

**BYLAWS OF
CITIZENS 30, INC.
A Delaware Stock Corporation**

**Article I
Stockholders**

Section 1.01. Place of Meetings. Meetings of stockholders of Citizens 30, Inc. (the "Corporation") shall be held at any place, within or outside the State of Delaware, as determined by the Corporation's board of directors (the "Board"). The Board may, in its sole discretion, determine that a meeting of stockholders shall not be held at any physical place but may be held by means of remote communication as authorized by Section 211 of the Delaware General Corporation Law (the "DGCL"). In the absence of any such designation, stockholders' meetings shall be held at the Corporation's principal place of business.

Section 1.02. Annual Meeting. Unless otherwise designated by the Board of Directors, an annual meeting of stockholders shall be held on a business day in October at a time determined by the Board of Directors, for the purpose of electing directors and the transacting of such other proper business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Delaware, the annual meeting shall be held on the next succeeding business day.

Section 1.03. Special Meeting. Special meetings of the stockholders may be called at any time and for any purpose(s) by the chief executive officer, or a majority of the board of directors, the Chairperson of the Board, and shall be called by the board of directors at the written request of any director or the stockholders of not less than fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the meeting demanded. Special meetings may not be called by any other person or persons. If the special meeting is called by any person or persons other than by a majority of the board of directors, then the board of directors shall determine the time, place, and date of such special meeting, which shall be held not more than sixty (60) days nor less than ten (10) days after the written request to call such special meeting is delivered to the board of directors. Any business transacted at the special meeting must be specified in the notice.

Section 1.04. Notice of Stockholder Meetings. Written notice of a meeting of stockholders, specifying the place, if any, the time, the means of remote communication, if any, and the purpose of the meeting (in the case of a special meeting of the stockholders), shall be given to each stockholder entitled to vote at such meeting not less than ten (10) days nor more than sixty (60) days before the meeting date. Such notice shall be given in one of the following manners:

A. Written Notice by Mail. Notice may be given by mailing a written notice to each stockholder entitled to vote at the meeting at their address as it appears on the Corporation's records. Such notice shall be deemed effective upon deposit in the United States mail, with postage prepaid.

B. Electronic Transmission. Notice may be provided via electronic transmission, including email or other means of electronic communication, provided that the stockholder has consented to receive notice in such manner. The stockholder's consent to electronic transmission shall be revocable at any time by written notice to the Corporation. Notice shall be deemed given upon successful transmission, unless the Corporation is notified of a delivery failure.

C. Personal Delivery. Notice may be delivered personally to stockholders. Such notice shall be deemed effective when delivered to the stockholder.

D. Courier or Delivery Service. Notice may be delivered via reputable courier or overnight delivery service (such as FedEx or UPS), and shall be deemed effective upon confirmation of delivery to the stockholder's last known address as shown on the Corporation's records.

E. Text Message or SMS. Provided that a stockholder has expressly consented in writing to receive notice via text message or SMS, notice may be sent by such means. Consent to receive notices via text message or SMS may be revoked by the stockholder in writing at any time. Notice via text message or SMS is deemed effective upon confirmation of successful transmission, provided such consents are in accordance with applicable law and SEC regulations.

F. Posting on Corporate Website. Notice may be posted on a secure section of the Corporation's website or portal accessible to stockholders, provided the stockholder has consented to this form of notice. Notice shall be deemed effective at the time the notice is made available on the website, and the Corporation shall provide the stockholder with instructions on how to access such notice.

G. Publication. If no valid mailing address or electronic address is available, notice may be provided by publication in a newspaper of general circulation in the county where the Corporation's registered office is located. Such notice shall be published once per week for two consecutive weeks, with the first publication at least ten (10) days prior to the meeting date. Notice shall be deemed given upon the second publication.

H. Radio or Television Broadcast. In extraordinary circumstances where other methods of notice are impracticable, the Corporation may provide notice by radio or television broadcast within the county of the registered office. Notice via broadcast shall be deemed effective at the time of airing

All such notice shall be given by the secretary or by the person or persons authorized by the board of directors to call stockholders' meetings.

Section 1.05. Waiver of Notice. Notice of any stockholders' meeting may be waived by any stockholder before or after the date and time of the meeting. Such waiver must be in writing, signed by the stockholder entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filed with the corporate records. Attendance at a meeting by a stockholder shall constitute a waiver of notice unless the stockholder objects at the beginning of the meeting to the transaction of business because the meeting was not lawfully called or convened.

Section 1.06. Failure of Notice. The failure to give notice to any stockholder, or the failure of any stockholder to receive notice, shall not invalidate the actions taken at any meeting at which a quorum is present.

Section 1.07. Adjournment. If a stockholder meeting is adjourned to a different date, time, or place, no additional notice shall be required if the adjourned meeting's date, time, and place are announced at the meeting before adjournment. However, if the adjournment is for more than thirty (30) days, or if a new record date is set for the adjourned meeting, notice of the adjourned meeting shall be given in accordance with these Bylaws to each stockholder entitled to vote at the meeting.

Section 1.08. Quorum and Voting. A majority of the votes entitled to be cast on a matter by a voting group, present in person or represented by proxy, shall constitute a quorum of that voting group for action on that matter. If a quorum shall fail to attend any meeting, the person designated to preside at the meeting or the holders of a majority of shares entitled to vote who are present, in person, via remote participation, or by proxy, at the meeting may adjourn the meeting. Once a share is represented for any purpose at the meeting, other than solely to object to holding the meeting or transacting business at the meeting, it is deemed present for quorum purposes for the remainder of the meeting and any adjournment of the meeting, unless a new record date is or must be set for that adjourned meeting.

Voting at a meeting of stockholders need not be by written ballot unless such is demanded at the meeting before voting begins by a stockholder or stockholder(s) in person or by proxy, holding shares representing at least fifty percent (50%) of the votes entitled to vote at such meeting. However, an election of Directors shall be by written ballot if demanded by any stockholder at the meeting, in person or by proxy, before voting begins. If a vote is to be taken by written ballot, then each such ballot shall state the name of the stockholder or proxy voting and such other information as the person designated to preside at the meeting deems appropriate.

If a quorum exists, action on a matter is approved by a voting group if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action. Voting rights are determined by share class as follows:

- A. Class A Common Stock: Each share entitles the holder to one (1) vote.
- B. Class B Common Stock: Each share entitles the Founder to ten (10) votes until Class B shares are converted to Class A shares as outlined in the *Certificate of Incorporation*.

Section 1.09. Remote Participation. Stockholders may participate in annual and/or special meetings of the stockholders remotely via electronic means of communication by which all persons participating in the meeting can hear and communicate with each other during the meeting. Remote participation shall constitute presence in person for the purposes of establishing a quorum and voting.

