

**BYLAWS
OF
THE INTELICAD TECHNOLOGY CONSORTIUM**

AMENDED AND RESTATED ON

January 7, 2022

Amendments listed on page i

THE INTELICAD TECHNOLOGY CONSORTIUM
AMENDMENTS TO BYLAWS AMENDED AND RESTATED ON
January 7, 2022

| Sections | Amendment/Effect of Amendment | Date of Amendment |
|-----------------|--|--------------------------|
| 3.5 | <p>On April 12, 2006, the Board of Directors amended Section 3.5 of the Amended and Restated Bylaws in its entirety to provide for Term of Office to read as follows:</p> <p style="padding-left: 40px;">Unless a director dies, resigns or is removed, he or she will hold office until such director's successor will have been elected.</p> | 04/12/06 |
| 6 | <p>On October 13, 2006, the Board of Directors amended Section 6 of the Amended and Restated Bylaws in its entirety to read as follows:</p> <p style="padding-left: 40px;">Except for Article 7, these Amended and Restated Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Amended and Restated Bylaws, or by the written consent of each of the Directors. Article 7 may only be altered, amended or repealed upon receiving at least three-fourths of the votes which members present at an annual or special meeting of members or represented by proxy are entitled to cast.</p> | 10/13/06 |
| 7 | <p>On October 13, 2006, the Board of Directors amended the Amended and Restated Bylaws to include the following Section 7:</p> <p style="text-align: center;">ARTICLE 7. SALE, MERGER, CONSOLIDATION</p> <p style="padding-left: 40px;">No plan of sale, merger, or consolidation will be adopted except in the following manner: the board of directors of the corporation shall adopt a resolution approving the proposed plan and directing that that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Notice in the form of a record setting forth the proposed plan or a summary thereof shall be given to each member entitled to vote at such meeting within the time and in the manner provided in Article 2 for the giving of notice of meetings of members. The proposed plan shall be adopted upon receiving at least three-fourths of the votes which members present at each such meeting or represented by proxy are entitled to cast.</p> | 10/13/06 |

- 7 On December 5, 2012, at least three-fourths of the Commercial Members amended the Amended and Restated Bylaws by entirely replacing Section 7 as follows: 12/05/12

**ARTICLE 7. EFFECT OF MERGER,
ACQUISITION OR DISSOLUTION**

No acquisition of the corporation, voluntary or involuntary dissolution of the corporation, or merger of the corporation with or into another entity shall terminate, interfere with or modify any license of intellectual property owned by the corporation and granted to a Commercial Member pursuant to its Membership Agreement with the corporation, provided, however, that this Article 7 shall only apply to licenses granted to Commercial Members that: (i) have entered into to a written Membership Agreement prior to the date of such acquisition, dissolution or merger; (ii) are not in breach of their respective Membership Agreements; and (iii) comply with the terms of their respective Membership Agreements that are in place at the time of such acquisition, merger or dissolution, including, but not limited to, payment of all membership fees and other charges, as applicable. This Article 7 shall not be amended without the affirmative vote of at least three-fourths of the Commercial Members.

No plan of sale, merger, or consolidation will be adopted except in the following manner: the board of directors of the corporation shall adopt a resolution approving the proposed plan and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Notice in the form of a record setting forth the proposed plan or a summary thereof shall be given to each member entitled to vote at such meeting within the time and in the manner provided in Article 2 for the giving of notice of meetings to members. The proposed plan shall be adopted upon receiving at least three fourths of the votes which members present at each such meeting or represented by proxy are entitled to cast.

