

Exemption Application

Name of organization as shown in your organization's articles or declaration of trust Flextronics Foundation		Federal employer identification number (FEIN) 77-0567788	
Address (number and street) 1290 McKay Drive		PMS no.	Daytime telephone number 408-202-9527
City, Town, or Post Office San Jose		State CA	ZIP Code 95131
Name of representative to be contacted regarding additional requirements or information Daniel G. Dutro (Arthur Andersen LLP)		Daytime telephone number 513-762-0114	
Representative's mailing address (number and street) 720 East Pete Rose Way, Ste 400		PMS no.	
City, Town, or Post Office Cincinnati		State OH	ZIP Code 45202

ALL applicants must complete item 1 through item 7I. Also furnish the information requested in item 8 through item 25, as applicable.

- 1 a Enter the California Revenue and Taxation Code (R&TC) Section under which exemption is claimed 23701d. See General Information C.
- b Primary activity of organization: Charitable
- 2 a What is the form of the organization? Incorporated Unincorporated association Trust
Date organized _____
- b If incorporated, furnish the following information:
(1) Date incorporated 4/20/01 (3) Date qualified in California 4/20/01
(2) If incorporated in another state, identify the state _____ (4) California corporation number 2342284
- 3 a Has this organization or its predecessor(s) previously applied for exemption? Yes No
- b If "Yes," check the appropriate box(es) below and enter either "Granted" or "Denied." Also enter the date the exemption was "Granted" or "Denied" after the box(es) checked:
 California _____ Date _____ Federal _____ Date _____ Other State _____ Date _____
- c Enter the R&TC Section number under which the organization previously filed with the Franchise Tax Board (FTB) _____
Furnish copies of any determination letters received.
- 4 a Has the organization filed federal income tax returns? Yes No
- b If "Yes," state type of returns and years filed. _____
- 5 Annual accounting period (must end on last day of the month). December 31

Attach check or money order here.

- 6 a Is this a new organization? If "No," attach a statement indicating the name of the predecessor(s), the period during which it was in existence, the reasons for its termination, and the R&TC Section number under which it previously filed with the FTB Yes No
- b Is this a membership organization? If "Yes," attach a statement that fully explains the qualifications for members, the different classes of membership, the number of members in each class, and the voting rights and privileges accorded each class Yes No
- c Has the organization made, or are there plans to make, any distribution of its property or surplus to officers or members? If "Yes," attach a detailed statement Yes No
- d Will any of the incorporators share any facilities with the organization? If "Yes," attach a detailed explanation See Stmt. 1 Yes No
- e Will any property be rented, purchased, or transferred in any way from any of the incorporators? If "Yes," attach a detailed explanation Yes No
- f Will any promoter, incorporator, founder, or member be employed by the organization? If "Yes," furnish complete details, including duties, responsibilities, qualifications, and compensation See Stmt 2 Yes No
- g Will any member of the board of directors be compensated for services other than services performed as a board member, e.g., officer, and/or employee? If "Yes," furnish the name(s) of the director(s), and the amount(s) of compensation for each. Also list the names of the other directors, indicating their blood or marriage relationship, if any, to the compensated director(s) Yes No
- h Does the organization plan to conduct raffles? If so, attach a statement describing how they will be conducted Yes No

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>
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<input type="checkbox"/>	<input checked="" type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>

Continue to Item 7.

Be sure to include the \$25 application fee. Make the check or money order payable to the Franchise Tax Board. Do not send cash. Allow 90 calendar days for processing.

Under penalties of perjury, I declare that I have examined this application, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