Section 1.10. Closing of Transfer Books; Fixing of Record Date. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any distribution, or in order to make a determination of

stockholders for any other purpose, the board of directors of the corporation may provide that the stock transfer books shall be closed for a stated period, but not to exceed a period of seventy (70) days. If the stock transfer books shall be closed for the purpose of determining stockholders entitled to notice of or to vote at a meeting of stockholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than seventy (70) days and, in case of a meeting of stockholders, not less than ten (10) days prior to the date on which the particular action requiring such determination of stockholders is to be taken. In the case of a stockholder action without a meeting, the record date shall be the date that the first stockholder signs such consent. If the stock transfer books are not closed and no record date is fixed for the determination of stockholders, or stockholders entitled to receive payment of a distribution, the date on which notice of the meeting is sent or the date on which the resolution of the board of directors declaring such distribution is adopted, as the case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this section, such determination shall apply to any adjournment thereof unless the board of directors fixes a new record date, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

Section 1.11. Stockholders' List for Meeting. After fixing a date for a meeting, the Corporation shall prepare an alphabetical list of the names of all stockholders on the record date who are entitled to notice of the stockholders' meeting. The list must be arranged by voting group, and within each voting group by class or series of shares, as applicable, and show the address of and number of shares held by each stockholder. The stockholders' list must be available for inspection by any stockholder, beginning five (5) days prior to the Stockholders meeting and continuing through the Stockholders meeting, at the Corporation's principal office or at the place identified in the meeting notice in the city where the meeting will be held, or online. Subject to applicable law, a stockholder, the stockholder's agent, or the stockholder's attorney is entitled to inspect the Stockholder's list at any time during the meeting or before any adjournment.

Section 1.12. Proxy Voting. Each stockholder may vote the stockholder's shares in person or by proxy. A stockholder may appoint a proxy to vote or otherwise act for the stockholder by signing an appointment form, either personally or by the stockholder's attorney-in-fact or agent. The appointment of a proxy is effective when received by the Corporation's secretary or other officer or agent authorized to tabulate votes of the stockholders, or is delivered in any other manner required by applicable law. A proxy appointment is valid for eleven (11) months, unless a longer period is expressly provided in the appointment forms. An appointment is coupled with an interest. No proxy may be effectively revoked until notice in writing of such revocation has been given to the Corporation's secretary or other officer or agent authorized to tabulate stockholder votes. Stockholders may delegate their voting rights by providing written consent to the Corporation. However, no individual other than the Founder(s) or their lawful heirs may hold more than one proxy at a time. Proxy holders are subject to the same ownership

and voting restrictions detailed in these Bylaws and the *Certificate of Incorporation*. No proxy voting shall allow circumvention of the ownership limitations set forth in the Corporation's governing documents.

Section 1.13. Transfer and Ownership Restrictions. Stockholders must be citizens of the United States, and no entity may own shares. No individual, except the Founder and lawful heirs, may hold shares exceeding an aggregate market value of \$20,000, except as otherwise detailed in the *Certificate of Incorporation* or these Bylaws. Any excess shares must be repurchased by the Corporation as detailed in the *Certificate of Incorporation* or these Bylaws.

Section 1.14. Voting of Shares by Certain Holders. Shares of the Corporation's own stock belonging to it shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares entitled to vote at any given time. This does not limit the power of the Corporation to vote any of its shares held by it in a fiduciary capacity.

Section 1.15. Inspection Rights. Any stockholder or group of stockholders holding at least five percent (5%) of the Corporation's outstanding stock shall, upon written request, be entitled to inspect the Corporation's books and records, including financial statements, minutes of stockholder and Board of Directors meetings, and stock ledgers, subject to such reasonable limitations, conditions, and procedures as the Corporation may impose in accordance with Delaware law. The Corporation may require such stockholders to enter into a confidentiality agreement prior to providing access to any documents. The Corporation shall make the requested records available within a reasonable time following receipt of such request, but no later than sixty (60) days thereafter, unless otherwise agreed upon by the parties. This right shall not extend to any records deemed privileged, confidential, or otherwise exempt from disclosure under applicable law.

Section 1.16. Stockholder Proposals. Any stockholder or group of stockholders holding at least five percent (5%) of the Corporation's outstanding stock shall have the right to submit written proposals for consideration at the Corporation's annual meeting of stockholders, provided such proposals are received by the Secretary no less than ninety (90) days prior to the scheduled meeting date. The Board of Directors shall review the proposals in accordance with applicable law, including but not limited to the rules and regulations of the U.S. Securities and Exchange Commission, and, if deemed appropriate, the proposal shall be included in the agenda for the upcoming meeting. The Corporation reserves the right to exclude any proposal that fails to meet the procedural or substantive requirements set forth by law, or that pertains to matters reserved to the Board's discretion under the Corporation's governing documents.

ARTICLE II Board of Directors

Section 2.01. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Section 2.02. Number, Election, Tenure, and Qualifications of Directors. The number of Directors of the Corporation shall be fixed from time to time by resolution of the Board of Directors or as otherwise provided in the Bylaws, but in no event shall the number be less than three (3) nor more than nine (9). The exact number of Directors may be increased or decreased by resolution of the Board of Directors or as provided in the Certificate of Incorporation, provided that no decrease shall shorten the term of any incumbent Director or reduce the minimum number of Directors below three (3). Except for the initial Directors or as otherwise provided in the Certificate of Incorporation or these Bylaws, all Directors shall be elected at the annual meeting of stockholders. Each Director shall hold office until the next annual meeting of stockholders at which Directors are elected and until such Director's successor is duly elected and qualified, or until such Director's earlier resignation or removal. If so provided in the Certificate of Incorporation or these Bylaws, some or all of the Directors may be appointed or designated by persons or entities other than the stockholders. Directors need not be holders of voting stock of the Corporation or a resident of the State of Delaware.

Section 2.03. Term. In the absence of any specific term provided in the Certificate of Incorporation or these Bylaws, the term of each Director shall be **one (1) year**. Despite the expiration of a Director's term, the Director shall continue to serve until such Director's successor has been duly elected, appointed, or designated and qualified, unless such Director resigns, is removed, or the number of Directors is decreased.

Section 2.04. Vacancies. Any vacancy occurring on the Board of Directors for any reason, including a vacancy resulting from an increase in the number of Directors, may be filled by an affirmative vote of a majority of the remaining Directors, even if less than a quorum, or by a sole remaining Director, or by the affirmative vote of the stockholders entitled to vote for that Director. A Director elected to fill a vacancy shall serve for the remainder of the term of the Director being replaced or, in the case of a newly created Directorship, until the next election of Directors and until such Director's successor is duly elected and qualified, or until such Director's earlier resignation or removal.

Section 2.05. Resignation and Removal of Directors. Any Director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specified in the notice, or if no time is specified, upon receipt of the notice by the Corporation. Directors may be removed, with or without cause, by the stockholders holding a majority of the shares entitled to vote in the election of such Directors, unless otherwise provided in the Certificate of Incorporation or these Bylaws. At a special meeting of the stockholders, called for that purpose, the entire board of directors, or any individual director, may be removed from office by a vote of stockholders holding a majority of the outstanding shares entitled to vote in an election of directors. If a director has been elected by the board of directors to fill a vacancy on the board of directors, and such director has not subsequently reelected by the stockholders, such director may be removed by a majority of the board, exclusive of the director whose removal is proposed.

Section 2.06. Legacy Chair. The Board of Directors shall always include the Legacy Chair reserved for the Founder or lawful heirs, as outlined in the Certificate of Incorporation. The Legacy Chair is a permanent seat on the Board held by the Founder (initially held by Founder 1), to pass to Founder 2 or their direct

bloodline heirs, as specified in the Certificate of Incorporation. The Legacy Chair may not be altered or eliminated by any Board of Director (including a majority of the Board of Directors) or stockholder action.

Section 2.07. Compensation. Directors shall receive such compensation for their services as determined by the Board of Directors, except for the Founder's seat, also known as the Legacy Chair, which may have compensation arrangements outlined separately in the Stockholder Agreement and/or the Certificate of Incorporation. Pursuant to Board resolution, Directors, as such, may receive fees and other compensation for their services as Directors, including without limitation, their services as members of committees of the Board of Directors. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore. All compensation received by the Board of Directors shall be in compliance with all applicable laws and regulations including the DGCL, tax regulations, and SEC requirements.