- 2.2 On April 7, 2014, the Board of Directors amended Section 2.2 of the Amended and Restated Bylaws in its entirety to provide for an additional member class: the Government Member. 04/07/14
- 3.3 On November 17, 2014, the Board of Directors amended Section 3.3 of the Amended and Restated Bylaws in its entirety to read as follows: 11/17/14

Directors shall be employees or agents of eligible Commercial Members. Commercial Members that market a CAD platform competitive with the IntelliCAD Base Software have conflict of interest and, consequently, are ineligible to nominate directors. Directors may have such other qualifications as the Board may prescribe by amendment to these Amended and Restated Bylaws.

| | | |
|---|--|----------|
| 7 | On January 7, 2015, at least three-fourths of the Commercial Members amended the Amended and Restated Bylaws by entirely replacing Section 7 as follows: | 01/07/15 |
|---|--|----------|

**ARTICLE 7. EFFECT OF MERGER,
ACQUISITION OR DISSOLUTION**

No acquisition of the corporation, voluntary or involuntary dissolution of the corporation, or merger of the corporation with or into another entity shall terminate, interfere with or modify any license of intellectual property owned by the corporation and granted to a Commercial Member or Government Member pursuant to its Membership Agreement with the corporation, provided, however, that this Article 7 shall only apply to licenses granted to Commercial Members and Government Members that: (i) have entered into to a written Membership Agreement prior to the date of such acquisition, dissolution or merger; (ii) are not in breach of their respective Membership Agreements; and (iii) comply with the terms of their respective Membership Agreements that are in place at the time of such acquisition, merger or dissolution, including, but not limited to, payment of all membership fees and other charges, as applicable. This Article 7 shall not be amended without the affirmative vote of at least three-fourths of the Commercial Members and Government Members jointly.

No plan of sale, merger, or consolidation will be adopted except in the following manner: the board of directors of the corporation shall adopt a resolution approving the proposed plan and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Notice in the form of a record setting forth the proposed plan or a summary thereof shall be given to each member entitled to vote at such meeting within the time and in the manner provided in Article 2 for the giving of notice of meetings to members. The proposed plan shall be adopted upon receiving at least three fourths of the votes which members present at each such meeting or represented by proxy are entitled to cast.

| | | |
|---------|--|----------|
| 2, 3, 4 | On September 16, 2019, the Board of Directors amended multiple Sections of the Amended and Restated Bylaws so as to separate the combined office of Secretary-Treasurer into two separate offices. | 09/16/19 |
| 3.2 | On January 7, 2022, the Board of Directors amended Article 3.2 to increase the maximum number of directors to fifteen (15). | 01/07/22 |

CONTENTS

| | |
|---|---|
| ARTICLE 1. OFFICES | 1 |
| ARTICLE 2. MEMBERSHIP | 1 |
| 2.1 Classes of Members | 1 |
| 2.2 Qualifications for Membership | 1 |
| 2.3 Voting Rights | 2 |
| 2.4 Initiation and Membership Dues | 2 |
| 2.5 Special Assessments | 2 |
| 2.6 Annual Meeting | 2 |
| 2.7 Special Meetings | 2 |
| 2.8 Place of Meetings | 3 |
| 2.9 Notice of Meetings | 3 |
| 2.10 Waiver of Notice | 3 |
| 2.11 Quorum | 3 |
| 2.12 Manner of Acting | 3 |
| 2.13 Proxies, Mail, Electronic Transmission | 4 |
| 2.14 Action by Members Without a Meeting | 4 |
| 2.15 Meetings by Telephone | 4 |
| 2.16 Resignation | 4 |
| 2.17 Termination of Membership | 5 |
| 2.18 Membership Suspension and Review | 5 |
| 2.19 Withdrawal from Business | 5 |
| ARTICLE 3. BOARD OF DIRECTORS | 5 |
| 3.1 General Powers | 5 |
| 3.2 Number | 5 |
| 3.3 Qualifications | 6 |
| 3.4 Election of Directors | 6 |
| 3.4.1 Initial Directors | 6 |
| 3.4.2 Successor Directors | 6 |
| 3.4.3 Nomination of Directors | 6 |
| 3.5 Term of Office | 6 |
| 3.6 Annual Meeting | 7 |
| 3.7 Regular Meetings | 7 |
| 3.8 Special Meetings | 7 |
| 3.9 Meetings by Telephone | 7 |
| 3.10 Place of Meetings | 7 |
| 3.11 Notice of Meetings | 7 |
| 3.12 Waiver of Notice | 8 |
| 3.12.1 In Writing | 8 |

