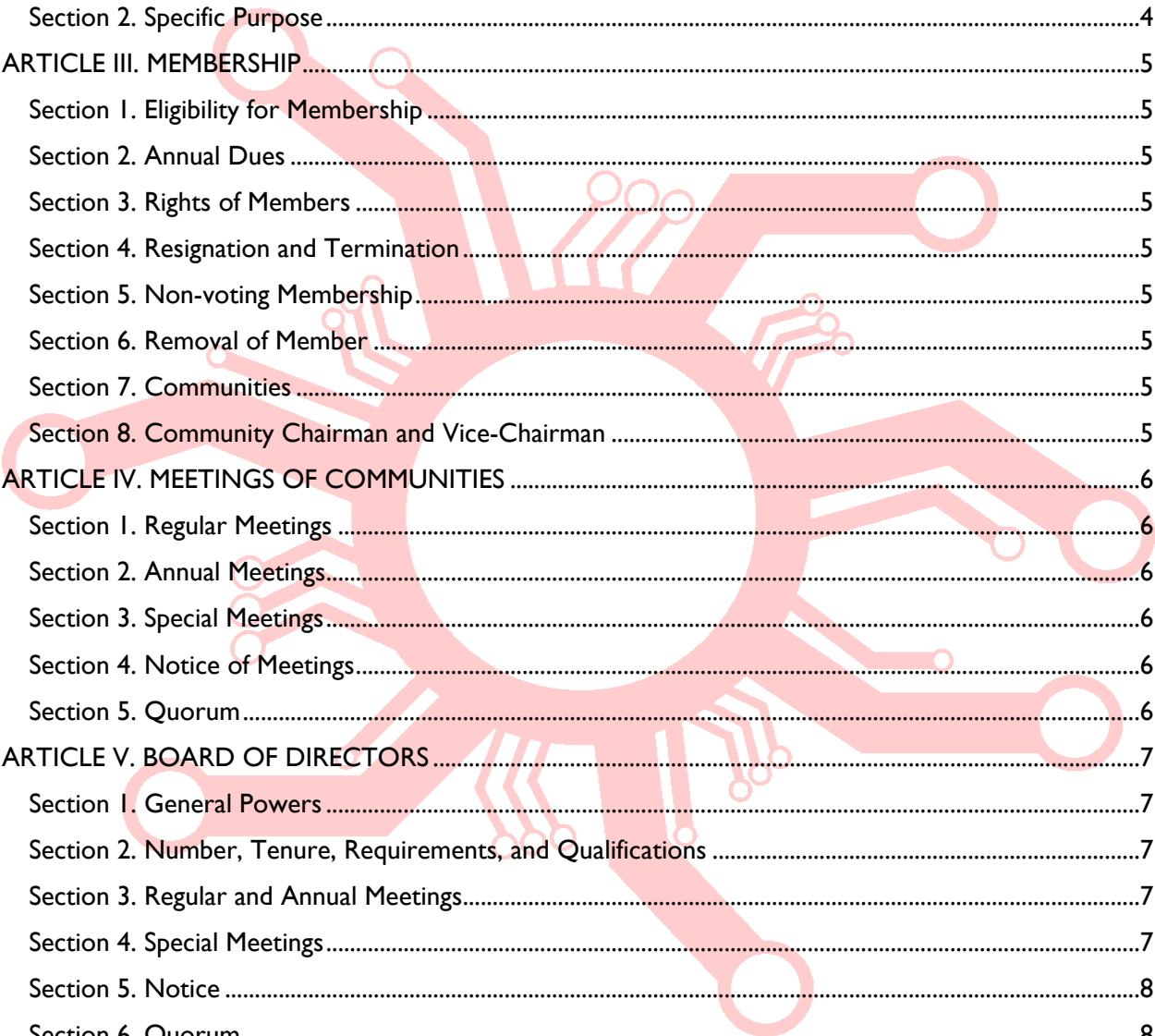


# Cyberia LTD. Bylaws

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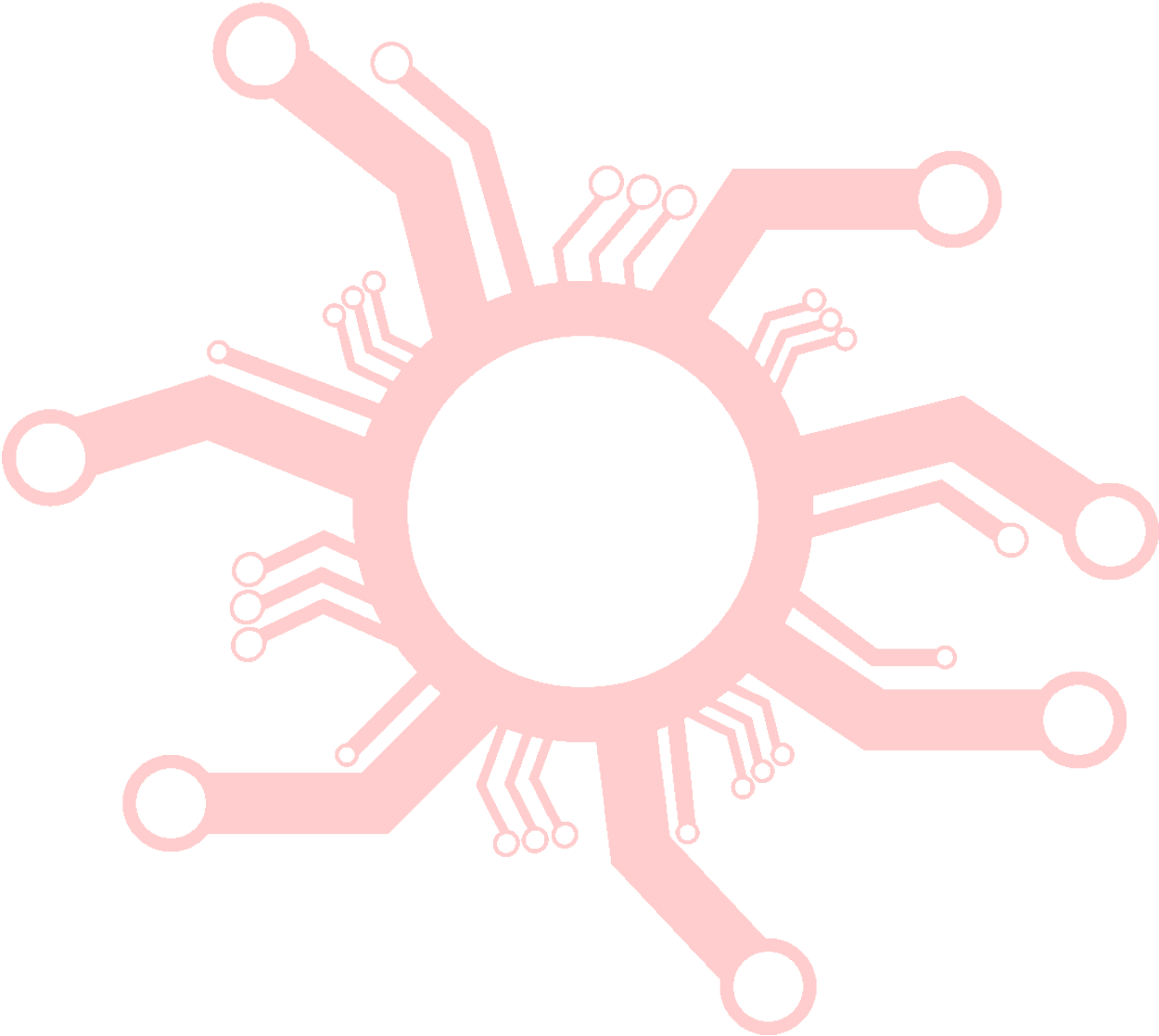
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## ARTICLE I. NAME OF ORGANIZATION

The name of the organization is Cyberia LTD. henceforth referred to as “the corporation”.