Section 2.08. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the stockholders. Such meeting shall occur without any notice to the Directors other than the notice occurring in these Bylaws. By resolution, the Board of Directors may provide the time and place, either within or without the State of Delaware, for the holding of any additional regular meetings without any notice other than such resolution.

Section 2.09. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chief executive officer or any Director. The person or persons calling such special meeting of the Board of Directors may fix any date, time, or place, either within or without the State of Delaware, as the date, time, and place for holding that special meeting.

Section 2.10. Notice. Written notice of the date, time, and place of a special meeting of the Board of Directors shall be given at least ten (10) days prior to the date set for such meeting. Such notice shall be given in one of the following manners: personally, by mail, by private carrier, by email, by telegraph, by telephone facsimile, by text message, or by such other manner as permitted by applicable Delaware law. Such notice shall be given by the secretary or by the person or one of the persons authorized to call Directors' meetings. If such written notice is mailed, correctly addressed to the Director's address shown in the corporation's current records, the notice shall be deemed to have been given to the director at the time of mailing. If such written notice is sent by private carrier or if such written notice is sent by United States mail, return receipt requested, the notice shall be deemed to have been given to the Director on the date shown on the return receipt. Otherwise, notice is effective when received by the Director. Notice of any Directors' meeting may be waived by any Director before or after the date and time of the meeting. Such waiver must be in writing, must be signed by the Director, and must be delivered to the Corporation for inclusion in the minutes of the filing with the corporate records. The attendance of a Director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting except where the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. If this notification provision does not comply with Delaware law, the procedure set forth in the applicable Delaware law will apply.

Section 2.11. Quorum. A quorum of the Board of Directors consists of a majority of the total number of Directors specified in, or fixed in accordance with, these Bylaws. Except as otherwise required by applicable law or by the articles of incorporation, if a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present at the meeting is the act of the Board of Directors.

Section 2.12. Action by Directors Without a Meeting. Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all the Directors and delivered to the Corporation's principal place of business, to the Corporation's registered office, or to such other additional person or place(s) as prescribed by the Board of Directors. A Director may withdraw such consent only by delivering a written notice to the Corporation as provided above prior to the time when all consents have been delivered to the Corporation. Any such action taken shall be effective when all consents have been delivered to the Corporation, unless the consent specifies a later effective date.

Section 2.13. Remote Participation. Any Director may participate in annual and/or special meetings of the Directors remotely via electronic means of communication by which all persons participating in the meeting can hear and communicate with each other during the meeting. Remote participation shall constitute presence in person for the purposes of establishing a quorum and voting.

Section 2.14. Organization. Meetings of the Board of Directors shall be presided over by the chair of the Board, or in the chair's absence, by the chief executive officer, or in the absence of both, by a Director chosen at the meeting. The secretary shall act as secretary of the meeting, but in the absence of the secretary, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

Section 2.15. Presumption of Assent. A Director of the Corporation who is present at the meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless: (a) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting; (b) such Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the Director delivers written notice of the Director's dissent or abstention to the secretary of the meeting before the adjournment of the meeting or to the Corporation within a reasonable time after adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE III Committees

Section 3.01. Audit Committee. The Audit Committee shall be composed of at least three (3) directors, all of whom shall be independent as defined by applicable law and the rules of the SEC and the stock exchange on which the Corporation's securities are listed, as applicable. The Audit Committee shall assist the Board of Directors in fulfilling its oversight responsibilities regarding the Corporation's financial statements, internal controls, audit processes, and compliance with applicable laws and regulations. The

Audit Committee shall have direct responsibility for the appointment, compensation, retention, and oversight of the Corporation's independent auditors, and shall have authority to review the Corporation's financial reports, engage independent counsel or other advisers, and conduct investigations as it deems necessary. The Audit Committee shall be granted unrestricted access to the Corporation's financial information and personnel to carry out its responsibilities. It shall have authority to oversee any complaints received regarding accounting, internal controls, and/or auditing matters, and to oversee the Corporation's processes for addressing those complaints. The Audit Committee shall review the Corporation's whistleblower policy annually and ensure that employees have a confidential mechanism for reporting concerns about financial or operational misconduct. The Committee shall meet at least quarterly, or more frequently as necessary, and shall make regular reports to the Board of Directors.

Section 3.02. Compensation Committee. The Compensation Committee shall be composed of at least three (3) directors, all of whom shall be independent in accordance with applicable law and stock exchange rules. The Compensation Committee shall be responsible for reviewing and approving compensation arrangements for the Corporation's executive officers, including the chief executive officer. The Committee shall oversee and approve the Corporation's compensation policies and programs, including incentive and equity compensation plans, to ensure that such programs are aligned with the long-term interests of the Corporation's stockholders. The Committee shall also review the Corporation's executive succession planning and oversee executive development programs. The Committee shall meet as needed, but no less than annually, and shall report its findings and recommendations to the Board of Directors.

Section 3.03. Nominating and Governance Committee. The Nominating and Governance Committee shall consist of at least three (3) directors, each of whom shall be independent in accordance with applicable law and SEC rules. The Nominating and Governance Committee shall be responsible for identifying and recommending individuals qualified to serve as directors of the Corporation, consistent with the criteria approved by the Board.

The Committee shall establish and review criteria for Board membership, including professional experience, diversity, integrity, and ability to represent the best interest of Stockholders. The Committee shall also oversee matters of corporate governance, including the development and periodic review of the Corporation's governance guidelines and practices, Board performance evaluations, and succession planning for the Board of Directors. The Committee shall develop a formal process for evaluating the Board's effectiveness, including peer evaluations and self-assessments, to ensure the Board's composition and functioning align with the Corporation's strategic goals. Committee shall meet as necessary and provide recommendations and reports to the Board of Directors.

Section 3.04. Executive Committee. The Executive Committee shall be composed of at least three (3) directors, including the Chief Executive Officer, and shall have and may exercise all the powers of the Board of Directors in the management of the business and affairs of the Corporation between meetings of the Board, except as otherwise provided by law or limited by the Board. The Executive Committee shall not have the authority to approve matters that require stockholder approval, amend the Bylaws, approve mergers or acquisitions, or undertake any significant financial transaction without the Board's

express authorization. The Committee shall meet as necessary and shall report any actions taken to the full Board at its next regular meeting.

Section 3.05. Risk Management Committee. The Risk Management Committee, if established, shall consist of at least three (3) directors, a majority of whom shall be independent. The Risk Management Committee shall oversee the Corporation's risk management policies, practices, and procedures, ensuring that the Corporation effectively identifies, assesses, monitors, and mitigates risks, including financial, operational, strategic, and compliance risks. The Committee shall also oversee the Corporation's internal controls related to risk management and periodically review the adequacy of insurance coverage and risk financing strategies. The Committee shall report regularly to the Board of Directors and make recommendations as necessary to ensure the Corporation's risk management aligns with its strategic objectives.

Section 3.06. Appointment. The Board of Directors, by resolution adopted by a majority of the full seated Board, may designate one or more of its Directors to constitute an executive committee or any other committee. Each committee shall have one or more Directors who serve at the pleasure of the Board of Directors. The designation of such a committee and the delegation to it of authority shall not operate to relieve the Board of Directors, or any Director of it, of any responsibility imposed by law.

