

ARTICLES OF INCORPORATION CONSORTIUM FOR RESEARCH ON RENEWABLE INDUSTRIAL MATERIALS

I. NAME AND LOCATION

The name of this Corporation is the Consortium for Research on Renewable Industrial Materials. The original registered office of the Corporation is College of Forest Resources, 123J Anderson Hall, Box 352100, University of Washington, Seattle, Washington, 98195. The Board of Directors may establish the registered office of the Corporation elsewhere within the State of Washington in accordance with the By-Laws. The initial registered agent is Bruce R. Lippke.

The Board of Directors may also establish other offices in the United States if appropriate.

II. DURATION AND DISSOLUTION

The Corporation has perpetual existence. If this Corporation is liquidated, the Board of Directors, after paying all liabilities of the Corporation, shall in accordance with a plan adopted by two-thirds of the Directors of the Corporation, distribute all remaining assets of the Corporation to one or more governmental agencies or institutions (including colleges or universities), or organizations exempt under 26 U.S.C. section 501(c)(3) (or the corresponding provision of any future United States Internal Revenue law).

III. PURPOSES AND POWERS OF THE CORPORATION

The purposes of the Corporation are to establish, support, and carry on research and education relating to renewable materials, to establish and operate facilities for these purposes, and to publish the results of research.

The Corporation shall have power, as authorized by the laws of Washington State, to:

- (a) Sue and be sued, complain and defend, in its corporate name;
- (b) Have and use a corporate seal;
- (c) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property, or any interest therein, whatever situated;
- (d) Sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (e) Lend money or credit to its employees other than its officers and Directors;
- (f) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or any other government, state, territory, municipality, or governmental district, or any instrumentality thereof;
- (g) Make contracts and incur liabilities, borrow money, issue notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (h) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (i) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States, or in any foreign country;

- (j) Elect or appoint officers and agents, define their duties, and fix their compensation;
- (k) Make and alter by-laws for the administration and regulation of the affairs of the Corporation;
- (l) Make donations for the public welfare or for charitable, scientific, or educational purposes, and in time of war to make donations in aid of war activities;
- (m) Indemnify any director or officer, any former director or officer, or any other person, as authorized by RCW 23B.08.500 through 23B.08.600, or successor laws;
- (n) Make guarantees respecting the contracts, securities, or obligations of any person if the guarantee may reasonably be expected to benefit, directly or indirectly, the Corporation;
- (o) Pay pensions and establish pension plans, pension trusts, and other benefits plans for its directors, officers, and employees;
- (p) Be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other enterprise;
- (q) Be a trustee of or administer a charitable trust, and act as executor in relation to any charitable bequest or devise to the Corporation;
- (r) Cease its corporate activities and surrender its corporate franchise; and
- (s) Exercise all powers necessary or convenient to effect the purposes of the Corporation.

IV. MEMBERS

The members of the Corporation shall be institutions, which include universities, corporations, associations, foundations, or other legal entities, including governmental bodies. Each member shall pay an initial membership and annual dues, which shall be set in accordance with the By-Laws. Each member shall appoint one person to represent the member in the Corporation. The representative must be employed by the member institution he or she represents. Each representative must accept the appointment in writing, and file the acceptance with the Secretary of the Corporation.

There shall be two classes of member institutions. Voting members must be organized substantially for purposes of research or education. All other members are non-voting members. The Board of Directors or its designee shall determine whether a new applicant for membership is entitled to be a voting member.

A member may resign at any time by giving at least 60 days written notice to the Secretary of the Corporation. Upon the effective date of the resignation, the resigning member shall cease to have any rights under these Articles of Incorporation. A member that fails to pay its dues within 120 days from the date the dues become payable shall, upon majority vote of the Board of Directors, forfeit its membership. Upon forfeiture, the member shall cease to have any rights under these Articles of Incorporation.

V. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors composed of the representative from each voting member.

The terms of the directors shall be three years, commencing at the next annual meeting after appointment. The members may reappoint their representatives as directors for consecutive terms, without limitation. Before each regular annual meeting, the directorships expiring at that meeting shall be filled by appointment by the voting member institutions. The Secretary shall notify institutions of the impending expiration of the terms of their representative directors at least 60 days before the annual meeting at which the terms expire.

