

BYLAWS

OF

SAVE UKRAINE NOW INC.

A WYOMING NONPROFIT PUBLIC BENEFIT
CORPORATION

ARTICLE I Formation

1.1. **FORMATION.** These Bylaws shall be subject to and governed by the Wyoming Nonprofit Corporation Act (hereafter “the Act”) and the Articles of Incorporation of Save Ukraine Now Inc. (see Annex A). In the event of a direct conflict between these Bylaws and mandatory provisions of the Act, the Act shall prevail. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Save Ukraine Now Inc., the Articles of Incorporation shall prevail.

ARTICLE II Name

2.1. **NAME.** The name of the corporation is Save Ukraine Now Inc. (hereafter “the Corporation”).

ARTICLE III Purpose

3.1. **GENERAL PURPOSES.** The general purposes for which the Corporation has been established are set out in its Articles of Incorporation.

3.2. **INTERNAL REVENUE CODE.** The Corporation is established within the meaning of Section 501 (c) (3) of the Internal Revenue Code and shall be operated exclusively for the purposes set out in its Articles of Incorporation.

3.3. **PRIMARY NON-PROFIT PURPOSES.** The Corporation has been formed to perform all things incidental to or appropriate for the foregoing general purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers which are not in furtherance of its nonprofit purposes.

3.4. **POWERS OF CORPORATION.** The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit corporation by the Act and as may be necessary or expedient for the administration of the affairs of and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which are not permitted to be carried out by a corporation exempt under section 501 (c) (3) of the Internal Revenue Code, such as certain political and legislative activities.

ARTICLE IV Offices

4.1. **PRINCIPAL OFFICE.** The Corporation’s principal office shall be located at 30 North Gould Street, Sheridan, Wyoming in the United States of America.

4.2. **OTHER OFFICES.** The Corporation may have other such offices as the Board of Directors may determine or deem necessary or as the affairs of the Corporation may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as

required by law.

ARTICLE V Dedication of Assets

5.1. DEDICATION OF ASSETS. The assets of the Corporation are irrevocably dedicated to it and are for nonprofit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any Director or Officer of the Corporation. Upon dissolution of the Corporation all assets of the Corporation shall be distributed to an organization that exclusively conducts activities for exempt purposes set forth in Section 501c(3) of the Internal Revenue Code and whose purpose is public benefit.

ARTICLE VI Board of Directors

6.1. GENERAL POWERS AND RESPONSIBILITIES. The Corporation shall be governed by a Board of Directors (hereafter “the Board”), which shall have all the rights, powers, privileges, and limitations of liability of directors of a nonprofit corporation organized under the Act. A member of the Board shall be known as a Director. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the officers of the Corporation, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed and programs of the Corporation implemented.

6.2. NUMBER AND QUALIFICATIONS. The Board shall have up to seventeen (17) members but no fewer than three (3) members. A Director need not be a resident of the State of Wyoming. The Board shall only have regular members and shall have no ex-officio Directors.

6.3. BOARD COMPENSATION. The Board shall receive no compensation other than for reasonable expenses. However, nothing in these Bylaws shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for services rendered as a Corporate Officer or in any other capacity.

6.4. BOARD ELECTIONS. The Governance Committee, if created, shall present nomination for new and renewing Directors at the board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Directors shall be approved by a two-thirds ($\frac{2}{3}$) majority of those Directors at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Board.

6.5. TERM OF BOARD. All appointments to the Board shall be for a term of three years. No person shall serve more than two (2) consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to an additional year. No person

shall serve more than seven (7) consecutive years. After serving the maximum total number of consecutive years on the Board, a Director may be eligible for reconsideration as a Director after one (1) year have passed since the conclusion of such Director's service.

6.6. VACANCIES. A vacancy on the Board may exist at the occurrence of any of the following conditions:

- a. The death, resignation, or removal of any Director;
- b. The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Act, or has been deemed to have submitted his resignation due to failure to attend meetings of the Board as described below in this Article in the section Board Member Attendance;
- c. An increase in the authorized number of Directors; or,
- d. The failure of the Directors, at any annual or other meeting of Directors at which a Director is to be elected, to elect the full authorized number of Directors.