| | | |
|------------|---|----|
| 3.12.2 | By Attendance | 8 |
| 3.13 | Quorum | 8 |
| 3.14 | Manner of Acting..... | 8 |
| 3.15 | Presumption of Assent..... | 8 |
| 3.16 | Action by Board Without a Meeting | 8 |
| 3.17 | Resignation | 9 |
| 3.18 | Removal..... | 9 |
| 3.19 | Vacancies..... | 9 |
| 3.20 | Board Committees | 9 |
| 3.20.1 | Standing or Temporary Committees..... | 9 |
| 3.20.2 | Quorum; Manner of Acting | 10 |
| 3.20.3 | Resignation | 10 |
| 3.20.4 | Removal of Committee Member | 10 |
| 3.21 | Compensation | 10 |
| ARTICLE 4. | OFFICERS | 10 |
| 4.1 | Number and Qualifications..... | 10 |
| 4.2 | Election and Term of Office | 11 |
| 4.3 | Resignation | 11 |
| 4.4 | Removal..... | 11 |
| 4.5 | Vacancies..... | 11 |
| 4.6 | Chairman of the Board | 11 |
| 4.7 | President | 11 |
| 4.8 | Vice President..... | 12 |
| 4.9 | Secretary and Treasurer | 12 |
| 4.10 | Compensation | 12 |
| ARTICLE 5. | ADMINISTRATIVE AND FINANCIAL PROVISIONS..... | 13 |
| 5.1 | Contracts | 13 |
| 5.2 | Loans | 13 |
| 5.3 | Loans or Extensions of Credit to Officers and Directors | 13 |
| 5.4 | Checks, Drafts, Etc. | 13 |
| 5.5 | Deposits | 13 |
| 5.6 | Books and Records | 13 |
| 5.7 | Corporate Seal | 14 |
| 5.8 | Accounting Year..... | 14 |
| 5.9 | Rules of Procedure..... | 14 |
| ARTICLE 6. | AMENDMENTS | 14 |
| ARTICLE 7. | EFFECT OF MERGER, ACQUISITION OR DISSOLUTION | 14 |

AMENDED AND RESTATED BYLAWS
OF
THE INTELICAD TECHNOLOGY CONSORTIUM

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members

The corporation shall have three classes of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Amended and Restated Bylaws.

2.2 Qualifications for Membership

The qualifications for the member classes are as follows:

(a) Commercial Member: a member admitted to the corporation who pays an initial commercial membership fee and any annual commercial membership fee as established by the Board and any other fees or special assessment levied by the Board against Commercial Members;

(b) API Member: a member admitted to the corporation who pays an initial API membership fee and any annual API membership fee as established by the Board and any other fees or special assessment levied by the Board against API Members.

(c) Government Member: a member admitted to the corporation who pays an initial government membership fee and any annual government membership fee as established by the Board and any other fees or special assessment levied by the Board against Government Members.

Members may be required to execute a Membership Agreement in a form approved by the Board from time to time. Members may have such other qualifications as the Board may prescribe by amendment to these Amended and Restated Bylaws.

2.3 Voting Rights

2.3.1 Each Commercial Member is entitled to vote at an election of Directors, and each Commercial Member may cast one vote for as many persons as there are Directors to be elected or may cumulate such vote and give one candidate a number of votes equal to such vote multiplied by the number of Directors to be elected.

2.3.2 Each Commercial Member is entitled to vote with respect to the subject matter of any issue submitted to the members, and shall be entitled to cast one vote upon each such issue.

2.4 Initiation and Membership Dues

The Board shall establish a schedule of initiation and membership dues for each class of members, rules concerning the manner and time of payment of such dues for each class of members, and rules concerning the termination of memberships for failure to pay such dues. Initiation dues are assessed upon admitting a member. A newly admitted member who terminated or had terminated a prior membership in the Consortium is liable for any initiation dues in effect at the time of its re-admission to the Consortium. Membership dues are for the contract year.

