

# Form 1023 Checklist

(Revised December 2013)

## Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

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**Note.** Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

**Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.**

- Assemble the application and materials in this order:
  - Form 1023 Checklist
  - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
  - Form 8821, *Tax Information Authorization* (if filing)
  - Expedite request (if requesting)
  - Application (Form 1023 and Schedules A through H, as required)
  - Articles of organization
  - Amendments to articles of organization in chronological order
  - Bylaws or other rules of operation and amendments
  - Documentation of nondiscriminatory policy for schools, as required by Schedule B
  - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
  - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
  
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
  
- Employer Identification Number (EIN)
  
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
  - You must provide specific details about your past, present, and planned activities.
  - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
  - Describe your purposes and proposed activities in specific easily understood terms.
  - Financial information should correspond with proposed activities.
  
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.

Schedule A	Yes ___	No <input checked="" type="checkbox"/>	Schedule E	Yes ___	No <input checked="" type="checkbox"/>
Schedule B	Yes ___	No <input checked="" type="checkbox"/>	Schedule F	Yes ___	No <input checked="" type="checkbox"/>
Schedule C	Yes ___	No <input checked="" type="checkbox"/>	Schedule G	Yes ___	No <input checked="" type="checkbox"/>
Schedule D	Yes ___	No <input checked="" type="checkbox"/>	Schedule H	Yes <input checked="" type="checkbox"/>	No ___

- An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
  - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Page 1, Article 2
  - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Page 2, Article 4.
- Signature of an officer, director, trustee, or other official who is authorized to sign the application.
  - Signature at Part XI of Form 1023.
- Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service  
P.O. Box 192  
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service  
201 West Rivercenter Blvd.  
Attn: Extracting Stop 312  
Covington, KY 41011

**Power of Attorney  
 and Declaration of Representative**

OMB No. 1545-0150  
 For IRS Use Only  
 Received by: \_\_\_\_\_  
 Name \_\_\_\_\_  
 Telephone \_\_\_\_\_  
 Function \_\_\_\_\_  
 Date / /

▶ Information about Form 2848 and its instructions is at [www.irs.gov/form2848](http://www.irs.gov/form2848).

**Part I Power of Attorney**

**Caution:** A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

**1 Taxpayer information.** Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address <b>LLVM Foundation</b> <b>16425 W. La Chiquita Ave</b> <b>Los Gatos, CA 95032-4612</b>		Taxpayer identification number(s) <b>47-1136085</b>	
Daytime telephone number <b>(408) 547-7502</b>		Plan number (if applicable)	

hereby appoints the following representative(s) as attorney(s)-in-fact:

**2 Representative(s) must sign and date this form on page 2, Part II.**

Name and address <b>Ingrid Mittermaier</b> <b>235 Montgomery Street, Suite 1220</b> <b>San Francisco, CA 94104</b> Check if to be sent copies of notices and communications <input checked="" type="checkbox"/>	CAF No. <b>9006-13523R</b> PTIN <b>P01444999</b> Telephone No. <b>(415) 421-7555</b> Fax No. <b>(415) 421-0712</b> Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address <b>Martha B. Lackritz</b> <b>235 Montgomery Street, Suite 1220</b> <b>San Francisco, CA 94104</b> Check if to be sent copies of notices and communications <input checked="" type="checkbox"/>	CAF No. <b>0309-70187R</b> PTIN <b>P01585990</b> Telephone No. <b>(415) 421-7555</b> Fax No. <b>(415) 421-0712</b> Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address <b>Jorge Lopez</b> <b>235 Montgomery Street, Suite 1220</b> <b>San Francisco, CA 94104</b> (Note. IRS sends notices and communications to only two representatives.)	CAF No. <b>0310-42845R</b> PTIN <b>P01618359</b> Telephone No. <b>(415) 421-7555</b> Fax No. <b>(415) 421-0712</b> Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address  (Note. IRS sends notices and communications to only two representatives.)	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

**3 Acts authorized (you are required to complete this line 3).** With the exception of the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts that I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 5000A Shared Responsibility Payment, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions)
<b>Application for Recognition of Exemption - Income Tax</b>	<b>1023</b>	<b>2014-2016</b>

**4 Specific use not recorded on Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Use Not Recorded on CAF**

**5a Additional acts authorized.** In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information):

Authorize disclosure to third parties;  Substitute or add representative(s);  Sign a return; \_\_\_\_\_

Other acts authorized: \_\_\_\_\_

**b Specific acts not authorized.** My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.  
 List any specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b): \_\_\_\_\_

**6 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here   
**YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

**7 Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.  
**▶ IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.**

Signature: *Tanya Lattner* Date: 6/30/15 Title (if applicable): President  
 Print Name: Tanya Lattner Print name of taxpayer from line 1 if other than individual: LLVM Foundation

**Part II Declaration of Representative**

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice before the Internal Revenue Service;
  - I am subject to regulations contained in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
  - I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
  - I am one of the following:
    - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
    - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
    - c Enrolled Agent—enrolled as an agent by the Internal Revenue Service per the requirements of Circular 230.
    - d Officer—a bona fide officer of the taxpayer organization.
    - e Full-Time Employee—a full-time employee of the taxpayer.
    - f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
    - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
    - h Unenrolled Return Preparer—Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have prepared and signed the return. See Notice 2011-6 and *Special rules for registered tax return preparers and unenrolled return preparers* in the instructions (PTIN required for designation h).
    - i Registered Tax Return Preparer—registered as a tax return preparer under the requirements of section 10.4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have prepared and signed the return. See Notice 2011-6 and *Special rules for registered tax return preparers and unenrolled return preparers* in the instructions (PTIN required for designation i).
    - k Student Attorney or CPA—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student working in an LITC or STCP. See instructions for Part II for additional information and requirements.
    - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).
- ▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2. See the instructions for Part II.**

**Note:** For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation— Insert above letter (a-r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable). See instructions for Part II for more information.	Signature	Date
a	CA	172665	<i>[Signature]</i>	7/1/2015
a	CA	271358	<i>[Signature]</i>	7/1/15
a	CA	281523	<i>[Signature]</i>	7/1/15

**Application for Recognition of Exemption  
 Under Section 501(c)(3) of the Internal Revenue Code**

▶ (Use with the June 2006 revision of the Instructions for Form 1023 and the current Notice 1382)

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<b>1</b> Full name of organization (exactly as it appears in your <b>organizing document</b> )		<b>2</b> c/o Name (if applicable)	
<b>LLVM Foundation</b>			
<b>3</b> Mailing address (Number and street) (see instructions)		Room/Suite	<b>4</b> Employer Identification Number (EIN)
<b>16425 W. La Chiquita Avenue</b>			<b>47-1136085</b>
City or town, state or country, and ZIP + 4			<b>5</b> Month the annual accounting period ends (01 - 12)
<b>Los Gatos, CA 95032-4612</b>			<b>12</b>
<b>6</b> Primary contact (officer, director, trustee, or <b>authorized representative</b> )		<b>b</b> Phone: <b>(408) 547-7502</b>	
<b>a</b> Name: <b>Tanya Lattner</b>		<b>c</b> Fax: (optional)	
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>	
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
<b>9a</b> Organization's website: <b>None at this time.</b>			
<b>b</b> Organization's email: (optional)			
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation.		(MM/DD/YYYY) <b>05/05/2014</b>	
<b>12</b> Were you formed under the laws of a <b>foreign country</b> ? If "Yes," state the country.		<input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>	

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification.  **Yes**  **No**
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application.  **Yes**  **No**
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.  **Yes**  **No**
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.  **Yes**  **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust.  **Yes**  **No**
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected.  **Yes**  **No**

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language.  
Location of Purpose Clause (Page, Article, and Paragraph): **Page 1, Article II, Paragraph B**
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Page 2, Article IV**
- c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
<b>Tanya Lattner</b>	<b>Director, President, COO</b>	<b>16425 W. La Chiquita Ave Los Gatos, CA 95032</b>	<b>\$52,000</b>
<b>See Supplemental Response for names of additional directors and officers.</b>			
<b>(None of the other directors or officers are compensated, and the address is the same.)</b>			

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

**b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
<b>None.</b>			

**c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
<b>None.</b>			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

**2a** Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship.  **Yes**  **No** **See Supplemental Response.**

**b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees.  **Yes**  **No**

**c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship.  **Yes**  **No**

**3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

**b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement.  **Yes**  **No**

**4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

**a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy?  **Yes**  **No**

**b** Do you or will you approve compensation arrangements in advance of paying compensation?  **Yes**  **No**

**c** Do you or will you document in writing the date and terms of approved compensation arrangements?  **Yes**  **No**

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?  Yes  No
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source?  Yes  No
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.

- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.  Yes  No
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?  
**Note.** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No

- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases.  Yes  No
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.  Yes  No

- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.  Yes  No
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements. **See Supplemental Response.**
- d** Explain how the terms are or will be negotiated at **arm's length**.
- e** Explain how you determine you pay no more than **fair market value** or you are paid at least **fair market value**.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.

- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.  Yes  No



**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.  Yes  No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations.  Yes  No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.  Yes  No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.  Yes  No **See Supplemental Response.**

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G.  Yes  No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.  Yes  No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain.  Yes  No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a.  Yes  No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.  Yes  No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data.  Yes  No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements.  Yes  No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

**Part VIII Your Specific Activities (Continued)**

- 4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.)  **Yes**  **No**
- |   |   |
|---|---|
| <input checked="" type="checkbox"/> mail solicitations              | <input checked="" type="checkbox"/> phone solicitations                                   |
| <input checked="" type="checkbox"/> email solicitations             | <input checked="" type="checkbox"/> accept donations on your website                      |
| <input checked="" type="checkbox"/> personal solicitations          | <input checked="" type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input type="checkbox"/> government grant solicitations                                   |
| <input checked="" type="checkbox"/> foundation grant solicitations  | <input checked="" type="checkbox"/> Other   |

Attach a description of each fundraising program.

- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.  **Yes**  **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.  **Yes**  **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.  **Yes**  **No**

**5** Are you **affiliated** with a governmental unit? If "Yes," explain.  **Yes**  **No**

**6a** Do you or will you engage in **economic development**? If "Yes," describe your program.  **Yes**  **No**

**b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.  **Yes**  **No**

**7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.  **Yes**  **No**

**b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.  **Yes**  **No**

**c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

**8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.  **Yes**  **No**

**9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10.  **Yes**  **No**

**b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

**c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

**d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

**10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.  **Yes**  **No**  
**See Supplemental Response.**

**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.  **Yes**  **No**  
**See Supplemental Response.**
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a.  **Yes**  **No**
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a.  **Yes**  **No**
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.  **Yes**  **No**
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form.  **Yes**  **No**
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds; requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.  **Yes**  **No**  
**See Supplemental Responses.**
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.  **Yes**  **No**
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries.  **Yes**  **No**
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.  **Yes**  **No**
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.  **Yes**  **No**
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.  **Yes**  **No**  
**See Supplemental Responses.**

**Part VIII Your Specific Activities (Continued)**

- 15 Do you have a **close connection** with any organizations? If "Yes," explain.  Yes  No
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain.  Yes  No
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain.  Yes  No
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain.  Yes  No
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.  Yes  No
- 20 Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C.  Yes  No
- 21 Do you or will you provide **low-income housing** or housing for the **elderly or handicapped**? If "Yes," complete Schedule F.  Yes  No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H.  Yes  No
- Note.** Private foundations may use Schedule H to request advance approval of individual grant procedures.

**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From _____ To _____	(b) From _____ To _____	(c) From _____ To _____	(d) From _____ To _____	
<b>Revenues</b>	<b>1</b> Gifts, grants, and contributions received (do not include unusual grants)					
	<b>2</b> Membership fees received					
	<b>3</b> Gross investment income					
	<b>4</b> Net unrelated business income					
	<b>5</b> Taxes levied for your benefit					
	<b>6</b> Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)		<b>See attached Proposed Budget.</b>			
	<b>7</b> Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)					
	<b>8</b> Total of lines 1 through 7					
	<b>9</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)					
	<b>10</b> Total of lines 8 and 9					
	<b>11</b> Net gain or loss on sale of capital assets (attach schedule and see instructions)					
	<b>12</b> Unusual grants					
	<b>13</b> Total Revenue Add lines 10 through 12					
<b>Expenses</b>	<b>14</b> Fundraising expenses					
	<b>15</b> Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)					
	<b>16</b> Disbursements to or for the benefit of members (attach an itemized list)					
	<b>17</b> Compensation of officers, directors, and trustees					
	<b>18</b> Other salaries and wages					
	<b>19</b> Interest expense					
	<b>20</b> Occupancy (rent, utilities, etc.)					
	<b>21</b> Depreciation and depletion					
	<b>22</b> Professional fees					
	<b>23</b> Any expense not otherwise classified, such as program services (attach itemized list)					
	<b>24</b> Total Expenses Add lines 14 through 23					

**Part IX Financial Data (Continued)**

**B. Balance Sheet (for your most recently completed tax year)**

Year End: **12/31/14**

Assets		(Whole dollars)
<b>1</b>	Cash	<b>120,745</b>
<b>2</b>	Accounts receivable, net	
<b>3</b>	Inventories	
<b>4</b>	Bonds and notes receivable (attach an itemized list)	
<b>5</b>	Corporate stocks (attach an itemized list)	
<b>6</b>	Loans receivable (attach an itemized list)	
<b>7</b>	Other investments (attach an itemized list)	
<b>8</b>	Depreciable and depletable assets (attach an itemized list)	
<b>9</b>	Land	
<b>10</b>	Other assets (attach an itemized list)	
<b>11</b>	<b>Total Assets (add lines 1 through 10)</b>	<b>120,745</b>
Liabilities		
<b>12</b>	Accounts payable	
<b>13</b>	Contributions, gifts, grants, etc. payable	
<b>14</b>	Mortgages and notes payable (attach an itemized list)	
<b>15</b>	Other liabilities (attach an itemized list)	
<b>16</b>	<b>Total Liabilities (add lines 12 through 15)</b>	<b>0</b>
Fund Balances or Net Assets		
<b>17</b>	Total fund balances or net assets	
<b>18</b>	<b>Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)</b>	<b>0</b>
<b>19</b>	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**Part X Public Charity Status**

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1 a** Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions.  Yes  No
- b** As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2** Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI.  Yes  No
- 3** Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4.  Yes  No
- 4** Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation?  Yes  No
- 5** If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
- The organization is not a private foundation because it is:
- a** 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
  - b** 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.
  - c** 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
  - d** 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

**Part X Public Charity Status (Continued)**

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

**6** If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization

-----  
 (Signature of Officer, Director, Trustee, or other authorized official)

-----  
 (Type or print name of signer)

-----  
 (Date)

-----  
 (Type or print title or authority of signer)

For IRS Use Only

-----  
 IRS Director, Exempt Organizations

-----  
 (Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. \_\_\_\_\_
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

**7** Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.  Yes  No

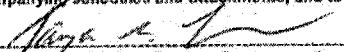
**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$850. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$400. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000?  Yes  No  
If "Yes," check the box on line 2 and enclose a user fee payment of \$400 (Subject to change—see above).  
If "No," check the box on line 3 and enclose a user fee payment of \$850 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$400 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$850 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here

  
(Signature of Officer, Director, Trustee, or other authorized official)

**Tanya Lattner**  
(Type or print name of signer)

**6/30/15**  
(Date)

**President**  
(Type or print title or authority of signer)

**Reminder: Send the completed Form 1023 Checklist with your filled-in application.**



**Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures****Section I** *Names of individual recipients are not required to be listed in Schedule H.*

**Public charities and private foundations complete lines 1a through 7 of this section. See the instructions to Part X if you are not sure whether you are a public charity or a private foundation.**

- 1 a** Describe the types of educational grants you provide to individuals, such as scholarships, fellowships, loans, etc.  
**b** Describe the purpose and amount of your scholarships, fellowships, and other educational grants and loans that you award.  
**c** If you award educational loans, explain the terms of the loans (interest rate, length, forgiveness, etc.).  
**d** Specify how your program is publicized.  
**e** Provide copies of any solicitation or announcement materials. **See Supplemental Response.**  
**f** Provide a sample copy of the application used.
- 2** Do you maintain case histories showing recipients of your scholarships, fellowships, educational loans, or other educational grants, including names, addresses, purposes of awards, amount of each grant, manner of selection, and relationship (if any) to officers, trustees, or donors of funds to you? If "No," refer to the instructions.  **Yes**  **No**
- 3** Describe the specific criteria you use to determine who is eligible for your program. (For example, eligibility selection criteria could consist of graduating high school students from a particular high school who will attend college, writers of scholarly works about American history, etc.) **See Supplemental Response.**
- 4 a** Describe the specific criteria you use to select recipients. (For example, specific selection criteria could consist of prior academic performance, financial need, etc.)  
**b** Describe how you determine the number of grants that will be made annually. **See Supplemental Response.**  
**c** Describe how you determine the amount of each of your grants.  
**d** Describe any requirement or condition that you impose on recipients to obtain, maintain, or qualify for renewal of a grant. (For example, specific requirements or conditions could consist of attendance at a four-year college, maintaining a certain grade point average, teaching in public school after graduation from college, etc.)
- 5** Describe your procedures for supervising the scholarships, fellowships, educational loans, or other educational grants. Describe whether you obtain reports and grade transcripts from recipients, or you pay grants directly to a school under an arrangement whereby the school will apply the grant funds only for enrolled students who are in good standing. Also, describe your procedures for taking action if the terms of the award are violated. **See Supplemental Response.**
- 6** Who is on the selection committee for the awards made under your program, including names of current committee members, criteria for committee membership, and the method of replacing committee members? **See Supplemental Response.**
- 7** Are relatives of members of the selection committee, or of your officers, directors, or **substantial contributors** eligible for awards made under your program? If "Yes," what measures are taken to ensure unbiased selections?  **Yes**  **No**
- Note.** If you are a private foundation, you are not permitted to provide educational grants to **disqualified persons**. Disqualified persons include your substantial contributors and foundation managers and certain family members of disqualified persons.

