 6.1 Board Powers. The business and affairs of the Corporation shall be managed by, or under the direction of, the Board. In addition to the powers and authority expressly conferred upon the Board by statute, this Certificate or the By-Laws (the “*By-Laws*”) of the Corporation, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the Board that would have been valid if such By-Laws had not been adopted.

Section 6.2 Election. Unless and except to the extent that the By-Laws shall so require, the election of directors need not be by written ballot.

ARTICLE VII
BY-LAWS

In furtherance and not in limitation of the powers conferred upon it by law, the Board shall have the power to adopt, amend, alter or repeal the By-Laws by the affirmative vote of a majority of directors then in office. The By-Laws also may be adopted, amended, altered or repealed by the stockholders.

ARTICLE VIII
LIMITED LIABILITY; INDEMNIFICATION

Section 8.1 Limitation of Personal Liability. No person who is or was a director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted by the DGCL as the same exists or hereafter may be amended. If the DGCL is hereafter amended to authorize corporate action further limiting or eliminating the liability of directors, then the liability of a director to the Corporation or its stockholders shall be limited or eliminated to the fullest extent permitted by the DGCL, as so amended. Any repeal or amendment of this Section 8.1 by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 8.1 will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to further limit or eliminate the liability of directors) and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or amendment or adoption of such inconsistent provision with respect to acts or omissions occurring prior to such repeal or amendment or adoption of such inconsistent provision.

Section 8.2 Indemnification.

(a) Each person who is or was made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “*proceeding*”) by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter a “*Covered Person*”), whether the basis of such proceeding is alleged action in an official capacity as a director or officer, or in any other capacity while serving

as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized or permitted by applicable law, as the same exists or may hereafter be amended, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred or suffered by such Covered Person in connection with such proceeding, and such right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall indemnify a Covered Person in connection with a proceeding (or part thereof) initiated by such Covered Person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred by this Section 8.2 shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

(b) The rights conferred on any Covered Person by this Section 8.2 shall not be exclusive of any other rights which any Covered Person may have or hereafter acquire under law, this Certificate, the By-Laws, an agreement, vote of stockholders or disinterested directors, or otherwise.

(c) Any repeal or amendment of this Section 8.2 by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 8.2, will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

(d) This Section 8.2 shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than Covered Persons.

ARTICLE IX AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by this Certificate, the By-Laws or the DGCL; and except as set forth in ARTICLE VIII, all rights, preferences and privileges herein conferred upon stockholders, directors or any other persons by and pursuant to this Certificate in its present form or as hereafter amended are granted subject to the right reserved in this Article.

[Signature Page Follows]

IN WITNESS WHEREOF, the incorporator of the Corporation hereto has caused this Certificate of Incorporation to be duly executed as of September 5, 2023.

OPENAI HOLDINGS, LLC

By: OpenAI GP, L.L.C., its manager

By: /s/ Jason Kwon

Name: Jason Kwon

Title: Chief Strategy Officer

STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is OAI CORPORATION
_____.

2. The Registered Office of the corporation in the State of Delaware is changed to Corporation Trust Center,
1209 Orange Street (street), in the City of Wilmington,
County of New Castle Zip Code 19801. The name of the
Registered Agent at such address upon whom process against this Corporation may be
served is THE CORPORATION TRUST COMPANY.

3. The foregoing change to the registered office/agent was adopted by a resolution of
the Board of Directors of the corporation.

By: /s/KARA KOROSEC
Authorized Officer

Name: KARA KOROSEC
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:58 PM 11/06/2024
FILED 12:58 PM 11/06/2024
SR 20244139777 - File Number 7354493

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OPENAI STARTUP FUND GP I, L.L.C." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-EIGHTH DAY OF JULY, A.D. 2021, AT 2:22 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTH DAY OF NOVEMBER, A.D. 2024, AT 1:19 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "OPENAI STARTUP FUND GP I, L.L.C.".



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

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CERTIFICATE OF FORMATION
OF
OPENAI STARTUP FUND GP I, L.L.C.

This Certificate of Formation of OpenAI Startup Fund GP I, L.L.C. (the “LLC”), dated as of July 28, 2021, is being duly executed and filed by Sam Altman, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 *Del.C.* § 18-101, *et seq.*).

FIRST. The name of the limited liability company formed hereby is OpenAI Startup Fund GP I, L.L.C.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of OpenAI Startup Fund GP I, L.L.C. this 28th day of July, 2021.