A vacancy in the Board of Directors occurs when a member's representative director leaves his or her position with the member, resigns in writing as the member's representative director, or is unable to complete the term of office. A vacancy also occurs if the member in writing removes the director from office.

If a vacancy occurs in the Board of Directors, the affected member institution shall notify the Secretary. The member shall appoint a new representative as director, to complete the vacated term of office.

The Directors shall have the authority to exercise the powers of this Corporation, and shall also:

- (a) Elect the executive committee provided for in the By-Laws;
- (b) Establish other committees it deems desirable in carrying out work of the Corporation;
- (c) Appoint and set the compensation for an executive director and other employees, in accordance with the By-Laws;
- (d) Fix the amounts to be paid for membership fees and dues; and
- (e) Have charge, management, and control of the business, property, and affairs of the Corporation, except as otherwise required by law or these Articles of Incorporation.

The initial directors of the Corporation are:

- (1) Bruce R. Lippke
- (2) James Bethel
- (3) Jeffery S. Gorelik

VI. MEETINGS OF DIRECTORS

The Board of Directors shall have one regular annual meeting each year, which shall be held in March or April on a date to be set by the President. The meeting shall be held at one of the offices of the Corporation, or at any other place set by the Directors at a previous meeting. The Secretary shall mail written notice of the meeting to each Director and representative of voting members at least thirty days before the date of the meeting. At the annual meeting, the Directors shall elect, by a majority vote of those present, the officers of the Corporation and the members of the executive committee in accordance with Article VII. The Directors also shall transact such other business as may be necessary.

The President may call a special meeting whenever necessary, and shall call a special meeting whenever it is requested in writing by at least one-third of the Directors. Any such request must state the purpose of the proposed meeting. The Secretary shall mail written notice of the special meeting to each Director and representative of voting members at least ten days before the date of the meeting. The notice of a special meeting must state the purpose or purposes for the meeting. The meeting shall be held at one of the offices of the Corporation, or at any other place that the President identifies in the written notice of the meeting. The business transacted at a special meeting shall be confined to the purposes identified on the written notice of the meeting. Directors who are not present at a special meeting may vote by mail on the matters set forth in the notice.

A Director may waive notice of the meeting either before, at, or after the meeting.

VII. OFFICERS AND EXECUTIVE COMMITTEE

The persons who shall serve as officers until their successors are elected at the first annual meeting of the Board of Directors are:

Bruce R Lippke, President
Jeffery Gorelik, Secretary and Treasurer
James Bethel, Vice President

At the first annual meeting, the Board of Directors shall elect by a majority vote of those present a president, one or more vice-presidents, a secretary, and a treasurer. The Board of Directors, in the By-Laws, may provide that one person may serve as both the secretary and treasurer. The Board also may elect other officers it determines are necessary, in accordance with the By-Laws. All officers must be Directors of the Corporation. The Board may remove any officer from office by an affirmative vote of two-thirds of the Directors.

At the initial election, the president and one vice president shall have terms of three years and the secretary and treasurer shall have terms of two years. The remaining vice presidents (if any) shall have terms of one, two, or three years to be set by the Board of Directors. Following subsequent elections, the officers shall have terms of three years or until their successors are elected.

The president, vice presidents, secretary, and treasurer shall have the powers and duties that usually pertain to their offices, as limited or supplemented by the By-Laws. The president shall be the chief executive officer of the Corporation. If the president is disabled or absent, one vice president to be designated by the Board shall perform the duties of the president. If any other officer is disabled or absent, the executive committee shall appoint a new officer to fill the vacancy until the next annual meeting of the Board.

The Board of Directors also shall elect at an annual meeting any number of the Directors to an executive committee. Also, the president, vice-president(s), secretary, and treasurer shall be *ex officio* members of the executive committee. When the Board of Directors is not in session, the executive committee may exercise all the powers of the Board of Directors except:

- (a) Alienating or encumbering real estate or endowments of the Corporation;
- (b) Electing or removing the President;
- (c) Amending the Articles of Incorporation or the By-Laws; and
- (d) Other powers identified in the By-Laws.