11/20/01 s/ Michael E. Marks director

DATE SIGNATURE OF OFFICER OR REPRESENTATIVE TITLE

7 TO ENSURE THAT THE FTB WILL PROCESS YOUR EXEMPTION APPLICATION, ATTACH THE FOLLOWING INFORMATION TO YOUR APPLICATION.

- a A copy of the creating document. The type of document to be submitted depends upon the way in which the organization was created. If the organization is:
- A California corporation, submit a copy of the endorsed articles of incorporation and all subsequent endorsed amendments. "Endorsed" means the articles bear the stamps of the Secretary of State. See Stmt 6
 - A foreign corporation that is qualified through the SOS in California, submit a copy of the endorsed articles of incorporation and all subsequent endorsed amendments from the state or country in which incorporated. "Endorsed" means the articles bear the stamps of the Secretary of State.
 - An unincorporated association, submit either: a copy of the constitution, articles of association, bylaws, or other document that contains the language required as shown in the samples on page 6 AND which is signed by the board of directors or other governing body.
 - A trust, submit a copy of the trust document and any subsequent modifications to it.
- b A copy of the bylaws, proposed bylaws, or other code of regulations. See Stmt 7
- c Financial documents. The documents to be provided depend upon whether the organization has been operating or has not yet started to operate. If the organization has:
1. Been operating, furnish complete statements of receipts and expenditures, assets and liabilities for each accounting period that it has been in existence and for which exemption is requested. See the Receipts and Expense Statement on Side 6 of this form. Do not send bank statements or monthly reports. However, bank statements or monthly reports should be retained as support for items on the income and expense statement.
 2. Been operating but has not had any financial activity, provide information substantiating operations during the years for which you are requesting exemption. Example, minutes from meetings of board of directors.
 3. Not yet started to operate, furnish a proposed budget showing the sources of income and areas of expenditures for the first year of operation. The budget is required before the FTB will process the application and should be based upon the most reasonable expectations. Refer to the Receipts and Expense Statement on Side 6 of this form. See Page 6 of this form.
- d A statement describing the specific purposes for which the organization was formed. A general nonprofit purpose statement will not be acceptable, and do not quote the articles of incorporation or bylaws. See Stmt 3
- e A statement describing in detail the programs and activities that the organization presently conducts or will conduct and how it will accomplish its specific purposes. See Stmt 3
- f A statement describing in detail each type or source of funding, each fund-raising activity, and each business enterprise the organization has engaged in or plans to engage in either alone or with other parties (accompanied by copies of all agreements, if any, for the conduct of each fund-raising activity or business enterprise). See Stmt 4
- g A statement that fully explains any discontinued specific activities that the organization engaged in or sponsored. Give dates of commencement and termination and the reasons for discontinuance. (Omit if this is a new organization.) n/a
- h A copy of each lease, if any, in which the organization is the lessee or lessor of property (real, personal, gas, oil, or mineral), or in which an interest is owned under such lease, together with copies of all agreements with other parties for development of the property. n/a
- i Samples of any literature that the organization sells or distributes and samples of any organizational advertising.

n/a

Each item listed below refers to a separate California Revenue and Taxation Code (R&TC) Section. Select the appropriate section under which your organization claims exemption and provide the requested information.

- 6 R&TC Section 23701a — Labor, agricultural, or horticultural organization: Submit an explanation of any services to be performed for members. Cooperative organizations applying for exemption under R&TC Section 23701a must submit a copy of the federal exemption letter showing exemption under IRC Section 501(c)(5).
- 9 R&TC Section 23701b — Fraternal beneficiary societies, etc.:
- a State whether the organization operates, or plans to operate, under the lodge system or for the exclusive benefit of the members of a lodge system. Operating under the lodge system means carrying on activities under a form of organization that comprises local branches (called lodges, chapters, or the like) that are largely self-governing and chartered by a parent organization.
 - b If the organization is a subordinate or local lodge, etc., attach a certificate signed by the secretary of the parent organization certifying that the subordinate lodge is a duly constituted body operating under the jurisdiction of the parent body.
 - c If the organization is a parent or grand lodge, attach a statement showing the number of subordinate lodges in active operation and whether periodic meetings are actually held.
 - d Attach a statement describing the types of benefits (life, sick, accident, or other benefits) paid, or to be paid, to members.
- 10 R&TC Section 23701c — Cemetery company or corporation chartered solely for burial purposes:
- a Attach these statements and/or documents:
 - (1) Complete copy of the sales contract or other document involved in the organization's acquisition of cemetery property.
 - (2) Complete copy of any contract designating an agent to sell the cemetery plots.
 - (3) Name(s) of officer(s) and director(s) of your organization from the date of incorporation to the present date, and the period for which each held office.
 - (4) Appraised value of cemetery property as of the date acquired (the appraisal should be obtained from sources other than the parties in interest).
 - b Does the organization have or plan to have a perpetual care fund? Yes No
If "Yes," furnish a copy of the federal exemption letter, a copy of the fund agreement, and a statement explaining the nature of such fund (cash, securities, unspoiled land, etc.). Also attach a statement that fully explains the manner in which the fund is or will be administered, the specific purposes for which the fund is to be used, and the name(s) of the person(s) administering the fund.
 - c Does the organization operate a crematorium? Yes No

11 R&TC Section 23701d — Religious, charitable, scientific, literary, or educational organization: Attach a statement explaining all "Yes" answers in item 11a through item 11d.