/s/ Sam Altman
Sam Altman, Authorized Person

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT CHANGING ONLY THE
REGISTERED OFFICE OR REGISTERED AGENT OF A
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is _____
OPENAI STARTUP FUND GP I, L.L.C. _____.

2. The Registered Office of the limited liability company in the State of Delaware is changed to _____
Corporation Trust Center
1209 Orange Street _____ (street), in the City of _____
Wilmington _____,
Zip Code _____ 19801 _____. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is _____
THE CORPORATION TRUST COMPANY _____.

By: /s/KARA KOROSEC
Authorized Person

Name: KARA KOROSEC
Print or Type

Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OPENAI STARTUP FUND I, L.P." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF LIMITED PARTNERSHIP, FILED THE TWENTY-EIGHTH DAY OF JULY, A.D. 2021, AT 3:44 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRD DAY OF SEPTEMBER, A.D. 2024, AT 1:59 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTH DAY OF NOVEMBER, A.D. 2024, AT 1:22 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED PARTNERSHIP, "OPENAI STARTUP FUND I, L.P.".



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

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Authentication: 052140524
Date: 57-54-07

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF LIMITED PARTNERSHIP

OF

OPENAI STARTUP FUND I, L.P.

This Certificate of Limited Partnership of OpenAI Startup Fund I, L.P. (the “Partnership”) is being executed and filed by OpenAI Startup Fund GP I, L.L.C., as general partner (“General Partner”), to form a limited partnership under the Delaware Revised Uniform Limited Partnership Act (6 *Del.C.* § 17-101, *et seq.*).

ARTICLE ONE

The name of the limited partnership formed hereby is OpenAI Startup Fund I, L.P.

ARTICLE TWO

The address of the registered office of the Partnership in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

ARTICLE THREE

The name and address of the registered agent for service of process on the Partnership in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

ARTICLE FOUR

The name and business address of the General Partner of the Partnership is:

<u>Name</u>	<u>Business Address</u>
OpenAI Startup Fund GP I, L.L.C.	3180 18th Street San Francisco, CA 94110

IN WITNESS WHEREOF, the undersigned General Partner has executed this
Certificate this 28th day of July, 2021.

General Partner:

OpenAI Startup Fund GP I, L.L.C.

By: /s/ Sam Altman
Sam Altman, Manager

STATE OF DELAWARE
AMENDMENT TO THE CERTIFICATE OF
LIMITED PARTNERSHIP

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Limited Partnership is: OpenAI Startup Fund I, L.P.

SECOND: Article Four of the Certificate of Limited Partnership shall be amended as follows:

The name and business address of the General Partner of the Partnership is:

Name:

OpenAI Startup Fund GP I, L.L.C.

Business Address:

1960 Bryant Street
San Francisco, CA 94110

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Certificate of Limited Partnership on this 3rd day of September, 2024.

By: OpenAI Startup Fund GP I, L.L.C.,
its General Partner

By: /s/ Ian Hathaway

Name: Ian Hathaway

Title: Manager

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT CHANGING ONLY THE
REGISTERED OFFICE OR REGISTERED AGENT OF A
LIMITED PARTNERSHIP

The limited partnership organized and existing under the Limited Partnership Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited partnership is _____
OPENAI STARTUP FUND I, L.P. _____.

2. The Registered Office of the limited partnership in the State of Delaware is
changed to Corporation Trust Center
1209 Orange Street _____ (street), in the City of Wilmington _____,
Zip Code 19801 _____. The name of the Registered Agent at such address upon
whom process against this limited partnership may be served is _____
THE CORPORATION TRUST COMPANY _____.

By: /s/KARA KOROSEC
General Partner

Name: KARA KOROSEC
Print or Type

Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OPENAI STARTUP FUND MANAGEMENT, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE SIXTEENTH DAY OF JULY, A.D. 2021, AT 5:11 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTH DAY OF NOVEMBER, A.D. 2024, AT 1:24 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "OPENAI STARTUP FUND MANAGEMENT, LLC".



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

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CERTIFICATE OF FORMATION

OF

OPENAI STARTUP FUND MANAGEMENT, LLC

This Certificate of Formation of OpenAI Startup Fund Management, LLC (the “LLC”), dated as of July 16, 2021, is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, *et seq.*).

FIRST. The name of the limited liability company formed hereby is OpenAI Startup Fund Management, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

By: /s/ Boris Belkin
Name: Boris Belkin
Title: Authorized Person

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT CHANGING ONLY THE
REGISTERED OFFICE OR REGISTERED AGENT OF A
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is _____
OPENAI STARTUP FUND MANAGEMENT, LLC _____.

