PACIFIC LUMBER INSPECTION BUREAU

Articles of Incorporation and Bylaws

AB01 ver. 2.0

May 20, 2025

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RESTATED ARTICLES OF INCORPORATION

These are the Restated Articles of Incorporation of Pacific Lumber Inspection Bureau, which has elected to be subject to and exist by virtue of the Washington Nonprofit Corporation Act, Chapter 24.03 of the Revised Code of Washington. These restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as amended, and these Articles supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I - Name

The Name of the corporation shall be PACIFIC LUMBER INSPECTION BUREAU.

ARTICLE II - Existence

This corporation shall continue perpetually or until dissolved by operation of or as provided by law.

ARTICLE III - Purpose

The purpose of this corporation and the object for which it has been formed are to provide an association whereby its members may carry on the business of sorting, selecting, grading, inspecting, measuring, tallying and taking account of timber and timber products of all kinds, and supervising the same; and to print, publish, copyright, sell, distribute and otherwise dispose of, uniform and standard grading rules, directions, tables and scales covering all sizes, descriptions and standards, for the manufacture and inspection of all kinds of timber and timber products; to make, issue, sign, seal, attest, sell and deliver, certificates, schedules, specifications or other documents, for the purpose of establishing grades, qualities, quantities, descriptions, identifications, disposition and condition of timber and timber products and general merchandise of all kinds and descriptions which may be, or have been, sorted, selected, graded, inspected, tallied, measured or taken account of by this corporation, its officers and employees, and/or under its supervision; to serve and act as arbiter of contracts, requirements, controversies, as between merchants, producers, manufacturers, sellers, buyers, charters, owners, shippers, freighters, common carriers as to measure, tally, count, quantity, selection, grade, quality, inspection, condition and description of all timber and all kinds of timber products of every description and nature and all kinds and descriptions of general merchandise. In carrying out these objects, this corporation shall have the power to borrow money, to buy, sell, receive, hold, possess, manage, mortgage, pledge, dispose of and convey such real and personal property which this corporation now has or may hereafter acquire; to collect funds in cash, real and personal property, by contributions, donations, dues, and otherwise; to do all things necessary, proper, or convenient for the accomplishment of the purposes set forth above, and it shall have all the powers authorized by law which are not enumerated herein.

ARTICLE IV - Membership

There shall be no capital stock or shares in this corporation and the interest in said corporation shall be in the nature of memberships. Admission to membership shall be limited to individuals or organizations presently or previously engaged in some activity related to the forest products industry in accordance with uniform conditions and rules to be expressed in the Bylaws of the corporation.

ARTICLE V – Officers and Directors

The directors of the corporation may elect or employ such officers or employees as they deem reasonably necessary to carry out the purposes of the corporation on such terms and for such compensation as the directors deem fit and in harmony with the constitution and Bylaws of the corporation. There shall be a President, Secretary and Treasurer of this corporation. The corporate powers, business and property of this corporation shall be exercised, conducted and controlled by its Board of Directors. The Board of Directors shall be elected by the membership of the corporation in such manner as the corporation may provide in its Bylaws, and the number of directors shall be as set forth in its Bylaws. The Board of Directors shall manage the affairs of the corporation.

ARTICLE VI - Nonprofit

This corporation shall not carry on any activity whatsoever for profit and shall not afford pecuniary gain, incidental or otherwise, to its members, other than by way of compensation to be received as an officer or employee of the corporation for services rendered.

ARTICLE VII - Dissolution

In case of the dissolution of this corporation for any cause whatsoever, all its assets including property that is real, personal or mixed, remaining after payment of all debts and liabilities of this corporation shall revert to and immediately become the property of the University of British Columbia at Vancouver, British Columbia, Canada, and the University of Washington at Seattle, Washington, share and share alike, to be used for bursary expenses and/or scholarships with respect to the study and improvement of forestry resources.

ARTICLE VIII - Bylaws

The initial Bylaws of this corporation as a nonprofit corporation shall be adopted by its Board of Directors. The Bylaws of the corporation may be amended by the members or by the Board of Directors subject to the powers of the members to change or repeal the same, provided the Board of Directors shall not make or alter any Bylaws fixing their qualification, classification, term of office or compensation.

