

RESTATED ARTICLES OF INCORPORATION
OF
APPLE INC.

Luca Maestri and D. Bruce Sewell certify that:

1. They are the Senior Vice President, Chief Financial Officer and the Senior Vice President, General Counsel and Secretary, respectively, of Apple Inc., a California corporation.
2. The Amended and Restated Articles of Incorporation of this corporation are restated to read as set forth in Exhibit A, attached hereto. Exhibit A is hereby formally incorporated herein by reference as if fully set forth herein.
3. The foregoing restatement of the Amended and Restated Articles of Incorporation has been duly approved by the board of directors.
4. This corporation has only one class of shares issued and outstanding, which is Common Stock, and no approval of the outstanding shares of this corporation is required pursuant to Section 910(b) of the California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Cupertino, California on June 6, 2014.

/s/ Luca Maestri

Luca Maestri
Senior Vice President, Chief Financial Officer

/s/ D. Bruce Sewell

D. Bruce Sewell
*Senior Vice President, General Counsel
and Secretary*

EXHIBIT A

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I

The name of the corporation is Apple Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

This corporation is authorized to issue one class of shares designated "Common Stock," par value \$0.00001 per share. The number of shares of Common Stock that this corporation is authorized to issue is 12,600,000,000. As of 5:00 p.m., Pacific Daylight Time, on June 6, 2014, each share of Common Stock outstanding shall be automatically, and with no further action by the holder of such share, split into seven shares of Common Stock.

IV

Section 1. *Limitation of Directors' Liability.* The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. *Indemnification of Corporate Agents.* The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

Section 3. *Repeal or Modification.* Any repeal or modification of the foregoing provisions of this Article IV by the shareholders of this corporation shall not adversely affect any right or protection of an agent of this corporation existing at the time of such repeal or modification.

V

There shall be no right with respect to shares of stock of this corporation to cumulate votes in the election of directors.