**Section II** **Private foundations complete lines 1a through 4f of this section. Public charities do not complete this section.**

- 1 a** If we determine that you are a private foundation, do you want this application to be  **Yes**  **No**  **N/A** considered as a request for advance approval of grant making procedures?  
**b** For which section(s) do you wish to be considered?  
 • 4945(g)(1)—Scholarship or fellowship grant to an individual for study at an educational institution   
 • 4945(g)(3)—Other grants, including loans, to an individual for travel, study, or other similar purposes, to enhance a particular skill of the grantee or to produce a specific product
- 2** Do you represent that you will (1) arrange to receive and review grantee reports annually and upon completion of the purpose for which the grant was awarded, (2) investigate diversions of funds from their intended purposes, and (3) take all reasonable and appropriate steps to recover diverted funds, ensure other grant funds held by a grantee are used for their intended purposes, and withhold further payments to grantees until you obtain grantees' assurances that future diversions will not occur and that grantees will take extraordinary precautions to prevent future diversions from occurring?  **Yes**  **No**
- 3** Do you represent that you will maintain all records relating to individual grants, including information obtained to evaluate grantees, identify whether a grantee is a disqualified person, establish the amount and purpose of each grant, and establish that you undertook the supervision and investigation of grants described in line 2?  **Yes**  **No**

**Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures (Continued)****Section II Private foundations complete lines 1a through 4f of this section. Public charities do not complete this section. (Continued)**

- 4a** Do you or will you award scholarships, fellowships, and educational loans to attend an educational institution based on the status of an individual being an *employee of a particular employer*? If "Yes," complete lines 4b through 4f.  Yes  No
- b** Will you comply with the seven conditions and either the percentage tests or facts and circumstances test for scholarships, fellowships, and educational loans to attend an educational institution as set forth in Revenue Procedures 76-47, 1976-2 C.B. 670, and 80-39, 1980-2 C.B. 772, which apply to inducement, selection committee, eligibility requirements, objective basis of selection, employment, course of study, and other objectives? (See lines 4c, 4d, and 4e, regarding the percentage tests.)  Yes  No
- c** Do you or will you provide scholarships, fellowships, or educational loans to attend an educational institution to employees of a particular employer?  Yes  No  N/A  
 If "Yes," will you award grants to 10% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39?  Yes  No
- d** Do you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer?  Yes  No  N/A  
 If "Yes," will you award grants to 25% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? If "No," go to line 4e.  Yes  No
- e** If you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer, will you award grants to 10% or fewer of the number of employees' children who can be shown to be eligible for grants (whether or not they submitted an application) in that year, as provided by Revenue Procedures 76-47 and 80-39?  Yes  No  N/A  
 If "Yes," describe how you will determine who can be shown to be eligible for grants without submitting an application, such as by obtaining written statements or other information about the expectations of employees' children to attend an educational institution. If "No," go to line 4f.
- Note.** Statistical or sampling techniques are not acceptable. See Revenue Procedure 85-51, 1985-2 C.B. 717, for additional information.
- f** If you provide scholarships, fellowships, or educational loans to attend an educational institution to *children of employees of a particular employer* without regard to either the 25% limitation described in line 4d, or the 10% limitation described in line 4e, will you award grants based on facts and circumstances that demonstrate that the grants will not be considered compensation for past, present, or future services or otherwise provide a significant benefit to the particular employer? If "Yes," describe the facts and circumstances that you believe will demonstrate that the grants are neither compensatory nor a significant benefit to the particular employer. In your explanation, describe why you cannot satisfy either the 25% test described in line 4d or the 10% test described in line 4e.  Yes  No

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CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION

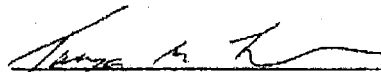
FILED *ppm*  
Secretary of State  
State of California  
MAY 26 2015 *emc*

Tanya Lattner and Chris Lattner certify that:

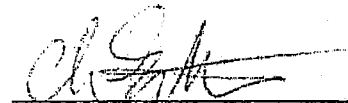
1. They are the President and the Secretary, respectively, of LLVM Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Amended and Restated Articles of Incorporation, which are incorporated by this reference as if set forth in full in this Certificate.
3. The foregoing amendment and restatement has been duly approved by this corporation's Board of Directors.
4. This corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our own knowledge.

DATED: May 22, 2015

  
\_\_\_\_\_  
Tanya Lattner, President

DATED: MAY 22, 2015

  
\_\_\_\_\_  
Chris Lattner, Secretary

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LLVM FOUNDATION

ARTICLE I

The name of this corporation is LLVM Foundation.

ARTICLE 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 charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code").

ARTICLE III

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

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ARTICLE IV

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 (if any) of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code.

LLVM Foundation  
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1234567890



LLVM Foundation  
EIN: 47-1136085



I hereby certify that the foregoing  
transcript of 3 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

MAY 29 2015 *Rpe*

Date: \_\_\_\_\_

*Alex Padilla*

ALEX PADILLA, Secretary of State

**LLVM Foundation**  
**EIN: 47-1136085**

**BYLAWS**  
**of**  
**LLVM FOUNDATION**

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**BYLAWS  
of  
LLVM FOUNDATION**

**ARTICLE I  
PRINCIPAL OFFICE**

The principal office of this corporation shall be located in the county of Santa Clara, California.

**ARTICLE II  
MEMBERSHIP**

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number of Directors. The number of directors shall be not less than five nor more than fifteen, with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors.

Section 3. Limitations on Interested Persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity 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 4. Election and Term of Office of Directors. Except for the initial directors named by the incorporator, the directors then in office shall elect their successors. Each director shall be elected for a term of two years. Each director shall hold office until a successor has been elected.

Section 5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors for the unexpired portion of the term.

Section 6. Resignation and Removal. Resignations shall be effective upon receipt in writing by the President, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. A majority of the directors then in office may remove any director at any time, with or without cause.

Section 7. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the President, or any two directors, and noticed in accordance with Section 9.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President, or any two directors, and noticed in accordance with Section 9.

Section 9. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article VIII, Section 5 of these Bylaws.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 11. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article III, Sections 5 (Vacancies), 6 (Resignation and Removal) and 12 (Action without a Meeting); Article IV, Section 1 (Board Committees); Article VI, Section 3 (Approval); Article VII, Section 2 (Approval of Indemnity); and Article VIII, Section 6 (Amendments), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall

individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

Section 13. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article VIII, Section 5 of these Bylaws so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently, and

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 14. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a committee upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (i) or (ii), as to matters within the committee's designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article IV below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall adhere to the standards set forth in the preceding paragraph, and shall: (a) consider the charitable purposes of this corporation; (b) avoid speculation, looking to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital; and (c) consider:

- (1) General economic conditions;
- (2) The possible effect of inflation or deflation;
- (3) The expected tax consequences, if any, of investment decisions or strategies;
- (4) The role that each investment or course of action plays within the overall portfolio;
- (5) The expected total return from income and appreciation of investments;
- (6) This corporation's other resources;
- (7) The needs of this corporation to make distributions and to preserve capital;
- (8) An asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 15. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 16. Director Compensation. The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

Section 17. Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

#### ARTICLE IV COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board

Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Committee Supervision and Reliance. If a committee is composed and appointed as required by Section 1 above (Board Committees), it may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Article III, Section 14.A.(iii), the individual directors may rely on it in discharging their fiduciary duties as provided in that Section.

Section 4. Audit Committee. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President or chief executive officer and Treasurer or chief financial officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) subject to approval of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 5. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

## ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that the Secretary, the Treasurer, or the Chief Financial Officer, if any, may not serve concurrently as the President or Chair of the Board, if any.