The Board, by way of affirmative vote of a majority of the directors then currently in office, may remove any Director without cause at any regular or special meeting, provided that the Director to be removed has been notified in writing in the manner set forth below in this Article in the section Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any Director may resign effective upon giving written notice to the Board, the President, and the Secretary unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the General Counsel is first notified, no Director may resign when the Corporation would then be left without a duly elected Director in charge of its affairs. Any vacancy on the Board may be filled by a two-thirds majority of the Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining Director. No reduction of the authorized number of directors shall have the effect of removing any Director before that Director's term of office expires.

A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

6.7. RESIGNATION. Each Director shall have the right to resign at any time upon written notice thereof to the Board, President, and Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

6.8. REMOVAL. A Director may be removed, with or without cause, at any duly-constituted meeting of the Board, by the affirmative vote of a two-thirds ($\frac{2}{3}$) majority of then-serving Directors.

6.9. **MEETINGS.** The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Board or any Director may call a special meeting of the Board with one (1) day's written notice provided to the Board. The notice shall be served upon each Director via hand delivery, regular mail, email, or fax. The Director calling such special meeting of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

6.10. **MINUTES.** The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board. However, in the event that the Secretary is unavailable, the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute book. A copy of the minutes shall be delivered to each Director via either regular mail, hand delivery, email, or fax within three (3) business days after the close of each Board meeting.

6.11. **ACTION BY WRITTEN CONSENT.** Any action required by law to be taken at a meeting of the Board or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken is signed, including using electronic and/or digital signing, by all Directors or by the number of Directors in office that constitute a quorum of the Directors for the purposes of a meeting of the Board. Such consent shall be placed in the minute book of the Corporation and shall have the same force and effect as a vote of the Board taken at an actual meeting. The written consent of the Directors may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, electronic signatures, digital signatures, or other electronic "consent click" acknowledgments shall be effective as original signatures provided adequate controls exist for non-repudiation.

6.12. **QUORUM.** At each meeting of the Board, the presence of three (3) Directors shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President of the Corporation shall be the deciding vote. The act of the majority of the Directors serving on the Board or its committees and present at a meeting in which there is a quorum shall be the act of the Board or committee, unless otherwise provided by the Act, the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Directors present may adjourn the meeting without further notice until a quorum shall be present. However, a Director shall be considered present at any meeting of the Board or its committees if during the meeting he is present via audio or audiovisual conferencing with the other Directors participating in the meeting.

6.13. **VOTING.** Each Director shall only have one (1) vote.

6.14. **PROXY.** Directors may not vote or otherwise participate in affairs of the Board by proxy except in emergency circumstances lasting no more than ninety (90) days and then only by designating such proxy in written correspondence to the Board and after an affirmative vote of two thirds ($\frac{2}{3}$) of Directors and a resolution of the Board accepting the proxy.

6.15. **BOARD MEMBER ATTENDANCE.** An elected Director who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate his commitment to the Corporation. Without an affirmative response within a reasonable time period, the Board may deem such a Director to have resigned from the Board at the fourth (4th) regular meeting that he is absent at.

ARTICLE VII

Committees

7.1. **COMMITTEES.** The Board may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least three persons, and may also include persons who are not on the Board but whom the Directors believe to be reliable and competent to serve on a specific committee. However, committees exercising any authority of the Board may not have any non-Director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the Directors then in office provided that a quorum is present and a resolution of the Board. The Board may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a. Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the Board if it this were a vote of the Directors.
- b. Fill vacancies on or remove the members of the Board or any committee that has the authority of the Board.
- c. Fix compensation of Directors serving on the Board or on any committee.
- d. Amend or repeal the Articles of Incorporation or Bylaws or adopt new bylaws.
- e. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.
- f. Appoint any other committees of the Board or their members.
- g. Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business or revoke any such plan.
- h. Approve any self-dealing transaction, except as provided pursuant to Law.

No committee shall bind the Corporation in a contract or agreement or expend Corporation funds.