- a Has the organization received, or does it expect to receive, 10% or more of its assets from any organization or group of affiliated organizations (affiliated through stockholding, common ownership, or otherwise), any individual, or members of a family group (brother or sister whether whole or half blood, spouse, ancestor, or lineal descendant)?
- b Is the organization now, has it ever been, or does it plan to be engaged in carrying on propaganda, or otherwise advocating or opposing pending or proposed legislation (this includes dissemination of such information to the general public while representing the organization)?
- c Has the organization participated in, or does it plan to participate or intervene in, any political campaign (including the publishing or distributing of statements) on behalf of, or in opposition to, any candidate for public office?
- d Does the organization hold, or plan to hold, 10% or more of any class of stock or 10% or more of the total combined voting power of stock in any corporation?
- e If claiming exemption as a church, attach a statement including the information requested in item (1) through item (8) below: n/a
 - (1) Has a permanent place of worship been established? At what address? Who is the legal owner of this property? Describe the physical characteristics of your church buildings. Explain to what extent these buildings are used for purposes other than religious worship.
 - (2) Does the organization have a regular congregation or conduct religious services on a regular basis? How many usually attend the regular worship services? Attach samples of worship service programs and newspaper announcements of your activities. Where and how often are religious services held?
 - (3) Furnish information regarding the religious background and formal religious training of the religious leaders. Furnish a copy of each religious leader's certificate of ordination.
 - (4) What amount of the annual gross income will be received from incorporators, ministers, officers, directors, or their families?
 - (5) What amount of the organization's proposed expenditures will be used for the personal living expenses of the individuals mentioned in item (4) above?
 - (6) How many hours per week will the religious or spiritual leader(s) devote to organizational activities? Will this person(s) engage in employment unrelated to the activities of the organization? If so, indicate the number of hours per week and describe the employment activity.
 - (7) List all the officers, directors, trustees, etc., of the organization and describe their qualifications for such office. Are any of the officers or directors related by blood or marriage? If "Yes," explain.
 - (8) Will any founder, member, or officer:
 - (a) Take a vow of poverty?
 - (b) Transfer personal assets to this organization, like a home, automobile, furnishings, business, or recreational assets, etc., that will be made available for the personal use of the donor(s)?
 - (c) Assign or donate to the organization income that will be used in part or whole to pay the donor(s) as salary, stipend, or living allowance (such as food, medical expenses, clothing, insurance, etc.)?

Yes	No
	X
	X
	X
	X

12 R&TC Section 23701e — Business league, chamber of commerce, etc.: Has the organization performed, or does it plan to perform, particular services for members, shareholders, or others, such as furnishing credit reports or collection accounts, inspecting products, conducting advertising, purchasing merchandise, or other similar undertakings? Yes No If "Yes," attach a detailed statement, including income realized and expenses incurred in such activities. If engaged in advertising, attach samples of material.

13 R&TC Section 23701f — Civic leagues, social welfare organizations, and local associations of employees:

- a If you are applying as a civic league or social welfare organization, you must attach a statement explaining how you will promote the common good or welfare of an entire community.
- b If you are applying as a local association of employees, attach a statement giving the names and addresses of employers that have employees who are eligible for membership in the association. If an employer has employees (who are eligible for membership) located in more than one plant or office, give the address of each plant or office.