Section 2. Election. Except for the initial officers appointed by the incorporator, the officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by any other officer than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall preside at all meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of president of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.



## ARTICLE VI CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

## ARTICLE VII INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or

investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

(a) the requested advances are reasonable in amount under the circumstances;  
and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this corporation’s power to indemnify the agent under law.

## ARTICLE VIII MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Annual Reports to Directors. The chief executive officer shall furnish an annual written report to all directors of this corporation containing the following information about this corporation’s previous fiscal year:

- (a) the assets and liabilities, including the trust funds of this 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 this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (e) any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing 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 this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Article VIII, Section 5 of these Bylaws.

Section 4. Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 5. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written

consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 6. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of directors then in office or the unanimous written consent of the directors shall be required to adopt a bylaw amendment.

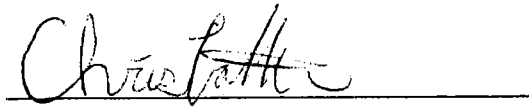
Section 7. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

LLVM Foundation  
EIN: 47-1136085

CERTIFICATE OF SECRETARY

I, Chris Lattner, certify that I am presently the duly elected and acting Secretary of LLVM Foundation, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of 11 pages, are the Bylaws of this corporation as adopted by action of the sole director, on 8/12/14.

DATED: Aug 13, 2014

A handwritten signature in cursive script, appearing to read "Chris Lattner", is written over a horizontal line.

Chris Lattner, Secretary

<b>LLVM Foundation</b>						
<b>EIN: 47-1136085</b>						
16425 W La Chiquita Ave						
Los Gatos, CA 95032						
<b>PROPOSED BUDGET</b>						
		2014	2015	2016		
		Year One	Year Two	Year Three		Total
	<i>Notes</i>					
<b>INCOME</b>						
Gifts, grants, and contributions:						
Grants and corporate contributions		\$ 225,000	\$ 450,000	\$ 375,000		\$ 1,050,000
Individual contributions		-	1,500	2,000		3,500
Program-related income (Conference fees, GSOC)		33,124	77,500	77,500		188,124
Unrelated business income		-	-	-		-
Investment income (interest, etc.)		0	-	-		0
Other		-	-	-		-
<b>Total Income</b>		<u>258,124</u>	<u>529,000</u>	<u>454,500</u>		<u>1,241,624</u>
<b>EXPENSES</b>						
Salaries and wages:						
Directors and officers	<i>I</i>	-	52,000	52,000		104,000
Other employees		-	-	-		-
<i>Subtotal salary and wages</i>		-	52,000	52,000		104,000
Payroll taxes and benefits (20%)		-	5,200	5,200		10,400
Grants and assistance to others		-	40,000	50,000		90,000
Occupancy		-	-	-		-
Insurance		-	-	-		-
Telecommunications		-	-	-		-
Postage & shipping		-	100	100		200
Printing & copying		-	100	100		200
Office supplies		-	-	-		-
Office equipment & furniture		-	-	-		-
Legal, accounting & payroll services		432	15,000	5,000		20,432
Travel		-	5,000	5,000		10,000
Consultants		-	-	-		-
Conferences & Events		133,341	250,000	270,000		653,341
Educational Outreach		-	5,000	5,000		10,000
Project Infrastructure		59	10,000	5,000		15,059
Other		-	-	-		-
<b>Total Expenses</b>		<u>133,832</u>	<u>382,400</u>	<u>397,400</u>		<u>913,632</u>
<b>NET INCOME</b>		<b>\$ 124,291</b>	<b>\$ 146,600</b>	<b>\$ 57,100</b>		<b>\$ 327,991</b>
<b>Notes</b>						
<i>I</i> The President is the only budgeted employee.						

**LLVM FOUNDATION**  
16425 W. La Chiquita Ave.  
Los Gatos, CA 95032-4612  
EIN: 47-1136085

## **SUPPLEMENTAL RESPONSES TO FORM 1023**

### **Part I: Identification of Applicant**

**Question 7: Authorized Representative.** The names, firm, and address of the LLVM Foundation's authorized representatives are:

Ingrid Mittermaier, Martha B. Lackritz, and Jorge Lopez  
Adler & Colvin  
235 Montgomery Street, Suite 1220  
San Francisco, California 94104

We attach a completed **Form 2848**.

### **Part II: Organizational Structure**

**Question 1: Corporation.** We attach a certified copy of the LLVM Foundation's Amended and Restated Articles of Incorporation.

**Question 5: Bylaws.** We attach a copy of the LLVM Foundation's Bylaws.

### **Part IV: Narrative Description of Past, Present, and Planned Activities.**

#### ***Background***

The ability to access and understand computer technology is a skill that has become crucial to the public sector, for both educational and security reasons. Beyond mere digital literacy, our ability to create new, more accessible, and less costly technological resources sustains our ability to compete in the global marketplace, and to enhance opportunities for students of all levels. The LLVM Foundation (the "Foundation") is focused on providing educational tools and resources around compiler technology, which describes programs that convert high-level code into binary instructions that computers can interpret and execute. While the layperson may not be immediately familiar with compiling, the concept underlies all of modern computer technology.

The Foundation grows out of an existing educational project (the "LLVM Project"), originally housed at the University of Illinois, where researchers designed a new software compiler infrastructure and called it LLVM. The Foundation seeks to ensure greater access and understanding of LLVM by providing free and low-cost educational training and resources relating to the use of LLVM and compiler technology.

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### ***What is LLVM?***

The LLVM Project was founded at the University of Illinois at Urbana-Champaign by then-graduate student Chris Lattner and Professor Vikram Adve (who are now both directors on the Foundation Board). The LLVM Project is a collection of modular and reusable compiler and tool chain technologies. While LLVM is commonly referred to as a compiler alone, it can be used by a variety of low level tools that a software engineer would use during application development to transform source code written in a programming language into “machine language.” A compiler does this transformation by preprocessing, parsing, lexical analysis, semantic analysis, optimization, and code generation. Each of these operations is itself a library within the LLVM Project and they work together to create a compiler. However, these libraries can also be used individually by other tools in the tool chain, or other applications. The LLVM Project is therefore now a broad collection of projects that use the LLVM libraries, including assemblers, debuggers, linkers, programming language support libraries, static analysis tools (automatic bug finding), and more.

LLVM was first released to the general public in 2003 under the University of Illinois/NCSA Open Source License. Since its initial release, LLVM has grown substantially as a project and is used by, among others, many universities in classroom and research settings, by government agencies, and by individuals across the world. Universities such as the University of Illinois at Urbana-Champaign, Carnegie Mellon University, New York University, Rice University, Stanford University, and many more, are using LLVM in classrooms and research. Since its initial release, over 170 educational publications have been written using LLVM. LLVM received the 2012 Software Systems Award from the Association for Computing Machinery, a 501(c)(3) public charity and one of the largest educational and scientific computing societies.

### ***The Foundation’s Specific Exempt Purposes***

#### **1. General Education: conferences, resources, and mentorships**

The Foundation’s primary exempt purpose is to provide accessible and informative educational tools in LLVM compiler technology to the general public. The Foundation intends to create free or low-cost educational materials that are targeted to both technological amateurs and experts. Such materials include the following:

- Short video clips (five minutes or less) explaining how to use LLVM, getting started, core areas, and Frequently Asked Questions (FAQs).
- LLVM workshops and tutorials at academic conferences.
- LLVM documents and explanatory sheets for students taking compiler courses.



## **LLVM FOUNDATION**

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- Potentially (in the future) full-length lectures introducing LLVM and compiler technology, to be provided at schools, conferences, and related educational events.

These educational resources will be used both at the annual LLVM conference, as well as at other institutions and events throughout the year.

The annual LLVM conference is a noncommercial, nonprofit educational event that brings together more than just compilers and engineers, but also students, professors, and anyone looking to learn about LLVM and compiler technology. Planning and organizing the conference is a major part of the Foundation's current activities. Topics include trainings and lectures related to compilers, programming language, and tool chain technology. The Foundation has also participated, to a more limited degree, in the annual LLVM conference in Europe. With enough interest and funding, the Foundation will take a more prominent role in the European conference, which is an equally educational and noncommercial event.

In addition to the LLVM conference, and other ongoing educational programs like trainings and workshops, the Foundation will explore grant programs that advance the educational goals of the Foundation. For example, the Foundation currently works with Google Summer Of Code (GSOC) to provide mentors and support to students who are actively participating in GSOC. GSOC is a nonprofit program that provides stipends to students to write code for projects that are made available to the general public.