The executive committee may fill vacancies occurring in its membership between annual meetings of the Board of Directors. Any Director appointed to fill a vacancy shall serve until the next annual meeting of the Board.

VIII. OTHER COMMITTEES

The Board of Directors may appoint any person to other committees it establishes, whether or not the person is a Director or a representative of a member. In the By-Laws, the Board may delegate to the president the authority to appoint persons to these other committees. Each committee shall exercise the powers delegated to it by the Board in accordance with the By-Laws.

IX. SALARIES AND COMPENSATION

The Directors shall receive no compensation for their services to the Corporation. The Directors may be reimbursed for travel and other out-of-pocket expenses for attendance at annual and special meetings of the Board and the executive committee, or for performing other duties assigned by the Board. The Board of Directors shall establish the manner and amount of reimbursement in accordance with the By-Laws.

The Board may hire and set the compensation for any employees necessary for the operations of the Corporation. The Board may delegate to the executive committee the authority to hire and set the compensation of the employees.

X. BY-LAWS AND AMENDMENTS TO ARTICLES OF INCORPORATION

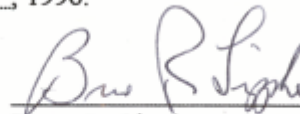
The initial officers of the Corporation shall adopt the initial By-Laws. Thereafter, the Board of Directors may amend the By-Laws at any meeting of the Board.

The Board of Directors may amend these Articles of Incorporation at any meeting by a vote of two-thirds of all Directors. The amendment shall be final when it has been filed with and approved by the Secretary of State.

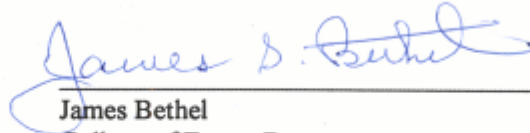
XI. QUORUMS

A majority of the Board of Directors constitutes a quorum at meetings of the Board. A majority of the executive committee constitutes a quorum at meetings of that committee. Directors may attend meetings, other than the annual meeting, of the Board and the executive committee by a speakerphone or other similar device.

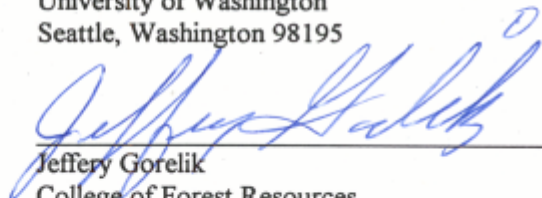
Dated this 5 day of April, 1996.



Bruce R. Lippke
College of Forest Resources
123J Anderson Hall, Box 352100
University of Washington
Seattle, Washington 98195



James Bethel
College of Forest Resources
Box 352100
University of Washington
Seattle, Washington 98195



Jeffery Gorelik
College of Forest Resources
130 Anderson Hall, Box 352100
University of Washington
Seattle, Washington 98195

BY-LAWS CONSORTIUM FOR RESEARCH ON RENEW ABLE INDUSTRIAL MATERIALS

I. OFFICES

The office and place of business of the Corporation is at the College of Forest Resources, 123J Anderson Hall, Box 352100, University of Washington, Seattle, Washington 98195. The principal office also is the registered office of the Corporation.

II. SEAL

The Corporation seal shall bear the name of the Corporation, and shall also bear the words "Washington nonprofit corporation."

III. BOARD OF DIRECTORS

The president, as chair of the board of directors, presides over all meetings of the board. In the absence of the president, a vice president, chosen by the board shall preside at board meetings. If neither the president nor a vice president is present, the presiding officer for the meeting shall be determined in the following order: (1) secretary, (2) a member of the board to be chosen by lot. At the meetings of the board, votes shall be taken orally, except that on request by any director, the votes shall be taken by written ballot.

IV. EXECUTIVE COMMITTEE

The executive committee consists of the president, vice presidents, secretary, and treasurer, and three other members of the board of directors. The members other than the officers shall be elected by the board of directors for a two-year term, and may be re-elected to one consecutive two-year term. These directors may not again act as a member of the executive committee until at least two years after the expiration of their previous terms.

The president serves as the chair of the executive committee, and presides over all meetings of the committee. If the president is not present, the order of succession as presiding officer is the same as for meetings of the board.