ARTICLE IX - Indemnification of Directors and Officers

No director of the corporation shall have personal liability to the corporation or its members for monetary damages for conduct as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

The corporation shall indemnify any director or officer made a party to any proceeding by reason of the fact that he is or was a director or officer, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by him in connection with such proceeding; provided, however, that he conducted himself in good faith and reasonably believed his conduct to be in the corporation's best interests, or at least not opposed to the corporation's best interests, and provided further that he shall not have been adjudged to be liable on the basis that he personally received a benefit in money, property, or services to which he was not legally entitled. Such indemnification shall continue as to any such person who has ceased to be a director or officer, provided that the liability for which indemnity is sought arose out of acts or omissions occurring while such

person was a director or officer of the corporation.

Date: May 20, 2025

By: KYLE FRERES
Its: Chairman of the Board

By: JEFFREY FANTOZZI
Its: President

RESTATED BYLAWS OF PACIFIC LUMBER INSPECTION BUREAU

ARTICLE 1 – Name and Location

Section 1.1 Name. This corporation shall be known and designated PACIFIC LUMBER INSPECTION BUREAU.

Section 1.2 Offices. The corporation may have offices at such places, either within or without the State of Washington, as the Board of Directors may from time to time designate or the business of the corporation may require. The Board of Directors shall designate one such office as the principal office in the State of Washington.

Section 1.3 Registered Office and Statutory Registered Agent. The registered office of the corporation required by the Washington Nonprofit Corporation Act to be maintained in the State of Washington may be, but need not be, identical with the principal office of the State of Washington, and the address of the registered office and the statutory registered agent may be changed from time to time by the Board of Directors.

ARTICLE 2 - Powers

This corporation shall have and exercise all of the powers enumerated in its Articles of Incorporation or authorized by the laws of the State of Washington, and especially may carry on the business, among other things, of tallying, grading and inspecting lumber and timber products and supervising the same, and it shall engage in the coaching and training of graders of lumber and timber products. To this end, it shall tally, grade and inspect or supervise the tallying, grading and inspecting of all lumber shipments of its members, at such times and upon such terms and conditions and at such charges as may be from time to time determined by it's Board of Directors, provided, however, the services of the corporation may also be extended to persons and business organizations who are not members of the corporation under a consistently applied system of uniform conditions, standards and charges.

ARTICLE 3 - Membership

Section 3.1 Membership. Members of this corporation shall be those individuals or business organizations engaged in the manufacture or remanufacture of lumber or timber products having adequate facilities in accordance with generally recognized industry standards, who have signed a Grade Stamp Licensing Agreement or an AITC Quality Mark Licensing Agreement, and who have applied for and been duly elected to membership by the corporation's Board of Directors or general membership and who have paid a fee to the corporation in an amount determined by the Board of Directors. Membership shall consist of four classes, namely Active full members, Inactive full members, and two categories of associate members. Active full members are those who use the services of the corporation, and inactive full members are those who do not for at least a year. Associate category 1 members shall be individuals and firms that participate in one of the corporation's quality service programs but have not signed either a Grade Stamp Licensing Agreement or an AITC Quality Mark Licensing Agreement. Associate category 2 members shall be individuals or firms interested but not engaged in the manufacture or processing of wood products. Only Active full members shall be entitled to vote on matters that come before the membership. Other than voting, all members shall have equal rights, privileges and obligations of membership. Companies with multiple grading locations shall obtain one

membership for each location provided each location has signed a Grade Stamp Licensing Agreement, or AITC Quality Mark Licensing Agreement .

Section 3.2 Quality Control. As conditions of membership, each member agrees to abide by all requirements determined from time to time to be appropriate by the Board of Directors for the maintenance of the corporation's quality control program, and each member shall execute and perform a subscriber's contract with the corporation in such standard form as is from time to time prescribed by the Board of Directors for purposes of furnishing the corporation's services of grading, marking, tallying and certification of lumber, and each member shall execute with the corporation and perform such standard form of grade stamp licensing agreement as may be from time to time prescribed by the Board of Directors as a condition to the privilege of using the corporation's registered symbol and/or securing the issuance of the corporation certificates of inspection on the member's products.

Section 3.3 Fees and Charges. Members shall pay fees and charges in such amounts as fixed from time to time by the Board of Directors. In addition to other remedies available to the corporation as a matter of law, nonpayment of delinquent fees and charges shall, at the discretion of the Board of Directors, subject a delinquent member to termination of membership.