Section 3.07. Authority of Committees. If the Board of Directors appoints a committee, the committee shall have and may exercise all of the authority of the Board of Directors when the Board of Directors is not in session, except as set forth in Section 3.3 herein.

Section 3.08. Limits on Authority of Committees. No committee, including an executive committee, may do any of the following:

- A. Authorize or approve distributions;
- B. Approve or propose to stockholders actions that are required by law to be approved by stockholders;
- C. Fill vacancies on the Board of Directors or on any of its committees;
- D. Amend the Certificate of Incorporation;
- E. Adopt, amend, or repeal these Bylaws;
- F. Approve a plan of merger not requiring stockholder approval;
- G. Authorize or approve the reacquisition of shares of stock, except according to a formula or method prescribed by the Board of Directors; and/or
- H. Authorize or approve the issuance or sale or contract for sale of shares of stock, or determine the designation and relative rights, preferences, and limitations of a class or series of shares of stock, except that the Board of Directors may authorize a committee (or a senior executive officer of the Corporation) to do so within limits specifically prescribed by a resolution of the Board of Directors.

Section 3.09. Tenure. Each member of a committee shall serve at the pleasure of the Board of Directors.

Section 3.10. Meetings and Notice. Regular meetings of a committee may be fixed from time to time by resolution of the Board of Directors. Special meetings of a committee may be called by any member of such committee upon not fewer than two (2) days' notice to each committee member stating the place,

date, and hour of the meeting. Notice of special meeting shall be given in the same manner as is notice of special director meetings and as specified herein. Any member of a committee may waive notice of any meeting, and no notice of any meeting need be given to any member of such meeting who attends in person. The notice of a meeting of a committee need not state the business proposed to be transacted at the meeting. Any regular or special meeting may be by means of conference telephone or other device permitted under these Bylaws.

Section 3.11. Quorum. A majority of the members of the committee shall constitute a quorum for the transaction of business at any meeting of that committee, and action of the committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 3.12. Action Without a Meeting. Any action that may be taken by a committee at a meeting may be taken without a meeting if one or more written consents, setting for the action so taken, shall be signed by all the committee members and delivered to the Corporation's principal place of business, to the Corporation's registered office, or to such other additional person or place(s) as described by the Board of Directors or such committee. A committee member may withdraw such consent only by delivering a written notice to the Corporation as provided above prior to the time when all consents have been delivered to the Corporation. Any such action taken shall be effective when all consents have been delivered to the Corporation, unless the consent specifies a later effective date.

Section 3.13. Resignation and Removal. Any member of a committee may be removed at any time, without cause, by a majority of the full, seated Board of Directors. Any member of a committee may resign from the committee at any time by giving written notice to the Chair of the Board of Directors, the chief executive officer, or the secretary of the Corporation, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.14. Vacancies. Any vacancy in a committee may be filled by a majority of the full, seated Board of Directors.

Section 3.15. Procedure. A committee shall elect a presiding officer from the Directors acting as its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws, the Certificate of Incorporation, or applicable law. A committee shall keep regular minutes of its own proceedings and report the same to the Board of Directors for the Board's information at the meeting thereof held next directly after the proceedings shall have occurred.

ARTICLE IV Officers

Section 4.01. Number. The Board of Directors shall appoint a Chief Executive Officer, President, Executive Vice President/Secretary, and a Chief Financial Officer/Treasurer. The Board of Directors, in their discretion, may also appoint a Chair of the board, one or more vice presidents, and such other officers

and assistant officers as they shall from time to time deem proper. Any two or more offices may be held by the same person. The Board may choose not to fill any of the other officer positions for any period.

Section 4.02. Appointment and Term of Office. The officers of the Corporation shall be appointed by a majority of the full, seated Board of Directors at the first meeting of the Board of Directors. If the appointment of officers shall not be held at such meeting, such appointment shall be held soon thereafter as conveniently may be. Each officer shall hold office until a successor shall have been duly appointed and qualified or until the officer's death or until the officer resigns or is removed in the manner hereinafter provided.

Section 4.03. Resignation or Removal. Any officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. An officer or agent appointed by the Board of Directors may be removed by an affirmative vote of a majority of the Board of Directors at any time with or without cause. An officer's removal does not affect the officer's contractual rights, if any, with the Corporation. An officer's resignation does not affect the Corporation's contractual rights, if any, with the officer. The appointment of an officer does not itself create contractual rights between the officer and the Corporation.

Section 4.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 4.05. Chair of the Board. The Chair of the Board, if there be such an office, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to the Chair by the Board of Directors.

Section 4.06. Chief Executive Officer/President. The Chief Executive Officer (CEO)/President shall serve as the general manager of the Corporation, subject to the control of the Board of Directors, and shall have the following powers and duties:

- A. **General Supervision and Management:** The CEO/President shall overall supervision, direction, and control of the business and affairs of the Corporation, and shall be responsible for implementing corporate policies and strategies as approved by the Board.
- B. **Presiding Officer:** The CEO/President shall preside at all meetings of the stockholders and, in the absence of the Chair of the Board, at meetings of the Board of Directors.
- C. **Calling Stockholder Meetings:** The CEO/President shall have the authority to call meetings of the stockholders, subject to the limitations prescribed by law, the Corporation's Certificate of Incorporation, and these Bylaws. The CEO/President shall determine the time and place for such meetings, as deemed appropriate.
- D. **Implementation of Board Resolutions:** The CEO/President shall ensure that all orders, resolutions, and directives of the Board of Directors are executed and carried into effect.
- E. **Corporate Records and Certifications:** The CEO/President shall maintain records of the Corporation's proceedings, and whenever necessary, shall certify the actions and resolutions of the Board of Directors and the stockholders.
- F. **Execution of Authorized Documents:** The CEO/President shall have the authority to sign deeds, conveyances, contracts, and other legal documents on behalf of the Corporation as

authorized by the Board of Directors or by the CEO/President's best judgment, provided it aligns with the Bylaws, the Certificate of Incorporation, and applicable law.

- G. **General Oversight of Corporate Property and Personnel:** Subject to the direction of the Board of Directors, the CEO/President shall have general charge of the property of the Corporation and shall supervise and direct all officers, agents, and employees of the Corporation.

Section 4.07. Chief Financial Officer. The Chief Financial Officer (CFO) shall have the following powers and duties, subject to the control of the Board of Directors and any supervisory authority granted by the Board to other officers as designated:

- A. **Financial Records:** The CFO shall maintain accurate and complete financial records of the Corporation in accordance with generally accepted accounting principles (GAAP).
- B. **Deposits and Endorsements:** The CFO shall deposit all monies and endorse all checks received by the Corporation into the Corporation's designated bank accounts or other depositories approved by the Board of Directors and shall ensure such deposits are properly credited to the Corporation.
- C. **Disbursements:** The CFO shall disburse corporate funds and issue checks in the name of the Corporation as authorized by the Board of Directors, ensuring all disbursements are properly documented and aligned with corporate policies.
- D. **Financial Reports:** The CFO shall provide financial reports to the CEO/President and Board of Directors upon request, provide an account of the CFO's transactions and present a detailed report on the Corporation's financial status, including income, expenses, assets, and liabilities.
- E. **Other Duties:** The CFO shall perform any additional duties as assigned by the CEO/President or the Board of Directors, consistent with the position and responsibilities of the office.