### **2. Women in Compilers**

Grace Hopper invented the compiler in 1952, yet women are still severely underrepresented in the field of compilers, let alone the field of computer science. The Foundation aims to encourage, support, and promote women in the compiler field. The Foundation may include specific tracks at the annual conference, as well as sponsoring or hosting meetings at other conferences that target female engineers. In addition, the Foundation is considering implementing a broader program within its current activities to specifically address women in the compiler field. Such a program may include some or all of the following:

- A stipend and support program for women starting their education in computer science by linking them with mentors, and potential funding for specific educational projects.
- A general mentor network program, primarily geared toward women, but available to all young compiler engineers. The program would connect students with professors or industry experts to help guide them in pursuing their career in compilers.
- A resource database of women compiler professors to showcase role models in the field.
- Fostering a strong presence at conferences geared toward women in computer science, such as the Grace Hopper Conference. The Foundation would seek out opportunities to provide educational resources, lectures, and presentations at such events.

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**3. Grants**

In order to further the charitable and educational purposes described above, the Foundation intends to make small grants to individuals, and potentially other nonprofit organizations. Such grants may be in the form of reimbursement for travel to a conference or workshop, or a grant to fund a student research project, or to pay for a student's attendance or participation at a training, workshop, or conference. The Foundation does not provide any support, financial or otherwise, to for-profit companies, or toward the commercial gain or distribution of software or other resources. Nor are any of the Foundation's funds used to develop software or other commercial technology.

**4. Other charitable and educational programs**

Finally, a small portion of the Foundation's resources are used to maintain the current LLVM Project infrastructure, in addition to related administrative support. Much of this is maintained by volunteers, under the supervision of the President/COO, who is the sole paid employee. None of the Foundation's resources are used to develop software, LLVM or otherwise.

**Part V: Compensation of/Financial Arrangements with Key Personnel.**

*Question 2a: Family Relationships Among Key Personnel.* Two of the eight directors, Chris and Tanya Lattner, are married to each other.

*Question 3a: Qualifications and Duties.* Below is a list of all persons whose names appear in line 1a, showing their qualifications, average hours worked, and duties.

**A. Duties and Hours of Directors.**

Directors are expected to meet at least once per year and as often as additionally necessary to manage the Foundation and fulfill their fiduciary duties. Under corporate law governing nonprofit public benefit corporations like the Foundation, the Board is responsible for overall direction and management of the Foundation's activities and affairs, although the Foundation is permitted to delegate to others with appropriate supervision. Each individual director owes fiduciary duties to the Foundation to act in good faith in what the director believes to be in the Foundation's best interests, with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Directors generally serve as many hours as necessary to accomplish their duties.

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***B. Duties, Hours, and Qualifications of Directors and Officers***

**1. Tanya Lattner, President and COO and Director.**

As President and COO, Mrs. Lattner is the chief executive officer of the Foundation and subject to control of the Board, generally supervises, directs and controls the business and other officers of the Foundation. Mrs. Lattner presides at all meetings of the Board of Directors, has the general powers and duties of management usually vested in the office of president, and has such other powers and duties as may be prescribed by the Board or the Bylaws. Mrs. Lattner works approximately 24 hours per week to complete her duties as President and COO of the Foundation. Her specific duties and hours as a director are described above in **Part A**.

***Qualifications.*** Tanya Lattner is a long-time contributor to the LLVM and Clang projects and is actively involved in the community. She has planned the LLVM Developers conference for 7 years, was the release manager for 5 years, actively administers the LLVM server, and also moderates the mailing lists. She holds a Masters of Computer Science and has professionally worked in the compiler related field for 9 years.

**2. Chris Lattner, Secretary and Director.**

As Secretary, Mr. Lattner supervises the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, supervises the giving of such notices as may be proper or necessary, supervises the keeping of the minute books of the Foundation, and has such other powers and duties as may be prescribed by the Board or the Bylaws. He works as many hours as are necessary to complete his duties as Secretary of the Foundation. Mr. Lattner's specific duties and hours as a director are described above in **Part A**.

***Qualifications.*** Chris Lattner currently works at Apple, Inc. as the Director of the Developer Tools department, leading the Xcode, Instruments, and compiler teams. In 2010, the Association for Computing Machinery's special interest group on programming languages gave Mr. Lattner its inaugural Programming Languages Software Award "for his design and development of the Low Level Virtual Machine," noting his "talent as a compiler architect, together with his programming skills, technical vision, and leadership ability." Chris Lattner studied computer science at the University of Portland, Oregon. While in Oregon, he worked as an operating systems developer. In late 2000, Mr. Lattner joined the University of Illinois at Urbana-Champaign as a research assistant and M.Sc. student. There he co- designed (with Vikram Adve) and began the implementation of LLVM, an infrastructure for optimizing compilers, which was the subject of his 2002 M.Sc. thesis. He completed a Ph.D. in 2005.

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### 3. David Kipping, Treasurer and Director.

As Treasurer, Mr. Kipping is the chief financial officer of the Foundation and supervises the charge and custody of all funds of the Foundation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of the Foundation's properties and business transactions. Mr. Kipping renders reports and accountings as required, and has such other powers and duties as may be prescribed by the Board or the Bylaws. He works as many hours as necessary to complete his duties as Treasurer of the Foundation. Mr. Kipping's specific duties and hours as a director are described above in **Part A**.

*Qualifications.* David Kipping has extensive experience in computer software development and management. He is currently Director of Product Management, Toolchains and Parallel Compute, at Qualcomm, where he has worked for over eight years. Prior to joining Qualcomm, Mr. Kipping served as Director of Business Development at Trolltech for six years, Program Manager at Borland, Networking Manager at UniSoft, and Manager at Qantel. He received his Bachelor's Degree in computer science from the State University of New York at Buffalo.

### 4. Vikram Adve, Director.

Mr. Adve's specific duties and hours as a director are described above in **Part A**.

*Qualifications.* Vikram Adve is a Professor of Computer Science at the University of Illinois at Urbana-Champaign. He received his Ph.D. in Computer Science from the University of Wisconsin-Madison. Adve co-designed and began implementation of LLVM with Chris Lattner. Adve has been teaching the introductory and advanced compiler classes at the University of Illinois for fifteen years, has supervised compiler research by a number of Ph.D. and Masters students, and has published joint research with his students in a wide range of software conferences. Adve has chaired or co-chaired the Program Committees of multiple compiler-related conferences, including the 15th International Conference on Architectural Support for Programming Languages and Operating Systems (ASPLOS) and the 2008 SIGPLAN/SIGOPS International Conference on Virtual Execution Environments (VEE). One of Adve's Ph.D. students, Robert Bocchino, received the ACM SIGPLAN Distinguished Dissertation Award for the best Ph.D. dissertation in the area of Programming Languages in 2010, and another, John Criswell, won Honorable Mentions for both the ACM SIGOPS Distinguished Dissertation Award in the area of Operating Systems and the ACM Doctoral Dissertation Award. (ACM, the Association for Computing Machinery, is the primary educational and scientific organization for Computer Science.) Adve, Lattner and Evan Cheng received the 2012 ACM Software System Award for co-developing LLVM. Adve is a Fellow of the ACM.

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**5. Doug Gregor, Director.**

Mr. Gregor's specific duties and hours as a director are described above in **Part A**.

*Qualifications.* Doug Gregor is a Senior Compiler Engineer at Apple, Inc., where he worked for over six years. Prior to joining Apple, Mr. Gregor was a consultant for custom software development at Boost Consulting, and before that, a Post-Doctoral Research Fellow at Indiana University, and a GCC Developer at the Free Software Foundation. He received his Bachelor's Degree as well as his Ph.D. in computer science at the Rensselaer Polytechnic Institute. Mr. Gregor is also an active member of the C++ standards committee .

**6. Chandler Carruth, Director.**

Mr. Carruth's specific duties and hours as a director are described above in **Part A**.

*Qualifications.* Chandler Carruth is an open source software developer, as well as a software engineer at Google, Inc. where he has worked for seven years. He is on the Board of Directors of the Standard C++ Foundation, a 501(c)(6) organization whose purpose is to support the C++ software developer community and promote the understanding and use of modern Standard C++ on all compilers and platforms. He has also acted, for three years, as Google Representative on the C++ Standards Committee, and Study Group Chair on reflection in C++. Mr. Carruth received his Bachelor's Degree and Master's Degree in computer science at Wake Forest University. He is also one of the key contributors to the Clang Project.

**7. Alex Rosenberg, Director.**

Mr. Rosenberg's specific duties and hours as a director are described above in **Part A**.