2. The Registered Office of the limited liability company in the State of Delaware is changed to Corporation Trust Center
1209 Orange Street _____ (street), in the City of Wilmington _____,
Zip Code 19801 _____. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is _____
THE CORPORATION TRUST COMPANY _____.

By: /s/KARA KOROSEC
Authorized Person

Name: KARA KOROSEC
Print or Type

Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OAI INTERNATIONAL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2020, AT 8:55 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE ELEVENTH DAY OF DECEMBER, A.D. 2024, AT 5:45 O`CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "OPENAI, L.L.C." TO "OAI INTERNATIONAL, INC.", FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2025, AT 8:51 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2025 AT 7:03 O`CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2025, AT 8:51 O`CLOCK A.M.



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

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Delaware

Page 4

The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST
DAY OF DECEMBER, A.D. 2025 AT 7:03 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "OAI INTERNATIONAL, INC.".



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

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CERTIFICATE OF FORMATION
OF
OPENAI, L.L.C.

September 17, 2020

The undersigned, for the purpose of forming a limited liability company under the Delaware Limited Liability Company Act (6 *Del. C.* § 18-101, *et seq.*), hereby certifies as follows:

1. **Name.** The name of the limited liability company formed hereby is OpenAI, L.L.C. (the "Company").
2. **Registered Office.** The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.
3. **Registered Agent.** The name and address of the registered agent for service of process of the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.
4. **Purpose.** To engage in any lawful act or activity for which limited liability companies may be organized under the Delaware Limited Liability Company Act (6 *Del. C.* § 18-101, *et seq.*).

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

/s/ David Lansky
DAVID LANSKY, Authorized Person

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT CHANGING ONLY THE
REGISTERED OFFICE OR REGISTERED AGENT OF A
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is _____
OPENAI, L.L.C. _____.

2. The Registered Office of the limited liability company in the State of Delaware is changed to Corporation Trust Center
1209 Orange Street _____ (street), in the City of Wilmington _____,
Zip Code 19801 _____. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is _____
THE CORPORATION TRUST COMPANY _____.

By: /s/KARA KOROSEC
Authorized Person

Name: KARA KOROSEC
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:45 PM 12/11/2024
FILED 05:45 PM 12/11/2024
SR 20244465602 - File Number 3692745

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION

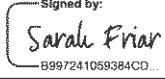
Pursuant to Title 8, Section 265 of the Delaware General Corporation Law and Title 6, Section 18-216 of the Delaware Limited Liability Company Act, the undersigned, on behalf of OpenAI, L.L.C., a Delaware limited liability company (the "Limited Liability Company"), does hereby submit this certificate of conversion (this "Certificate") for the purpose of converting to a Delaware corporation (the "Corporation").

- 1.) The jurisdiction in which the Limited Liability Company was first formed is Delaware.
- 2.) The jurisdiction immediately prior to the filing of this Certificate is Delaware.
- 3.) The date on which the Limited Liability Company was first formed is September 17, 2020.
- 4.) The name of the Limited Liability Company immediately prior to the filing of this Certificate is OpenAI, L.L.C.
- 5.) The name of the corporation as set forth in the Certificate of Incorporation (as defined below) is OAI International, Inc.
- 6.) This Certificate of Conversion shall become effective at 7:03 p.m., Eastern Time, on December 31, 2025, simultaneously with a certificate of incorporation of the Corporation (the "Certificate of Incorporation") filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate on December 29, 2025.

OPENAI, L.L.C.

By: OpenAI GP, L.L.C., its manager

By: 
Name: Sarah Friar
Title: Chief Financial Officer

CERTIFICATE OF INCORPORATION
OF
OAI INTERNATIONAL, INC.

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:03 AM 12/29/2025
FILED 08:51 AM 12/29/2025
SR 20255006126 - File Number 3692745

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby execute this Certificate of Incorporation and do hereby certify as follows:

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is: OAI International, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of the Corporation's registered agent at such address is Corporation Trust Company.

ARTICLE III

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware.

ARTICLE IV

Section 1. The Corporation shall be authorized to issue 1,000 shares of capital stock, of which 1,000 shares shall be shares of Common Stock, par value \$0.01 per share (“Common Stock”).

Section 2. Except as otherwise provided by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.