2.5 Special Assessments

In addition to the membership dues, the Board may levy a special assessment against members to pay for unanticipated or extraordinary expenses or liabilities arising in the course of the given contract year. The Board shall establish a schedule of payments of such special assessments, and payment of such special assessments will otherwise be subject to the same rules concerning notice, payment and failure to pay as established by the Board regarding membership dues. No newly admitted member will be required to pay any special assessment, or any portion thereof, levied prior to the date such member was admitted.

2.6 Annual Meeting

The annual meeting of the members shall be held during the month of September on a date chosen by the Chairman of the Board or the Board for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.7 Special Meetings

The Chairman of the Board, the President or the Board may call special meetings of the members for any purpose.

2.8 Place of Meetings

All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Chairman of the Board, the President or the Board.

2.9 Notice of Meetings

The Chairman of the Board, the President, the Secretary, or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either in the form of a record, in a tangible medium, or in electronic transmission, not less than ten (10) nor more than fifty (50) days before the meeting, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. If notice is provided in a tangible medium, it may be transmitted by: mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If any such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his, her or its address as it appears on the records of the corporation with postage thereon prepaid, provided that notice to any member located outside the United States shall be delivered by airmail. Other forms of notice in tangible medium are effective when received. If notice is provided in electronic transmission, it must satisfy the requirements of the Washington Nonprofit Corporation Act (RCW 24.03.009).

2.10 Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Amended and Restated Bylaws, the Articles of Incorporation or applicable Washington law, 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.

2.11 Quorum

In the event that approval or adoption of an action by members of the corporation is required by law, or in the event the Board elects to submit any matter to the members for approval or adoption, a majority of the members of the corporation entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the members. If less than a majority of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

2.12 Manner of Acting

The vote of a majority of the members of the corporation entitled to vote represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

2.13 Proxies, Mail, Electronic Transmission

A Commercial Member may vote by proxy executed in writing by the Commercial Member or by his, her or its attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

A Commercial Member may vote by mail or by electronic transmission. Whenever proposals or directors or officers are to be elected by members by mail or by electronic transmission, the name of each candidate and the text of each proposal to be voted upon shall be set forth in a record accompanying or contained in the notice of meeting.

An election may be conducted by electronic transmission. In such election, the corporation shall designate an address, location, or system to which the ballot may be electronically transmitted and the ballot must be electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record.

Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

2.14 Action by Members Without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a consent in the form of a record setting forth the action taken is executed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

2.15 Meetings by Telephone

Unless otherwise directed by the Chairman of the Board, Members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

2.16 Resignation

Any member may resign at any time by delivering written notice to the Chairman of the Board, the President, or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors or members. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be

necessary to make it effective. Prior to resignation, such member shall tender and pay to the corporation all outstanding membership dues and special levies owing as of the date of resignation, and otherwise conform to the requirements of the Membership Agreement between the member and the corporation.

2.17 Termination of Membership

The membership of any member may be terminated in accordance with the terms of the Membership Agreement between the member and the corporation. Termination of a member does not relieve such member from liability for membership dues and special assessments owing as of the date of termination, and such terminated member will promptly pay the same to the corporation.

2.18 Membership Suspension and Review

The officers of the corporation shall have the authority to suspend members for violation or non-compliance with these Amended and Restated Bylaws or Membership Agreement. Suspension shall be immediate and may include restricted access to the source code and web site as well as removal from the list of members. An appeal may be sent to the Board of Directors for consideration and review. The Board shall have thirty (30) days to decide by majority vote to overturn the suspension, allow the member a certain period of time to comply to the Board's satisfaction, or to terminate the member.

2.19 Withdrawal from Business

Membership in the corporation shall automatically terminate upon bankruptcy or withdrawal from or cessation of business by any member or upon alteration of the nature of business transacted by the member in a manner that would disqualify such member from securing a membership upon application thereof.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors.