14 R&TC Section 23701g — Social and recreational organization:

- a Has the organization solicited, or does it plan to solicit, public patronage of the facilities by advertisement or otherwise? If "Yes," attach sample copies of such advertisements or other solicitations
- b Are nonmembers, other than bona fide guests of members, permitted, or will they be permitted, to use the club facilities or participate in or attend any functions or activities conducted by the organization? If "Yes," attach a statement describing the functions or activities in which nonmembers have participated or will participate, or to which they have been or will be admitted. If nonmembers have participated in or have been admitted to any functions or activities, state the amount received from nonmembers. Provide a schedule in the statement detailing the expenses attributable to such nonmembers, the expenses attributable to such functions, and the disposition made of net profits, if any, derived from the functions
- c Has the organization rented or leased, or does it plan to rent or lease, any part of the club's property to others? If "Yes," attach a statement indicating the reason for such action, or proposed action, and the amount received, or to be received. Also attach copies of the rental agreements or leases
- d Has the organization derived or will it derive any income from nonmembers not explained above? If "Yes," explain in detail
- e Furnish a statement separating the member and nonmember income for the past three years and a proposed budget separating member and nonmember income for the next period of operation.
- f Enter the total number of club members: . If there are different classes of membership, attach a statement explaining the dues and privileges of each class.
- g Provide copies of:
 - (1) House rules;
 - (2) All other documents used in considering or granting memberships, including agreements or contracts, if any; and
 - (3) Copies of corporate resolutions demonstrating adoption of policy or change of policy regarding membership or use of facilities.

Yes	No

15 R&TC Section 23701h — Title holding corporation:

- a Attach a statement giving the complete names and addresses of organizations for which title to property is held, the number of shares of capital stock held and whether shares of stock have ever been held by persons other than such organizations. If stock was so held, include the years held and the total number of shares of each class of stock.

Note: R&TC Section 23701h requires turning over net income to a parent organization periodically. Organizations with members, incorporating as a nonprofit corporation under the California Corporations Code, are precluded from exempt status under R&TC Section 23701h. Section 5410 and Section 7411 of the California Corporations Code prohibit any distribution to members of nonprofit public benefit corporations or nonprofit mutual benefit corporations unless the organization dissolves.

Organizations seeking exemption under R&TC Section 23701h that have members must incorporate under the for profit provision of the California Corporations Code.

- b State whether the annual income (less expenses) is, or will be, turned over to the organization for which title to property is held. Explain what disposition will be made of income that will not be turned over to the organization.
- c Attach a copy of an exemption letter (federal or California) for each organization for which property will be held. If property will be held for organization(s) located in California, you must furnish a California exemption letter.

16 R&TC Section 23701i — Voluntary employees' beneficiary organization: Furnish a copy of the federal determination letter showing exemption under IRC Section 501(c)(9).

17 R&TC Section 23701j — Fraternal society, etc.:

- a State whether the organization operates, or plans to operate, under the lodge system or for the exclusive benefit of the members of a lodge system. Operating under the lodge system means carrying on activities under a form of organization that comprises local branches (called lodges, chapters, or the like) that are largely self-governing and chartered by a parent organization.
- b If the organization is a subordinate or local lodge, etc., attach a certificate signed by the secretary of the parent organization certifying that the subordinate lodge is a duly constituted body operating under the jurisdiction of the parent body.
- c If the organization is a parent or grand lodge, attach a statement showing the number of subordinate lodges in active operation and whether periodic meetings are actually held.

18 R&TC Section 23701k — Supplemental unemployment compensation trust: Attach a copy of the supplemental unemployment benefit plan and pertinent agreements and a copy of the federal determination letter.

19 R&TC Section 23701l — Homeowners' association:

- a Furnish a copy of the recorded Declaration of Covenants, Conditions, and Restrictions.
- b Will any of the individual units/lots owned by the organization or its members be occupied for other than personal residential purposes?
 Yes No If "Yes," provide the following information:
(1) What percentage of the units/lots will be used for nonresidential purposes? _____
(2) If the organization claims exemption as a condominium management association, enter square footage of all units and square footage devoted to residential purposes. All units _____ Residential _____
(3) If the organization claims exemption as a residential real estate management association, enter the local real property zoning for lots within the association. Total number of lots _____ Number of lots zoned residential _____
(4) What percentage of the organization's total gross income will be derived from dues, fees, or assessments from nonresidential members? _____
- c Will this organization own, maintain, or operate a mutual water company, well, electrical generating facility, or other utility? Yes No
If "Yes," describe in detail and answer these questions:
(1) Are the members/shareholders: the actual users of the utility or simply investors?
(2) Is this organization furnishing utilities to (check applicable box(es)): residential homes, commercial businesses (including agricultural enterprises)? If both, indicate what percent of this organization's total income will be derived from sale of utilities for nonresidential usage _____
(3) How are members/shareholders assessed for utilities usage? Are they assessed equally or on the basis of square footage/acreage?
(4) Are meters utilized to determine charges to members/stockholders? Yes No
If "Yes," provide a detailed breakdown on how rates are determined.
- d Will any of the units/lots be rented by a person, or series of persons, for periods of less than 30 days that, when added together, equal more than half of the association's taxable year? Yes No If "Yes," what percentage of the units/lots are rented in this manner? _____
- e What date was the first unit sold, or when will the first unit be available for sale? _____
- f What date did the association become active? _____ Provide details of these activities.