Section 4.08. Vice President(s). The Corporation may appoint one or more Vice Presidents who shall serve under the direction of the CEO/President and the President, with the following duties:

- A. **Assumption of President's Duties:** In the President's absence, incapacity, or refusal to act, the Vice President(s) (or, if there is more than one Vice President, then in the order of their designation or appointment) shall assume and perform the duties of the President.
- B. **Designated Areas of Responsibility:** Each Vice President(s) may be assigned responsibility for specific areas or departments of the Corporation, such as operations, sales, or finance as determined by the CEO/President or Board.
- C. **Additional Duties.** Vice President(s) shall perform additional duties as assigned by the CEO/President, or Board.
- D. **Designation of Succession:** If more than one Vice President is appointed, the Board of Directors shall designate the order in which they shall assume the President's duties. In the absence of such designation, the order shall be based on the timing of their respective appointments.

Section 4.09. Secretary. The secretary shall perform the following duties:

- A. **Minutes:** The Secretary shall prepare and maintain accurate minutes of all meetings of the stockholders and the Board of Directors in one or more books designated for this purpose.
- B. **Record Authentication:** The Secretary shall authenticate records of the Corporation as required by law or as directed by the Board of Directors.
- C. **Notices:** The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Bylaws, the Certificate of Incorporation, or as required by law.

- D. **Corporate Records and Seal:** The Secretary shall be the custodian of the corporate records and the corporate seal (if applicable) and ensure that the seal is affixed to documents when authorized by the Board of Directors or as required by law.
- E. **Stockholder Records:** The Secretary shall maintain a current register of the mailing addresses of all stockholders, as provided by such stockholders.
- F. **Stock Certificates:** The Secretary, together with the President or any Vice President, shall sign certificates representing shares of the Corporation that have been authorized for issuance by resolution of the Board of Directors.
- G. **Stock Transfer Books:** The Secretary shall have general oversight of the stock transfer books of the Corporation and ensure that transfers of stock are made and recorded in accordance with applicable laws and these Bylaws.
- H. **Other Duties:** The Secretary shall perform all other duties that are customarily incident to the office of Secretary or as may be assigned from time to time by the CEO/President or the Board of Directors.

Section 4.10. Treasurer. The Treasurer shall have the following duties and responsibilities, subject to the control of the Board of Directors:

- A. **Financial Oversight:** Unless the Board of Directors designates another officer as the CFO, the Treasurer shall have financial oversight responsibilities similar to those of the CFO, including managing corporate finances and keeping financial records.
- B. **Additional Duties:** The Treasurer shall perform additional financial management duties as assigned by the Board of Directors or the CEO/President.

Section 4.11. Delegation of Authority. The Board of Directors may from time-to-time delegate the powers of any officer to any other officer or agent, notwithstanding any provision of these Bylaws.

ARTICLE V

Offices

Section 5.01. Principal Place of Business. The Corporation's principal office and place of business shall be as determined by the Board of Directors. The Corporation may have such other offices, either within or outside the State of Missouri, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE VI

Contracts, Loans, Checks, and Deposits

Section 6.01. Contracts. The Board of Directors may authorize in writing any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances as directed by the Board of Directors in writing. A Director or officer of the Corporation shall not be disqualified by the Director's office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise. The fact that any Director or officer, or any firm of which any Director or officer of the corporation is a stockholder, officer, or director, is in any way interested in any transaction of the

Corporation shall not make such transaction void or voidable, or require such Director or officer of the Corporation to account to the Corporation for any profits therefrom, provided that:

- A. the material facts of such transaction and the Director's interest are disclosed to or known by the Board of Directors or committee of the Board of Directors at the time that the Board of Directors or committee authorizes, ratifies, or approves the transaction;
- B. the material facts of such transaction and the director's interest are disclosed to or known by the stockholders entitled to vote and they authorize, ratify, or approve the transaction; and
- C. the transaction is fair to the Corporation.

Section 6.02. Loans. No loans shall be made, or accepted, on behalf of the Corporation, and no evidence of indebtedness shall be issued in the Corporation's name, unless authorized in writing by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.03. Checks, Drafts, Notes. 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(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.04. 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 of Directors may select.

Section 6.05. Voting Securities Held by the Corporation. The chief executive officer, or such other officer or agent designated by the Board of Directors by resolution, shall have full power and authority on behalf of the Corporation to attend, act at, and vote at any meeting of security or interest holders of other corporations or entities in which the Corporation may hold securities or interests. At the meeting, the chief executive officer or other designated agent shall possess and exercise any and all rights and powers incident to the ownership of the securities or interest which the Corporation holds.

ARTICLE VII

Stock, Certificates for Stock Shares, Issuance of Stock, and Transfer Restrictions

Section 7.01. Classes of Stock. The Corporation is authorized to issue the following shares, as detailed in the Certificate of Incorporation:

- A. 800,000,000 shares of Class A Common Stock, each carrying one (1) vote per share.
- B. 200,000,000 shares of Class B Common Stock, each carrying ten (10) votes per share, reserved exclusively for the Founder, and subject to conversion under the conditions specified in the Sunset Provision of Article 9 of the Certificate of Incorporation. Upon conversion of Class B shares to Class A shares, each converted share shall have one (1) vote per share as Class A stock.

Section 7.02. Certificates Representing Shares. Certificates representing shares of stock in the Corporation shall be signed by the president and secretary, or by any authorized officers designated by the Board. Facsimile signatures are permissible. If any officer, transfer agent, or registrar who has signed a certificate ceases to hold office before the certificate is issued, the certificate may nonetheless be issued by the Corporation with the same effect as if the person were in office at the time of issue.

If the Corporation is authorized to issue more than one class or series of shares, the certificates or notices of uncertificated shares shall comply with the requirements of the Delaware General Corporation Law (DGCL), federal securities laws, and SEC regulations, including but not limited to Regulation A+ Tier 2. Any applicable transfer restrictions shall be conspicuously noted on the certificates or communicated in the notice of issuance for uncertificated shares.

Section 7.03. Uncertificated Shares. The Corporation may issue shares without certificates unless otherwise required by law. In the case of uncertificated shares, the Corporation shall, within a reasonable period following issuance or transfer, provide written notice to the stockholder containing the information required by law, including any transfer restrictions. The Corporation shall maintain adequate records to ensure that uncertificated shares are properly tracked, and any conversion between certificated and uncertificated shares shall be handled in accordance with these Bylaws and applicable laws.

Section 7.04. Lost, Stolen, or Destroyed Certificates. The Corporation may issue a new certificate in place of any certificate that has been lost, stolen, or destroyed upon receiving adequate proof of the loss. The Board may, at its discretion, require the stockholder or their legal representative to provide a bond or indemnity sufficient to protect the Corporation against any claim that may arise from the replacement of the certificate, in compliance with Delaware law.

Section 7.05. Compliance with SEC Regulations. The Corporation shall comply with all applicable requirements under the Securities Act of 1933, including Regulation A+ Tier 2 and any other applicable SEC regulations. Share certificates or notices of uncertificated shares shall include any required legends or disclosures, including restrictions on resale, investment limitations for non-accredited investors, and other SEC-imposed conditions. The Corporation shall ensure that all reports, filings, and disclosures required under SEC rules are properly maintained and made available to stockholders as necessary.

Section 7.06. Authority to Issue Shares. The Board of Directors shall have the authority to issue, from time to time, any or all of the authorized but unissued shares of stock of the Corporation, including the authority to issue shares in one or more classes or series, with such terms, preferences, rights, and limitations as the Board may determine, subject to the provisions of the Certificate of Incorporation and applicable law.

