

**AMENDED AND RESTATED BYLAWS
OF
iMASON'S FOUNDATION
a Delaware charitable nonstock corporation**

**Adopted
January 7, 2026**

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**ARTICLE I
OFFICES**

Section 1. REGISTERED OFFICE AND AGENT. The registered office of iMasons Foundation (the “**Corporation**”) shall be at 850 New Burton Road, Suite 201, Dover, DE 19904. The registered agent at the registered office is Cogency Global Inc. The registered office and registered agent may be changed by resolution of the Board of Directors (the “**Board**”).

Section 2. PRINCIPAL OFFICE. The Board shall fix the location of the principal office for the transaction of the business of the Corporation. The principal office may be within or outside the State of Delaware as the Board shall determine. The Board may change the principal office from one location to another. The initial principal office shall be located at 3855 SW 153rd Drive, Beaverton, OR 97003.

**ARTICLE II
MISSION**

The Corporation’s mission is to accelerate the adoption and use of digital infrastructure by increasing education and access opportunities for underrepresented communities..

**ARTICLE III
NO MEMBERS**

Section 1. NO MEMBERS. The Corporation shall have no voting members within the meaning of the Delaware General Corporation Law.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. POWERS. Subject to the provisions of the Delaware General Corporation Law and any limitations in the Certificate of Incorporation and these bylaws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

Section 2. NUMBER AND QUALIFICATIONS OF DIRECTORS.

A. The number of directors constituting the Board shall be no fewer than one and no more than seven.

B. The exact number of authorized directors shall be set from time to time, within the limits set forth in paragraph A, by a resolution adopted by the Board.

Section 3. ELECTION AND TERM OF OFFICE OF DIRECTORS. Directors shall be elected by the board of directors of Infrastructure Masons, Inc., a Nevada nonprofit corporation (“iMasons”), at a meeting of the board of directors of iMasons. Should iMasons cease to exist, the directors shall be elected by the Board. Each director shall hold office for a term of three (3) years and until a successor director has been elected and qualified or until such director’s earlier resignation or removal. Directors shall be eligible for re-election without limitation on the number of terms they may serve.

Section 4. VACANCIES.

A. A vacancy or vacancies on the Board shall be deemed to exist in the event that the actual number of directors is less than the authorized number for any reason (including an increase in the authorized number of directors).

B. Vacancies may be filled by the iMasons board of directors for the unexpired portion of the term. No reduction in the number of directors shall have the effect of removing any director prior to the expiration of his or her term of office. Should iMasons cease to exist at the time of a vacancy, the Board shall fill the vacancy.

Section 5. RESIGNATION. A director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. Resignations shall be effective upon delivery unless a later effective date is specified in the resignation.

Section 6. REMOVAL. The iMasons board of directors may remove any director at any time, with or without cause. Should iMasons cease to exist, a majority of the Board may remove any director at any time, with or without cause.

Section 7. COMPENSATION. Directors shall not receive salaries for their services as directors, but by resolution of the Board, reasonable expenses of attendance, if any, may be paid to a director for each meeting of the Board that he or she attends. No provision of these bylaws shall be construed to preclude any director from serving the Corporation in any other capacity, including without limitation, as an officer or employee of the Corporation, and from receiving reasonable compensation for such service.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section 1. REGULAR MEETINGS. Regular meetings of the Board shall be held at such time and place as may be fixed by the Board for the purposes of organization, election of officers, and the transaction of other business. Other meetings of the Board shall be held at such times and places as may be fixed by the Board. Ordinarily, regular meetings shall be conducted at least quarterly. Notice of regular meetings shall not be required.

Section 2. SPECIAL MEETINGS. Special meetings of the Board may be called by the Executive Director, the Secretary, or any two directors. Special meetings may be held at such place within or outside the State of Delaware, and such time as specified in the notice of meeting. All special meetings shall be noticed in accordance with Article V, Section 4.