ARTICLE V

Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by law, the Board of Directors of the Corporation (the “Board”) is expressly authorized and empowered to make, alter and repeal the By-Laws of the Corporation by a majority vote at any regular or special meeting of the Board or by written consent, subject to the power of the stockholders of the Corporation to alter or repeal any By-Laws made by the Board.

ARTICLE VII

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or

inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

ARTICLE VIII

Section 1. Elimination of Certain Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

Section 2. Indemnification and Insurance.

(a) Indemnification. To the fullest extent permitted by the law of the State of Delaware as it presently exists or may hereafter be amended, the Corporation shall indemnify any person (and such person's heirs, executors or administrators) who was or is made or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, by reason of the fact that such person, or a person for whom such person was the legal representative, is or was a director or officer of the Corporation or, while a director or

officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, limited liability company, nonprofit entity or other enterprise, from and against all loss and liability suffered and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement reasonably incurred by such person or such heirs, executors or administrators (including any employee benefit plan, pension plan or other similar or comparable capacity) in connection with such action, suit or proceeding, including appeals. Notwithstanding the preceding sentence, except as otherwise provided in Section (2)(d) of this Article VIII, the Corporation shall be required to indemnify a person described in such sentence in connection with any action, suit or proceeding (or part thereof) commenced by such person only if the commencement of such action, suit or proceeding (or part thereof) by such person was authorized by the Board.

(b) Service for Subsidiaries. Any person serving as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture or other enterprise, at least 50% of whose equity interests are owned by the Corporation (a "subsidiary" for purposes of this Article VIII) shall be conclusively presumed to be serving in such capacity at the request of the Corporation.

(c) Advance of Expenses. To the fullest extent permitted by the laws of the State of Delaware, the Corporation shall promptly pay expenses (including attorneys' fees) incurred by any person described in Section (2)(a) of this Article VIII in appearing at, participating in or defending any action, suit or proceeding in advance of the final disposition of such action, suit or proceeding, including appeals, upon presentation of an undertaking on behalf of such person to repay such amount if it shall ultimately be determined that such person is not

entitled to be indemnified under this Article VIII or otherwise. Notwithstanding the preceding sentence, except as otherwise provided in Section (2)(d) of this Article VIII, the Corporation shall be required to pay expenses of a person described in such sentence in connection with any action, suit or proceeding (or part thereof) commenced by such person only if the commencement of such action, suit or proceeding (or part thereof) by such person was authorized by the Board.

(d) Unpaid Claims. If a claim for indemnification (following the final disposition of such action, suit or proceeding) or advancement of expenses under this Article VIII is not paid in full within thirty (30) days after a written claim therefor by any person described in Section (2)(a) of this Article VIII has been received by the Corporation, such person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that such person is not entitled to the requested indemnification or advancement of expenses under applicable law.

(e) Insurance. To the fullest extent permitted by the law of the State of Delaware, the Corporation may purchase and maintain insurance on behalf of any person described in Section (2)(a) of this Article VIII against any liability asserted against such person, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VIII or otherwise.

(f) Non-Exclusivity of Rights. The provisions of this Article VIII shall be applicable to all actions, claims, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after its adoption. The

provisions of this Article VIII shall be deemed to be a contract between the Corporation and each director or officer (or legal representative thereof) who serves in such capacity at any time while this Article VIII and the relevant provisions of the law of the State of Delaware and other applicable law, if any, are in effect, and any alteration, amendment or repeal hereof shall not affect any rights or obligations then existing with respect to any state of facts or any action, suit or proceeding then or theretofore existing, or any action, suit or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provision of this Article VIII shall be found to be invalid or limited in application by reason of any law or regulation, it shall not affect the validity of the remaining provisions hereof. The rights of indemnification provided in this Article VIII shall neither be exclusive of, nor be deemed in limitation of, any rights to which any person may otherwise be or become entitled or permitted by contract, this Certificate of Incorporation, the By-Laws of the Corporation, vote of stockholders or directors or otherwise, or as a matter of law, both as to actions in such person's official capacity and actions in any other capacity, it being the policy of the Corporation that indemnification of any person whom the Corporation is obligated to indemnify pursuant to Section (2)(a) of this Article VIII shall be made to the fullest extent permitted by law.

(g) Savings Clause. If this Article VIII or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each person entitled to indemnification under Section (2)(a) of this Article VIII as to all expense, liability and loss (including attorneys' fees and related disbursements, judgments, fines, ERISA excise taxes and penalties, penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such person and for

which indemnification is available to such person pursuant to this Article VIII that shall not have been invalidated and to the fullest extent permitted by applicable law.

