

**INITIAL RESOLUTIONS ADOPTED BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
THE SPIRIT CONSORTIUM
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION
March 30, 2006**

The undersigned, constituting all of the directors now in office of The SPIRIT Consortium, a California nonprofit mutual benefit corporation (the “*Corporation*”), hereby adopt the following resolutions by written consent in accordance with Section 7211(b) of the California Corporations Code and the Bylaws of the Corporation:

1. *Ratification of Acts by Incorporator.*

RESOLVED, that the actions taken by Lynn Horobin as Incorporator of this Corporation to perfect the organization of this Corporation, including the selection of Lynn Horobin as this Corporation’s initial agent for service of process, the filing of this Corporation’s Articles of Incorporation, the adoption of the Corporation’s Bylaws, and the election of Bart De Loore, John Goodenough, Jean Bou-Farhat, Victor Berman, Frank Ghenassia, Pierre Bricaud, and Bill Chown as the initial directors of the Corporation, be and they hereby are ratified, approved, and confirmed.

2. *Election of Officers.*

RESOLVED, that the following persons are elected as Officers of this Corporation, to serve until their successors are elected and duly qualified:

Ralph von Vignau	Chairperson
Chris Lennard	Vice Chairperson
Pierre Bricaud	Treasurer
Lynn Horobin	Secretary

3. *Adoption of Bylaws.*

RESOLVED, that the Bylaws presented to the Board be, and they hereby are, approved and adopted, and the Secretary of the Corporation is instructed to place a copy of the Bylaws as adopted in the Corporation's minute book.

4. *Fiscal Year.*

RESOLVED, that the Corporation's fiscal year shall begin on April 1.

5. *Principal Office.*

RESOLVED, that the location of the principal executive office of this Corporation is 1370 Trancas Street #184, Napa, County of Napa, California.

6. *Authorization to Enter into Contracts.*

RESOLVED, that the Treasurer, with consensus of the Chairperson, is hereby authorized to enter into agreements for the benefit of the Corporation in amounts not to exceed \$5,000.00 in the aggregate for any single transaction, up to a maximum of \$15,000 of such transactions per quarter.

7. *Employer Identification Number.*

RESOLVED, that the Officers of the Corporation and each of them are authorized and directed to make such filings and applications as necessary to secure for the Corporation a federal employer identification number.

8. *Admission of Members.*

RESOLVED, that the persons listed on Exhibit A shall be admitted as the Steering Committee, Reviewing and Contributing Members, respectively, each having such rights and obligations as set forth in the Bylaws.

9. *Selection of Bank.*

RESOLVED, that the Chairperson of this Corporation is hereby authorized to select a depository bank for this Corporation and to designate the person or persons authorized to withdraw funds;

RESOLVED FURTHER, that the provisions of the official form of resolutions prescribed by said bank for adoption by a corporation are

hereby adopted and the Secretary be, and he hereby is, authorized to certify such resolutions as having been adopted by this written consent.

10. *Incorporation Expenses.*

RESOLVED, that the Chairperson of the Corporation is hereby authorized and directed to pay the expenses of the incorporation and organization of the Corporation.

11. *Statement by Domestic Corporation.*

RESOLVED, that the Chairperson of the Corporation is authorized and directed to execute and file with the office of the California Secretary of State, at the times required by law, the annual statement required by the Corporations Code to be filed by domestic nonprofit corporations.

12. *Authorization to File for Tax Exemptions.*

RESOLVED, that the Chairperson is hereby authorized to take all necessary steps to execute all necessary instruments to apply for federal and California tax exemptions as a nonprofit organization.

13. *Issuance of Memberships and Establishment of Dues.*

RESOLVED, that the dues for which memberships in the Corporation will be issued is the annual sum of \$15,000 for Steering Committee Members, payable on acceptance as a Member of the Corporation;

RESOLVED FURTHER, that no annual dues will be required for Reviewing Members or Contributing Members.

