

## **UNANIMOUS WRITTEN CONSENT OF DIRECTORS**

**of**

**wxWindows Software Foundation**

**A California Nonprofit Public Benefit Corporation**

The undersigned, being all of the members of the Board of Directors (the "Board") of wxWindows Software Foundation, a California nonprofit public benefit corporation (the "Corporation"), hereby adopt the following resolutions by their unanimous written consent thereto, effective as of 11 March , 2004, with the same force and effect as if adopted at a special meeting of the Board duly called and held:

WHEREAS, the Corporation was formed to strengthen the wxWindows project (the "Project") by providing an organization that would focus the efforts of wxWindows developers, strengthen the cohesion of the Project and promote closer and deeper interaction among developers; and

WHEREAS, the Corporation had, with the approval of the Board, presented to the wxWindows development community a policy (the "Policy") whereby developers were requested to assign to the Corporation copyrights they may have created as part of the Project; and

WHEREAS, there has been significant negative reaction to the policy within the wxWindows development community, such reaction including the refusal to participate in the Policy, efforts to discourage other developers from participating in the Policy, and the alienation of key developers regarding participation in the Project at all; and

WHEREAS, the above-described reaction to the Policy has resulted in the beginning of a damaging rift within the wxWindows community and a significant overall weakening of cohesion in the community; and

WHEREAS, the Board has determined that the Corporation's core purpose will be frustrated if the Policy remains in effect, as a result of the refusal to participate and the continuing alienation of developers from the Project; and

WHEREAS, a portion of developers have delivered to an agent (the "Escrow Agent") copyright assignments to the Corporation (the "Assignments") pursuant to the Policy; and

WHEREAS, the Escrow Agent continues to hold the Assignments pending the Board's review of the Policy.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby rescinds the Policy, effectively immediately; and be it

RESOLVED FURTHER, that the appropriate officers of this Corporation be, and they hereby are, authorized and directed to (1) direct the Escrow Agent to return the Assignments to the developers who delivered them; (2) communicate to the wxWindows community the Corporation's rescission of the Policy and the return of the Assignments by the Escrow Agent; and (3) prepare, execute and deliver, for and on behalf of the Corporation, any such documents as may be necessary to rescind the Assignments; and be it

RESOLVED FURTHER, that the appropriate officers of this Corporation be, and they hereby are, authorized and directed to do such other things and execute such other documents as may be necessary, desirable, or advisable to effectuate the intent of the preceding resolutions; and be it

RESOLVED FURTHER, that for purposes of these resolutions signatures transmitted by facsimile shall be deemed original signatures and these resolutions may be signed in counterparts, all of which shall be deemed one instrument.

We direct that this consent be filed with the proceedings of the Board of Directors of the Corporation.

This consent is executed pursuant to Section 5516 of the California Corporations Code and Section 4.18 of the Bylaws of the Corporation, which authorize the taking of action by the Board of Directors by unanimous written consent without a meeting.

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Mitchell Kapor, Director

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Julian Smart, Director

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Vadim Zeitlin, Director

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Stefan Csomor, Director

[Signatures end]