

The David and Lucile Packard Foundation

MEMBERS OF THE FOUNDATION

Purpose: The David and Lucile Packard Foundation is a California nonprofit public benefit corporation (“Foundation”). It is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. It is formed under the California Nonprofit Public Benefit Corporation Law for charitable purposes. It is nonprofit and nonpartisan. Its assets are irrevocably dedicated to charitable purposes.

Membership: The Packard Foundation is a Family Foundation, created and funded by David and Lucile Packard. The Packard Foundation is structured to have one class of “Members.” The Members have rights and powers specified in the Bylaws, but have no ownership of the Foundation’s assets. Only members of the Packard family, which is defined as the children of David and Lucile Packard, their spouses and children, are eligible to be Members of the Foundation.

The four children of David and Lucile Packard are the current Members: David Woodley Packard, Nancy A. Burnett, Susan Packard Orr and Julie Packard. Members may serve for their lifetimes, or they may resign or transfer membership to another member of the Packard family or their membership may be terminated.

Powers: Members have the powers set forth below. The powers of the Members are exercised by a majority of the Members then holding office:

- (1) Approve any amendment, revision or deletion of the Bylaws.
- (2) Determine the authorized number of Members.
- (3) Elect additional Members whenever a vacancy occurs.
- (4) Remove any General Trustee without cause or explanation or cancel the election of any person as General Trustee.
- (5) Elect the Family Trustees. The Members select five representatives from among themselves, their immediate families, or other people who represent the family’s interests to serve as Family Trustees.