## ARTICLE II. CORPORATE PURPOSE

### Section 1. Nonprofit Purpose

The corporation is organized exclusively for charitable, educational, and scientific purposes, including but not limited to, such purposes as, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Section 2. Specific Purpose

The corporation provides an environment suitable for the development, maintenance, and advancement of communities who are interested in researching, teaching, and making in the fields of S.T.E.A.M. (Science, Technology, Engineering, Arts, and Math).

The specific objectives and purpose of the corporation shall be:

1. Provide and maintain a community center conducive to communities.
2. Provide and maintain equipment for communities.
3. Assist in the acquisition of funding for communities.
4. Interact with communities (both internal and external) through education and cultural participation.

# Cyberia LTD. Bylaws

## ARTICLE III. MEMBERSHIP

### Section 1. Eligibility for Membership

Application for membership shall be open to anyone that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and dues. All memberships shall be granted upon approval of a board member.

### Section 2. Annual Dues

The amount required for annual dues shall be determined by the boards sole discretion. Continued membership is contingent upon being up-to-date on membership dues.

### Section 3. Rights of Members

Each member holding a community chairman position shall be eligible to cast a vote in the Community Director Vote.

### Section 4. Resignation and Termination

Any member may resign by filing a written or electronic resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the board.

### Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

### Section 6. Removal of Member

The president shall have the power to remove rights, privileges, and access of any member at the president's discretion. At the next meeting called the member may appeal the removal. With the vote of 3/4 of all board members the member shall be permanently removed.

### Section 7. Communities

Communities are internal groups of members that share a specific common interest among themselves. All members may join a community. Communities and their associated members may receive benefits determined by the Board of Directors. Each community will require a minimum of a chairman, vice-chairman, and three members to be recognized by the corporation.

### Section 8. Community Chairman and Vice-Chairman

Community chairman and vice-chairman positions are volunteer and filled on a "first come first serve" basis. The board may remove a member from a chairman or vice-chairman position and replace them at any time with a simple majority vote of all board members. The chairman of a community is responsible for leading the community, deciding the direction of the community, and representing the community's members. The vice-chairman is responsible for assisting the chairman and taking his place when requested to do so.

# Cyberia LTD. Bylaws

## ARTICLE IV. MEETINGS OF COMMUNITIES

### Section 1. Regular Meetings

Regular meetings of the communities shall be held quarterly, at a time and place designated by the Board. At regular meetings the members will discuss old business, share committee reports, and discuss new business.

### Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the Board. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