7.2. **MEETINGS AND ACTIONS OF COMMITTEES.** Meetings and actions of all committees shall be governed by, and held and taken in accordance with,

the provisions of Article 7 - Committees of these Bylaws, concerning meetings and actions of the Directors with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept for each meeting of any committee and shall be filed with the Corporation's records. The Board may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee.

If a Director relies on information prepared by a committee of the Board on which the Director does not serve, the committee must be composed exclusively of any or any combination of:

- a. Directors;
- b. Directors, Officers, or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- or,
- c. Counsel, independent accountants, or other persons as to matters which the Director believes to be within that person's professional or expert competence.

7.3. FUNDRAISING COMMITTEE. The Board, at its sole discretion, may create a Fundraising Committee to ensure and contribute well-planned fundraising initiatives for the Corporation. In addition, the Fundraising Committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Corporation's fundraising plan.

ARTICLE VIII

Officers

8.1. OFFICERS. The Corporation shall have a President, an Executive Vice President, a Treasurer, and a Secretary (hereafter collectively "the Corporate Officers").

The President is the chief executive officer of the Corporation and is responsible for managing the operational-level decisions of the Corporation based on strategic direction from the Board.

The Executive Vice President is the deputy of the President and acts as the chief executive officer of the Corporation in contexts where the President is not available or able to manage the operations of the Corporation.

The Treasurer is the chief financial officer of the Corporation and manages the finances of the Corporation.

The Secretary is responsible for the corporate affairs of the Corporation, including maintenance of its non-profit and public benefit status and for keeping

adequate records of all activities and decisions required in these Bylaws and by the Act.

The General Counsel is the chief legal officer of the Corporation.

The Corporation shall have no other Corporate Officers.

8.2. ELECTION OF OFFICERS. The Corporate Officers of the Corporation shall be elected by a resolution of the Board.

8.3. COMPENSATION. The compensation, if any, of the Corporate Officers shall be fixed or determined by a resolution of the Board.

8.4. REMOVAL. The Corporate Officers shall serve the needs of the Board, subject to all the rights, if any, of any Corporate Officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any Corporate Officer that may be under any contract of employment, any Corporate Officer may be removed with or without cause by a resolution of the Board.

8.5. RESIGNATION OF OFFICERS. The resignation of a Corporate Officer shall become effective upon the date on which the written notice of resignation is received by the Board or at any time later as may be specified within the resignation notice. Unless otherwise indicated within the written notice, an affirmative acceptance of the resignation shall not be required to make the resignation effective.

8.6. VACANCIES. Any vacancies in the office of a Corporate Officer, whether from death, resignation, disqualification, removal, or for any other reason, shall be filled by a resolution of the Board electing a replacement.

8.7. OFFICERS AND DUTIES. In addition to the duties in accordance with this Article, Corporate Officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, the Articles of Incorporation, or by these Bylaws, subject to direction of the Board, and they shall perform any other such additional duties which the Board may assign to them at their discretion.

The Corporate Officers will be selected by the Board at its annual meeting. All Corporate Officers have the right to resign at any time by providing notice in writing to the Board.

ARTICLE IX

Members

9.1. NO MEMBERS. The Corporation shall have no members within the meaning of the Wyoming Statue, Title 17, Chapter 19, Article 6, Members and Memberships.

ARTICLE X

Standard of Care

10.1. GENERAL. A Director shall perform all the duties of a Director, including, but not limited to, duties as a member of any committee of the Board on which the Director may serve, in such a manner as the Director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more Corporate Officers or employees of the Corporation whom the Director deems to be reliable and competent in the matters presented;
- b. Counsel, independent accountants, or other persons, as to the matters which the Director deems to be within such person's professional or expert competence; or,
- c. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

so long as in any such case the Director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 10 - Standard of Care, any person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

10.2. LOANS. The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer, unless approved by the General Counsel; provided, however, that the Corporation may advance money to a Director or Corporate Officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such Corporate Officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

10.3. CONFLICT OF INTEREST. The purpose of the conflict of interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its Corporate Officers or Directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

10.4. RESTRICTION ON INTERESTED DIRECTORS. Not more than twenty-five percent (25%) of the persons serving on the Board at any time may be Interested Persons. An Interested Person is either:

1. A person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director; or,
2. Any brother, sister, parent, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person as described above.