Section 3. MEETINGS BY TELEPHONE. Any meeting of the Board may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at the meeting as long as each director participating has been verified to be a director, can communicate with all other directors concurrently, and each director is provided a means to participate.

Section 4. NOTICE OF SPECIAL MEETINGS. Notice of the time and place of special meetings of the Board shall be given to each director personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages) facsimile, electronic mail, or other electronic means, or sent by first-class mail, addressed to each director at that director's address as it is shown on the records of the Corporation. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. In case the notice is delivered personally, by telephone, facsimile, electronic mail, or other electronic means, it shall be delivered at least forty-eight (48) hours before the time of the holding of the meeting. The notice shall specify the purpose for which the special meeting is called.

Section 5. WAIVER OF NOTICE. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such 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, before or at its commencement, the lack of notice to that director.

Section 6. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7 of this Article V. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the Delaware General Corporation Law (as to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, and (ii) indemnification of directors). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of director, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7. ADJOURNMENT. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 8. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 9. **ACTION WITHOUT 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 in writing, or by electronic transmission, to that action. Such action by written consent or electronic transmission shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents, or electronic transmission or transmissions, shall be filed with the minutes of the proceedings of the Board in accordance with the Delaware General Corporation Law.

ARTICLE VI COMMITTEES

Section 1. **BOARD COMMITTEES.** The Board may create Board Committees, each consisting of one or more directors, to serve at the pleasure of the Board. Appointments to a Board Committee shall be made by a method determined by the Board. The Board may designate one or more directors as alternate members of a Board Committee, who may replace an absent or disqualified member at a meeting of the Board Committee. Further, in the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

Section 2. **MEETINGS AND ACTION OF BOARD COMMITTEES.** Meetings and action of Board Committees shall be governed by, and held and taken in accordance with, the provisions of Article V of these bylaws, with such changes in the context of those bylaws as are necessary to substitute the Board Committee and its members for the Board and its members, except that the time of regular meetings of Board Committees may be determined either by resolution of the Board or by resolution of the Board Committee; special meetings of Board Committees may also be called by resolution of the Board; and notice of special meetings of Board Committees shall also be given to any alternate members of such Board Committee. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any Board Committee not inconsistent with the provisions of these bylaws.

Section 3. **LIMITATIONS ON COMMITTEE POWERS.** Any Board Committee may exercise all the powers and authority of the Board to the extent provided in the Board resolution creating the Board Committee; except that no Board Committee may:

(A) Approve or adopt any action or matter expressly required by law or these bylaws to be submitted to the Board for approval; or

(B) Adopt, amend, or repeal any bylaw of the Corporation.

Section 4. **VACANCIES.** Vacancies in membership of any Board Committee may be filled by appointments made in the same manner as the original appointments.

Section 5. **COMMITTEE CHAIR.** One member of each Board Committee must be appointed chair of the Board Committee.

Section 6. **QUORUM AND VOTING.** A majority of the whole Board Committee constitutes a quorum, unless otherwise provided in the resolution of the Board designating the Board Committee. The act of the majority of members present at a meeting at which a quorum is present is the act of the Board Committee.

Section 7. **ADVISORY COMMITTEES.** The Board may also 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 the 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.

ARTICLE VII OFFICERS

Section 1. **OFFICERS.** The officers of the Corporation shall be an Executive Director, Chair, a Secretary, and a Treasurer and such other officers as may be elected or appointed by the Board. Officers whose authority and duties are not prescribed in these bylaws shall have the authority to perform the duties prescribed by resolution of the Board. Any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as Executive Director.

Section 2. **ELECTION OF OFFICERS.** The officers of the Corporation shall be chosen by the Board, 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. **ADDITIONAL OFFICERS.** The Board may appoint, and may authorize the Executive Director or another officer to appoint any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified from time to time by the Board.

Section 4. **REMOVAL AND RESIGNATION OF OFFICERS.** Any officer elected or appointed by the Board may be removed by the Board for any reason, but such removal is without prejudice to the contract rights, if any, of the person so removed. Additionally, any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice.

