

# ECLIPSE.ORG FOUNDATION, INC.

## MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(JULY 16, 2025)

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A Meeting of the Board of Directors (the ***“Board”***) of Eclipse.org Foundation, Inc., a Delaware corporation (the ***“Corporation”***), was held as a regularly scheduled conference call.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Ian Robinson	Eclipse Foundation AISBL Representative
Y	Jim Wright	Eclipse Foundation AISBL Representative
Y	Kenji Kazumura	Eclipse Foundation AISBL Representative
Y	Matthias Sohn	Eclipse Foundation AISBL Representative
Y	Stephen Walli	Eclipse Foundation AISBL Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Eclipse Foundation, Paul White, Secretary/Treasurer, and Gesine Freund, Corporate Executive Assistant of Eclipse.org Foundation, Inc.

The following agenda was proposed for the meeting:

1. Roll Call and Approval of Agenda
2. General Business
  - a. Approval of January 22, 2025 Board meeting full and abridged minutes
3. Approval of the winding up Eclipse.org Foundation, Inc.

Adjournment

### 2. General Business

- a. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the January 22, 2025, Board Meeting, attached as *Appendix A*.

With all Board members present at the meeting voting in favor, the Board passed the following resolution:

RESOLVED, the Board approves the full and abridged minutes of the January 22, 2025 Board Meeting as circulated.

### **3. Approval to begin the process of the winding up Eclipse.org Foundation, Inc.**

Mike Milinkovich reminded the Board that as discussed and approved at the January 22, 2025 Board meeting, management was instructed to prepare the necessary documents to enable the Corporation to be wound up this fiscal year. Mike noted that management, with the assistance of the Corporation's legal and accounting firms, has prepared the necessary dissolution resolutions required to approve the wind up. The Board reviewed the document and it was agreed that the documents be sent for Board members' signatures immediately following the meeting for electronic signature.

Mike highlighted that as of June 30, 2025, the Corporation currently counts 1 Strategic Foundation member, 0 Strategic members, 0 Committer Members, 5 Contributing members, and 105 Associate members. Mike reminded the Board that the 105 Associate members have been members for more than 10 years and the Corporation has lost contact with them. Mike also explained that of the 5 remaining Contributing members, all have been contacted and are expected to complete their migration to Eclipse Foundation AISBL over the coming few weeks.

Mike explained that the Corporation has completed its financial statements for 2024 and will file its final tax returns for 2024 and 2025 as part of the wind up, and the Corporation's bank accounts will be completed as part of the wind up.

With all Board members present at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board unanimously agrees to the dissolution of the Corporation, and to have the directors and officers execute the resolutions of dissolution as presented in the meeting with the effective date of July 16, 2025.

Mike asked that Gesine coordinate securing the signatures required as soon as possible.

Mike thanked the board for their diligent work on behalf of the Corporation over the past number of years.

### **Adjournment**

There being no further questions, the meeting was adjourned.

**Action Item:** None

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held

on July 16, 2025, is attested to and signed by me below.

Paul White  
Secretary of Meeting