### Section 3. Special Meetings

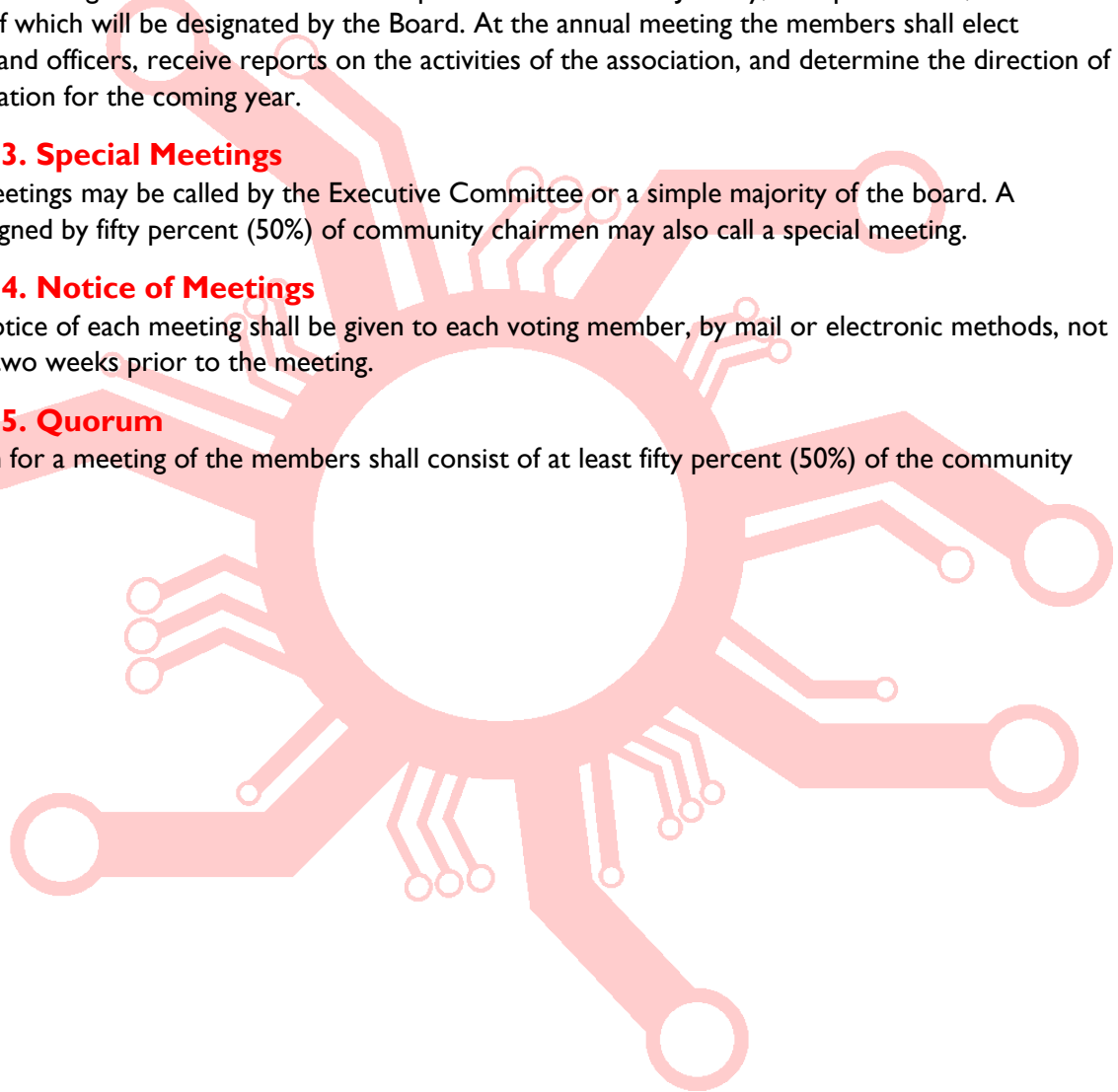
Special meetings may be called by the Executive Committee or a simple majority of the board. A petition signed by fifty percent (50%) of community chairmen may also call a special meeting.

### Section 4. Notice of Meetings

Printed notice of each meeting shall be given to each voting member, by mail or electronic methods, not less than two weeks prior to the meeting.

### Section 5. Quorum

A quorum for a meeting of the members shall consist of at least fifty percent (50%) of the community chairmen.



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## ARTICLE V. BOARD OF DIRECTORS

### Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than five (5) including but not limited to the following officers: the President, the Secretary, and the Treasurer.

The Community Director Vote is equivalent to a vote of a board member. The Community Director Vote is comprised of all current community chairman and as such, is exempt from election, conflict of relation, term limit, and mandatory meeting attendance. The Community Director Vote shall be decided by a simple majority of those, with voting rights, present at the meeting in which the vote takes place.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a Community Director Vote. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a three-year term.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.

### Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of December of each calendar year and at a location designated by the Executive Committee. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

### Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

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## **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least one (1) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

## **Section 6. Quorum**

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

## **Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by December 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

## **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

## **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

## **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

## **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.



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Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

## **Section 12. Advisory Council**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

## **Section 13. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to MIBS Rules SRC3.

## **Section 14. Removal.**

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

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## ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Secretary and Treasurer. All officers must have the status of active members of the Board.

### Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

1. He/She shall preside at all meetings of the Executive Committee.
2. He/She shall have general and active management of the business of this Board.
3. He/She shall see that all orders and resolutions of the Board are brought to the Advisory council.
4. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
5. He/She shall submit a report of the operations of the program for the fiscal year to the Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
6. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

### Section 2. Secretary

The Secretary shall attend all meetings of the Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

1. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the corporation.
2. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
3. He/She shall perform all official correspondence from the Board as may be prescribed by the Board or the President.