Section 3.4 Membership Nontransferable. The rights and privileges of membership in the corporation are personal to the individual or business organization to whom granted. A member may terminate his or its membership upon 60 days' written notice delivered to the Secretary of the corporation, but membership may not be transferred either by assignment or by operation of law, provided, however, a change in business name or in the ownership of capital stock of a corporation member shall not be deemed a prohibited transfer and other transfers incidental to a change in business ownership may be approved by the Board of Directors.

ARTICLE 4 – Membership Meetings

Section 4.1 Place of Meeting. All meetings of the members shall be held at the registered office of the corporation or at such other location as the Board of Directors, Chairman of the Board, or President may determine.

Section 4.2 Annual Meeting. The annual meeting of the members of the corporation for the election of directors and for the transaction of such other business as may come before the meeting shall be held during the second quarter of each calendar year at a time and place designated by the Board of Directors, Chairman of the Board, or President. If for any reason an annual meeting shall not be held at the time herein specified, the same may be held at any time thereafter upon notice as hereinafter provided, or the business thereof may be transacted at any special meeting called for the purpose.

Section 4.3 Special Meetings. Special meetings of the members may be called by the Chairman of the Board, President or by the Board of Directors and shall be called by the Chairman of the Board, or President whenever no less than 25% of the members of the corporation entitled to vote at such meeting shall request the same in writing.

Section 4.4 Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less

than 10 nor more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman of the Board, President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at the address of the member as it appears on the records of the corporation, with postage thereon prepaid.

Section 4.5 Voting. Each active member shall be entitled to one vote on each matter submitted to a vote of members. A voting member may vote in person or may vote by proxy executed in writing by the member or his duly authorized attorney in fact and filed with the Secretary. No proxy shall be valid after eleven months from the date of its execution, unless otherwise expressly provided in the proxy.

Section 4.6 Quorum and Adjournment. Twenty-five percent (25%) of the members of the corporation entitled to vote at a meeting of members, present in person or represented by proxy, shall be requisite to and shall constitute a quorum for the transaction of business at such meeting. If however, a quorum shall not be present or represented at any meeting of members, the members present in person or by proxy shall have power to adjourn the meeting from time to time without notice, other than announcement at the meeting, until the requisite number of members shall be present or represented to constitute a quorum. At such adjourned meeting at which the requisite number of members shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 4.7 Voting by Certain Members. A membership standing in the name of another corporation may be voted by such officer, agent or proxy as the Bylaws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such corporation may determine. A membership in the name of a partnership may be voted by any general partner of such partnership. Membership, being personal and nontransferable by operation of law, may not be voted by an administrator, executor, guardian, conservator, trustee or receiver.

Section 4.8 Action of Members by Communications Equipment. Members may participate in any meeting of members by any means of communication (such as telephone conference call) which all persons participating in the meeting can hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE 5 – Board of Directors

Section 5.1 General Powers. The business, affairs and property of the corporation shall be managed by the Board of Directors in accordance with the Articles of Incorporation, these Bylaws and the provisions of the Washington Nonprofit Corporation Act not inconsistent with the Article and Bylaws. In addition to the powers and authorities expressly conferred upon them by these Bylaws, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not directed or required to be exercised or done by the members of the corporation by statute, the Articles of Incorporation or these Bylaws.

Section 5.2 Number of Directors. The number of directors shall be not less than seven nor more than twenty-six, and members at each annual meeting preceding the election of directors shall determine the number of

directors to be elected for the ensuing term of office. Only one individual who is affiliated with any of a controlled group of businesses may serve as a director.

Section 5.3 Eligibility of Directors. Directors need not be members of the corporation or residents of the state of Washington.

Section 5.4 Terms of Directors. Directors shall be elected annually in the manner provided in these Bylaws, and each director shall hold office until the annual meeting held next after his election and until such time as his successor is elected and qualified, or until his death, or until he shall resign or shall be removed. A director, after having been duly elected, will take office immediately following the annual membership meeting, or if elected between annual meetings for the purpose of filling a vacancy, shall take office immediately following his election by the Board of Directors.

Section 5.5 Honorary Directors. At any regular annual meeting of the members of the corporation, when duly nominated, (i) former directors or officers of the corporation may be elected to the office of honorary director, and (ii) one or more alternate directors may be elected to act in the absence or inability of a designated director. An honorary director shall be without vote and shall be for honorary purposes only.

Section 5.6 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of members of the corporation.

Section 5.7 Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, President, Secretary, any six directors, or the majority of the directors who are serving as members of the Executive Committee. The person or persons authorized to call such special meetings of the Board of Directors may fix any place, either within or without the State of Washington, as the place of holding any such special meeting of the Board of Directors called by them.