However, any violation of the provisions of this Article 9 - Standard of Care shall not affect the validity or enforceability of any transaction entered into by the Interested Person.

10.5. **DUTY TO DISCLOSE.** In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors who are considering the proposed transaction or arrangement.

10.6. **ESTABLISHING A CONFLICT OF INTEREST.** After the disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

10.7. **ADDRESSING A CONFLICT OF INTEREST.** In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a. Any Interested Person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest;
- b. The Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;
- c. After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest; and,
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

10.8. **VIOLATIONS OF CONFLICT OF INTEREST POLICY.** Should the Board have reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

If, after hearing the Interested Person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the Interested Person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

10.9. **PROCEDURES AND RECORDS.** All minutes of the Board meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

10.10. **ACKNOWLEDGEMENT OF CONFLICT-OF-INTEREST POLICY.** Each Director and Corporate Officer shall be required to sign a statement which affirms that such person:

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and,
- d. Understands that the Corporation is charitable and that to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

10.11. **VIOLATION OF LOYALTY – SELF-DEALING CONTRACTS.** A self-dealing contract is any contract or transaction:

1. Between the Corporation and one or more of its Directors, or between the Corporation and any corporation, firm, or association in which one or more of the Directors has a material financial interest (hereafter “the Interested Director”); or,
2. Between the Corporation and a corporation, firm, or association of which one or more of its directors are Directors of the Corporation.

Said self-dealing shall not be void or voidable because such director or directors of such corporation, firm, or association are parties or because said director or directors are present at the meeting of the Board or committee which authorizes, approves, or ratifies the self-dealing contract if:

- a. All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the

Interested Director in good faith (without including the vote of any membership owned by said Interested Director);

b. All material facts are fully disclosed to or otherwise known by the Board or committee, and the Board or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the Interested Director—and the contract is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified; or,

c. As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

The Interested Director may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

10.12. INDEMNIFICATION. To the fullest extent permitted by law, the Corporation shall indemnify its “agents,” as described by law, including its Directors, Corporate Officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person as described in the Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by the Corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

ARTICLE XI

Execution of Corporate Instruments

11.1. EXECUTION OF CORPORATE INSTRUMENTS. The President, Treasurer, General Counsel, and Executive Vice President are designated the Signatory Officers and are authorized to execute any corporate instrument or document and to sign for the Corporation without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Without the express and specific authorization of the Board in a resolution, only

Signatory Officers may bind the Corporation.

11.2. **LOANS AND CONTRACTS.** No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by a resolution of the Board.

ARTICLE XII Records and Reports

12.1. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** The Corporation shall keep at its principal office, or another location designated by the Board, the original or a copy of its Articles of Incorporation and Bylaws as amended to date. Copies of these documents shall be provided within a reasonable time interval to any Director requesting them.

12.2. **MAINTENANCE AND INSPECTION OF FEDERAL TAX EXEMPTION APPLICATION AND ANNUAL INFORMATION RETURNS.** The Corporation shall keep at its principal office, or another location designated by the Board, a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

12.3. **MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS.** The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form.

Upon leaving office, each Corporate Officer, employee, or agent of the Corporation shall turn over to his successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts, or other property of the Corporation as have been in the custody of such Corporate Officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

12.4. **PREPARATION OF ANNUAL FINANCIAL STATEMENTS.** The Corporation shall prepare annual financial statements using generally-accepted accounting principles. Such statements may be audited by an independent certified public accountant, as directed by the Board, in conformity with generally-accepted accounting standards. The Corporation shall make these financial statements available as required by law to any parties or entities entitled to inspection of such statements no later than sixty (60) days after the close of the fiscal year to which the statements relate.

12.5. **REPORTS.** The Board shall ensure an annual report is sent to all directors within sixty (60) days after the end of the fiscal year of the Corporation, which shall contain the following information:

- a. The assets and liabilities, including trust funds, of the Corporation at the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c. The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year.
- d. The information required by the Act concerning certain self-dealing transactions involving more than fifty thousand dollars or indemnifications involving more than ten thousand dollars that took place during the fiscal year.