Section 7.07. Consideration for Shares. The Board of Directors may authorize the issuance of shares for such consideration as they deem appropriate, whether in cash, property, or services, or any combination thereof, subject to the requirements of the DGCL and the Corporation's Certificate of Incorporation.

Section 7.08. Restrictions on Transfers. No transfer of shares shall be valid unless it meets the following conditions:

- A. The shares are registered under the Securities Act of 1933 and applicable state laws, or
- B. The transfer is exempt from registration, supported by a satisfactory legal opinion from an attorney approved by the Board, or
- C. The transfer complies with Rule 144 under the Securities Act of 1933, and
- D. The transfer complies with:
 - 1. The Right of First Refusal specified in Article Thirteen of the Certificate of Incorporation,
 - 2. The ownership and transferability restrictions under Article 8 of the Certificate of Incorporation,
 - 3. The U.S. citizenship requirement specified in Section 7.10 of these Bylaws,

4. The Ownership Cap, which prohibits any individual stockholder, other than the Founder, from owning shares with an aggregate market value exceeding \$20,000. This cap may be adjusted for inflation every ten years as specified in the Certificate of Incorporation. Any shares held in excess of this ownership cap shall be subject to mandatory repurchase by the Corporation at the original purchase price. The Founder's shares are exempt from this ownership cap and shall remain non-dividend-paying.

Transfers in violation of any of the above conditions, including transfers that result in ownership exceeding the cap, shall be null and void. Any stock certificates or notices of uncertificated shares shall include a conspicuous legend detailing the applicable transfer restrictions in compliance with DGCL § 202 and SEC Rule 251(d)(3).

Section 7.09. Right of First Refusal. No stockholder may transfer shares without first offering them to the Corporation in accordance with the Right of First Refusal provision outlined in Article Thirteen of the Certificate of Incorporation. All transfers must also comply with applicable rules under Regulation A+ Tier 2 and any other relevant SEC regulations.

Section 7.10. Ownership by United States Citizens Only. All shares of the Corporation must be owned by natural-born or naturalized citizens of the United States. Any attempted transfer of shares to a non-U.S. citizen shall be strictly null and void. In the event of an inadvertent transfer to a non-citizen, the Corporation shall promptly rescind the transfer and may require the original owner to repurchase the shares, or the Corporation may take other actions to remedy the non-compliance, in accordance with these Bylaws and applicable law.

Each stockholder shall be required to provide, upon request, proof of U.S. citizenship, including but not limited to a valid passport, birth certificate, or naturalization papers, to the Corporation. Failure to provide such documentation upon request may result in the suspension of voting rights, dividend payments, and other privileges associated with share ownership until compliance is demonstrated. Furthermore, any stockholding exceeding the restrictions outlined in this section, particularly by non-citizens, shall trigger immediate suspension of all voting rights and dividend privileges related to those shares until such shares are repurchased by the Corporation or transferred to a U.S. citizen in accordance with the Certificate of Incorporation, these Bylaws, and applicable law.

Section 7.11. Anti-Dilution Protection. In the event that the Corporation issues additional shares of stock, including but not limited to Class A shares, preferred shares, or any securities convertible into shares, the voting power of the Founder's Class B shares shall be automatically protected from dilution. The Corporation shall implement the following anti-dilution measures to protect the Founders' shares and voting power:

- A. Full Ratchet Adjustment. If the Corporation issues new shares or securities convertible into shares at a price lower than the price initially paid by the Founder for Class B shares, the Corporation shall adjust the number of Class B shares held by the Founder to maintain the Founder's percentage of ownership and voting power. This adjustment shall prevent the Founder's Class B shares from being diluted by future issuances.
- B. Weighted Average Adjustment. In the event of an issuance of new shares at a price lower than the market value of existing Class B shares, but higher than the price paid by the Founder, the Corporation shall use a weighted average formula to adjust the Founder's shares. This shall

ensure that the Founder's voting power remains proportionate, taking into account both existing and newly issued shares.

- C. **Stock Split and Convertible Securities Protection.** In the event of a stock split, reverse stock split, stock dividend, or issuance of convertible securities, the Founder's shares and voting rights shall be proportionately adjusted to prevent any reduction in the Founder's percentage of ownership or voting power.

These anti-dilution protections shall remain in effect for the lifetime of the Corporation and may only be amended with the approval of the Founders or their lawful heirs.

Section 7.12. Fractional Shares. The Corporation shall not be obligated to issue fractional shares. In the event of any stock split, dividend, or other action resulting in the issuance of fractional shares, the Corporation may, at its discretion, pay the fair value of such fractional shares in cash or take other measures to resolve the issue, as permitted by law.

Section 7.13. Stock Option Plans and Convertible Securities. The Corporation may establish stock option plans, restricted stock units, or issue convertible securities as authorized by the Board of Directors. Any such issuance shall comply with the terms and conditions outlined in these Bylaws, the Certificate of Incorporation, and applicable law. Any shares issued under such plans or agreements shall be subject to the same transfer restrictions and voting rights as specified for other shares of the Corporation.

Section 7.14. Drag-Along and Tag-Along Rights. In the event that the majority of stockholders holding Class A or Class B shares sell their interests, minority stockholders shall have the right to participate in the sale on the same terms (tag-along rights). Furthermore, the majority stockholders may compel minority stockholders to sell their shares on the same terms (drag-along rights). Such rights shall be governed by the terms specified in the stockholder agreements and these Bylaws.

Section 7.15. Transfer of Shares. Transfers of shares shall be made only on the stock transfer books of the Corporation by the record holder or their legal representative. A properly executed certificate representing the shares, duly endorsed for transfer, must be surrendered and cancelled before any new certificate or uncertificated share is issued to the transferee. The Corporation shall deem the person in whose name the shares are registered as the rightful owner for all purposes.

Section 7.16. Non-Compliant Transfers. Are Null and Void. Any transfer of shares that violates these Bylaws, the Certificate of Incorporation, or applicable law shall be null and void. The Board of Directors may suspend all rights associated with non-compliant shares, including voting and dividend rights, and may take such other action as necessary to enforce compliance, including the reversion or sale of the non-compliant shares. Directors acting in good faith to enforce these restrictions shall be fully indemnified and held harmless from any resulting claims or liabilities.

Section 7.17. Mandatory Disclosures to Stockholders. The Corporation shall provide stockholders with annual financial statements, notices of material corporate changes, and other mandatory disclosures as required by law and by these Bylaws. Any restrictions on the issuance, transfer, or sale of stock shall also be disclosed promptly to affected stockholders.

Section 7.18. Other Regulations. The issuance, transfer, conversion, and registration of certificates representing shares shall be governed by such other regulations as the Board of Directors may establish,

provided such regulations do not conflict with these Bylaws, the Certificate of Incorporation, or applicable law.