Section 5.8 Notice. Notice of any special meeting of the Board of Directors shall be given at least four days previous thereto by written notice delivered personally or mailed (by regular mail or electronically) to each director at his business. If by regular mail, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If by electronic mail or by fax, such notice shall be deemed to be delivered when successful transmission of the electronic mail or fax is confirmed. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specific in the notice or waiver of notice of such meeting.

Section 5.9 Quorum and Adjournment. At all meetings of the Board of Directors, the presence of a majority of the number of directors then serving or the minimum number of directors required by statute to constitute a quorum (currently one-third of the directors then serving), whichever is less, shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. In the absence of a quorum, the directors present at

the time and place at which a meeting shall have been duly called, may adjourn the meeting from time to time and place to place until a quorum shall be present.

Section 5.10 Removal From Office. A director may be expelled from office, and his successor elected, by the vote of two-thirds of all the members of this corporation, at any regular annual meeting, or at any special meeting of the members called for that purpose; provided that such purpose shall be stated in the notice of such meeting, otherwise such question shall not be considered at any such meeting.

Section 5.11 Vacancies. Any vacancy occurring in the Board of Directors between meetings of the members of the corporation may be filled by the affirmative vote of a majority of the remaining directors constituting no less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 5.12 Compensation. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, but otherwise, shall receive no compensation. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 5.13 Action without Meeting. Whenever the vote of the directors is required to be taken in connection with any corporate action, the meeting and vote may be dispensed with if all the directors who would be entitled to vote if such meeting were held shall consent in writing to such action being taken. Such consent shall have the same effect as a unanimous vote.

Section 5.14 Financial Responsibility. The directors shall designate how the working funds of the corporation shall be handled, bills paid, checks signed and funds managed, and may adopt rules and regulations for the management, conduct and control of the business of the corporation, or of any branch or department thereof. The directors shall present a full statement at the annual meeting of the members showing in full and in detail the assets and liabilities of the corporation and the general financial condition of its affairs.

Section 5.15 Action of Board of Directors by Communications Equipment. Directors may participate in any meeting of the Board of Directors by any means of communication (such as telephone conference call) which all persons participating in the meeting can hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE 6 - Officers

Section 6.1 Designation, Term, Vacancies. The officers of the corporation may consist of a Chairman of the Board, Vice Chairman, and Second Vice Chairman, each of whom shall be directors, when such offices are filled by action of the Board of Directors, and shall include a President, a Secretary and a Treasurer, none of whom need be directors. Any two offices may be held by the same person, except the offices of President and Secretary. The Board of Directors may also appoint a Chief Executive Officer who may be the same person holding the office of President, a Vice President who has the duties ser forth in Section 6.5 below, and such other officers as it deem necessary from time to time. The officers shall have and perform the powers and duties usually pertaining to their respective offices, the powers and duties respectively prescribed by law and these Bylaws, and such additional

powers and duties as may be prescribed by the board of Directors from time to time. The officers shall be appointed by the Board of Directors and shall hold office until the regular annual meeting of the Board of Directors following their appointment, or until their successors are appointed and qualified; provided that they, or any of them, may be removed at any time by the affirmative vote of a majority of the whole Board. All other officers, agents, and employees of the corporation shall hold office sharing the pleasure of the Board of Directors. Vacancies occurring among the officers of the corporation shall be filled by the Board of Directors.

Section 6.2 Chairman of the Board. The Chairman of the Board shall be chosen from among the directors. He shall preside at all meetings of the members and at all meetings of the Board of Directors at which he may be present. In case of his absence from any meeting, or inability from any cause to discharge the duties of office, the Vice Chairman shall act in his stead, and in case of the absence or inability of the Chairman of the Board and Vice Chairman, the Board shall elect a Chairman pro tempore, who shall act in their steed, and he shall, while so acting, be vested with all the powers of the Chairman of the Board. The Chairman of the Board may exercise and discharge such further powers and duties as may from time to time be prescribed by the Board of Directors.

Section 6.3 Vice Chairman. The Vice Chairman shall succeed to the same powers and duties as the Chairman in the event of the latter's absence or disability, and also such of the Chairman's powers and duties as the Chairman of the Board may delegate to him from time to time, and he shall have such other duties as may be assigned to him by the Board of Directors.