3.2 Number

The Board shall consist of not less than one (1) individual Director nor more than fifteen (15) individual Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Amended and Restated Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

Directors shall be employees or agents of eligible Commercial Members. Commercial Members that market a CAD platform competitive with the IntelliCAD Base Software have conflict of interest and, consequently, are ineligible to nominate directors. Directors may have such other qualifications as the Board may prescribe by amendment to these Amended and Restated Bylaws.

3.4 Election of Directors

3.4.1 Initial Directors

Unless he dies, resigns or is removed, the initial Director in the Articles of Incorporation shall serve until the first annual meeting of the Board.

3.4.2 Successor Directors

Successor Directors shall be elected each year at the annual meeting of the members. Each member entitled to vote may vote in person, by proxy, mail or electronic transmission, at an election of Directors, in accordance with Sections 2.3 and 2.13 of these Amended and Restated Bylaws. The candidates elected shall be those receiving the largest number of votes cast, up to the number of Directors to be elected.

3.4.3 Nomination of Directors

Only individuals who are nominated in accordance with the following procedures shall be eligible for election as Directors. Nominations for the election of Directors may be made (a) by or at the direction of the Board or (b) by any member of the corporation entitled to vote for the election of Directors at an annual or special meeting of members. The Secretary shall announce prior to the annual or special meeting of members that nominations of candidates for election as Director are open and shall set a date and time that nominations will close. Thereafter, no further nominations may be made. Any such nomination shall set forth (A) the name and address of the member making the nomination; (B) a representation that the member is entitled to vote at such meeting; (C) the name and address of the nominee; and (D) the consent of each nominee. All nominations shall be transmitted to the Secretary prior to closing of nominations. If the facts warrant, the Board, or the chairman of a members' meeting at which Directors are to be elected, shall determine and declare that a nomination was not made in accordance with the foregoing procedure and, if it is so determined, the defective nomination shall be disregarded.

3.5 Term of Office

Unless a director dies, resigns or is removed, he or she will hold office until such director's successor will have been elected.

3.6 Annual Meeting

The annual meeting of the Board shall be held during the month of March on a date chosen by the President or the Board for the purposes of electing Directors and Officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.7 Regular Meetings

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

3.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Chairman of the Board, the President or any one (1) Director, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.9 Meetings by Telephone

Unless otherwise directed by the Chairman of the Board, Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.11 Notice of Meetings

Notice of Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than three (3) days before the meeting. Notices in writing, facsimile or electronic transmission may be delivered or mailed to the Director at his or her address shown on the records of the corporation. Notices by electronic transmission must satisfy the requirements of the Washington Nonprofit Corporation Act (RCW 24.03.009). Neither the business to be transacted at, nor the purpose of any regular or special meeting need be specified in the notice of such meeting. If notice is delivered by regular mail, the notice shall be deemed effective when deposited in the official government

mail properly addressed with postage thereon prepaid. If notice is sent by facsimile or electronic transmission, the notice shall be deemed effective when sent.

3.12 Waiver of Notice

3.12.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Amended and Restated Bylaws, the Articles of Incorporation or applicable Washington law, 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.12.2 By Attendance

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.

3.13 Quorum

A majority of the number of Directors fixed by or in the manner provided by these Amended and Restated Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board.

3.15 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.16 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be

deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.17 Resignation

Any Director may resign at any time by delivering written notice to the Chairman of the Board, the President, or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal

A Director may be removed from office at any time, with or without cause, (1) by vote of a majority of the members then entitled to vote in an election of Directors at which a quorum is present or (2) by a two-thirds vote of the Board of Directors at any meeting of the Board at which a quorum is present.