ARTICLE VIII

Founders' Rights and Compensation

Section 8.01. Anti-Dilution Protections. The Corporation shall implement the following anti-dilution protections to ensure that the Founders' ownership percentage, voting rights, and the value of their shares are preserved in the event of certain stock or securities issuances. These protections will apply to all subsequent stock issuances or transactions that could dilute the Founders' position:

- A. **Full Ratchet Adjustment.** In the event that the Corporation issues new shares of Common Stock (or securities convertible into or exercisable for Common Stock) at a price per share lower than the price per share originally paid by the Founders for their shares, the Corporation shall adjust the Founders' ownership percentage through the full ratchet method. This adjustment will ensure that the Founders' shares are re-priced to match the new lower issuance price, thereby preventing any dilution of their equity position.
- B. **Weighted Average Adjustment.** In the event that the Corporation issues new shares of Common Stock (or securities convertible into or exercisable for Common Stock) at a price lower than the current market value of the Founders' shares but higher than the price of the Founder's original purchase, the Corporation shall apply a weighted average anti-dilution formula. This formula will adjust the conversion price or share count based on the weighted average of the existing share price and the price at which the new shares are issued, providing a more balanced protection against dilution than a full ratchet.
- C. **Stock Split and Convertible Security Protection.** In the event of a stock split, reverse stock split, stock dividend, or issuance of convertible securities, the Founder's shares and voting rights shall be adjusted accordingly to ensure there is no reduction in the Founder's percentage ownership or voting power. For stock splits, the number of shares held by the Founder shall be adjusted proportionately. In the event of convertible securities being issued, the Corporation shall ensure that the Founder's rights are protected from any dilutive effects through appropriate adjustments in the conversion ratios or terms of the convertible securities.

Section 8.02. Founders' Compensation from Stock Sales. The Founders shall be entitled to the following:

- A. **Entitlement and Structure of Compensation.** The Founders of the Corporation shall be entitled to receive a total of five percent (5%) of the proceeds from each sale of the Corporation's stock, split into two equal portions of two and a half percent (2.5%) each, payable upon Board approval and subject to the conditions outlined below. This compensation structure is intended to recognize the Founders' contribution to the Corporation's formation and growth while maintaining flexibility based on the Corporation's financial health and overall sustainability.
- B. **Board Approval.** Payments under this provision shall only be made with the approval of a majority vote of the Board of Directors, excluding any Founder(s) from participating in such

vote. The Board must determine that the payment is in the best interests of the Corporation by considering the Corporation's financial condition, operational needs, and any applicable legal or regulatory requirements. In making this determination, the Board shall assess the Corporation's liquidity, current and projected cash flow, outstanding liabilities, and any anticipated legal or regulatory impacts.

- C. **Deferral of Payment.** If, at any time, the Corporation fails to meet financial health benchmarks established by the Board, including liquidity thresholds, debt-to-equity ratios, and other solvency measures, the Founders' compensation shall be automatically deferred until such time as the Corporation's financial condition improves. Deferral shall also occur if the Board, in its discretion, determines that payment would negatively impact the Corporation's ability to meet operational or strategic objectives. No Founder(s) shall have the right to challenge the Board's decision to defer payments. The Board shall notify the Founders in writing of any deferral decision, including the reasons for deferral and any conditions that must be satisfied for the release of deferred payments.
- D. **Board Vote on Deferred Payments.** Deferred compensation may be released only upon subsequent approval by a majority vote of the Board of Directors, excluding any Founder(s), based on the Board's determination that the Corporation's financial health has sufficiently improved. The Board shall consider the same factors as outlined in Subsection B, including updated financial statements, risk assessments, and any material changes in the Corporation's regulatory environment or market conditions. No deferred compensation shall accrue interest or other earnings during the deferral period unless otherwise agreed upon by the Board in a separate resolution.
- E. **Ongoing Monitoring and Reporting.** The Board shall periodically review the Corporation's financial health and the status of any deferred Founder compensation at least annually. The specific financial benchmarks triggering deferral or payment release shall be reviewed and adjusted as needed to reflect the Corporation's changing operational and strategic priorities. The Corporation shall provide an annual report to the Founders summarizing the status of deferred payments, the Corporation's financial performance, and any relevant Board decisions related to Founder compensation.
- F. **Disclosure and Compliance.** The Corporation shall disclose the terms of this compensation arrangement annually to all stockholders in accordance with Regulation A+ and other applicable securities laws. All required disclosures related to Founders' compensation shall be made in the Corporation's filings with the SEC other applicable regulatory authorities, including full transparency regarding any deferred or released payments.
- G. **Governing Document and Stockholder Agreement.** The detailed terms, structure, and conditions of the Founders' compensation shall be further governed by the Stockholder Agreement, including the timing of payments, potential limitations, and any additional deferral or release conditions. In the event of a conflict between this Bylaws provision and the Stockholder Agreement, the terms of the Bylaws shall control unless otherwise required by law. The Founders' entitlement to compensation shall continue for as long as the Corporation exists, subject to the conditions and limitations set forth herein and as may be modified by the Board from time to time.

- H. **Duration and Amendments.** This compensation arrangement shall remain in effect indefinitely, provided that the Corporation continues to meet the financial health benchmarks set by the Board and complies with applicable securities laws. The Board reserves the right to amend or modify this provision, provided that such amendments do not materially reduce the Founders' rights under this section without their consent, and that all amendments comply with applicable law and are disclosed to stockholders.

ARTICLE IX

Dividends and Stock Splits

Section 9.01. Authority to Declare Dividends. Subject to applicable law, the Corporation's Certificate of Incorporation, and any contractual obligations of the Corporation, the Board of Directors shall have the full and exclusive authority to declare dividends on the Corporation's outstanding shares. Dividends may be paid in cash, property, or shares of the Corporation's stock, and shall be declared and paid at such times and in such amounts as the Board, in its discretion, deems appropriate. While the Board may, in its sole judgment, consult stockholders to gather input on whether to retain earnings for future growth or distribute profits in the form of dividends. The Board may conduct such consultations through surveys, meetings, or other forms of stockholder engagement to ensure that stockholder interests are considered, but such consultations are non-binding and do not limit the Board's ultimate authority in deciding whether dividends should be declared. The Board shall also consider the Corporation's financial health, operational needs, and long-term strategic goals in determining whether a dividend is appropriate. The Board retains the full authority to decide how much, if any, of the Corporation's earnings shall be retained for future growth and development.

Section 9.02. Conditions for Declaring Dividends. Dividends may only be declared and paid if the Board of Directors, after thorough examination of the Corporation's financial position, determines that such dividends are legally permissible and in the best interests of the Corporation. The Board must ensure that, immediately following the payment of any dividend, the Corporation remains able to pay its debts as they become due in the ordinary course of business and that its total assets exceed its total liabilities (including any applicable liquidation preferences) as calculated in accordance with generally accepted accounting principles (GAAP) or any other reasonable accounting method approved by the Board.

Section 9.03. Form of Dividends. Dividends may be paid in cash, property, or shares of the Corporation's stock, as the Board of Directors deems appropriate. In the case of stock dividends, such shares may be of any class or series, including treasury shares, and may be issued on a pro-rata basis or otherwise, at the Board's discretion. For property dividends, the Board shall determine the fair market value of the property as of the date of distribution.

Section 9.04. Reserves. Before declaring any dividend, the Board of Directors may, at its discretion, set aside a portion of the Corporation's surplus as a reserve to meet contingencies or for other purposes it deems necessary or prudent. The Board may also allocate surplus to the Corporation's capital account to enhance long-term financial stability if such allocation is determined to be in the best interests of the Corporation.

Section 9.05. Compliance with Restrictions. No dividend shall be declared or paid in violation of any restrictions set forth in the Corporation's Certificate of Incorporation or in any agreements to which the Corporation is bound. The Board of Directors shall ensure that all dividends comply with the Corporation's contractual obligations, including loan agreements, stockholder agreements, or any other covenants restricting dividend payments.

Section 9.06. Record Date. The Board of Directors may fix a record date for determining the stockholders entitled to receive any dividend. If no record date is fixed, the record date for determining entitlement to receive a dividend shall be the close of business on the day the Board declares the dividend.