The annual report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of the Treasurer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE XIII

Fiscal Year

13.1. **FISCAL YEAR.** The fiscal year for the Corporation shall end on the thirty-first day of December of each year.

ARTICLE XIV

Amendments and Revisions

14.1. **AMENDMENT OF BYLAWS.** These Bylaws may be adopted, amended, or repealed by a two-thirds ($\frac{2}{3}$) majority of the Directors then in office. Such action is authorized only at a duly-called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations, is given in accordance with these Bylaws.

ARTICLE XV

Corporate Seal

15.1. **CORPORATE SEAL.** The Board shall adopt and use a digital corporate seal, which shall be managed by the Secretary.

ARTICLE XVI

Construction and Definitions

16.1. **CONSTRUCTION AND DEFINITIONS.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Act, as amended from time to time, shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person. If any competent court of law shall

deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible:

- a. The remainder of these Bylaws shall be considered valid and operative; and,
- b. Effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF THE SECRETARY

I, Casper Oswald, certify that I am the current elected and acting Secretary of the Corporation and that the above bylaws are the Bylaws of the Corporation as adopted by the Board of Directors on June 5th, 2022 and that they have not been amended or modified since the date above.

Executed on June 23rd, 2022 in the County of Santa Clara in the State of California.

Duly Elected Secretary

X Casper Oswald

ANNEX A

ARTICLES OF
INCORPORATION



Wyoming Secretary of State
 Herschler Bldg East, Ste.100 & 101
 Cheyenne, WY 82002-0020
 Ph. 307-777-7311

For Office Use Only

WY Secretary of State
FILED: Mar 2 2022 8:14AM
Original ID: 2022-001086707

Public Benefit Nonprofit Corporation Articles of Incorporation

I. The name of the public benefit nonprofit corporation is:

Save Ukraine Now Inc.

II. The name and physical address of the registered agent of the public benefit nonprofit corporation is:

Northwest Registered Agent Service, Inc.
 30 N Gould St Ste N
 Sheridan, WY 82801

III. The mailing address of the public benefit nonprofit corporation is:

30 N Gould St Ste 25200
 Sheridan
 Sheridan, WY 82801

IV. The principal office address of the public benefit nonprofit corporation is:

30 N Gould St Ste 25200
 Sheridan, WY 82801

V. This corporation will not have members.

Provisions regarding the distribution of assets upon dissolution are:

The assets will be distributed to an organization that exclusively conducts activities for exempt purposes set forth in section 501(c)(3) of the Internal Revenue Code and whose purpose is public benefit.

The type of business the nonprofit corporation will be conducting is:

The nonprofit corporation will exclusively conduct activities for exempt purposes set forth in Section 501(c)(3) of the Internal Revenue Code including but not limited to fundraising for humanitarian relief and human rights activities for Ukraine and Ukrainians and other relevant activities as directed by its Board.

VI. The name and address of each incorporator is as follows:

Morgan Noble
 30 N Gould St Ste N, Sheridan, WY 82801

Signature: *Morgan Noble*

Date: 03/02/2022

Print Name: Morgan Noble

Title: Authorized Individual

Email: compliance@northwestregisteredagent.com

Daytime Phone #: (509) 768-2249



Wyoming Secretary of State
Herschler Bldg East, Ste.100 & 101

Cheyenne, WY 82002-0020
Ph. 307-777-7311

- ☒ I am the person whose signature appears on the filing; that I am authorized to file these documents on behalf of the business entity to which they pertain; and that the information I am submitting is true and correct to the best of my knowledge.
- ☒ I am filing in accordance with the provisions of the Wyoming Nonprofit Corporation Act, (W.S. 17-19-101 through 17-19-1807) and Registered Offices and Agents Act (W.S. 17-28-101 through 17-28-111).
- ☒ I understand that the information submitted electronically by me will be used to generate Articles of Incorporation that will be filed with the Wyoming Secretary of State.
- ☒ I intend and agree that the electronic submission of the information set forth herein constitutes my signature for this filing.
- ☒ I have conducted the appropriate name searches to ensure compliance with W.S. 17-16-401.
- ☒ I affirm, under penalty of perjury, that I have received actual, express permission from each of the following incorporators to add them to this business filing: Morgan Noble
- ☒ I consent on behalf of the business entity to accept electronic service of process at the email address provided with Article IV, Principal Office Address, under the circumstances specified in W.S. 17-28-104(e).