### Section 3. Treasurer

The Treasurer's duties shall be:

1. He/She shall submit for the Finance and Fund Development Committee approval of all expenditures of funds, proposed capital expenditures (equipment, furniture, etc.), by the staff of the agency.
2. He/She shall present a complete and accurate report of the finances raised, at each meeting of the members, or at any other time upon request to the Board.
3. He/She shall have the right of inspection of the funds including budgets and subsequent audit reports.
4. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
5. He/She shall perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

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## **Section 4. Election of Officers**

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Advisory Board. Those officers elected shall serve a term of one (1) year, commencing at the annual meeting.

Officers shall be eligible to succeed themselves in their respective offices for two (2) terms only.

## **Section 5. Removal of Officer**

The Advisory council with the vote of 3/4 of all board members may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing ten (10) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

## **Section 6. Vacancies**

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

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## ARTICLE VII. COMMITTEES

### Section 1. Committee Formation

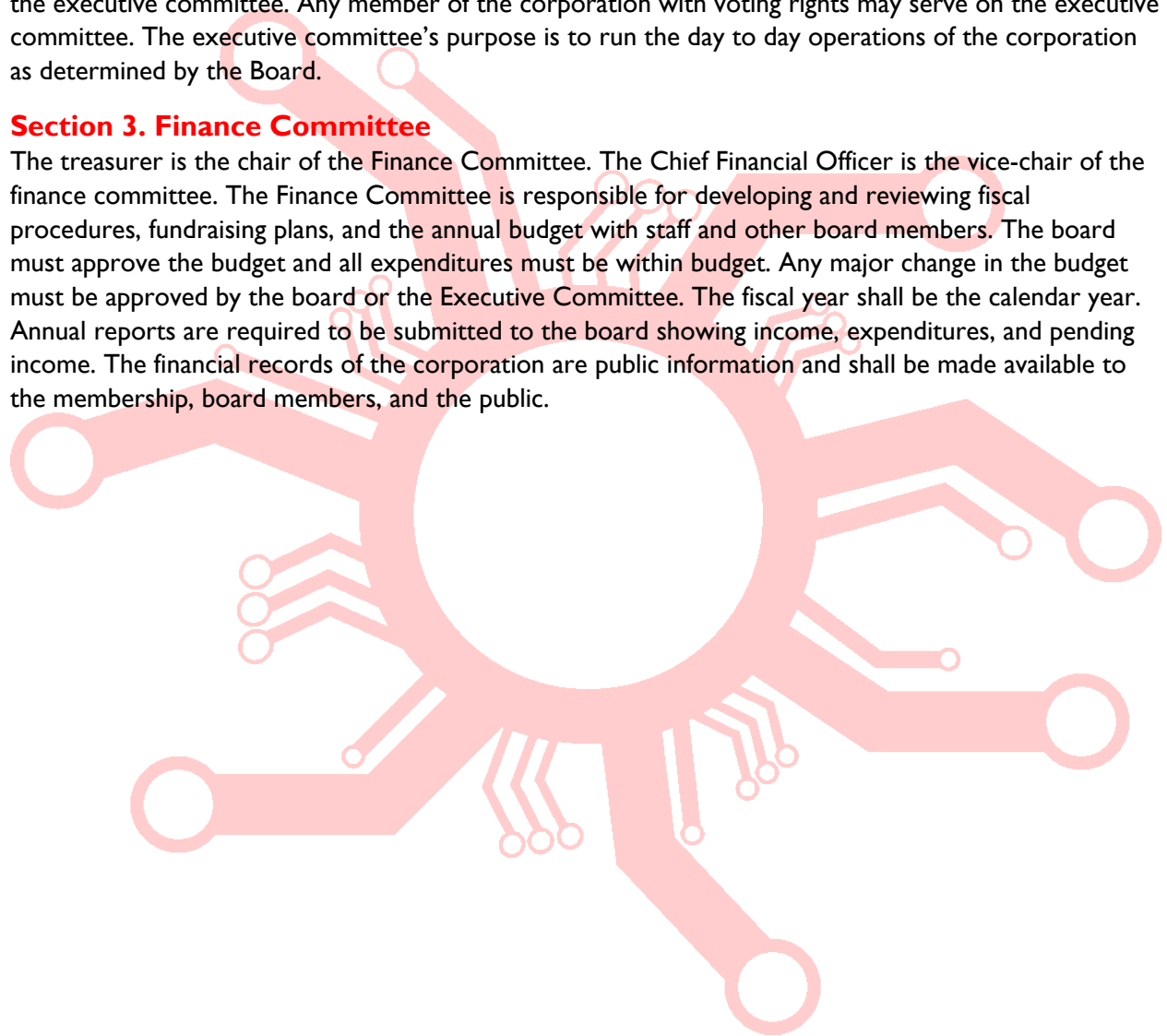
The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The president appoints all committee chairs.