Section 9.07. Indemnification of Directors. Directors shall not be personally liable for any dividend declared and paid in accordance with the General Corporation Law of the State of Delaware, the Corporation's Certificate of Incorporation, and these Bylaws. To the fullest extent permitted by Delaware law, any Director who relies in good faith on financial statements prepared in accordance with GAAP or on other data provided by officers, employees, or professional advisors shall be fully protected from liability with respect to any dividend declared.

ARTICLE X

Waiver of Notice

Section 10.01. Waiver. Whenever any notice is required to be given to any stockholder or director of the corporation under the provisions of these bylaws or under the provisions of the articles of incorporation or of applicable law, a waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 11.01. Indemnification of Directors and Officers. The Corporation shall indemnify, to the fullest extent permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, or 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 expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, , subject to the limitations contained within Section 11.06 below.

Section 11.02. Advance of Expenses. Expenses incurred by a director or officer in defending a civil, criminal, administrative, or investigative action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such

person is not entitled to be indemnified by the Corporation as authorized in this Article and more fully detailed in Section 11.06 below.

Section 11.03. Non-Exclusivity of Rights. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office.

Section 11.04. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or 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 such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article or applicable law.

Section 11.05. Continuation of Indemnification. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 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, subject to the limitations contained within Section 11.06 below.

Section 11.06. Limitation of Liability. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

ARTICLE XII

Pricing Policy

Section 12.01. Markup Cap on Essential Goods. The Corporation shall ensure that essential goods, services, and products, as the same are defined in the Corporation's Certificate of Incorporation, are sold at a markup not exceeding thirty percent (30%) of the actual cost to the Corporation. This markup cap is irrevocable and shall remain in effect for the duration of the Corporation's existence. Neither the Board of Directors, the stockholders, nor any other governing body or individual may amend, alter, or eliminate this markup cap for essential goods, services, and products. Any action contrary to this provision is void and unenforceable.

Section 12.02. Flexible Markup for Non-Essential Goods. Non-essential goods, services, and products, as defined in the Corporation's Certificate of Incorporation, are not subject to the thirty percent (30%) markup limitation. The pricing of non-essential goods, services, and products shall be determined at the sole discretion of the Board of Directors, taking into account market conditions, demand, and other relevant factors.

Section 12.03. Board Authority and Exceptions. The Board of Directors may approve exceptions to this pricing policy on a case-by-case basis, provided such exceptions are in the best interests of the Corporation and in compliance with the limitations outlined for essential goods, services, and products. Any exception to the pricing policy for essential goods, services, and products must strictly adhere to the thirty percent (30%) markup cap and may not exceed this limitation under any circumstances. Exceptions relating to non-essential goods, services, and products may be approved at the Board's discretion. Any proposed exception must receive an affirmative vote of at least seventy-five percent (75%) of the entire Board of Directors and shall be recorded in the minutes of the meeting at which such approval is granted.

Section 12.04. Compliance. All officers, agents, franchisees, and authorized resellers of the Corporation shall comply with this pricing policy, as applicable to their roles and responsibilities within the Corporation or its affiliates. Any violation of this policy shall result in disciplinary action as determined by the Board of Directors, including but not limited to termination of contracts, licenses, or distribution rights, and any other remedies available under applicable law.

ARTICLE XIII

Conflicts of Interest

Section 13.01. Duty to Disclose. Any director, officer, or key employee who has a direct or indirect financial interest in a transaction involving the Corporation must disclose the nature of the interest to the Board. The individual shall recuse themselves from voting or deliberating on the matter unless the Board determines that the transaction is fair and reasonable.

Section 13.02. Board Review and Approval. The Board of Directors shall review any potential conflict of interest disclosed by a director, officer, or key employee and determine appropriate action in accordance with applicable law and the Corporation's conflict of interest policy.

ARTICLE XIV

Amendments

Section 14.01. Amendments by the Board of Directors. The Board of Directors shall have the authority to adopt, amend, or repeal any provision of these Bylaws by the affirmative vote of a majority of the

directors then in office. However, the Board may not amend or repeal any provision of these Bylaws that, by law, the Certificate of Incorporation, or these Bylaws, requires action by the stockholders.

Section 14.02. Amendments by Stockholders. These Bylaws may be amended, altered, or repealed by the stockholders of the Corporation at any annual or special meeting, provided that the notice of such meeting specifies the proposed amendment, alteration, or repeal. The affirmative vote of a majority of the voting power of the outstanding shares entitled to vote shall be required to adopt such amendment, alteration, or repeal, unless a greater vote is required by applicable law, the Certificate of Incorporation, or these Bylaws.

Section 14.03. Limitations on Amendments. Notwithstanding the foregoing, any amendment that would adversely affect the rights, powers, or preferences of any class or series of stock must be approved by the holders of a majority (or, if applicable, such higher threshold as may be required by law or the Certificate of Incorporation) of the outstanding shares of such class or series, voting as a separate class. Notwithstanding the above, these Bylaws nor the Certificate of Incorporation can be amended to remove the Legacy Chair (Section 2.06), the Founders' rights (Article VII), the U.S. citizenship requirement (Section 7.10), the ownership cap (Section 7.08 and detailed within the Certificate of Incorporation), or the Pricing Policy (Article VII).

ARTICLE XV Miscellaneous

Section 15.0.1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

Section 15.02 Seal. The Board of Directors may provide for a corporate seal, which shall have the name of the corporation inscribed thereon and shall otherwise be in such form as may be approved from time to time by the board of directors.

Section 15.03. Reliance Upon Books and Records. A member of the Board of Directors, or a member of any committee designated by the Board of Directors shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports, or statements presented to the Corporation by any of the Corporation's officers, employees, agents, committee, or by any other person as to matters the member reasonably believes are within such other person(s)' professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 15.04. Certificate of Incorporation. In the event of any conflict between the provisions of the Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation shall govern.

Section 15.05. Severability. If any provision of these Bylaws shall be held to be invalid, illegal, unenforceable, or in conflict with the Certificate of Incorporation, then such provision shall nonetheless be enforced to the maximum extent possible consistent with such holding and the remaining provisions

of these Bylaws (including without limitation, all portions of any section of these Bylaws containing any such provision held to be invalid, illegal, unenforceable, or in conflict with the Certificate of Incorporation), shall remain in full force and effect.

Section 15.06. Electronic Signatures and Records. The Corporation may utilize electronic signatures and records for the execution of any corporate documents, agreements, and stockholder consents, in accordance with applicable law and best practices.

Section 15.07. Governing Law. These Bylaws shall be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to its principles of conflicts of law.

Section 15.08. Headings. The headings used in these Bylaws are inserted for convenience only and shall not be considered in interpreting the provisions of the Bylaws.

Section 15.09. Facsimile Signatures. Facsimile signatures of any Director or officer(s) of the Corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

Section 15.10. Gender and Number. Whenever the context requires, references in these Bylaws to any gender shall include all genders, and references to the singular shall include the plural, and vice versa.

Section 15.11. Exclusive Forum. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer, or other employee of the Corporation to the Corporation or the Corporation's stockholders, or (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's Certificate of Incorporation or Bylaws.

CERTIFICATION BY SECRETARY

I, Whitney Jennings, Secretary of **Citizens 30, Inc.**, hereby certify that the foregoing constitutes the Bylaws of this Corporation as duly adopted by the Board of Directors on this 4th day of October, 2024, and that they are currently in full force and effect.

By: Whitney Jennings
Name: Whitney Jennings
Secretary