Section 5. **VACANCIES IN OFFICES.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board.

Section 6. **CHAIR.** The Chair of the Board shall preside over meetings of the Board and shall perform other duties as shall be assigned by the Board from time to time. The Chair of the Board shall act as a liaison from and a spokesperson for the Board.

Section 7. **EXECUTIVE DIRECTOR.** The Executive Director, subject to the Board's control, will supervise and control the business and affairs of the Corporation. In the absence of the Chair, the Executive Director shall preside over meetings of the Board. The Executive

Director 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 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.

Section 8. SECRETARY. The Secretary shall (a) keep the minutes of meetings of the Board and any 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 bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office address of each officer and director; and (e) 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 Executive Director or the Board.

Section 9. TREASURER. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and 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 bylaws; (c) render from time to time, as may be required, an account of all transactions of the Corporation and of the financial condition of the Corporation; and (d) 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 Executive Director or the Board.

ARTICLE VIII INTERESTS OF DIRECTORS AND OFFICERS

Section 1. CONFLICT OF INTEREST. Directors and officers shall disclose to the Board any financial interest which the director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested director or officer shall abstain from voting on the transaction.

Section 2. REVIEW OF CERTAIN TRANSACTIONS. Prior to entering into any compensation agreement, contract for goods and services, or any other transaction with any person who is in a position to exercise influence over the affairs of the Corporation, the Board shall establish the proposed transaction is reasonable when compared with a similarly situated organization for functionally comparable positions, goods, or services rendered.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 1. The Corporation shall indemnify its current and former directors and officers, and may indemnify its current and former employees and agents against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by them in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), to which they may be or are made a party by reason of being or having been a director, officer, employee, or agent if such person acted in good faith and

in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, there shall be no indemnification in respect of any claim, issue, or matter as to which he or she shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 2. The Corporation may pay expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation under this Article. Such expenses (including attorneys' fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board deems appropriate.

Section 3. Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Title 8, Section 145(a) and (b) of the Delaware General Corporation Law. Such determination shall be made (1) by a majority vote of the directors who are not parties to such action, suit, or proceeding, even though less than a quorum, or (2) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion.

Section 4. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

Section 5. The indemnification and advancement of expenses authorized by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee, or agent may be entitled under any statute, bylaw, agreement, vote of the disinterested directors or otherwise; shall not restrict the power of the Corporation to make any indemnification permitted by law; and unless otherwise provided when such indemnification or advancement of expenses is authorized or ratified, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 6. The Board may authorize the purchase of insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as a director, officer, employee, or agent whether or not the Corporation would have the power to indemnify such person against that liability under law.

Section 7. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE X MISCELLANEOUS PROVISIONS

Section 1. **BOOKS AND RECORDS.** The Corporation must keep: (i) correct and complete books and records of account; and (ii) records of the proceedings of the Board.

Section 2. **FISCAL YEAR.** The fiscal year of the Corporation shall be fixed by action of the Board.

Section 3. **AMENDMENTS.**

A. Certificate of Incorporation. The Certificate of Incorporation of the Corporation may be amended in whole or in part by a majority vote of the directors then in office pursuant to the procedure set out in Section 242(b)(3) of the Delaware General Corporation Law.

B. Bylaws. Except for the provisions of Article IV, which can only be amended with the express written consent of the board of directors of iMasons, these bylaws may be amended, altered, or repealed, and new bylaws may be adopted, at any meeting of the Board by an affirmative vote of the majority of directors then in office; provided that the proposed amendments to these bylaws shall be submitted in writing to the directors at least one week in advance of the meeting at which the amendments will be considered for adoption.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of iMasons Foundation, a Delaware charitable nonstock corporation, and that the foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of such corporation by the Board of Directors thereof as of January 7, 2026.

Dated: January 7, 2026.

Julie Albright

Julie Albright, Secretary