*Qualifications.* Alex Rosenberg has over 25 years of experience in the field of software engineering. He is currently Manager of Platform Architecture at Sony Computer Entertainment America, where he works on low-level layers of the PlayStation. Prior to joining Sony, Mr. Rosenberg served as a Senior Software Engineer at Apple Computer, Inc., as well as at Bungie Software Projects Corporation. He was educated at Deerfield Academy and the University of California, Santa Cruz.

**8. Anton Korobeynikov, Director.**

Mr. Korobeynikov's specific duties and hours as a director are described above in **Part A**.

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**Qualifications.** Anton Korobeynikov is an Associate Professor in Computer Science at Saint Petersburg State University in Russia, where he has taught applied and computational statistics for over seven years. He has worked on the LLVM Compiler Infrastructure since 2006. Mr. Korobeynikov administers the LLVM participation in the nonprofit Google Summer of Code project.

**Question 5a: Conflicts of Interest Policy.** A copy of the Foundation's conflicts of interest policy is attached.

**Question 8: Agreements with Key Personnel.** The Foundation retained Tanya Lattner, a director of the Foundation, to serve as its President and COO, the sole paid position at the Foundation, for approximately 24 hours/week. The terms of her employment and compensation were approved by the Board of Directors of the Foundation (excluding Mrs. Lattner and her husband), in compliance with the procedures set forth in the Foundation's conflict of interest policy, and Internal Revenue Code ("Code") Section 4958.

**Part VI: Benefits to Individuals and Organizations.**

**Question 1a/b: Services Provided to Individuals and Organizations.** As described in **Part IV**, above, the Foundation provides access to, and educational materials and conferences on, LLVM to members of the public, which may include both individuals and organizations. The Foundation may also eventually provide grants and stipends to individuals and nonprofit organizations attending or participating in educational conferences or other educational opportunities pertaining to compiler technology. The Foundation's employees (if any), directors, officers, and individuals related by blood or marriage to them, will not be eligible to receive direct goods, services, or funds from the Foundation. See also response to **Schedule H**, concerning grants to individuals.

**Question 3: Family/Business Relationships Between Beneficiaries and Key Personnel.** As described above, the Foundation's services will be available to all individuals everywhere, without exception. Therefore, the Foundation's officers, directors, key personnel, and their family and business partners will be permitted, like everyone else, to partake in its educational programs and services. They will receive no more than the educational benefits provided to other individuals with no connection to the Foundation. The Foundation believes that the public interest in providing free technological resources, as well as hosting educational conferences far outweigh the incidental value of the benefits conferred on these individuals.

**LLVM FOUNDATION**

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**Part VIII: Specific Activities.**

**Question 2a: Influencing Legislation.** Although the Foundation has no immediate plans to do so, it may engage in legislative lobbying as permitted by law in the future, in order to further its exempt purposes of research and education regarding computer science and compiler accessibility. If it engages in legislative lobbying, it will spend no more than the ceiling amounts permitted under Section 501(h) of the Code and regulations thereunder on direct lobbying and grassroots lobbying. We attach a copy of the completed Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization to Make Expenditures to Influence Legislation, for filing with this application.

**Question 4a: Fundraising Programs.** The Foundation is currently in the initial stages of developing a fundraising plan. The Foundation anticipates being supported by a broad variety of individual donors and governmental and institutional grantors in the United States who support the Foundation's educational and charitable mission. Initially, the directors of the Foundation intend to make use of their extensive personal networks to solicit charitable contributions face-to-face, or by individualized mail, email, or telephone. As the Foundation grows, fundraising tasks will be taken over by staff.

**Question 4d: Locales Where Fundraising Conducted.** The Foundation will focus its early fundraising activities in California as that is where most of its directors live and work. However, because digital literacy and computer science are of great concern to people throughout the United States as well as other countries, the Foundation has no plans to limit its fundraising activities by geographic area. The Foundation has no plans either to fundraise for other organizations, or to allow other organizations to fundraise on its behalf, in its name. It may, however, receive donations from individuals via the websites of other organizations such as online giving sites or online workplace giving programs.

**Question 10: Intellectual Property.** The Foundation plans to pursue trademark protections for its name and any affiliated logos. Other than that, it has no plans to own intellectual property. It is possible that, in the future, it may publish brochures, annual reports or other educational materials concerning the Foundation and its educational activities. These materials may include printed media such as books, newsletters, survey reports and brochures, outdoor display ads, as well as digital media. The production and distribution of these materials will help the Foundation accomplish its exempt purpose by providing widely accessible educational resources free of charge. Should the Foundation produce and distribute materials connected with its charitable activities, it will do so in a noncommercial manner in compliance with Revenue Ruling 67-4, 1967-1 Cum. Bull. 121. The Foundation intends to retain the copyright on these materials, which will not contain commercial advertising. The Foundation expects any publication it may produce will be distributed without charge, or in a rare instance others may be offered for purchase at up to fair market value.

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**Question 11: Non-cash Contributions Accepted.** The Foundation has no current plans to solicit or accept contributions of real property, closely-held securities, intellectual property, licenses, royalties, vehicles, or collectibles. If offered such assets, however, the Foundation's Board would evaluate the possible use to the Foundation's mission of any proffered in-kind gift, the risks and difficulties associated with holding or liquidating it, and any donor restrictions associated with the gift, on a case-by-case basis before deciding to accept any such gift. The Foundation would expect to liquidate all in-kind gifts promptly, unless useful in its operations or prohibited by the donor. Should the Foundation decide to accept any such gift, it will ensure that it is properly documented, including any donor-imposed conditions or restrictions. The Foundation will not accept any in-kind gift subject to donor-imposed conditions or restrictions unless the Foundation's Board determined such conditions or restrictions are consistent with the Foundation's charitable purposes and programs. No existing agreements concerning in-kind contributions currently exist, and therefore none are attached.

**Question 13: Grants/Loans/Distributions to Organizations.**

**Question 13b: How Grants/Loans/Distributions Further Exempt Purposes.**

While the Foundation has no immediate plans to develop a grantmaking program, it may in the future make grants to qualified organizations in order to advance the Foundation's exempt purpose of educating the public about compiler technology and related digital literacy. The Foundation will make distributions only to the following organizational recipients:

- (1) organizations exempt from federal income tax under Code Section 501(c)(3)
- and
- (2) other organizations exclusively for charitable, scientific, or educational purposes, with the Foundation retaining discretion and control (within the meaning of Revenue Ruling 68-489).

**Question 13c: Contracts.** The Foundation has not yet made any grants and, thus, has no contracts or grant agreements to attach here. All grants to non-charitable organizations, and any grants to non-U.S. organizations, will be governed by written agreements with grantees. The Foundation also expects to use written grant agreements for grants to U.S. public charities in support of specific projects. The content of the agreements will vary depending on the grantee of the funded project and on whether the grantee is a U.S. public charity or a foreign organization. For example, the Foundation will build more protections into agreements with grantees that have been recently formed, are located in conflict zones, or present other factors judged by the Foundation to indicate a greater risk that assets may be diverted from charitable purposes. Please see the response to **Question 13f(ii)** below.



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**Question 13d: Recipient Organizations and Relationships.** The Foundation has only made one organizational grant to date. In early 2015, the Foundation paid \$30,000 to Goldsmiths College, University of London, to cover the cost of food and related conference supplies for the 2015 LLVM Conference in Europe, an educational event that furthers the Foundation's exempt purposes. Goldsmiths College is a "Recognized Body" under the UK government, and is on the register of higher education providers in the UK, meaning that it can receive government funding and direct public grants, similar to an accredited public university in the U.S.<sup>1</sup> The Foundation has not made any other grants to date and has no immediate plans to do so. The Foundation will not make grants to organizations that are controlled by any officers or directors of the Foundation or other related parties.

**Question 13e: Recordkeeping.** The Foundation plans to keep a file on each grant that it makes. In that file it will maintain notes and records related to its pre-grant inquiries (if any are appropriate under the circumstances), a copy of the signed grant agreement between the Foundation and its grantee (if any), a record of what funds under the grant agreement have been disbursed, copies of relevant reports on the use of the grant funds, and any other documents related to that grant.

**Question 13f: Description of Selection Process.** Grantees will be selected by the Foundation's Board of Directors (or a person or persons to whom the Board has delegated selection authority).

**Question 13f(i): Grant Application Form.** Initially, the Foundation expects to invite potential grantees to submit grant proposals. While the Foundation does not have a grant application form at this time, it may develop an application form in the future.

**Question 13f(ii): Grant Proposals and Agreements.** Where appropriate, the Foundation may require potential grantees to submit a detailed description of how they would use funds provided by the Foundation. If the Foundation chooses to provide funding to an organization that is not a charity as defined under Sections 501(c)(3) and 509(a), the Foundation will first enter into a grant agreement with the organization before granting funds. The grant agreement will set forth the grantor's and grantee's responsibilities. It will require the grantee to use funds only for grant purposes, provide periodic written reports on the use of grant funds, provide ongoing written reports and accounting, and acknowledge the grantor's authority to withhold or recover funds if abuse occurs.