g When were (will) dues first collected? month _____ day _____ year _____

20 R&TC Section 23701u — Public facility financial corporation:

- a Attach samples of all certificates of participation or other securities to be issued
- b Attach copies of all leases, contracts, trust agreements, or other agreements that have been, or will be, entered into by this corporation.

21 R&TC Section 23701v — Mobile home park acquisition association:

- a Are all members of the organization owners of manufactured homes or mobile home tenants of the mobile home park? Yes No
If "No," explain the circumstances under which other individuals can become members of the organization.
- b Describe the mobile home park in which owner/tenant members reside.
- c Are all lots within the park rented or leased to mobile home or manufactured home owners? Yes No If "No," explain.
- d Does the rent paid by each owner include rental for the lot occupied by the mobile home or manufactured home? Yes No If "No," explain.
- e Will the organization carry on activities other than purchasing or preparing to purchase the mobile home park in which members reside?
 Yes No If "Yes," describe in detail the other activities and indicate the percentage of total operations represented by such activities.

22 R&TC Section 23701w — War Veterans' organization:

To be completed by a post or organization of past or present members of the Armed Forces of the United States.

- a What is the total membership of your post or organization? _____
- b How many of your members are present or former members of the Armed Forces of the United States? _____
- c How many members are cadets (include students in college, university, or armed services academies)? _____ How many are spouses, widows, or widowers of cadets, past or present members of the Armed Forces of the United States? _____
- d Do you have a membership category other than the ones set out above? Yes No If "Yes," please explain in detail and enter the number of members in this category.

To be completed by an auxiliary unit or society of a post or organization of past or present members of the Armed Forces of the United States.

- e Are you affiliated with and organized according to the bylaws, and regulations formulated by such an exempt post or organization? Yes No
- f How many members do you have? _____
- g How many members are past or present members of the Armed Forces of the United States, or have spouses or persons related to them within two degrees of blood relationship (grandparents, brothers, sisters, and grandchildren are the most distant relationships allowable) that are past or present members of the Armed Forces of the United States (enter total)? _____
- h Are all of the members themselves members of a post or organization, past or present members of the Armed Forces of the United States, or spouses of members of such a post or organization, or related to members of such a post or organization within two degrees of blood relationship? Yes No If "No," explain in detail.

23 R&TC Section 23701x — Title holding organization:

- a Attach a statement giving the complete names and addresses of organizations or trusts for which title to property is being held, and the number of shares of capital stock held by each entity.
- b State whether the annual income (less expenses) is, or will be, turned over to the organizations for which title to property is held. Explain what disposition will be made of the income that is not or, will not be, turned over to the organizations.
- c Furnish a copy of a federal determination letter for each organization or trust for which property is, or will be, held.
- d For those organizations or trusts for which property is, or will be, held and which do not have a federal determination letter, provide detailed information to show that each shareholder is:
- (1) A governmental plan described in IRC Section 414(d); or
 - (2) The United States, any state or political subdivision thereof, or any agency or instrumentality of the foregoing.
- e State the total number of stockholders or beneficiaries.
- f Describe in detail each class of stock or beneficial interest.

Note: R&TC Section 23701x requires turning over net income to specified parent organizations periodically. Organizations with members incorporating as a nonprofit corporation under the California Corporations Code are precluded from exempt status under that section. Section 5410 and Section 7411 of the California Corporations Code prohibit any distribution to members of nonprofit public benefit corporations or nonprofit mutual benefit corporations unless the organization dissolves.