The executive committee may meet by telephone, conference call or similar electronic means, if written notice and an agenda are given in advance to the members. The business of such meetings shall be restricted to the written agenda. Any action taken at such meetings shall be valid when the secretary receives, from a majority of the members who voted, written confirmation of their previous oral vote.

V. FUNCTIONS OF THE BOARD AND EXECUTIVE COMMITTEE

The board of directors and the executive committee determine the broad policies of this Corporation. The executive committee functions for the board of directors between meetings, and shall report its policy decisions to the full board at the annual or special board meetings.

VI. OFFICERS

The officers of this Corporation consist of a president, at least one vice-president, a secretary, and a treasurer. One person may hold the offices of secretary and treasurer.

The president is the chief executive officer of the Corporation and in general supervises and administers all of the business and affairs of the Corporation. As the chair of the board, the president presides at all meetings of the executive committee and of the board of directors. The president may sign, with the secretary or treasurer, or any other proper officer of the Corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized to be executed, except when the board of directors has specifically delegated the authority to some other officer or agent of the Corporation. In general, the president performs all duties incident to that office, and such other duties as the board of directors may prescribe.

If the president is absent, is unable to act, or refuses to act, a vice-president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president(s) normally shall perform the duties assigned by the president or the board of directors.

The secretary shall keep the minutes of the meetings of the board of directors and the executive committee; send these minutes to all directors; send in advance to all directors the agenda for meeting of the board of directors and executive committee; see that all notices are duly given in accordance with the By-Laws and the Articles of Incorporation; and keep a register of the telephone number and the address of each director and other member representatives. The secretary shall also perform all duties incident to the office of secretary and any other duties assigned by the president or the board of directors.

The treasurer shall have custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in the banks, trust companies, or other depositories approved by the board of directors; and in general, perform all the duties incident to the office of treasurer and any other duties assigned by the president or the board of directors.

If required by the board of directors, the treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the board of directors requires. The board of directors may delegate the responsibility for fiscal operations to the executive director, in which case the treasurer remains responsible only for implementing broad fiscal policy and annual review of policies and accounts. The treasurer shall provide an annual financial report to the board of directors and the other member representatives.

VII. EXECUTIVE DIRECTOR

The board of directors may place the operational activities of this Corporation under the immediate direction of an executive director, who shall administer the affairs of the Corporation in accordance with the policies established by the board of directors and the executive committee. If appointed, the executive director is the custodian of the corporate records and of the seal of the Corporation, and shall see that the seal of the Corporation is affixed to all documents that must be executed under seal. The executive director shall serve at the pleasure of the board of directors, or the executive committee when the board of directors is not in session.

If appointed, the executive director shall plan, implement, and report the activities and programs of the Corporation in accordance with the direction of the board of directors and executive committee. Within the limits of the authority delegated by the board, the executive director may negotiate and execute contracts and other instruments necessary to accomplish the activities and programs of the Corporation. The executive director is responsible for maintaining proper records thereon, shall keep the treasurer and president regularly informed on fiscal matters, and shall submit to the treasurer an annual financial report at least one month before the annual meeting of the board of directors. The executive director shall supervise the activities of

the staff of the Corporation (if any) and any faculty assembled for the conduct of workshops, seminars, or courses. The executive director is responsible for maintaining relationships with representatives of funding agencies and the member institutions. The executive director shall submit to the board of directors a written annual report at or before the annual meeting. The executive director shall give bond, and be responsible for any designated associate, assistant, or resident directors, or other employees, giving bond for faithful discharge of duties in such sum and with such surety or sureties as the board of directors or executive committee determines. .

VIII. COMMITTEES

For the efficient operation of the business of this Corporation, committees for the several disciplinary areas shall be established to advise the executive director and the board of directors. Other committees may be appointed, as the board of directors, executive committee, or president deem proper. The president shall appoint the members of the committees and designate the chair of each. The president shall give to each committee a written statement of its responsibilities.

Each member of a disciplinary area committee shall serve until the third annual meeting of the board of directors after his or her appointment and until a successor is appointed and qualified, unless the committee is sooner terminated by the president or board of directors. The members of a disciplinary area committee shall be appointed to staggered terms so that approximately one third of its membership can be appointed or re-appointed each year. Each member of other committees shall serve until the next annual meeting of the board of directors after the appointment and until a successor is appointed and qualified, unless the committee is sooner terminated.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original appointments.