**Question 13g: Oversight Procedures.** The level of scrutiny will vary with the nature of the entity and the circumstances of the grant, as noted in the discussion of contracts in **Question 13c**. A grant to a U.S. organization with a proven record of effectiveness will require less oversight than a grant to a foreign organization that operates in a conflict zone, or in an area

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<sup>1</sup> <http://www.hefce.ac.uk/reg/register/search/Provider/10002718>.

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where corruption is endemic. As noted above in the response to *Question 13f*, the Foundation will require periodic reports and will review them to determine whether further inquiry is warranted.

***Question 14: Grants/Loans/Distributions to Foreign Organizations.***

***Question 14b: Names of Foreign Grantees.*** See the response to *Question 13d*, above. The Foundation has no immediate plans to make any grants to non-U.S. organizations and therefore cannot provide the names of other grantees or their locations.

***Question 14d: Contributors' Knowledge of Sole Authority.*** While the Foundation may consider organizations suggested by individual donors, all funds received by the Foundation will remain under its full control. The Foundation will make its decisions based on the criteria and procedures described above in answer to **Question 13**. The Foundation understands the importance of clearly informing its donors that it retains the ultimate authority to use contributions made to it for its own exempt purposes. The Foundation expects to make this information known to actual and potential donors through print materials used in grant solicitation and other forms of fundraising. The Foundation may also include disclosures of the kind contemplated by this question in its donation receipts.

***Question 14e: Pre-Grant Inquiries.*** For all grantees, whether foreign or domestic, the Foundation will investigate the organization's financial situation and its ability to accomplish the charitable purposes for which the particular grant is intended. A grantee's charitable or tax-exempt status, if any, will be noted in the Foundation's files. Grantees outside the U.S. may or may not be organized as charities, depending on the circumstances in the country where the grantee is located. In some countries, for example, registration as a charitable organization is difficult and costly, and effective organizations may not have charitable status; the Foundation does not want to exclude such organizations from eligibility for funding. Accordingly, the Foundation's pre-grant inquiries will focus on whether a grantee is organized and operated in a manner that enables it to carry out the Foundation's purposes. The Foundation will also assess the potential grantee's location and operations for any indication of higher than usual risk that charitable assets may be diverted to non-charitable purposes such as private benefit. (Where a grantee's location or operations indicate that there is a higher than usual risk that charitable assets may be diverted, the Foundation will take such steps as it believes are most likely to reduce the risk.) Additionally, the Foundation will assess the diversity, expertise, and commitment of a potential grantee's governing body and staff leadership. Finally, and importantly, the Foundation expects its grantees to be welcoming and inclusive of people from all ethnic groups and religious backgrounds.

***Question 14f: Additional Oversight Procedures.*** Depending on the circumstances of particular grants, the Foundation may perform site visits or may engage

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accounting firms or consultants to perform additional oversight at the local level. Because the Foundation has not yet considered any grants to foreign recipients, it has not yet developed specific procedures. Furthermore, in making any grants to foreign organizations, the Foundation will at all times comply with rules issued by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") and will adhere to all statutes, executive orders, and regulations restricting or prohibiting U.S. persons from engaging in transactions and dealings with countries, entities, or individuals subject to economic sanctions administered by OFAC.

**Schedule H: Educational Grants to Individuals, Section I.**

**Question 1: Description of Program.** As described in **Part IV**, above, the Foundation may make grants to individuals to support the cost of their attendance and/or participation in educational conferences, workshops, and similar trainings. In the future, it may also assist individuals to attend classes or pursue their studies at educational institutions as described in Code Section 170(b)(1)(A)(ii). These programs have not yet been implemented.

The Foundation envisions that such scholarships and grants would be made to students pursuing studies or research projects in computer science who demonstrate financial need and either a record of academic achievement or the potential, and the desire, for academic achievement. Some of these scholarships and grants may give priority to women or minority students in order to encourage broader representation of women and minorities in the field. The Foundation may make gifts or loans, depending on the financial resources of the Foundation and of the applicant. The Foundation has not yet determined the amount of such grants or scholarships. When the Foundation is ready to implement this program, it will develop application materials, and will notify educational institutions and/or similar organizations and agencies that interested and qualified students may apply. Applicants will be expected to document their financial need. One or more of the Foundation's Board members may interview applicants. Recipients will be selected by the Foundation's Board of Directors; however, the Board may appoint an advisory committee to assist in evaluating and selecting grant and scholarship recipients.

**Question 2: Case Histories.** When the Foundation is ready to implement a formal grant and scholarship program, it will maintain the records required by Revenue Ruling 56-304, 1956-2 Cum. Bull. 306, regarding distribution of charitable funds to individuals.

**Question 3: Specific Criteria of Eligibility.** When the Foundation is ready to implement this program, it will develop specific criteria. There will be no limitations or restrictions in the selection procedures based upon race, religion, national or ethnic origin, or other illegally discriminatory criteria. However, preference may be given to women applicants

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or applicants from other groups (such as racial and ethnic minorities) that have historically been denied opportunities and access. Individuals who are employed by the Foundation, employed by organizations controlled by a director of the Foundation, members of its Board of Directors, or related by blood or marriage to employees or directors of the Foundation or organizations controlled by a director of the Foundation, will not be eligible for grants from the Foundation. The number of potentially eligible individuals is too large and uncertain to estimate at this time.

***Question 4: Selection of Recipients.***

*4a: Specific Criteria for Selection.* When the Foundation is ready to implement this program, it will develop specific criteria. As indicated above, its objective will be to identify students who demonstrate financial need and either a record of academic achievement or the potential, and the desire, for academic achievement in relevant fields. Some of these scholarships and grants may give priority to women or minority students in order to encourage broader representation of women and minorities in computer science and engineering.

*4b and c: Number and Amount of Grants/Scholarships.* The number and amount of grants and scholarships which the Foundation may make to individuals will depend on the quantity and quality of applications received by the Foundation, the philanthropic priorities of the Foundation's Board of Directors, and the funds available. As this program has not yet been implemented, it is not possible to estimate how many grants and scholarships will be made each year to individuals.

*4d: Criteria for Obtaining Grant Renewal.* The Foundation currently has not developed any criteria for renewing grants. It may make single-year grants.

***Question 5: Supervision of Grants/Scholarships.*** The Foundation will require each recipient to sign a Grant or Scholarship Agreement before any funds are disbursed. Using the reports required by the applicable agreement, the Foundation will monitor and evaluate the expenditure of funds and the progress made by each recipient. Any apparent misuse of grant funds will be promptly investigated. If the Foundation discovers that funds have, in fact, been misused, it will require the recipient to return the funds immediately, and it will make no further distributions to that recipient. The Foundation will also maintain the records required by Revenue Ruling 56-304, 1956-2 Cum. Bull. 306, regarding distribution of charitable funds to individuals.

***Question 6: Selection Committee.*** The Board of Directors will select grant recipients.

Form **5768**

(Rev. August 2013)

Department of the Treasury  
Internal Revenue Service

**Election/Revocation of Election by an Eligible  
Section 501(c)(3) Organization To Make  
Expenditures To Influence Legislation**  
(Under Section 501(h) of the Internal Revenue Code)

► Information about Form 5768 and its instructions is at [www.irs.gov/form5768](http://www.irs.gov/form5768).

For IRS  
Use Only ►

Name of organization

**LLVM Foundation**

Number and street (or P.O. box no., if mail is not delivered to street address)

**16425 W. La Chiquita Avenue**

City, town or post office, and state

**Los Gatos, CA 95032-4612**

Employer identification number

**47-1136085**

Room/suite

ZIP + 4

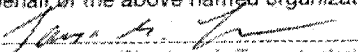
**1 Election**— As an eligible organization, we hereby elect to have the provisions of section 501(h) of the Code, relating to expenditures to influence legislation, apply to our tax year ending **12/31/2015** and all subsequent tax years until revoked. (Month, day, and year)

*Note: This election must be signed and postmarked within the first taxable year to which it applies.*

**2 Revocation**— As an eligible organization, we hereby revoke our election to have the provisions of section 501(h) of the Code, relating to expenditures to influence legislation, apply to our tax year ending \_\_\_\_\_ and all subsequent tax years (until a new election is made). (Month, day, and year)

*Note: This revocation must be signed and postmarked before the first day of the tax year to which it applies.*

Under penalties of perjury, I declare that I am authorized to make this (check applicable box) ►  election  revocation on behalf of the above named organization.