Organizations seeking exemption under R&TC Section 23701x that have members must incorporate under the for profit provision of the California Corporations Code.

24 R&TC Section 23701y — Credit Unions:

- a Provide a copy of your license to operate a credit union.
- b What is the total number of members of your organization? _____

25 R&TC Section 23701z — Self-insurance pools for charitable organizations:

- a Provide a list of names, California corporation numbers, and federal employer identification numbers (FEINs) for all participants in the pool.
- b Describe in detail the activities of each participating corporation.
- c Furnish a copy of the latest federal determination letter showing exemption under IRC Section 501 for each participating corporation.
- d Describe in detail all insurance services to be provided to members of the pool.

Receipts and Expense Statement

Complete information is required to adequately respond to Item 7c on Side 2. The statement below represents the basic financial details necessary to complete your request for exemption. You may substitute your own receipts and expenditure statement, or statements, but the details **must** be complete as indicated in this statement. Failure to provide complete financial information may result in denial of the exemption application.

- For each year exempt status is requested, provide the financial information represented in the statement below.
- If you have had financial activities for less than one year, provide a financial statement for the period of activities, and a projected budget for the entire first year.
- If this is your first year of operation, and/or you have no prior financial activity, provide a proposed budget for the entire first year of operation. The proposed budget should be based on your most reasonable expectations.

Calendar or Fiscal Year Ending

RECEIPTS	Current year	3 preceding years for each year in existence			Total
	2001				
Gifts					
Grants					
Contributions received	2,000,000				2,000,000 00
Fund raising					
Membership income					
Nonmembership income (R&TC Section 23701g)					
Membership dues and assessments (R&TC Section 23701i)					
Other business income					
Gross investment income	60,000				60,000 00
Gross royalty income					
Gross rental income					
Gross receipts from admissions					
Gross receipts from commissions					
Gross receipts from sale of merchandise					
Gross receipts from services provided					
Gross receipts from furnishing of facilities					
Gain or loss from sale of capital assets					
Other income (attach sheet itemizing each type)					
TOTAL RECEIPTS	2,060,000				2,060,000 00
EXPENSES					
Fund raising					
Contributions, gifts, grants, and similar amounts paid	2,000,000				2,000,000 00
Disbursements to or for member benefit					
Compensation of officers					
Compensation of directors					
Compensation of trustees					
Rental income					
Other salaries and wages					
Occupancy (rents)					
Other (including all operational and administrative expenses — attach sheet) See Stmt. 5	1,200				1,200 00
TOTAL RECEIPTS	2,001,200 00				2,001,200 00
Excess of receipts over expenses	58,800 00				58,800 00

Statement 1

The incorporators of Flextronics Foundation are executives of Flextronics International Ltd. (FI.), a Singapore corporation with U.S. subsidiaries. Flextronics International USA, Inc., a U.S. subsidiary of FI., donates office space and employees to Flextronics Foundation for its operations.

Statement 2

Michael Marks, Chief Executive Officer of Flextronics International, and Robert R.B. Dykes, Chief Financial Officer of Flextronics International, will serve on the Board of Directors of Flextronics Foundation. Mr. Marks and Mr. Dykes will receive no compensation for their services as directors.

Statement 3

Flextronics Foundation is established under IRC Sec. 501(c)(3) and is a private foundation described under IRC Sec. 509(a). Flextronics Foundation operates exclusively to further charitable, educational, artistic, and scientific purposes. In particular, Flextronics Foundation will make grant, contribution, and donation to other entities whose purposes are to further charitable, educational, artistic, and scientific purposes, including initiatives that further health and welfare programs, education, public works, economic development, and public safety.

Flextronics Foundation will focus its contributions on 501(c)(3) entities that qualify as public charities or private operating foundations. For those grant recipients that are not public charities or private operating foundations, Flextronics Foundation will exercise expenditure responsibility to ensure that funds are being used to further charitable and other exempt purposes. For any contributions being made to organizations abroad, Flextronics Foundation will have discretion and control over the use of the funds. Applicant organizations based in a foreign country or not recognized as tax-exempt under IRC Sec. 501(c)(3) will provide a detailed description of their intended use of grant funds. Once funds are disbursed, Flextronics Foundation will require grant recipient to provide a detailed report of how the funds are used. These steps are designed to ensure that the funds are being used appropriately and in furtherance of the foundation's exempt purposes. Flextronics Foundation will not accept donations that are earmarked for a particular foreign organization or individual.

