

THE FreeBSD FOUNDATION
(A Colorado Nonprofit Corporation)

UNANIMOUS WRITTEN CONSENT OF DIRECTORS
IN LIEU OF ORGANIZATION MEETING

All of the directors of The FreeBSD Foundation, a Colorado nonprofit corporation (the "Corporation"), consent in accordance with the Colorado Revised Nonprofit Corporation Act to the adoption of the following resolutions:

1. RESOLVED, that the Articles of Incorporation be inserted in the Minute Book of the Corporation.
2. RESOLVED, that the attached Bylaws be ratified and adopted as the Bylaws of the Corporation.
3. RESOLVED, that the following persons be elected to the offices set forth below, to hold office at the pleasure of the Board until the first annual meeting of Directors and until their respective successors shall have been elected and qualified, at rates of compensation to be determined by future resolutions of the Board:

<u>NAME</u>	<u>POSITION</u>
Jonathan M. Bresler	President
John D. Polstra	Vice President
Justin T. Gibbs	Secretary
Justin T. Gibbs	Treasurer

4. RESOLVED, that the President or Treasurer is authorized to open one or more bank accounts in such banks as he or she may select with signing authority with respect thereto to be in any officers of the Corporation or any other person to whom the Board of Directors delegates such authority.

FURTHER RESOLVED, that this Board of Directors adopts any resolutions reasonably required by any such bank if: (a) in the judgment of the President the adoption of such resolutions is desirable; and (b) such resolutions, when adopted, are attached to this Unanimous Consent.

5. RESOLVED, that the Treasurer is authorized and directed to pay all taxes, fees and other expenses incurred or to be incurred in connection with the

organization of the Corporation and to reimburse the officers of the Corporation and all other persons for all such expenditures.

6. RESOLVED, that the Secretary is authorized to procure the necessary corporate books and records which are required by law or which are appropriate in connection with the business of the Corporation.
7. RESOLVED, that the President, Treasurer, or Secretary is authorized to sign on behalf of the Corporation all documents to be signed by the Corporation in the ordinary course of its business, and that the Secretary or Assistant Secretary, if any, of the Corporation is authorized to affix the corporate seal of the Corporation to any such document when so signed, to sign in attestation of such seal on all documents to which such seal is affixed, and to certify under such seal and issue copies of this or any other resolution adopted by the Board of Directors of the Corporation.
8. RESOLVED, that the proper officers of the Corporation are authorized and directed to file with the Internal Revenue Service an application for an exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (hereafter referred to as the "Code") and for classification as an organization which is not a private foundation, pursuant to Section 508(b) of the Code.
9. RESOLVED, that the fiscal year of the Corporation shall end on the last day of the month of December.
10. RESOLVED, that the officers of the Corporation are authorized and directed to implement the foregoing resolutions.
11. RESOLVED, that this Unanimous Consent may be executed in any number of counterparts.

Dated as of March 28, 2000

Jonathan M. Bresler

Justin T. Gibbs

John D. Polstra

The foregoing Unanimous Consent of Directors was executed pursuant to the Colorado Revised Nonprofit Corporation Act and filed with the Secretary of the Corporation as of March 28, 2000.

Justin T. Gibbs, Secretary