Section 6.4 President. It shall be the duty of the President, under the direction of the Board of Directors, to superintend and direct all the business and operations of the corporation. The President shall perform such general duties as may be from time to time prescribed by the Board of Directors and shall make full and complete reports annually and as often as may be required by the Board of Directors. The President may appoint an assistant or assistants, whenever authorized to do so by the Board of Directors.

Section 6.5 Vice President. If appointed, the Vice President shall succeed to the same powers and duties as the President in the event of the latter's absence or disability, and also such of the President's powers and duties as the President may delegate to him from time to time, and he shall have such other duties as may be assigned to him by the Board of Directors.

Section 6.6 Secretary. The Secretary shall attend to the giving and serving of notices of meetings of members and directors and he shall have charge of such books, papers, and records as properly belong to his office or as may be committed to his care by the Board of Directors including all membership records. The Secretary shall keep records of the meetings of the directors and members and shall have custody of the seal of the corporation.

Section 6.7 Treasurer. The Treasurer shall receive and safely keep such moneys as may be entrusted to his care by the Board of Directors and shall pay out of the same as directed by said Board of Directors.

Section 6.8 Compensation of Officers. The compensation of all officers of the corporation shall be fixed by the Board of Directors.

ARTICLE 7 - Committees

Section 7.1 Executive Committee. The Board of Directors may appoint three or more of its members, including the Chairman of the Board, as an Executive Committee which shall have and may execute, to the full extent permitted by law, all of the powers of the Board of Directors when the Board of Directors is not in session. The Chairman of the Board shall serve as Chairman of the Executive Committee. Vacancies in the Executive Committee shall be filled by the Board of Directors. Meetings of the Executive Committee shall be held at any time and place at the call of the Chairman of the Executive Committee. The Executive Committee shall report its actions to the Board of Directors from time to time. During the temporary absence of a member of the Executive Committee, the remaining members of the Executive Committee may appoint a member of the Board of Directors to act in the place and stead of such member of the Executive Committee temporarily absent, and the acts of such member of the Board of Directors so appointed shall be of the same force and effect as if such members had originally been appointed on such Executive Committee.

Section 7.2. Nominating Committee. The Board of Directors may appoint three or more directors as a Nominating Committee which shall make nominations for directors and officers. This Committee may also, at the direction of the Board of Directors, make nominations for other standing committees duly established by the Board of Directors as provided in these Bylaws. Nominations for directors shall be presented on a ballot that is forwarded to members with sufficient time for votes to be cast in advance of the annual meeting. Without limitation of the Nominating Committee's discretion to make nominations as it sees fit, the Nominating Committee shall consider any member who wishes to be nominated for a position on the board of directors and who submits a petition signed by a minimum of 10 members to the Nominating Committee by a deadline established annually by the Nominating Committee. Nominations for officers and other standing committees shall be presented to the Board of Directors at the meeting at which it elects officers and other committee members. The Nominating Committee shall elect its own chairman and shall meet upon the call of such chairman. Vacancies in the Nominating Committee shall be filled by the Board of Directors. The Nominating Committee shall report its actions to the Board of Directors. During the temporary absence of a member of the Nominating Committee, the remaining members of the Nominating Committee may appoint a member of the Board of Directors to act in the place and stead of such member temporarily absent, and the acts of such member of the Board of Directors so appointed shall be of the same force and effect as if such member had originally been appointed on such Nominating Committee.

Section 7.3 Other Committees. The Board of Directors may designate such other and further committees and subcommittees as they may determine and may define the powers and duties thereof, including, but not limited to, a Finance Committee and a Committee on Inspection. A majority of each committee shall consist of members of the corporation or the duly accredited officers or agents of members.

ARTICLE 8 – Waiver of Notice

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Washington

Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 9 - Amendments

The Board of Directors shall have the power to make, alter, amend or repeal Bylaws, except that the Board of Directors shall not make or alter any Bylaws fixing their qualification, classification, term of office or compensation, and except with respect to any other Bylaws for which approval of the membership of the corporation is required by law; and, such power of the Board of Directors shall be subject to the power of the members of the corporation holding a majority of the memberships entitled to vote at any regular or special meeting of members to change or repeal such Bylaws.

It is hereby certified the above Bylaws are adopted by the Board of Directors of Pacific Lumber Inspection Bureau at a duly called and specially held meeting of its Board of Directors May 20, 2025.

PACIFIC LUMBER INSPECTION BUREAU

By:
KYLE FRERES
Its: Chairman of the Board

By: JEFFREY FANTOZZI
Its: President