Unless the board of directors provides otherwise in its resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt policies governing its operations that are consistent with these By-Laws, the Articles of Incorporation, and rules adopted by the board of directors. Each committee shall report in writing to the board of directors, through the executive director, its principal activities for the year at least 30 days before the annual meeting of the board of directors.

IX. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

The board of directors may authorize any officer or agent of the Corporation, in addition to the officers authorized by these By-Laws, to enter into any contract or execute and deliver an instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

No officer, director, or employee of the Corporation shall execute any contract or agreement binding the Corporation unless that person has first notified the executive director and obtained prior written approval of the contract or agreement by legal counsel to the Corporation. The executive committee may waive the requirement for legal counsel.

Members shall pay an initial membership fee in their first year of membership and shall thereafter pay dues annually, as set by the board of directors at its annual meeting. Annual dues shall be due and payable on July 1 of each year.

The executive director shall normally be the project manager of any institutional grants made in the name of the Corporation. If the executive director is not appointed or is unable to serve, the president shall be project manager unless the executive committee appoints another person, who may be any director or representative of a member, to be the project manager.

All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by the treasurer and, when required by the board of directors, countersigned by the president or vice-president of the Corporation. All notes and other evidences of indebtedness issued in the name of the Corporation shall be signed by the treasurer and countersigned by the president or vice-president.

All funds of the Corporation shall be deposited to the credit of the Corporation, including any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Corporation. The treasurer shall report these funds in writing to the board of directors at the annual meeting. Proposals requesting grant support, naming the Corporation as the sponsoring or receiving agency for the project or funds, shall be submitted to the president or executive director for written approval before submission to the funding agency.

X. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its board of directors and committees that are acting under authority delegated by the board of directors. The Corporation shall maintain at the principal office a record of the names and addresses of the members, member representatives, and directors. Any member may inspect all books and records of the Corporation at any reasonable time, if written notice of intent is given to the president or executive director and the secretary at least twenty-four hours before the intended time of inspection.

XI. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

XII. CONTRIBUTIONS

The board of directors may establish appropriate mechanisms for receiving financial and other contributions to the Corporation. These mechanisms include but are not confined to the following associations:

- (a) Individual Associates. Individuals interested in furthering the purposes of the Corporation may upon payment of dues established by the board of directors become Associates in regular, life, patron, and other categories.
- (b) Corporate Associate. Corporations for profit or not, and other comparable organizations interested in furthering the purposes of the Corporation may upon payment of dues established by the board of directors become Corporate Associates of the Corporation.
- (c) Institutional Associates. Institutions that wish to be part of the Corporation but do not anticipate having a major role in most corporate activities may become Institutional Associates by paying an annual membership fee of 15% of full membership dues. Institutional Associates do not have representation on the board of directors.
- (d) The board of directors may decline, return, or otherwise rescind contributions from individuals or organizations that are inappropriate for affiliation with the Corporation.

XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the laws of the State of Washington, the Articles of Incorporation, or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time states therein, shall be deemed equivalent to the giving of such notice.

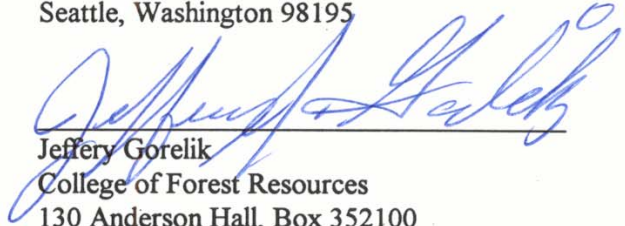
Dated this 5 day of April, 1996.



Bruce R. Lippke
College of Forest Resources
123J Anderson Hall, Box 352100
University of Washington
Seattle, Washington 98195



James Bethel
College of Forest Resources, Box 352100
University of Washington
Seattle, Washington 98195



Jeffery Gorelik
College of Forest Resources
130 Anderson Hall, Box 352100
University of Washington
Seattle, Washington 98195