(h) For purposes of this Article VIII, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Corporation” shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

(i) This Article VIII shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to, and purchase and maintain insurance on behalf of, persons other than persons described in Section (2)(a) of this Article VIII.

ARTICLE IX

The name and mailing address of the incorporator is Eric Liu, c/o Wachtell, Lipton, Rosen & Katz, 51 W. 52nd Street, New York, NY 10019.

ARTICLE X

This Certificate of Incorporation is to become effective at 7:03 p.m., Eastern Time, on December 31, 2025.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator
hereinbefore named, do hereby further certify that the facts hereinabove stated are truly set forth
and, accordingly, I have hereunto set my hand this 29th day of December, 2025.

Signed by:

6A0F4994F1974C7...

Eric Liu
Incorporator

NOTICE OF PRESENTATION

TO:

Me Marie Audren
Me Marc-André Grou
Me Emmanuelle Rolland
AUDREN ROLLAND
maudren@audrenrolland.com
mgroup@audrenrolland.com
erolland@audrenrolland.com

Attorneys for Applicant

Me Kristian Brabander
Me Jessica Harding
OSLER, HOSKIN & HARCOURT, LLP
kbrabander@osler.com
jharding@osler.com

Attorneys for defendants Microsoft
Corporation et Microsoft Canada inc.

TAKE NOTICE that the *Application for Declinatory Exception of OpenAI Defendants for Lack of Jurisdiction* shall be presented before the Honorable Martin F. Sheehan, J.S.C., of the Superior Court of Québec, sitting in and for the district of Montréal, on November 4, 2026, at a time and place to be determined by the Court.

Montréal, June 12, 2026

Gowling WLG (Canada) s.encl, srl

GOWLING WLG (CANADA) LLP
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Me Gabriel D'Addona

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Lawyers for the OpenAI Defendants

Morin, Sylvie

De: Morin, Sylvie
Envoyé: 12 juin 2026 16:27
À: Marie Audren; Marc-Andre Grou; Emmanuelle Rolland; kbrabander@osler.com; jharding@osler.com
Cc: Poitras, Guy; Crichton, Michael; Crandall, Marc; D'Addona, Gabriel
Objet: NOTIFICATION - Application for declinatory exception of OpenAI defendants for lack of jurisdiction affidavits and their exhibits / Anne Robillard c. OpenAI inc. et al. - 500-06-001414-255 (N/D: G10076603)
Pièces jointes: Robillard v OpenAI et al - Application Declinatory Exception Jurisdiction with Affidavits and exhibits(95170393.1)_REDACTED(95172658.1).pdf

**NOTIFICATION PAR COURRIEL
(ART. 134 C.P.C.)
BORDEREAU D'ENVOI**

DATE DE L'ENVOI : Le 12 juin 2026

Avocat :	Me Guy Poitras / Me Gabriel D'Addona / Me Marc Crandall / Me Michael Crichton
Étude :	Gowling WLG (Canada) S.E.N.C.R.L., s.r.l.
Adresse :	3700-1 Place Ville Marie, Montreal (Québec) H3B 3P4
Téléphone :	514 392 9511 / 514-392-9598 / 613-786-0109 / 613-786-0248
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Notre référence :	G10076603

DESTINATAIRES :

Nom	Cabinet	Adresse courriel
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Me Marc-André Grou	Audren Rolland	mgroup@audrenrolland.com
Me Emmanuelle Rolland	Audren Rolland	erolland@audrenrolland.com

Me Kristian Brabander	Osler, Hoskin & Harcourt, LLP	kbrabander@osler.com
Me Jessica Harding	Osler, Hoskin & Harcourt, LLP	jharding@osler.com

IDENTIFICATION DU DOSSIER ET NATURE DU DOCUMENT TRANSMIS:

No de dossier de Cour :	500-06-001414-255
Parties :	Anne Robillard c. OpenAI inc. et al.
Nature des documents :	Application for declinatory exception of OpenAI defendants for lack of jurisdiction, affidavits and their exhibits
Nombre total de pages :	153 pages

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No. 500-06-001414-255

C A N A D A
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

S U P E R I O R C O U R T
(Class Actions Division)

ANNE ROBILLARD

Applicant

v.

OPENAI, INC., et al

Defendants

**MOTION FOR DECLINATORY EXCEPTION
OF OPENAI DEFENDANTS**
(Art. 33 and 167 C.C.P. and 3135 and 3148 C.C.Q.)

ORIGINAL

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Lawyers for the OpenAI Defendants

Our file: G10076603