14. *Creation of Technical Working Groups.*

RESOLVED, that a Technical Working Group of the Board shall be created, which members shall be comprised of the Technical Working Group Chairpersons. The Technical Working Group members must be employed by or designated as a representative of either a Steering Committee Member or a Contributing Member. None of its members need to be Directors of the Corporation. Unless otherwise approved by the Board, each member of the Technical Working Group shall have one vote at any meeting of the Technical Working Group.

RESOLVED FURTHER, that each member of the Technical Working Group shall serve at the pleasure of the Board; provided, however, that the term of office for any committee member shall automatically expire if the

membership of the Steering Committee or Contributing Member affiliated with or employing such Technical Working Group member is not maintained in good standing, in accordance with the bylaws of the Corporation.

RESOLVED FURTHER, that a Technical Director shall be appointed by the Board and shall be an ex-officio member of the Board participating in all activities of the Board but shall have no voting privileges. Said Technical Director will normally be selected from among the members of the Board and shall serve at the pleasure of the Board.

RESOLVED FURTHER, that the Technical Director shall be responsible for the coordination and oversight of the Technical Working Groups, including promulgating fair and reasonable rules and procedures for the Technical Working Groups.

15. *Membership in a Technical Working Group.*

RESOLVED, that membership in the Technical Working Group shall be open to all Steering Committee Members and Contributing Members in good standing. Technical Working Group members must be approved by the Steering Committee Members.

RESOLVED FURTHER, that the number of Technical Working Group members is limited to nine (9) participants. Members may have up to three (3) participants in any Technical Working Group.

RESOLVED FURTHER, that regardless of the number of participants in the activities of a Technical Working Group from a given Member, that Member shall have one vote to cast on a given issue. All other Technical Working Group members may actively participate in Technical Working Group business activities, but are not eligible to vote on such issues as may be brought forward for a decision by the Technical Working Group.

RESOLVED FURTHER, that any proposal for standards, specifications and guidelines adopted by a two-thirds vote of the Technical Working Group members eligible to vote shall be submitted to the Steering Committee Members for final approval. Notice of the meeting to consider the adoption of said proposal shall be mailed to the Reviewing and Contributing Members at least 30 days prior to the meeting. Members shall make a reasonable effort to provide comments and feedback. At such meeting and prior to any vote by the Steering Committee Members, Reviewing and Contributing Members shall be given reasonable opportunity to present comments on the proposal before the Steering

Committee Members. A proposal approved by unanimous vote of the Steering Committee Members shall become effective as to the Corporation.

16. *Committee Meetings.*

RESOLVED, that except as otherwise provided either by the bylaws of the Corporation or by resolution of the Board, each working group shall adopt its own rules governing the time and place of holding and the methods of calling its meetings, as well as the conduct of its proceedings. The committees shall meet as provided by such rules.

17. *Nonprofit Mailing Permit.*

RESOLVED, that the Officers of the Corporation and each of them are authorized and directed to make such filings and applications as are necessary to secure for the Corporation a nonprofit mailing permit.

EXHIBIT A

LIST OF MEMBERS

STEERING MEMBERS

ARM Ltd
Cadence Design Systems
LSI Logic Corporation
Mentor Graphics Corporation
Royal Philips Electronics
ST Microelectronics
Synopsys

CONTRIBUTING MEMBERS

CoWare
Denali
Freescale Semiconductor
Infineon
Prosilog

REVIEWING MEMBERS

Actel
Aptix
ARC
Arteris
Bluespec
Beach Solutions
D&R
Duolog
Edna, Inc.
Evatronix
Freescale Semiconductor
Gigascale
Globetech
GreenSocs
HCL Technologies
HDL Design House
Improv Systems
IPextreme
MatrixOne
Novas Software
OnDemand
Poseidon
Productivity Design Tools
Quake Technologies

Groupe Silicomp
Sonics
Summit
S2C Inc.
Tensilica
TimingTool
VCX Software
XLBiosim
YogiTech