Notice Regarding False Filings: Filing a false document could result in criminal penalty and prosecution pursuant to W.S. 6-5-308.

W.S. 6-5-308. Penalty for filing false document.

(a) A person commits a felony punishable by imprisonment for not more than two (2) years, a fine of not more than two thousand dollars (\$2,000.00), or both, if he files with the secretary of state and willfully or knowingly:

(i) Falsifies, conceals or covers up by any trick, scheme or device a material fact;

(ii) Makes any materially false, fictitious or fraudulent statement or representation; or

(iii) Makes or uses any false writing or document knowing the same to contain any materially false, fictitious or fraudulent statement or entry.

- ☒ I acknowledge having read W.S. 6-5-308.

Filer is: ☐ An Individual ☒ An Organization

The Wyoming Secretary of State requires a natural person to sign on behalf of a business entity acting as an incorporator, organizer, or partner. The following individual is signing on behalf of all Organizers, Incorporators, or Partners.

Filer Information:

By submitting this form I agree and accept this electronic filing as legal submission of my Articles of Incorporation.

Signature: Morgan Noble

Date: 03/02/2022

Print Name: Morgan Noble

Title: Authorized Individual

Email: compliance@northwestregisteredagent.com

Daytime Phone #: **(509) 768-2249**



Wyoming Secretary of State
Herschler Bldg East, Ste.100 & 101
Cheyenne, WY 82002-0020
Ph. 307-777-7311

Consent to Appointment by Registered Agent

Northwest Registered Agent Service, Inc., whose registered office is located at **30 N Gould St Ste N, Sheridan, WY 82801**, voluntarily consented to serve as the registered agent for **Save Ukraine Now Inc.** and has certified they are in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

I have obtained a signed and dated statement by the registered agent in which they voluntarily consent to appointment for this entity.

Signature: ***Morgan Noble*** Date: **03/02/2022**
Print Name: **Morgan Noble**
Title: **Authorized Individual**
Email: **compliance@northwestregisteredagent.com**
Daytime Phone #: **(509) 768-2249**

STATE OF WYOMING
Office of the Secretary of State

I, EDWARD A. BUCHANAN, Secretary of State of the State of Wyoming, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

CERTIFICATE OF INCORPORATION

Save Ukraine Now Inc.

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **2nd** day of **March, 2022** at **8:14 AM**.

Remainder intentionally left blank.



Filed Date: 03/02/2022

Edward A. Buchanan

Secretary of State

Filed Online By:

Morgan Noble

on 03/02/2022

ANNEX B

INCORPORATOR'S INITIAL
RESOLUTIONS

INCORPORATOR INITIAL RESOLUTIONS

I, Morgan Noble, of Northwest Registered Agent Service, Inc., being the Incorporator of Save Ukraine Now Inc., a Wyoming Corporation, hereby resolve to relinquish signing authority to the newly appointed officers and directors and adopt the following resolutions:

1. **Resolved**, that the following named director(s) of the corporation are hereby appointed and directed to serve until the first annual meeting of directors, and/or until their successors are elected and appointed, or they are re-elected at their annual meeting.

Director: Casper Oswald

Director: Maksym Koretskiy

Director: Yurii Ostapiuk

Director: _____

2. **Resolved**, that Save Ukraine Now Inc. was incorporated in Wyoming on 03/02/2022 with assigned filing number 2022-001086707.
3. **Resolved**, that the copy of the Articles of Incorporation of the above named corporation is complete, and be inserted into the official corporate record book.
4. **Resolved**, that the bylaws be adopted as the bylaws for the corporation, and be inserted into the minute book of the corporation record book.

Morgan Noble

03/02/2022