  
(Signature of officer or trustee)

**Tanya Lattner, President**  
(Type or print name and title)

**6/30/15**  
(Date)

**General Instructions**

Section references are to the Internal Revenue Code.

Section 501(c)(3) states that an organization exempt under that section will lose its tax-exempt status and its qualification to receive deductible charitable contributions if a substantial part of its activities are carried on to influence legislation. Section 501(h), however, permits certain eligible section 501(c)(3) organizations to elect to make limited expenditures to influence legislation. An organization making the election will, however, be subject to an excise tax under section 4911 if it spends more than the amounts permitted by that section. Also, the organization may lose its exempt status if its lobbying expenditures exceed the permitted amounts by more than 50% over a 4-year period. For any tax year in which an election under section 501(h) is in effect, an electing organization must report the actual and permitted amounts of its lobbying expenditures and grass roots expenditures (as defined in section 4911(c)) on its annual return required under section 6033. See Part II-A of Schedule C (Form 990 or Form 990-EZ). Each electing member of an affiliated group must report these amounts for both itself and the affiliated group as a whole.

To make or revoke the election, enter the ending date of the tax year to which the election or revocation applies in item 1 or 2, as applicable, and sign and date the form in the spaces provided.

**Eligible organizations.** A section 501(c)(3) organization is permitted to make the election if it is not a disqualified organization (see below) and is described in:

1. Section 170(b)(1)(A)(ii) (relating to educational institutions),
2. Section 170(b)(1)(A)(iii) (relating to hospitals and medical research organizations),
3. Section 170(b)(1)(A)(iv) (relating to organizations supporting government schools),
4. Section 170(b)(1)(A)(vi) (relating to organizations publicly supported by charitable contributions),
5. Section 509(a)(2) (relating to organizations publicly supported by admissions, sales, etc.), or
6. Section 509(a)(3) (relating to organizations supporting certain types of public charities other than those section 509(a)(3) organizations that support section 501(c)(4), (5), or (6) organizations).

**Disqualified organizations.** The following types of organizations are not permitted to make the election:

- a. Section 170(b)(1)(A)(i) organizations (relating to churches),

- b. An integrated auxiliary of a church or of a convention or association of churches, or
- c. A member of an affiliated group of organizations if one or more members of such group is described in a or b of this paragraph.

**Affiliated organizations.** Organizations are members of an affiliated group of organizations only if (1) the governing instrument of one such organization requires it to be bound by the decisions of the other organization on legislative issues, or (2) the governing board of one such organization includes persons (i) who are specifically designated representatives of another such organization or are members of the governing board, officers, or paid executive staff members of such other organization, and (ii) who, by aggregating their votes, have sufficient voting power to cause or prevent action on legislative issues by the first such organization.

For more details, see section 4911 and section 501(h).

**Note.** A private foundation (including a private operating foundation) is not an eligible organization.

**Where to file.** Mail Form 5768 to:  
Department of the Treasury  
Internal Revenue Service Center  
Ogden, UT 84201-0027

**LLVM FOUNDATION**  
**CONFLICT OF INTEREST POLICY**

**Article I: Purpose**

This conflict of interest policy is designed to foster public confidence in the integrity of LLVM Foundation (the "Foundation") and to protect the Foundation's interest when it is contemplating entering a transaction (defined below) that might benefit the private interest of a director, a corporate officer, the top management or top financial official, or a key employee (defined below).

**Article II: Definitions**

The following are considered *insiders* for the purposes of this policy:

1. Each member of the Board of Directors or other governing body.
2. The president, chief executive officer, chief operating officer, treasurer and chief financial officer, executive director, or any person with the responsibilities of any of these positions (whether or not the person is an officer of the Foundation under the Foundation's Bylaws and the California Corporations Code).
3. Any *key employee*, meaning an employee whose total annual compensation (including benefits) from the organization and its affiliates is more than \$150,000 **and** who (a) has responsibilities or influence over the organization similar to that of officers, directors, or trustees; **or** (b) manages a program that represents 10% or more of the activities, assets, income, or expenses of the organization; **or** (c) has or shares authority to control 10% or more of the organization's capital expenditures, operating budget, or compensation for employees.

*Interest* means any commitment, investment, relationship, obligation, or involvement, financial or otherwise, direct or indirect, that may influence a person's judgment, including receipt of compensation from the Foundation, a sale, loan, or exchange transaction with the Foundation.

A *conflict of interest* is present when, in the judgment of the body or individual determining whether a conflict exists, an insider's stake in the transaction is such that it reduces the likelihood that an insider's influence can be exercised impartially in the best interests of the Foundation.

*Transaction* means any transaction, agreement, or arrangement between an insider and the Foundation, or between the Foundation and any third party where an insider has an interest in the transaction or any party to it.

### **Article III: Procedures**

#### *1. Duty to Disclose*

Each insider shall disclose to the Board all material facts regarding his or her interest in the transaction, promptly upon learning of the proposed transaction.

#### *2. Determining Whether a Conflict of Interest Exists*

With regard to an insider, the Board shall determine if a conflict of interest exists. The insider(s) and any other interested person(s) involved with the transaction shall not be present during the Board's discussion or determination of whether a conflict of interest exists, except as provided in Article IV below.

#### *3. Procedures for Addressing a Conflict of Interest*

The Board shall follow the procedures set forth in Article IV in order to decide what measures are needed to protect the Foundation's interests in light of the nature and seriousness of the conflict, to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are appropriate.

### **Article IV: Review by the Board**

The Board may ask questions of and receive presentation(s) from the insider(s) and any other interested person(s), but shall deliberate and vote on the transaction in their absence. The Board shall ascertain that all material facts regarding the transaction and the insider's conflict of interest have been disclosed to the Board and shall compile appropriate data, such as comparability studies, to determine fair market value for the transaction.

After exercising due diligence, which may include investigating alternatives that present no conflict, the Board shall determine whether the transaction is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable to the Foundation; the majority of members of the Board then in office may approve the transaction.

### **Article V: Records of Proceedings**

The minutes of any meeting of the Board pursuant to this policy shall contain the name of each insider who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the members of the Board who were present during the debate on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Board and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved.

## **Article VI: Annual Disclosure and Compliance Statements**

Each director, each corporate officer, the top management official, the top financial official, and each key employee of the Foundation, shall annually sign a statement on the form attached, that:

- affirms that the person has received a copy of this conflict of interest policy, has read and understood the policy, and has agreed to comply with the policy; and
- discloses the person's financial interests and family relationships that could give rise to conflicts of interest.

## **Article VII: Violations**

If the Board has reasonable cause to believe that an insider of the Foundation has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board determines that the insider has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

## **Article VIII: Annual Reviews**

To ensure that the Foundation operates in a manner consistent with its status as an organization exempt from federal income tax, the Board shall authorize and oversee an annual review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.



**LLVM FOUNDATION**

**CONFLICT OF INTEREST POLICY:  
ACKNOWLEDGMENT AND FINANCIAL INTEREST DISCLOSURE STATEMENT**

The Foundation follows a conflict of interest policy designed to foster public confidence in our integrity and to protect our interest when we are contemplating entering a transaction or arrangement that might benefit the private interest of a director, a corporate officer, our top management official and top financial official, or any of our key employees.

**Part I. Acknowledgment of Receipt**

I hereby acknowledge that I have received a copy of the conflict of interest policy of LLVM Foundation, have read and understood it, and agree to comply with its terms.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name

**Part II. Disclosure of Financial Interests**

We are required annually to file Form 990 with the Internal Revenue Service, and the form we file is available to the public. To complete Form 990 fully and accurately, we need each officer, director and key employee to disclose the information requested in this Part II.

A "conflict of interest," for purposes of Form 990, arises when a person in a position of authority over an organization, such as an officer, director, or key employee, may benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

**Part II** Please check ONE of the following boxes:

My interests and relationships have not changed since my last disclosure of interests. [Proceed to signature block below. Do not complete the tables.]

**OR**

I hereby disclose or update my interests and relationships that could give rise to a conflict of interest: [Complete the table below. Use additional pages as needed.]

Family Relationships	Names of those presenting a potential conflict of interest
Include spouse, ancestors, brothers and sisters, children, grandchildren, great grandchildren, and spouses/ domestic partners of brothers, sisters, children, grandchildren, and great grandchildren	

Type of interest	Description of interest that could lead to a conflict of interest
Transactions or arrangements with LLVM Foundation	
Transactions or affiliations with other organizations	
Substantial business or investment holdings	
Transactions or affiliations with businesses	

I am not aware of any financial interest involving me or a family member that could present a conflict of interest that I have not disclosed either above or in a previous disclosure statement.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name