Statement 4

Sources of financial support for Flextronics Foundation will be as follows: contributions from Flextronics International, from Flextronics's group of affiliated organizations, from employees of Flextronics International and its group of affiliated organizations, and investment income.

Statement 5

Payment of excise tax on investment income per year: $60,000 \times 2\% = 1,200$

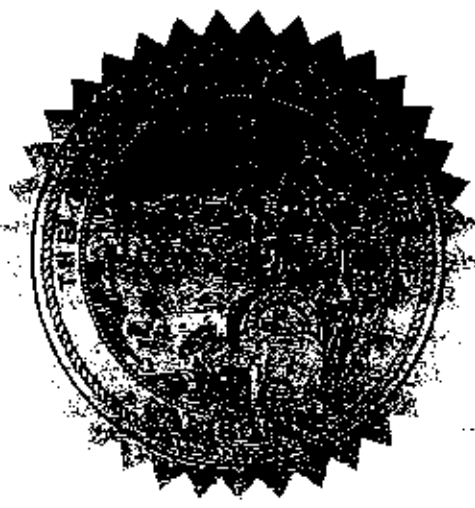


SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



MAY - 4 2001

Bill Jones

Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

APR 20 2001

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION

I

The name of this corporation is Flextronics Foundation

II

- A. This corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.
- B. The specific purpose of this corporation is to any lawful charitable purpose, specifically to accomplish a wide variety of charitable, scientific, and educational services and assistance for the public at large.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Name: Robert R.B. Dykes
Address: 10345 Tula Lane, Cupertino, California 95014

IV

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

Dated: April 3, 2001

s/ Robert R.B. Dykes
Robert R.B. Dykes, Incorporator



**BYLAWS
OF
FLEXTRONICS FOUNDATION**

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Santa Clara County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named, and such changes of address shall not be deemed an amendment of these Bylaws:

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be any lawful charitable purpose.

**ARTICLE 3
DIRECTORS**

SECTION 1. NUMBER

The corporation shall have two (2) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid lawful and allowed expenses. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

~~Notwithstanding any other provision of these Bylaws, not more than forty-nine percent~~

(49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all directors participating in such meeting can hear one another.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held on the first Friday of May at 10:00 a.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

If this corporation makes no provision for members, then, at the annual meeting of directors, directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the board, the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

~~Regular meetings of the board may be held without notice. Special meetings of the board~~

shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order

or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

If this corporation has any members, then, if the corporation has less than fifty (50) members, directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

If this corporation has no members, directors may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. If this corporation has members, however, vacancies created by the removal of a director may be filled only by the approval of the members. The members, if any, of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

~~If such person either settles any such claim or sustains a judgment against him or her, then~~

indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to

the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of

committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the board or the members thereof.

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments,

however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal

year;

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation has members, then, if this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(1) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit

Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 8 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the January 1 and end on December 31 in each year.

ARTICLE 9 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

(b) By approval of the members, if any, of this corporation.

ARTICLE 10 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

~~Before any members have been admitted to the corporation, any amendment of the Articles~~

of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 11

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE 12 **MEMBERS**

SECTION 1. DETERMINATION OF MEMBERS

This corporation makes no provision for members, therefore, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would ~~otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation,~~

require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of Flextronics Foundation, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws,, as the Bylaws of this corporation.

Dated: _____

s/ Michael Marks
Michael Marks, Director

s/ Robert R.B. Dykes
Robert R.B. Dykes, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: _____

s/ Robert R.B. Dykes
Robert R.B. Dykes, Secretary

AGENT'S STATEMENT

This application was prepared by the undersigned or under their direction. The facts stated herein were obtained from Flextronics Foundation's records and other sources considered to be reliable, and are believed to be true and correct.

Preparer's Signature s/ Daniel G. Dutro

Social Security Number XXX-XX-XXXX

Date: 11/7/01

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