### Section 2. Executive Committee

The president is the chair of the executive committee. The Chief Operating Officer is the vice-chair of the executive committee. Any member of the corporation with voting rights may serve on the executive committee. The executive committee's purpose is to run the day to day operations of the corporation as determined by the Board.

### Section 3. Finance Committee

The treasurer is the chair of the Finance Committee. The Chief Financial Officer is the vice-chair of the finance committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the corporation are public information and shall be made available to the membership, board members, and the public.



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## ARTICLE VIII. CORPORATE STAFF

### Section 1. Staff Positions

The board may create and hire staff positions as needed, such as fundraiser, building manager, marketing manager, etc. The employee may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The employee may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any employee, who shall remain terminable at will, as provided in this Section.

### Section 2: Chief Operating Officer

The Board of Directors may hire a Chief Operating Officer who shall serve at the will of the Board. The Chief Operating Officer shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Chief Operating Officer's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Chief Operating Officer or any other employee. The Chief Operating Officer shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Chief Operating Officer shall be an ad-hoc member of all committees.

The Chief Operating Officer may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Chief Operating Officer may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Chief Operating Officer, who shall remain an employee terminable at will, as provided in this Section.

### Section 3: Chief Financial Officer

The Board of Directors may hire a Chief Financial Officer who shall serve at the will of the Board. The Chief Financial Officer shall have immediate and overall supervision of the budget, the financial operations of the Corporation, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Chief Financial Officer or any other employee. The Chief Financial Officer shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board.

The Chief Financial Officer may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Chief Financial Officer may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Chief Financial Officer, who shall remain an employee terminable at will, as provided in this Section.

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## ARTICLE IX. – Conflict of Interest and Compensation

### Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might 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 organizations.

### Section 2: Definitions

#### 3. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### 4. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Section 3. Procedures

1. **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 and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**
  1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

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2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee 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.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
  1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of 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 governing board or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## Section 5. Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
4. Hospital Insert – for hospitals that complete Schedule C

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5. Physicians who receive compensation from the corporation, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.

## **Section 6. Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Section 7. Periodic Reviews**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Section 8. Use of Outside Experts**

When conducting the periodic reviews, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.



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## ARTICLE X. INDEMNIFICATION

### Section 1. General

To the full extent authorized under the laws of the federal government, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent 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 or obligation to indemnify such person against such liability under this Article.

# Cyberia LTD. Bylaws

## ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## ARTICLE XII. DISSOLUTION

If the corporation is forced to dissolve due to bankruptcy, court order, or planned dissolution the remaining assets and funds of the corporation will be dispersed to a 501(c3) organization with similar purpose as determined by the board of directors as mandated by State and Federal law.

## ARTICLE XIII. AMENDMENTS

### Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by electronic methods or at least five days if delivered by mail. All amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

# Cyberia LTD. Bylaws

## ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 11 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors and membership of Cyberia LTD on this 9th day of December, 2016.

These Bylaws will go into effect on January 1st, 2017