3.19 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board; provided however that if any vacancy occurs by reason of the death, resignation or removal of a Director, the vacancy shall be filled as designated by the voting member who is the employer or principal of the Director whose death, resignation or removal caused the vacancy, but only if such voting member is then a voting member of the corporation. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.20 Board Committees

3.20.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board and by applicable Washington law except that no committee shall have the authority to: (a) amend, alter or repeal these Amended and Restated Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be

amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.20.2 Quorum; Manner of Acting

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.3 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the Chairman of the Board, the President, the Secretary, or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.21 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a Chairman of the Board, a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Amended and Restated Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of both President and Treasurer jointly. For example, a person could hold both the offices of Secretary and Treasurer but not both the offices of President and Treasurer.

4.2 Election and Term of Office

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the Chairman of the Board, the President, the Vice President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least two-thirds of the number of Directors fixed by or in the manner provided by the Amended and Restated Bylaws whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 Chairman of the Board

The Chairman of the Board shall preside over meetings of the members and the Board and shall perform such other duties as shall be assigned to him or her by the Board from time to time.

4.7 President

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. In the absence of the Chairman of the Board, the President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Amended and Restated Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

The President shall adopt a position of neutrality and shall not engage in conduct, representations, or tactics nor provide any support or assistance of any kind to any person or group which may favor one member of the corporation over another. The President shall not be, during the term(s) as President, a member of the corporation nor have any pecuniary interest in a member of the corporation.

4.8 Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

4.9 Secretary and Treasurer

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Amended and Restated Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him or her by the Chairman of the Board, the President, or the Board. If requested by the Board, the Secretary shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

The Treasurer shall: (g) have charge and custody of and be responsible for all funds and securities of the corporation; (h) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, (i) deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Amended and Restated Bylaws; and (j) in general perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him or her by the Chairman of the Board, the President or the Board. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

4.10 Compensation

The officers of the corporation may receive compensation for their service as officers and may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE 5. ADMINISTRATIVE AND FINANCIAL PROVISIONS

5.1 Contracts

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

5.2 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

5.3 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

5.4 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

5.5 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

5.6 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Amended and Restated Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and post office address and class, if applicable, of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

5.7 Corporate Seal

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation, the state of its incorporation and the year of its incorporation.

5.8 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending December 31.

5.9 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly revised, so far as applicable and when not inconsistent with these Amended and Restated Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6. AMENDMENTS

Except for Article 7, these Amended and Restated Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Amended and Restated Bylaws, or by the written consent of each of the Directors. Article 7 may only be altered, amended or repealed upon receiving at least three-fourths of the votes which members present at an annual or special meeting of members or represented by proxy are entitled to cast.

ARTICLE 7. EFFECT OF MERGER, ACQUISITION OR DISSOLUTION

No acquisition of the corporation, voluntary or involuntary dissolution of the corporation, or merger of the corporation with or into another entity shall terminate, interfere with or modify any license of intellectual property owned by the corporation and granted to a Commercial Member or Government Member pursuant to its Membership Agreement with the corporation, provided, however, that this Article 7 shall only apply to licenses granted to Commercial Members and Government Members that: (i) have entered into to a written Membership Agreement prior to the date of such acquisition, dissolution or merger; (ii) are not in breach of their respective Membership Agreements; and (iii) comply with the terms of their respective Membership Agreements that are in place at the time of such acquisition, merger or dissolution, including, but not limited to, payment of all membership fees and other charges, as applicable. This Article 7 shall not be amended without the affirmative vote of at least three-fourths of the Commercial Members and Government Members jointly.

No plan of sale, merger, or consolidation will be adopted except in the following manner: the board of directors of the corporation shall adopt a resolution approving the proposed plan and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Notice in the form of a

record setting forth the proposed plan or a summary thereof shall be given to each member entitled to vote at such meeting within the time and in the manner provided in Article 2 for the giving of notice of meetings to members. The proposed plan shall be adopted upon receiving at least three fourths of the votes which members present at each such meeting or represented by proxy are entitled to cast.

The foregoing Amended and Restated Bylaws were adopted by the Commercial Members and the Board of Directors on January 7, 2022.

/s/Jason Poitras
Secretary